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EXTENDED TO NOVEMBER 16, 2015

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No. 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

THE ROSAMOND GIFFORD CHARITABLE
CORPORATION

A Employer identification number

15-0572881

Number and street (or P.O. box number if mail is not delivered to street address)

100 CLINTON SQUARE, 126 N. SALINA STREE

Room/suite

3RD FL

B Telephone number

315-474-2489

City or town, state or province, country, and ZIP or foreign postal code

SYRACUSE, NY 13202

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 21,134,303.

J Accounting method:

☐ Cash☒ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

174,216.

N/A

2 Check ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

274.

274.

STATEMENT 1

4 Dividends and interest from securities

822,308.

822,308.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 7,918,163.

3,371,939.

7 Capital gain net income (from Part IV, line 2)

3,371,939.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total. Add lines 1 through 11

4,368,737.

4,194,521.

13 Compensation of officers, directors, trustees, etc

122,500.

85,750.

28,077.

14 Other employee salaries and wages

248,608.

0.

248,608.

15 Pension plans, employee benefits

84,548.

0.

84,520.

16a Legal fees

STMT 3

2,750.

0.

2,750.

b Accounting fees

STMT 4

38,974.

0.

38,158.

c Other professional fees

STMT 5

77,329.

68,355.

8,974.

17 Interest

18 Taxes

STMT 6

77,411.

25,604.

21,368.

19 Depreciation and depletion

20 Occupancy

67,047.

0.

67,332.

21 Travel, conferences, and meetings

26,429.

0.

26,202.

22 Printing and publications

23 Other expenses

STMT 7

220,111.

12,369.

227,335.

24 Total operating and administrative expenses. Add lines 13 through 23

965,707.

192,078.

753,324.

25 Contributions, gifts, grants paid

787,780.

881,660.

26 Total expenses and disbursements. Add lines 24 and 25

1,753,487.

192,078.

1,634,984.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

2,615,250.

b Net investment income (if negative, enter -0-)

4,002,443.

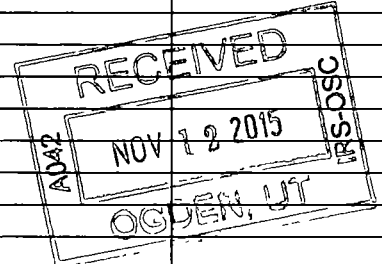
c Adjusted net income (if negative, enter -0-)

N/A

423501
11-24-14

LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	112,964.	74,656.	74,656.
	2 Savings and temporary cash investments	378,522.	992,560.	992,560.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable	40,152.	10,867.	10,867.
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 102,000.			
	Less: allowance for doubtful accounts ▶ 0.	5,075.	102,000.	102,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	18,950.		
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	7,391,943.	8,613,376.	8,613,376.
	c Investments - corporate bonds STMT 10	4,534,704.	4,676,755.	4,676,755.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	9,686,952.	6,664,089.	6,664,089.	
14 Land, buildings, and equipment basis ▶ 138,621.				
Less accumulated depreciation STMT 12 ▶ 138,621.				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	22,169,262.	21,134,303.	21,134,303.	
Liabilities	17 Accounts payable and accrued expenses	119,753.	103,672.	
	18 Grants payable	228,768.	134,888.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 13)	52,760.	17,708.	
	23 Total liabilities (add lines 17 through 22)	401,281.	256,268.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	16,683,981.	15,794,035.	
	25 Temporarily restricted			
	26 Permanently restricted	5,084,000.	5,084,000.	
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	21,767,981.	20,878,035.	
31 Total liabilities and net assets/fund balances	22,169,262.	21,134,303.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	21,767,981.
2 Enter amount from Part I, line 27a	2	2,615,250.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	24,383,231.
5 Decreases not included in line 2 (itemize) ▶ NET UNREALIZED LOSS ON INVESTMENTS	5	3,505,196.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,878,035.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICALLY TRADED SECURITIES	P		
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,918,163.		4,546,224.	3,371,939.
b			
c			
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			3,371,939.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	3,371,939.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	1,463,442.	20,818,632.	.070295
2012	1,458,081.	19,504,065.	.074758
2011	1,512,487.	20,150,430.	.075060
2010	2,289,178.	19,517,195.	.117290
2009	2,386,747.	18,188,625.	.131222

2 Total of line 1, column (d)	2	.468625
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.093725
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	21,638,913.
5 Multiply line 4 by line 3	5	2,028,107.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	40,024.
7 Add lines 5 and 6	7	2,068,131.
8 Enter qualifying distributions from Part XII, line 4	8	1,634,984.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	80,049.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	80,049.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	80,049.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014		6a	73,500.
b Exempt foreign organizations - tax withheld at source		6b	
c Tax paid with application for extension of time to file (Form 8868)		6c	6,700.
d Backup withholding erroneously withheld		6d	
7 Total credits and payments. Add lines 6a through 6d		7	80,200.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	151.
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ 151. Refunded ☐		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>NY</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.GIFFORDFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>JOHN LORENCE</u> Telephone no. ► <u>315-474-2489</u> Located at ► <u>100 CLINTON SQUARE, 126 N. SALINA STREET, 3RD FLOOR</u> ZIP+4 ► <u>13202</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DIRK SONNEBORN - 100 CLINTON SQUARE, 126 N. SALINA STREET, SYRACUSE, NY	EXEC. DIRECTOR 40.00	131,500.	12,250.	10,200.
HEIDI J HOLTZ - 100 CLINTON SQUARE, 126 N. SALINA STREET, SYRACUSE, NY	PROG DIRECTOR 40.00	70,519.	7,127.	0.
LINDSAY MCCLUNG - 100 CLINTON SQUARE, 126 N. SALINA STREET,	DIRECTOR OF GRANT MAKING 40.00	60,770.	6,177.	0.

Total number of other employees paid over \$50,000

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
THE LEADING ELEMENT 247 WEST FAYETTE STREET, SYRACUSE, NY 13202	LEADERSHIP CONSULTING	56,650.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 SEE STATEMENT 15	59,010.
2 SEE STATEMENT 16	363,880.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	21,793,651.
b	Average of monthly cash balances	1b	174,789.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	21,968,440.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	21,968,440.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	329,527.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,638,913.
6	Minimum investment return. Enter 5% of line 5	6	1,081,946.

Part XI**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,081,946.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	80,049.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	1,767.
c	Add lines 2a and 2b	2c	81,816.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,000,130.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,000,130.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,000,130.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,634,984.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,634,984.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,634,984.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2014)

**THE ROSAMOND GIFFORD CHARITABLE
CORPORATION**

Form 990-PF (2014)

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,000,130.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	1,481,870.			
b From 2010	1,337,440.			
c From 2011	520,454.			
d From 2012	522,176.			
e From 2013	444,110.			
f Total of lines 3a through e	4,306,050.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$	1,634,984.			
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				1,000,130.
e Remaining amount distributed out of corpus	634,854.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,940,904.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	1,481,870.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	3,459,034.			
10 Analysis of line 9:				
a Excess from 2010	1,337,440.			
b Excess from 2011	520,454.			
c Excess from 2012	522,176.			
d Excess from 2013	444,110.			
e Excess from 2014	634,854.			

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Form 990-PF (2014)

**THE ROSAMOND GIFFORD CHARITABLE
CORPORATION**

Form 990-PF (2014)

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Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT XV 100 CLINTON SQUARE SYRACUSE, NY 13202	NONE	EXEMPT	VARIOUS	881,660.
Total				881,660.
b Approved for future payment				
ADVANS 3 100 CLINTON SQUARE SYRACUSE, NY 13202	NONE	EXEMPT	BUILDING ORGANIZATIONAL CAPACITY	31,038.
ADVANS 4 100 CLINTON SQUARE SYRACUSE, NY 13202	NONE	EXEMPT	CONSULTING	18,850.
BIDDY BASKETBALL S SALINA STREET SYRACUSE, NY 13205	NONE	EXEMPT	TEACH BOYS AND GIRLS THE SKILLS AND FUNDAMENTALS OF BASKETBALL	5,000.
Total				134,888.

SEE CONTINUATION SHEET(S)

3b

Form **990-PF** (2014)

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
|----------|--|-------|----|
| | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge					May the IRS discuss this return with the preparer shown below (see instr 7)? ☒ Yes ☐ No
	 Signature of officer or trustee	11/4/15 Date	PRESIDENT Title			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN	
	PAULA D. DECKMAN	PAULA D. DECKMAN	10/29/15		P00087828	
	Firm's name ▶ BONADIO & CO., LLP				Firm's EIN ▶ 16-1131146	
	Firm's address ▶ 432 NORTH FRANKLIN STREET SYRACUSE, NY 13204				Phone no. 315-476-4004	

15-0572881

3 Grants and Contributions Approved for Future Payment (Continuation)

423635
05-01-14

Attachment to Form 990-PF

Part XV Supplementary Information - Grants and Contributions Paid During the Year

Line 3a

Recipient Name	Purpose of Grant	Status	Amount
40 Below	Syracuse Co-Works	Exempt	10,000 00
Access Care & Resources	Grant	Exempt	25,000 00
Access Care & Resources	Consulting (Schack)	Exempt	16,500 00
American Red Cross	Community Resilience Strategy	Exempt	15,000 00
Aspiring Women of STAIRS God	Support program expenses of STAIRS program which are workshops to help individuals get a job, provide education, wellness, soft skills, etc in the Syracuse City community	Exempt	3,500 00
Baltimore Woods Nature Center	Consultant for E D Mary Kate Intaglietta	Exempt	2,400 00
Bethany Baptist Church	Light Inc Senior Center	Exempt	3,000 00
Boys & Girls Club	Teen Programming Room	Exempt	15,000 00
Boys & Girls Club	Sunday funday event 7/13	Exempt	2,500 00
CAP Consultant	T Flynn	Exempt	12,500 00
Cathedral Academy	Math and Movement	Exempt	5,000 00
Center for Community Alternatives	Onondaga Youth Move	Exempt	2,000 00
Centerstate CEO	Rt 81 Traffic Alternative Data Collection	Exempt	2,500 00
Centerstate CEO	Urban Task Force Travel Fees from Cleveland	Exempt	2,000 00
Child Care Solutions	Grant	Exempt	17,190 00
Child Care Solutions	Consulting (Doucette)	Exempt	16,500 00
CNY Arts	Dashers Magical Gift December Holiday Show	Exempt	2,500 00
Community Action Partnership Madison Co	Volunteer Service Alliance	Exempt	14,280 00
Convenings	ADV 4 meeting expenses (food, venue, materials, etc)	Exempt	5,307 69
Convenings & Contingencies	ADV 3 (2012-2013)	Exempt	2,954 94
Cooperative Federal Consultant	M Fibiger	Exempt	9,375 00
Cora Foundation	ArtRage Organizatiional Consultant Support -Ogden	Exempt	4,000 00
Cora Foundation	ArtRage Gifford Foundation What If Film Series	Exempt	5,000 00
East Syracuse Minoa Education Fdn	Healthy Schools Project	Exempt	5,000 00
Eastwood Heights Tenant Assoc	TV Project, Xmas Tree	Exempt	2,100 00
ENABLE	Tech & Facility Upgrades between Enable & TLS	Exempt	20,000 00
ENABLE	Burton Blatt at SU Chat Club	Exempt	6,105 00
Everson Museum of Art	Director Search Expenses	Exempt	6,000 00
Finger Lakes Trust	Making Connections Engaging/Educating in Digital Age	Exempt	10,000 00
Friends of the Central Library	Tickets, Advertisement & Gen'l Support	Exempt	5,000 00
Gifford Foundation	Animal Welfare Organization Volunteer Capacity Program	Exempt	13,000 00
Gifford Foundation	Gifford Holiday Grants	Exempt	6,500 00
Good Life Philanthropic Youth Foundation	Program Support	Exempt	2,500 00
Greening USA	Sustainability Academy - Green Neighborhood Tour	Exempt	2,500 00
Hillside Children's Center	Family Finding	Exempt	20,000 00
Hiscock Legal Aid	Technology Upgrades	Exempt	20,000 00
Home Headquarters Consultant	Jeff Grimshaw	Exempt	12,500 00
Hopeprnt	Building Company Theater -Youth Theater Camp	Exempt	3,000 00
Interfaith Works	ADV 3 2013 Business Plan Investment for partial salary of the Center for Dialogue Director (\$30,000), website upgrades (\$5,000), training room equipment for meeting space at new location (\$5,000)	Exempt	40,000 00
Interfaith Works Consultant	Katie Doucette	Exempt	7,150 00
Josephs House for Women	Home Security System	Exempt	10,000 00
Lead Consultant Fees	ADV 4 Lead Consulant Fee to Susan Kenny Stevens	Exempt	18,500 00
Lead Consultant Fees & Travel	ADV 3 Lead Consulant Fee to Susan Kenny Stevens	Exempt	7,500 00
Lead Consultant Travel & Books	ADVANS is based on Susan Kenny Stevens book, "Nonprofit Lifecycles" we provide (purchase) this book to all of our participants in the program and consultants This was for ADV 4	Exempt	1,727 02
Madison County Board development	Consulting from Maria Fibiger	Exempt	4,500 00
Madison County Board development	Gorman Foundation Contribution	Exempt	(2,140 00)
Mercy Works	Synergy Program	Exempt	12,000 00

Attachment to Form 990-PF

Part XV Supplementary Information - Grants and Contributions Paid During the Year

Line 3a

Recipient Name	Purpose of Grant	Status	Amount
Mercy Works	Literacy for Life Family Literacy	Exempt	2,900 00
Near West Side Init	724 Otisco St Makerspace - Living Sculpture Wall	Exempt	2,500 00
Near West Side Initiative	Studio Community Art Program	Exempt	3,500 00
Northeast Hawley Development Assoc	Northside Zumba	Exempt	5,000 00
Northeast Hawley Development Assoc	Consultant Jeff Grimshaw 2/17-5/20	Exempt	2,500 00
Northeast Hawley Development Assoc	Consultant Jeff Grimshaw 5/14-12/14	Exempt	2,500 00
	Program expenses related to a workshop we started to build the knowledge of board leaders in our community These expenses include planning expenses, venue, food, speaker, materials, etc	Exempt	2,277 95
Nourishing Tomorrows Leaders	Program expenses related to a workshop we started to build the knowledge of board leaders in our community These expenses include planning expenses, venue, food, speaker, materials, etc	Exempt	3,289 73
Nourishing Tomorrows Leaders	Consultant Support and Brand Development	Exempt	20,000 00
On Point for College	Grant	Exempt	25,000 00
Onondaga Community Living	Consulting (O'Connor)	Exempt	16,500 00
Onondaga Community Living	10th Anniversary Onondaga Earth Corps - 11/16	Exempt	2,500 00
Onondaga Environmental Institute	Strathmore Speaker Series	Exempt	2,500 00
Onondaga Park Association	Grant	Exempt	25,000 00
Oswego Co Opportunities	Consulting (Fibiger)	Exempt	16,500 00
Oswego Co Opportunities	Determination Ctr Consulting Support	Exempt	3,195 00
Paideia Philanthropy Mgmt	NIA Ministries - Express Yourself	Exempt	3,600 00
Park Central Presbyterian	Syracuse Area Drama - Scar Series	Exempt	4,110 00
Paul Robeson Performing Arts Co	Banquet Facility Technology Upgrades	Exempt	15,000 00
Rosamond Gifford Zoo	Bingo Board & Blower	Exempt	2,500 00
Ross Towers Tenant Assoc			
	ADVANS 3 2013 Business Plan Investment allocation to support the capital campaign efforts and for the development and naming opportunity of the Case Management Center at your new facility (\$40,000)	Exempt	40,000 00
Samaritan Center	Andrea W (2012)	Exempt	3,750 00
Samaritan Center Consultant	Building Men Program	Exempt	10,000 00
Syracuse Central School District	Program support for 5 week course featuring established, professional female writers, journalists, professors and leaders focusing on writing skills, public speaking, and a 6 month follow up with a mentor		
Slat of the Earth (SOTE) womens writing worksh		Exempt	4,950.00
South Side Community Newspaper Project	Family Storytelling Stones	Exempt	4,000 00
Spanish Action League	Youth and Careers Pogram Support	Exempt	20,000 00
Sunshine Horses Inc	Capacity Building and Infrastructure Development	Exempt	3,200 00
	Consultant Support for Strategic Planning & Capacity Building	Exempt	12,000 00
Symphonia	Book Buddies at Seymour Academy	Exempt	3,500 00
Syracuse 20/20	Reimb of May 2013 Grant	Exempt	(5,200 00)
Syracuse Brck House	341 Midland Ave Community Garden	Exempt	1,750 00
Syracuse Grows	Grant	Exempt	25,000 00
Syracuse Model Neighborhood Facility	Consulting (Burgess)	Exempt	16,500 00
Syracuse Model Neighborhood Facility	Strategic Planning	Exempt	10,000 00
Syracuse Stage	New City Park Project	Exempt	5,000 00
Syracuse URBAN Renewal Agency	Landscaping Salisbury Entrance	Exempt	5,000 00
Tipperary Hill Neighborhood Assoc	Work Train Collabarative	Exempt	25,000 00
United Way			

The Rosamond Gifford Charitable Corporation, Inc.

EIN # : 15-0572881

Year End December 31, 2014

Attachment to Form 990-PF

Part XV Supplementary Information - Grants and Contributions Paid During the Year

Line 3a

Recipient Name	Purpose of Grant	Status	Amount
Various Grants \$1,500 and Under	Various Operating Needs	Exempt	76,787 18
Volunteer Lawyers Project of Onon County	Consultant Support	Exempt	8,000 00
Wazigua Community Organization	Afterschool Program	Exempt	4,600 00
Whole Me	Video Documentary	Exempt	5,000 00
Whose Highway is it anyway? Don't drive your life away	Support to educate teen drivers through a "Don't Drive your Life Away" campaign and TV show	Exempt	5,000 00
YMCA TRI-Valley	KIOSK Project	Exempt	9,500 00
Total Grants and Contributions Paid During The Year			881,659.51

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
COLONIAL ALLIANCE - MONEY MARKET NBT	75. 199.	75. 199.	
TOTAL TO PART I, LINE 3	274.	274.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
COLONIAL ALLIANCE - FUND INCOME	822,308.	0.	822,308.	822,308.	
TO PART I, LINE 4	822,308.	0.	822,308.	822,308.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,750.	0.		2,750.
TO FM 990-PF, PG 1, LN 16A	2,750.	0.		2,750.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	38,974.	0.		38,158.
TO FORM 990-PF, PG 1, LN 16B	38,974.	0.		38,158.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	68,355.	68,355.		0.
CONSULTANTS	8,974.	0.		8,974.
TO FORM 990-PF, PG 1, LN 16C	77,329.	68,355.		8,974.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	28,474.	7,151.		21,368.
FEDERAL EXCISE				
TAXES/FOREIGN TAXES	43,642.	13,158.		0.
NYS FILING FEE	775.	775.		0.
NYS INCOME TAX	4,520.	4,520.		0.
TO FORM 990-PF, PG 1, LN 18	77,411.	25,604.		21,368.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ANNUAL REPORT AND OTHER	1,896.	0.		1,896.	
SUPPLIES AND POSTAGE	8,066.	5,646.		432.	
TELEPHONE	8,858.	6,723.		2,512.	
DUES & SUBSCRIPTIONS	11,171.	0.		11,315.	
INSURANCE	6,524.	0.		6,676.	
MEETINGS	26,153.	0.		26,445.	
MAINTENANCE	18,342.	0.		18,342.	
CONTRACTUAL EXPENSES	139,101.	0.		157,217.	
COMMUNITY EVENTS	0.	0.		2,500.	
TO FORM 990-PF, PG 1, LN 23	220,111.	12,369.		227,335.	

FOOTNOTES

STATEMENT

8

CONTROLLED FOREIGN PARTNERSHIP REPORTING

THE TAXPAYER WAS REQUIRED TO FILE FORM 8865, BUT IS NOT DOING SO UNDER THE CONSTRUCTIVE OWNERS EXCEPTION. THE TAXPAYER HAS AN INTEREST IN THE FOLLOWING ENTITY WHICH FILED A CONSTRUCTIVE OWNERS EXCEPTION:

FPA MULTI-ADVISOR FUND, LP
11400 WEST OLYMPIC BLVD, SUITE 1200
LOS ANGELES, CA 90064

THAT PARTNERSHIP HAS A DIRECT PARTNERSHIP INTEREST IN THE FOLLOWING WHICH FILED FORM 8865:

NORTH RUN QUALIFIED PARTNERS, LP
ONE INTERNATIONAL PLACE, SUITE 2401
BOSTON, MA 02110

THE TAXPAYER WOULD HAVE HAD TO FILE FORM 8865 FOR ITS INDIRECT OWNERSHIP IN THE FUND LISTED BELOW BUT FOR THIS EXCEPTION.

NORTH RUN MASTER FUND, LP
C/O WALKERS SPV LIMITED
PO BOX 908GT
GRAND CAYMAN, CAYMAN ISLANDS

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
AFFILIATED MANAGERS GROUP	0.	0.	
ALERE INC	82,650.	82,650.	
ALIGN TECHNOLOGY, INC	0.	0.	
ALLEGHANY CORPORATION	75,087.	75,087.	
ALLEGHENY TECHNOLOGIES	87,307.	87,307.	
AMETEK, INC	0.	0.	
AMPHENOL CORP	0.	0.	
ANSYS INC COM	0.	0.	
BEACON ROOFING SUPPLY INC	0.	0.	
BROWN & BROWN INC	0.	0.	
CATAMARAN CORP	0.	0.	
CEMER CORP	0.	0.	
CHART INDUSTRIES	0.	0.	
CHIPOTLE MEXICAN GRILL CL A	0.	0.	
CHURCH & DWIGHT CO INC	0.	0.	
CIBER INC	0.	0.	
CITRIX SYSTEMS INC	0.	0.	
COGNIZANT TECHNOLOGY SOLUTIONS CORP	0.	0.	
COMMVAULT SYSTEM	0.	0.	
CONCHO RESOURCES INC	0.	0.	
COPART INC	0.	0.	
CORNING INC	73,559.	73,559.	
COSTAR	0.	0.	
CR BARD INC	0.	0.	
DEVON ENERGY CORP	0.	0.	
DFA US S/C VALUE-SMALL CAP MUTUAL FUNDS	673,378.	673,378.	
DICK'S SPORTING GOODS INC	0.	0.	
DSW INC CL A	0.	0.	
EAST WEST BANCORP INC	0.	0.	
ENCANA CORP	0.	0.	
ENDEAVOUR INTERNATIONAL CORP	0.	0.	
ENDO HEALTH SOLUTIONS	0.	0.	
EXELON CORP	85,321.	85,321.	
FACTSET RESEARCH SYSTEMS COM	0.	0.	
FASTENAL CO	0.	0.	
FISERV INC	0.	0.	
GENESEE & WYOMING INC-CL A	0.	0.	
HAIN CELESTIAL GROUP INC	0.	0.	
HEDGE FUNDS	1,014,263.	1,014,263.	
HOWARD HUGHES CORP	32,344.	32,344.	
HUNT JB TRANS SVCS	0.	0.	
IDEX CORP	0.	0.	
IHS INC-CLASS A	0.	0.	
INTERCONTINENTAL EXCHANGE GROUP INC	0.	0.	
INTERPUBLIC GROUP COS INC	0.	0.	
INTREPID POTASH INC	0.	0.	
INTUIT	0.	0.	

ISTAR FINANCIAL INC	67,076.	67,076.
JM SMUCKER CO/THE-NEW COM	0.	0.
LEAPFROG ENTERPRISES INC	20,801.	20,801.
LKQ CORP	0.	0.
MANAGERS TIME SQUARE SMALL CAP GROWTH	0.	0.
MCDERMOTT INTERNATIONAL INC	0.	0.
MICROS SYSTEMS INC	0.	0.
MIDDLEBY CORP	0.	0.
O'REILLY AUTOMOTIVE, INC	0.	0.
OASIS PETROLEUM INC	0.	0.
OCEANEERING INTL INC	0.	0.
PALL CORP	0.	0.
PANERA BREAD COMPANY CL A	0.	0.
PAREXEL INTERNATIONAL CORP	0.	0.
PERRIGO CO	0.	0.
PFIZER INC	75,881.	75,881.
POLARIS INDUSTRIES	0.	0.
RANGE RESOURCES CORP	0.	0.
RAYMOND JAMES FINANCIAL INC	0.	0.
RED HAT INC	0.	0.
ROPER INDUSTRIES INC	0.	0.
SANDERSON INVESTMENTS	2,001,238.	2,001,238.
SCIENCE APPLICATIONS INTL CORP	39,228.	39,228.
SIGMA ALDRICH CORP	0.	0.
SIGNATURE BANK	0.	0.
SIRONA DENTAL SYSTEMS	0.	0.
STAPLES INC	0.	0.
STERICYCLE INC	0.	0.
SUNCOKE ENERGY INC	76,470.	76,470.
TRACTOR SUPPLY COMPANY	0.	0.
TRIMBLE NAVIGATION LIMITED	0.	0.
TYLER TECHNOLOGIES	0.	0.
ULTA SALON COSMETICS & FRAGRANCE	0.	0.
UNDER ARMOUR INC	0.	0.
VARIAN MEDICAL SYSTEMS, INC	0.	0.
VERIFONE SYSTEMS INC	0.	0.
WABTEC CORPORATION	0.	0.
WEYERHAEUSER CO REIT	0.	0.
TRI POINTE HOMES INC	64,020.	64,020.
TIME INC	55,939.	55,939.
MADISON SQUARE GARDEN CO CL A	41,017.	41,017.
RESTORATION HARDWARE HOLDING	39,652.	39,652.
BEAZER HOMES USA INC	38,139.	38,139.
WEATHERFORD INTERNATIONAL PLC	26,358.	26,358.
FNF GROUP	65,593.	65,593.
FNFV GROUP	64,833.	64,833.
ENDO INTERNATIONAL PLC	79,476.	79,476.
CGI GROUP INC	84,295.	84,295.
INNERWORKINGS INC	39,495.	39,495.
KINDER MORGAN INC	85.	85.
VANGUARD 500 INDEX FUND-ADMIN	2,917,031.	2,917,031.
AMG TIMESQUARE SM CP	692,840.	692,840.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,613,376.	8,613,376.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
COLCHESTER GLOBAL BOND	1,214,507.	1,214,507.	
HARBOR HIGH YIELD	531,057.	531,057.	
NATIXIA LOOMIS SAYLES C/P BND-Y	1,854,182.	1,854,182.	
RIDGEWORTH SEIX FLOATING RATE	484,496.	484,496.	
WESTERN ASSET CORE BD PORTFOLIO	592,513.	592,513.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,676,755.	4,676,755.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ABERDEEN EMERGING MARKETS INST	FMV	675,345.	675,345.
ABERDEEN INTERNATIONAL EQUITY FUND	FMV	1,788,046.	1,788,046.
CVI CREDIT VALUE FUND B	FMV	1,032,627.	1,032,627.
DISTRESSED COMPANIES FUND	FMV	411,375.	411,375.
FPA MULTI ADVISOR FUND	FMV	896,729.	896,729.
HARTFORD GLOBAL REAL ASSET	FMV	0.	0.
PIMCO STOCK PLUS LP	FMV	0.	0.
VAN ECK GLOBAL HARD ASSETS	FMV	631,501.	631,501.
ARMORY SQUARE VENTURES	FMV	41,021.	41,021.
CHAMPLAIN MID CAP FUND	FMV	1,187,445.	1,187,445.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,664,089.	6,664,089.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	12
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
VISUAL BOARD	1,217.	1,217.	0.
CONFERENCE TABLE	5,908.	5,908.	0.
14 CHAIRS	6,981.	6,981.	0.
STICKLEY FURNITURE	9,705.	9,705.	0.
COMPUTER SYSTEM	12,980.	12,980.	0.
COMPUTERS	2,500.	2,500.	0.
5 LATERAL FILES	3,370.	3,370.	0.
STICKLEY FURNITURE	2,000.	2,000.	0.
HURBSON CHAIR	100.	100.	0.
COMPUTERS	8,738.	8,738.	0.

STICKLEY FURNITURE	6,883.	6,883.	0.
STICKLEY FURNITURE	8,491.	8,491.	0.
SOLVAY GLASS	228.	228.	0.
STICKLEY FURNITURE	593.	593.	0.
HURBSON CHAIR	380.	380.	0.
PHONE SYSTEM	3,906.	3,906.	0.
STICKLEY FURNITURE	3,547.	3,547.	0.
STICKLEY FURNITURE	1,944.	1,944.	0.
SOLVAY GLASS - GLASS TOP	168.	168.	0.
SOLVAY GLASS - CONF TABLE	471.	471.	0.
LAPTOP COMPUTER	2,376.	2,376.	0.
COMPUTER - DELL PC	1,057.	1,057.	0.
KITCHEN CABINETS/PLUMBING	4,800.	4,800.	0.
DELL SERVER, BACKUP	4,896.	4,896.	0.
DELL DESKTOP	1,250.	1,250.	0.
INSPIRON LAPTOP	2,150.	2,150.	0.
COMPUTER HARDWARE NETWORKING	547.	547.	0.
STEVENS BRIAN	1,510.	1,510.	0.
STEVENS JOANNE	1,999.	1,999.	0.
STEVENS DEPOSIT ON CONFERENCE TABLE	9,268.	9,268.	0.
XP UPGRADE	1,735.	1,735.	0.
XP UPGRADE SERVER SETUP, PC, LAPTOP	2,125.	2,125.	0.
STEVENS RECEPTION FURNITURE, CONFERENCE TABLE, ETC	12,486.	12,486.	0.
MICROEDGE	12,312.	12,312.	0.
TOTAL TO FM 990-PF, PART II, LN 14	138,621.	138,621.	0.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	13
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED FEDERAL EXCISE TAX	52,760.	17,708.
TOTAL TO FORM 990-PF, PART II, LINE 22	52,760.	17,708.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 14
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LAURENCE G. BOUSQUET ONE LINCOLN CENTER SYRACUSE, NY 13202	PRESIDENT 4.00	0.	0.	0.
BENJAMIN R. WALSH 333 W. WASHINGTON STREET, SUITE 130 SYRACUSE, NY 13202	VICE PRESIDENT 2.00	0.	0.	0.
MERIKE TREIER 115 WEST FAYETTE ST SYRACUSE, NY 13202	TRUSTEE 2.00	0.	0.	0.
KATHY O'CONNELL P.O. BOX 780 SYRACUSE, NY 13214	TRUSTEE 2.00	0.	0.	0.
M. CATHERINE RICHARDSON ONE LINCOLN CENTER SYRACUSE, NY 13202	TRUSTEE 2.00	0.	0.	0.
JAIME ALICEA 103 PHILLIPS ROAD SYRACUSE, NY 13214	SECRETARY 4.00	0.	0.	0.
ERIC ALLYN 140 E.GENESEE STREET SKANEATELES, NY 13152	TREASURER 4.00	0.	0.	0.
VINCENT LOVE 538 NOTTINGHAM ROAD SYRACUSE, NY 13210	TRUSTEE 2.00	0.	0.	0.
GWYN MANNION 7665 HUNT LANE FAYETTEVILLE, NY 13066	TRUSTEE 2.00	0.	0.	0.
MICHAEL FENG 650 JAMES STREET SUITE 302 SYRACUSE, NY 13203	TRUSTEE 2.00	0.	0.	0.

CYNTHIA B. MORROW	TRUSTEE			
5212 TOWNSEND RD	2.00	0.	0.	0.
MANLIUS, NY 13104				

JOSEPH CHARLES	TRUSTEE			
5784 WIDEWATERS PARKWAY	2.00	0.	0.	0.
SYRACUSE, NY 13214				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.
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FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	15
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ACTIVITY ONE

WHAT IF GRANTS - A PROGRAM DESIGNED TO BE A RESOURCE IN FOSTERING GROWTH IN NEIGHBORHOODS AND STRENGTHENING THE CAPACITY OF COMMUNITY RESIDENTS IN THE CITY OF SYRACUSE WHO ARE FOCUSED ON MAKING POSITIVE CHANGES IN THEIR NEIGHBORHOOD AND INCREASING COMMUNITY PARTICIPATION, AWARENESS AND PARTNERSHIPS. THE PROJECTS SHOULD BE INITIATED OR IMPLEMENTED BY RESIDENTS, GRASSROOTS ORGANIZATIONS OR NEIGHBORHOOD STAKEHOLDERS IN THE SYRACUSE COMMUNITY.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1	59,010.
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FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	16
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ACTIVITY TWO

ADVANS PROGRAM - ADVANCING AND DEVELOPING THE ASSETS AND VALUE OF NONPROFITS IN SYRACUSE IS A CAPACITY BUILDING INITIATIVE DESIGNED TO STRENGTHEN AND DEVELOP AREA NONPROFITS. TEN(10) NONPROFITS ORGANIZATIONS SERVED.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2	363,880.
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