



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

**Return of Private Foundation**

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

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

OMB No 1545-0052

**2014**

Open to Public Inspection

For calendar year **2014** or tax year beginning **2014**, and ending **20**

Name of foundation: **FRED AND FLOY WILLMOTT FOUNDATION 14-217520**

Number and street (or P.O. box number if mail is not delivered to street address): **95 WASHINGTON ST, ATRIUM 1N**

Room/suite: **-**

City or town, state or province, country, and ZIP or foreign postal code: **BUFFALO, NY 14203-2885**

**A** Employer identification number: **22-2587484**

**B** Telephone number (see instructions): **-**

**C** If exemption application is pending, check here

**D** 1 Foreign organizations, check here   
2. Foreign organizations meeting the 85% test, check here and attach computation

**E** If private foundation status was terminated under section 507(b)(1)(A), check here

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

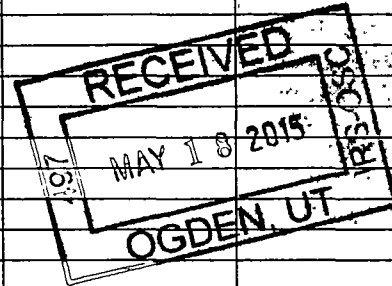
**G** Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

**H** Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 5,750,796.**

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	122,605.	116,114.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	358,508.			
	b Gross sales price for all assets on line 6a	1,369,350.			
	7 Capital gain net income (from Part IV, line 2)		359,484.		
	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) (attach schedule)					
11 Other income (attach schedule)	4,000.	74.		STMT 1	
12 Total. Add lines 1 through 11	485,113.	475,672.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	101,199.	70,839.		30,360.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,324.	NONE	NONE	1,324.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) <b>STMT 2</b>	10,107.	659.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) <b>STMT 3</b>	250.	852.		250.
	24 Total operating and administrative expenses. Add lines 13 through 23	112,880.	72,350.	NONE	31,934.
	25 Contributions, gifts, grants paid	293,335.			293,335.
26 Total expenses and disbursements. Add lines 24 and 25	406,215.	72,350.	NONE	325,269.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	78,898.				
b Net investment income (if negative, enter -0-)		403,322.			
c Adjusted net income (if negative, enter -0-)					



ENV-1-0PE POSTMARK DATE MAY 1 4 2015

66/21/2015 MAY 21 2015

NE 23

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	169,098.	297,727.	297,727.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments - U.S. and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) . <b>STMT 4</b>	1,830,010.	1,862,549.	2,776,034.
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment, basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans . . . . .				
13	Investments - other (attach schedule) . . . . . <b>STMT 5</b>	2,453,364.	2,371,094.	2,677,035.	
14	Land, buildings, and equipment, basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	4,452,472.	4,531,370.	5,750,796.	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶)			
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, . . .</b> <input checked="" type="checkbox"/> <b>check here and complete lines 27 through 31.</b>				
	27	Capital stock, trust principal, or current funds . . . . .	4,452,472.	4,531,370.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	4,452,472.	4,531,370.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	4,452,472.	4,531,370.		

**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	4,452,472.
2	Enter amount from Part I, line 27a . . . . .	2	78,898.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	4,531,370.
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	4,531,370.

**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)
<b>1a PUBLICLY TRADED SECURITIES</b>				
<b>b OTHER GAINS AND LOSSES</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> 1,370,260.		1,009,866.	360,394.	
<b>b</b> -910.			-910.	
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
(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		
<b>a</b>			360,394.	
<b>b</b>			-910.	
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2 Capital gain net income or (net capital loss)</b>		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	359,484.
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			<b>3</b>	

**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	296,492.	5,351,956.	0.055399
2012	296,436.	5,073,752.	0.058425
2011	312,482.	5,049,527.	0.061883
2010	303,111.	4,906,695.	0.061775
2009	279,660.	4,565,620.	0.061253
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.298735
<b>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</b>			<b>3</b> 0.059747
<b>4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5</b>			<b>4</b> 5,612,880.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 335,353.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 4,033.
<b>7 Add lines 5 and 6</b>			<b>7</b> 339,386.
<b>8 Enter qualifying distributions from Part XII, line 4</b> 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.			<b>8</b> 325,269.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Values include 8,066, 7,720, and 346.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes 'Yes' and 'No' columns. Marked with 'X' for 'No' responses to questions 1a, 1b, 1c, 2, 3, 4a, 4b, 5, 6, 7, 8b, 9, and 10.

**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? . . . . .	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> HSBK BANK USA Telephone no. <input type="checkbox"/> (800) 284-5866			
Located at <input type="checkbox"/> 95 WASHINGTON ST, ATRIUM 1N, BUFFALO, NY ZIP+4 <input type="checkbox"/> 14203				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .	15	<input type="checkbox"/>	
and enter the amount of tax-exempt interest received or accrued during the year . . . . . <input type="checkbox"/> 15				
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? . . . . .	16		X
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 <input type="checkbox"/>				

**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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? . . . . .	1b	
Organizations relying on a current notice regarding disaster assistance check here . . . . . <input type="checkbox"/>		
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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <input type="checkbox"/>		
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) . . . . .	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.) . . . . .	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

**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)?  Yes  No

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?  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?  Yes  No

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?  Yes  No

**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 (see instructions).**

(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
HSBC BANK USA PO BOX 4203, BUFFALO, NY 14240	CO-TRUSTEE	68,240.	-0-	-0-
REV JOHN D COOKE 641 STOLLE ROAD, ELMA, NY 14059-9360	CO-TRUSTEE	6,259.	-0-	-0-
LUTHER MILLER , ROCHESTER, NY 14610	CO-TRUSTEE	26,700.	-0-	-0-

**2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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
NONE		-0-	-0-	-0-

Total number of other employees paid over \$50,000  NONE

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services . . . . .		NONE

**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 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments See instructions.	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	5,493,992.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	204,363.
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	5,698,355.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	5,698,355.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	85,475.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	5,612,880.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	280,644.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	280,644.
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5 . . . . .	<b>2a</b>	8,066.
<b>2b</b>	Income tax for 2014. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>2c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	8,066.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	272,578.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	272,578.
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	272,578.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	<b>1a</b>	325,269.
<b>b</b>	Program-related investments - total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	325,269.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) . . . . .	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	325,269.

**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.

**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 . . . . .				272,578.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only . . . . .			NONE	
b Total for prior years: 20 <u>12</u> ,20 <u>  </u> ,20 <u>  </u> . . . . .		NONE		
3 Excess distributions carryover, if any, to 2014:				
a From 2009 . . . . .	53,073.			
b From 2010 . . . . .	56,366.			
c From 2011 . . . . .	65,940.			
d From 2012 . . . . .	46,959.			
e From 2013 . . . . .	35,913.			
f Total of lines 3a through e . . . . .	258,251.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ <u>325,269.</u>				
a Applied to 2013, but not more than line 2a . . . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2014 distributable amount . . . . .				272,578.
e Remaining amount distributed out of corpus . . . . .	52,691.			
5 Excess distributions carryover applied to 2014 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	310,942.			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
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 . . . . .		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 . . . . .				NONE
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) . . . . .	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .	53,073.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .	257,869.			
10 Analysis of line 9				
a Excess from 2010 . . . . .	56,366.			
b Excess from 2011 . . . . .	65,940.			
c Excess from 2012 . . . . .	46,959.			
d Excess from 2013 . . . . .	35,913.			
e Excess from 2014 . . . . .	52,691.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling . . . . .

**b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization. . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

**b** The form in which applications should be submitted and information and materials they should include:

**c** Any submission deadlines:

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**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
<p><b>a Paid during the year</b></p> <p>SEE STATEMENT 25</p>				293,335.
<b>Total</b> .....				▶ <b>3a</b> 293,335.
<p><b>b Approved for future payment</b></p>				
<b>Total</b> .....				▶ <b>3b</b>





FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FROM PASSTHROUGH OTHER INCOME	4,000.	74.
	-----	-----
TOTALS	4,000.	74.
	=====	=====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX - FYE DUE - 2013	2,387.	
EST. TAX - 1ST QTR - 2014	1,930.	
EST. TAX - 2ND QTR - 2014	1,930.	
EST. TAX - 3RD QTR - 2014	1,930.	
EST. TAX - 4TH QTR - 2014	1,930.	659.
FOREIGN TAX		
TOTALS	10,107.	659.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
NYS FILING FEE	250.		250.
CTF EXPENSES		827.	
FROM PASSTHROUGHS		25.	
TOTALS	250.	852.	250.
	=====	=====	=====

FRED AND FLOY WILLMOTT FOUNDATION 14-217520

22-2587484

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENTS	1,830,010.	1,862,549.	2,776,034.
TOTALS	1,830,010.	1,862,549.	2,776,034.

FRED AND FLOY WILLMOTT FOUNDATION 14-217520

22-2587484

FORM 990PF, PART II - OTHER INVESTMENTS  
=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENTS	C	2,453,364.	2,371,094.	2,677,035.
TOTALS		2,453,364.	2,371,094.	2,677,035.

GAINS AND LOSSES FROM PASS-THRU ENTITIES  
=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS -217.00

-----

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-----  
-217.00

=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS -693.00

-----

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-----  
-693.00

=====

RECIPIENT NAME:  
WOMEN'S FOUNDATION OF  
GENESEE VALLEY, INC  
ADDRESS:  
277 ALEXANDER STREET, SUITE 205  
ROCHESTER, NY 14607  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
ROCHESTER REHABILITATION  
CENTER, INC.  
ADDRESS:  
1000 ELMWOOD AVENUE  
ROCHESTER, NY 14620  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
HOUSE OF MERCY, INC.  
ADDRESS:  
725 HUDSON AVENUE  
ROCHESTER, NY 14621  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
BORINQUENE DANCE THEATRE, INC  
ADDRESS:  
PO BOX 10493  
ROCHESTER, NY 14610  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
CALVARY ST. ANDREWS PRESBYTERIAN  
PARISH  
ADDRESS:  
68 ASHLAND STREET  
ROCHESTER, NY 14620  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
RESEARCH FOUNDATION SUNY-BROCKPORT  
COLLEGE FOR CAMP ABILITIES  
ADDRESS:  
350 NEW CAMPUS DRIVE  
BROCKPORT, NY 14420  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
FRIENDS OF GANONDAGAN  
ADDRESS:  
1488 NEW YORK 444  
VICTOR, NY 14564  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 8,000.

RECIPIENT NAME:  
WRITERS AND BOOKS, INC.  
ADDRESS:  
740 UNIVERSITY AVENUE  
ROCHESTER, NY 14607-1259  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
EMPIRE STATE COLLEGE  
FOUNDATION  
ADDRESS:  
28 UNION AVE  
SARASOTA SPRINGS, NY 12866-4390  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
ST JOHN FISHER COLLEGE  
ADDRESS:  
3690 EAST AVENUE  
ROCHESTER, NY 14618  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
NW NEIGHBORHOOD OUTRACH CTR  
INC (FMRLY GRACE URBAN MINISTRIES)  
ADDRESS:  
858 DEWEY AVENUE  
ROCHESTER, NY 14613-2097  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 35,000.

RECIPIENT NAME:  
PARTNERS IN COMMUNITY  
DEVELOPMENT, INC  
ADDRESS:  
45 MAXSON STREET  
ROCHESTER, NY 14609  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
ARTS & CULTURAL COUNCIL  
FOR GREATER ROCHESTER  
ADDRESS:  
277 NORTH GOODMAN STREET  
ROCHESTER, NY 14607-1511  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
URBAN LEAGUE OF ROCHESTER, INC.  
ADDRESS:  
265 N. CLINTON AVENUE  
ROCHESTER, NY 14605  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
COMPEER ROCHESTER, INC  
ADDRESS:  
259 MONROE AVENUE  
ROCHESTER, NY 14607  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
EAST HOUSE CORPORATION  
ADDRESS:  
1701 LAC DEVILLE BLVD  
ROCHESTER, NY 14618-5663  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,500.

RECIPIENT NAME:  
LEROY CHRISTIAN COMMUNITY  
PROJECT  
ADDRESS:  
124 E MAIN STREET  
LEROY, NY 14482  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
ROCHESTER PRESBYTERIAN HOME INC.  
ADDRESS:  
256 THURSTON ROAD  
ROCHESTER, NY 14619  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 5,000.

=====

RECIPIENT NAME:  
NORTHEASTERN SEMINARY  
ADDRESS:  
2265 WESTSIDE DRIVE  
ROCHESTER, NY 14624  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
ST PAUL'S EVANGELICAL LUTHER  
CHURCH  
ADDRESS:  
28 LINCOLN AVE  
PITTSFORD, NY 14505  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
HERITAGE CHRISTIAN SERVICES INC.  
ADDRESS:  
349 WEST COMMERCIAL ST., STE 2795  
EAST ROCHESTER, NY 14445  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 10,000.

=====

RECIPIENT NAME:  
UNITED METHODIST CHURCH  
ADDRESS:  
1050 EAST AVE  
ROCHESTER, NY 14067  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
JUNIOR ACHIEVEMENT OF  
ROCHESTER NEW YORK AREA, INC.  
ADDRESS:  
259 MONROE AVENUE, SUITE 108  
ROCHESTER, NY 14607  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
ADVOCACY CENTER, INC.  
ADDRESS:  
590 SOUTH AVENUE  
ROCHESTER, NY 14620  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 6,000.

RECIPIENT NAME:  
ROCHESTER PHILHARMONIC  
ORCHESTRA  
ADDRESS:  
108 EAST AVENUE  
ROCHESTER, NY 14604  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
ROCHESTER CITY SCHOOL DISTRICT  
ADDRESS:  
131 W. BROAD STREET  
ROCHESTER, NY 14614  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 5,335.

RECIPIENT NAME:  
GENESEE AREA CAMPUS MINISTRIES  
UNIVERSITY OF ROCHESTER  
ADDRESS:  
320 WILSON BOULEVARD  
ROCHESTER, NY 14627  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
CAMERON COMMUNITY MINISTRIES  
ADDRESS:  
48 CAMERON STREET  
ROCHESTER, NY 14606  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
CENTER FOR YOUTH SERVICES, INC  
ADDRESS:  
905 MONROE AVENUE  
ROCHESTER, NY 14620  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
GEVA THEATRE INC  
ADDRESS:  
75 WOODBURY BLVD  
ROCHESTER, NY 14607  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
GENESEE LAND TRUST, INC  
ADDRESS:  
46 PRINCE STREET  
ROCHESTER, NY 14607  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
JUDICIAL PROCESS COMMISSION, INC.  
ADDRESS:  
285 ORMOND STREET  
ROCHESTER, NY 14605  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
HOCHSTEIN SCHOOL OF MUSIC & DANCE  
ATTN: MARGARET QUACKENBUSH  
ADDRESS:  
50 N. PLYMOUTH AVE.  
ROCHESTER, NY 14614  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 5,000.

=====

RECIPIENT NAME:  
COMMUNITY FOOD CUPBOARD  
ROCHESTER  
ADDRESS:  
P.O. BOX 31621  
ROCHESTER, NY 14604  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
ST LUKE & ST. SIMON EPISCOPAL  
CHURCH  
ADDRESS:  
17 S. FITZBURGH STREET  
ROCHESTER, NY 14614  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
HUMANE SOCIETY OF GREATER ROCHESTER  
ROCHESTER P.C.A. INC.  
ADDRESS:  
99 VICTOR ROAD  
FAIRPORT, NY 14450  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
FUTURE BOXING CLUB, INC  
ADDRESS:  
460 BUFFALO ROAD  
ROCHESTER, NY 14611  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 7,000.

RECIPIENT NAME:  
UNITED CEREBRAL PALSY ASSOCIATION  
OF THE ROCHESTER AREA INC  
ADDRESS:  
3399 WINTON ROAD SOUTH  
ROCHESTER, NY 14623  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
THE NATURE CONSERVANCY  
ATTN: BETH MCNALLY, EST ADMIN  
ADDRESS:  
4245 N FAIRFAX DR, STE 100  
ARLINGTON, VA 22203  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
 STEPPING STONES LEARNING CENTER  
 CENTER  
 ADDRESS:  
 41 COLEBROOK DRIVE  
 ROCHESTER, NY 14617  
 RELATIONSHIP:  
 NONE  
 PURPOSE OF GRANT:  
 GENERAL CHARITABLE PURPOSES  
 FOUNDATION STATUS OF RECIPIENT:  
 501  
 AMOUNT OF GRANT PAID ..... 8,000.

RECIPIENT NAME:  
 VOLUNTEERS OF AMERICA, WNY, INC.  
 ATTN: MR. CARL CONKLIN  
 ADDRESS:  
 175 WARD ST.  
 ROCHESTER, NY 14605  
 RELATIONSHIP:  
 NONE  
 PURPOSE OF GRANT:  
 GENERAL CHARITABLE PURPOSES  
 FOUNDATION STATUS OF RECIPIENT:  
 PC  
 AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
 OASIS ADAPTIVE SPORTS, INC  
 ADDRESS:  
 5789 WEST SHORE COVE  
 HONEOYE, NY 14471  
 RELATIONSHIP:  
 NONE  
 PURPOSE OF GRANT:  
 GENERAL CHARITABLE PURPOSES  
 FOUNDATION STATUS OF RECIPIENT:  
 PC  
 AMOUNT OF GRANT PAID ..... 8,000.

RECIPIENT NAME:  
LEARNING DISABILITIES ASSOCIATION  
OF THE GENESEE VALLEY, INC.  
ADDRESS:  
1650 SOUTH AVE, STE 200  
ROCHESTER, NY 14620  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSE  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
BOARD OF EDUCATION CITY SCHOOL  
ADDRESS:  
131 W. BROAD ST  
ROCHESTER, NY 14614  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSE  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
ROCHESTER ARTS FESTIVAL, INC.  
ADDRESS:  
26 SOUTH GOODMAN ST  
ROCHESTER, NY 14607  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSE  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 7,000.

RECIPIENT NAME:  
ROCHESTER EDUCATION FOUNDATION  
ADDRESS:  
250 MILL ST  
ROCHESTER, NY 14614  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
SOJOURNER HOUSE AT  
PATHSTONE, INC  
ADDRESS:  
30 MILLBANK ST  
ROCHESTER, NY 14619  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 6,000.

RECIPIENT NAME:  
GENESEE VALLEY PRESBYTERIAN  
NURSING CENTER  
ADDRESS:  
254 ALEXANDER ST  
ROCHESTER, NY 14607  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
NEW FAITH COMMUNITY CENTER  
ADDRESS:  
5714 W GULF BANK RD, APT 5  
HOUSTON, TX 77088  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
GENESSE STREET CORPORATION  
ADDRESS:  
713 MONROE AVE  
ROCHESTER, NY 14607  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
BIVONA CHILD ADVOCACY CENTER  
ADDRESS:  
275 LAKE AVE  
ROCHESTER, NY 14608  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 6,000.

RECIPIENT NAME:  
ANTHONY L JORDAN HEALTH CORP  
ADDRESS:  
82 HOLLAND ST  
ROCHESTER, NY 14605  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 6,000.

RECIPIENT NAME:  
CHURCH HOME SYSTEM  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 9,000.

RECIPIENT NAME:  
FAMILY & FRIENDS OF THE MENTALLY ILL  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 6,000.

RECIPIENT NAME:  
ROCHESTER INSTITUTE OF TECHNOLOGY  
ADDRESS:  
7 LOMB MEMORIAL DRIVE  
ROCHESTER, NY 14623-5603  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSE  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 7,500.

FRED AND FLOY WILLMOTT FOUNDATION 14-217520 22-2587484  
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

TOTAL GRANTS PAID: 293,335.  
=====



# Holdings Summary

CO-TR U/A F & F WILLMOTT FOUNDATION  
Account Number: 14-217520

As of December 31, 2014  
Reporting Currency: USD

Description	Total Cost	Market Value*	Asset Class	% of Total Market Value
<b>■ Cash, Deposits and Money Markets</b>				
US Money Market Funds	297,727.29	297,727.29	100.00	5.18
<b>TOTAL CASH, DEPOSITS AND MONEY MARKETS</b>	<b>\$297,727.29</b>	<b>\$297,727.29</b>	<b>100.00</b>	<b>5.18</b>
<b>■ Fixed Income</b>				
US Fixed Income Mutual Funds	55,225.74	54,557.58	3.60	0.95
Offshore US Fixed Income Mutual Funds	113,819.02	106,970.41	7.05	1.86
Diversified Investment Funds	1,391,425.87	1,355,562.84	89.35	23.57
<b>TOTAL FIXED INCOME</b>	<b>\$1,560,470.63</b>	<b>\$1,517,090.83</b>	<b>100.00</b>	<b>26.38</b>
<b>■ Equities</b>				
US Common Stocks	1,849,275.14	2,767,140.91	70.30	48.12
Global Common Stocks	13,273.80	8,892.77	0.23	0.15
Closed End Equities Mutual Funds	389,358.00	606,999.49	15.42	10.56
US Equity Mutual Funds	387,729.91	519,824.58	13.21	9.04
Public Master Ltd Partnerships	33,534.80	33,119.86	0.84	0.58
<b>TOTAL EQUITIES</b>	<b>\$2,673,171.65</b>	<b>\$3,935,977.61</b>	<b>100.00</b>	<b>68.44</b>
<b>TOTAL MARKET VALUE</b>	<b>\$4,531,369.57</b>	<b>\$5,750,795.73</b>	<b>100.00</b>	<b>100.00</b>

\*Market value includes accrued income for Fixed Income Assets.



# Detailed Holdings

CO-TR U/A F & F WILLMOTT FOUNDATION  
Account Number: 14-217520

As of December 31, 2014  
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Yield (%)
<b>Cash, Deposits and Money Markets</b>						
FIDELITY INSTL CASH U S GOVT PORT A CUSIP 609999CT2	283,658.46	283,658.46	1.00	283,658.46	4.93	0.01
FIDELITY INSTL CASH U S GOVT PORT A - INCOME CUSIP 609999CT2	14,068.83	14,068.83	1.00	14,068.83	0.24	0.01
<b>TOTAL CASH, DEPOSITS AND MONEY MARKETS</b>		<b>\$297,727.29</b>		<b>\$297,727.29</b>	<b>5.18</b>	

Description	Shares/Par	Total Cost	Average Cost	Current Price	Accrued Income	Total Market Value Including Accrued Income	% of Total Market Value	Estimated Annual Income	Yield to Maturity at Cost (%)
<b>Fixed Income</b>									
<b>US Fixed Income Mutual Funds</b>									
COLUMBIA HIGH YIELD BOND FUND Ticker: CHYZX, CUSIP 19766F175	9,304.620	26,724.17	2.87	2.9300	114.06	27,376.60	0.48	1,436.05	0.00
JP MORGAN HIGH YIELD SEL Ticker: OHYFX, CUSIP 4812C0803	3,581.157	28,501.57	7.96	7.5900	0.00	27,180.98	0.47	1,604.36	0.00
<b>Total US Fixed Income Mutual Funds</b>		<b>\$55,225.74</b>			<b>\$114.06</b>	<b>\$54,557.58</b>	<b>0.95</b>	<b>\$3,040.41</b>	





# Detailed Holdings

CO-TR U/A F & F WILLMOTT FOUNDATION  
Account Number 14-217520

As of December 31, 2014  
Reporting Currency: USD

Description	Shares/Par	Total Cost	Average Cost	Current Price	Accrued Income	Total Market Value Including Accrued Income	% of Total Market Value	Estimated Annual Income	Yield to Maturity at Cost (%)
<b>Fixed Income (continued)</b>									
<b>Offshore US Fixed Income Mutual Funds</b>									
GOLDMAN SACHS EMERGING MARKETS DEBT FUND Ticker: GSDIX, CUSIP: 38143H886	2,312,828	29,626.66	12.81	12.3600	110.19	28,696.74	0.50	1,363.96	0.00
MFS SER TRX EMERGING MKTS DEBT FD CL I Ticker: MEDIX, CUSIP: 55273E640	1,929,421	28,761.48	14.91	14.5100	107.90	28,103.80	0.49	1,271.26	0.00
PIMCO FOREIGN BOND FUND UNHEDGED IN Ticker: PFUIX, CUSIP: 722005220	5,064,324	55,430.88	10.95	9.8900	83.71	50,169.87	0.87	1,976.03	0.00
<b>Total Offshore US Fixed Income Mutual Funds</b>		<b>\$113,819.02</b>			<b>\$301.80</b>	<b>\$106,970.41</b>	<b>1.86</b>	<b>\$4,611.25</b>	
<b>Diversified Investment Funds</b>									
HSBC BANK USA NA TAXABLE BOND FUND Ticker: DBTF, CUSIP: 568998A00	24,944,209	1,391,425.87	55.78	54.2014	3,551.77	1,355,562.84	23.57	37,226.24	0.00
<b>Total Diversified Investment Funds</b>		<b>\$1,391,425.87</b>			<b>\$3,551.77</b>	<b>\$1,355,562.84</b>	<b>23.57</b>	<b>\$37,226.24</b>	
<b>TOTAL FIXED INCOME</b>		<b>\$1,560,470.63</b>			<b>\$3,967.63</b>	<b>\$1,517,090.83</b>	<b>26.38</b>	<b>\$44,877.90</b>	



# Detailed Holdings

CO-TR U/A F & F WILLMOTT FOUNDATION  
Account Number: 14-217520

As of December 31, 2014  
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
<b>Equities</b>							
<b>US Common Stocks</b>							
3M CO Ticker: MMM, CUSIP 88579Y101	108.00	7,217.51	164.3200	17,746.56	0.31	442.80	2.50
ABBVIE INC Ticker: ABBV, CUSIP 00287Y109	785.00	39,429.69	65.4400	51,370.40	0.89	1,538.60	3.00
AMAZON.COM INC Ticker: AMZN, CUSIP. 023135106	167.00	56,311.49	310.3500	51,828.45	0.90	0.00	0.00
APPLE INC Ticker: AAPL, CUSIP. 037833100	1,008.00	10,804.69	110.3800	111,263.04	1.93	1,895.04	1.70
BANK OF AMERICA CORP Ticker: BAC, CUSIP 060505104	2,467.00	38,372.97	17.8900	44,134.63	0.77	493.40	1.12
BOEING CO Ticker: BA, CUSIP 097023105	350.00	46,875.85	129.9800	45,493.00	0.79	1,274.00	2.80
BRISTOL MYERS SQUIBB CO Ticker: BMY, CUSIP. 110122108	458.00	14,280.70	59.0300	27,035.74	0.47	677.84	2.51
BUFFALO WILD WINGS INC Ticker: BWLD, CUSIP 119848109	206.00	28,343.44	180.3800	37,158.28	0.65	0.00	0.00
CALIFORNIA RESOURCES CORPORATION W/I Ticker: CRC W, CUSIP. 13057Q107	306.00	2,462.70	5.5100	1,686.06	0.03	0.00	0.00
CAPITAL ONE FINANCIAL CORP Ticker: COF, CUSIP 14040H105	596.00	29,206.39	82.5500	49,199.80	0.86	715.20	1.45
CARDINAL HEALTH INC Ticker: CAH, CUSIP 14149Y108	772.00	56,489.46	80.7300	62,323.56	1.08	1,057.64	1.70





# Detailed Holdings

CO-TR U/A F & F WILLMOTT FOUNDATION  
Account Number: 14-217520

As of December 31, 2014  
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
<b>Equities (continued)</b>							
CHUBB CORP Ticker CB, CUSIP: 171232101	575.00	33,534.00	103.4700	59,495.25	1.03	1,150.00	1.93
CITRIX SYS INC Ticker CTXS, CUSIP: 177376100	602.00	29,644.64	63.8000	38,407.60	0.67	0.00	0.00
CME GROUP INC Ticker CME, CUSIP: 125720105	342.00	26,041.00	88.6500	30,318.90	0.53	642.96	2.12
COACH INC Ticker COH, CUSIP: 189754104	514.00	30,053.94	37.5600	19,305.84	0.34	693.90	3.59
CONAGRA FOODS INC Ticker CAG, CUSIP: 205887102	1,378.00	34,424.36	36.2800	49,993.84	0.87	1,378.00	2.76
COSTCO WHOLESALE CORP NEW Ticker COST, CUSIP: 22160K105	298.00	32,386.15	141.7500	42,241.50	0.73	423.16	1.00
DANAHER CORP Ticker DHR, CUSIP: 235851102	555.00	19,967.52	85.7100	47,569.05	0.83	222.00	0.47
DAVITA HEALTHCARE PARTNERS INC Ticker DVA, CUSIP: 23918K108	792.00	56,606.85	75.7400	59,986.08	1.04	0.00	0.00
DISNEY WALT CO NEW Ticker DIS, CUSIP: 254687106	560.00	15,754.92	94.1900	52,746.40	0.92	644.00	1.22
DU PONT E I DE NEMOURS & CO Ticker DD, CUSIP: 263534109	329.00	12,483.52	73.9400	24,326.26	0.42	618.52	2.54
EXXON MOBIL CORPORATION Ticker XOM, CUSIP: 30231G102	502.00	17,965.24	92.4500	46,409.90	0.81	1,385.52	2.99

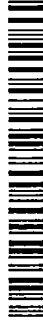


# Detailed Holdings

CO-TR U/A F & F WILLMOTT FOUNDATION  
Account Number: 14-217520

As of December 31, 2014  
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
<b>Equities (continued)</b>							
FIREEYE INC Ticker FEYE, CUSIP 318160101	503.00	17,227.38	31,5800	15,884.74	0.28	0.00	0.00
GENERAL ELECTRIC CORP Ticker GE, CUSIP 369604103	1,608.00	5,312.76	25,2700	40,634.16	0.71	1,479.36	3.64
GILEAD SCIENCES INC Ticker GILD, CUSIP 375558103	728.00	14,725.40	94,2600	68,621.28	1.19	0.00	0.00
GOOGLE INC CL C Ticker GOOG, CUSIP 38259P706	64.00	18,649.47	526,4000	33,689.60	0.59	0.00	0.00
GOOGLE INC-CL A Ticker GOOGL, CUSIP 38259P508	64.00	18,600.77	530,6600	33,962.24	0.59	0.00	0.00
HALLIBURTON CO Ticker HAL, CUSIP 406216101	973.00	62,495.29	39,3300	38,268.09	0.67	700.56	1.83
HERTZ GLOBAL HOLDINGS INC Ticker HTZ, CUSIP 42805T105	1,254.00	34,447.38	24,9400	31,274.76	0.54	0.00	0.00
HEWLETT PACKARD CO Ticker HPQ, CUSIP 428236103	984.00	26,156.01	40,1300	39,487.92	0.69	629.76	1.59
HUNTSMAN CORP Ticker HUN, CUSIP 447011107	2,882.00	72,827.00	22,7800	65,651.96	1.14	1,441.00	2.19
ILLINOIS TOOL WKS INC Ticker ITW, CUSIP 452308109	563.00	28,822.25	94,7000	53,316.10	0.93	1,092.22	2.05
JP MORGAN CHASE & CO Ticker JPM, CUSIP 46625H100	824.00	32,418.66	62,5800	51,565.92	0.90	1,318.40	2.56





CO-TR U/A F & F WILLMOTT FOUNDATION  
Account Number: 14-217520



# Detailed Holdings

As of December 31, 2014  
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
<b>Equities (continued)</b>							
LEXINGTON REALTY TRUST Ticker: LXP, CUSIP: 529043101	4,568.00	28,767.98	10.9800	50,156.64	0.87	3,106.24	6.19
LINKEDIN CORP-A Ticker: LNKD, CUSIP: 53578A108	177.00	37,545.46	229.7100	40,658.67	0.71	0.00	0.00
LOWES COS INC Ticker: LOW, CUSIP: 548661107	1,251.00	33,725.88	68.8000	86,068.80	1.50	1,150.92	1.34
MERCK & CO INC Ticker: MRK, CUSIP: 58933Y105	969.00	36,657.32	56.7900	55,029.51	0.96	1,744.20	3.17
METLIFE INC Ticker: MET, CUSIP: 59156R108	714.00	21,559.60	54.0900	38,620.26	0.67	999.60	2.59
MICROSOFT CORP Ticker: MSFT, CUSIP: 594918104	575.00	28,057.47	46.4500	26,708.75	0.46	713.00	2.67
MONDELEZ INTERNATIONAL INC A Ticker: MDLZ, CUSIP: 609207105	1,237.00	35,242.74	36.3250	44,934.03	0.78	742.20	1.65
MORGAN STANLEY Ticker: MS, CUSIP: 617464448	1,273.00	42,794.37	38.8000	49,392.40	0.86	509.20	1.03
OCCIDENTAL PETE CORP Ticker: OXY, CUSIP: 674599105	765.00	68,174.63	80.6100	61,666.65	1.07	2,203.20	3.57
PALO ALTO NETWORKS Ticker: PANW, CUSIP: 697435105	167.00	19,674.64	122.5700	20,469.19	0.36	0.00	0.00
PEPSICO INC Ticker: PEP, CUSIP: 713448108	580.00	35,027.08	94.5600	54,844.80	0.95	1,519.60	2.77



# Detailed Holdings

CO-TR U/A F & F WILLMOTT FOUNDATION  
Account Number: 14-217520

As of December 31, 2014  
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
<b>Equities (continued)</b>							
PUBLIC SVC ENTERPRISE GROUP INC Ticker: PEG, CUSIP: 744573106	1,291.00	41,243.70	41.4100	53,460.31	0.93	1,910.68	3.57
RANGE RESOURCES CORP Ticker: RRC, CUSIP: 75281A109	392.00	30,569.92	53.4500	20,952.40	0.36	62.72	0.30
RAYTHEON COMPANY Ticker: RTN, CUSIP: 755111507	743.00	26,729.20	108.1700	80,370.31	1.40	1,798.06	2.24
SALESFORCE COM Ticker: CRM, CUSIP: 79466L302	800.00	31,730.00	59.3100	47,448.00	0.83	0.00	0.00
SANDISK CORP Ticker: SNDK, CUSIP: 80004C101	374.00	22,422.27	97.9800	36,644.52	0.64	448.80	1.22
SCHLUMBERGER LTD Ticker: SLB, CUSIP: 806857108	605.00	41,351.15	85.4100	51,673.05	0.90	968.00	1.87
STARBUCKS CORP Ticker: SBUX, CUSIP: 855244109	541.00	29,060.71	82.0500	44,389.05	0.77	692.48	1.56
T ROWE PRICE GROUP INC Ticker: TROW, CUSIP: 74144T108	315.00	11,445.90	85.8600	27,045.90	0.47	554.40	2.05
THERMO FISHER SCIENTIFIC INC Ticker: TMO, CUSIP: 883556102	468.00	32,291.47	125.2900	58,635.72	1.02	280.80	0.48
TWITTER INC Ticker: TWTR, CUSIP: 90184L102	424.00	16,532.81	35.8700	15,208.88	0.26	0.00	0.00
UNDER ARMOUR-A Ticker: UA, CUSIP: 904311107	940.00	17,199.06	67.9000	63,826.00	1.11	0.00	0.00





CO-TR U/A F & F WILLMOTT FOUNDATION  
Account Number: 14-217520



# Detailed Holdings

As of December 31, 2014  
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
<b>Equities (continued)</b>							
UNITEDHEALTH GROUP INC Ticker: UNH, CUSIP 91324P102	820.00	27,544.03	101.0900	82,893.80	1.44	1,230.00	1.48
WALGREENS BOOTS ALLIANCE INC Ticker: WBA, CUSIP 931427108	454.00	28,420.67	76.2000	34,594.80	0.60	0.00	0.00
WELLS FARGO & CO Ticker: WFC, CUSIP 949746101	1,074.00	34,487.75	54.8200	58,876.68	1.02	1,503.60	2.55
WHITEWAVE FOODS CO - A Ticker: WWAV, CUSIP 966244105	1,006.00	30,079.10	34.9900	35,199.94	0.61	0.00	0.00
WORKDAY INC CLASS A Ticker: WDAY, CUSIP 98138H101	138.00	11,529.52	81.6100	11,262.18	0.20	0.00	0.00
YELP INC Ticker: YELP, CUSIP 985817105	234.00	15,838.74	54.7300	12,806.82	0.22	0.00	0.00
ZIMMER HLDGS INC Ticker: ZMH, CUSIP 98956P102	537.00	43,233.57	113.4200	60,906.54	1.06	472.56	0.78
<b>Total US Common Stocks</b>		<b>\$1,849,275.14</b>		<b>\$2,767,140.91</b>	<b>48.12</b>	<b>\$44,524.14</b>	
<b>Global Common Stocks</b>							
STRATASYS LTD Ticker: SSYS, CUSIP: M85548101	107.00	13,273.80	83.1100	8,892.77	0.15	0.00	0.00
<b>Total Global Common Stocks</b>		<b>\$13,273.80</b>		<b>\$8,892.77</b>	<b>0.15</b>	<b>\$0.00</b>	



# Detailed Holdings

CO-TR U/A F & F WILLMOTT FOUNDATION  
Account Number: 14-217520

As of December 31, 2014  
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
<b>Equities (continued)</b>							
<b>Closed End Equities Mutual Funds</b>							
ISHARES CORE S&P MIDCAP ETF Ticker: IJH, CUSIP: 464287507	762.00	59,050.99	144.8000	110,337.60	1.92	1,479.80	1.34
ISHARES MSCI EAFE ETF Ticker: EFA, CUSIP: 464287465	1,486.00	80,823.54	60.8400	90,408.24	1.57	3,359.85	3.72
ISHARES RUSSELL 2000 ETF Ticker: IWM, CUSIP: 464287655	934.00	66,748.71	119.6200	111,725.08	1.94	1,411.27	1.26
ISHARES RUSSELL 2000 GROWTH ETF Ticker: IWO, CUSIP: 464287648	236.00	26,452.96	142.3800	33,601.68	0.58	243.79	0.73
ISHARES RUSSELL 2000 VALUE ETF Ticker: IWN, CUSIP: 464287630	1,142.00	66,257.39	101.6800	116,118.56	2.02	2,185.79	1.88
ISHARES S&P MIDCAP 400 VALUE ETF Ticker: IJJ, CUSIP: 464287705	667.00	34,286.47	127.8300	85,262.61	1.48	1,404.70	1.65
SECTOR SPDR TR CONSUMER STAPLES Ticker: XLP, CUSIP: 81369Y308	1,228.00	55,737.94	48.4900	59,545.72	1.04	1,429.39	2.40
<b>Total Closed End Equities Mutual Funds</b>		<b>\$389,358.00</b>		<b>\$606,999.49</b>	<b>10.56</b>	<b>\$11,514.59</b>	
<b>US Equity Mutual Funds</b>							
HARDING LOEVNER INTL EQUITY PORT Ticker: HLMIX, CUSIP: 412295107	4,339.69	66,559.42	17.5600	76,204.97	1.33	0.00	0.00
IVY MID CAP GROWTH FUND CLASS I Ticker: IYMIX, CUSIP: 466001609	4,688.85	83,938.93	23.8200	111,688.48	1.94	0.00	0.00





CO-TR U/A F & F WILLMOTT FOUNDATION  
Account Number: 14-217520



# Detailed Holdings

As of December 31, 2014  
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
<b>Equities (continued)</b>							
JOHN HANCOCK III DISCIP VAL M/C FD CL IS Ticker: JVMIX, CUSIP: 47803W406	1,491.75	17,918.11	19,970.00	29,790.25	0.52	156.63	0.53
LORD ABBETT DEVELOPING GROWTH FD CL I Ticker: LADYX, CUSIP: 544006505	2,568.59	39,437.12	24,930.00	64,034.85	1.11	0.00	0.00
MFS INTERNATIONAL GROWTH FUND CL I Ticker: MGIIX, CUSIP: 55273E848	2,570.18	50,802.30	28,790.00	73,995.51	1.29	1,015.22	1.37
MFS INTERNATIONAL VALUE FUND CL I Ticker: MINIX, CUSIP: 55273E822	4,751.32	129,074.03	34,540.00	164,110.52	2.85	3,653.76	2.23
<b>Total US Equity Mutual Funds</b>		<b>\$387,729.91</b>		<b>\$519,824.58</b>	<b>9.04</b>	<b>\$4,825.61</b>	
<b>Public Master Ltd Partnerships</b>							
LAZARD LTD CLASS A Ticker: LAZ, CUSIP: G54050102	662.00	33,534.80	50,030.00	33,119.86	0.58	794.40	2.40
<b>Total Public Master Ltd Partnerships</b>		<b>\$33,534.80</b>		<b>\$33,119.86</b>	<b>0.58</b>	<b>\$794.40</b>	
<b>TOTAL EQUITIES</b>		<b>\$2,673,171.65</b>		<b>\$3,935,977.61</b>	<b>68.44</b>	<b>\$61,658.74</b>	
<b>TOTAL MARKET VALUE</b>		<b>\$4,531,369.57</b>		<b>\$5,750,795.73</b>	<b>100.00</b>	<b>\$106,566.42</b>	