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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2015

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2015 or tax year beginning 05/01, 2015, and ending 04/30, 2016

Name of foundation: **HENRY GRAFF T/CHAR**

Number and street (or P O box number if mail is not delivered to street address): **1100 WEHRLE DRIVE, 2ND FLOOR**

Room/suite: _____

City or town, state or province, country, and ZIP or foreign postal code: **BUFFALO, NY 14221**

A Employer identification number: **52-6611473**

B Telephone number (see instructions): **716-842-5506**

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

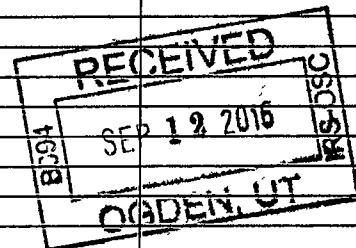
G Check all that apply:
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

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) **\$ 4,269,701.**

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 of 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 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	69,522.	69,585.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	109,020.			
	b Gross sales price for all assets on line 6a 2,868,687.				
	7 Capital gain net income (from Part IV, line 2)		109,020.		
	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)	4,180.			STMT 2	
12 Total. Add lines 1 through 11	182,722.	178,605.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	46,176.	46,176.		
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	3,483.	1,863.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 4	4,278.	4,278.		
	24 Total operating and administrative expenses. Add lines 13 through 23.	53,937.	52,317.	NONE	
25 Contributions, gifts, grants paid	230,220.			230,220.	
26 Total expenses and disbursements. Add lines 24 and 25	284,157.	52,317.	NONE	230,220.	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-101,435.				
b Net investment income (if negative, enter -0-)		126,288.			
c Adjusted net income (if negative, enter -0-)					



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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			End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing						
	2	Savings and temporary cash investments	37,960.	204,560.	204,560.			
	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 ▶	NONE					
	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)						
	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)	STMT 5	3,955,421.	3,687,388.	4,065,141.			
14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule)							
15	Other assets (describe ▶)							
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		3,993,381.	3,891,948.	4,269,701.			
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	Total liabilities (add lines 17 through 22)				NONE			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>		and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted						
	25	Temporarily restricted						
	26	Permanently restricted						
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>							
	27	Capital stock, trust principal, or current funds		3,993,381.	3,891,948.			
	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 (see instructions)		3,993,381.	3,891,948.				
31	Total liabilities and net assets/fund balances (see instructions)		3,993,381.	3,891,948.				

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 3,993,381.
2	Enter amount from Part I, line 27a	2 -101,435.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3 2.
4	Add lines 1, 2, and 3	4 3,891,948.
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 3,891,948.

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	PUBLICLY TRADED SECURITIES		
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 2,868,687.		2,759,667.	109,020.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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			109,020.
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	109,020.
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) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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))
2014			
2013			
2012			
2011			
2010			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4 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.	8	

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-sections 1a-11 and 6a-6d. Total tax due is 714, refunded 714.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions 1a-10 regarding political activities, IRS reporting, and state requirements. Includes sub-sections 1a-10 and 8a-8b.

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).
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).
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address SEE STATEMENT 10
14 The books are in care of SEE STATEMENT 10 Telephone no. Located at ZIP+4
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
16 At any time during calendar year 2015, 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. If "Yes," enter the name of the foreign country

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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 2015?
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? 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.)
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?
b If "Yes," did it have excess business holdings in 2015 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 2015)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2015?

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)? **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? 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 **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? Yes No **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 (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
M&T TRUST COMPANY 1100 WEHRLE DRIVE 2ND FLOOR, BUFFALO, NY 14221	TRUSTEE 1	46,176.	-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		NONE	NONE	NONE

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.)

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	4,196,509.
b	Average of monthly cash balances	1b	239,817.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,436,326.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,436,326.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	66,545.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,369,781.
6	Minimum investment return. Enter 5% of line 5	6	218,489.

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	218,489.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	2,526.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,526.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	215,963.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	215,963.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	215,963.

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	230,220.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	230,220.
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 (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	230,220.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				215,963.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			230,166.	
b Total for prior years 20 <u>13</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	NONE			
b From 2011	NONE			
c From 2012	NONE			
d From 2013	NONE			
e From 2014	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ <u>230,220.</u>				
a Applied to 2014, but not more than line 2a			230,166.	
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 2015 distributable amount.				54.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2015. (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	NONE			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				215,909.
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 2010 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2011	NONE			
b Excess from 2012	NONE			
c Excess from 2013	NONE			
d Excess from 2014	NONE			
e Excess from 2015	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) 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>a Paid during the year</p> <p>FAERNEY-KEEDY HOME ATTN: RICHARD BOWMAN 8507 MAPLEVILLE ROAD BOONSBORO MD 21713-1884</p>	NONE	PC	ASSISTANCE FOR INDIGENT PATIENTS	230,220.
Total				3a 230,220.
b Approved for future payment				
Total				3b

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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash... (2) Other assets... b Other transactions: (1) Sales of assets to a noncharitable exempt organization... (2) Purchases of assets from a noncharitable exempt organization... (3) Rental of facilities, equipment, or other assets... (4) Reimbursement arrangements... (5) Loans or loan guarantees... (6) Performance of services or membership or fundraising solicitations... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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... [] Yes [X] No

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here

Michele M. Biner | 07/28/2016 | Vice President
Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only
Print/Type preparer's name: MICHELE L DORE, EA
Preparer's signature: Michele L Dore
Date: 07/28/2016
Check [] if self-employed [] PTIN
Firm's name: ERNST & YOUNG U.S. LLP
Firm's address: 2100 E CARY ST. SUITE 201 RICHMOND, VA 23223
Firm's EIN:
Phone no. 804-344-4548

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	69,522.	69,585.
TOTAL	69,522.	69,585.

HENRY GRAFF T/CHAR

52-6611473

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
-----	-----
TOTALS	4,180.
	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	20.	20.
FEDERAL ESTIMATES - PRINCIPAL	1,620.	
FOREIGN TAXES ON QUALIFIED FOR	1,494.	1,494.
FOREIGN TAXES ON NONQUALIFIED	349.	349.
TOTALS	3,483.	1,863.

HENRY GRAFF T/CHAR

52-6611473

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER ALLOCABLE EXPENSES - 2%	4,278.	4,278.
TOTALS	4,278. -----	4,278. -----

HENRY GRAFF T/CHAR

52-6611473

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
GNMA 7.5% DUE 10/15/2023	C	136.	150.
COCA COLA	C		
BRISTOL MYERS SQUIBB	C	4,060.	15,880.
PFIZER	C		
ALEXION PHARMACEUTICALS	C	10,290.	17,549.
IBM	C		
INTEL	C		
VERIZON	C	6,331.	11,360.
HARBOR INTL	C	357,582.	397,079.
WELLS FARGO	C	10,300.	18,493.
PRICELINE	C	22,649.	36,279.
MICROSOFT	C		
ALTRIA GROUP	C	9,536.	20,318.
VISA INC	C	25,753.	62,410.
BLACKROCK	C	14,330.	19,242.
MORGAN STANLEY GROWTH	C		
STARBUCKS	C	24,462.	38,574.
RIDGEWORTH SEIX	C	65,655.	65,119.
ENERGIZER HLDGS	C		
NEWMARKET	C	4,091.	17,461.
AFFILIATED MANAGERS	C		
FEDEX	C	5,068.	9,907.
AMAZON	C	5,480.	31,660.
LOWES COMPANIES	C	8,470.	21,438.
CANADIAN PACIFIC RAILWAY	C		
CHEVRON	C	11,627.	14,203.
CONOCOPHILLIPS	C		
BERKSHIRE HATHAWAY	C	22,386.	33,606.
TRACTOR SUPPLY	C		

HENRY GRAFF T/CHAR

52-6611473

FORM 990PF, PART II - OTHER INVESTMENTS

COST/
FMV
C OR F

ENDING
FMV

ENDING
BOOK VALUE

DESCRIPTION

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
CISCO SYSTEMS	C		
APPLE	C		
EMC CORP MASS	C		
GOOGLE INC CLASS A	C	103,671.	127,379.
LITMAN GREGORY MASTER SELECT	C	12,112.	21,640.
GENERAL DYNAMICS	C	13,239.	20,068.
CARMAX	C	308,925.	311,462.
WILMINGTON BROAD MARKET	C	50,721.	93,430.
T ROWE PRICE INST LARGE CAP	C		
WILMINGTON MID CAP GROWTH	C		
WILMINGTON SMALL CAP GROWTH	C		
CELGENE	C	14,577.	24,405.
CERNER	C		
CORNING	C		
WILMINGTON MULTI-MGR REAL	C		
FPA NEW INCOME FUND	C	224,621.	210,765.
SCOUT UNCONSTRAINED BOND FUND	C	63,634.	62,527.
ALLIANCE DATA SYSTEMS CORP	C		
CARNIVAL CORPORATION	C		
MONSTER BEVERAGE CORPORATION	C	15,814.	20,650.
APACHE CORP	C		
SCHWAB CHARLES CORP NEW	C		
LILLY ELI & COMPANY	C		
ADOBE SYSTEMS	C	11,838.	15,257.
GOOGLE INC CLASS C	C	15,894.	17,148.
VMWARE INCORPORATED	C		
MORGAN STANLEY SM CO GROWTH	C		
STERLING CAPITAL MID-CAP VALUE	C		
WILMINGTON MUL MGR ALTERNATIVE	C	235,691.	216,408.

HENRY GRAFF T/CHAR

52-6611473

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

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
MFS INTL NEW DISCOVERY FUND	C		
ISHARES RUSSELL 2000 VALUE ETF	C	93,126.	91,173.
DEUTSCHE FLOATING RATE FD	C		
THE MOSAIC COMPANY	C	12,848.	7,697.
DEERE & CO	C	12,573.	12,028.
SOUTHWEST AIRLINES CO	C		
ADVANCE AUTO PARTS	C		
ALIBABA GROUP HOLDING LTD	C		
BED BATH & BEYOND INC	C		
DELPHI AUTOMOTIVE PLC	C		
MCGRAW HILL FINANCIAL INC	C		
SCRIPPS NETWORKS INTERACTIVE	C		
SHERWIN WILLIAMS CO	C		
ULTA SALON COSMETICS & FRAG	C	24,394.	31,659.
UNITED RENTALS INC	C		
COSTCO WHOLESALE CORP	C		
EOG RESOURCES INC	C		
ALLEGHANY CORPORATION	C	13,651.	16,681.
BANK OF AMERICA CORPORATION	C	12,037.	11,444.
IDEXX LABS	C		
NXP SEMICONDUCTORS NV	C		
SKYWORKS SOLUTIONS INC	C		
AQR MANAGED FUTURES	C	120,000.	114,896.
FIDELITY FOCUSED HIGH INCOME F	C	119,891.	126,671.
ISHARES TIPS BOND ETF	C	83,696.	84,207.
GENERAL ELECTRIC CO	C	13,406.	14,576.
NORFOLK SOUTHERN	C	13,688.	15,949.
PALO ALTO NETWORKS	C	17,507.	15,087.
TRANSDIGM GR INC	C	17,127.	17,090.

HENRY GRAFF T/CHAR

52-6611473

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

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
WORKDAY INC A	C	11,132.	10,572.
WALT DISNEY CO	C	17,672.	17,451.
DOLLAR TREE INC	C	17,724.	21,203.
DOMINO'S PIZZA INC	C	6,826.	7,495.
HOME DEPOT INC COM	C	6,629.	6,561.
THE MIDDLEBY CORP	C	13,392.	13,595.
NETFLIX.COM INC	C	4,636.	3,781.
NIKE INC CL B	C	9,431.	9,548.
O'REILLY AUTOMOTIVE INC	C	20,280.	21,540.
TJX CO COM	C	15,359.	16,453.
TRIPADDVISOR INC	C	11,032.	8,461.
UNDER ARMOUR INC CL C	C	11,588.	11,914.
UNDER ARMOUR INC CL A	C	12,121.	12,830.
COCA COLA CO	C	4,549.	12,454.
EDGEWELL PERSONAL CARE	C	11,831.	14,937.
PROGRESSIVE CORP COM	C	18,991.	17,832.
BIOGEN INC	C	6,794.	6,325.
BIOMARIN PHARMA INC	C	6,072.	4,827.
EDWARDS LIFESCIENCES CORP COM	C	6,681.	6,479.
ILLUMINA INC	C	20,039.	14,579.
REGENERON PHARMA INC	C	31,677.	22,603.
ALPHABET INC CL C	C	23,283.	29,799.
BAIDU INC	C	10,402.	10,687.
CISCO SYSTEMS INC	C	6,640.	11,408.
FACEBOOK INC-A	C	29,022.	52,323.
INTL BUSINESS MACHINES	C	3,488.	8,610.
LINKEDIN CORP A	C	13,231.	7,268.
MASTERCARD INC	C	28,780.	28,806.
MICROSOFT CORP	C	5,419.	10,074.

HENRY GRAFF T/CHAR

52-6611473

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

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
PAYPAL HOLDINGS INC	C	13,572.	14,497.
SALESFORCE.COM INC	C	36,380.	36,839.
SPLUNK INC	C	12,250.	11,124.
THE ULTIMATE SOFTWARE GR INC	C	9,518.	10,616.
LSV VAL EQUITY FD STRATEGY	C	163,300.	172,731.
WILMINGTON LG-CAP STRATEGY FD	C	319,865.	315,202.
ISHARES CORE MSCI EMERGING MAR	C	122,375.	136,259.
AMERICAN EUROPACIFIC GROWTH	C	120,000.	129,173.
ISHARES RUSSELL 1000 VAL ETF	C	101,445.	109,768.
ISHARES RUSSELL 2000 GROWTH ETF	C	80,022.	76,822.
ISHARES RUSSELL 200 ETF	C	91,053.	100,670.
GILEAD SCIENCES INC	C		
FACEBOOK INC- A	C		

TOTALS

 3,687,388.
 =====
 4,065,141.
 =====

HENRY GRAFF T/CHAR

52-6611473

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: M & T BANK
ATTN: DIANE RIMER
ADDRESS: 1100 WEHRLE DRIVE 2ND FLOOR
AMHERST, NY 14221

TELEPHONE NUMBER: (716)842-5506

STATEMENT 10

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	3,976,930.	175,169.	
FEBRUARY	3,751,616.	327,999.	
MARCH	3,949,634.	307,911.	
APRIL	4,065,138.	204,560.	
MAY	4,669,740.	119,325.	
JUNE	4,597,775.	106,489.	
JULY	4,527,633.	199,486.	
AUGUST	3,881,273.	577,683.	
SEPTEMBER	4,075,962.	241,757.	
OCTOBER	4,341,031.	210,473.	
NOVEMBER	4,316,835.	200,920.	
DECEMBER	4,204,535.	206,035.	
TOTAL	50,358,102.	2,877,807.	
AVERAGE FMV	4,196,509.	239,817.	