

Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2016

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2016 or tax year beginning **2016**, 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) Room/suite
95 WASHINGTON ST, ATRIUM 1N

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) **\$ 5,359,593.**

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)
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	116,653.	117,439.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	6,030.			
b	Gross sales price for all assets on line 6a	856,470.			
7	Capital gain net income (from Part IV, line 2)		7,801.		
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)	7,427.			STMT 2
12	Total Add lines 1 through 11	130,110.	125,240.		
13	Compensation of officers, directors, trustees, etc.	91,806.	64,264.		27,542.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	928.	NONE	NONE	928.
c	Other professional fees (attach schedule) STMT 4		2.		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	2,752.	930.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 6	250.	962.		250.
24	Total operating and administrative expenses. Add lines 13 through 23.	95,736.	66,158.	NONE	28,720.
25	Contributions, gifts, grants paid	276,230.			276,230.
26	Total expenses and disbursements Add lines 24 and 25	371,966.	66,158.	NONE	304,950.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-241,856.			
b	Net investment income (if negative, enter -0-)		59,082.		
c	Adjusted net income (if negative, enter -0-)				

ENVELOPE
POSTMARK DATE MAY 09 2017

SCANNED MAY 13 2017

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MAY 12 2017

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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 (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	123,890.	108,411.	108,411.
	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) . STMT 7	1,837,946.	1,636,749.	2,502,958.
	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 8	2,462,860.	2,437,680.	2,748,224.
	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)	4,424,696.	4,182,840.	5,359,593.	
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	4,424,696.	4,182,840.	
	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)	4,424,696.	4,182,840.		
31	Total liabilities and net assets/fund balances (see instructions)	4,424,696.	4,182,840.		

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 4,424,696.
2	Enter amount from Part I, line 27a	2 -241,856.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 4,182,840.
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 4,182,840.

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)
1 a PUBLICLY TRADED SECURITIES				
b OTHER GAINS AND LOSSES				
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 862,617.		848,669.	13,948.	
b -6,147.			-6,147.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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			13,948.	
b			-6,147.	
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	7,801.
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	{ 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))
2015	341,911.	5,535,603.	0.061766
2014	325,269.	5,612,880.	0.057950
2013	296,492.	5,351,956.	0.055399
2012	296,436.	5,073,752.	0.058425
2011	312,482.	5,049,527.	0.061883
2 Total of line 1, column (d)			2 0.295423
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 0.059085
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 5,211,685.
5 Multiply line 4 by line 3.			5 307,932.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 591.
7 Add lines 5 and 6.			7 308,523.
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.			8 304,950.

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 for credits/payments (6a-6d). Values include 1,182, 2,688, and 1,506.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes Yes/No columns. Questions cover political campaigns, tax returns, and substantial contributors.

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 N/A
14 The books are in care of HSBC BANK USA Telephone no (800) 284-5866 Located at 95 WASHINGTON ST, ATRIUM 1N, BUFFALO, NY ZIP+4 14203
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 2016, 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 2016?
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? 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 2016 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 2016)
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 2016?

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	58,821.	-0-	-0-
REV JOHN D COOKE 641 STOLLE ROAD, ELMA, NY 14059-9360	CO-TRUSTEE	6,285.	-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.)

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	5,197,931.
b	Average of monthly cash balances	1b	93,120.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,291,051.
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	5,291,051.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	79,366.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,211,685.
6	Minimum investment return. Enter 5% of line 5	6	260,584.

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	260,584.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,182.
b	Income tax for 2016. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,182.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	259,402.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	259,402.
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	259,402.

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	304,950.
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	304,950.
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	304,950.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7			NONE	
2 Undistributed income, if any, as of the end of 2016		NONE		259,402.
a Enter amount for 2015 only				
b Total for prior years 20 14, 20 20				
3 Excess distributions carryover, if any, to 2016				
a From 2011	65,940.			
b From 2012	46,959.			
c From 2013	35,913.			
d From 2014	52,691.			
e From 2015	70,015.			
f Total of lines 3a through e	271,518.		NONE	
4 Qualifying distributions for 2016 from Part XII, line 4				304,950.
a Applied to 2015, but not more than line 2a		NONE		
b Applied to undistributed income of prior years (Election required - see instructions)				259,402.
c Treated as distributions out of corpus (Election required - see instructions)		NONE		NONE
d Applied to 2016 distributable amount	45,548.			
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	317,066.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instructions				NONE
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7 (see instructions)	65,940.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	251,126.			
10 Analysis of line 9				
a Excess from 2012	46,959.			
b Excess from 2013	35,913.			
c Excess from 2014	52,691.			
d Excess from 2015	70,015.			
e Excess from 2016	45,548.			

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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 2016, 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	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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 <i>Paid during the year</i></p> <p>SEE STATEMENT 26</p>				276,230.
Total				▶ 3a 276,230.
b <i>Approved for future payment</i>				
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... (2) Purchases of assets... (3) Rental of facilities... (4) Reimbursement arrangements... (5) Loans or loan guarantees... (6) Performance of services... c Sharing of facilities... 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... 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: Dwain M. Dzard VP | 05/02/2017 | VP. May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only: DANIEL G. DEPAOLI, ANDERSEN TAX LLC, 1177 6TH AVENUE 18 FL NEW YORK, NY 10036, Phone no 646-213-5100, PTIN P00371138, Firm's EIN 33-1197384

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	116,653.	117,439.
TOTAL	116,653.	117,439.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FROM PASSTHROUGHS	997.
FED TAX REFUND	6,430.

TOTALS	7,427.
	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	928.			928.
TOTALS	928.	NONE	NONE	928.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FROM PASSTHROUGHS		2.
TOTALS		2.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
1ST QUARTER ESTIMATED PAYMENT	672.	
2ND QUARTER ESTIMATED PAYMENT	672.	
3RD QUARTER ESTIMATED PAYMENT	672.	
4TH QUARTER ESTIMATED PAYMENT	672.	
FOREIGN TAXES	64.	930.
	-----	-----
TOTALS	2,752.	930.
	=====	=====

FRED AND FLOY WILLMOTT FOUNDATION 14-217520

22-2587484

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
NYS FILING FEE	250.		
CTF EXPENSE		962.	250.
TOTALS	250.	962.	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	1,837,946.	1,636,749.	2,502,958.
TOTALS	1,837,946.	1,636,749.	2,502,958.

FRED AND FLOY WILLMOTT FOUNDATION 14-217520

22-2587484

FORM 990PF, PART II - OTHER INVESTMENTS

=====

SEE ATTACHED STATEMENTS

TOTALS

=====

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

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

COMMON TRUST FUNDS -1,339.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED) -1,339.00
=====

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

COMMON TRUST FUNDS -4,808.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED) -4,808.00
=====

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:
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 25,000.

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 3,500.

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:
LIFESPAN OF GREATER
ROCHESTER, INC.
ADDRESS:
1900 S. CLINTON AVENUE N
ROCHESTER, NY 13618
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 6,000.

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 5,000.

RECIPIENT NAME:
NW NEIGHBORHOOD OUTREACH 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 40,000.

RECIPIENT NAME:
RESEARCH FOUNDATION OF
SUNY-BROCKPORT
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:

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 3,000.

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:

SPIRITUS CHRISTI PRISON
OUTREACH INC.

ADDRESS:

934 CULVER RD
ROCHESTER, NY 14609

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:
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 5,000.

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 3,000.

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 5,000.

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:
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 10,042.

RECIPIENT NAME:
JUDICIAL PROCESS COMMISSION, INC.
ADDRESS:
1921 NORTON STREET
ROCHESTER, NY 14609
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
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 4,000.

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 3,000.

RECIPIENT NAME:
ALZHEIMERS ASSOCIATION
ADDRESS:
322 8TH AVENUE #700
New York, NY 10001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
JR ACHIEVEMENT OF ROCHESTER
ADDRESS:
1 WASHINGTON STREET
ROCHESTER, NY 14614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
MERCY FLIGHT CENTRAL INC
ADDRESS:
2420 BRICKYARD RD
CANANDAIGUA, NY 14424
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
DIMITRI HOUSE INC
ADDRESS:
102 N UNION STREET
ROCHESTER, NY 14607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
EMBRACE YOUR SISTERS
ADDRESS:
PO BOX 22
CANANDAIGUA, NY 14424
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
LEROY CHRISTIAN COMMUNITY PROJECT
ADDRESS:
PO BOX 151
LE ROY, NY 14482
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
AMERICAN GROUP THERAPY ASSOCIATION INC
ADDRESS:
25 E 21ST STREET #600
NEW YORK, NY 10010
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 900.

RECIPIENT NAME:
CHILDREN AWAITING PARENTS
ADDRESS:
274 GOODMAN ST N
ROCHESTER, NY 14607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
REOLVE OF GREATER ROCHESTER INC
ADDRESS:
PO BOX 21
FAIRPORT, NY 14450
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

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

RECIPIENT NAME:
SISTERS OF MERCY OF THE AMERICAS
ADDRESS:
625 ABBOTT ROAD
BUFFALO, NY 14220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:
MARY CARIOLA CHILDRENS CENTER
ADDRESS:
1000 ELMWOOD AVENUE
ROCHESTER, NY 14620
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
BERGEN UNITED METHODIST CHURCH
ADDRESS:
27 S LAKE AVE
BERGEN, NY 14416
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:
ST. ANNS FOUNDATION
ADDRESS:
1500 PORTLAND AVENUE
ROCHESTER, NY 14621
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
COMMUNITY FOOD CUPBOARD OF ROCHESTER
ADDRESS:
11 NESTER ST.
ROCHESTER, NY 14621
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
COMMUNITY LUTHERAN MINISTRY
ADDRESS:
942 JOSEPH AVENUE
RPCHESTER, NY 14621
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
ST. PAULS ENAGELICAL LUTHERAN CHURCH
ADDRESS:
28 LINCOLN AVE
PITTSFORD, NY 14534
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,000.

=====

RECIPIENT NAME:

NYSCAR INC

ADDRESS:

29 BRITISH AMERICAN BLVD

LATHAM, NY 12110

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,528.

RECIPIENT NAME:

FRIENDS OF THE GARDEN AERIAL

ADDRESS:

81 BROWNS RACE

ROCHESTER, NY 14614

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

CENTER FOR TEEN EMPOWERMENT

ADDRESS:

392 GENESEE STREET

ROCHESTER, NY 14611

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:
ALDERSGATE UNITED METHODIST CHURCH
ADDRESS:
4115 DEWEY AVE
ROCHESTER, NY 14616
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
ST JOSEPH NEIGHBORHOOD CENTER INC
ADDRESS:
417 SOUTH 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:
ROCHESTER ROTARY CHARITABLE TRUST
ADDRESS:
180 LINDEN OAKS, SUITE 200
ROCHESTER, NY 14625
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
HOPE HALL SCHOOL
ADDRESS:
1612 BUFFALLO RD
ROCHESTER, NY 14624
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
HILTON UNITED METHODIST CHURCH
ADDRESS:
21 WEST AVE
HILTON, NY 14468
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 4,260.

RECIPIENT NAME:
FRIENDS OF THE BRISTOL VALLEY PLAYHOUSE
ADDRESS:
117 S MAIN STREET
NAPLES, NY 14512
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
JOSEPH AVENUE ARTS AND CULTURE
ADDRESS:
PO BOX 30147
ROCHESTER, NY 14603
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 4,500.

RECIPIENT NAME:
ANGELS OF MERCY INC
ADDRESS:
692 WINTON ROAD
ROCHESTER, NY 14609
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,500.

TOTAL GRANTS PAID: 276,230.
=====



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

Detailed Holdings

As of December 31, 2016
Reporting Currency USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Yield (%)
Cash, Deposits and Money Markets						
FEDERATED GOVERNMENT OBLIGATIONS FUND PRIM CUSIP 608919718	73,385 15	73,385 15	1 00	73,385 15	1 37	0 41
FEDERATED GOVERNMENT OBLIGATIONS FUND PRIM - INCOME CUSIP 608919718	17,284 84	17,284 84	1 00	17,284 84	0 32	0 41
PENDING PURCHASES/SALES		17,741 47		17,741 47	0 33	0 00
TOTAL CASH, DEPOSITS AND MONEY MARKETS		\$108,411.46		\$108,411.46	2 02	

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 (%)
Fixed Income									
US Fixed Income Mutual Funds									
COLUMBIA HIGH YIELD BOND FUND Ticker CHYZX, CUSIP 19766F175	11,328 579	32,414 63	2 86	2 9200	148 44	33,227 89	0 62	1,747 40	0 00
JP MORGAN HIGH YIELD SEL Ticker OHYFX, CUSIP 4812C0803	4,015 458	31,645 13	7 88	7 3500	0 00	29,513 62	0 55	1,638 31	0 00
Total US Fixed Income Mutual Funds		\$64,059.76			\$148.44	\$62,741 51	1 17	\$3,385 71	





HSBC Private Bank

Detailed Holdings

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

As of December 31, 2016
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 (%)
Fixed Income (continued)									
Offshore US Fixed Income Mutual Funds									
GOLDMAN SACHS EMERGING MARKETS DEBT FUND Ticker: GSDIX, CUSIP: 38143H886	2,565,898	32,749.08	12.76	12.4000	122.49	31,939.63	0.60	1,484.01	0.00
MFS SER TR X EMERGING MKTS DEBT FD CL I Ticker: MEDIX, CUSIP: 55273E640	2,120,356	31,519.28	14.87	14.3700	116.27	30,555.79	0.57	1,369.36	0.00
PIMCO FOREIGN BOND FUND UNHEDGED IN Ticker: PFUIX, CUSIP: 722005220	5,259,942	57,298.44	10.89	9.2100	65.97	48,510.04	0.91	2,944.04	0.00
Total Offshore US Fixed Income Mutual Funds		\$121,566.80			\$304.73	\$111,035.46	2.07	\$5,797.41	
Diversified Investment Funds									
HSBC TAXABLE BOND FUND Ticker: DBTF, CUSIP: 56899BADO	24,944,209	1,383,531.20	55.47	52.7555	3,305.14	1,319,249.37	24.61	38,706.18	0.00
Total Diversified Investment Funds		\$1,383,531.20			\$3,305.14	\$1,319,249.37	24.61	\$38,706.18	
TOTAL FIXED INCOME		\$1,569,157.76			\$3,758.31	\$1,493,026.34	27.86	\$47,889.30	



Detailed Holdings

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

As of December 31, 2016
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
Equities							
US Common Stocks							
3M CO Ticker MMM, CUSIP 88579Y101	98 00	6,523 93	178 5700	17,499 86	0 33	435 12	2 49
A00BE SYS INC Ticker ADBE, CUSIP 00724F101	442 00	33,947 11	102 9500	45,503 90	0 85	0 00	0 00
ALPHABET INC CL A Ticker GOOGL, CUSIP 02079K305	58 00	16,856 96	792 4500	45,962 10	0 86	0 00	0 00
ALPHABET INC CL C Ticker GOOG, CUSIP 02079K107	58 00	16,854 87	771 8200	44,765 56	0 84	0 00	0 00
AMAZON COM INC Ticker AMZN, CUSIP 023135106	93 00	40,652 39	749 8700	69,737 91	1 30	0 00	0 00
ANADARKO PETE CORP Ticker APC, CUSIP 032511107	480 00	24,657 60	69 7300	33,470 40	0 62	96 00	0 29
APPLE INC Ticker AAPL, CUSIP 037833100	514 00	4,153 99	115 8200	59,531 48	1 11	1,171 92	1 97
BOEING CO Ticker BA, CUSIP 097023105	318 00	42,542 41	155 6800	49,506 24	0 92	1,806 24	3 65
CALIFORNIA RESOURCES CORP Ticker CRC, CUSIP 13057Q206	6 00	91 85	21 2900	127 74	0 00	0 00	0 00
CAPITAL ONE FINANCIAL CORP Ticker COF, CUSIP 14040H105	540 00	26,462 17	87 2400	47,109 60	0 88	864 00	1 83
CARDINAL HEALTH INC Ticker CAH, CUSIP 14149Y108	694 00	50,546 39	71 9700	49,947 18	0 93	1,246 42	2 50



HSBC Private Bank

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

Detained Holdings

As of December 31, 2016
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
Equities (continued)							
CHEVRON CORPORATION Ticker: CVX, CUSIP 166764100	508.00	42,596.02	117.7000	59,791.60	1.12	2,194.56	3.67
CME GROUP INC Ticker: CME, CUSIP 125720105	466.00	37,914.51	115.3500	53,753.10	1.00	1,118.40	2.08
COACH INC Ticker: COH, CUSIP 189754104	466.00	27,247.35	35.0200	16,319.32	0.30	629.10	3.85
COMCAST CORP-CL A Ticker: CMCSA, CUSIP 20030N101	185.00	12,485.24	69.0500	12,774.25	0.24	203.50	1.59
CONAGRA BRANDS INC Ticker: CAG, CUSIP 205887102	749.00	14,309.52	39.5500	29,622.95	0.55	599.20	2.02
COSTCO WHOLESALE CORP NEW Ticker: COST, CUSIP 22160K105	271.00	29,450.92	160.1100	43,389.81	0.81	487.80	1.12
DANAHER CORP Ticker: DHR, CUSIP 235851102	503.00	13,582.68	77.8400	39,153.52	0.75	251.50	0.64
DAVITA INC Ticker: DVA, CUSIP 23918K108	712.00	50,611.43	64.2000	45,710.40	0.85	0.00	0.00
DISNEY WALT CO NEW Ticker: DIS, CUSIP 254687106	538.00	14,234.15	104.2200	52,943.76	0.99	732.48	1.50
EXXON MOBIL CORPORATION Ticker: XOM, CUSIP 30231G102	455.00	16,283.24	90.2600	41,068.30	0.77	1,365.00	3.32
FACEBOOK INC-A Ticker: FB, CUSIP 30303M102	275.00	25,089.25	115.0500	31,638.75	0.59	0.00	0.00

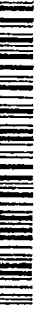


Detailed Holdings

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

As of December 31, 2016
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
Equities (continued)							
FORTIVE CORPORATION Ticker FTV, CUSIP 34959J108	510 00	17,035 03	53 6300	27,351 30	0 51	142 80	0 52
GENERAL ELECTRIC CORP Ticker GE, CUSIP 369604103	1,459 00	4,820 47	31 6000	46,104 40	0 86	1,400 64	3 04
GILEAD SCIENCES INC Ticker GILD, CUSIP 375558103	654 00	13,228 60	71 6100	46,832 94	0 87	1,229 52	2 63
GOLDMAN SACHS GROUP INC Ticker GS, CUSIP 381416104	106 00	25,866 22	239 4500	25,381 70	0 47	275 60	1 09
HEWLETT PACKARD ENTERPRISE COMPANY Ticker HPE, CUSIP 42824C109	1,828 00	36,223 57	23 1400	42,299 92	0 79	475 28	1 12
HONEYWELL INTERNATIONAL INC Ticker HON, CUSIP 438516106	430 00	50,348 27	115 8500	49,815 50	0 93	1,143 80	2 30
HUNTINGTON BANCSHARES INC Ticker HBAN, CUSIP 446150104	4,396 00	48,897 85	13 2200	58,115 12	1 08	1,406 72	2 42
JP MORGAN CHASE & CO Ticker JPM, CUSIP 46625H100	589 00	22,894 47	86 2900	50,824 81	0 95	1,130 88	2 23
LAMB WESTON HOLDINGS INC Ticker LW, CUSIP 51327J104	249 00	4,389 79	37 8500	9,424 65	0 18	186 75	1 98
LEXINGTON REALTY TRUST Ticker LXP, CUSIP 529043101	4,143 00	26,091 45	10 8000	44,744 40	0 83	2,900 10	6 48
LOWES COS INC Ticker LOW, CUSIP 548661107	1,134 00	30,124 20	71 1200	80,650 08	1 50	1,587 60	1 97





HSBC Private Bank

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

Detailed Holdings

As of December 31, 2016
Reporting Currency USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
Equities (continued)							
MCDONALDS CORP Ticker MCD, CUSIP 580135101	314.00	38,188.48	121.7200	38,223.08	0.71	1,180.64	3.09
MERCK & CO INC Ticker MRK, CUSIP 58933Y105	870.00	32,912.15	58.8700	51,219.90	0.96	1,635.60	3.19
MICROSOFT CORP Ticker MSFT, CUSIP 594918104	1,097.00	56,315.21	62.1400	68,167.56	1.27	1,711.32	2.51
MONDELEZ INTERNATIONAL INC A Ticker MDLZ, CUSIP 609207105	1,122.00	31,966.33	44.3300	49,738.26	0.93	852.72	1.71
MONSANTO CO NEW Ticker MON, CUSIP 61166W101	468.00	43,879.26	105.2100	49,238.28	0.92	1,010.98	2.05
OCCIDENTAL PETE CORP Ticker OXY, CUSIP 674599105	869.00	72,734.15	71.2300	61,898.87	1.15	2,641.76	4.27
PALO ALTO NETWORKS Ticker PANW, CUSIP 697435105	190.00	23,569.07	125.0500	23,759.50	0.44	0.00	0.00
PRUDENTIAL FINL INC Ticker PRU, CUSIP 744320102	456.00	35,643.73	104.0600	47,451.36	0.89	1,276.80	2.69
PUBLIC STORAGE INC COM Ticker PSA, CUSIP 744600109	219.00	51,787.50	223.5000	49,946.50	0.91	1,752.00	3.58
RAYTHEON COMPANY Ticker RTN, CUSIP 755111507	297.00	10,684.49	142.0000	42,174.00	0.79	870.21	2.06
SALESFORCE COM Ticker CRM, CUSIP 79466L302	725.00	28,755.31	68.4600	49,633.50	0.93	0.00	0.00

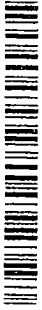


Detailed Holdings

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

As of December 31, 2016
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
Equities (continued)							
SCHLUMBERGER LTD Ticker: SLB, CUSIP 806857108	549 00	37,113 80	83 9500	46,088 55	0 86	1,098 00	2 38
STARBUCKS CORP Ticker: SBUX, CUSIP 855244109	982 00	26,280 46	55 5200	54,520 64	1 02	982 00	1 80
T ROWE PRICE GROUP INC Ticker: TROW, CUSIP 74144T108	286 00	10,362 66	75 2600	21,524 36	0 40	617 76	2 87
THERMO FISHER SCIENTIFIC INC Ticker: TMO, CUSIP 883556102	405 00	26,685 77	141 1000	57,145 50	1 07	243 00	0 43
UNDER ARMOUR INC CLASS C Ticker: UA, CUSIP 904311206	859 00	7,625 41	25 1700	21,621 03	0 40	0 00	0 00
UNDER ARMOUR-A Ticker: UAA, CUSIP 904311107	853 00	7,979 07	29 0500	24,779 65	0 46	0 00	0 00
UNITEDHEALTH GROUP INC Ticker: UNH, CUSIP 91324P102	471 00	15,821 02	160 0400	75,378 84	1 41	1,177 50	1 56
VERIZON COMMUNICATIONS Ticker: VZ, CUSIP 92343V104	1,343 00	70,302 66	53 3800	71,689 34	1 34	3,102 33	4 33
VISA INC-CLASS A Ticker: V, CUSIP 92826C839	769 00	51,937 32	78 0200	59,997 38	1 12	507 54	0 85
WALGREENS BOOTS ALLIANCE INC Ticker: WBA, CUSIP 931427108	616 00	42,395 00	82 7600	50,980 16	0 95	924 00	1 81
WELLS FARGO & CO Ticker: WFC, CUSIP 949745101	964 00	30,955 49	55 1100	53,126 04	0 99	1,465 28	2 76





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

Detained Holdings

As of December 31, 2016
Reporting Currency: USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
Equities (continued)							
XYLEM INC-W/I Ticker: XYL, CUSIP: 98419M100	779.00	36,419.70	49.5200	38,576.08	0.72	482.98	1.25
ZIMMER BIOMET HOLDINGS INC Ticker: ZBH, CUSIP: 98356P102	254.00	19,401.08	103.2000	26,212.80	0.49	243.84	0.93
Total US Common Stocks		\$1,636,749.02		\$2,502,957.75	46.70	\$48,917.09	
Closed End Equities Mutual Funds							
ISHARES CORE S&P MIDCAP ETF Ticker: IJH, CUSIP: 464287507	762.00	59,050.99	165.3400	125,969.08	2.35	2,010.92	1.60
ISHARES MSCI EAFE ETF Ticker: EFA, CUSIP: 464287465	2,260.00	130,761.21	57.7300	130,469.80	2.43	4,032.46	3.07
ISHARES RUSSELL 2000 ETF Ticker: IWM, CUSIP: 464287655	934.00	66,748.71	71.348500	125,949.90	2.35	1,731.64	1.37
ISHARES RUSSELL 2000 GROWTH ETF Ticker: IWO, CUSIP: 464287648	236.00	26,452.96	153.9400	36,329.84	0.63	350.70	0.97
ISHARES RUSSELL 2000 VALUE ETF Ticker: IWN, CUSIP: 464287630	1,142.00	66,257.39	118.9400	135,829.48	2.53	2,367.37	1.74
ISHARES RUSSELL MIDCAP GROWTH ETF Ticker: IVP, CUSIP: 464287481	573.00	54,325.84	97.3900	55,804.47	1.04	649.21	1.16
ISHARES S&P MIDCAP 400 GROWTH ETF Ticker: LK, CUSIP: 464287606	324.00	54,594.00	182.2000	59,032.80	1.10	678.78	1.15



Detailed Holdings

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

As of December 31, 2016
Reporting Currency USD

Description	Shares/Par	Total Cost	Current Price	Market Value	% of Total Market Value	Estimated Annual Income	Estimated Yield (%)
Equities (continued)							
ISHARES S&P MIDCAP 400 VALUE ETF Ticker IJJ, CUSIP 464287705	667.00	34,286.47	145.2100	96,855.07	1.81	1,617.48	1.67
SECTOR SPDR TR CONSUMER STAPLES Ticker XLP, CUSIP 81369Y308	1,114.00	50,563.58	51.7100	57,604.94	1.07	1,457.11	2.53
Total Closed End Equities Mutual Funds		\$543,041.15		\$823,865.38	15.37	\$14,865.67	
US Equity Mutual Funds							
CLEARBRIDGE SMALL CAP GR FUND IS Ticker LMOIX, CUSIP 52470H666	1,036.16	27,271.25	29.0500	30,100.48	0.56	0.00	0.00
HARDING LOEVNER INTL EQUITY PORT Ticker HLMIX, CUSIP 412295107	4,427.88	68,082.06	17.8300	78,949.14	1.47	770.45	0.98
JOHN HANCOCK III DISCIP VAL M/C FD CL I Ticker JVMIX, CUSIP 47803W406	1,631.96	20,732.68	21.4700	35,038.07	0.65	0.00	0.00
LORD ABBETT DEVELOPING GROWTH FD CL I Ticker LADYX, CUSIP 544006505	1,392.91	19,180.36	20.4800	28,525.78	0.53	0.00	0.00
MFS INTERNATIONAL GROWTH FUND CL I Ticker MGIIX, CUSIP 55273E848	2,627.69	52,446.58	28.9900	76,176.68	1.42	896.04	1.18
MFS INTERNATIONAL VALUE FUND CL I Ticker MINIX, CUSIP 55273E822	4,995.66	137,767.78	36.5400	182,541.34	3.41	3,147.26	1.72
Total US Equity Mutual Funds		\$325,480.71		\$431,332.49	8.05	\$4,813.75	
TOTAL EQUITIES		\$2,505,270.88		\$3,758,155.62	70.12	\$68,596.51	
TOTAL MARKET VALUE		\$4,182,840.10		\$5,359,593.42	100.00	\$116,860.77	

