

**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

**2008**

**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements.

**For calendar year 2008, or tax year beginning** \_\_\_\_\_, **and ending** \_\_\_\_\_

**G** Check all that apply:  Initial return  Final return  Amended return  Address change  Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>GREATER ROCHESTER HEALTH FOUNDATION INC</b> Number and street (or P.O. box number if mail is not delivered to street address) Room/suite <b>150 STATE STREET 100</b> City or town, state, and ZIP code <b>ROCHESTER, NY 14614</b>	<b>A</b> Employer identification number 13-4301222  <b>B</b> Telephone number 585-258-1799
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**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) **\$ 159,384,203.** (Part I, column (d) must be on cash basis.)

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

**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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)				
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	1,054,951.	1,054,951.		STATEMENT 2
4 Dividends and interest from securities	6,987,798.	6,987,798.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-7,811,124.			STATEMENT 1
b Gross sales price for all assets on line 6a	33,945,837.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income	110,067.	110,067.		STATEMENT 4
12 <b>Total.</b> Add lines 1 through 11	341,692.	8,152,816.		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	562,848.	0.		562,848.
14 Other employee salaries and wages	508,470.	0.		499,409.
15 Pension plans, employee benefits	73,486.	0.		81,460.
16a Legal fees <b>STMT 5</b>	24,710.	0.		22,725.
b Accounting fees <b>STMT 6</b>	19,165.	0.		19,165.
c Other professional fees <b>STMT 7</b>	54,205.	0.		51,646.
17 Interest				
18 Taxes <b>STMT 8</b>	211,358.	0.		211,358.
19 Depreciation and depletion	132,477.	0.		
20 Occupancy	82,174.	0.		75,393.
21 Travel, conferences, and meetings	19,893.	0.		19,893.
22 Printing and publications				
23 Other expenses <b>STMT 9</b>	2,255,425.	932,058.		2,080,496.
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	3,944,211.	932,058.		3,624,393.
25 Contributions, gifts, grants paid	7,214,448.			7,200,948.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	11,158,659.	932,058.		10,825,341.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-10816967.			
b <b>Net investment income</b> (if negative, enter -0-)		7,220,758.		
c <b>Adjusted net income</b> (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		1,000.	1,000.	1,000.
	2	Savings and temporary cash investments		30,919,478.	12,891,555.	12,891,555.
	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				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		176,036.	9,328.	9,328.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 11	186,163,424.	146,163,145.	146,163,145.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis	588,400.				
	Less: accumulated depreciation	269,225.	414,729.	319,175.	319,175.	
15	Other assets (describe )					
16	<b>Total assets</b> (to be completed by all filers)		217,674,667.	159,384,203.	159,384,203.	
Liabilities	17	Accounts payable and accrued expenses		207,576.	182,347.	
	18	Grants payable		2,200,000.	1,989,855.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe )				
	23	<b>Total liabilities</b> (add lines 17 through 22)		2,407,576.	2,172,202.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		215,267,091.	157,212,001.	
	25	Temporarily restricted			0.	
	26	Permanently restricted			0.	
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b>		215,267,091.	157,212,001.		
31	<b>Total liabilities and net assets/fund balances</b>		217,674,667.	159,384,203.		

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	215,267,091.
2	Enter amount from Part I, line 27a	2	-10,816,967.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	204,450,124.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 10	5	47,238,123.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	157,212,001.

**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					
b SEE ATTACHED STATEMENTS					
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					
b					
c					
d					
e 33,945,837.		34,531,305.	-7,811,124.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			-7,811,124.		
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	-7,811,124.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 .....		{ ..... }		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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))
2007	8,617,403.	217,154,705.	.039683
2006	1,493,293.	203,076,964.	.007353
2005			
2004			
2003			
2 Total of line 1, column (d)			2 .047036
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 .023518
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 190,401,932.
5 Multiply line 4 by line 3			5 4,477,873.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 72,208.
7 Add lines 5 and 6			7 4,550,081.
8 Enter qualifying distributions from Part XII, line 4			8 10,862,265.

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.

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 categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax due'. Total tax due is 1,965.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include 'Yes' and 'No'. Questions cover political activities, tax returns, and asset requirements. Most 'No' boxes are checked.

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address WWW.THEGRHF.ORG
14 The books are in care of MARK PUCCIA, CFO Telephone no. 585-258-1799
Located at 150 STATE STREET, SUITE 100, ROCHESTER, NY ZIP+4 14614
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
and enter the amount of tax-exempt interest received or accrued during the year 15 N/A

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 page 20 of the 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 2008?
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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?
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 2008 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 2008.)
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 2008?

**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 509(a)(1), (2), or (3), or section 4940(d)(2)?  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 you answered "Yes" to 6b, also 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  N/A

5b	X	
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		562,849.	33,569.	23,555.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000  0

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ROBERTS COMMUNICATION INC 64 COMMERCIAL ST, , ROCHESTER, NY 14614-1010	CONSULTING	1,438,699.
NEPC, LLC ONE MAIN STREET , CAMBRIDGE, MA 02142	CONSULTING	185,741.
TIPPING POINT MEDIA 277 ALEXANDER ST, SUITE 100, ROCHESTER, NY 146	CONSULTING	103,052.
150 STATE STREET REALTY LLC 1 SOUTH WASHINGTON ST, SUITE 200, ROCHESTER, NY	RENT	84,379.
THE MARKETING STRATEGIST 2 SURREY HILL LANE, PITTSFORD, NY 14534	CONSULTING	81,126.
Total number of others receiving over \$50,000 for professional services		0

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

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

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

**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	166,811,196.
b	Average of monthly cash balances	1b	26,490,258.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	193,301,454.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	193,301,454.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,899,522.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	190,401,932.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	9,520,097.

**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	9,520,097.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	72,208.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	72,208.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,447,889.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	9,447,889.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	9,447,889.

**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	10,825,341.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	36,924.
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	10,862,265.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	72,208.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	10,790,057.

**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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				9,447,889.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			10,445,817.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 10,862,265.				
a Applied to 2007, but not more than line 2a			10,445,817.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				416,448.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				9,031,441.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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) 2008	(b) 2007	(c) 2006	(d) 2005	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

NONE

**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.

NONE

**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 of the person to whom applications should be addressed:

**SEE STATEMENT 13**

**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	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
Name and address (home or business)				
<p><i>a Paid during the year</i></p> <p>SEE ATTACHED STATEMENT</p>	<p>NONE</p>	<p>PUBLIC CHARITY</p>	<p>CHARITY</p>	<p>7200948.</p>
<p><b>Total</b></p>				<p><b>7200948.</b></p>
<p><i>b Approved for future payment</i></p>				
<p><b>Total</b> SEE STATEMENT 14</p>				<p><b>1989854.</b></p>

Part XVI-A Analysis of Income-Producing Activities

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or loss from sales, and Subtotal.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

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

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

**b** If "Yes," complete the following schedule.

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer or trustee _____ Date _____		Title <b>PRESIDENT</b>	
	Paid Preparer's Use Only	Preparer's signature _____	Date _____	Check if self-employed <input type="checkbox"/>
Firm's name (or yours if self-employed), address, and ZIP code <b>ELDREDGE, FOX &amp; PORRETTI LLP</b> <b>180 CANAL VIEW BLVD. STE 100</b> <b>ROCHESTER, NY 14623-2833</b>			EIN _____	Phone no. <b>585-427-8900</b>

**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 PERMAL PRIVATE EQUITY	P	VARIOUS	VARIOUS
b SIGULAR GUFF PRIVATE EQUITY	P	VARIOUS	VARIOUS
c STATE STREET GLOBAL ASSETS	P	VARIOUS	VARIOUS
d PIMCO-TOTAL RETURN	P	VARIOUS	VARIOUS
e LOOMIS	P	VARIOUS	VARIOUS
f GLOBAL OPPORTUNISTIC FIXED INCOME	P	VARIOUS	VARIOUS
g GRANTHAM(GMO)	P	VARIOUS	VARIOUS
h SILCHESTER INTERNATIONAL	P	VARIOUS	VARIOUS
i FRIESS ASSOCIATES	P	VARIOUS	VARIOUS
j ROBECO BOSTON PARTNERS	P	VARIOUS	VARIOUS
k STATE STEEET GLOBAL ASSETS	P	VARIOUS	VARIOUS
l STATE STEEET GLOBAL ASSETS 500 INDEX FUND	P	VARIOUS	VARIOUS
m GLOBAL OPPORTUNISTIC FIXED INCOME	P	VARIOUS	VARIOUS
n STATE STEEET GLOBAL ASSETS 500 INDEX FUND	P	VARIOUS	VARIOUS
o SILCHESTER INTERNATIONAL	P	VARIOUS	VARIOUS

(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			15,537.
b			1,450.
c			-729,354.
d			87,177.
e 10,000,000.		10,211,726.	-211,726.
f			-53,966.
g 19,659,474.		24,319,579.	-4,660,105.
h			848,396.
i			-6,730,607.
j			-137,206.
k			-505,467.
l			-110,481.
m			-165,201.
n			240,409.
o			15,792.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			15,537.
b			1,450.
c			-729,354.
d			87,177.
e			-211,726.
f			-53,966.
g			-4,660,105.
h			848,396.
i			-6,730,607.
j			-137,206.
k			-505,467.
l			-110,481.
m			-165,201.
n			240,409.
o			15,792.

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

**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	(c) Date acquired	(d) Date sold
		P - Purchase D - Donation	(mo., day, yr.)	(mo., day, yr.)
1a	AMBER V, LLC	P	VARIOUS	VARIOUS
b	AMBER V, LLC	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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			-254.
b			-1,881.
c	4,286,363.		4,286,363.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			-254.
b			-1,881.
c			4,286,363.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	-7,811,124.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 .....	3	N/A

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PERMAL PRIVATE EQUITY	0.	0.	0.	PURCHASED	VARIOUS	VARIOUS
						15,537.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SIGULAR GUFF PRIVATE EQUITY	0.	0.	0.	PURCHASED	VARIOUS	VARIOUS
						1,450.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
STATE STREET GLOBAL ASSETS	0.	0.	0.	PURCHASED	VARIOUS	VARIOUS
						-729,354.



(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
PIMCO-TOTAL RETURN	0.	0.	0.			87,177.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOOMIS	10,000,000.	10,211,726.	0.	0.	-211,726.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
GLOBAL OPPORTUNISTIC FIXED INCOME	0.	0.	0.	0.	-53,966.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
GRANTHAM(GMO)	19,659,474.	24,319,579.	0.			-4,660,105.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SILCHESTER INTERNATIONAL	0.	0.	0.			848,396.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
FRIESS ASSOCIATES	0.	0.	0.			-6,730,607.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
ROBECO BOSTON PARTNERS	0.	0.	0.			-137,206.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
STATE STEEET GLOBAL ASSETS	0.	0.	0.			-505,467.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
STATE STEEET GLOBAL ASSETS 500 INDEX FUND	0.	0.	0.			-110,481.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
GLOBAL OPPORTUNISTIC FIXED INCOME	0.	0.	0.			-165,201.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
STATE STEEET GLOBAL ASSETS 500 INDEX FUND	0.	0.	0.			240,409.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SILCHESTER INTERNATIONAL	0.	0.	0.			15,792.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AMBER V, LLC			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	-254.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AMBER V, LLC			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	-1,881.	

CAPITAL GAINS DIVIDENDS FROM PART IV	4,286,363.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-7,811,124.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
AMBERBROOK, LLC (K-1)	2,209.
GLOBAL OPPORTUNISTIC FIXED INCOME (K-1)	147,034.
S&P 500 INDEX SECURITIES LENDING(K-1)	1,954.
SIGULER GUFF DISTRESSED OPPORTUNITIES(K-1)	9,894.
SILCHESTER INTERNATIONAL INVESTORS	2,086.
SSGA MM	660,591.
SSGA OPERATING	231,183.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,054,951.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT 3
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMBERBROOK, LLC (K-1)	1,837.	0.	1,837.
FR XII-A CHARLIE AIV(K-1)	1.	0.	1.
FRIESS ASSOCIATES	101,592.	0.	101,592.
GMO REAL ASSET FUND	605,007.	105,383.	499,624.
GRANTHAM	3,781,762.	3,208,123.	573,639.
LOOMIS	1,142,969.	82,683.	1,060,286.
PIMCO	3,386,934.	449,779.	2,937,155.
ROBECO BOSTON PARTNERS	391,732.	0.	391,732.
SIGULER GUFF DISTRESSED OPPORTUNITIES(K-1)	1,581.	0.	1,581.
SILCHESTER INTERNATIONAL	714,839.	0.	714,839.
STATE STREET GLOBAL ASSETS	607,892.	0.	607,892.
STATE STREETR GLOBAL ASSETS	97,620.	0.	97,620.
TAMARACK FUNDS	440,395.	440,395.	0.
<b>TOTAL TO FM 990-PF, PART I, LN 4</b>	<b>11,274,161.</b>	<b>4,286,363.</b>	<b>6,987,798.</b>

FORM 990-PF	OTHER INCOME			STATEMENT 4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
GLOBAL OPPORTUNISTIC FIXED INCOME (K-1)	158,104.	158,104.		
SMALL CAP INDEX PLUS SECURITIES LENDING	25,889.	25,889.		
SMALL CAP INDEX PLUS SECURITIES LENDING	-11,875.	-11,875.		
S&P 500 INDEX SECURITIES LENDING	-214,481.	-214,481.		
SILCHESTER INTERNATIONAL	133,530.	133,530.		
FR XII-A CHARLIE AIV	26,248.	26,248.		
SIGULAR GUFF DISTRESSED OPPORT(K-1)	1,254.	1,254.		
SIGULAR GUFF DISTRESSED OPPORT(K-1)	-8,090.	-8,090.		
AMBERBROOK V, LLC	-512.	-512.		
<b>TOTAL TO FORM 990-PF, PART I, LINE 11</b>	<b>110,067.</b>	<b>110,067.</b>		

FORM 990-PF	LEGAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL	24,710.	0.		22,725.	
TO FM 990-PF, PG 1, LN 16A	24,710.	0.		22,725.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	19,165.	0.		19,165.	
TO FORM 990-PF, PG 1, LN 16B	19,165.	0.		19,165.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
VARIOUS CONSULTING & OUTSIDE SERVICES	54,205.	0.		51,646.	
TO FORM 990-PF, PG 1, LN 16C	54,205.	0.		51,646.	

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	139,418.	0.		139,418.	
EXCISE	71,940.	0.		71,940.	
TO FORM 990-PF, PG 1, LN 18	211,358.	0.		211,358.	

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	28,194.	0.		28,194.
REPAIRS & MAINTENANCE	10,583.	0.		9,984.
INSURANCE	28,058.	0.		810.
TELEPHONE	20,821.	0.		20,821.
POSTAGE & DELIVERY	8,584.	0.		8,802.
FORMS & SUPPLIES	44,912.	0.		38,449.
INVESTMENT FEES	0.	932,058.		0.
MEETINGS AND SEMINARS	19,092.	0.		19,092.
PROGRAM EXPENSES	2,078,533.	0.		1,937,696.
TEMPORARY HELP	9,507.	0.		9,507.
ADVERTISING	7,141.	0.		7,141.
<b>TOTAL TO FORM 990-PF, PG 1, LN 23</b>	<b>2,255,425.</b>	<b>932,058.</b>		<b>2,080,496.</b>

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
UNREALIZED LOSS ON INVESTMENTS	46,306,065.
INVESTMENT FEES	932,058.
<b>TOTAL TO FORM 990-PF, PART III, LINE 5</b>	<b>47,238,123.</b>

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY MUTUAL FUNDS	146,163,145.	146,163,145.
<b>TOTAL TO FORM 990-PF, PART II, LINE 10B</b>	<b>146,163,145.</b>	<b>146,163,145.</b>

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FORM 990-PF                      PART VIII - LIST OF OFFICERS, DIRECTORS                      STATEMENT 12  
    TRUSTEES AND FOUNDATION MANAGERS

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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN URBAN 150 STATE STREET, SUITE 100 ROCHESTER, NY 14614	PRESIDENT 40.00	258,366.	15,300.	4,479.
BRYAN D. HETHERINGTON 150 STATE STREET, SUITE 100 ROCHESTER, NY 14614	BOARD MEMBER 1.25	0.	0.	0.
ESSIE L. CALHOUN 150 STATE STREET, SUITE 100 ROCHESTER, NY 14614	BOARD MEMBER 1.25	0.	0.	0.
ROBERT OPPENHEIMER 150 STATE STREET, SUITE 100 ROCHESTER, NY 14614	BOARD MEMBER 1.25	0.	0.	0.
WILLIAM G. CLARK 150 STATE STREET, SUITE 100 ROCHESTER, NY 14614	BOARD MEMBER 1.25	0.	0.	0.
JEAN G. HOWARD 150 STATE STREET, SUITE 100 ROCHESTER, NY 14614	BOARD MEMBER 1.25	0.	0.	0.
JAMES H. WATTERS 150 STATE STREET, SUITE 100 ROCHESTER, NY 14614	BOARD MEMBER 1.25	0.	0.	0.
CARLOS R. ORTIZ, MD 150 STATE STREET, SUITE 100 ROCHESTER, NY 14614	BOARD MEMBER 1.25	0.	0.	0.
LOUIS J. PAPA, MD 150 STATE STREET, SUITE 100 ROCHESTER, NY 14614	BOARD MEMBER 1.25	0.	0.	0.
CHRIS PULLEYN 150 STATE STREET, SUITE 100 ROCHESTER, NY 14614	BOARD MEMBER 1.25	0.	0.	0.
THOMAS S. RICHARDS 150 STATE STREET, SUITE 100 ROCHESTER, NY 14614	BOARD MEMBER 1.25	0.	0.	0.



DENNIS M. RICHARDSON 150 STATE STREET, SUITE 100 ROCHESTER, NY 14614	BOARD MEMBER 1.25	0.	0.	0.
GEOFFREY ROSENBERGER 150 STATE STREET, SUITE 100 ROCHESTER, NY 14614	BOARD MEMBER 1.25	0.	0.	0.
TAMMI SHLOTZHAUER, MD 150 STATE STREET, SUITE 100 ROCHESTER, NY 14614	BOARD MEMBER 1.25	0.	0.	0.
CHRISTINE WAGNER, SSJ, PHD 150 STATE STREET, SUITE 100 ROCHESTER, NY 14614	BOARD MEMBER 1.25	0.	0.	0.
MARK A. PUCCIA 150 STATE STREET, SUITE 100 ROCHESTER, NY 14614	VP/CFO 40.00	143,683.	8,621.	9,682.
BONNIE C. DEVINNEY 150 STATE STREET ROCHESTER, NY 14614	CHIEF PROGRAM OFFICER 40.00	160,800.	9,648.	9,394.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>562,849.</u>	<u>33,569.</u>	<u>23,555.</u>

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GREATER ROCHESTER HEALTH FOUNDATION, INC.  
150 STATE STREET, SUITE 100  
ROCHESTER, NY 14614

TELEPHONE NUMBER

585-258-1799

FORM AND CONTENT OF APPLICATIONS

GRANT APPLICATION FORM, PROPOSAL, PROJECT BUDGET, ORGANIZATION OPERATING BUDGET, BOARD OF DIRECTORS LISTING, MOST RECENT FINANCIAL STATEMENT, COPY OF IRS 501(C) (3) DETERMINATION LETTER.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
APPROVED FOR FUTURE PAYMENT

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
NYS WINE & CULINARY CENTER, INC, 800 SOUTH MAIN ST, CANANDAIGUA, NY 14424	NONE  CHARITY	PUBLIC CHARITY	2,500.
SPIRITUS CHRISTI MENTAL HEALTH CENTER 121 NORTH FITZHUGH STREET, ROCHESTER, NY 14614	NONE  CHARITY	PUBLIC CHARITY	1,250.
ST JOSEPH'S NEIGHBORHOOD CENTER, 417 SOUTH AVENUE, ROCHESTER, NY 14620	NONE  CHARITY	PUBLIC CHARITY	1,000.
F.F. THOMPSON FOUNDATION, 350 PARRISH STREET, CANANDAIGUA, NY 14424	NONE  CHARITY	PUBLIC CHARITY	5,625.
UNIVERSITY OF ROCHESTER, UNIVERSITY OF ROCHESTER, ROCHESTER, NY 14627	NONE  CHARITY	PUBLIC CHARITY	2,000.
THE LEUKEMIA & LYMPHOMIA SOCIETY, 1311 MAMARONECK AVE, SUITE 310, WHITE PLAI	NONE  CHARITY	PUBLIC CHARITY	125.
MERCY OUTREACH CENTER, 142 WEBSTER AVENUE, ROCHESTER, NY 14609	NONE  CHARITY	PUBLIC CHARITY	1,000.
COALITION TO PREVENT LEAD POISONING, C/O FINGER LAKES HEALTH SYSTEMS AGENCY C/O FINGER LAKES HEALTH SYSTEMS AGENCY, ROCHESTER, NY 14607-1647	NONE  CHARITY	PUBLIC CHARITY	1,976,354.

TOTAL TO FORM 990-PF, PART XV, LINE 3B

1,989,854.

# Underpayment of Estimated Tax by Corporations

Department of the Treasury  
Internal Revenue Service

▶ See separate instructions.  
▶ Attach to the corporation's tax return.

FORM **990-PF**

**2008**

Name <b>GREATER ROCHESTER HEALTH FOUNDATION INC</b>	Employer identification number <b>13-4301222</b>
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**Note:** Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

<b>Part I Required Annual Payment</b>			
1 Total tax (see instructions) .....		<b>1</b>	<b>72,208.</b>
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1 .....	<b>2a</b>		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method .....	<b>2b</b>		
c Credit for federal tax paid on fuels (see instructions) .....	<b>2c</b>		
d <b>Total.</b> Add lines 2a through 2c .....	<b>2d</b>		
3 Subtract line 2d from line 1. If the result is less than \$500, <b>do not</b> complete or file this form. The corporation does not owe the penalty .....		<b>3</b>	<b>72,208.</b>
4 Enter the tax shown on the corporation's 2007 income tax return (see instructions). <b>Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5</b> .....		<b>4</b>	<b>142,894.</b>
5 <b>Required annual payment.</b> Enter the <b>smaller</b> of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3 .....		<b>5</b>	<b>72,208.</b>

**Part II Reasons for Filing** - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

6  The corporation is using the adjusted seasonal installment method.

7  The corporation is using the annualized income installment method.

8  The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

<b>Part III Figuring the Underpayment</b>					
		(a)	(b)	(c)	(d)
9 <b>Installment due dates.</b> Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year .....	<b>9</b>	05/15/08	06/15/08	09/15/08	12/15/08
10 <b>Required installments.</b> If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column. ....	<b>10</b>	8,087.			
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15 .....	<b>11</b>	16,365.	20,000.	10,187.	23,691.
<b>Complete lines 12 through 18 of one column before going to the next column.</b>					
12 Enter amount, if any, from line 18 of the preceding column .....	<b>12</b>				
13 Add lines 11 and 12 .....	<b>13</b>				
14 Add amounts on lines 16 and 17 of the preceding column .....	<b>14</b>				
15 Subtract line 14 from line 13. If zero or less, enter -0- .....	<b>15</b>	16,365.			
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- .....	<b>16</b>				
17 <b>Underpayment.</b> If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18 .....	<b>17</b>				
18 <b>Overpayment.</b> If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column .....	<b>18</b>	8,278.			

**Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.**

**Part IV Figuring the Penalty**

	(a)	(b)	(c)	(d)
<b>19</b> Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)				
<b>20</b> Number of days from due date of installment on line 9 to the date shown on line 19				
<b>21</b> Number of days on line 20 after 4/15/2008 and before 7/1/2008				
<b>22</b> Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 6\%}{366}$	\$	\$	\$	\$
<b>23</b> Number of days on line 20 after 06/30/2008 and before 10/1/2008				
<b>24</b> Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 5\%}{366}$	\$	\$	\$	\$
<b>25</b> Number of days on line 20 after 9/30/2008 and before 1/1/2009				
<b>26</b> Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 6\%}{366}$	\$	\$	\$	\$
<b>27</b> Number of days on line 20 after 12/31/2008 and before 4/1/2009				
<b>28</b> Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 5\%}{365}$	\$	\$	\$	\$
<b>29</b> Number of days on line 20 after 3/31/2009 and before 7/1/2009				
<b>30</b> Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	\$	\$	\$	\$
<b>31</b> Number of days on line 20 after 6/30/2009 and before 10/01/2009				
<b>32</b> Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	\$	\$	\$	\$
<b>33</b> Number of days on line 20 after 9/30/2009 and before 1/1/2010				
<b>34</b> Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$	\$	\$	\$	\$
<b>35</b> Number of days on line 20 after 12/31/2009 and before 2/16/2010				
<b>36</b> Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	\$	\$	\$	\$
<b>37</b> Add lines 22, 24, 26, 28, 30, 32, 34, and 36	\$	\$	\$	\$
<b>38 Penalty.</b> Add columns (a) through (d) of line 37. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns				\$ 0.

\* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at [www.irs.gov](http://www.irs.gov). You can also call 1-800-829-4933 to get interest rate information.

**Schedule A** Adjusted Seasonal Installment Method and Annualized Income Installment Method (see instructions)

**Form 1120S filers:** For lines 1, 2, 3, and 21, below, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

**Part I - Adjusted Seasonal Installment Method (Caution:** Use this method only if the base period percentage for any 6 consecutive months is at least 70%. See instructions.)

	(a)	(b)	(c)	(d)
	First 3 months	First 5 months	First 8 months	First 11 months
<b>1</b> Enter taxable income for the following periods:				
<b>a</b> Tax year beginning in 2005 .....	<b>1a</b>			
<b>b</b> Tax year beginning in 2006 .....	<b>1b</b>			
<b>c</b> Tax year beginning in 2007 .....	<b>1c</b>			
<b>2</b> Enter taxable income for each period for the tax year beginning in 2008. (see instructions for the treatment of extraordinary items).	<b>2</b>			
<b>3</b> Enter taxable income for the following periods:	First 4 months	First 6 months	First 9 months	Entire year
<b>a</b> Tax year beginning in 2005 .....	<b>3a</b>			
<b>b</b> Tax year beginning in 2006 .....	<b>3b</b>			
<b>c</b> Tax year beginning in 2007 .....	<b>3c</b>			
<b>4</b> Divide the amount in each column on line 1a by the amount in column (d) on line 3a .....	<b>4</b>			
<b>5</b> Divide the amount in each column on line 1b by the amount in column (d) on line 3b .....	<b>5</b>			
<b>6</b> Divide the amount in each column on line 1c by the amount in column (d) on line 3c .....	<b>6</b>			
<b>7</b> Add lines 4 through 6 .....	<b>7</b>			
<b>8</b> Divide line 7 by 3.0 .....	<b>8</b>			
<b>9a</b> Divide line 2 by line 8 .....	<b>9a</b>			
<b>b</b> Extraordinary items (see instructions) .....	<b>9b</b>			
<b>c</b> Add lines 9a and 9b .....	<b>9c</b>			
<b>10</b> Figure the tax on the amt on ln 9c using the instr for Form 1120, Sch J, ln 2 (or comparable ln of corp's return) ..	<b>10</b>			
<b>11a</b> Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a .....	<b>11a</b>			
<b>b</b> Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b .....	<b>11b</b>			
<b>c</b> Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c .....	<b>11c</b>			
<b>12</b> Add lines 11a through 11c .....	<b>12</b>			
<b>13</b> Divide line 12 by 3.0 .....	<b>13</b>			
<b>14</b> Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d) .....	<b>14</b>			
<b>15</b> Enter any alternative minimum tax for each payment period (see instructions) .....	<b>15</b>			
<b>16</b> Enter any other taxes for each payment period (see instr)	<b>16</b>			
<b>17</b> Add lines 14 through 16 .....	<b>17</b>			
<b>18</b> For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions) .....	<b>18</b>			
<b>19</b> Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0- .....	<b>19</b>			

**Part II - Annualized Income Installment Method**

		(a)	(b)	(c)	(d)
		First <u>2</u> months	First <u>4</u> months	First <u>7</u> months	First <u>10</u> months
20	Annualization periods (see instructions) .....	20			
21	Enter taxable income for each annualization period (see instructions for the treatment of extraordinary items) ...	21	539,145.		
22	Annualization amounts (see instructions) .....	22	6.000000	3.000000	1.714290
23a	Annualized taxable income. Multiply line 21 by line 22 ...	23a	3,234,870.		
	b Extraordinary items (see instructions) .....	23b			
	c Add lines 23a and 23b .....	23c	3,234,870.		
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return) .....	24	32,349.		
25	Enter any alternative minimum tax for each payment period (see instructions) .....	25			
26	Enter any other taxes for each payment period (see instr) .....	26			
27	Total tax. Add lines 24 through 26 .....	27	32,349.		
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions) .....	28			
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0- .....	29	32,349.		
30	Applicable percentage .....	30	25%	50%	75%
31	Multiply line 29 by line 30 .....	31	8,087.		

**Part III - Required Installments**

<b>Note:</b> Complete lines 32 through 38 of one column before completing the next column.		1st installment	2nd installment	3rd installment	4th installment
32	If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the <b>smaller</b> of the amounts in each column from line 19 or line 31 .....	32	8,087.	0.	0.
33	Add the amounts in all preceding columns of line 38 (see instructions) .....	33			
34	<b>Adjusted seasonal or annualized income installments.</b> Subtract line 33 from line 32. If zero or less, enter -0- ...	34	8,087.		
35	Enter 25% of line 5 on page 1 of Form 2220 in each column. <b>Note:</b> "Large corporations," see the instructions for line 10 for the amounts to enter .....	35	18,052.	18,052.	18,052.
36	Subtract line 38 of the preceding column from line 37 of the preceding column .....	36		9,965.	28,017.
37	Add lines 35 and 36 .....	37	18,052.	28,017.	46,069.
38	<b>Required installments.</b> Enter the <b>smaller</b> of line 34 or line 37 here and on page 1 of Form 2220, line 10 (see instructions) .....	38	8,087.	0.	0.

Form 2220 (2008)

**\*\* ANNUALIZED INCOME INSTALLMENT METHOD USING OPTION 1**



• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

<b>Part II</b> <b>Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed).		
Type or print  File by the extended due date for filing the return. See instructions.	Name of Exempt Organization <b>GREATER ROCHESTER HEALTH FOUNDATION INC</b>	Employer identification number <b>13-4301222</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>150 STATE STREET, NO. 100</b>	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>ROCHESTER, NY 14614</b>	

**Check type of return to be filed** (File a separate application for each return):

- Form 990   
  Form 990-EZ   
  Form 990-T (sec. 401(a) or 408(a) trust)   
  Form 1041-A   
  Form 5227   
  Form 8870  
 Form 990-BL   
 Form 990-PF   
 Form 990-T (trust other than above)   
 Form 4720   
 Form 6069

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**MARK PUCCIA, CFO**

• The books are in the care of **150 STATE STREET, SUITE 100 - ROCHESTER, NY 14614**  
 Telephone No. **585-258-1799** FAX No. \_\_\_\_\_

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2009**.
- 5 For calendar year **2008**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.
- 6 If this tax year is for less than 12 months, check reason:  Initial return     Final return     Change in accounting period
- 7 State in detail why you need the extension \_\_\_\_\_

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$	<b>72,208.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	<b>70,243.</b>
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	<b>1,965.</b>

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **PRESIDENT** Date

**Reportable Transaction Disclosure Statement**

▶ **Attach to your tax return.**  
▶ **See separate instructions.**

Name(s) shown on return (individuals enter last name, first name, middle initial)

Identifying number

**GREATER ROCHESTER HEALTH FOUNDATION INC**

**13-4301222**

Number, street, and room or suite no.

**150 STATE STREET, NO. 100**

City or town, state, and ZIP code

**ROCHESTER, NY 14614**

**A** If you are filing more than one Form 8886 with your tax return, sequentially number each Form 8886 and enter the statement number for this Form 8886 ..... ▶ Statement number \_\_\_\_\_ of \_\_\_\_\_

**B** Enter the form number of the tax return to which this form is attached or related ..... ▶ **990-PF**

Enter the year of the tax return identified above ..... ▶ **2008**

Is this Form 8886 being filed with an amended tax return?  Yes  No

**C** Check the box(es) that apply (see instructions).  Initial year filer  Protective disclosure

**1a** Name of reportable transaction

**SECTION 988 LOSS**

**1b** Initial year participated in transaction

**1c** Reportable transaction or tax shelter registration number (9 digits or 11 digits)

**2** Identify the type of reportable transaction. Check all boxes that apply (see instructions).

- a**  Listed
- b**  Confidential
- c**  Contractual protection
- d**  Loss
- e**  Brief asset holding period
- f**  Transaction of interest

**3** If you checked box 2a or 2f, enter the published guidance number for the listed transaction or transaction of interest ..... ▶ \_\_\_\_\_

**4** Enter the number of "same as or substantially similar" transactions reported on this form ..... ▶ \_\_\_\_\_

**5** If you participated in the transaction through another entity, check all applicable boxes and provide the information below for the entity (see instructions). (Attach additional sheets, if necessary.)

- a** Type of entity:
 

<input type="checkbox"/> Partnership	<input checked="" type="checkbox"/> Partnership
<input type="checkbox"/> S corporation	<input type="checkbox"/> S corporation
<input type="checkbox"/> Trust	<input type="checkbox"/> Trust
<input type="checkbox"/> Foreign	<input type="checkbox"/> Foreign

**b** Name  
▶ **GLOBAL OPPORTUNISTIC FIXED INCOME PORTFOLIO-BGIMT**

**c** Employer identification number (EIN), if known ..... ▶ **56-66698969**

**d** Date Schedule K-1 received from entity (enter "none" if Schedule K-1 not received) ..... ▶ **03/31/2009**

**6** Enter below the name and address of each individual or entity to whom you paid a fee with regard to the transaction if that individual or entity promoted, solicited, or recommended your participation in the transaction, or provided tax advice related to the transaction. (Attach additional sheets, if necessary.)

<b>a</b> Name	Identifying number (if known)	Fees paid \$
---------------	-------------------------------	-----------------

Number, street, and room or suite no.

City or town, state, and ZIP code

<b>b</b> Name	Identifying number (if known)	Fees paid \$
---------------	-------------------------------	-----------------

Number, street, and room or suite no.

City or town, state, and ZIP code

7 Facts

a Identify the type of tax benefit generated by the transaction. Check all the boxes that apply (see instructions).

- Deductions       Exclusions from gross income       Tax credits       Other \_\_\_\_\_
- Capital loss       Nonrecognition of gain       Deferral
- Ordinary loss       Adjustments to basis       Absence of adjustments to basis

b Further describe the amount and nature of the expected tax treatment and expected tax benefits generated by the transaction for all affected years. Include facts of each step of the transaction that relate to the expected tax benefits including the amount and nature of your investment. Include in your description your participation in the transaction and all related transactions regardless of the year in which they were entered into. Also, include a description of any tax result protection with respect to the transaction.

SEE ATTACHED STATEMENT PROVIDED BY THE PARTNERSHIP

8 Identify all tax-exempt, foreign, and related entities and individuals involved in the transaction. Check the appropriate box(es) (see instructions). Include their names(s), identifying number(s), address(es), and a brief description of their involvement. For each foreign entity, identify its country of incorporation or existence. For each related entity, explain how it is related. (Attach additional sheets, if necessary.)

a Type of entity:       Tax-exempt       Foreign       Related

Name MELLON TRUST COMPANY

Identifying number  
25-0659306

Address PO BOX 185  
PITTSBURGH, PA 15203

Description  
CUSTODIAN & TRUSTEE

b Type of entity:       Tax-exempt       Foreign       Related

Name BRANDYWINE GLOBAL INVESTMENT MANAGEMENT, LLC

Identifying number  
51-0294065

Address 2929 ARCH ST. SUITE 800  
PHILADELPHIA, PA 19104

Description  
INVESTMENT ADVISOR

Form <b>CHAR500</b>	<b>Annual Filing for Charitable Organizations</b> New York State Department of Law (Office of the Attorney General) Charities Bureau - Registration Section 120 Broadway New York, NY 10271 <a href="http://www.oag.state.ny.us/bureaus/charities/about.html">http://www.oag.state.ny.us/bureaus/charities/about.html</a>	<b>2008</b>
This form used for Article 7-A, EPTL and dual filers (replaces forms CHAR 497, CHAR 010 and CHAR 006)		<b>Open to Public Inspection</b>

<b>1. General Information</b>		
a. For the fiscal year beginning (mm/dd/yyyy) <b>01/01/2008</b> and ending (mm/dd/yyyy) <b>12/31/2008</b>		
b. Check if applicable for NYS: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial filing <input type="checkbox"/> Final filing <input type="checkbox"/> Amended filing <input type="checkbox"/> NY registration pending	c. Name of organization <b>GREATER ROCHESTER HEALTH FOUNDATION INC</b>  Number and street (or P.O. box if mail not delivered to street address) Room/suite <b>150 STATE STREET 100</b>  City or town, state or country and ZIP + 4 <b>ROCHESTER, NY 14614</b>	d. Fed. employer ID no. (EIN) <b>13-4301222</b> e. NY State registration no. <b>21-38-64</b> f. Telephone number <b>585 258-1799 105</b> g. Email

<b>2. Certification - Two Signatures Required</b>			
We certify under penalties of perjury that we reviewed this report, including all attachments, and to the best of our knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this report.			
a. President or Authorized Officer	Signature	JOHN URBAN Printed Name	PRESIDENT Title
			Date
b. Chief Financial Officer or Treas.	Signature	MARK PUCCIA Printed Name	VP/CFO Title
			Date

<b>3. Annual Report Exemption Information</b>	
a. <b>Article 7-A</b> annual report exemption (Article 7-A registrants and dual registrants)	Check <input type="checkbox"/> if total contributions from NY State (including residents, foundations, corporations, government agencies, etc.) did not exceed \$25,000 <b>and</b> the organization did not engage a professional fund raiser (PFR) or fund raising counsel (FRC) to solicit contributions during this fiscal year.  <b>NOTE:</b> An organization may claim this exemption if no PFR or FRC was used <b>and</b> either: 1) it received an allocation from a federated fund, United Way or incorporated community appeal <b>and</b> contributions from other sources did not exceed \$25,000 <b>or</b> 2) it received all or substantially all of its contributions from one government agency to which it submitted an annual report similar to that required by Article 7-A.
b. <b>EPTL</b> annual report exemption (EPTL registrants and dual registrants)	Check <input type="checkbox"/> if gross receipts did not exceed \$25,000 <b>and</b> assets (market value) did not exceed \$25,000 at any time during this fiscal year.
For EPTL or Article 7-A registrants claiming the annual report exemption under the one law under which they are registered and for dual registrants claiming the annual report exemptions under both laws, simply complete part 1 (General Information), part 2 (Certification) and part 3 (Annual Report Exemption Information) above. <b>Do not submit a fee, do not complete the following schedules and do not submit any attachments to this form.</b>	

<b>4. Article 7-A Schedules</b>	
If you did <b>not</b> check the Article 7-A annual report exemption above, complete the following for this fiscal year:	
a. Did the organization use a professional fund raiser, fund raising counsel or commercial co-venturer for fund raising activity in NY State? ... <input type="checkbox"/> Yes* <input type="checkbox"/> No	* If "Yes", complete Schedule 4a.
b. Did the organization receive government contributions (grants)? ..... <input type="checkbox"/> Yes* <input type="checkbox"/> No	* If "Yes", complete Schedule 4b.

<b>5. Fee Submitted:</b> See last page for <b>summary of fee requirements.</b>	
Indicate the filing fee(s) you are submitting along with this form:	
a. Article 7-A filing fee .....	\$ _____
b. EPTL filing fee .....	\$ <u>1,500.</u>
c. <b>Total fee</b> .....	\$ <u>1,500.</u>
<b>Submit only one check or money order for the total fee, payable to "NYS Department of Law"</b>	

<b>6. Attachments</b> - For organizations that are not claiming annual report exemptions under both laws, see last page for required attachments <b>▶▶▶</b>
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**GREATER ROCHESTER HEALTH FOUNDATION INC**

**5. Fee Instructions**

The filing fee depends on the organization's Registration Type. For details on Registration Type and filing fees, see the Instructions for Form CHAR500.

Organization's Registration Type	Fee Instructions
• <b>Article 7-A</b>	Calculate the Article 7-A filing fee using the table in <b>part a</b> below. The EPTL filing fee is \$0.
• <b>EPTL</b>	Calculate the EPTL filing fee using the table in <b>part b</b> below. The Article 7-A filing fee is \$0.
• <b>Dual</b>	Calculate both the Article 7-A and EPTL filing fees using the tables in <b>parts a and b</b> below. Add the Article 7-A and EPTL filing fees together to calculate the total fee. Submit a <u>single</u> check or money order for the total fee.

**a) Article 7-A filing fee**

Total Support & Revenue	Article 7-A Fee
more than \$250,000	\$25
up to \$250,000 *	\$10

\* Any organization that contracted with or used the services of a professional fund raiser (PFR) or fund raising counsel (FRC) during the reporting period must pay an Article 7-A filing fee of \$25, regardless of total support and revenue.

**b) EPTL filing fee**

Net Worth at End of Year	EPTL Fee
Less than \$50,000	\$25
\$50,000 or more, but less than \$250,000	\$50
\$250,000 or more, but less than \$1,000,000	\$100
\$1,000,000 or more, but less than \$10,000,000	\$250
\$10,000,000 or more, but less than \$50,000,000	\$750
\$50,000,000 or more	\$1500

**6. Attachments - Document Attachment Check-List**

Check the boxes for the documents you are attaching.

**For All Filers**

Filing Fee

Single check or money order payable to "NYS Department of Law"

Copies of Internal Revenue Service Forms

<input type="checkbox"/> <b>IRS Form 990</b> <input type="checkbox"/> All required schedules (including Schedule B) <input type="checkbox"/> IRS Form 990-T	<input type="checkbox"/> <b>IRS Form 990-EZ</b> <input type="checkbox"/> All required schedules (including Schedule B) <input type="checkbox"/> IRS Form 990-T	<input checked="" type="checkbox"/> <b>IRS Form 990-PF</b> <input type="checkbox"/> All required schedules (including Schedule B) <input type="checkbox"/> IRS Form 990-T
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**Additional Article 7-A Document Attachment Requirement**

Independent Accountant's Report

Audit Report (total support & revenue more than \$250,000)

Review Report (total support & revenue \$100,001 to \$250,000)

No Accountant's Report Required (total support & revenue not more than \$100,000)