

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

# 2009

Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2009, or tax year beginning** \_\_\_\_\_, **and ending** \_\_\_\_\_

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

<b>Use the IRS label. Otherwise, print or type. See Specific Instructions.</b>	Name of foundation <b>GREATER ROCHESTER HEALTH FOUNDATION INC</b>	<b>A Employer identification number</b> 13-4301222
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite <b>150 STATE STREET 100</b>	<b>B Telephone number</b> 585-258-1799
	City or town, state, and ZIP code <b>ROCHESTER, NY 14614</b>	<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>179,682,918.</b>	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<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	1,083,615.	1,083,615.		STATEMENT 1
	4 Dividends and interest from securities	4,471,649.	4,471,649.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-4,755,975.			
	b Gross sales price for all assets on line 6a	9,068,969.			
	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	96,542.	96,542.		STATEMENT 3	
12 <b>Total.</b> Add lines 1 through 11	895,831.	5,651,806.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	573,240.	0.		573,240.
	14 Other employee salaries and wages	459,607.	0.		459,181.
	15 Pension plans, employee benefits	138,818.	0.		138,269.
	16a Legal fees <b>STMT 4</b>	25,651.	0.		19,278.
	b Accounting fees <b>STMT 5</b>	15,500.	0.		15,500.
	c Other professional fees <b>STMT 6</b>	62,789.	0.		63,693.
	17 Interest				
	18 Taxes <b>STMT 7</b>	107,518.	0.		66,946.
	19 Depreciation and depletion	131,080.	0.		
	20 Occupancy	84,639.	0.		84,639.
	21 Travel, conferences, and meetings	3,129.	0.		3,129.
	22 Printing and publications				
	23 Other expenses <b>STMT 8</b>	1,838,129.	835,988.		2,096,030.
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	3,440,100.	835,988.		3,519,905.
	25 Contributions, gifts, grants paid	5,787,066.			5,788,363.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	9,227,166.	835,988.		9,308,268.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-8,331,335.				
b <b>Net investment income</b> (if negative, enter -0-)		4,815,818.			
c <b>Adjusted net income</b> (if negative, enter -0-)			N/A		

<b>Part II Balance Sheets</b> 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	
<b>Assets</b>	1 Cash - non-interest-bearing .....	1,000.	1,000.	1,000.	
	2 Savings and temporary cash investments .....	12,891,555.	10,011,913.	10,011,913.	
	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 .....	9,328.	300,894.	300,894.	
	10a Investments - U.S. and state government obligations .....				
	b Investments - corporate stock <b>STMT 10</b> .....	146,163,145.	140,652,491.	140,652,491.	
	c Investments - corporate bonds .....				
11 Investments - land, buildings, and equipment: basis .....					
Less: accumulated depreciation .....					
12 Investments - mortgage loans .....					
13 Investments - other <b>STMT 11</b> .....	0.	28,487,692.	28,487,692.		
14 Land, buildings, and equipment: basis ▶ <b>629,233.</b> .....					
Less: accumulated depreciation ▶ <b>400,305.</b> .....	319,175.	228,928.	228,928.		
15 Other assets (describe ▶ .....					
<b>16 Total assets</b> (to be completed by all filers) .....	<b>159,384,203.</b>	<b>179,682,918.</b>	<b>179,682,918.</b>		
<b>Liabilities</b>	17 Accounts payable and accrued expenses .....	182,347.	189,858.		
	18 Grants payable .....	1,989,855.	1,251,595.		
	19 Deferred revenue .....				
	20 Loans from officers, directors, trustees, and other disqualified persons .....				
	21 Mortgages and other notes payable .....				
	22 Other liabilities (describe ▶ .....				
<b>23 Total liabilities</b> (add lines 17 through 22) .....	<b>2,172,202.</b>	<b>1,441,453.</b>			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24 Unrestricted .....	157,212,001.	178,241,465.		
	25 Temporarily restricted .....		0.		
	26 Permanently restricted .....		0.		
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	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 .....				
<b>30 Total net assets or fund balances</b> .....	<b>157,212,001.</b>	<b>178,241,465.</b>			
<b>31 Total liabilities and net assets/fund balances</b> .....	<b>159,384,203.</b>	<b>179,682,918.</b>			

**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	157,212,001.
2 Enter amount from Part I, line 27a .....	2	-8,331,335.
3 Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 9</b> .....	3	30,196,787.
4 Add lines 1, 2, and 3 .....	4	179,077,453.
5 Decreases not included in line 2 (itemize) ▶ <b>INVESTMENT FEES</b> .....	5	835,988.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 .....	6	178,241,465.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>				
<b>b</b> SEE ATTACHED STATEMENTS				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b> 9,068,969.		13,448,721.	-4,755,975.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>			-4,755,975.	
<b>2</b> 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 ..... }		<b>2</b> -4,755,975.
<b>3</b> 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 .....		{ ..... }		<b>3</b> 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))
2008	10,790,057.	190,401,932.	.056670
2007	8,617,403.	217,154,705.	.039683
2006	1,493,293.	203,076,964.	.007353
2005			
2004			

<b>2</b> Total of line 1, column (d) .....	<b>2</b>	.103706
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years .....	<b>3</b>	.034569
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 .....	<b>4</b>	162,181,848.
<b>5</b> Multiply line 4 by line 3 .....	<b>5</b>	5,606,464.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) .....	<b>6</b>	48,158.
<b>7</b> Add lines 5 and 6 .....	<b>7</b>	5,654,622.
<b>8</b> Enter qualifying distributions from Part XII, line 4 .....	<b>8</b>	9,349,101.

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 sub-rows 6a-6d for credits and payments. Total tax due is 6,842.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes Yes/No columns. Questions cover political activities, tax returns, and asset reporting.

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.THEGRHF.ORG	13	X	
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.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years: _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 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 2009.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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  **N/A**

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). **N/A**

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.

(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		573,240.	33,194.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN URBAN 150 STATE STREET, ROCHESTER, NY 14614	PRESIDENT 0.00	265,000.	14,700.	0.
BONNIE C. DEVINNEY 150 STATE STREET, ROCHESTER, NY 14614	VP & COO 0.00	162,240.	9,734.	0.
MARK A. PUCCIA 150 STATE STREET, ROCHESTER, NY 14614	VP & CFO 0.00	146,000.	8,760.	0.
THOMAS WESLEY 150 STATE STREET, ROCHESTER, NY 14614	DIRECTOR ACCT & ADMIN 0.00	89,194.	5,352.	0.
BARBARA ZAPPIA 150 STATE STREET, ROCHESTER, NY 14614	SR GRANT OFFICER 0.00	81,566.	4,894.	0.
<b>Total</b> 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
TIPPING POINT MEDIA - 277 ALEXANDER ST, SUITE 100, ROCHESTER, NY 14607 NEPC, LLC	CONSULTING	759,275.
ONE MAIN STREET, CAMBRIDGE, MA 02142 ROBERTS COMMUNICATION INC	CONSULTING	258,368.
64 COMMERCIAL ST,, ROCHESTER, NY 146141010 MJM INCENTIVES, INC - 2144 BRIGHTON HEN	CONSULTING	220,343.
TOWNLINE RD, ROCHESTER, NY 14623 ERIC MOWER & ASSOCIATES	CONSULTING	209,741.
28 MAIN STREET EAST, ROCHESTER, NY 14614-1988	CONSULTING	102,831.
Total number of others receiving over \$50,000 for professional services		1

**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	152,984,314.
b	Average of monthly cash balances	1b	11,667,308.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	164,651,622.
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	164,651,622.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,469,774.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	162,181,848.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	8,109,092.

**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	8,109,092.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	48,158.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	48,158.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,060,934.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,060,934.
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	8,060,934.

**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	9,308,268.
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	40,833.
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	9,349,101.
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	48,158.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	9,300,943.

**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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				8,060,934.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			9,031,441.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 9,349,101.				
a Applied to 2008, but not more than line 2a			9,031,441.	
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 2009 distributable amount				317,660.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				7,743,274.
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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

**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 2009, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 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)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>					
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)					
<b>a Paid during the year</b>					
SEE STATEMENT 14					
<b>Total</b>				<b>▶ 3a</b>	<b>5788363.</b>
<b>b Approved for future payment</b>					
COALITION TO PREVENT LEAD POISONING, C/O FINGER LAKES HEALTH SYSTEMS AGENCY - C/O FINGER LAKES		NONE	PUBLIC CHARITY	CHARITY	1239392.
UNIVERSITY OF ROCHESTER ROCHESTER, NY 14627		NONE	PUBLIC CHARITY	CHARITY	2,000.
ROCHESTER INDUSTRIES EDUCATION FUND ROCHESTER, NY			PUBLIC CHARITY	CHARITY	10,203.
<b>Total</b>				<b>▶ 3b</b>	<b>1251595.</b>

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main 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.

(See worksheet in line 13 instructions to verify calculations.)

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

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content includes 'N/A' for all entries.

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content includes 'N/A' for all entries.

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.
Signature of officer or trustee: [Signature] Date: [Date] Title: PRESIDENT
Preparer's signature: [Signature] Date: [Date] Check if self-employed: [ ] Preparer's identifying number: [ ]
Firm's name (or yours if self-employed), address, and ZIP code: EFP ROTENBERG, LLP 280 KENNETH DR. SUITE 100 ROCHESTER, NY 14623
EIN: [ ] Phone no.: 585-427-8900

**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 96805.421 LOOMIS INV GRADE FIXED INCOME	P	VARIOUS	04/01/09
c 479233.227 LOOMIS INV GRADE FIXED INCOME FUND	P	VARIOUS	04/01/09
d 186671.412 GMO INTL EQUITY ALLOCATION	P	VARIOUS	07/15/09
e GLOBAL OPPORTUNISTIC FIXED INCOME			VARIOUS
f GLOBAL OPPORTUNISTIC FIXED INCOME	P		VARIOUS
g SMALL CAP INDEX PLUS			VARIOUS
h SMALL CAP INDEX PLUS			VARIOUS
i SSGA S&P 500 INDEX SECURITIES LENDING QP CTF			VARIOUS
j SSGA S&P 500 INDEX SECURITIES LENDING QP CTF			VARIOUS
k SILCHESTER INTERNATIONAL INVESTORS			VARIOUS
l SILCHESTER INTERNATIONAL INVESTORS			VARIOUS
m SIGULER GUFF DISTRESSED	P		VARIOUS
n SIGULER GUFF DISTRESSED			VARIOUS
o AMBERBROOK V, LLC	P		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			-376,223.
b 1,000,000.		1,141,175.	-141,175.
c 6,000,000.		5,719,457.	280,543.
d 1,502,705.		2,469,094.	-966,389.
e		142,045.	-142,045.
f 61,405.			61,405.
g		433,708.	-433,708.
h		1,054,152.	-1,054,152.
i		185,278.	-185,278.
j		6,649.	-6,649.
k		2,106,844.	-2,106,844.
l		186,851.	-186,851.
m 26,770.			26,770.
n		3,468.	-3,468.
o 19,009.			19,009.

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			-376,223.
b			-141,175.
c			280,543.
d			-966,389.
e			-142,045.
f			61,405.
g			-433,708.
h			-1,054,152.
i			-185,278.
j			-6,649.
k			-2,106,844.
l			-186,851.
m			26,770.
n			-3,468.
o			19,009.

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 P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a AMBERBROOK V, LLC	P		VARIOUS
b SEIX CREDIT DISLOCATION FUND	P		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 26,965.			26,965.
b 247,275.			247,275.
c 184,840.			184,840.
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			26,965.
b			247,275.
c			184,840.
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	-4,755,975.
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 INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
AMERBROOK, LLC (K-1)	5,619.
CD'S	69,509.
FR XII-A CHARLIE	6.
GLOBAL OPPORTUNISTIC FIXED INCOME (K-1)	619,657.
GROSVENOR INSTITUTIONAL PARTNERS	366.
SEIX CREDIT DISLOCATION FUND (K-1)	290,587.
SIGULER GUFF DISTRESSED OPPORTUNITIES(K-1)	30,202.
SILCHESTER INTERNATIONAL INVESTORS(K-1)	124.
SSGA MM	55,869.
SSGA OPERATING	11,586.
TENNENBAUM	90.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,083,615.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERBROOK, LLC (K-1)	1,910.	0.	1,910.
FR XII-A CHARLIE AIV(K-1)	1.	0.	1.
GMO INTL EQUITY ALLOCATION III	513,636.	184,840.	328,796.
GROSVENOR INSTITUTIONAL PARTNERS	13,432.	0.	13,432.
LOOMIS INV GRADE FIXED INCOME	566,522.	0.	566,522.
OTHER	2,599,909.	0.	2,599,909.
SEIX	205.	0.	205.
SIGULER GUFF DISTRESSED OPPORTUNITIES(K-1)	39,589.	0.	39,589.
SILCHESTER INTERNATIONAL(K-1)	515,927.	0.	515,927.
SMALL CAP INDEX PLUS SL QP CTF	57,599.	0.	57,599.
SSGA S&P 500 INDEX SECURITIES LENDING QP CTF	347,759.	0.	347,759.
TOTAL TO FM 990-PF, PART I, LN 4	4,656,489.	184,840.	4,471,649.



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FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GLOBAL OPPORTUNISTIC FIXED INCOME (K-1)	240,558.	240,558.	
SMALL CAP INDEX PLUS SECURITIES LENDING	27,906.	27,906.	
S&P 500 INDEX SECURITIES LENDING	76,138.	76,138.	
FR XII-A CHARLIE AIV	4,947.	4,947.	
SIGULAR GUFF DISTRESSED OPPORT(K-1)	52,635.	52,635.	
SIGULAR GUFF DISTRESSED OPPORT(K-1)	-9,414.	-9,414.	
AMBERBROOK V, LLC	1,467.	1,467.	
SILCHESTER INTERNATIONAL INVESTORS	-299,747.	-299,747.	
GROSVENOR INSTITUTIONAL PARTNERS	2,052.	2,052.	
<b>TOTAL TO FORM 990-PF, PART I, LINE 11</b>	<b>96,542.</b>	<b>96,542.</b>	

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FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	25,651.	0.		19,278.
TO FM 990-PF, PG 1, LN 16A	25,651.	0.		19,278.

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	15,500.	0.		15,500.
TO FORM 990-PF, PG 1, LN 16B	15,500.	0.		15,500.

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FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
VARIOUS CONSULTING & OUTSIDE SERVICES	62,789.	0.		63,693.
TO FORM 990-PF, PG 1, LN 16C	62,789.	0.		63,693.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	66,972.	0.		66,946.
EXCISE	40,546.	0.		0.
TO FORM 990-PF, PG 1, LN 18	107,518.	0.		66,946.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	12,253.	0.		12,155.
REPAIRS & MAINTENANCE	10,684.	0.		10,888.
INSURANCE	25,205.	0.		27,056.
TELEPHONE	21,848.	0.		21,811.
POSTAGE & DELIVERY	6,751.	0.		6,751.
FORMS & SUPPLIES	23,432.	0.		28,323.
INVESTMENT FEES	0.	835,988.		0.
MEETINGS AND SEMINARS	12,385.	0.		11,933.
PROGRAM EXPENSES	1,713,875.	0.		1,965,417.
TEMPORARY HELP	9,380.	0.		9,380.
ADVERTISING	2,316.	0.		2,316.
TO FORM 990-PF, PG 1, LN 23	1,838,129.	835,988.		2,096,030.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
UNREALIZED LOSS ON INVESTMENTS	30,181,897.
ACCRUAL TO CASH ADJUSTMENT FOR INVESTMENT FEES	14,890.
TOTAL TO FORM 990-PF, PART III, LINE 3	30,196,787.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY MUTUAL FUNDS	140,652,491.	140,652,491.
TOTAL TO FORM 990-PF, PART II, LINE 10B	140,652,491.	140,652,491.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
	COST	28,487,692.	28,487,692.
TOTAL TO FORM 990-PF, PART II, LINE 13		28,487,692.	28,487,692.

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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	265,000.	14,700.	0.
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	146,000.	8,760.	0.
BONNIE C. DEVINNEY 150 STATE STREET ROCHESTER, NY 14614	CHIEF PROGRAM OFFICER 40.00	162,240.	9,734.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>573,240.</u>	<u>33,194.</u>	<u>0.</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  
PAID DURING THE YEAR

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
SEE ATTACHED STATEMENT VARIOUS ROCHESTER, NY	NONE CHARITY	PUBLIC CHARITY	5,774,863.
SPIRITUS CHRISTI MENTAL HEALTH CENTER 121 NORTH FITZHUGH STREET ROCHESTER, NY 14614	CHARITY	PUBLIC CHARITY	1,250.
ST JOSEPH'S NEIGHBORHOOD CENTER 417 SOUTH AVENUE ROCHESTER, NY 14620	CHARITY	PUBLIC CHARITY	1,000.
F.F. THOMPSON FOUNDATION 350 PARRISH STREET ROCHESTER, NY 14424	CHARITY	PUBLIC CHARITY	5,625.
UNIVERSITY OF ROCHESTER UNIVERSITY OF ROCHESTER ROCHESTER, NY 14627	CHARITY	PUBLIC CHARITY	2,000.
THE LEUKEMIA & LYMPHOMIA SOCIETY 1311 MAMARONECK AVE, SUITE 310 ROCHESTER, NY 10605	CHARITY	PUBLIC CHARITY	125.
MERCY OUTREACH CENTER 142 WEBSTER AVENUE ROCHESTER, NY 14609	CHARITY	PUBLIC CHARITY	1,000.
NYS WINE & CULINARY CENTER, INC 800 SOUTH MAIN ST CANANDAIGUA, NY 14424	CHARITY	PUBLIC CHARITY	2,500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			5,788,363.

# 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**

**2009**

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>48,158.</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 Total. 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>48,158.</b>
4 Enter the tax shown on the corporation's 2008 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>72,208.</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>48,158.</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>		05/15/09	06/15/09	09/15/09	12/15/09
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>	12,040.	12,039.	12,040.	12,039.	
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>	15,000.	15,000.	10,000.	15,000.	
<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>		2,960.	5,921.	3,881.	
13 Add lines 11 and 12 .....	<b>13</b>		17,960.	15,921.	18,881.	
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>	15,000.	17,960.	15,921.	18,881.	
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- .....	<b>16</b>		0.	0.		
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>	2,960.	5,921.	3,881.		

**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.) .....	19			
<b>20</b> Number of days from due date of installment on line 9 to the date shown on line 19 .....	20			
<b>21</b> Number of days on line 20 after 4/15/2009 and before 7/1/2009 .....	21			
<b>22</b> Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\%}{365}$ .....	22	\$	\$	\$
<b>23</b> Number of days on line 20 after 06/30/2009 and before 10/1/2009 .....	23			
<b>24</b> Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\%}{365}$ .....	24	\$	\$	\$
<b>25</b> Number of days on line 20 after 9/30/2009 and before 1/1/2010 .....	25			
<b>26</b> Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 4\%}{365}$ .....	26	\$	\$	\$
<b>27</b> Number of days on line 20 after 12/31/2009 and before 4/1/2010 .....	27			
<b>28</b> Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 4\%}{365}$ .....	28	\$	\$	\$
<b>29</b> Number of days on line 20 after 3/31/2010 and before 7/1/2010 .....	29			
<b>30</b> Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$ .....	30	\$	\$	\$
<b>31</b> Number of days on line 20 after 6/30/2010 and before 10/01/2010 .....	31			
<b>32</b> Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$ .....	32	\$	\$	\$
<b>33</b> Number of days on line 20 after 9/30/2010 and before 1/1/2011 .....	33			
<b>34</b> Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$ .....	34	\$	\$	\$
<b>35</b> Number of days on line 20 after 12/31/2010 and before 2/16/2011 .....	35			
<b>36</b> Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$ .....	36	\$	\$	\$
<b>37</b> Add lines 22, 24, 26, 28, 30, 32, 34, and 36 .....	37	\$	\$	\$
<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 .....	38	\$		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.

**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 ..... ▶ **2009**

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 ..... ▶ **6**

**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) ..... ▶ **09/15/2010**

**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.)

a Name	Identifying number (if known)	Fees paid
Number, street, and room or suite no.		\$

Number, street, and room or suite no.

City or town, state, and ZIP code

b Name	Identifying number (if known)	Fees paid
Number, street, and room or suite no.		\$

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 name(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.charitiesnys.com">http://www.charitiesnys.com</a>	<b>2009</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>01/01/2009</b> and ending (mm/dd/yyyy) <b>12/31/2009</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>Submit only one check or money order for the total fee, payable to "NYS Department of Law"</b>
b. EPTL filing fee ..... \$ <u>1,500.</u>	
c. <b>Total fee</b> ..... \$ <u>1,500.</u>	

<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**

- **Article 7-A**                             Calculate the Article 7-A filing fee using the table in **part a** below. The EPTL filing fee is \$0.
- **EPTL**                                     Calculate the EPTL filing fee using the table in **part b** below. The Article 7-A filing fee is \$0.
- **Dual**                                     Calculate both the Article 7-A and EPTL filing fees using the tables in **parts a and b** below. Add the Article 7-A and EPTL filing fees together to calculate the total fee. Submit a single 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)