

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

2011

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 2011 or tax year beginning _____, **and ending** _____

Name of foundation HEALTH FOUNDATION FOR WESTERN & CENTRAL NEW YORK		A Employer identification number 22-3804398
Number and street (or P.O. box number if mail is not delivered to street address) 726 EXCHANGE STREET	Room/suite 518	B Telephone number (716) 852-3030
City or town, state, and ZIP code BUFFALO, NY 14210-1485		C If exemption application is pending, check here ... <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 104,624,395.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
<i>(Part I, column (d) must be on cash basis.)</i>		

Part I Analysis of Revenue and Expenses <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)
Revenue	1 Contributions, gifts, grants, etc., received	378,397.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,760,631.	2,077,910.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,847,667.			STATEMENT 1
	b Gross sales price for all assets on line 6a	28,367,547.			
	7 Capital gain net income (from Part IV, line 2)		3,622,701.		
	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	48,726.	26,326.		STATEMENT 3	
12 Total. Add lines 1 through 11	6,035,421.	5,726,937.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	245,770.	0.		245,770.
	14 Other employee salaries and wages	418,928.	0.		418,928.
	15 Pension plans, employee benefits	124,527.	0.		124,527.
	16a Legal fees	9,507.	0.		9,507.
	b Accounting fees	26,300.	6,575.		19,725.
	c Other professional fees	591,003.	502,168.		88,835.
	17 Interest				
	18 Taxes	111,735.	29,798.		0.
	19 Depreciation and depletion	31,102.	0.		
	20 Occupancy	90,840.	0.		90,840.
	21 Travel, conferences, and meetings	86,094.	0.		86,094.
	22 Printing and publications	4,427.	0.		4,427.
	23 Other expenses	927,961.	34,352.		927,961.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,668,194.	572,893.		2,016,614.
	25 Contributions, gifts, grants paid	2,045,059.			2,045,059.
26 Total expenses and disbursements. Add lines 24 and 25	4,713,253.	572,893.		4,061,673.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,322,168.				
b Net investment income (if negative, enter -0-)		5,154,044.			
c Adjusted net income (if negative, enter -0-)			N/A		

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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	196,096.	183,957.	183,957.
	2 Savings and temporary cash investments	993,611.	1,101,579.	1,101,579.
	3 Accounts receivable ▶ <u>66,674.</u>			
	Less: allowance for doubtful accounts ▶	58,475.	66,674.	66,674.
	4 Pledges receivable ▶ <u>5,329,754.</u>			
	Less: allowance for doubtful accounts ▶	10,451,357.	5,329,754.	5,329,754.
	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		27,962.	27,962.
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock <u>STMT 9</u>	50,184,827.	31,877,452.	31,877,452.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other <u>STMT 10</u>	48,201,752.	65,001,999.	65,001,999.	
14 Land, buildings, and equipment: basis ▶ <u>288,293.</u>				
Less: accumulated depreciation	159,195.	171,600.	171,600.	
15 Other assets (describe ▶ <u>STATEMENT 11</u>)	734,448.	863,418.	863,418.	
16 Total assets (to be completed by all filers)	110,979,761.	104,624,395.	104,624,395.	
Liabilities	17 Accounts payable and accrued expenses	13,064.		
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ <u>STATEMENT 12</u>)	97,751.	88,418.	
23 Total liabilities (add lines 17 through 22)	110,815.	88,418.		
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	110,868,946.	104,535,977.	
	25 Temporarily restricted			
	26 Permanently restricted			
	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 Total net assets or fund balances	110,868,946.	104,535,977.		
31 Total liabilities and net assets/fund balances	110,979,761.	104,624,395.		

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	110,868,946.
2 Enter amount from Part I, line 27a	2	1,322,168.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	112,191,114.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED GAINS/LOSS ON INVESTMENTS	5	7,655,137.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	104,535,977.

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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 STATEMENT				
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 28,367,547.		24,744,846.	3,622,701.	
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		
a				
b				
c				
d				
e			3,622,701.	
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 3,622,701.
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))
2010	4,086,296.	88,157,318.	.046352
2009	4,105,737.	74,509,903.	.055103
2008	4,125,902.	83,849,228.	.049206
2007	3,567,817.	86,652,612.	.041174
2006	3,012,485.	73,993,748.	.040713
2 Total of line 1, column (d)			2 .232548
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 .046510
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 99,769,245.
5 Multiply line 4 by line 3			5 4,640,268.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 51,540.
7 Add lines 5 and 6			7 4,691,808.
8 Enter qualifying distributions from Part XII, line 4			8 4,230,180.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	103,081.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	103,081.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	103,081.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		130,962.
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		130,962.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		27,881.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax	11		0.
			27,881. Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>NY</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> STMT 13	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.HFWCNY.ORG	13	X	
14	The books are in care of ► LINDA Z. LIPPERT Telephone no. ► 716-852-3030 Located at ► 726 EXCHANGE STREET, SUITE 518, BUFFALO, NY ZIP+4 ► 14210-1485			
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	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No X

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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.) N/A	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 2011 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 2011.) N/A	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 2011?	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 14		245,770.	24,544.	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
AMBER L. SLICHTA - 726 EXCHANGE STREET, SUITE 518, BUFFALO, NY 14210	DIRECTOR OF PROGRAMS 40.00	104,824.	11,553.	0.
KARA WILLIAMS - 100 CLINTON SQ, 126 N. SALINA ST, 3RD FLOOR, SYRACUSE,	PROGRAM OFFICER 40.00	62,392.	8,538.	0.
DENISE M. LEVY - 726 EXCHANGE STREET, SUITE 518, BUFFALO, NY 14210	PROGRAM OFFICER 40.00	50,362.	10,135.	0.
LINDA Z. LIPPERT - 726 EXCHANGE STREET, SUITE 518, BUFFALO, NY 14210	FINANCE & OFFICE MANAGER 40.00	51,616.	3,380.	0.
SAMUEL KUNJUKUNJU - 100 CLINTON SQ, 126 N. SALINA ST, 3RD FLOOR,	PROGRAM OFFICER 40.00	46,033.	4,096.	0.
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
CHRISTINE R. KLOTZ 46 HORTON HEIGHTS ROAD, NEWFIELD, NY 14867	CONSULTANT FEES	125,281.
LISA PAYNE SIMON 76 BRANTWOOD ROAD, ARLINGTON, MA 02476	CONSULTANT FEES	70,435.
MORETTI CONSULTING, LLC PO BOX 470, ORCHARD PARK, NY 14075	CONSULTANT FEES	68,250.
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 SEE STATEMENT 15	491,315.
2 SEE STATEMENT 16	452,746.
3 SEE STATEMENT 17	209,400.
4 CNY MATERNAL HEALTH. A COLLABORATIVE TO IMPROVE THE SOCIAL, EMOTIONAL, AND BEHAVIORAL WELL-BEING OF CHILDREN AGES 0-5.	134,071.

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 SEE STATEMENT 18	125,000.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	125,000.

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	98,354,741.
b	Average of monthly cash balances	1b	2,933,833.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	101,288,574.
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	101,288,574.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,519,329.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	99,769,245.
6	Minimum investment return. Enter 5% of line 5	6	4,988,462.

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	4,988,462.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	103,081.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	103,081.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,885,381.
4	Recoveries of amounts treated as qualifying distributions	4	22,400.
5	Add lines 3 and 4	5	4,907,781.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,907,781.

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	4,061,673.
b	Program-related investments - total from Part IX-B	1b	125,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	43,507.
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	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,230,180.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,230,180.

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.

**HEALTH FOUNDATION FOR WESTERN &
CENTRAL NEW YORK**

Form 990-PF (2011)

22-3804398 Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				4,907,781.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			3,970,517.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	4,230,180.			
a Applied to 2010, but not more than line 2a			3,970,517.	
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 2011 distributable amount				259,663.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				4,648,118.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Form 990-PF (2011)

123581
12-02-11

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 2011, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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 19

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)				
a Paid during the year				
SEE ATTACHMENT - TAB D				2,045,059.
Total				3a 2,045,059.
b Approved for future payment				
NONE				
Total				3b 0.

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

Table with 3 columns: Question, Yes, No. Rows include questions about transfers of cash, other assets, and other transactions.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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... [] Yes [X] No
b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee: MICHAEL J. GRIMALDI, Title: PRESIDENT

Paid Preparer Use Only Print/Type preparer's name: MICHAEL J. GRIMALDI, Preparer's signature, Date, Check self-employed, PTIN: P01295846, Firm's name: LUMSDEN & MCCORMICK, LLP, Firm's EIN: 16-0765486, Firm's address: 369 FRANKLIN STREET, BUFFALO, NY 14202, Phone no.: (716) 856-3300

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

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2011

Name of the organization

HEALTH FOUNDATION FOR WESTERN &
CENTRAL NEW YORK

Employer identification number

22-3804398

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization HEALTH FOUNDATION FOR WESTERN & CENTRAL NEW YORK	Employer identification number 22-3804398
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GENESEE VALLEY GROUP HEALTH ASSOC <hr/> 165 COURT STREET <hr/> ROCHESTER, NY 14647	\$ 378,397.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization HEALTH FOUNDATION FOR WESTERN & CENTRAL NEW YORK	Employer identification number 22-3804398
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization HEALTH FOUNDATION FOR WESTERN & CENTRAL NEW YORK	Employer identification number 22-3804398
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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 VARIOUS PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b S&P 400 MIDCAP	P	VARIOUS	04/21/11
c S&P 500 TOBACCO FREE INDEX	P	VARIOUS	04/21/11
d SILCHESTER INTERNATIONAL K-1	P	VARIOUS	VARIOUS
e GUGGENHEIM K-1	P	VARIOUS	VARIOUS
f WTC-CTF STRATEGIC K-1	P	VARIOUS	VARIOUS
g THE COLCHESTER GLOBAL BOND FUND K-1	P	VARIOUS	VARIOUS
h AEW GLOBAL PROPERTY SECURITIES FUND K-1	P	VARIOUS	VARIOUS
i S&P 400 MIDCAP INDEX K-1	P	VARIOUS	VARIOUS
j S&P 500 TOBACCO FREE INDEX K-1	P	VARIOUS	VARIOUS
k CITY OF LONDON EMERGING MARKETS K-1	P	VARIOUS	VARIOUS
l CAPITAL GAINS DIVIDENDS			
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 16,927,893.		15,628,083.	1,299,810.
b 3,500,000.		2,662,081.	837,919.
c 7,800,000.		6,760,594.	1,039,406.
d		<1,821.>	1,821.
e		697.	<697.>
f		<130,422.>	130,422.
g		<42,086.>	42,086.
h		217,605.	<217,605.>
i		<310,837.>	310,837.
j		<157,837.>	157,837.
k		118,789.	<118,789.>
l 139,654.			139,654.
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			1,299,810.
b			837,919.
c			1,039,406.
d			1,821.
e			<697.>
f			130,422.
g			42,086.
h			<217,605.>
i			310,837.
j			157,837.
k			<118,789.>
l			139,654.
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	3,622,701.
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	(F) DATE ACQUIRED	DATE SOLD
VARIOUS PUBLICLY TRADED SECURITIES				PURCHASED	VARIOUS	VARIOUS
	16,927,893.	15,628,083.	0.		0.	1,299,810.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
S&P 400 MIDCAP				PURCHASED	VARIOUS	04/21/11
	3,500,000.	2,662,081.	0.		0.	837,919.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
S&P 500 TOBACCO FREE INDEX				PURCHASED	VARIOUS	04/21/11
	7,800,000.	6,760,594.	0.		0.	1,039,406.

(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
SILCHESTER INTERNATIONAL K-1	0.	<353,634.>	0.	PURCHASED	VARIOUS	VARIOUS

(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
GUGGENHEIM K-1	0.	31,963.	0.	PURCHASED	VARIOUS	VARIOUS

(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
WTC-CTF STRATEGIC K-1	0.	<7,815.>	0.	PURCHASED	VARIOUS	VARIOUS

(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
THE COLCHESTER GLOBAL BOND FUND K-1	0.	<196,384.>	0.	PURCHASED	VARIOUS	VARIOUS

(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
AEW GLOBAL PROPERTY SECURITIES FUND K-1	0.	<5,008.>	0.	PURCHASED	VARIOUS	VARIOUS

(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
S&P 400 MIDCAP INDEX K-1	0.	0.	0.	PURCHASED	VARIOUS	VARIOUS

(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
S&P 500 TOBACCO FREE INDEX K-1	0.	0.	0.	PURCHASED	VARIOUS	VARIOUS

(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
CITY OF LONDON EMERGING MARKETS K-1	0.	0.	0.	PURCHASED	VARIOUS	VARIOUS

CAPITAL GAINS DIVIDENDS FROM PART IV						139,654.
TOTAL TO FORM 990-PF, PART I, LINE 6A						3,847,667.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CLASS ACTION LITIGATION PROCEEDS	2,250.	2,250.	0.
VARIOUS HSBC INVESTMENTS PER BOOKS (SEE TAB B FOR ADDITIONAL INFORMATION)	137,404.	137,404.	0.
VARIOUS HSBC INVESTMENTS PER BOOKS (SEE TAB B FOR ADDITIONAL INFORMATION)	800,574.	0.	800,574.
VARIOUS PASS-THROUGH INVESTMENTS (SEE TAB B FOR ADD'L INFO)	960,057.	0.	960,057.
TOTAL TO FM 990-PF, PART I, LN 4	1,900,285.	139,654.	1,760,631.

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
INTEREST INCOME - PRI	26,326.	26,326.	
RETURNED GRANT FUNDS	22,400.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	48,726.	26,326.	

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 FEES	9,507.	0.		9,507.
TO FM 990-PF, PG 1, LN 16A	9,507.	0.		9,507.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	26,300.	6,575.		19,725.	
TO FORM 990-PF, PG 1, LN 16B	26,300.	6,575.		19,725.	

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	
INVESTMENT MANAGEMENT FEES	502,168.	502,168.		0.	
CONSULTING FEES	88,835.	0.		88,835.	
TO FORM 990-PF, PG 1, LN 16C	591,003.	502,168.		88,835.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL TAXES	111,735.	0.		0.	
SILCHESTER INT'L INVESTORS K-1 FOREIGN TAXES	0.	21,257.		0.	
GUGGENHEIM PLUS II K-1 FOREIGN TAXES	0.	7.		0.	
WTC-CTF STRATEGIC K-1 FOREIGN TAXES	0.	3,874.		0.	
THE COLCHESTER GLOBAL BOND FUND K-1 FOREIGN TAXES	0.	537.		0.	
AEW GLOBAL PROPERTY SECURITIES FUND K-1 FOREIGN TAXES	0.	3,150.		0.	
CITY OF LONDON EMERGING MARKETS	0.	973.		0.	
TO FORM 990-PF, PG 1, LN 18	111,735.	29,798.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TELEPHONE/ELECTRONIC COMMUNICATION	18,831.	0.		18,831.	
OFFICE EXPENSE	12,604.	0.		12,604.	
INSURANCE	3,554.	0.		3,554.	
CHF SPONSORED EVENTS	350.	0.		350.	
MAINTENANCE EXPENSE	8,949.	0.		8,949.	
MISCELLANEOUS EXPENSE	274.	0.		274.	
NYS FILING FEES	1,500.	0.		1,500.	
GUGGENHEIM K-1 OTHER DEDUCTIONS	0.	7,018.		0.	
MEMBERSHIP DUES	6,420.	0.		6,420.	
SEE TAB B	875,479.	0.		875,479.	
CTF STRATEGIC REAL ASSET PORTFOLIO	0.	3,815.		0.	
S&P 500 TOBACCO FREE INDEX K-1	0.	4,115.		0.	
S&P MIDCAP INDEX NON-LENDING AEW GLOBAL PROPERTY SECURITIES FUND K-1	0.	1,694.		0.	
EMERGING MARKETS COUNTRY FUND K-1	0.	16,052.		0.	
TO FORM 990-PF, PG 1, LN 23	927,961.	34,352.		927,961.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE STOCK-SEE TAB A	31,877,452.	31,877,452.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	31,877,452.	31,877,452.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIPS AND COMMON TRUST FUNDS -SEE TAB A	FMV	52,873,198.	52,873,198.
FIXED INCOME-SEE TAB A	FMV	12,128,801.	12,128,801.
TOTAL TO FORM 990-PF, PART II, LINE 13		65,001,999.	65,001,999.

FORM 990-PF	OTHER ASSETS		STATEMENT 11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEFERRED COMPENSATION PROGRAM RELATED INVESTMENT	84,448.	88,418.	88,418.
	650,000.	775,000.	775,000.
TO FORM 990-PF, PART II, LINE 15	734,448.	863,418.	863,418.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 12
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED COMPENSATION LIABILITY	84,448.	88,418.
ACCRUED EXCISE TAXES	13,303.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	97,751.	88,418.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 13
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
GENESEE VALLEY GROUP HEALTH ASSOCIATION	165 COURT STREET ROCHESTER, NY 14647

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES H. ABBOTT 100 CLINTON SQ, 126 N. SALINA ST, 3RD FLOOR SYRACUSE, NY 13202	SECRETARY 4.00	0.	0.	0.
STEPHEN C. AMES 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
MARILYN J. BAADER 100 CLINTON SQ, 126 N. SALINA ST, 3RD FLOOR SYRACUSE, NY 13202	TRUSTEE 4.00	0.	0.	0.
ROBERT M. BENNETT 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
ARTHUR R. GOSHIN, MD, MPH 726 EXCHANGE STREET, SUITE 518 SYRACUSE, NY 13202	TRUSTEE 4.00	0.	0.	0.
EUGENE MEEKS 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
CATHERINE A. GALE, ESQ. 100 CLINTON SQ, 126 N. SALINA ST, 3RD FLOOR SYRACUSE, NY 13202	TRUSTEE 4.00	0.	0.	0.

SALLY BERRY 100 CLINTON SQ, 126 N. SALINA ST, 3RD FLOOR SYRACUSE, NY 13202	TRUSTEE 4.00	0.	0.	0.
JUNE W. HOEFLICH 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TREASURER 8.00	0.	0.	0.
ROBERT A. LUDWIG 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
JAMES L. MAGAVERN, ESQ. 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
PATRICIA J. NUMANN, MD 100 CLINTON SQ, 126 N. SALINA ST, 3RD FLOOR BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
JAMES P. NOLAN, MD, MACP 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
STEPHEN J. SUHOWATSKY 100 CLINTON SQ, 126 N. SALINA ST, 3RD FLOOR SYRACUSE, NY 13202	VICE CHAIR 4.00	0.	0.	0.
ANN F. MONROE 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	PRESIDENT 40.00	245,770.	24,544.	0.
PETER J. O'NEILL 100 CLINTON SQ, 126 N. SALINA ST, 3RD FLOOR SYRACUSE, NY 13202	TRUSTEE 4.00	0.	0.	0.
MARGARET W. PAROSKI, MD, MMM 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
LEOLA RODGERS, MPH 100 CLINTON SQ, 126 N. SALINA ST, 3RD FLOOR SYRACUSE, NY 13202	TRUSTEE 4.00	0.	0.	0.
L. THOMAS WOLFF, MD 100 CLINTON SQ, 126 N. SALINA ST, 3RD FLOOR SYRACUSE, NY 13202	TRUSTEE 4.00	0.	0.	0.

JOSEPH J. COZZO, MA, MS, LMHC 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	TRUSTEE 4.00	0.	0.	0.
ANGEL GUTIERREZ, MD, FACP 726 EXCHANGE STREET, SUITE 518 BUFFALO, NY 14210	BOARD CHAIR 4.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>245,770.</u>	<u>24,544.</u>	<u>0.</u>

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 15

ACTIVITY ONE

FALLS PREVENTION COLLABORATIVE TO BENEFIT OLDER ADULTS.
THIS PROJECT IS TEAMING UP WITH LOCAL AND REGIONAL AGENCIES
AND ELDER CARE AGENCIES TO FORGE THE FALLS PREVENTION
CONSORTIUM.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

491,315.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 16

ACTIVITY TWO

CHOMPERS - CAVITY FREE KIDS, PORTABLE DENTAL CARE, AND
ENGAGING PEDIATRIC MEDICAL PROVIDERS.
THREE PROVEN STRATEGIES HEALTH FOUNDATION IS USING IN
WESTERN AND CENTRAL NEW YORK TO BRING DENTAL PREVENTION,
EDUCATION, AND TREATMENT TO PLACES YOUNG CHILDREN ALREADY
GO.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

452,746.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 17

ACTIVITY THREE

THE BELLE CENTER. BEGIN THE PROCESS OF DEVELOPING A FORMAL AFFILIATION PROCESS FOR COMMUNITY HEALTH WORKERS, BUILDING AN ONGOING LEARNING COMMUNITY AND CREATING COMMUNITY CAPACITY IN IMPLEMENTING THE ASSET BASED COMMUNITY DEVELOPMENT PROCESS IN WESTERN NEW YORK.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 3	209,400.

FORM 990-PF SUMMARY OF PROGRAM-RELATED INVESTMENTS STATEMENT 18

DESCRIPTION

SOUTHERN TIER HEALTH CARE SYSTEMS - TO PROVIDE BRIDGE FUNDING FOR THE PURCHASE OF A NEW ELECTRONIC HEALTH RECORD SYSTEM AND THE SOFTWARE, HARDWARE, AND TRAINING TO IMPLEMENT THE SYSTEM.

	AMOUNT
TO FORM 990-PF, PART IX-B, LINE 1	125,000.

FORM 990-PF

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

STATEMENT 19

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ANN F. MONROE
726 EXCHANGE STREET, SUITE 518
BUFFALO, NY 142101485

TELEPHONE NUMBER

(716)852-3030

FORM AND CONTENT OF APPLICATIONS

NO SET FORM

ANY SUBMISSION DEADLINES

SUBMISSION DEADLINES VARY BASED ON THE PROJECT. (SEE FOUNDATION WEBSITE AT WWW.HFVCNY.ORG FOR ADDITIONAL INFORMATION)

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION PROVIDES GRANTS FOR THE PURPOSE OF IMPROVING THE HEALTH AND HEALTH CARE OF THE PEOPLE AND COMMUNITIES OF WESTERN AND CENTRAL NEW YORK. (SEE FOUNDATION WEBSITE AT WWW.HFVCNY.ORG FOR ADDITIONAL INFORMATION)

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STATE COPY

Form CHAR500	Annual Filing for Charitable Organizations New York State Department of Law (Office of the Attorney General) Charities Bureau - Registration Section 120 Broadway New York, NY 10271 http://www.charitiesnys.com	2011
This form used for Article 7-A, EPTL and dual filers (replaces forms CHAR 497, CHAR 010 and CHAR 006)		Open to Public Inspection

1. General Information		
a. For the fiscal year beginning (mm/dd/yyyy) 01/01/2011 and ending (mm/dd/yyyy) 12/31/2011		
b. Check if applicable for NYS: <input type="checkbox"/> Address change <input checked="" 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 HEALTH FOUNDATION FOR WESTERN & CENTRAL NEW YORK Number and street (or P.O. box if mail not delivered to street address) Room/suite 726 EXCHANGE STREET 518 City or town, state or country and ZIP + 4 BUFFALO, NY 14210-1485	d. Fed. employer ID no. (EIN) 22-3804398 e. NY State registration no. 07-09-62 f. Telephone number 716 881-5600 g. Email

2. Certification - Two Signatures Required			
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	ANN F. MONROE Printed Name	PRESIDENT Title
			Date
b. Chief Financial Officer or Treas.	Signature	C. ANTHONY RIDER, CPA Printed Name	TREASURER Title
			Date

3. Annual Report Exemption Information	
a. Article 7-A 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 and the organization did not engage a professional fund raiser (PFR) or fund raising counsel (FRC) to solicit contributions during this fiscal year. NOTE: An organization may claim this exemption if no PFR or FRC was used and either: 1) it received an allocation from a federated fund, United Way or incorporated community appeal and contributions from other sources did not exceed \$25,000 or 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. EPTL annual report exemption (EPTL registrants and dual registrants) Check <input type="checkbox"/> if gross receipts did not exceed \$25,000 and 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. <i>Do not submit a fee, do not complete the following schedules and do not submit any attachments to this form.</i>	

4. Article 7-A Schedules	
If you did not 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.	

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

6. Attachments - For organizations that are not claiming annual report exemptions under both laws, see last page for required attachments ▶▶▶
