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**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 , 2011, and ending ,

JOHN R. OISHEI FOUNDATION  
ONE HSBC CENTER #3650  
BUFFALO, NY 14203**A** Employer identification number  
16-0874319**B** Telephone number (see the instructions)  
716-856-9490**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply ☐ Initial return ☐ Initial Return of a former public charity  
☐ Final return ☐ Amended return  
☐ Address change ☐ Name change**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
\$ 245,037,987.**J** Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

**(a)** Revenue and expenses per books**(b)** Net investment income**(c)** Adjusted net income**(d)** Disbursements for charitable purposes (cash basis only)**1** Contributions, gifts, grants, etc., received (att sch)

778,399.

**2** Ck ☐ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments**4** Dividends and interest from securities

7,560,099.

7,743,937.

**5a** Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10

15,862,875.

**b** Gross sales price for all assets on line 6a 66,845,614.**7** Capital gain net income (from Part IV, line 2)

18,819,966.

**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/(loss) (att sch)**11** Other income (attach schedule)

SEE STATEMENT 1

1,646,693.

-9,965.

**12** Total. Add lines 1 through 11

25,848,066.

26,553,938.

0.

**13** Compensation of officers, directors, trustees, etc

559,678.

111,935.

447,742.

**14** Other employee salaries and wages

330,323.

330,323.

**15** Pension plans, employee benefits

150,478.

150,478.

**16a** Legal fees (attach schedule) SEE ST 2

34,786.

6,957.

27,829.

**b** Accounting fees (attach sch) SEE ST 3

38,718.

10,424.

28,294.

**c** Other prof fees (attach sch) SEE ST 4

3,514,061.

3,890,965.

72,283.

**17** Interest

297,588.

14,559.

**18** Taxes (attach schedule)(see instrs) SEE STM 5

436,352.

**19** Depreciation (attach sch) and depletion**20** Occupancy

116,206.

116,206.

**21** Travel, conferences, and meetings

18,722.

18,722.

**22** Printing and publications

4,625.

4,625.

**23** Other expenses (attach schedule)

SEE STATEMENT 6

143,316.

143,316.

**24** Total operating and administrative expenses. Add lines 13 through 23

5,644,853.

4,020,281.

1,354,377.

**25** Contributions, gifts, grants paid PART XV

14,917,399.

14,917,399.

**26** Total expenses and disbursements. Add lines 24 and 25

20,562,252.

4,020,281.

0.

16,271,776.

**27** Subtract line 26 from line 12:**a** Excess of revenue over expenses and disbursements

5,285,814.

**b** Net investment income (if negative, enter -0-)

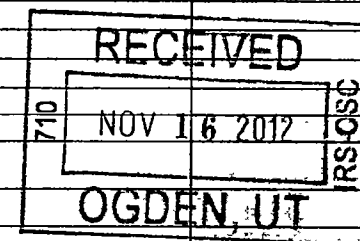
22,533,657.

**c** Adjusted net income (if negative, enter -0-)

0.

SCANNED NOV 16 2012

ADMINISTRATIVE EXPENSES



9/16

10

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing		12,090.	14,041.	14,041.
	2	Savings and temporary cash investments		3,376,251.	1,009,368.	1,009,368.
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule)				
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)			218,428,121.	225,457,644.	238,265,703.
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe SEE STATEMENT 7)			4,858,167.	5,748,875.	5,748,875.
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)			226,674,629.	232,229,927.	245,037,987.
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe SEE STATEMENT 8)			-97,446.	172,038.
	23	Total liabilities (add lines 17 through 22)			-97,446.	172,038.
NET FUND ASSETS OR	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input type="checkbox"/>			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds		226,772,075.	232,057,889.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		226,772,075.	232,057,889.	
	31	Total liabilities and net assets/fund balances (see instructions)		226,674,629.	232,229,927.	

## 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	226,772,075.
2	Enter amount from Part I, line 27a	2	5,285,814.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3.	4	232,057,889.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	232,057,889.

**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 shares MLC Company)

(b) How acquired  
P — Purchase  
D — Donation(c) Date acquired  
(month, day, year)(d) Date sold  
(month, day, year)

1 a SEE STATEMENT 9			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)

If gain, also enter in Part I, line 7  
If (loss), enter -0- in Part I, line 7

2

18,819,966.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-  
in Part I, line 8

3

0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	16,444,774.	245,817,183.	0.066898
2009	14,236,681.	226,321,665.	0.062905
2008	18,137,455.	273,143,535.	0.066403
2007	16,779,028.	305,422,325.	0.054937
2006	15,122,880.	277,753,765.	0.054447

2 Total of line 1, column (d)

2

0.305590

3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3

0.061118

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4

252,347,327.

5 Multiply line 4 by line 3

5

15,422,964.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

225,337.

7 Add lines 5 and 6

7

15,648,301.

8 Enter qualifying distributions from Part XII, line 4

8

17,621,776.

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)**

1 a 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 instrs)		1	225,337.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	225,337.
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	225,337.
6 Credits/Payments			
a 2011 estimated tax prmts and 2010 overpayment credited to 2011	6a	109,547.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	150,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	259,547.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	2,469.	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	31,741.	
11 Enter the amount of line 10 to be. Credited to 2012 estimated tax	31,741.	Refunded	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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 the instructions for definition)?		X
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		
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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		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? If 'Yes,' attach a conformed copy of the changes	X	
4 a 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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		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? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NY		
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? If 'No,' attach explanation	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)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.		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 <u>WWW.OISHEI.ORG</u>	13	X	
14	The books are in care of <u>ROBERT GIOIA</u> Telephone no <u>716-856-9490</u> Located at <u>ONE HSBC CENTER SUITE 3650 BUFFALO NY</u> ZIP + 4 <u>14203</u>			
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 <u>15</u>	N/A		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 <u></u>	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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input 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)	3b	X
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

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**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)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If 'Yes' to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		559,678.	39,778.	4,205.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BLYTHE T MERRILL 3650 HSBC CENTER BUFFALO, NY 14203	PROGRAM OFFIC 40	107,409.	27,960.	0.
GAYLE HOUCK 3650 HSBC CENTER BUFFALO, NY 14203	EXEC ASST 40	87,020.	8,140.	0.
LAWRENCE COOK 3650 HSBC CENTER BUFFALO, NY 14203	PROGRAM OFFIC 40	77,528.	9,598.	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 (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SILCHESTER INTERNATIONAL INVESTORS 780 THIRD AVE 42ND FLOOR NEW YORK, NY 10017	INVESTMENT MANAGER	190,000.
OCH-ZIFF CAPITAL MANAGEMENT 9 W 57TH ST SUITE 39 NEW YORK, NY 10019	INVESTMENT MANAGER	215,830.
CONVEXITY CAPITAL 200 CLARENDON ST BOSTON, MA 02116	INVESTMENT MANAGER	214,765.
ADAGE CAPITAL PARTNERS 200 CLARENDON ST BOSTON, MA 02116	INVESTMENT MANAGER	201,022.
BLACKSTONE PARTNERSHIPS 53 STATE ST BOSTON, MA 02109	INVESTMENT MANAGER	197,398.
Total number of others receiving over \$50,000 for professional services		12

**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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 COMPLETE SENIOR CARE TO SUPPORT PACE PROGRAM IN NIAGARA COUNTY	300,000.
2 THE RESOURCE CENTER. LOW INTEREST RATE LOAN TO EXPAND SHELTERED WORKSHOP.	1,050,000.
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	1,350,000.

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**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	252,399,016.
b	Average of monthly cash balances	1b	3,786,164.
c	Fair market value of all other assets (see instructions)	1c	5,000.
d	<b>Total</b> (add lines 1a, b, and c)	1d	256,190,180.
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	256,190,180.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,842,853.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	252,347,327.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	12,617,366.

**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	12,617,366.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	225,337.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	225,337.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,392,029.
4	Recoveries of amounts treated as qualifying distributions	4	509,291.
5	Add lines 3 and 4	5	12,901,320.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	12,901,320.

**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	16,271,776.
b	Program-related investments — total from Part IX-B	1b	1,350,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	17,621,776.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	225,337.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	17,396,439.

**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.

BAA

Form 990-PF (2011)

**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				12,901,320.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				777,064.
f Total of lines 3a through e	777,064.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 17,621,776.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	856,809.			
d Applied to 2011 distributable amount				12,901,320.
e Remaining amount distributed out of corpus	3,863,647.			
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	5,497,520.			
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 instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	856,809.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	4,640,711.			
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	4,640,711.			

BAA

Form 990-PF (2011)

N/A

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

- (4) Gross investment income**

[illegible]

NONE

NONE

**a** The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 11

**b** The form in which applications should be submitted and information and materials they should include:

SEE STATEMENT FOR LINE 2A

**c** Any submission deadlines:

SEE STATEMENT FOR LINE 2A

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE STATEMENT FOR LINE 2A

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE ATTACHED	NONE	PUBLIC	SEE ATTACHED	14,917,399.
<b>Total</b>			<b>3a</b>	14,917,399.
<i>b Approved for future payment</i> SEE ATTACHED	NONE	PUBLIC	SEE ATTACHED	17,786,000.
<b>Total</b>			<b>3b</b>	17,786,000.



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?

- (1) Cash

1a(1)	<b>x</b>
-------	----------

- (2) Other assets

1a(2)		<b>x</b>
-------	--	----------

- b Other transactions**

- (1) Sales of assets to a noncharitable exempt organization**

1b(1)	x
-------	---

- (2) Purchases of assets from a noncharitable exempt organization**

1b(2)		<b>x</b>
-------	--	----------

- (3) Rental of facilities, equipment, or other assets**

1b(3)		<b>x</b>
-------	--	----------

- #### (4) Reimbursement arrangements

1b(4)		<b>X</b>
-------	--	----------

- (5) Loans or loan quarantees**

1b(5)		<b>X</b>
-------	--	----------

- (6) Performance of services or membership or fundraising solicitations**

1b(6)		<b>X</b>
-------	--	----------

- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees

1c		<b>x</b>
----	--	----------

- 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.

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

11/13/12  
Date

**PRESIDENT**  
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

**CHERYL HALL**

Preparer's signature

Chenya Hall CPA

Date

11/12/2012

Check ☐ if self-employed

PTIN

P00037226

Firm's name ▶ **PRICEWATERHOUSECOOPERS LLP**

Firm's EIN ▶ 13-4008324

Firm's address ► **3600 HSBC CENTER BUFFALO, NY 14203**

Phone no **716-856-4650**

**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

JOHN R. OISHEI FOUNDATION

Employer identification number

16-0874319

**Organization type** (check one)

**Filers of:**

Form 990 or 990-EZ

**Section:**

- ☐ 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).

**BAA 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

Employer identification number

JOHN R. OISHEI FOUNDATION

16-0874319

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	OISHEI CONSOLIDATED TRUST #1 3116 VISTA SANDIA SANTA FE, NM 87505	\$ 778,399.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



Name of organization

Employer identification number

JOHN R. OISHEI FOUNDATION

16-0874319

**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
	N/A		
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Employer identification number

16-0874319

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once See instructions ) ▶ \$                      N/A  
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
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

2011

## FEDERAL STATEMENTS

PAGE 1

CLIENT 97-99

JOHN R. OISHEI FOUNDATION

16-0874319

STATEMENT 1  
FORM 990-PF, PART I, LINE 11  
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP OTHER INCOME	\$ 1,646,693.		
TOTAL	\$ 1,646,693.	0.	0.

STATEMENT 2  
FORM 990-PF, PART I, LINE 16A  
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JAECKLE FLEISCHMAN	\$ 34,786.	\$ 6,957.		\$ 27,829.
TOTAL	\$ 34,786.	\$ 6,957.	\$ 0.	\$ 27,829.

STATEMENT 3  
FORM 990-PF, PART I, LINE 16B  
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADP PAYROLL FEE	\$ 388.			\$ 388.
ALLAN R. WIEGLEY CPA	17,374.	\$ 10,424.		6,950.
LUMSDEN & MCCORMICK CPA LLP	16,000.			16,000.
PHARMINEX	56.			56.
PRICEWATERHOUSECOOPERS LLP	4,900.			4,900.
TOTAL	\$ 38,718.	\$ 10,424.	\$ 0.	\$ 28,294.

STATEMENT 4  
FORM 990-PF, PART I, LINE 16C  
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	\$ 72,283.			\$ 72,283.
INVESTMENT MANAGEMENT FEE	2,688,994.	\$ 2,688,994.		
PARTNERSHIP EXPENSES PER K-1	752,784.	1,201,971.		
TOTAL	\$ 3,514,061.	\$ 3,890,965.	\$ 0.	\$ 72,283.

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JOHN R. OISHEI FOUNDATION

16-0874319

**STATEMENT 5**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	\$ 287,000.			
FOREIGN INCOME TAXES PSP PER BOOKS	148,498.			
FOREIGN TAXES W/H	854.			
<b>TOTAL</b>	<b>\$ 436,352.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**STATEMENT 6**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES	\$ 8,000.			\$ 8,000.
COMMUNITY & GRANT ACTIVITIES	43,933.			43,933.
COMPUTER EXPENSES	6,596.			6,596.
INSURANCE	14,200.			14,200.
LICENSES, PERMITS, & FILING FEES	1,500.			1,500.
MEETINGS	1,484.			1,484.
MEMBERSHIP FEES	17,232.			17,232.
MISCELLANEOUS EXPENSES	1,574.			1,574.
OFFICE SUPPLIES	10,833.			10,833.
OUTSIDE SERVICES	6,442.			6,442.
POSTAGE & DELIVERY	4,970.			4,970.
REPAIRS	45.			45.
SEMINARS	6,624.			6,624.
SUBSCRIPTIONS	1,456.			1,456.
TELEPHONE	18,427.			18,427.
<b>TOTAL</b>	<b>\$ 143,316.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>	<b>\$ 143,316.</b>

**STATEMENT 7**  
**FORM 990-PF, PART II, LINE 15**  
**OTHER ASSETS**

	BOOK VALUE	FAIR MARKET VALUE
MISSION RELATED INVESTMENTS	\$ 250,000.	\$ 250,000.
PROGRAM RELATED INVESTMENTS	5,498,875.	5,498,875.
<b>TOTAL</b>	<b>\$ 5,748,875.</b>	<b>\$ 5,748,875.</b>

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JOHN R. OISHEI FOUNDATION

16-0874319

**STATEMENT 8**  
**FORM 990-PF, PART II, LINE 22**  
**OTHER LIABILITIES**

FEDERAL EXCISE TAXES DUE	\$	-97,446.
IRA WITHHOLDINGS DUE		4,303.
<b>TOTAL</b>	<b>\$</b>	<b>172,038.</b>

**STATEMENT 9**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	PIMCO TOTAL RETURN FUND #35	PURCHASED	12/31/2010	9/15/2011
2	ALYDAR FUND LIMITED CL G-1	PURCHASED	12/31/2010	1/01/2011
3	AXIOM INTERNATIONAL EQUITY FUND	PURCHASED	12/31/2010	1/12/2011
4	SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	1/31/2011
5	VANGUARD INFLAT PROTECTED-AD	PURCHASED	12/31/2010	1/31/2011
6	AXIOM INTERNATIONAL EQUITY FUND	PURCHASED	12/31/2010	2/01/2011
7	CANYON VALUE FUND A CL DI-R	PURCHASED	12/31/2010	2/18/2011
8	CANYON VALUE FUND A CL DI	PURCHASED	12/31/2010	2/28/2011
9	SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	2/28/2011
10	SSGA RUSSELL 3000 INDX NL- CMU3	PURCHASED	12/31/2010	2/28/2011
11	WELLINGTON TR FD CTF STRAT REAL ASST	PURCHASED	12/31/2010	3/01/2011
12	AXIOM INTERNATIONAL EQUITY FUND	PURCHASED	12/31/2010	3/10/2011
13	CANYON VALUE FUND A CL DI	PURCHASED	12/31/2010	3/31/2011
14	SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	3/31/2011
15	EMERGING MARKETS COUNTRY FUND	PURCHASED	12/31/2010	4/05/2011
16	AXIOM INTERNATIONAL EQUITY FUND	PURCHASED	12/31/2010	4/12/2011
17	SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	4/29/2011
18	AXIOM INTERNATIONAL EQUITY FUND	PURCHASED	12/31/2010	5/02/2011
19	AXIOM INTERNATIONAL EQUITY FUND	PURCHASED	12/31/2010	5/11/2011
20	AXIOM INTERNATIONAL EQUITY FUND	PURCHASED	12/31/2010	5/19/2011
21	ISHARES INC-MSCI EAFE INDEX FD	PURCHASED	5/05/2011	5/23/2011
22	SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	5/31/2011
23	OZ OVERSEAS FUND LTD	PURCHASED	12/31/2010	6/27/2011
24	HIGHCLERE INTL INVESTORS SMID FUND	PURCHASED	5/27/2011	6/30/2011
25	MARATHON-LONDON INTL INV TRUST I	PURCHASED	5/31/2011	6/30/2011
26	SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	6/30/2011
27	ADAGE CAPITAL PARTNERS LP	PURCHASED	12/31/2010	7/01/2011
28	CANYON VALUE FUND A CL DI-R	PURCHASED	12/31/2010	7/01/2011
29	OZ OVERSEAS FUND LTD	PURCHASED	12/31/2010	7/29/2011
30	HIGHCLERE INTL INVESTORS SMID FUND	PURCHASED	5/27/2011	7/31/2011
31	MARATHON-LONDON INTL INV TRUST I	PURCHASED	5/31/2011	7/31/2011
32	SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	7/31/2011
33	CANYON VALUE FUND A CL DI	PURCHASED	12/31/2010	8/01/2011
34	HIGHCLERE INTL INVESTORS SMID FUND	PURCHASED	5/27/2011	8/31/2011
35	MARATHON-LONDON INTL INV TRUST I	PURCHASED	5/31/2011	8/31/2011
36	SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	8/31/2011
37	OZ OVERSEAS FUND LTD	PURCHASED	12/31/2010	8/31/2011
38	DELAWARE POOLED TR GLB FX INCM FD#38	PURCHASED	12/31/2010	9/15/2011
39	OZ OVERSEAS FUND LTD	PURCHASED	12/31/2010	9/28/2011
40	HIGHCLERE INTL INVESTORS SMID FUND	PURCHASED	5/27/2011	9/30/2011
41	MARATHON-LONDON INTL INV TRUST I	PURCHASED	5/31/2011	9/30/2011
42	SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	9/30/2011
43	AXIOM INTERNATIONAL EQUITY FUND	PURCHASED	10/01/2011	10/02/2011
44	WELLINGTON TR FD CTF STRAT REAL ASST	PURCHASED	12/31/2010	10/03/2011

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JOHN R. OISHEI FOUNDATION

16-0874319

STATEMENT 9 (CONTINUED)  
 FORM 990-PF, PART IV, LINE 1  
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
45	DELAWARE POOLED TR GLB FX INCM FD#38	PURCHASED	12/31/2010	10/13/2011
46	CANYON VALUE FUND A CL DI-R	PURCHASED	12/31/2010	10/13/2011
47	HIGHCLERE INTL INVESTORS SMID FUND	PURCHASED	5/27/2011	10/31/2011
48	MARATHON-LONDON INTL INV TRUST I	PURCHASED	5/31/2011	10/31/2011
49	SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	10/31/2011
50	CANYON VALUE FUND A CL DI	PURCHASED	12/31/2010	11/01/2011
51	HIGHCLERE INTL INVESTORS SMID FUND	PURCHASED	5/27/2011	11/30/2011
52	MARATHON-LONDON INTL INV TRUST I	PURCHASED	5/31/2011	11/30/2011
53	SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	11/30/2011
54	HIGHCLERE INTL INVESTORS SMID FUND	PURCHASED	5/27/2011	12/30/2011
55	MARATHON-LONDON INTL INV TRUST I	PURCHASED	5/31/2011	12/30/2011
56	SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	12/30/2011
57	DELAWARE POOLED L/T CAP GAIN DIST	PURCHASED	VARIOUS	12/30/2011
58	STONE HARBOR L/T CAP GAIN DIST	PURCHASED	VARIOUS	12/30/2011
59	PARTNERSHIPS PER K-1'S FLOW THROUGH	PURCHASED	VARIOUS	VARIOUS
60	PARTNERSHIP PER K-1'S	PURCHASED	VARIOUS	VARIOUS
61	PARTNERSHIPS PER K-1'S	PURCHASED	VARIOUS	VARIOUS
62	PARTNERSHIPS PER K-1'S FLOW THROUGH	PURCHASED	VARIOUS	VARIOUS
63	PARTNERSHIP FLOW THROUGH	PURCHASED	VARIOUS	VARIOUS
64	LITIGATION SETTLEMENTS	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	2000000.		2020017.	-20,017.				\$ -20,017.
2	0.		612.	-612.				-612.
3	18,814.		16,493.	2,321.				2,321.
4	16,713.		16,707.	6.				6.
5	3391794.		3212895.	178,899.				178,899.
6	16,512.		14,578.	1,934.				1,934.
7	10,047.		17,099.	-7,052.				-7,052.
8	40,282.		27,787.	12,495.				12,495.
9	16,969.		16,681.	288.				288.
10	3000000.		2467893.	532,107.				532,107.
11	1600000.		1224864.	375,136.				375,136.
12	17,106.		10,101.	7,005.				7,005.
13	40,282.		27,716.	12,566.				12,566.
14	16,785.		16,677.	108.				108.
15	3000000.		1521367.	1478633.				1478633.
16	17,907.		13,867.	4,040.				4,040.
17	17,648.		16,621.	1,027.				1,027.
18	19121000.		14783376.	4337624.				4337624.
19	18,010.		12,917.	5,093.				5,093.
20	3763983.		1629679.	2134304.				2134304.
21	17974063.		18874520.	-900,457.				-900,457.
22	17,521.		16,614.	907.				907.
23	0.		22,803.	-22,803.				-22,803.
24	9,948.		10,000.	-52.				-52.
25	7,441.		7,500.	-59.				-59.
26	17,356.		16,609.	747.				747.
27	3000000.		2025865.	974,135.				974,135.
28	8,791.		7,013.	1,778.				1,778.
29	0.		19,262.	-19,262.				-19,262.
30	9,817.		9,992.	-175.				-175.
31	7,390.		7,494.	-104.				-104.

CLIENT 97-99

JOHN R. OISHEI FOUNDATION

16-0874319

**STATEMENT 9 (CONTINUED)**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
32	17,429.		16,592.	837.				\$ 837.
33	35,246.		22,994.	12,252.				12,252.
34	9,304.		9,983.	-679.				-679.
35	6,744.		7,489.	-745.				-745.
36	16,410.		16,631.	-221.				-221.
37	0.		59,874.	-59,874.				-59,874.
38	2000000.		1881226.	118,774.				118,774.
39	0.		21,220.	-21,220.				-21,220.
40	8,577.		9,975.	-1,398.				-1,398.
41	6,227.		7,483.	-1,256.				-1,256.
42	15,438.		16,674.	-1,236.				-1,236.
43	0.		1107272.	-1107272.				-1107272.
44	500,000.		518,735.	-18,735.				-18,735.
45	5000000.		4735726.	264,274.				264,274.
46	5,735.		4,711.	1,024.				1,024.
47	9,907.		9,967.	-60.				-60.
48	7,460.		7,478.	-18.				-18.
49	4,151.		18,273.	-14,122.				-14,122.
50	22,992.		15,380.	7,612.				7,612.
51	8,975.		9,958.	-983.				-983.
52	6,396.		7,472.	-1,076.				-1,076.
53	15,558.		18,306.	-2,748.				-2,748.
54	8,832.		9,950.	-1,118.				-1,118.
55	6,388.		7,466.	-1,078.				-1,078.
56	15,694.		18,282.	-2,588.				-2,588.
57	1895801.		0.	1895801.				1895801.
58	46,169.		0.	46,169.				46,169.
59	2447788.		0.	2447788.				2447788.
60	6195495.		0.	6195495.				6195495.
61	0.		6,228.	-6,228.				-6,228.
62	37,455.		0.	37,455.				37,455.
63	0.		75,562.	-75,562.				-75,562.
64	20,142.		0.	20,142.				20,142.
TOTAL								<u>\$18819966.</u>

**STATEMENT 10**  
**FORM 990-PF, PART VIII, LINE 1**  
**LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
MARY MARTINO 3650 HSBC CENTER BUFFALO, NY 14203	DIRECTOR 8.00	\$ 27,500.	\$ 0.	\$ 0.

CLIENT 97-99

JOHN R. OISHEI FOUNDATION

16-0874319

STATEMENT 10 (CONTINUED)  
 FORM 990-PF, PART VIII, LINE 1  
 LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ALLAN R. WIEGLEY 3650 HSBC CENTER BUFFALO, NY 14203	DIRECTOR 0	\$ 22,250.	\$ 0.	\$ 0.
CHRISTOPHER DUNSTAN 3650 HSBC CENTER BUFFALO, NY 14203	DIRECTOR 6.00	30,500.	0.	0.
ANN MCCARTHY 3650 HSBC CENTER BUFFALO, NY 14203	DIRECTOR 8.00	0.	0.	0.
THOMAS E. BAKER 3650 HSBC CENTER BUFFALO, NY 14203	DIRECTOR 8.00	30,500.	0.	0.
EDWARD F WALSH 3650 HSBC CENTER BUFFALO, NY 14203	DIRECTOR 0	29,500.	0.	0.
ROBERT GIOIA 3650 HSBC CENTER BUFFALO, NY 14203	PRESIDENT 40.00	191,328.	20,844.	4,205.
ROBERT BENNETT 3650 HSBC CENTER BUFFALO, NY 14203	DIRECTOR 8.00	26,500.	0.	0.
JAMES WADSWORTH 3650 HSBC CENTER BUFFALO, NY 14203	CHAIRMAN, DIREC 12.00	52,000.	0.	0.
RUTH BRYANT 3650 HSBC CENTER BUFFALO, NY 14203	DIRECTOR 8.00	26,500.	0.	0.
PAUL HOGAN 3650 HSBC CENTER BUFFALO, NY 14203	VICE PRESIDENT 40.00	116,850.	18,934.	0.
FLORENCE CONTI 3650 HSBC CENTER BUFFALO, NY 14203	DIRECTOR 0	6,250.	0.	0.
LUKE JACOBS 3650 HSBC CENTER BUFFALO, NY 14203	DIRECTOR 0	0.	0.	0.
TOTAL		\$ 559,678.	\$ 39,778.	\$ 4,205.



CLIENT 97-99

JOHN R. OISHEI FOUNDATION

16-0874319

**STATEMENT 11**  
**FORM 990-PF, PART XV, LINE 2A-D**  
**APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM:

NAME:

ROBERT GIOIA

CARE OF:

JOHN R OISHEI FOUNDATION

STREET ADDRESS:

3650 HSBC CENTER

CITY, STATE, ZIP CODE:

BUFFALO, NY 14203

TELEPHONE:

716-856-9490

FORM AND CONTENT:

THERE IS NO PRESCRIBED FORM OF REQUEST

SUBMISSION DEADLINES:

NONE

RESTRICTIONS ON AWARDS:

TAX EXEMPT ORGANIZATION IN WESTERN NEW YORK

2011

FEDERAL SUPPLEMENTAL INFORMATION

PAGE 1

CLIENT 97-99

JOHN R. OISHEI FOUNDATION

16-0874319

IN ACCORDANCE WITH UNITED STATES TREASURY DEPARTMENT INTERNAL REVENUE CODE  
REGULATION SECTION 53.4942(A)-3(D)(2) THE JOHN R.OISHEI FOUNDATION INC. ELECTS TO  
TREAT \$856,809 OF QUALIFYING DISTRIBUTIONS AS MADE OUT OF CORPUS.

DATE 11/13/12

  
ROBERT GIOIA, PRESIDENT

**JOHN R. OISHEI FOUNDATION, INC.**  
**FORM 990PF PART II**  
**BALANCE SHEET-INVESTMENTS**  
**END OF THE YEAR 12/31/2011**

<b>Security</b>	<b>Units</b>	<b>Cost Basis</b>	<b>Market value</b>
Pimco Total return Fund #35	1,060,910 84	11,716,573 20	11,532,100 68
Adage Capital Partners LP	10,750,000 00	7,562,778 59	13,839,765 00
AEW Global Properties Securitis FD LF	2 00	9,354,768 05	8,352,179 00
Alydar Fund Limited CI A-2	16,212 177	2,425,192 51	2,903,270 57
Alydar Fund Limited CI G-1	8,063 786	999,387 76	1,036,258 09
American Europacific Grth-F2	313,089 541	11,420,235 24	10,992,573 78
American Securities Partners IV LP	370,319 570	370,319 57	370,319 57
Artisan Mid Cap Fd Instl #1333	174,170 750	3,137,007 13	5,939,222 58
Berens Capital Fund	20,000 000	2,000,000 00	1,878,865 36
Blackrock Real Estate Fund 5 LP	4,156,496 00	4,884,518 79	5,368,846 13
Blackstone Real Est Partners III-LP	4,239,686 00	803,259 00	87,587 67
Blackstone Real Est Ptn VI TE 2 LP	4,727,563 00	4,518,882 72	5,413,196 73
Bric Opportunities Fund II LP	700,000 000	645,342.29	785,374 80
Canyon Realization Fund Ltd CL A	1,530 399	6,592,082.25	8,349,445 16
Canyon Value Fund A CL DI	146 00	138,739 43	208,281 00
Canyon Value Fund A CL DI-R	37 82	45,770 46	55,990 71
Chisholm Fund Partners	5,000,000 00	925,029 16	1,075,880 00
Clough Offshore Fund, Ltd	11,245 702	3,000,000 00	2,492,083 14
Convexity Capital Offshore LP	5,000,000 00	5,000,000.00	6,744,460 00
CRM Mid Cap Value Fd Instl	188,413 187	4,699,940 73	4,987,297.06
Delaware Pooled TR GLB FX INCM FC	1,605,666 27	19,182,453.81	15,863,982.72
Eaton Vance Parametric T/M Emer Mkt	113,004.773	4,018,527.87	4,662,576 93
Edgewood Growth Fund-INS	351,145 161	4,228,344.68	4,101,375 48
Emerging Markets Country Fund	70,383 007	4,406,975 84	3,297,294 32
Farallon Capital Inst Partners LP	5,000,000 00	5,363,611 00	5,014,430 00
GS Private Equity Partners III I P	4,319,923 00	338,153 57	654,066 58
Highclere Intl Investors SMID Fund	637,064 332	11,930,174 74	10,589,283 32
Landmark Equity Partners XIII LP	4,599,656.00	2,138,970.36	2,523,440 28
Marathon-London Intl Inv Trust I	225,869 468	9,947,618.26	8,511,145 31
MREP Global IV-E LP	399,000 000	384,001.00	340,119 57
Oaktree Principal Fund V LP	2,825,000 00	2,822,088.96	3,056,861 88
OZ Overseas Fund Ltd	10,143.470	7,780,687.59	14,314,437.24
Park Street Capital Priv Eq Fd x LP	1.00	506,343.75	406,344 00
Pointer Offshore Ltd	8,264.943	15,000,000.00	17,236,661 03
Prime Finance Partners II LP	1 00	1,885,445 81	1,695,327.00
Rockefeller Access FD I LLC	3,680,000 00	2,685,175.72	3,348,884 64
Royal Cap Value Fund LP	3,500,000 00	3,500,000.00	3,078,810 00
Silchester Invs Intl Value Equity Fd	287,984.315	23,063,642.22	19,797,884.91
SPV I GMO Hldg Fd	6,814 669	253,060 31	545.17
SSGA Russell 3000 Indx NL- CMU3	1,326,751.27	11,652,153 93	12,854,893.09
Stone Harbor Emg Mkt Debt-IS	469,401 331	5,151,410.59	5,083,616.41
Summer Street Capital II LP	781,302 000	750,564 00	883,785 38
Wellington TR FD CTF Strat Real Asst	615,940.920	8,228,412.12	8,536,941 15

TOTAL Investments

\$225,457,643.01      \$238,265,703.44

ALL are listed as MUTUAL FUNDS  
 PER PART II BALANCE SHEET  
 U.S. & State government obligations  
 Corporate stocks  
 Corporate bonds  
 Other investments mutual funds

Cost      Market value

225,457,643.01      238,265,703.44

Total

\$225,457,643.01      \$238,265,703.44

**The John R. Oishei Foundation**  
**2011 Grant Payments**

Payee Organization / Address Request Primary Contact	Amount Paid	Check # & Paid Date
Albright-Knox Art Gallery 1285 Elmwood Avenue, Bflo. NY 14222-1096 <i>Core operations as Gallery transitions to a collections-based approach</i>	\$150,000	2289 2/3/2011
Association of Small Foundations 4905 DelRay Avenue, Suite 308, Bethesda, MD 20814 <i>General operating support</i>	\$1,000	14682 11/2/2011
Beechwood / Blocher Foundation 2235 Millersport Hwy, Getzville, NY 14068 <i>"Welcome Home" building &amp; Training Center</i>	\$300,000	2424 10/11/2011
Belmont Housing Resources for WNY Inc 1195 Main Street, Buffalo, NY 14209 <i>Restore &amp; refurbish homes in the Buffalo Promise Neighborhood community</i>	\$100,000	2401 9/6/2011
The BISON Scholarship Fund Inc P O Box 1134, Buffalo, NY 14223 <i>BISON Scholarship Fund (2011-2012 school year)</i>	\$375,000	2402 9/6/2011
BISSNET, Inc. P O Box 745, Buffalo, NY 14215 <i>JROF scholarship program</i>	\$247,353	2281 1/4/2011
BISSNET, Inc. P O Box 745, Buffalo, NY 14215 <i>JROF scholarship program</i>	\$300,000	2520 12/2/2011
Blessed Trinity Church 317 Leroy Avenue, Buffalo, NY 14214 <i>Basic human needs (Catholic Central Helping Hands Food Pantry)</i>	\$5,000	2501 12/1/2011
Bornhava 25 Chateau Terrace, Amherst, NY 14226 <i>Renovated space into a family room</i>	\$20,000	2290 2/3/2011
Boy Scouts of America, Greater Niagara Frontier Council 2860 Genesee Street, Buffalo, NY 14225 <i>"Legacy 11" community service project</i>	\$5,000	2333 6/7/2011
Boys & Girls Clubs of Buffalo Inc. 282 Babcock Street, Buffalo, NY 14210 <i>Core improvements to internal structure and build sustainability</i>	\$200,000	2280 1/4/2011
Boys & Girls Clubs of Buffalo Inc. 282 Babcock Street, Buffalo, NY 14210 <i>Core improvements to internal structure and build sustainability</i>	\$114,000	2403 9/6/2011
Boys & Girls Clubs of Buffalo Inc. 282 Babcock Street, Buffalo, NY 14210 <i>Basic human needs (lunch &amp; dinner program)</i>	\$15,000	2445 11/9/2011
Brush Up Buffalo Inc 1044 Amherst Street, Buffalo, NY 14216 <i>Revitalization of residential neighborhoods in the City of Buffalo</i>	\$5,000	2429 10/11/2011

**The John R. Oishei Foundation**  
**2011 Grant Payments**

Payee Organization / Address Request Primary Contact	Amount Paid	Check # & Paid Date
<b>Buffalo &amp; Erie County Botanical Gardens Society</b> 2655 South Park Avenue, Buffalo NY 14228 <i>Educational program/ horticultural exhibit offerings and consultant to update strategic plan</i>	\$50,000	2503 12/5/2011
<b>Buffalo City Mission</b> 100 East Tupper, Buffalo, NY 14203 <i>Basic human needs</i>	\$50,000	2361 7/18/2011
<b>Buffalo City Mission</b> 100 East Tupper, Buffalo, NY 14203 <i>IT infrastructure upgrade</i>	\$110,000	2404 9/6/2011
<b>Buffalo City Mission</b> 100 East Tupper, Buffalo, NY 14203 <i>Basic human needs</i>	\$50,000	2425 10/11/2011
<b>Buffalo Dream Center</b> P O Box 934, Buffalo, NY 14201 <i>Basic human needs</i>	\$15,000	2447 11/9/2011
<b>Buffalo Federation of Neighborhood Centers, Inc.</b> 97 Lemon Street, Buffalo, NY 14204 <i>Basic human needs</i>	\$20,000	2448 11/9/2011
<b>Buffalo First Inc</b> 910 Main Street, Upper, Buffalo, NY 14202 <i>"Think Local First" Program</i>	\$25,000	2339 6/7/2011
<b>The Buffalo Maritime Center</b> 1250 Niagara Street, Buffalo, NY 14213-1502 Buffalo, NY 14213-1502 <i>Hire executive director and administrative assistant</i>	\$40,000	2283 1/4/2011
<b>The Buffalo Maritime Center</b> 1250 Niagara Street, Buffalo, NY 14213-1502 <i>Repairs and improvements to facility</i>	\$40,000	2510 12/5/2011
<b>Buffalo Museum of Science</b> 1020 Humboldt Pkwy, Buffalo, NY 14211-1293 <i>Development and installation of the Health Sciences and Earth Systems Science Studios</i>	\$350,000	2393 8/11/2011
<b>Buffalo Niagara Convention &amp; Visitors Bureau Foundation</b> 617 Main Street, Suite 200, Buffalo, NY 14203-1496 <i>2011 National Trust for Historic Preservation Conference held in Buffalo</i>	\$175,000	2311 3/23/2011
<b>Buffalo Niagara Partnership Foundation</b> 665 Main Street, Suite 200, Buffalo, NY 14203-1487 <i>An Education in Education: Higher Ed as an Economic Driver for Accelerate Upstate conference</i>	\$5,000	2389 8/11/2011
<b>Buffalo Olmsted Parks Conservancy, Inc.</b> Parkside Lodge, 84 Parkside Avenue, Buffalo, NY 14214 <i>Core operations specifically to parks maintenance</i>	\$200,000	2294 2/3/2011

**The John R. Oishei Foundation**  
**2011 Grant Payments**

Payee Organization / Address Request Primary Contact	Amount Paid	Check # & Paid Date
<b>Buffalo Philharmonic Orchestra</b> 499 Franklin Street, Buffalo, NY 14202 <i>Stabilization initiative</i>	\$60,000	2286 1/12/2011
<b>Buffalo Philharmonic Orchestra</b> 499 Franklin Street, Buffalo, NY 14202 <i>"Secure the Future" campaign</i>	\$243,104	2285 1/12/2011
<b>Buffalo Prep</b> 18 Acheson Annex, University at Buffalo, Bflo, NY 14214 <i>Rising to Distinction expansion</i>	\$150,000	2430 10/13/2011
<b>Buffalo ReformED Inc.</b> 605 Niagara Street, Buffalo, NY 14201 <i>Educational reform advocacy efforts</i>	\$50,000	2303 3/1/2011
<b>Buffalo ReformED Inc.</b> 605 Niagara Street, Buffalo, NY 14201 <i>Educational reform advocacy efforts</i>	\$50,000	2411 9/15/2011
<b>Buffalo ReUse Inc.</b> 296 East Ferry Street, Buffalo, NY 14208 <i>Housing Demolition and Training Programs</i>	\$25,000	2330 4/27/2011
<b>Buffalo Seminary</b> 205 Bidwell Parkway, Buffalo, NY 14222-1295 <i>Residential Boarding Program</i>	\$596,000	2399 8/16/2011
<b>Buffalo Urban League, Inc.</b> 15 E. Genesee Street, Buffalo, NY 14203-1483 <i>Core operations improvement</i>	\$150,000	2284 1/12/2011
<b>Buffalo Urban League, Inc.</b> 15 E. Genesee Street, Buffalo, NY 14203-1483 <i>Basic human needs</i>	\$20,000	2449 11/9/2011
<b>Canisius College</b> 2001 Main Street, Buffalo, NY 14208 <i>Institute for Transformational Leadership in Education</i>	\$287,840	2452 11/14/2011
<b>Canopy of Neighbors Inc.</b> 1207 Delaware Avenue, Suite 305, Buffalo, NY 14209 <i>Startup costs to include partial salaries of staff</i>	\$25,000	2340 6/7/2011
<b>Care Management Coalition of Western New York, Inc.</b> 844 Delaware Avenue, Buffalo, NY 14209 <i>"Trauma Informed Treatment Training Project" (New Directions Youth &amp; Family Svcs)</i>	\$75,000	2513 12/5/2011
<b>Care Management Coalition of Western New York, Inc.</b> 844 Delaware Avenue, Buffalo, NY 14209 <i>Implement new strategic direction and business model</i>	\$100,000	2512 12/5/2011
<b>Catholic Central School</b> 21 Davidson Avenue, Buffalo, NY 14215 <i>Update school video production</i>	\$2,500	2413 9/15/2011

**The John R. Oishei Foundation**  
**2011 Grant Payments**

<b>Payee Organization / Address Request Primary Contact</b>	<b>Amount Paid</b>	<b>Check # &amp; Paid Date</b>
<b>Catholic Charities of Buffalo</b> 525 Washington Street Buffalo, NY 14203 <i>Nativity Campus on Buffalo's West Side renovation</i>	\$250,000	2313 3/23/2011
<b>Catholic Charities of Buffalo</b> 525 Washington Street, Buffalo, NY 14203 <i>Basic human needs</i>	\$20,000	2450 11/10/2011
<b>Catholic Charities of Buffalo</b> 525 Washington Street, Buffalo, NY 14203 <i>Basic human needs (St. Brigid Outreach Center)</i>	\$10,000	2518 12/15/2011
<b>Cattaraugus Community Action, Inc.</b> 25 Jefferson Street, Salamanca, NY 14779 <i>Basic human needs</i>	\$15,000	2451 11/10/2011
<b>Central Terminal Restoration Corporation</b> P.O. Box 468, Buffalo, NY 14212 <i>Creation of a sustainable natural habitat at the Buffalo Central Terminal complex</i>	\$15,000	2388 8/11/2011
<b>CEPA Inc.</b> 30-D Essex Street, Buffalo, NY 14213 <i>2 video training documentaries on the CEPA/JBLC/Big Orbit collaboration</i>	\$15,000	2359 7/15/2011
<b>Chautauqua County Rural Ministries Inc.</b> 2318 Main Street, Buffalo, NY 14214 <i>Basic human needs</i>	\$15,000	2453 11/15/2011
<b>Chautauqua Institution</b> P.O. Box 28, One Ames Avenue, Chautauqua, NY 14722 <i>"Government and the Search for the Common Good" program</i>	\$17,000	2395 8/11/2011
<b>Child &amp; Family Services</b> 330 Delaware Avenue, Buffalo, NY 14202 <i>Basic human needs</i>	\$6,500	2454 11/15/2011
<b>Community Action Organization of Erie County Inc.</b> 70 Harvard Place, Buffalo, NY 14209 <i>Basic human needs</i>	\$20,000	2453 11/15/2011
<b>Community Foundation for Greater Buffalo</b> 712 Main Street, Buffalo, NY 14202 <i>Fund for the Arts to close the county budget gap</i>	\$150,000	2302 2/25/2011
<b>Community Foundation for Greater Buffalo</b> 712 Main Street, Buffalo, NY 14202 <i>JROF College Scholarship Program</i>	\$270,000	2382 8/4/2011
<b>Community Foundation for Greater Buffalo</b> 712 Main Street, Buffalo, NY 14202 <i>Arts Services Initiative of Western New York, Inc.</i>	\$150,000	2431 11/2/2011
<b>Community Health Center of Buffalo Inc.</b> 462 Grider Street, Buffalo, NY 14215 <i>Federally Qualified Health Center in Niagara Falls</i>	\$300,000	2348 6/10/2011

**The John R. Oishei Foundation**  
**2011 Grant Payments**

Payee Organization / Address Request Primary Contact	Amount Paid	Check # & Paid Date
Community Missions of Niagara Frontier, Inc. 1570 Buffalo Avenue, Niagara Falls, NY 14303 <i>Basic human needs</i>	\$25,000	2362 7/18/2011
Community Missions of Niagara Frontier, Inc. 1570 Buffalo Avenue, Niagara Falls, NY 14303 <i>Basic human needs</i>	\$25,000	2428 10/11/2011
The Concerned Ecumenical Ministry to the Upper West Side of Buffalo NY Inc 286 Lafayette Avenue, Buffalo, NY 14213 <i>Basic human needs (Loaves &amp; Fishes dining room)</i>	\$20,000	2456 11/15/2011
Crisis Services Inc. 2969 Main Street, Buffalo, NY 14214 <i>Operational costs due to dramatic rise for services</i>	\$60,000	2291 2/3/2011
Crisis Services Inc. 2969 Main Street, Buffalo, NY 14214 <i>"After Hours Telephone" project</i>	\$20,000	2334 6/7/2011
The Dale Association, Inc. Bewley Building, Suite 315, Lockport, NY 14094 <i>Strategic planning, leadership transition and organizational sustainability</i>	\$46,000	2400 9/6/2011
Diocese of Buffalo NY 795 Main Street, Buffalo, NY 14203 <i>Leadership Competencies for 21st Century Catholic Education"</i>	\$122,500	2341 6/7/2011
Eastern Niagara Hospital 2600 William Street, Newfane, NY 14108 <i>Purchase and installation of dialysis equipment</i>	\$50,000	2307 3/10/2011
Elizabeth Pierce Olmsted M.D. Center for the Visually Impaired 1170 Main Street, Buffalo, NY 14209 <i>Business plan to address employment training and placement needs of the chronically unemployed</i>	\$13,500	2344 6/8/2011
EPIC (Every Person Influences Children) 1000 Main Street, Buffalo, NY 14202 <i>Ready, Set, Parent!</i>	\$76,666	2309 3/10/2011
EPIC (Every Person Influences Children) 1000 Main Street, Buffalo, NY 14202 <i>Ready, Set, Parent!</i>	\$23,334	2319 3/31/2011
Family & Children's Service of Niagara, Inc. 1522 Main Street, Niagara Falls, NY 14305 <i>Rehab Family Center in Niagara Falls</i>	\$200,000	2297 2/3/2011
Family & Children's Service of Niagara, Inc. 1522 Main Street, Niagara Falls, NY 14305 <i>Basic human needs (Casey House)</i>	\$5,000	2457 11/15/2011
Family & Children's Service of Niagara, Inc. 1522 Main Street, Niagara Falls, NY 14305 <i>Basic human needs (Passage House)</i>	\$5,000	2458 11/15/2011



**The John R. Oishei Foundation**  
**2011 Grant Payments**

Payee Organization / Address Request Primary Contact	Amount Paid	Check # & Paid Date
Family Help Center 60 Dingsen Street, Buffalo, NY 14206 <i>Basic human needs</i>	\$20,000	2479 11/21/2011
Family Justice Center of Erie County, Inc. 237 Main Street, 14th Floor, Buffalo, NY 14203 <i>Marketing /Outreach expansion for the Child Advocacy Center /donor tracking software</i>	\$100,000	2383 8/4/2011
Family Promise of Western New York 13 Glendhu Place, Buffalo, NY 14210 <i>Basic human needs</i>	\$5,000	2459 11/15/2011
Fellowship Hill Ministries, Inc. Route 39, Box 96, Springville, NY 14141 <i>Basic human needs (Trading Post Cmty Care Center)</i>	\$15,000	2460 11/16/2011
First Hand Learning 2495 Main Street, Suite 559, Buffalo, NY 14214 <i>TEAM Buffalo Teens Engaged as Mentors</i>	\$100,000	2335 6/7/2011
FISH of East Aurora Inc. 960 Main Street, P O Box 120, East Aurora, NY 14052 <i>Basic human needs</i>	\$10,000	2463 11/16/2011
Food Bank of WNY 91 Holt Street, Buffalo, NY 14206 <i>Basic human needs</i>	\$62,500	2363 7/18/2011
Food Bank of WNY 91 Holt Street, Buffalo, NY 14206 <i>Basic human needs</i>	\$62,500	2436 11/8/2011
Food Bank of WNY 91 Holt Street, Buffalo, NY 14206 <i>Basic human needs (Milk Coupon Program)</i>	\$50,000	2461 11/16/2011
Food Bank of WNY 91 Holt Street, Buffalo, NY 14206 <i>2011 Basic human needs (Blackrock/Riverside Pantry)</i>	\$10,000	2462 11/16/2011
Forest Lawn Heritage Foundation Inc The Forest Lawn Group, 1411 Delaware Avenue, Buffalo, NY 14209 <i>Landscape Renewal Plan</i>	\$125,000	2336 6/7/2011
Frank Lloyd Wright's Rowing Boathouse Corporation One Rotary Row, Buffalo, NY 14201 <i>Boathouse construction</i>	\$100,000	2343 6/7/2011
Fredonia College Foundation 138 Fenton Hall, Fredonia, NY 14063 <i>SUNY Fredonia Technology Incubator project</i>	\$125,000	2296 2/3/2011
Friends of Night People, Inc. 394 Hudson Street, Buffalo, NY 14201 <i>Basic human needs</i>	\$22,500	2464 11/15/2011

**The John R. Oishei Foundation**  
**2011 Grant Payments**

Payee Organization / Address Request Primary Contact	Amount Paid	Check # & Paid Date
<b>Gerard Place Housing Development Fund Company Inc.</b> 2515 Bailey Avenue, Buffalo, NY 14215 <i>Basic human needs</i>	\$15,000	2465 11/16/2011
<b>Global Business Partnership</b> 701 Tappan Street, Rm E0403-02, Ann Arbor, MI 48109 <i>One-day workshop to Buffalo School District stakeholders</i>	\$8,800	2377 7/25/2011
<b>Goodwill Industries of WNY, Inc.</b> 1119 William St., Buffalo, NY 14206 <i>WNY Veterans employment collaboration</i>	\$179,171	2312 3/23/2011
<b>Goodwill Industries of WNY, Inc.</b> 1119 William St Buffalo, NY 14206 Buffalo, NY 14206 <i>Basic human needs</i>	\$50,000	2364 7/18/2011
<b>Goodwill Industries of WNY, Inc.</b> 1119 William St., Buffalo, NY 14206 <i>Mobile Safety Net Team initiative</i>	\$80,000	2405 9/6/2011
<b>Goodwill Industries of WNY, Inc.</b> 1119 William St., Buffalo, NY 14206 <i>Basic human needs</i>	\$50,000	2437 11/8/2011
<b>Grantmakers Forum of New York, Inc.</b> 75 College Avenue, Suite 311, Rochester, NY 14607-1009 <i>NYS Funders Conference</i>	\$5,000	2390 8/11/2011
<b>Greater Works Christian Fellowship</b> 210 Southampton Street, Buffalo, NY 14208 <i>Basic human needs (Outreach food pantry and clothing closet)</i>	\$5,000	2475 11/21/2011
<b>GROUP Ministries, Inc.</b> 1333 Jefferson Avenue, Buffalo, NY 14208 <i>Basic human needs</i>	\$15,000	2474 11/21/2011
<b>Habitat for Humanity/Buffalo Inc.</b> 995 Kensington Avenue, Buffalo, NY 14215 <i>Collaborative McKinley House Program</i>	\$40,000	2467 11/21/2011
<b>Habitat for Humanity/Buffalo Inc.</b> 995 Kensington Avenue, Buffalo, NY 14215 <i>Basic human needs</i>	\$12,000	2476 11/21/2011
<b>Harvest House of South Buffalo Inc.</b> 1782 Seneca Street, South Buffalo, NY 14210 <i>The Harvest House Ministry New Hope Education Center expansion</i>	\$150,000	2304 3/1/2011
<b>Harvest House of South Buffalo Inc.</b> 1782 Seneca Street, South Buffalo, NY 14210 <i>The Harvest House Ministry New Hope Education Center expansion</i>	\$150,000	2394 8/11/2011
<b>Hauptman-Woodward Medical Research Institute, Inc.</b> 700 Ellicott Street, Buffalo, NY 14203 <i>HWI's Structural Biology Research Center at the Buffalo Niagara Life Sciences Complex</i>	\$300,000	2279 1/4/2011

**The John R. Oishei Foundation**  
**2011 Grant Payments**

Payee Organization / Address Request Primary Contact	Amount Paid	Check # & Paid Date
Hauptman-Woodward Medical Research Institute, Inc. 700 Ellicott Street, Buffalo, NY 14203 <i>HWT's Structural Biology Research Center at the Buffalo Niagara Life Sciences Complex</i>	\$500,000	2306 3/1/2011
Healthy Community Alliance Inc. 1 School Street, Suite 100, Gowanda, NY 14070 <i>Community Place renovation</i>	\$100,000	2443 11/9/2011
Heart, Love & Soul, Inc. 939 Ontario Avenue, Niagara Falls NY 14305 <i>Basic human needs</i>	\$25,000	2477 11/21/2011
Heritage Centers Inc. 101 Oak Street, Buffalo, NY 14203 <i>Allied Industries expansion (partnership w The Resource Center)</i>	\$93,500	2406 9/6/2011
Hilbert College 5200 South Park Avenue, Hamburg, NY 14075 <i>Creation of Center for Adult and Graduate Studies</i>	\$100,000	2337 6/7/2011
Hilbert College 5200 South Park Avenue, Hamburg, NY 14075 <i>Restoration of science labs</i>	\$62,500	2504 12/5/2011
Hispanics United of Buffalo, Inc. (HUB) 254 Virginia Street, Buffalo, NY 14201 <i>Strategic planning to include collaboration w/West Side Community Services and Belle Center</i>	\$13,500	2414 9/20/2011
Hispanics United of Buffalo, Inc. (HUB) 254 Virginia Street, Buffalo, NY 14201 <i>Basic human needs</i>	\$10,000	2478 11/21/2011
Homeless Alliance of WNY Inc. 286 Lafayette Avenue, Buffalo, NY 14213 <i>Director of operations</i>	\$45,000	2505 12/5/2011
Homeless Alliance of WNY Inc. 286 Lafayette Avenue, Buffalo, NY 14213 <i>Gap analysis and strategy development process affiliated with the Mobile Safety Net Team</i>	\$20,380	2509 12/5/2011
Hope of Buffalo, Inc. / Bissonette House Cephas Buffalo, Inc., 102 Cephas Buffalo, Inc , Bflo, NY 14210 <i>Merger of Bissonette House and Cephas House and new executive director</i>	\$82,500	2292 2/3/2011
Independent Health Foundation 511 Farber Lakes Drive, Buffalo, NY 14221 <i>"Good for the Neighborhood" community health initiative.</i>	\$80,000	2345 6/10/2011
Jericho Road Ministries 184 Barton Street, Buffalo, NY 14213 <i>Move agency toward becoming a Federally Qualified Health Center</i>	\$67,500	2433 11/3/2011

**The John R. Oishei Foundation**  
**2011 Grant Payments**

Payee Organization / Address Request Primary Contact	Amount Paid	Check # & Paid Date
<b>Journey's End Refugee Services Inc.</b> 2495 Main Street, Suite 317, Buffalo, NY 14214 <i>Basic human needs</i>	\$10,000	2480 11/21/2011
<b>Kalenda Health Foundation</b> 1260 Delaware Avenue, Buffalo, NY 14209 Buffalo, NY 14209 <i>Multi-institutional Graduate Nurse Residency Collaborative</i>	\$104,240	2435 11/8/2011
<b>Kathleen Mary House</b> P O Box 2142, Blasdell, NY 14219 <i>Basic human needs</i>	\$10,000	2481 11/21/2011
<b>Lake Shore Behavioral Health, Inc.</b> 255 Delaware Avenue, Suite 300, Buffalo, NY 14202 <i>New Connections Safe Haven House project</i>	\$287,705	2317 3/22/2011
<b>Leadership Buffalo, Inc.</b> 237 Main Street, Suite 1500, Buffalo, NY 14203 <i>Youth Leadership Erie County Program</i>	\$15,000	2444 11/9/2011
<b>Little Portion Friary</b> 1305 Main Street, PO Box 891, Buffalo, NY 14209 <i>Basic human needs</i>	\$5,000	2482 11/21/2011
<b>Local Initiatives Support Corporation (LISC)</b> 70 West Chippewa Street, Buffalo, NY 14202 <i>Center Space Buffalo</i>	\$18,000	2293 2/3/2011
<b>Locust St. Neighborhood Art Classes</b> 138 Locust Street, Buffalo, NY 14204 <i>Consultant guided sustainability plan.</i>	\$15,900	2497 11/22/2011
<b>Lt. Col. Matt Urban Human Services Center of WNY</b> 1081 Broadway, Buffalo, NY 14212 <i>Establish the Matt Urban Hope Center on the East Side</i>	\$96,741	2310 3/10/2011
<b>Lt. Col. Matt Urban Human Services Center of WNY</b> 1081 Broadway, Buffalo, NY 14212 <i>Basic human needs</i>	\$20,000	2483 11/21/2011
<b>Madonna of the Streets, Inc.</b> St. Luke's Mission of Mercy, PO Box 448, Buffalo, NY 14215-0448 <i>Basic human needs</i>	\$15,000	2484 11/21/2011
<b>Makeda Corporation</b> 2760 Kenmore Avenue, Suite 100, Tonawanda, NY 14150 <i>Domed amphitheater in People's Park on Main Street in Buffalo</i>	\$25,000	2318 3/30/2011
<b>Martin House Restoration Corp.</b> Market Arcade, 617 Main Street, Suite 203, Buffalo, NY 14203 <i>Garden &amp; landscaping</i>	\$15,000	2366 7/18/2011
<b>Meals on Wheels Foundation of WNY, Inc</b> 100 James E Casey Drive, Buffalo, NY 14206-2368 <i>Basic human needs</i>	\$25,000	2369 7/20/2011

**The John R. Oishei Foundation**  
**2011 Grant Payments**

Payee Organization / Address Request Primary Contact	Amount Paid	Check # & Paid Date
Meals on Wheels Foundation of WNY, Inc 100 James E Casey Drive, Buffalo, NY 14206-2368 <i>Basic human needs</i>	\$25,000	2438 11/8/2011
Medaille College 18 Agassiz Circle, Buffalo, NY 14214 <i>Project EQUIP</i>	\$104,000	2412 9/15/2011
Mount Saint Mary Academy 3756 Delaware Avenue, Kenmore, NY 14217 <i>JROF Scholarship Commitment Award</i>	\$5,000	2331 4/27/2011
Music is Art Foundation 275 Oak Street, Suite 150, Buffalo, NY 14203 <i>Core operations</i>	\$5,000	2368 7/20/2011
Native American Community Services of Erie and Niagara Counties Inc. 1005 Grant Street, Buffalo, NY 14207 <i>Marketing/Event Planning shared position w/YWCA of WNY</i>	\$40,000	2380 7/27/2011
Native American Community Services of Erie and Niagara Counties Inc. 1005 Grant Street, Buffalo, NY 14207 <i>Basic human needs</i>	\$20,000	2485 11/21/2011
Network of Religious Communities 1272 Delaware Avenue, Buffalo, NY 14209 <i>Basic human needs</i>	\$20,000	2486 11/21/2011
New Alt Performance Group Inc. 255 Great Arrow Avenue, 3rd Floor, Buffalo, NY 14207 <i>"Four Mad Humours Remote Dance" Theatre Project</i>	\$13,000	2397 8/15/2011
The Niagara Arts & Cultural Center 1201 Pine Avenue at Portage, Niagara Falls, NY 14301 <i>Personnel and organizational development activity</i>	\$50,000	2301 2/4/2011
Niagara Community Action Program, Inc. 1521 Main Street, Niagara Falls, NY 14305 <i>Basic human needs</i>	\$20,000	2487 11/21/2011
Niagara Falls Memorial Medical Center 621 Tenth Street, Niagara Falls, NY 14302 <i>Convert surgical unit into a Community Health Center</i>	\$287,500	2374 7/20/2011
Niagara Frontier Radio Reading Service Inc. PO Box 575, 1199 Harlem Road, Buffalo, NY 14225 <i>Convert local radio reading for the blind from analog to digital recording</i>	\$50,000	2375 7/20/2011
Niagara University PO Box 185, Niagara Falls, NY 14305 <i>Creating a Healthier Niagara Falls: A Neighborhood Empowerment Approach</i>	\$150,000	2441 11/8/2011
Old First Ward Community Association 62 Republic Street, Buffalo, NY 14204 <i>Basic human needs</i>	\$5,000	2495 11/21/2011

**The John R. Oishei Foundation**  
**2011 Grant Payments**

Payee Organization / Address Request Primary Contact	Amount Paid	Check # & Paid Date
Old Fort Niagara Fort Niagara State Park, PO Box 169 Youngstown, NY 14174-0169 <i>"Bringing History Alive" Plan</i>	\$194,500	2423 10/11/2011
The Outsource Center for Human Services 1649 Fillmore Avenue, Buffalo, NY 14211 <i>Initial services focused on executive director and board training</i>	\$845	2499 11/29/2011
Pathways Christian Fellowship 194 Walnut Street, East Aurora, NY 14052 <i>Basic human needs</i>	\$5,000	2514 12/5/2011
Pursuing Perfection (P2) Inc. 6225 Sherdan Drive, Suite 206, Williamsville, NY 14221 <i>Aligning Forces for Quality program</i>	\$75,000	2470 12/5/2011
People United for Sustainable Housing, Inc. (PUSH) 271 Grant Street, PO Box 1132, Buffalo, NY 14213 <i>Organizational capacity and program expansion</i>	\$151,400	2316 3/23/2011
Ramsi P. Tick Concert Series Inc 16 Joliet Lane, Amherst, NY 14226 <i>Expand educational outreach, community accessibility and marketing &amp; development</i>	\$5,000	2358 7/15/2011
Read to Succeed Buffalo Inc. (formerly GoodSchools for All) 392 Pearl Street, Buffalo, NY 14202 <i>Community-wide literacy effort</i>	\$119,000	2407 9/6/2011
Riviera Theatre and Organ Preservation Society, Inc. 67 Webster Street, North Tonawanda, NY 14120 <i>Installation of a counter-weight rigging renovation project</i>	\$300,000	2314 3/23/2011
Riviera Theatre and Organ Preservation Society, Inc. 67 Webster Street, North Tonawanda, NY 14120 <i>Core operations</i>	\$15,000	2372 7/20/2011
Road Less Traveled Productions Ltd. PO Box 542, Buffalo, NY 14205 <i>Managing/marketing director partial compensation</i>	\$35,000	2392 8/11/2011
Roswell Park Alliance Foundation Elm & Carlton Streets, Buffalo, NY 14263 <i>WNY Robotic Surgical Center</i>	\$236,070	2347 6/10/2011
Roycroft Campus Corporation (RCC) 31 South Grove Street, East Aurora, NY 14052 <i>Ongoing operational and capital support to complete the construction of the Power House</i>	\$150,000	2299 2/3/2011
Roycroft Campus Corporation (RCC) 31 South Grove Street, East Aurora, NY 14052 <i>Ongoing operational and capital support to complete the construction of the Power House</i>	\$250,000	2385 8/4/2011
The Salvation Army of Buffalo NY 960 Main Street, Buffalo, NY 14202 <i>Basic human needs</i>	\$25,000	2373 7/20/2011

The John R. Oishei Foundation  
2011 Grant Payments

Payee Organization / Address Request Primary Contact	Amount Paid	Check # & Paid Date
The Salvation Army of Buffalo NY 960 Main Street, Buffalo NY 14202 <i>Basic human needs</i>	\$25,000	2439 11/8/2011
The Service Collaborative of WNY, Inc. 2188 Seneca Street, Buffalo, NY 14210 <i>Mobile Safety Net Team staff initiative (Year 3)</i>	\$36,000	2442 11/8/2011
Skating Athletes Bold at Heart (SABAH) 2607 Niagara Street, Buffalo, NY 14207 <i>Compensation for Recreational Director and salary increase of the Educational Director</i>	\$45,000	2376 7/20/2011
Society of St. Vincent de Paul Diocese of Buffalo New York, 1298 Main St, Buffalo, NY 14209 <i>Basic human needs</i>	\$20,000	2491 11/21/2011
South Buffalo Community Table Inc PO Box 1067, Buffalo, NY 14220 <i>Basic human needs</i>	\$10,000	2519 12/15/2011
The Springville Center for the Arts Inc. PO Box 62, 37 North Buffalo Street, Springville, NY 14141 <i>Consultant guided capacity building</i>	\$21,900	2338 6/7/2011
St. Adalbert's Response to Love Center 130 Kosciuszko Street, Buffalo, NY 14212 <i>Basic human needs (Response to Love Center)</i>	\$20,000	2488 11/21/2011
St. David's Episcopal Church (West Seneca Cmty Cupboard) 156 Bellwood Avenue, West Seneca, NY 14224 <i>Basic human needs</i>	\$6,500	2515
St. John the Baptist Church 160 Chestnut Street, Lockport, NY 14094 <i>Basic human needs (Outreach Center)</i>	\$22,500	2489 11/21/2011
Students for the Advancement of Global Entrepreneurship (SAGE Global) 320 Porter Avenue, Buffalo, NY 14201 <i>SAGE. World Cup competition in Buffalo</i>	\$15,000	2360 7/15/2011
Total Senior Care, Inc. 1225 West State Street, Olcan, NY 14760 <i>Purchase two 20 passenger buses</i>	\$10,000	2315 3/23/2011
United Way of Buffalo and Erie County 742 Delaware Avenue, Buffalo, NY 14209 <i>Start-up cost to initiate the 2-1-1 WNY Program</i>	\$125,000	2346 6/10/2011
University at Buffalo Foundation, Inc.  Ctr. for Tomorrow, Flint & Svc Ctr. Rds, Univ. @ Bflo North Campus, Amherst, NY 14260 <i>Biomedical Engineering Department</i>	\$1,000,000	Wire Transfer  1/21/2011

**The John R. Oishei Foundation**  
**2011 Grant Payments**

Payee Organization / Address Request Primary Contact	Amount Paid	Check # & Paid Date
University at Buffalo Foundation, Inc. Ctr for Tomorrow, Flint & Svc Ctr Rds, Univ @ Bflo North Campus, Amherst, NY 14260 <i>Research Diabetes (Dr. Paresh Dandona)</i>	\$15,000	2365 7/18/2011
University at Buffalo Foundation, Inc. Ctr for Tomorrow, Flint & Svc Ctr Rds, Univ @ Bflo North Campus, Amherst, NY 14260 <i>Summer School Violence Prevention (SVP) Program</i>	\$13,350	2387 8/10/2011
University at Buffalo Foundation, Inc. Ctr for Tomorrow, Flint & Svc Ctr Rds, Univ @ Bflo North Campus, Amherst, NY 14260 <i>WNY Nursing Workforce Collaborative formation</i>	\$50,000	2408 9/6/2011
University at Buffalo Foundation, Inc. Ctr for Tomorrow, Flint & Svc Ctr Rds, Univ @ Bflo North Campus, Amherst, NY 14260 <i>Post Industrial Buffalo A Photography Project</i>	\$10,000	2410 9/8/2011
University at Buffalo Foundation, Inc. Ctr for Tomorrow, Flint & Svc Ctr Rds, Univ @ Bflo North Campus, Amherst, NY 14260 <i>Research Chimeric protein as a novel multivalent delivery vehicle (Dr. Connell)</i>	\$97,600	2471 11/21/2011
The Valley Community Association 93 Leddy Street, Buffalo, NY 14210 <i>Basic human needs</i>	\$15,000	2492 11/21/2011
Vive La Casa 50 Wyoming Avenue, Buffalo, NY 14215 <i>Basic human needs</i>	\$20,000	2493 11/21/2011
VOICE Buffalo Inc. 345 Franklin Street, Buffalo, NY 14202 <i>Partnership between VOICE-Buffalo and Niagara Organizing Alliance for Hope (NOAH)</i>	\$55,000	2381 7/28/2011
Western New York Book Arts Collaborative (WNYBAC) 468 Washington Street, Buffalo, NY 14203 <i>Strategic plan with Just Buffalo Literary Center</i>	\$60,000	2398 8/15/2011
Western New York Grantmakers Association P.O. Box 1333, Buffalo, NY 14205 <i>November Advocacy Program</i>	\$1,000	2517 12/7/2011
Western New York Public Broadcasting Association (WNED) Horizons Plaza, PO Box 1263, 140 Lower Terrace, Buffalo, NY 14202 <i>"Think Bright and Well Anti-Obesity" initiative pilot program</i>	\$120,000	2434 11/8/2011
Western New York Veterans Housing Coalition, Inc. 25 West Ulca Street, Buffalo, NY 14209 <i>Basic human needs</i>	\$10,000	2494 11/21/2011
Westminster Foundation One M&T Plaza, 7th Floor, Buffalo, NY 14203 <i>Buffalo Promise Neighborhoods Initiative</i>	\$100,000	2308 3/10/2011
Young Audiences of Western New York Inc. 1 Lafayette Square, Buffalo, NY 14203 <i>Start-up of regional arts in education "Arts Partners for Learning" initiative</i>	\$40,000	2384 8/4/2011



The John R. Oishei Foundation  
2011 Grant Payments

Payee Organization / Address Request Primary Contact	Amount Paid	Check # & Paid Date
YWCA of Niagara 32 Cottage Street, Lockport, NY 14094 <i>Expansion of Carolyn's House "Carolyn's Crew Catering"</i>	\$75,000	2282 1/4/2011
YWCA of the Tonawanda's 49 Tremont Street, North Tonawanda, NY 14120 <i>Basic human needs</i>	\$5,000	2496 11/22/2011
The YWCA of Western New York Inc. 1005 Grant Street, Buffalo, NY 14207 <i>Transitional housing for domestic violence victims program</i>	\$40,000	2409 9/6/2011
2011 Grant Payments	<u>\$14,917,399</u>	

**The John R. Oishei Foundation**  
**2011 Summary of Future Grant Payments**

Payee Organization / Address/Project Title	Future Payment
<b>Albright-Knox Art Gallery</b> 1285 Elmwood Avenue, Bflo, NY 14222-1096 <ul style="list-style-type: none"> <li>• <i>Core operating costs as the Gallery transitions to a collections-based</i></li> <li>• <i>Stipend for artists to present art work for exhibit at Buffalo's Waterfront/Canalside</i></li> <li>• <i>"Wish You Were Here The Buffalo Avant-Garde in the 1970's" exhibit as a major part of the gallery's 150th anniversary celebration</i></li> </ul>	\$150,000 \$5,000 \$25,000
<b>Back to Basics Outreach Ministries</b> 1370 Williams Street, Buffalo, NY 14206 <ul style="list-style-type: none"> <li>• <i>Prisoner Re-entry Program</i></li> </ul>	\$15,000
<b>Beechwood/Blocher Foundation</b> 2235 Millersport Hwy, Getzville, NY 14068 <ul style="list-style-type: none"> <li>• <i>"Welcome Home" buildings &amp; training Center</i></li> <li>• <i>Program Related Investment for "Welcome Home" buildings &amp; training Center</i></li> </ul>	\$300,000 \$600,000
<b>Belmont Housing Resources for WNY Inc</b> 1195 Main Street, Buffalo, NY 14209 <ul style="list-style-type: none"> <li>• <i>Restore &amp; refurbish homes in the Buffalo Promise Neighborhood community</i></li> </ul>	\$260,000
<b>BISSNET, Inc.</b> P O Box 745, Buffalo, NY 14215 <ul style="list-style-type: none"> <li>• <i>Scholarship program</i></li> </ul>	\$843,062
<b>Boys &amp; Girls Clubs of Buffalo Inc.</b> 282 Babcock Street, Buffalo, NY 14210 <ul style="list-style-type: none"> <li>• <i>WNY Boys &amp; Girls Clubs Collaborative</i></li> </ul>	\$100,000
<b>Buffalo &amp; Erie County Botanical Gardens Society</b> 2655 South Park Avenue, Buffalo, NY 14228 <ul style="list-style-type: none"> <li>• <i>Educational programs and horticultural exhibit offerings and consultant to update strategic plan</i></li> </ul>	\$150,000
<b>Buffalo &amp; Erie County Historical Society</b> 25 Nottingham Court, Buffalo, NY 14216 <ul style="list-style-type: none"> <li>• <i>Registrar staff position &amp; revitalization of the Native American Gallery</i></li> </ul>	\$151,200
<b>The Buffalo &amp; Erie County Public Library</b> 1 Lafayette Square, Buffalo, NY 14203 <ul style="list-style-type: none"> <li>• <i>"Strategic Service and Operations Plan 2012-2017"</i></li> </ul>	\$75,000
<b>Buffalo First Inc</b> 910 Main Street, Upper, Buffalo, NY 14202 <ul style="list-style-type: none"> <li>• <i>"Think Local First" Program (Year 2)</i></li> </ul>	\$25,000
<b>The Buffalo Maritime Center</b> 1250 Niagara Street, Buffalo, NY 14213-1502 <ul style="list-style-type: none"> <li>• <i>Hire executive director and administrative assistant</i></li> </ul>	\$80,000
<b>Buffalo Museum of Science</b> 1020 Humboldt Pkwy , Buffalo, NY 14211-1293 <ul style="list-style-type: none"> <li>• <i>Development and installation of the Health Sciences and Earth Systems Science Studios</i></li> </ul>	\$650,000
<b>Buffalo Olmsted Parks Conservancy, Inc.</b> Parkside Lodge, 84 Parkside Avenue, Buffalo, NY 14214 <ul style="list-style-type: none"> <li>• <i>Core operations related specifically to parks maintenance</i></li> </ul>	\$100,000

**The John R. Oishei Foundation**  
**2011 Summary of Future Grant Payments**

Payee Organization / Address/Project Title	Future Payment
<b>Buffalo Prep</b> 18 Acheson Annex, University at Buffalo, Bflo, NY 14214 • <i>Rising to Distinction</i>	\$150,000
<b>Buffalo State College Foundation</b> Cleveland Hall 511, 1300 Elmwood Avenue, Buffalo, NY 14222 • <i>Purchase two state of the art laboratories for new science/math complex</i>	\$395,000
<b>Buffalo Zoological Gardens</b> 300 Parkside Avenue, Buffalo, NY 14214 • <i>Design and construct new entry complex and Arctic Edge (polar bear habitat)</i>	\$2,000,000
<b>Calspan UB Research Center, Inc. (CUBRC)</b> PO Box 400, 4455 Genesee Street, Buffalo, NY 14225 • <i>Development of home air filtration system for immune-compromised patients</i>	\$106,500
<b>Canisius College</b> 2001 Main Street, Buffalo, NY 14208 • <i>Science Hall (Phase I)</i>	\$2,000,000
<b>Canopy of Neighbors Inc.</b> 1207 Delaware Avenue, Suite 305, Buffalo, NY 14209 • <i>Startup costs to include partial salaries of staff</i>	\$23,000
<b>Care Management Coalition of Western New York, Inc.</b> 844 Delaware Avenue, Buffalo, NY 14209 • <i>Implement a new strategic direction and business model</i>	\$50,000
<b>Catholic Charities of Buffalo</b> 525 Washington Street, Buffalo, NY 14203 • <i>Nativity Campus on Buffalo's West Side (Phase I)</i>	\$250,000
<b>Catholic Health System Continuing Care Foundation</b> 291 North Street, Buffalo, NY 14201 • <i>Managing Obstetrical Risk Effectively (MORE-OB)</i>	\$20,900
<b>Chautauqua Institution</b> P O Box 28, One Ames Avenue, Chautauqua, NY 14722 • <i>"Buffalo-Chautauqua Summer Art Program" (collaboration w/Albright-Knox Art Gallery)</i>	\$40,000
<b>Community Music School of Buffalo</b> 415 Elmwood Avenue, Buffalo, NY 14222 • <i>New executive director</i>	\$12,000
<b>The Dale Association, Inc.</b> Bewley Building, Suite 315, Lockport, NY 14094 • <i>Strategic planning, leadership transition and organizational sustainability</i>	\$40,000
<b>Erie Community College Foundation Inc. (ECC)</b> 121 Ellicott Street, Buffalo, NY 14203 • <i>Expansion of ECC's Education to Recovery Institute</i>	\$194,078
<b>First Hand Learning</b> 2495 Main Street, Suite 559, Buffalo, NY 14214 • <i>TEAM Buffalo Teens Engaged as Mentors</i>	\$100,000

**The John R. Oishei Foundation**  
**2011 Summary of Future Grant Payments**

Payee Organization / Address/Project Title	Future Payment
<b>Forest Lawn Heritage Foundation Inc</b> The Forest Lawn Group, 1411 Delaware Avenue Buffalo, NY 14209 • <i>Landscape Renewal Plan</i>	\$125,000
<b>Fredonia College Foundation</b> 138 Fenton Hall, Fredonia, NY 14063 • <i>SUNY Fredonia Technology Incubator project</i>	\$100,000
<b>Gateway-Longview Inc.</b> 605 Niagara Street, Buffalo, NY 14201 • <i>Construction of recreational facility for children w/therapeutic challenges</i>	\$70,000
<b>Goodwill Industries of WNY, Inc.</b> 1119 William St , Buffalo, NY 14206 • <i>Mobile Safety Net Team initiative (Year 3)</i>	\$80,000
<b>Habitat for Humanity/Buffalo Inc.</b> 995 Kensington Avenue, Buffalo, NY 14215 • <i>Collaborative McKinley House Program</i>	\$80,000
<b>Hauptman-Woodward Medical Research Institute, Inc.</b> 700 Ellicott Street, Buffalo, NY 14203 • <i>CEO and implementations of new projects</i> • <i>HWI's Structural Biology Research Center at the Buffalo Niagara Life Sciences Complex</i>	\$220,000 \$680,000
<b>Healthy Community Alliance Inc.</b> 1 School Street, Suite 100, Gowanda, NY 14070 • <i>Community Place renovation</i>	\$100,000
<b>Heritage Centers Inc.</b> 101 Oak Street, Buffalo, NY 14203 • <i>Partnership w/The Resource Center to expand Allied Industries (Phase 2)</i>	\$93,500
<b>Hispanics United of Buffalo, Inc. (HUB)</b> 254 Virginia Street, Buffalo, NY 14201 • <i>Strategic planning to include collaboration with West Side Community Services and Belle Center</i>	\$13,500
<b>Homeless Alliance of WNY Inc.</b> 286 Lafayette Avenue, Buffalo, NY 14213 • <i>Gap analysis and strategy development process affiliated with the Mobile Safety Net Team</i>	\$50,000
<b>Jericho Road Ministries</b> 184 Barton Street, Buffalo, NY 14213 • <i>Move agency toward becoming a Federally Qualified Health Center</i>	\$67,500
<b>Joan A. Male Family Support Center</b> 60 Dingens Street, Buffalo, NY 14206 • <i>Strategic plan, space use plan, and capital improvements</i>	\$18,825
<b>Kenmore Mercy Hospital Foundation</b> 2950 Elmwood Avenue, Kenmore, NY 14217 • <i>New Emergency Room Department</i>	\$50,000

**The John R. Oishei Foundation**  
**2011 Summary of Future Grant Payments**

Payee Organization / Address/Project Title	Future Payment
<b>Leadership Buffalo, Inc.</b> 237 Main Street, Suite 1500, Buffalo, NY 14203 • <i>Youth Leadership Erie County Program</i>	\$10,000
<b>Local Initiatives Support Corporation (LISC)</b> 70 West Chippewa Street, Buffalo, NY 14202 • <i>"Sustainable Communities Initiative "</i>	\$450,000
<b>Locust St. Neighborhood Art Classes</b> 138 Locust Street, Buffalo, NY 14204 • <i>Consultant guided sustainability plan</i>	\$5,002
<b>Lt. Col. Matt Urban Human Services Center of WNY</b> 1081 Broadway, Buffalo, NY 14212 • <i>Matt Urban Hope Center on the East Side</i>	\$99,882
<b>Medaille College</b> 18 Agassiz Circle, Buffalo, NY 14214 • <i>Project EQUIP</i>	\$99,000
<b>National Center for Arts and Technology (NCAT)</b> 1815 Metropolitan Street, Pittsburgh, PA 15233 • <i>Feasibility study to determine Buffalo's potential to adapt the Manchester Bidwell model</i>	\$50,000
<b>National Center for Missing &amp; Exploited Children - New York Branch</b> 610 Main Street, Suite 204, Buffalo, NY 14202 • <i>Prevention, Training and Technical Assistance Institute</i>	\$116,000
<b>Native American Community Services of Erie and Niagara Counties Inc.</b> 1005 Grant Street, Buffalo, NY 14207 • <i>Core operations</i> • <i>Shared position (marketing/event planning) with YWCA of WNY</i>	\$82,569 \$30,000
<b>Neighborhood Legal Services, Inc.</b> 237 Main Street, 4th Floor, Buffalo, NY 14203 • <i>Oishei sponsored Mobile Safety-Net Team initiative maintain and expand legal services in Erie &amp; Niagara Counties</i>	\$159,000
<b>Niagara 1812 Bicentennial Legacy Council Corporation</b> 2201 St David's Rd, 3rd Flr, Campbell East, PO 1042, Thorold, ON L2V4T7 Canada • <i>Personnel for Bicentennial of the War of 1812</i>	\$120,000
<b>Niagara Falls Memorial Medical Center</b> 621 Tenth Street, Niagara Falls, NY 14302 • <i>Convert surgical unit into a Community Health Center</i>	\$287,500
<b>Niagara University</b> PO Box 185, Niagara Falls, NY 14305 • <i>Buffalo Niagara Competitiveness Project and continued services of Professor Eddie Friel</i> • <i>Creating a Healthier Niagara Falls A Neighborhood Empowerment Approach'</i>	\$50,000 \$150,000
<b>The Outsource Center for Human Services</b> 1649 Fillmore Avenue, Buffalo, NY 14211 • <i>Core operations improvements</i>	\$39,155

**The John R. Oishei Foundation**  
**2011 Summary of Future Grant Payments**

Payee Organization / Address/Project Title	Future Payment
<b>Peter Young Housing Industries &amp; Treatment Inc.</b> 26-30 Wyoming Avenue, Buffalo, NY 14215 • <i>Father Peter Young's Veterans Housing Expansion Program</i>	\$35,000
<b>Preservation Buffalo Niagara</b> 617 Main Street, Buffalo, NY 14203 • <i>Partnership between Landmark Society of the Niagara Frontier and Preservation Coalition of Erie County to form Preservation Buffalo Niagara</i>	\$60,000
<b>Ramsi P. Tick Concert Series Inc</b> 16 Joliet Lane, Amherst, NY 14226 • <i>Expand educational outreach, community accessibility and marketing &amp; development</i>	\$7,500
<b>The Resource Center Inc.</b> 200 Dunham Avenue, Jamestown, NY 14701 • <i>Program Related Investment to expand Allied Industries</i>	\$63,000
<b>Road Less Traveled Productions Ltd.</b> PO Box 542, Buffalo, NY 14205 • <i>Partial compensation for managing/marketing director</i>	\$20,000
<b>Roswell Park Alliance Foundation</b> Elm & Carlton Streets, Buffalo, NY 14263 • <i>WNY Robotic Surgical Unit</i>	\$236,070
<b>Roycroft Campus Corporation</b> 31 South Grove Street, East Aurora, NY 14052 • <i>Operating and capital support</i>	\$245,000
<b>The Shaw Festival</b> PO Box 774, 10 Queen's Parade, Niagara-on-Lake, Ontario L0S 1J0 Canada • <i>Promotional video on Shaw's 50th Anniversary Season</i>	\$200,000
<b>Skating Athletes Bold at Heart (SABAH)</b> 2607 Niagara Street, Buffalo, NY 14207 • <i>Compensation for recreational director and salary increase of educational director</i>	\$45,000
<b>St. Adalbert's Response to Love Center</b> 130 Kosciuszko Street, Buffalo, NY 14212 • <i>Response to Love Center program expansion</i>	\$250,000
<b>Summit Educational Resources, Inc.</b> 150 Stahl Road, Getz, NY 14068 • <i>Collaborative research project with Uniform Data System for Medical Rehabilitation</i>	\$114,790
<b>Theodore Roosevelt Inaugural Site Foundation</b> 641 Delaware Avenue, Buffalo, NY 14202 • <i>Demolition of Bank of America building and restoration of historic landscape</i>	\$125,000
<b>University at Buffalo Foundation, Inc.</b> Ctr for Tomorrow, Flint & Svc Ctr Rds, Univ @Bflo North Campus, Amherst, NY 14260 • <i>Develop a Biomedical Engineering Department</i> • <i>Consultant to serve as interim CEO of JumpStart (Launch NY)</i> • <i>Production of the Paul Simon Project</i>	\$1,000,000 \$10,000 \$18,000

**The John R. Oishei Foundation**  
**2011 Summary of Future Grant Payments**

Payee Organization / Address/Project Title	Future Payment
<b>University at Buffalo Foundation, Inc.</b> <ul style="list-style-type: none"> <li>• <i>Development of computational biology &amp; the Bioinformatics Hub associated with the Global Vascular Institute &amp; The Center for Clinical Translational Research Center</i></li> </ul>	\$850,000
<b>Vive La Casa</b> 50 Wyoming Avenue, Buffalo, NY 14215 <ul style="list-style-type: none"> <li>• <i>Building repairs</i></li> </ul>	\$66,500
<b>VOICE Buffalo Inc.</b> 345 Franklin Street, Buffalo, NY 14202 <ul style="list-style-type: none"> <li>• <i>Develop an institutional back office partnership between VOICE-Buffalo and Niagara Organizing Alliance for Hope (NOAH)</i></li> </ul>	\$80,000
<b>Western New York Association of Homes and Services for the Aging, Inc.</b> 2235 Millersport Highway, Getzville, NY 14068 <ul style="list-style-type: none"> <li>• <i>Implement regional "Framework for Change" initiative</i></li> </ul>	\$310,000
<b>Western New York Book Arts Collaborative (WNYBAC)</b> 468 Washington Street, Buffalo, NY 14203 <ul style="list-style-type: none"> <li>• <i>Implement a strategic plan with Just Buffalo Literary Center</i></li> </ul>	\$40,000
<b>Western New York Consortium of Higher Education</b> Trocaire College, 360 Choate Avenue, Buffalo, NY 14220 <ul style="list-style-type: none"> <li>• <i>Phase 2 of "Better By Degrees Campus Buffalo" initiative</i></li> </ul>	\$140,967
<b>Western New York United Against Drug &amp; Alcohol Abuse, Inc.</b> 1195 Niagara Street, Buffalo, NY 14213 <ul style="list-style-type: none"> <li>• <i>Achievement Mentor Program (1 1 match)</i></li> </ul>	\$42,000
<b>Westminster Foundation</b> One M&T Plaza, 7th Floor, Buffalo, NY 14203 <ul style="list-style-type: none"> <li>• <i>Early Childhood Education Center</i></li> </ul>	\$1,000,000
<b>YMCA Buffalo Niagara</b> 301 Cayuga Road, Suite 100, Buffalo, NY 14225 <ul style="list-style-type: none"> <li>• <i>Capital facility improvements to three YMCA branches in underserved communities</i></li> </ul>	\$300,000
<b>Young Audiences of Western New York Inc.</b> 1 Lafayette Square, Buffalo, NY 14203 <ul style="list-style-type: none"> <li>• <i>Start-up of regional arts in education "Arts Partners for Learning" initiative</i></li> </ul>	\$20,000
<b>YWCA of Niagara</b> 32 Cottage Street, Lockport, NY 14094 <ul style="list-style-type: none"> <li>• <i>Expansion of Carolyn's House "Carolyn's Crew Catering"</i></li> </ul>	\$100,000
<b>Future Grant Payments</b>	<b>\$17,786,000</b>

**BY-LAWS**  
**OF**  
**THE JOHN R. OISHEI FOUNDATION**  
**A New York Not-for-Profit Corporation**  
*(As amended and restated effective September 14, 2007)*  
*(As amended and restated effective May 18, 2011)*

**ARTICLE I**

**MEMBERS**

1.     Members. The Foundation shall have no members. The Board of Directors (hereinafter the "Board") may take any action which is permitted or required to be taken by members of a not-for-profit corporation formed under the laws of New York State, by the affirmative vote of a majority of the Board or such greater vote as may be required by law or by these By-Laws, without the necessity of any prior action by the Board which otherwise would have been required by law for such action if there were members entitled to vote thereon.

**ARTICLE II**

**DIRECTORS**

1.     Duties and Powers. The affairs and business of the Foundation shall be vested in the Board, who shall pursue such policies and principles as shall be in accordance with the provisions of the Certificate of Incorporation, these By-Laws and the laws of the State of New York. The exact number of directors shall be fixed from time to time by the Board, but shall be not less than five nor more than nine.

2.     Qualification. All directors shall be at least eighteen years of age. No person shall be elected a director who shall have attained the age of *seventy-five* at the time of his or her election.



3.     Election and Term of Office. The directors of the Foundation shall be divided into three classes, hereby designated class one, class two and class three. The number of directors in each class shall be as equal in number as possible. The terms of the directors in each class shall expire concurrently and the terms of the classes shall be such that the terms of only one class will expire each year. At each annual meeting of the Board a number of directors equal to the number of those whose terms have expired shall be elected for the term of three years and until their successors are elected and qualified (provided that the Board may shorten the term for which a director is elected in order to maintain an equal number of directors in each class). Such directors shall be elected by a majority of the votes cast. Any director who has served three consecutive three year terms shall not be eligible for immediate re-election to the Board at the expiration of his or her third term, but shall be eligible for re-election following a break of at least one year in his or her service. For purposes of the limitation of the preceding sentence, only three year terms beginning on or after the 2004 annual meeting of the Foundation will be considered.

4.     Vacancies. A vacancy on the Board occurring during the year may be filled by a majority vote of the remaining directors (regardless of their number) at any meeting of the Board. The person so chosen shall hold office until the next annual meeting of the Board at which the election of directors is in the regular order of business (or, in the discretion of the Board, until the expiration of the term of the former director in respect of whom the vacancy was created) and his or her successor is elected and qualified.

5. Compensation. Members of the Board may receive compensation for their services as directors as fixed by the Board from time to time, and reimbursement of expenses incurred in the performance of such services, provided that the services rendered are reasonable and necessary to carry out the exempt purposes of the Foundation, and further provided that the amount of such compensation is reasonable and commensurate with the value of the services performed. Nothing herein shall preclude a director from serving the Foundation in any other capacity and receiving reasonable compensation for such services.

6. Removal. Any director may be removed for cause, and his or her successor chosen, at any time by an affirmative vote of a majority of the Board at any duly held meeting of the Board.

7. Appointment of Ex Officio Director. The Board may, but shall not be required to, appoint the President to serve as a director ex officio with all of the powers and privileges of a director except that he or she shall not have a vote and shall not receive compensation for his or her service as director. The President's ex officio membership shall not be counted (a) in determining the number of directors for purposes of the limitations on such number as set forth in section 1 of this Article and (b) in determining a quorum as set forth in section 5 of Article III of these By-Laws.

8. Annual Report of Directors. An annual report of the Foundation which shall be prepared in conformity with applicable law shall be presented at the annual meeting of the Board. Such annual report shall be filed with the records of the Foundation and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting.

### **ARTICLE III**

#### **MEETINGS OF THE BOARD**

1. **Annual Meeting.** A meeting of the Board shall be held annually for the election of directors and officers and the transaction of such other business as may be appropriate. The annual meeting shall be held within the month of May on such date, at such time of the day, and at such place, as the Board shall designate and the notice of meeting shall specify.
2. **Regular Meetings.** The Board shall hold regular meetings with such frequency as may be determined from time to time by the Board.
3. **Special Meetings.** Special meetings of the Board may be called by the Chair of the Board or the Vice Chair and shall be called by the Chair of the Board upon the request of a majority of the Board.
4. **Notice of Meetings.** Three days' notice shall be given of all meetings of the Board. Notices of such meetings may be either oral or written, and if written, may be given by mail, electronic mail, facsimile transmission or telegram. When notice is given by first class mail, notice shall be deemed to have been given on the date of mailing. No notice need be given to any director who submits a signed waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.
5. **Quorum.** At all meetings of the Board, a majority of the entire number of directors shall constitute a quorum for the transaction of business. When a quorum is once present to organize the meeting, it is not broken by the subsequent absence of any of those present.

6. Adjournment If No Quorum. If less than a quorum is present for any duly noticed meeting of the Board, a majority of the directors present may adjourn the meeting from time to time not exceeding thirty days at any one time until a quorum shall be present and the business of the meeting accomplished. If a meeting is adjourned to another time or place, notice of the adjourned meeting shall be given as provided in section 4 of this Article III.

7. Voting of Directors. The vote of the majority of the directors at a meeting at which a quorum is present shall be the act of the Board, unless the vote of a greater number is required by law or by these By-Laws.

8. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all the members of the Board or committee consent in writing to the adoption of a resolution authorizing the action.

9. Conference Telephone. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment (such as video conferencing equipment) allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### **ARTICLE IV**

#### **COMMITTEES**

1. Standing Committees. The Board shall designate from among its members an audit committee and a governance committee, the composition and purposes of which are specified in Section 4 of this Article IV, and, by resolution of the Board, may designate from among its members other standing committees, each consisting of three or more

directors. Each such other committee, to the extent provided in such resolution and not prohibited by law, shall have all the authority of the Board.

2. Special Committees. The Board may also authorize such special committees as may be appointed by the Chair from among the members of the Board, with the consent of the Board. Each such committee shall have only the powers specifically delegated to it by the Board and shall not have powers which by law cannot be delegated to a committee.

3. Committees of the Corporation. The Board shall establish an Investment Committee, the composition and purposes of which are specified in Section 4 of this Article IV, and may authorize such other committees as may be deemed desirable. Members of committees established or authorized by this Section (herein referred to as "committees of the corporation") *need not be directors*. Each committee of the corporation shall have only the powers specifically delegated to it by the Board and shall not have the powers which by law or these By-Laws cannot be delegated to it by the Board and shall not have powers which by law or these By-Laws cannot be delegated to a committee. Each member of a committee of the corporation shall serve at the pleasure of the Board.

4. Committees Established by the By-Laws. As to the committee established by these By-Laws:

(a) Audit Committee. The Audit Committee shall be composed of not less than three nor more than five members of the Board, a majority of whom shall be directors who are not officers of the Foundation. It shall be the duty of the Committee to recommend to the Board the accounting firm to be selected by the Board as independent auditor of the Foundation, and to act on behalf of the Board in meeting and reviewing with the independent auditor and the appropriate Foundation officers, matters relating to Foundation financial reporting and accounting procedures and policies, adequacy of financial, accounting and

operating controls and the scope of the respective audits of the independent auditor. The Committee shall review the results of such audits with the independent auditor and shall promptly report to the Board. The Committee shall additionally submit to the Board any recommendations it may have from time to time with respect to audit procedures.

(b) Governance Committee. The Governance Committee shall be composed of not less than three nor more than five members of the Board. The Committee shall be responsible for Board development, which include strategic analysis of the Board composition to balance the need for development of new Board members and Board leadership with the need for continuity, ongoing assessment of the capabilities and expertise necessary for optimum composition of the Board, cultivation of potential Board members, orientation of new Board members and ongoing Board training. The Committee shall recommend candidates for Board membership and officers to the Board. The Committee shall periodically review the Foundation's By-Laws for adequacy and compliance with applicable law, and recommend changes when necessary or appropriate.

(c) Investment Committee. The Investment Committee shall be composed of not less than three nor more than five members of the Board. It shall be the duty of the Committee to recommend to the Board the Investment Policy Statement ("IPS") and any changes thereto. The Committee shall monitor asset allocation and investment manager performance to ensure conformance with the IPS. In addition, the Committee shall select investment managers, advisors and custodians subject to Board approval. The Committee shall communicate the Foundation's investment performance to the Board and conformance with the IPS. The Committee shall additionally submit to the Board any recommendations it may have from time to time with respect to investment policy or procedures.

## **ARTICLE V**

### **OFFICERS**

1. **Designation and Election.** The officers of the Foundation shall be a Chair of the Board, a Vice Chair, a President, a Secretary, and a Treasurer, who shall be elected at the annual meeting of the Board and who, unless otherwise fixed by resolution of the Board, shall hold office until the next annual meeting and thereafter until their successors are chosen. The Foundation may have such other officers as the directors may determine, such officers to be elected at any meeting of the directors. Except for the Chair of the Board and the Vice Chair, both of whom shall be directors, officers may, but need not be directors of the Foundation. Any two or more offices may be held by the same person except that the President may not hold the office of Secretary or Treasurer.

2. **Chair of the Board.** The Chair of the Board shall preside over meetings of the Board. The Chair shall be an ex officio member, with voting rights, of all standing (except the Audit Committee) and other committees of the Board. The Chair shall make and sign in the name of the Foundation all contracts and other instruments which are authorized from time to time by the Board.

3. **Vice Chair.** In the event of the absence or disability of the Chair, the Vice Chair shall have the powers and perform the duties of the Chair. The Vice Chair shall also perform such other duties as shall from time to time be prescribed by the Board.

4. **President.** The President shall have general management responsibilities for the affairs of the Foundation, and perform all the duties incidental to that office. The President, at his/her discretion, has the authority to approve grants up to \$25,000 with subsequent ratification by the Board. The President shall report to the Board or to the Chair of the Board as the representative of the Board.

5.     Secretary. The Secretary shall keep the minutes of the meetings of the Board, shall attend to the giving and serving of all notices of the Foundation and shall affix the corporate seal to all written instruments authorized by the Board, or these By-Laws.

6.     Treasurer. The Treasurer shall oversee the maintenance of the financial records of the Foundation; shall cause a detailed report of the accounts of the Foundation to be presented when directed by the Board; shall oversee the payment of funds as directed by order of the Board; and shall perform the other duties customarily performed by the Treasurer of a corporation.

The Treasurer, if required by the Board, shall furnish a bond at the Foundation's expense in such form and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of the office, and for the restoration to the Foundation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, monies or other property and assets of whatever kind in his or her possession or under his or her control belonging to the Foundation.

7.     Other Officers. Other officers, if any, shall have such powers and shall perform such duties as shall be prescribed by the Board.

8.     Removal. Any officer may be removed by the Board with or without cause.

9.     Vacancies. Any vacancies among the officers of the Foundation during the year shall be filled for the unexpired term by the directors of the Foundation at any duly held meeting of the directors.

10.    Compensation. The officers of the Foundation may receive compensation for their services as officers as fixed by the Board from time to time, and reimbursement of expenses incurred in the performance of such services, provided that the services rendered are



reasonable and necessary to carry out the exempt purposes of the Foundation, and further provided that the amount of such compensation is reasonable and commensurate with the value of the services performed. Nothing herein shall preclude an officer from serving the Foundation in any other capacity and, except in the case of the President, receiving reasonable compensation for such services.

## **ARTICLE VI**

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

1. **Indemnification.** The Foundation shall indemnify to the broadest and maximum extent permitted by the New York Not-for-Profit Corporation Law, as the same exists on the date of the adoption of this Article or to the greater extent permitted by any amendment of that Law (the intent being to provide the greatest of those indemnification rights permitted by that Law at any time from the time of the act or omission through the final disposition of the action) any person ("Indemnatee") made or threatened to be made a party to any action or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise which any director or officer of the Foundation served in any capacity at the request of the Foundation, by reason of the fact that such person is or was a director or officer of the Foundation or is or was serving such other enterprise at the request of the Foundation; provided, however, that the Foundation shall provide indemnification in connection with any such action or proceeding initiated by an Indemnatee only if such action or proceeding was authorized by the Board.

2. Advances. Expenses incurred by an Indemnitee in defending an action or proceeding shall be paid by the Foundation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of an Indemnitee to repay the expenses so advanced by the Foundation to the extent they exceed the indemnification to which the Indemnitee is entitled. Unless otherwise required by law, such Indemnitee shall not be required as a condition of obtaining advancement of expenses hereunder to show that the Indemnitee has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding.

3. Benefit. The rights of indemnification and advancement of expenses provided for in this Article shall inure to the benefit of the Indemnitee's legal representatives, heirs and distributees.

4. Insurance. The Board may, in its discretion, authorize the Foundation to purchase and maintain insurance to indemnify itself for any obligation which it incurs as a result of the indemnification of any Indemnitee or to indemnify any Indemnitee to the fullest extent permitted by law.

5. Interpretation. To the extent permitted under applicable law, the rights of indemnification and advancement of expenses provided in this Article (a) shall be available with respect to events occurring prior to the adoption of this Article, (b) shall continue to exist after any rescission or restrictive amendment of this Article with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the Indemnitee (or, if applicable, at the sole discretion of the heirs, distributees or legal representatives of such Indemnitee seeking such rights), on the basis of applicable law in effect at the time such rights are claimed and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Foundation and the Indemnitee were parties to a separate written agreement.

6. Other Rights. The rights of indemnification and advancement of expenses provided in this Article shall not be deemed exclusive of any other rights to which any Indemnitee or other person may now or hereafter be otherwise entitled, whether contained in the Certificate of Incorporation, these By-Laws, a resolution of the Board or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and advancement of expenses provided in this Article shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any Indemnitee or other person in any action or proceeding to have

assessed or allowed in his or her favor, against the Foundation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

7. Severability. If this Article or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable and the remainder of this Article shall remain fully enforceable.

## **ARTICLE VII**

### **OFFICES**

1. Office. The principal office of the Foundation shall be located in the County of Erie and State of New York.

2. Additional Offices. The Foundation may have offices at such other places within or without the State of New York as the Board may from time to time determine appropriate or the business of the Foundation may require.

## **ARTICLE VIII**

### **MISCELLANEOUS**

1. Fiscal Year. The fiscal year of the Foundation shall begin on the first day of January and terminate on the last day of December in each calendar year.

2. Seal. The seal of the Foundation shall be in the form of a circle, and shall bear the words "Corporate Seal, New York," and the name of the Foundation and the year of incorporation.

**ARTICLE IX**

**AMENDMENTS**

1. Amendment. These By-Laws may be amended, enlarged or repealed at any meeting of the Board by the affirmative vote of two-thirds of the entire Board, provided that the proposed amendment or amendments shall have been provided to the Board not less than three days prior to the meeting at which the amendment or amendments shall be acted upon.