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Form **990****Return of Organization Exempt From Income Tax**

OMB No 1545-0047

2011**Open to Public Inspection**Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2011 calendar year, or tax year beginning April 1 , 2011, and ending March 31 , 20 12	
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization Roswell Park Alliance Foundation
	Doing Business As
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite Elm & Carlton Streets
	City or town, state or country, and ZIP + 4 Buffalo, NY 14263-0001
	F Name and address of principal officer Cindy Eller Elm and Carlton Sts., Buffalo, NY 14623-0001
	D Employer identification number 16-1391608
E Telephone number 716-845-4444	
G Gross receipts \$	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list. (see instructions)
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	H(c) Group exemption number ▶
J Website: ▶ www.roswellpark.org/giving	
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	L Year of formation 1991 M State of legal domicile NY

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: To maximize dollars available for Roswell Park Cancer Institute's goals of understanding, preventing and curing cancer. Funds raised support life-saving cancer research programs; capital improvements; educational projects; and psychosocial programs benefiting patients and families. Fundraising initiatives are carried out through a partnership between volunteers and staff.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	24
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	24
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	60
	6 Total number of volunteers (estimate if necessary)	6	1813
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0	
b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	22,566,556	22,289,244
	10 Investment income (Part VII, column (A), lines 3 and 7d)	1,934,977	2,684,441
	11 Other revenue (Part VII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	163,409	-33,805
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	24,664,942	24,939,880
	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	10,502,637	11,967,978
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	2,334,755	2,408,206
	16a Professional fundraising fees (Part IX, column (A), line 11e)	147,465	72,452
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,938,929		
Expenses	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	1,405,169	1,344,671
	18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	14,390,026	15,793,307
	19 Revenue less expenses. Subtract line 18 from line 12	10,274,916	9,146,573
	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	72,522,396	82,354,016
	22 Net assets or fund balances. Subtract line 21 from line 20	8,621,948	11,326,912
		63,900,448	71,027,104

Part II Signature Block

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

Sign Here	<i>Cindy A. Eller</i> Signature of officer	Date
	CINDY A. ELLER Type or print name and title	11-14-12

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no			

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

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form **990** (2011)

SCANNED DEC 19 2012

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Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☒**1** Briefly describe the organization's mission:

Roswell Park Alliance Foundation's purpose is to raise funds for Roswell Park Cancer Institute in the support of scientific and medical research and the delivery of medical care to individuals suffering from cancer.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code: n/a) (Expenses \$ 7,062,197 including grants of \$ 7,062,197) (Revenue \$ 0)

The Foundation supports robust cancer research programs divided into key areas such as Cell Stress and Biophysical Therapies, Experimental Therapeutics, Genetics, Genitourinary Cancers, Population Sciences, and Tumor Immunology and Immunotherapy as these research studies relate to finding cures for all types of cancer. Restricted donations made to the Foundation are administered to targeted cancer research programs as indicated. Unrestricted gifts are awarded through a competitive peer-reviewed process with 25 physicians and scientists to select the most promising studies showing the greatest potential to find cures and save lives.

4b (Code: n/a) (Expenses \$ 3,212,030 including grants of \$ 3,212,030) (Revenue \$ 0)

The Campaign to Build a Greater Roswell was launched to allow Roswell Park Cancer Institute to expand its clinical space in order to keep pace with an increasing demand for its cancer services. The Clinical Sciences Center will be an 11-story 142,000 square foot building housing a new expanded Chemotherapy Infusion Clinic, a comprehensive Breast Center, an Adolescent and Young Adult Clinic, Patient Education/Survivorship Programs and state-of-the-art office facilities and space for clinician-scientists to analyze data from clinical studies.

4c (Code: n/a) (Expenses \$ 1,377,394 including grants of \$ 1,377,394) (Revenue \$ 0)

"Quality of life" grants are awarded each year to programs focused on improving the patient and family experience during cancer treatment. Examples of such programs include Carly's Club (pediatric cancer programs), the Breast Resource Center, Pastoral Care and Psychosocial Oncology. Such programs help Roswell patients at their critical time of need and ensure that patients' families' questions and concerns outside the clinic setting are met with one-on-one guidance, no matter the hour, during their cancer journey.

4d Other program services (Describe in Schedule O.)(Expenses \$ 316,357 including grants of \$ 316,357) (Revenue \$ 0)**4e** Total program service expenses **▶** 11,967,978

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 ✓	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2 ✓	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	✓
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	✓
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	✓
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	✓
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	✓
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	✓
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	✓
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10 ✓	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a ✓	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b ✓	
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c	✓
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	✓
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e ✓	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f ✓	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12a ✓	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	12b ✓	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	✓
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	✓
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	✓
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15	✓
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16	✓
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17 ✓	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18 ✓	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	✓
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	✓
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	<input type="checkbox"/>	<input type="checkbox"/>
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	<input type="checkbox"/>	<input type="checkbox"/>
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	<input type="checkbox"/>	<input type="checkbox"/>
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a 58		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	✓	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 60		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	✓	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		✓
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		✓
b If "Yes," enter the name of the foreign country: ▶ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		✓
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		✓
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a		✓
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	✓	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	✓	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		✓
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		✓
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		✓
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		✓
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response to any question in this Part VI ☒

Section A. Governing Body and Management

		Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a 24		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
b Enter the number of voting members included in line 1a, above, who are independent	1b 24		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	<input checked="" type="checkbox"/>	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3		<input checked="" type="checkbox"/>
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		<input checked="" type="checkbox"/>
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		<input checked="" type="checkbox"/>
6 Did the organization have members or stockholders?	6		<input checked="" type="checkbox"/>
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		<input checked="" type="checkbox"/>
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		<input checked="" type="checkbox"/>
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a The governing body?	8a	<input checked="" type="checkbox"/>	
b Each committee with authority to act on behalf of the governing body?	8b	<input checked="" type="checkbox"/>	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		<input checked="" type="checkbox"/>

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a	<input checked="" type="checkbox"/>
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	<input checked="" type="checkbox"/>
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	<input checked="" type="checkbox"/>
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	<input checked="" type="checkbox"/>
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	<input checked="" type="checkbox"/>
13 Did the organization have a written whistleblower policy?	13	<input checked="" type="checkbox"/>
14 Did the organization have a written document retention and destruction policy?	14	<input checked="" type="checkbox"/>
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a	<input checked="" type="checkbox"/>
b Other officers or key employees of the organization	15b	<input checked="" type="checkbox"/>
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	<input checked="" type="checkbox"/>
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► **NY, PA, CA, FL**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► **Tammy Lightcap, Elm & Carlton Streets, Buffalo, NY 14263-0001, (716) 845-4444**

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☒**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Lee Wortham Chair	1	✓		✓				0	0	0
(2) Scott Bieler Vice-Chair	1	✓		✓				0	0	0
(3) David Zebro Treasurer	1	✓		✓				0	0	0
(4) Anne Gioia Secretary	1	✓		✓				0	0	0
(5) Gwen Arcara Director	1	✓						0	0	0
(6) Susan Basil Director	1	✓						0	0	0
(7) Gary Brost Director	1	✓						0	0	0
(8) Lawrence Castellani Director	1	✓						0	0	0
(9) Ann Celani Director	1	✓						0	0	0
(10) Gary Crosby Director	1	✓						0	0	0
(11) Scott Friedman Director	1	✓						0	0	0
(12) William Gacioch Director	1	✓						0	0	0
(13) Melissa Garman Baumgart Director	1	✓						0	0	0
(14) Dan Gernatt Jr. Director	1	✓						0	0	0

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) Donna Gioia Director	1	✓						0	0	0
(16) Wayne Hawk Director	1	✓						0	0	0
(17) Louis Jacobs Director	1	✓						0	0	0
(18) Pamela Jacobs Vogt Director	1	✓						0	0	0
(19) Rene Jones Director	1	✓						0	0	0
(20) Michael Lawley Director	1	✓						0	0	0
(21) Patrick Lee Director	1	✓						0	0	0
(22) Patrick Marrano Director	1	✓						0	0	0
(23) Nancy Naples O'Neill Director	1	✓						0	0	0
(24) Kim Rich Lupkin Director	1	✓						0	0	0
(25) Gerald Saxe Director	1	✓						0	0	0
1b Sub-total								0	0	0
c Total from continuation sheets to Part VII, Section A								497,567	61,731	80,973
d Total (add lines 1b and 1c)								497,567	61,731	80,973

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶ 4**

- 3** Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		✓
4	✓	
5		✓

Section B. Independent Contractors

- 1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶	0	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15)										
(16)										
(17)										
(18)										
(19)										
(20)										
(21)										
(22) Cindy Eller Executive Director	40			✓				167,465	61,731	43,000
(23) Tammy Lightcap Director of Finance & Operations	40			✓				102,298	0	18,223
(24) Linda Kahn Director of Campaigns	40					✓		116,190	0	6,980
(25) Jeff Yates Director of Individual Giving	40					✓		111,614	0	12,770
1b Sub-total								497,567	61,731	80,973
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶

- | | Yes | No |
|---|----------|----|
| 3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual | 3 | |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual | 4 | |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person | 5 | |

Section B. Independent Contractors

- 1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

- 2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a 149,017				
	b	Membership dues	1b				
	c	Fundraising events	1c 3,867,179				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f 18,273,048				
	g	Noncash contributions included in lines 1a-1f: \$	1,162,315				
	h	Total. Add lines 1a-1f		22,289,244			
Program Service Revenue				Business Code			
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue .					
g	Total. Add lines 2a-2f						
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		1,172,062			1,172,062
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
		(i) Real	(ii) Personal				
	6a	Gross rents					
	b	Less: rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)					
	7a	(i) Securities	(ii) Other				
		Gross amount from sales of assets other than inventory		13,607,280			
	b	Less: cost or other basis and sales expenses		12,094,901			
	c	Gain or (loss)		1,512,379			
	d	Net gain or (loss)		1,512,379			1,512,379
	8a	Gross income from fundraising events (not including \$ 3,867,179 of contributions reported on line 1c) See Part IV, line 18		286,265			
	b	Less: direct expenses		451,901			
	c	Net income or (loss) from fundraising events		-165,636			-165,636
	9a	Gross income from gaming activities. See Part IV, line 19					
	b	Less: direct expenses					
	c	Net income or (loss) from gaming activities					
	10a	Gross sales of inventory, less returns and allowances		523,936			
b	Less: cost of goods sold		392,105				
c	Net income or (loss) from sales of inventory		131,831			131,831	
Miscellaneous Revenue			Business Code				
11a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d						
12	Total revenue. See instructions.			24,939,880			2,650,636

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	11,967,978	11,967,978		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	302,603		302,603	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,703,485		565,823	1,137,662
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	65,248		19,943	45,305
9 Other employee benefits	175,461		87,738	87,723
10 Payroll taxes	161,409		81,563	79,846
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	19,350		19,350	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	72,452			72,452
f Investment management fees	100,800		100,800	
g Other	23,952		6,700	17,252
12 Advertising and promotion	95,548			95,548
13 Office expenses	107,289		104,861	2,428
14 Information technology	36,318		17,149	19,169
15 Royalties				
16 Occupancy				
17 Travel	31,683		7,444	24,239
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	10,577		10,577	
20 Interest				
21 Payments to affiliates	-480,402		-480,402	
22 Depreciation, depletion, and amortization	1,569		1,569	
23 Insurance	29,767		12,099	17,668
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Postage and shipping	143,331		1,347	141,984
b Mailhouse fees	149,416			149,416
c Printing and publications	178,536			178,536
d Logistics	798,669			798,669
e All other expenses Miscellaneous	98,268		27,236	71,032
25 Total functional expenses. Add lines 1 through 24e	15,793,307	11,967,978	886,400	2,938,929
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	9,732,390	1	9,704,077
	2 Savings and temporary cash investments	3,531,219	2	7,779,449
	3 Pledges and grants receivable, net	12,993,076	3	16,958,318
	4 Accounts receivable, net	1,010,805	4	1,480,392
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	80,236	8	64,521
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 115,828		
	b Less: accumulated depreciation	10b 78,056	36,343	10c 37,772
	11 Investments—publicly traded securities	23,149,125	11	18,753,087
	12 Investments—other securities. See Part IV, line 11	20,503,862	12	26,101,484
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	1,485,340	15	1,474,917
16 Total assets. Add lines 1 through 15 (must equal line 34)	72,522,396	16	82,354,016	
Liabilities	17 Accounts payable and accrued expenses	897,531	17	947,555
	18 Grants payable	6,297,344	18	8,983,368
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	1,427,073	25	1,395,989
	26 Total liabilities. Add lines 17 through 25	8,621,948	26	11,326,912
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	9,412,862	27	6,844,524
	28 Temporarily restricted net assets	24,596,585	28	33,591,524
	29 Permanently restricted net assets	29,891,001	29	30,591,056
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	63,900,448	33	71,027,104
	34 Total liabilities and net assets/fund balances	72,522,396	34	82,354,016

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	24,939,880
2	Total expenses (must equal Part IX, column (A), line 25)	2	15,793,307
3	Revenue less expenses. Subtract line 2 from line 1	3	9,146,573
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	63,900,448
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-2,019,917
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	71,027,104

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		✓
b Were the organization's financial statements audited by an independent accountant?	✓	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	✓	
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separate basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		✓
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

Roswell Park Alliance Foundation

Employer identification number

16-1391608

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I b ☐ Type II c ☐ Type III—Functionally integrated d ☐ Type III—Other
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		
- (ii) A family member of a person described in (i) above?

11g(ii)		
---------	--	--
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

11g(iii)		
----------	--	--
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	15,452,280	15,852,551	15,419,259	22,566,556	22,289,244	91,579,890
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	0	0	0	0	0	0
3 The value of services or facilities furnished by a governmental unit to the organization without charge	0	0	0	0	0	0
4 Total. Add lines 1 through 3	15,452,280	15,852,551	15,419,259	22,566,556	22,289,244	91,579,890
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						533,306
6 Public support. Subtract line 5 from line 4.						91,046,584

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	15,452,280	15,852,551	15,419,259	22,566,556	22,289,244	91,579,890
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	948,882	927,052	790,681	943,787	1,172,062	4,782,464
9 Net income from unrelated business activities, whether or not the business is regularly carried on	0	0	0	0	0	0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	0	0	0	0	0	0
11 Total support. Add lines 7 through 10						96,362,354
12 Gross receipts from related activities, etc. (see instructions)					12	5,098,481
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	94.48 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	93.60 %
16a 33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 33 1/3% support test—2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests—2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 33 1/3% support tests—2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions <input type="checkbox"/>		

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

N/A

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**
▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

Roswell Park Alliance Foundation

Employer identification number

16-1391608

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).
☐ Preservation of land for public use (e.g., recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶

4 Number of states where property subject to conservation easement is located ▶

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$

(ii) Assets included in Form 990, Part X ▶ \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ \$

b Assets included in Form 990, Part X ▶ \$

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a ☐ Public exhibition

d ☐ Loan or exchange programs

b ☐ Scholarly research

e ☐ Other _____

c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	29,891,001	28,761,262	21,215,207	25,944,873	
b Contributions	1,739,658	605,494	2,523,182	2,225,742	
c Net investment earnings, gains, and losses	1,447,748	944,254	5,022,873	-6,292,758	
d Grants or scholarships					
e Other expenditures for facilities and programs	920,271	327,380	0	519,424	
f Administrative expenses	89,981	92,629	0	143,226	
g End of year balance	32,068,155	29,891,001	28,761,262	21,215,207	

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ☐ 0 %

b Permanent endowment ☐ 90 %

c Temporarily restricted endowment ☐ 10 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) unrelated organizations

(ii) related organizations

	Yes	No
3a(i)		<input checked="" type="checkbox"/>
3a(ii)		<input checked="" type="checkbox"/>
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	32,500	0		32,500
b Buildings				
c Leasehold improvements				
d Equipment	83,328	0	78,056	5,272
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				37,772

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) Index funds	4,875,283	End-of year market value
(B) Private equity investments	918,405	End-of year market value
(C) Hedge fund investments	5,940,216	End-of year market value
(D) Commingled funds	13,814,484	End-of year market value
(E) Real estate investments	553,096	End-of year market value
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	26,101,484	

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) Split-Interest Agreements	1,438,357
(2) Life Insurance Cash Surrender Value	25,210
(3) Other	11,350
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	1,474,917

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Annuities Payable	1,395,989
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	1,395,989

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements		
1	Total revenue (Form 990, Part VIII, column (A), line 12)	1 24,939,880
2	Total expenses (Form 990, Part IX, column (A), line 25)	2 15,793,307
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3 9,146,573
4	Net unrealized gains (losses) on investments	4 -1,819,334
5	Donated services and use of facilities	5
6	Investment expenses	6
7	Prior period adjustments	7
8	Other (Describe in Part XIV.)	8 -200,583
9	Total adjustments (net). Add lines 4 through 8	9 -2,019,917
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10 7,126,656

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return		
1	Total revenue, gains, and other support per audited financial statements	1 24,271,507
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:	
a	Net unrealized gains on investments	2a
b	Donated services and use of facilities	2b
c	Recoveries of prior year grants	2c
d	Other (Describe in Part XIV.)	2d 844,006
e	Add lines 2a through 2d	2e 844,006
3	Subtract line 2e from line 1	3 23,427,501
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a
b	Other (Describe in Part XIV.)	4b 1,512,379
c	Add lines 4a and 4b	4c 1,512,379
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5 24,939,880

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return		
1	Total expenses and losses per audited financial statements	1 17,144,851
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:	
a	Donated services and use of facilities	2a
b	Prior year adjustments	2b
c	Other losses	2c
d	Other (Describe in Part XIV.)	2d 1,351,544
e	Add lines 2a through 2d	2e 1,351,544
3	Subtract line 2e from line 1	3 15,793,307
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a
b	Other (Describe in Part XIV.)	4b
c	Add lines 4a and 4b	4c
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5 15,793,307

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Schedule D, Part V, Line 4, Intended uses of organization's endowment funds:

The Foundation raises funds to support life-saving cancer research programs; educational projects; and psychosocial programs benefiting patients and families.

Schedule D, Part XI, Line 8:

Actuarial loss on annuity obligations and split-interest agreements of \$-127,315 and uncollectible pledges of \$-73,268.

Part XIV Supplemental Information *(continued)***Schedule D, Part XII, Line 2d:**

Special event expenses	\$451,901
------------------------	-----------

Costs of goods sold	\$392,105
---------------------	-----------

TOTAL	\$844,006
--------------	------------------

Schedule D, Part XII, Line 4b:

Realized gains on sale of investments	\$1,512,379
---------------------------------------	-------------

Schedule D, Part XIII, Line 2d:

Special event expenses	\$451,901
------------------------	-----------

Costs of goods sold	\$392,105
---------------------	-----------

Pledges deemed uncollectible/bad debt expense	\$73,268
---	----------

Actuarial loss on annuity obligations and split-interest agreements	\$127,315
---	-----------

Net realized and unrealized losses on investments	\$306,955
---	-----------

TOTAL	\$1,351,544
--------------	--------------------

Schedule D, Part X, Line 2:

The Foundation is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code. Accordingly, no provision for federal income taxes is included in the financial statements. Where applicable, the Foundation evaluates uncertain tax positions in accordance with U.S. GAAP. At March 31, 2012 and 2011, the Foundation identified no uncertain tax positions. The Foundation's informational tax returns are subject to examination by the relevant taxing authorities for tax years ending after March 31, 2009.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

**Supplemental Information Regarding
Fundraising or Gaming Activities**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

Roswell Park Alliance Foundation

Employer identification number

16-1391608

Part I

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- | | |
|--|---|
| a <input checked="" type="checkbox"/> Mail solicitations | e <input checked="" type="checkbox"/> Solicitation of non-government grants |
| b <input checked="" type="checkbox"/> Internet and email solicitations | f <input type="checkbox"/> Solicitation of government grants |
| c <input type="checkbox"/> Phone solicitations | g <input checked="" type="checkbox"/> Special fundraising events |
| d <input checked="" type="checkbox"/> In-person solicitations | |
- 2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☒ Yes ☐ No
- b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 Amergent - 9 Centennial Drive Peabody, MA 01960	Direct Mail		✓	568,224	65,752	502,472
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total				568,224	65,752	502,472

- 3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

New York, Pennsylvania, California, Florida

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1 Ride for Roswell (event type)	(b) Event #2 All Star Night (event type)	(c) Other events 3 (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts	3,315,576	384,750	453,118	4,148,402
	2 Less: Charitable contributions	3,253,539	212,720	400,920	3,867,179
	3 Gross income (line 1 minus line 2)	62,037	172,030	52,199	296,265
Direct Expenses	4 Cash prizes	63,445	0	1250	64,695
	5 Noncash prizes	46,023	0	0	46,023
	6 Rent/facility costs	25,378	15,461	162	41,001
	7 Food and beverages	41,198	69,285	1,359	111,842
	8 Entertainment	23,894	3,700	0	27,594
	9 Other direct expenses	86,861	47,271	26,615	160,747
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				(451,902)
	11 Net income summary. Combine line 3, column (d), and line 10 ▶				-165,636

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d) ▶				()
	8 Net gaming income summary. Combine line 1, column d, and line 7 ▶				

9 Enter the state(s) in which the organization operates gaming activities: _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain: _____

- 11** Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13** Indicate the percentage of gaming activity operated in:
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► _____

Address ► _____

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No
- b** If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____
- c** If "Yes," enter name and address of the third party:

Name ► _____

Address ► _____

16 Gaming manager information:

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

☐ Director/officer

☐ Employee

☐ Independent contractor

17 Mandatory distributions:

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

The agreement with Amergant for direct mail program consulting provides for payment of professional fundraising fees as well as payment of fundraising expenses such as printing, paper, envelopes, postage. Fees for professional fundraising are billed monthly and fees for creative services are billed per piece developed. Postage is billed per piece mailed. All other fundraising expenses are combined and billed per piece mailed. Expenses incurred on Amergant direct mail projects totaled 269,101, excluding the 36,000 for consulting fees.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service
Name of the organization

Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2011

Open to Public
Inspection

Roswell Park Alliance Foundation

Employer identification number
16-1391608

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☒ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000.

Part II can be duplicated if additional space is needed ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) Roswell Park Cancer Institute Elm & Carlton Sts, Buffalo, NY	16-1552370	IRC115(1)	\$7,062,197	0	FMV	n/a	Scientific research
(2) Roswell Park Cancer Institute Elm & Carlton Sts, Buffalo, NY	16-1552370	IRC115(1)	\$3,212,030	0	FMV	n/a	Clinical expansion
(3) Roswell Park Cancer Institute Elm & Carlton Sts, Buffalo, NY	16-1552370	IRC115(1)	\$1,178,687	\$198,707	FMV	See Part IV	Patient Programs
(4) Roswell Park Cancer Institute Elm & Carlton Sts, Buffalo, NY	16-1552370	IRC115(1)	\$316,353	0	FMV	n/a	Equipment & education
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

2	Enter total number of section 501(c)(3) and government organizations listed in the line 1 table	0
3	Enter total number of other organizations listed in the line 1 table	1

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No. 50055P

Schedule I (Form 990) (2011)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						
Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.						

Part I, Line 2

The amount of each grant award is determined according to a detailed budget submitted with the grant application. As expenses are incurred in connection with that grant, they are compared to the budget for reasonableness. Any expense not in agreement with the budget is not paid.

Part II, Line 1, Column (g)

Grant #3 - Non-cash assistance consisted of artwork, wigs, blankets, toys, event tickets and gift cards to be used to improve the patients' quality of life during cancer treatment.

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

Roswell Park Alliance Foundation

Compensation Information
For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

**Open to Public
Inspection**

Employer identification number

16-1391608

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

- | | |
|--|--|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- | | | |
|--|-----------|---|
| a Receive a severance payment or change-of-control payment? | 4a | ✓ |
| b Participate in, or receive payment from, a supplemental nonqualified retirement plan? | 4b | ✓ |
| c Participate in, or receive payment from, an equity-based compensation arrangement? | 4c | ✓ |
- If "Yes" to any of lines 4a–c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5–9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- | | | |
|------------------------------------|-----------|---|
| a The organization? | 5a | ✓ |
| b Any related organization? | 5b | ✓ |
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- | | | |
|------------------------------------|-----------|---|
| a The organization? | 6a | ✓ |
| b Any related organization? | 6b | ✓ |
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation				(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation					
1	Cindy Eller	(i)	167,465	0	0	10,918	19,214	197,596	0
		(ii)	57,995	0	3,736	10,316	2,552	74,599	0
2		(i)							
		(ii)							
3		(i)							
		(ii)							
4		(i)							
		(ii)							
5		(i)							
		(ii)							
6		(i)							
		(ii)							
7		(i)							
		(ii)							
8		(i)							
		(ii)							
9		(i)							
		(ii)							
10		(i)							
		(ii)							
11		(i)							
		(ii)							
12		(i)							
		(ii)							
13		(i)							
		(ii)							
14		(i)							
		(ii)							
15		(i)							
		(ii)							
16		(i)							
		(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Schedule J, Part I, Line 3:

As Executive Director of Roswell Park Alliance Foundation and Vice President for Development at Roswell Park Cancer Institute, Cindy Eller's compensation was set jointly by the compensation committee of both organizations. A comparative study conducted by an independent compensation consultant of the related organization was utilized in determining her compensation. The budgetary constraints facing both organizations were also considered.

Schedule J, Part I, Line 4b:

Cindy Eller participated in a supplemental non qualified retirement plan (a 457(f) plan). Cindy is not vested in this non qualified retirement plan.

The amount deferred for the 2011 calendar year was \$10,316.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

► Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.
► Attach to Form 990.

OMB No 1545-0047

2011

**Open To Public
Inspection**

Name of the organization

Roswell Park Alliance Foundation

Employer identification number

16-1391608

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art	✓	19	18,085	Cost/FMV
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications	✓		1,945	Cost/FMV
5 Clothing and household goods	✓		34,273	Cost/FMV
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	✓	17	316,402	FMV
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles	✓	7	830	Cost/FMV
19 Food inventory	✓	44	96,205	Cost/FMV
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (Tickets & Gift Cert.)	✓	219	150,001	Cost/FMV
26 Other ► (Miscellaneous)	✓	285	134,685	Cost/FMV
27 Other ► (Advertising)	✓	12	241,715	Cost/FMV
28 Other ► (Equip. & Rentals)	✓	52	168,174	Cost/FMV

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement 29 0

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1–28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		✓
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	✓	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		✓
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Schedule M, Part I, (b):

Roswell Park Alliance Foundation is reporting the number of non cash contributions received during the fiscal year ended

March 31, 2012 as opposed to reporting the number of items received in each contribution.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

Roswell Park Alliance Foundation

Employer identification number

16-1391608

Form 990, Part III, Line 4d, Other program services:

Grants Expenses - \$316,353 Through targeted fundraising campaigns, the Foundation helps support new clinical treatments and procedures offered to Roswell Park's patients. Additionally, through fellowships, seminars and year-round symposiums, the Foundation helps support the education of the next generation of cancer scientists and clinicians. Roswell Park's educational focus is in fulfillment of one of four key goals outlined by the National Cancer Institute for the nation's premier Comprehensive Cancer Centers.

Form 990, Part IV, Line 34, Related party:

The Foundation evaluated the related party criteria specified in the Form 990 instructions, particularly with respect to its relationship to Roswell Park Cancer Institute (the Institute). The Foundation concluded that none of the relationship or control criteria, as specified in the Form 990 and Schedule R instructions, applied with respect to the evaluation of the relationship existing between the Foundation and the Institute. However, in our judgement, the unique fact pattern related to this situation and the historically close working relationship between the two organizations merits the Foundation disclosing the Institute as a related party and accordingly disclosing the nature and amount of transactions between the two parties on Schedule R. Some of the unique facts/circumstances are that the Foundation exists to support the clinical and scientific purposes of the Institute, the Foundation is recognized in the community as the fundraising arm of the Institute and both share a common mission - understanding, preventing and curing cancer.

Form 990, Part VI, Line 2, Family relationships:

Anne D. Gioia, Secretary/Trustee and Donna M. Gioia, Trustee.

Louis Jacobs, Trustee and Pamela Jacobs Vogt, Trustee.

Name of the organization Roswell Park Alliance Foundation	Employer identification number 16-1391608
---	---

Form 990, Part VI, Line 11A, Review process for Form 990:

Form 990 is prepared by the Foundation's management. It is then shared with the Foundation's external auditor for review and comment. After incorporating auditor comments into the Form 990, it is provided to each Foundation Board member for their review. A meeting is held between management and the Finance Committee to review the document, highlight select Parts and Schedules, and answer any questions the Board members may have. All Board members are invited to attend the Finance Committee meeting. After incorporating Board member comments into the Form 990, the final version is sent to each Board member along with a memo from management and the Finance Committee Chair summarizing the discussion at the meeting with management. This review process is conducted prior to filing.

Form 990, Part VI, Line 12c, Conflict of interest policy:

On an annual basis, each Foundation Board member completes a Conflict of Interest Disclosure form which is submitted to the Chair of the Membership Committee. Should a conflict or possible conflict arise or be discovered during the year, the Board member must update the Conflict of Interest Disclosure form at that time. In addition, throughout the year, the Executive Director monitors proposed or ongoing transactions of the organization (e.g., contracts with vendors and collaborations with third parties) for conflicts of interest and discloses them to the Chair of the Membership Committee. Upon receipt of a conflict of interest disclosure by a Board member or the Executive Director, identifying actual or potential conflicts, the Chair of the Membership Committee shall convene a meeting of that Committee to review the facts and circumstances involved. The Committee shall prepare a written recommendation to the Board as to whether the transaction is fair and reasonable and should be authorized. The Board Chair shall determine whether a special Board meeting is required or whether the matter can be reviewed and resolved at the next scheduled meeting. The Board may authorize the transaction by approval of 75% of the Board without counting the member who is the subject of the potential conflict.

Form 990, Part VI, Line 15b, Determination of compensation:

Annual compensation for all Foundation employees, including the top management official, officers and key employees, is reviewed each year by the Personnel Committee of the Board of Directors as part of the annual budget approval process. Comparable compensation data for similar positions at similar organizations is reviewed prior to setting the compensation for each position. The individual employee's job performance is also considered. This process was last undertaken in March 2012 for each employee.

Name of the organization

Roswell Park Alliance Foundation

Employer identification number

16-1391608

Form 990, Part VI, Line 19, Availability of governing documents:

Foundation's governing documents, conflict of interest policy and financial statements are available to the public upon request.

Form 990, Part VII, Section A, Key officers:

Cindy Eller, the Executive Director of the Roswell Park Alliance Foundation is also the Vice President of Development at Roswell Park Cancer Institute. Ms. Eller spends approximately 30 hours in a 40 hour work week on the Foundation and 10 hours on administrative responsibilities for the Institute. Based on the time allocated to each entity, Ms. Eller's total compensation and benefits are split, 75% allocated to the Foundation and 25% allocated to the Institute.

Form 990, Part XI, Reconciliation of Net Assets:

Other changes in net assets or fund balances of -\$2,019,917 equals the net of -\$1,819,334 in unrealized gains on investments carried at market value, uncollectible pledges of -\$73,268 and actuarial loss on annuity obligations and split-interest agreements of -\$127,315.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service
Name of the organization

Related Organizations and Unrelated Partnerships

► Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Roswell Park Alliance Foundation

Employer identification number
16-1391608

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?
(1) Roswell Park Cancer Institute #16-1552370 Elm & Carlton Streets, Buffalo, NY 14263	Cancer Center	New York	IRC115(1)	n/a	n/a	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
(2)						
(3)						
(4)						
(5)						
(6)						
(7)						

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat. No. 50135Y

Schedule R (Form 990) 2011

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1		Yes	No
a During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity			1a
b Gift, grant, or capital contribution to related organization(s)			1b
c Gift, grant, or capital contribution from related organization(s)			1c
d Loans or loan guarantees to or for related organization(s)			1d
e Loans or loan guarantees by related organization(s)			1e
f Sale of assets to related organization(s)			1f
g Purchase of assets from related organization(s)			1g
h Exchange of assets with related organization(s)			1h
i Lease of facilities, equipment, or other assets to related organization(s)			1i
j Lease of facilities, equipment, or other assets from related organization(s)			1j
k Performance of services or membership or fundraising solicitations for related organization(s)			1k
l Performance of services or membership or fundraising solicitations by related organization(s)			1l
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)			1m
n Sharing of paid employees with related organization(s)			1n
o Reimbursement paid to related organization(s) for expenses			1o
p Reimbursement paid by related organization(s) for expenses			1p
q Other transfer of cash or property to related organization(s)			1q
r Other transfer of cash or property from related organization(s)			1r

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)	Roswell Park Cancer Institute	b	11,967,978	
(2)	Roswell Park Cancer Institute	k	2,938,039	
(3)	Roswell Park Cancer Institute	m	292,303	
(4)	Roswell Park Cancer Institute	n	180,340	
(5)	Roswell Park Cancer Institute	p	480,403	
(6)				

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

**AUDITED
FINANCIAL STATEMENTS**

ROSWELL PARK ALLIANCE FOUNDATION, INC.

MARCH 31, 2012

ROSWELL PARK ALLIANCE FOUNDATION, INC.

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of
Roswell Park Alliance Foundation, Inc.

We have audited the accompanying statements of financial position of Roswell Park Alliance Foundation, Inc. (the "Foundation"), as of March 31, 2012, and the related statements of activities and changes in net assets and cash flows for the year then ended. These financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audit. We previously audited the financial statements of the Foundation as of and for the year ended March 31, 2011, and, in our report date July 18, 2011, we expressed an unqualified opinion on those financial statements. The statements of financial position and the related statements of activities and changes in net assets and cash flows as of and for the year ended March 31, 2011 are presented for comparative purposes only.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Roswell Park Alliance Foundation, Inc. as of March 31, 2012 and the results of its activities and changes in net assets and cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Freed Maxick CPAs, P.C.

(Formerly known as Freed Maxick & Battaglia, CPAs, PC)
Buffalo, New York
August 10, 2012

ROSWELL PARK ALLIANCE FOUNDATION, INC.

STATEMENTS OF FINANCIAL POSITION

March 31, 2012 with Summarized Financial Information as of March 31, 2011

	Assets		Liabilities and Net Assets	
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Assets:				
Cash and cash equivalents	\$ 10,598,341	\$ 5,733,218	\$ 861,747	\$ 17,193,306
Investments, at market value	4,255,625	12,770,765	28,118,399	45,144,789
Pledges receivable, net	168,740	15,027,754	1,523,326	16,719,820
Bequests receivable	133,495	17,419	87,584	238,498
Inventory	64,521	-	-	64,521
Split-interest agreements	-	1,438,357	-	1,438,357
Other assets	74,333	-	-	74,333
Due from affiliates	1,480,392	-	-	1,480,392
Total assets	\$ 16,775,447	\$ 34,987,513	\$ 30,591,056	\$ 82,354,016
LIABILITIES AND NET ASSETS				
Liabilities:				
Accounts payable and accrued liabilities	\$ 947,555	\$ -	\$ -	\$ 947,555
Grant payable to affiliate	8,983,368	-	-	8,983,368
Annuities payable	-	1,395,989	-	1,395,989
Total liabilities	9,930,923	1,395,989	-	11,326,912
Net assets:				
Unrestricted	6,844,524	-	-	6,844,524
Temporarily restricted	-	33,591,524	-	33,591,524
Permanently restricted	-	-	30,591,056	30,591,056
Total net assets	6,844,524	33,591,524	30,591,056	71,027,104
Total liabilities and net assets	\$ 16,775,447	\$ 34,987,513	\$ 30,591,056	\$ 82,354,016
				\$ 72,522,396

See accompanying notes.

ROSWELL PARK ALLIANCE FOUNDATION, INC.

STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS

For the Year Ended March 31, 2012 with Summarized Financial Information for the Year Ended March 31, 2011

	Unrestricted	Temporarily Restricted	Permanently Restricted	2012 Total	2011 Total
Revenue and support:					
Contributions	\$ 6,901,513	\$ 14,982,309	\$ 700,055	\$ 22,583,877	\$ 23,115,137
Gift shop receipts	515,568	-	-	515,568	528,550
Investment income	362,399	809,663	-	1,172,062	943,787
Net assets released from restrictions	6,502,625	(6,502,625)	-	-	-
Total revenue and support	14,282,105	9,289,347	700,055	24,271,507	24,587,474
Distributions and expenses:					
Program.					
Grants to benefit Roswell Park Cancer Institute Corporation	11,967,978	-	-	11,967,978	10,502,637
Supporting services:					
Management and general	960,333	-	-	960,333	1,025,952
Fund raising	3,402,113	-	-	3,402,113	3,402,578
Gift shop	380,157	-	-	380,157	372,580
Total distributions and expenses	16,710,581	-	-	16,710,581	15,303,747
Excess (deficiency) revenue and support over distributions and expenses	(2,428,476)	9,289,347	700,055	7,560,926	9,283,727
Net realized and unrealized gains (losses) on investments	(139,862)	(167,093)	-	(306,955)	3,589,037
Actuarial gain (loss) on annuity obligations and change in value of split interest agreements	-	(127,315)	-	(127,315)	(191,777)
Change in net assets	(2,568,338)	8,994,939	700,055	7,126,656	12,680,987
Net assets, beginning of year	9,412,862	24,596,585	29,891,001	63,900,448	51,219,461
Net assets, end of year	\$ 6,844,524	\$ 33,591,524	\$ 30,591,056	\$ 71,027,104	\$ 63,900,448

See accompanying notes.

ROSWELL PARK ALLIANCE FOUNDATION, INC.

STATEMENTS OF CASH FLOWS

For the Years Ended March 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Cash flows from operating activities:		
Change in net assets	\$ 7,126,656	\$ 12,680,987
Adjustments to reconcile change in net assets to net cash provided by operating activities		
Depreciation	2,030	55,220
Allowance for doubtful pledges	(27,212)	5,957
Actuarial loss on annuity obligations and change in value of split-interest agreements	127,315	191,777
Permanently restricted contributions	(345,454)	(605,494)
Net realized and unrealized losses (gains) on investments	306,955	(3,589,037)
(Increase) decrease in assets:		
Pledges receivable	(4,386,205)	(3,807,199)
Bequests receivable and split interest agreements	448,175	154,963
Inventory	15,715	1,221
Other assets	400	(21,729)
Due from affiliates	(469,587)	(18,653)
Increase (decrease) in liabilities:		
Accounts payable and accrued liabilities	50,024	112,093
Grants payable to affiliate	2,686,024	3,451,603
Annuities payable	(148,376)	622,609
Net cash provided by operating activities	<u>5,386,460</u>	<u>9,234,318</u>
Cash flows from investing activities:		
Purchases of equipment	(3,460)	-
Purchases of investments	(14,546,818)	(12,489,890)
Proceeds from sales of investments	13,607,280	10,708,695
Net cash used in investing activities	<u>(942,998)</u>	<u>(1,781,195)</u>
Cash flows from financing activities:		
Permanently restricted contributions	345,454	605,494
Net cash provided by financing activities	<u>345,454</u>	<u>605,494</u>
Net increase in cash and cash equivalents	4,788,916	8,058,617
Cash and cash equivalents - beginning of year	<u>12,404,390</u>	<u>4,345,773</u>
Cash and cash equivalents - end of year	<u>\$ 17,193,306</u>	<u>\$ 12,404,390</u>

See accompanying notes.

ROSWELL PARK ALLIANCE FOUNDATION, INC.

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization: The Roswell Park Alliance Foundation, Inc. (the "Foundation") is a not-for-profit corporation organized to receive and administer gifts and bequests made on behalf of Roswell Park Cancer Institute Corporation ("RPCIC" or the "Institute") located in Buffalo, New York. The Institute utilizes these gifts and bequests in scientific and medical research, for the delivery of medical care to individuals suffering from cancer, and for charitable activities related thereto.

Basis of Accounting: The financial statements of the Foundation have been prepared on the accrual basis of accounting. The financial statements are prepared in conformity with accounting principles generally accepted in the United States of America.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of revenues and support and expenses and distributions during the reporting period. Actual results could differ from those estimates. Significant estimates made by the Foundation include, but are not limited to, reserves for uncollectible pledges, actuarial valuations on annuities and present value calculations on certain long term promises to give.

Presentation of Prior Year Balances: The financial statements include certain prior year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with generally accepted accounting principles. Accordingly, such prior year summarized information should be read in conjunction with the Foundation's audited financial statements for the year ended March 31, 2011, from which the summarized information was derived.

Net Asset Classifications: The Foundation records net assets and their related activity based on the restrictions placed on the use of the net assets, if any, by donors. Unrestricted net assets are those assets the Foundation has available to achieve its institutional purposes. Temporarily restricted net assets are those assets for which a time or purpose restriction has been placed by the donor. When the restrictions have been satisfied those net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restriction. Permanently restricted net assets are those assets upon which a permanent restriction has been placed by a donor.

Risks and Uncertainties: Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the risks associated with investment securities and the uncertainty related to the potential change in the fair market value of investment securities, it is at least reasonably possible that such risks could materially affect the net assets of the Foundation.

Cash and Cash Equivalents: The Foundation considers all highly liquid instruments, with original maturities of three months or less, to be cash equivalents. The Foundation maintains funds on deposit in excess of amounts insured by Federal Depository Insurance limits.

Investments: All investments are reported at fair value in the statement of financial position. Investments in marketable securities are recorded at fair value based on exchange or third-party quoted market prices. Fair values for certain investments held in alternative structures, such as venture capital/private equities and hedge funds of funds, are estimated using current information obtained from the general partner or investment manager for the respective funds. These estimated fair values may differ significantly from the values that would have been used had a readily and regularly available market for these securities existed. Investment income, including interest and dividend income, is recognized when it is earned. Realized and unrealized gains and losses on investments are reported in the statement of activities as increases or decreases in unrestricted net assets unless their use is temporarily or permanently restricted by donor stipulation or by law.

ROSWELL PARK ALLIANCE FOUNDATION, INC.

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Pledges Receivable: Pledges receivable represent unconditional promises to give. Those pledges that are expected to be collected within one year are recorded at their net realizable value, which approximates fair value. Unconditional promises to give that are to be collected in future years are recorded at fair value, which is measured as the present value of the estimated future cash flows. The discounts on those amounts are computed using risk-adjusted discount rates applicable to the date on which the promise is received. Amortization of the discount is included in contribution revenue. An allowance for uncollectible pledges receivable is recorded as deemed necessary by management based on specific facts and circumstances and historical collection patterns.

Bequests Receivable: Bequests receivable represent amounts due to the Foundation as the result of the Foundation being named in a will or estate. The receivable and corresponding contribution revenue are recorded upon death of the individual, when the amount due to the Foundation is determinable and legally enforceable.

Inventory: Inventories consist primarily of resale items for the Foundation's gift shop and the Paint Box project, which are recorded at the lower of cost or market.

Split-Interest Agreements: The Foundation is a beneficiary of various trust agreements. The Foundation's beneficial interest is measured on the date of donation at the present value of the expected future cash flows and is reported as an increase to temporarily restricted net assets. The following assumptions were utilized in the present value calculations: Mortality Table – RP-2000 Mortality Table for Males and Females; discount rate – 5.0% (5.0% in 2011); long-term rate of return on assets – 6.5 to 7.0% (6.5% to 7.0% in 2011). Actuarial loss and changes in the value of split-interest agreements totaled \$10,023 and \$67,922 for the years ended March 31, 2012 and 2011, respectively.

Due from Affiliates: Due from affiliates includes approximately \$921,000 (\$451,000 – 2011) owed to the Foundation by RPCIC relating to the recovery of certain management and general expenses pursuant to an agreement between the Foundation and RPCIC, as well as approximately \$559,000 (\$559,000 – 2011) of grant monies that are prefunded to Health Research, Inc. ("HRI"). HRI administers federal and other grants on behalf of RPCIC. HRI is a 501(c)(3) organization owned by the State of New York and is considered a related party of both RPCIC and the Foundation.

Other Assets: Other assets includes immaterial balances of capital assets, cash surrender value of life insurance, and receivables from employees for purchases made at the Foundation's gift shop.

Annuities Payable: Annuities are gifts made by donors in which the donor receives an annual interest payment for life. Annuities payable are an actuarially determined liability for the present value of the interest payment. The gift is recorded as of the date of receipt and is reported as an increase to temporarily restricted net assets. The amount in excess of the present value of the liability is recorded as a contribution in the year the gift is received. The annuities are discounted at rates ranging from 5.0% to 7.0% for the years ended March 31, 2012 and 2011. Actuarial loss on annuities totaled \$117,292 and \$123,855 for the years ended March 31, 2012 and 2011, respectively.

Contribution Revenue Recognition: The Foundation's revenue is principally derived from contributions from foundations and other private institutions and individuals. These contributions consist of cash and investments with readily determinable fair values, and gifts-in-kind.

All contributions received are considered to be available for unrestricted use unless specifically restricted by the donor. Amounts received that are designated for future periods or restricted by the donor for specific purposes are reported as temporarily restricted or permanently restricted support that increases those net asset classes. When a restriction is fulfilled, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

ROSWELL PARK ALLIANCE FOUNDATION, INC.

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Conditional promises to give are recorded as contribution revenue when the condition is met. In support of RPCIC's plans to construct a new Clinical Sciences Center ("CSC") in the Buffalo-Niagara medical corridor, the Foundation has agreed to raise approximately \$25 million of the estimated \$40 million cost to construct the CSC. As of March 31, 2012, the Foundation has raised approximately \$22 million of the total \$25 million. In connection therewith, as of March 31, 2012, the Foundation secured one conditional pledge of \$250,000. This pledge is conditional upon the Foundation fulfilling its goal to raise \$25 million in support of the overall CSC fundraising efforts.

Gifts-in-kind and donations other than cash are recorded at fair market value on the date of donation. For the years ended March 31, 2012 and 2011, gifts-in-kind amounted to \$845,913 and \$810,841, respectively.

Income Taxes: The Foundation is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code. Accordingly, no provision for federal income taxes are included in the financial statements.

Where applicable, the Foundation evaluates uncertain tax positions in accordance with U.S. GAAP. At March 31, 2012 and 2011, the Foundation identified no uncertain tax positions. The Foundation's informational tax returns are subject to examination by the relevant taxing authorities for tax years ending after March 31, 2009.

Grants to Benefit Roswell Park Cancer Institute Corporation: Grants consist of all monies expended or capital items donated for use in scientific and medical research, for the delivery of medical care to individuals suffering from cancer, for various construction projects undertaken by RPCIC and for charitable activities related thereto. As of March 31, 2012 and 2011, not all of the grants approved for distribution for those years were expended. Accordingly, a liability for grants payable has been reflected in the Foundation's statement of financial position for the remaining balance due to be paid as of March 31, 2012 and 2011, respectively.

Fundraising: Fundraising expenditures consist of the cost of personnel, occupancy, printing, postage, and all direct and indirect costs incurred in the solicitation of contributions.

Subsequent Events: These financial statements have not been updated for subsequent events occurring after August 10, 2012, which is the date these financial statements were available to be issued.

On April 25, 2012, RPCIC entered into a Delayed Draw Term Loan for \$15,000,000 with M&T Bank in connection with the construction of the Clinical Science Center on the Buffalo Niagara Medical Campus. This Term Loan was entered into to provide a short-term bridge funding source that is intended to fund the timing difference between donor pledge payments and Clinical Science Center construction costs. In connection therewith, the Foundation agreed to assign, pledge and grant a lien on and security interest in the pledges and gifts made to the Foundation in support of the Clinical Science Center.

NOTE 2. FAIR VALUE MEASUREMENT

Assets and liabilities recorded at fair value in the statement of net assets are categorized based upon the level of judgment associated with the inputs used to measure their fair value. An asset or a liability's categorization within the fair value hierarchy is based on the lowest level of judgment input to its valuation. Hierarchical levels, defined by U.S. GAAP, are directly related to the amount of subjectivity associated with the inputs to fair valuation of these assets and liabilities as follows:

- Level I: Valuations based on quoted prices in active markets for identical assets or liabilities that the Foundation has the ability to access. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these products does not entail a significant degree of judgment. Level I assets include cash and cash equivalents, as well as debt and equity securities that are traded in active exchange markets.

ROSWELL PARK ALLIANCE FOUNDATION, INC.

NOTES TO THE FINANCIAL STATEMENTS

NOTE 2. FAIR VALUE MEASUREMENT (CONTINUED)

Level II: Valuations based on quoted prices in active markets for similar assets or liabilities, quoted prices in markets that are not active or for which all significant inputs are observable, directly or indirectly. Level II assets include equity and fixed income managed funds with quoted prices that are traded less frequently than exchange-traded instruments whose value is determined using a pricing model with inputs that are observable in the market or can be derived principally from or corroborated by observable market data, as well as investments in certain U.S. Treasury and other U.S. Governments and agencies that are highly liquid and are actively traded in over-the-counter markets.

Level III: Valuations based on inputs that are unobservable and significant to the overall fair value measurement. These are generally company-generated inputs and are not market based inputs. Level III assets would include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques as well as instruments for which the determination of fair value requires significant investment management judgment or estimation.

The following table presents information about assets and liabilities that are measured at fair value on a recurring basis as of March 31, 2012 and 2011, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value

At March 31, 2012	Quoted Prices in Active Market Level I	Significant Other Observable Inputs Level II	Significant Unobservable Inputs Level III	Total
Cash and cash equivalents	\$ <u>12,687,700</u>	\$ <u>4,505,606</u>	\$ <u>-</u>	\$ <u>17,193,306</u>
Investments:				
Cash and cash equivalents	\$ 290,219	\$ -	\$ -	\$ 290,219
Common stock	2,019,604	-	-	2,019,604
Preferred stock	-	15,790	-	15,790
Commodity securities	1,928,318	-	-	1,928,318
Mutual funds:				
Equity	4,399,952	-	-	4,399,952
Fixed income	2,132,429	-	-	2,132,429
International	6,452,347	-	-	6,452,347
Fixed income:				
Corporate bonds	-	1,246,167	-	1,246,167
International bonds	-	27,442	-	27,442
Government bonds	-	531,037	-	531,037
Index funds	-	4,875,283	-	4,875,283
Commingled funds	-	13,814,484	-	13,814,484
Hedge funds	-	-	5,940,216	5,940,216
Private equity fund	-	-	918,405	918,405
Real estate investments	-	-	553,096	553,096
Total investments	\$ <u>17,222,869</u>	\$ <u>20,510,203</u>	\$ <u>7,411,717</u>	\$ <u>45,144,789</u>

ROSWELL PARK ALLIANCE FOUNDATION, INC.

NOTES TO THE FINANCIAL STATEMENTS

NOTE 2. FAIR VALUE MEASUREMENT (CONTINUED)

At March 31, 2011	Quoted Prices in Active Market Level I	Significant Other Observable Inputs Level II	Significant Unobservable Inputs Level III	Total
Cash and cash equivalents	\$ <u>12,404,390</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>12,404,390</u>
Investments:				
Cash and cash equivalents	\$ 819,232	\$ -	\$ -	\$ 819,232
Common stock	1,541,002	-	-	1,541,002
Mutual funds:				
Equity	5,309,075	-	-	5,309,075
Fixed income	6,239,373	-	-	6,239,373
International	8,384,969	-	-	8,384,969
Fixed income:				
Corporate bonds	-	1,132,431	-	1,132,431
Government bonds	-	542,275	-	542,275
Index funds	-	5,140,620	-	5,140,620
Commingled funds	-	8,816,711	-	8,816,711
Hedge funds	-	-	5,364,756	5,364,756
Private equity fund	-	-	916,771	916,771
Real estate investments	-	-	304,991	304,991
Total investments	\$ <u>22,293,651</u>	\$ <u>15,632,037</u>	\$ <u>6,586,518</u>	\$ <u>44,512,206</u>

The table below sets forth a summary of changes in the fair value of the Foundation's Level III investments for the year ended March 31, 2012 and 2011:

	Level III Hedge Funds	Level III Private Equity Funds	Level III Real Estate
March 31, 2012			
Balance as of April 1, 2011	\$ 5,364,756	\$ 916,771	\$ 304,991
Unrealized gain	75,460	17,594	(51,895)
Purchases	500,000	50,000	300,000
Sales	-	(65,960)	-
Balance as of March 31, 2012	<u>\$ 5,940,216</u>	<u>\$ 918,405</u>	<u>\$ 553,096</u>
March 31, 2011			
Balance as of April 1, 2010	\$ 5,027,634	\$ 831,493	\$ -
Unrealized gain	337,122	45,278	-
Purchases	-	40,000	304,991
Balance as of March 31, 2011	<u>\$ 5,364,756</u>	<u>\$ 916,771</u>	<u>\$ 304,991</u>

ROSWELL PARK ALLIANCE FOUNDATION, INC.

NOTES TO THE FINANCIAL STATEMENTS

NOTE 2. FAIR VALUE MEASUREMENT (CONTINUED)

The following information pertains to those alternative investments recorded at net asset value in accordance with U.S. GAAP relating to such investments.

	<u>Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency (If Currently Eligible)</u>	<u>Redemption Notice Period</u>	<u>Investment Strategies of the Investees</u>
Index Funds	\$ 4,875,283	Not applicable	Daily	Daily	(a)
Commingled Funds	13,814,484	Not applicable	Monthly subscriptions and redemptions	6, 10, 15, or 30 business days written notice, prior to the end of the month for certain securities	(b)
Hedge Funds	5,940,216	Not applicable	Shares are redeemable for certain funds beginning in the first calendar quarter ending March 31, 2013, while the remaining shares are redeemable beginning January 1, 2014.	95 days written notice	(c)
Private Equity Fund	918,405	\$ 210,000	Not currently eligible	Not currently eligible	(d)
Real Estate	<u>553,096</u>	\$ 1,400,000	Not currently eligible	Not currently eligible	(e)
Total	<u>\$ 26,101,484</u>				

(a) This category includes investments in common commingled trust funds. The fair values of the investments in this category have been estimated using the net asset value per share of the investments as provided by the fund managers. The funds are invested in equity securities that attempt to closely mirror the returns of certain benchmark indices.

(b) This category includes investments primarily in open ended funds that invest in equity securities, high yield bonds, and local currency debt instruments. The fair values of the investments in this category have been estimated using the net asset value per share of the investments as provided by the fund managers.

(c) This category includes investments in hedge funds that employ a "fund of funds" investment strategy. The fair values of the investments in this category have been estimated using the net asset value per share of the investments as provided by the fund managers. Fund management invests in approximately 30 long/short positions, or will hold positions in 25-30 underlying hedge funds, that utilize strategies such as Convertible Arbitrage, Event Driven, Market Neutral, Macro, and others.

ROSWELL PARK ALLIANCE FOUNDATION, INC.

NOTES TO THE FINANCIAL STATEMENTS

NOTE 2. FAIR VALUE MEASUREMENT (CONTINUED)

- (d) This category includes investments in private equity funds. The fair values of the investments in this category have been estimated using the net asset value per share of the investments as provided by the fund managers. Fund management invests in securities of companies undergoing financial distress, operating difficulties and/or restructuring, and will make direct investments in such organizations in an amount not to exceed certain limits. Eligibility to redeem the Foundation's investment value will occur no later than the date the fund partnership's term is scheduled to end, which is currently December 31, 2019.
- (e) This category includes investments in real estate funds and portfolios. The fair values of the investments in this category have been estimated using the net asset value per share of the investments as provided by the fund managers. The fund looks to invest with, on average, nine to twelve separate fund managers having both operational and asset-level expertise.

NOTE 3. PLEDGES RECEIVABLE

Included in pledges receivable are the following unconditional promises to give at March 31:

	<u>2012</u>	<u>2011</u>
Amounts due:		
In less than one year	\$ 6,009,767	\$ 4,728,456
One to five years	10,858,336	7,885,590
Six to ten years	1,202,756	805,788
More than ten years	<u>450,000</u>	<u>450,000</u>
	18,520,859	13,869,834
Less: Unamortized discount	1,777,787	1,512,966
Less: Allowance for doubtful pledges	<u>23,252</u>	<u>50,465</u>
Present value of pledges receivable	<u>\$ 16,719,820</u>	<u>\$ 12,306,403</u>

Long-term pledges receivable are discounted at a rate of 5.0% at March 31, 2012 and 2011.

NOTE 4. NET ASSETS

Unrestricted net assets consist primarily of cash and investments which include unrealized holding gains and losses. These net assets are available for use in the general fulfillment of the Foundation's mission.

Temporarily restricted net assets represent contributions which are restricted by the donor for the conduct of specified cancer research, specific projects or departments at the Institute, for various construction projects on the RPCIC campus, or time.

Permanently restricted net assets are comprised of donor-restricted endowments maintained in perpetuity as investment principal. Investment earnings and gains and losses restricted by the donor are classified based strictly on donor intent.

ROSWELL PARK ALLIANCE FOUNDATION, INC.

NOTES TO THE FINANCIAL STATEMENTS

NOTE 5. RETIREMENT PLAN

The Foundation provides retirement benefits for all eligible employees through a contributory 403(b) defined contribution plan. Contribution expense was \$62,104 and \$47,175 for the years ended March 31, 2012 and 2011, respectively.

NOTE 6. ENDOWMENTS

The Foundation's endowment consists of approximately 96 individual permanent and temporarily restricted funds established for a variety of cancer research and treatment related purposes. All of the Foundation's endowments are donor restricted. The Foundation has interpreted the New York State Prudent Management of Institutional Funds Act ("NYPMIFA") as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor instructions to the contrary. As a result of this interpretation, the Foundation classifies as permanently restricted net assets (a) the original value of the gifts donated to the permanent endowment, and (b) the original value of subsequent gifts to the permanent endowment.

The Foundation has as its long-term investment objectives 1) to create a stream of investment returns which appropriately considers the present and future cash needs of the Foundation and 2) to maintain the purchasing power of the portfolio. The restricted net asset spending policy is to adhere to donor restrictions.

From time to time, the fair value of assets associated with individual donor restricted endowment funds may fall below the level that the donor or NYPMIFA requires the Foundation to retain as a fund of perpetual duration. Deficiencies of this nature were not in existence as of March 31, 2012 and 2011. A deficiency would be reported as a reduction in unrestricted net assets, with a corresponding inter-fund asset and liability recorded within permanently restricted and unrestricted funds, respectively.

The Foundation has adopted investment and spending policies for endowment assets that attempts to preserve the real purchasing power of the asset principal and provide a stable source of perpetual financial support to the Fund beneficiaries in accordance with the Roswell Park Alliance Foundation's Spending Policy. Under this policy, as approved by the board of directors, the endowment assets are invested in a manner that is intended to emphasize total return. The Foundation expects its endowment funds, over time, to provide an average rate of return that equals or exceeds increases in the Consumer Price Index ("CPI") plus five percent. Actual returns in any given year may vary from this amount.

Under the Foundation's spending policy, up to 5% may be utilized from restricted funds at the discretion of the investment committee of the board of directors. While this utilization is expected to be derived primarily from accumulated earnings, if deemed prudent by management and upon obtaining donor consent (as applicable), this amount may be utilized from restricted funds themselves.

All earnings on temporarily restricted and permanently restricted net assets for which there is no donor restriction pertaining to their use are recorded as temporarily restricted until such time as the funds are expended or appropriated for expenditure by the board of directors.

ROSWELL PARK ALLIANCE FOUNDATION, INC.

NOTES TO THE FINANCIAL STATEMENTS

NOTE 6. ENDOWMENTS (CONTINUED)

The following is a summary of changes in the Foundation's endowment net assets for the year ended March 31, 2012:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets, beginning of year	\$ (358,603)	\$ 3,554,595	\$ 27,240,488	\$ 30,436,480
Investment return:				
Investment income	-	718,798	-	718,798
Net realized and unrealized losses on endowment funds	(76,642)	(175,132)	-	(251,774)
Total investment return	(76,642)	543,666	-	467,024
Contributions	-	-	1,739,658	1,739,658
Appropriations for expenditure	-	(1,010,252)	-	(1,010,252)
Endowment net assets, end of year	\$ (435,245)	\$ 3,088,009	\$ 28,980,146	\$ 31,632,910

The following is a summary of changes in the Foundation's endowment net assets for the year ended March 31, 2011:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets, beginning of year	\$ (1,192,916)	\$ 1,722,163	\$ 25,268,529	\$ 25,797,776
Investment return:				
Investment income	-	575,750	-	575,750
Net realized and unrealized gains on endowment funds	834,313	1,676,688	-	2,511,001
Total investment return	843,313	2,252,438	-	3,086,752
Contributions	-	-	1,971,959	1,971,959
Appropriations for expenditure	-	(420,006)	-	(420,006)
Endowment net assets, end of year	\$ (358,603)	\$ 3,554,595	\$ 27,240,488	\$ 30,436,480

NOTE 7. COMMITMENTS

The Foundation has invested in certain alternative-type investments consisting of holdings in certain private equity funds and hedge and real estate funds, as further discussed in Note 2. In connection with one of these fund investments, the Foundation committed to investing a total of \$1,000,000 in the particular fund. The Foundation had invested approximately \$790,000 in this fund as of March 31, 2012. In addition, during fiscal year 2011, the Foundation invested in a new fund, requiring a total capital investment of \$2 million. As of March 31, 2012, approximately \$600,000 of this commitment had been met, leaving an additional \$1.4 million remaining. The remainder of these commitments is expected to be funded out of the Foundation's other cash and investments holdings in the future.