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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation****2012**Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2012, or tax year beginning , 2012, and ending**JOHN R. OISHEI FOUNDATION  
726 EXCHANGE ST., SUITE 510  
BUFFALO, NY 14210

<b>A</b>	Employer identification number <b>16-0874319</b>
<b>B</b>	Telephone number (see the instructions) <b>716-856-9490</b>
<b>C</b>	If exemption application is pending, check here <input type="checkbox"/>
<b>D 1</b>	Foreign organizations, check here... <input type="checkbox"/>
<b>2</b>	Foreign organizations meeting the 85% test, check here and attach computation... <input type="checkbox"/>
<b>E</b>	If private foundation status was terminated under section 507(b)(1)(A), check here... <input type="checkbox"/>
<b>F</b>	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here... <input type="checkbox"/>

**G** Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input checked="" type="checkbox"/> Amended return
<input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Name change

**H** Check type of organization: ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
**\$ 255,827,396.**

**J** Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis.)

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b>	Contributions, gifts, grants, etc. received (att sch)	<b>945,977.</b>			
<b>2</b>	Ch <input type="checkbox"/> if the foundn is not req to att Sch B				
<b>3</b>	Interest on savings and temporary cash investments				
<b>4</b>	Dividends and interest from securities	<b>6,588,561.</b>	<b>7,350,888.</b>		
<b>5a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain/(loss) from sale of assets not on line 10	<b>451,495.</b>			
<b>b</b>	Gross sales price for all assets on line 6a <b>52,092,018.</b>				
<b>7</b>	Capital gain net income (from Part IV, line 2)		<b>0.</b>		
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less: Cost of goods sold <b>2,015.</b>				
<b>11</b>	Other income (attach schedule)				
<b>12</b>	<b>TOTAL. Add lines 1 through 11</b>	<b>8,694,414.</b>	<b>8,059,269.</b>	<b>0.</b>	
<b>13</b>	Compensation of officers, directors, trustees, etc.	<b>552,500.</b>	<b>110,500.</b>		<b>442,000.</b>
<b>14</b>	Other employee salaries and wages	<b>346,000.</b>			<b>346,000.</b>
<b>15</b>	Pension plans, employee benefits	<b>111,206.</b>			<b>154,084.</b>
<b>16a</b>	Legal fees (attach schedule) <b>SEE ST. 3</b>	<b>36,317.</b>	<b>7,263.</b>		<b>29,053.</b>
<b>b</b>	Accounting fees (attach sch) <b>SEE ST. 4</b>	<b>42,472.</b>	<b>10,424.</b>		<b>32,048.</b>
<b>c</b>	Other prof fees (attach sch) <b>SEE ST. 5</b>	<b>4,240,624.</b>	<b>4,264,286.</b>		<b>117,505.</b>
<b>17</b>	Interest	<b>2,488.</b>			<b>2,488.</b>
<b>18</b>	Taxes (attach schedule) (see instrs) <b>SEE STM 6</b>	<b>289,878.</b>			
<b>19</b>	Depreciation (attach sch) and depletion				
<b>20</b>	Occupancy	<b>117,349.</b>			<b>117,349.</b>
<b>21</b>	Travel, conferences, and meetings	<b>15,121.</b>			<b>15,121.</b>
<b>22</b>	Printing and publications	<b>3,919.</b>			<b>3,919.</b>
<b>23</b>	Other expenses (attach schedule) <b>SEE STATEMENT 7</b>	<b>213,167.</b>			<b>213,172.</b>
<b>24</b>	<b>Total operating and administrative expenses. Add lines 13 through 23.</b>	<b>5,971,041.</b>	<b>4,392,473.</b>		<b>1,472,739.</b>
<b>25</b>	Contributions, gifts, grants paid <b>PART XV.</b>	<b>17,421,218.</b>			<b>17,421,218.</b>
<b>26</b>	<b>Total expenses and disbursements. Add lines 24 and 25.</b>	<b>23,392,259.</b>	<b>4,392,473.</b>	<b>0.</b>	<b>18,893,957.</b>
<b>27</b>	Subtract line 26 from line 12:				
<b>a</b>	<b>Excess of revenue over expenses and disbursements</b>	<b>-14,697,845.</b>			
<b>b</b>	<b>Net investment income</b> (if negative, enter -0-)		<b>3,666,796.</b>		
<b>c</b>	<b>Adjusted net income</b> (if negative, enter -0-)			<b>0.</b>	

SCANNED APR 02 2015

REVENUE  
ADMINISTRATIVE AND OPERATING EXPENSES

918 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing .....	14,040.	48,590.	48,590.
	2	Savings and temporary cash investments .....	1,009,368.	7,378,073.	7,378,073.
	3	Accounts receivable .....			
		Less: allowance for doubtful accounts ▶ .....			
	4	Pledges receivable .....			
		Less: allowance for doubtful accounts ▶ .....			
	5	Grants receivable .....			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) .....			
	7	Other notes and loans receivable (attach sch) ▶ .....			
		Less: allowance for doubtful accounts ▶ .....			
	8	Inventories for sale or use .....			
	9	Prepaid expenses and deferred charges .....		65,446.	65,446.
	10a	Investments — U.S. and state government obligations (attach schedule) .....			
	b	Investments — corporate stock (attach schedule) .....			
	c	Investments — corporate bonds (attach schedule) .....			
	11	Investments — land, buildings, and equipment: basis .....			
	Less: accumulated depreciation (attach schedule) ▶ .....				
12	Investments — mortgage loans .....				
13	Investments — other (attach schedule) .....	225,457,644.	204,779,501.	243,596,992.	
14	Land, buildings, and equipment: basis ▶ .....				
	Less: accumulated depreciation (attach schedule) ▶ .....				
15	Other assets (describe ▶ SEE STATEMENT 8) .....	5,748,875.	4,738,295.	4,738,295.	
16	<b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item i) .....	232,229,927.	217,009,905.	255,827,396.	
LIABILITIES	17	Accounts payable and accrued expenses .....			
	18	Grants payable .....			
	19	Deferred revenue .....			
	20	Loans from officers, directors, trustees, & other disqualified persons .....			
	21	Mortgages and other notes payable (attach schedule) .....			
	22	Other liabilities (describe ▶ SEE STATEMENT 9) .....	172,038.	269,535.	
23	<b>Total liabilities</b> (add lines 17 through 22) .....	172,038.	269,535.		
NET ASSET BALANCES	Foundations that follow SFAS 117, check here .....				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted .....			
	25	Temporarily restricted .....			
	26	Permanently restricted .....			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> .....				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds .....	232,057,889.	216,740,370.	
	28	Paid-in or capital surplus, or land, building, and equipment fund .....			
29	Retained earnings, accumulated income, endowment, or other funds .....				
30	<b>Total net assets or fund balances</b> (see instructions) .....	232,057,889.	216,740,370.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) .....	232,229,927.	217,009,905.		

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) .....	1	232,057,889.
2	Enter amount from Part I, line 27a. ....	2	-14,697,845.
3	Other increases not included in line 2 (itemize) ▶ .....	3	
4	Add lines 1, 2, and 3. ....	4	217,360,044.
5	Decreases not included in line 2 (itemize) ▶ .....	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) — Part II, column (b), line 30 .....	6	217,360,044.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 10				
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div> <div> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>	2	-5,618,200.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8.	<div> <div> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	17,396,439.	252,347,327.	0.068938
2010	16,444,774.	245,817,183.	0.066898
2009	14,236,681.	226,321,665.	0.062905
2008	18,137,455.	273,143,535.	0.066403
2007	16,779,028.	305,422,325.	0.054937

2 Total of line 1, column (d)	2	0.320081
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.064016
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	244,758,560.
5 Multiply line 4 by line 3	5	15,668,464.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	36,668.
7 Add lines 5 and 6	7	15,705,132.
8 Enter qualifying distributions from Part XII, line 4	8	18,893,957.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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Form 990-PF (2012)

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	36,668.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	36,668.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	36,668.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	31,741.	
b Exempt foreign organizations — tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	200,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	231,741.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	81.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	194,992.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 194,992. Refunded	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NY		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(i)(3) or 4942(i)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2012)

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions).....	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions) .....	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? .... Website address..... <b>WWW.OISHEI.ORG</b>	13	X	
14	The books are in care of <b>ROBERT GIOIA</b> Telephone no. <b>716-856-9490</b> Located at <b>726 EXCHANGE ST., SUITE 510 BUFFALO NY</b> ZIP + 4 <b>14210</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here..... <b>N/A</b> <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year..... <b>15</b> <b>N/A</b>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? .....	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶				

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
<b>1 a</b> During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? .....	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? .....	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? .....	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? .....	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? .....	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) .....	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b> If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? .....	<b>1 b</b>	X
Organizations relying on a current notice regarding disaster assistance check here..... ▶ <input type="checkbox"/>		
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? .....	<b>1 c</b>	X
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
<b>a</b> At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? .....	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __		
<b>b</b> Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.) .....	<b>2 b</b>	N/A
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 __ , 20 __ , 20 __ , 20 __		
<b>3 a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? .....	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
<b>b</b> If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) .....	<b>3 b</b>	X
<b>4 a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? .....	<b>4 a</b>	X
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? .....	<b>4 b</b>	X

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Form 990-PF (2012)

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b** X**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ NoIf "Yes" to 6b, file Form 8870. **6b** X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		552,500	24,615	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BLYTHE T MERRILL 726 EXCHANGE ST., STE. 510, BUFFALO, NY	PROGRAM OFFIC 40	101,200	9,488	0
GAYLE HOUCK 726 EXCHANGE ST., STE. 510, BUFFALO, NY	EXEC ASST 40	84,540	5,591	0
LAWRENCE COOK 726 EXCHANGE ST., STE. 510, BUFFALO, NY	PROGRAM OFFIC 40	74,350	6,781	0
JACQUELYN REISDORF 726 EXCHANGE ST., STE. 510, BUFFALO, NY	RECEPTIONIST 40	56,850	7,927	0

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

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SILCHESTER INTERNATIONAL INVESTORS 780 THIRD AVE 42ND FLOOR NEW YORK, NY 10017	INVESTMENT MANAGER	195,644.
CANYON REALIZATION FUND 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	INVESTMENT MANAGER	368,866.
OZ OVERSEAS FUND LTD 2000 PARK AVENUE 39TH FLOOR NEW YORK, NY 10010	INVESTMENT MANAGER	208,063.
ADAGE CAPITAL PARTNERS LP 200 CLARENDON ST BOSTON, MA 02116	INVESTMENT MANAGER	243,994.
POINTER OFFSHORE LTD 2920 MATHESON BLVD EAST , ONTARIO L4W 5J4 CANADA	INVESTMENT MANAGER	177,040.
Total number of others receiving over \$50,000 for professional services .....		14

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

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 .....	0.

BAA

Form 990-PF (2012)



**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities.....	1a	242,566,101.
b	Average of monthly cash balances.....	1b	5,914,747.
c	Fair market value of all other assets (see instructions) ..	1c	5,000.
d	Total (add lines 1a, b, and c) .....	1d	248,485,848.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) .....	1e	0.
2	Acquisition indebtedness applicable to line 1 assets .....	2	0.
3	Subtract line 2 from line 1d .....	3	248,485,848.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) ..	4	3,727,288.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 ..	5	244,758,560.
6	Minimum investment return. Enter 5% of line 5 .....	6	12,237,928.

**Part XI** Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6 .....	1	12,237,928.
2a	Tax on investment income for 2012 from Part VI, line 5 .....	2a	36,668.
b	Income tax for 2012. (This does not include the tax from Part VI.) ..	2b	
c	Add lines 2a and 2b .....	2c	36,668.
3	Distributable amount before adjustments. Subtract line 2c from line 1 ..	3	12,201,260.
4	Recoveries of amounts treated as qualifying distributions ..	4	1,060,580.
5	Add lines 3 and 4 .....	5	13,261,840.
6	Deduction from distributable amount (see instructions) .....	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	7	13,261,840.

**Part XII** Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26 .....	1a	18,893,957.
b	Program-related investments — total from Part IX-B .....	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes .....	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required) .....	3a	
b	Cash distribution test (attach the required schedule) .....	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 .....	4	18,893,957.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) .....	5	36,668.
6	Adjusted qualifying distributions. Subtract line 5 from line 4 .....	6	18,857,289.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7 .....				13,261,840.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only .....			0.	
b Total for prior years: 20 __, 20 __, 20 __ .....		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 .....				
b From 2008 .....				
c From 2009 .....				
d From 2010 .....				
e From 2011 .....	4,640,711.			
f Total of lines 3a through e .....	4,640,711.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 18,893,957.				
a Applied to 2011, but not more than line 2a ..			0.	
b Applied to undistributed income of prior years (Election required — see instructions) .....		0.		
c Treated as distributions out of corpus (Election required — see instructions) .....	778,399.			
d Applied to 2012 distributable amount .....				13,261,840.
e Remaining amount distributed out of corpus ..	4,853,718.			
5 Excess distributions carryover applied to 2012 .....	0.			0.
<i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 .....	10,272,828.			
b Prior years' undistributed income. Subtract line 4b from line 2b .....		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed ..		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions .....		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions ..			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 .....				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) .....	778,399.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) ..	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a .....	9,494,429.			
10 Analysis of line 9:				
a Excess from 2008 ..				
b Excess from 2009 ..				
c Excess from 2010 ..				
d Excess from 2011 ..	3,862,312.			
e Excess from 2012 ..	5,632,117.			

BAA

Form 990-PF (2012)

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

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling: \_\_\_\_\_

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed: _____					
<b>b</b> 85% of line 2a: _____					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed: _____					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities: _____					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c: _____					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> 'Assets' alternative test – enter:					
<b>(1)</b> Value of all assets: _____					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i): _____					
<b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed: _____					
<b>c</b> 'Support' alternative test – enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties): _____					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii): _____					
<b>(3)</b> Largest amount of support from an exempt organization: _____					
<b>(4)</b> Gross investment income: _____					

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

**1 Information Regarding Foundation Managers:**

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

NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 12

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

SEE STATEMENT FOR LINE 2A

**c** Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year SEE ATTACHED	NONE	PUBLIC	SEE ATTACHED	17,421,218.
<b>Total</b> ..... ▶ <b>3a</b>				17,421,218.
<b>b</b> Approved for future payment SEE ATTACHED	NONE	PUBLIC	SEE ATTACHED	35,006,231.
<b>Total</b> ..... ▶ <b>3b</b>				35,006,231.



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

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

[illegible]

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

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

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

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

Signature of officer or trustee [Signature] Date 13/25/15 Title PRESIDENT

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	CHERYL A. HALL CPA	<i>Cheryl A. Hall CPA</i>	3/23/2015		P00037226
	Firm's name ▶ PRICEWATERHOUSECOOPERS LLP			Firm's EIN ▶ 13-4008324	
	Firm's address ▶ 726 EXCHANGE ST., STE. 1010, BUFFALO, NY 14210			Phone no. (716) 856-4650	

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No. 1545-0047

**2012**

Name of the organization

Employer identification number

**JOHN R. OISHEI FOUNDATION**

**16-0874319**

Organization type (check one):

Filers of:

Form 990 or 990-EZ

**Section:**

- ☐ 501(c)( ) (enter number) organization  
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation  
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation  
☐ 501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc. purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc. purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc. contributions of \$5,000 or more during the year. . . . . ► \$ \_\_\_\_\_

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

**BAA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.** Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

JOHN R. OISHEI FOUNDATION

16-0874319

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	OISHEI CONSOLIDATED TRUST #1 3116 VISTA SANDIA SANTA FE, NM 87505	\$ 945,977.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization

Employer identification number

JOHN R. OISHEI FOUNDATION

16-0874319

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

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

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

JOHN R. OISHEI FOUNDATION

Employer identification number

16-0874319

**Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8) or (10)****organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter total of exclusively religious, charitable, etc.,

contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ N/A

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

BAA

CLIENT 97-99

JOHN R. OISHEI FOUNDATION

16-0874319

**STATEMENT 1**  
**FORM 990-PF**  
**EXPLANATION OF AMENDED RETURN**

INFORMATION REGARDING EXPENDITURE RESPONSIBILITY HAS BEEN ADDED TO THIS AMENDED RETURN

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 11**  
**OTHER INCOME**

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MISC INCOME.....	\$ 7,209.		
PARTNERSHIP OTHER INCOME.....	701,172.		
TOTAL	\$ 708,381.	\$ 0.	\$ 0.

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 16A**  
**LEGAL FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JAECKLE FLEISHMANN.....	\$ 36,317.	\$ 7,263.		\$ 29,053.
TOTAL	\$ 36,317.	\$ 7,263.	\$ 0.	\$ 29,053.

**STATEMENT 4**  
**FORM 990-PF, PART I, LINE 16B**  
**ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ALLAN R. WIEGLEY CPA.....	\$ 21,172.	\$ 10,424.		\$ 10,748.
LUMSDEN & MCCORMICK CPA LLP.....	16,300.			16,300.
PRICEWATERHOUSECOOPERS LLP.....	5,000.			5,000.
TOTAL	\$ 42,472.	\$ 10,424.	\$ 0.	\$ 32,048.

CLIENT 97-99

JOHN R. OISHEI FOUNDATION

16-0874319

**STATEMENT 5**  
**FORM 990-PF, PART I, LINE 16C**  
**OTHER PROFESSIONAL FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES.....	\$ 117,505.			\$ 117,505.
INVESTMENT MANAGEMENT FEE.....	2,920,898.	\$ 2,920,898.		
PARTNERSHIP EXPENSES PER K-1.....	1,202,221.	1,343,388.		
<b>TOTAL</b>	<b>\$ 4,240,624.</b>	<b>\$ 4,264,286.</b>	<b>\$ 0.</b>	<b>\$ 117,505.</b>

**STATEMENT 6**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES .....	\$ 247,000.			
PAYROLL TAXES.....	42,878.			
<b>TOTAL</b>	<b>\$ 289,878.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**STATEMENT 7**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMUNITY & GRANT ACTIVITIES.....	\$ 49,839.			\$ 49,839.
COMPUTER EXPENSES.....	58,979.			58,979.
INSURANCE.....	15,682.			15,682.
LICENSES, PERMITS, & FILING FEES..	1,500.			1,500.
MEETINGS.....	7,551.			7,551.
MEMBERSHIP FEES.....	26,912.			26,912.
MISCELLANEOUS EXPENSES.....	1,466.			1,466.
OFFICE SUPPLIES.....	11,761.			11,761.
OUTSIDE SERVICES.....	7,343.			7,343.
POSTAGE & DELIVERY.....	4,931.			4,931.
ROUNDING.....				5.
SUBSCRIPTIONS.....	1,780.			1,780.
TELEPHONE.....	25,423.			25,423.
<b>TOTAL</b>	<b>\$ 213,167.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>	<b>\$ 213,172.</b>

CLIENT 97-99

JOHN R. OISHEI FOUNDATION

16-0874319

**STATEMENT 8**  
**FORM 990-PF, PART II, LINE 15**  
**OTHER ASSETS**

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
MISSION RELATED INVESTMENTS.....	\$ 300,000.	\$ 300,000.
PROGRAM RELATED INVESTMENTS.....	4,438,295.	4,438,295.
TOTAL	<u>\$ 4,738,295.</u>	<u>\$ 4,738,295.</u>

**STATEMENT 9**  
**FORM 990-PF, PART II, LINE 22**  
**OTHER LIABILITIES**

FEDERAL EXCISE TAXES DUE .....	\$ 265,181.
PAYROLL TAXES.....	4,354.
TOTAL	<u>\$ 269,535.</u>

**STATEMENT 10**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	1.00 AEW GLOBAL PROPERTIES SECURITIS FD LP	PURCHASED	12/31/2010	2/01/2012
2	16,212.177 ALYDAR FUND LIMITED CL A-2	PURCHASED	12/31/2010	12/24/2012
3	8,063.786 ALYDAR FUND LIMITED CL G-1	PURCHASED	12/31/2010	12/24/2012
4	37,965.072 AMERICAN EUROPACIFIC GRTH-F2	PURCHASED	12/31/2010	3/28/2012
5	30,384.054 ARTISAN MID CAP FD INSTL #1333	PURCHASED	12/31/2010	3/28/2012
6	1.00 AXIOM INTERNATIONAL EQUITY FUND	PURCHASED	10/01/2012	10/02/2012
7	334.87 CANYON REALIZATION FUND LTD CL A	PURCHASED	12/31/2010	7/02/2012
8	14.12 CANYON VALUE FUND A CL DI	PURCHASED	12/31/2010	1/01/2012
9	17.72 CANYON VALUE FUND A CL DI	PURCHASED	12/31/2010	3/26/2012
10	17.89 CANYON VALUE FUND A CL DI	PURCHASED	12/31/2010	5/01/2012
11	19.59 CANYON VALUE FUND A CL DI	PURCHASED	12/31/2010	8/28/2012
12	19.42 CANYON VALUE FUND A CL DI	PURCHASED	12/31/2010	10/31/2012
13	3.39 CANYON VALUE FUND A CL DI-R	PURCHASED	12/31/2010	1/01/2012
14	4.26 CANYON VALUE FUND A CL DI-R	PURCHASED	12/31/2010	2/15/2012
15	4.29 CANYON VALUE FUND A CL DI-R	PURCHASED	12/31/2010	4/01/2012
16	4.70 CANYON VALUE FUND A CL DI-R	PURCHASED	12/31/2010	7/02/2012
17	4.63 CANYON VALUE FUND A CL DI-R	PURCHASED	12/31/2010	10/02/2012
18	16,756.032 CRM MID CAP VALUE FD INSTL	PURCHASED	12/31/2010	3/28/2012
19	192,662.750 DELAWARE POOLED TR GLB FX INCM FD#38	PURCHASED	12/16/2011	1/31/2012
20	2,436.954 DELAWARE POOLED TR GLB FX INCM FD#38	PURCHASED	12/16/2011	1/31/2012
21	1,410,566.56 DELAWARE POOLED TR GLB FX INCM FD#38	PURCHASED	12/31/2010	1/31/2012
22	21,168.501 EATON VANCE PARAMETRIC T/M EMER MKTS	PURCHASED	12/31/2010	3/28/2012
23	1,556.000 GS PRIVATE EQUITY PARTNERS III L.P.	PURCHASED	12/31/2010	6/28/2012
24	530.89 HIGHCLERE INTL INVESTORS SMID FUND	PURCHASED	5/27/2011	1/31/2012
25	530.45 HIGHCLERE INTL INVESTORS SMID FUND	PURCHASED	5/27/2011	2/29/2012

STATEMENT 10 (CONTINUED)  
FORM 990-PF, PART IV, LINE 1  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
26	530.00 HIGHCLERE INTL INVESTORS SMID FUND	PURCHASED	5/27/2011	3/30/2012
27	529.56 HIGHCLERE INTL INVESTORS SMID FUND	PURCHASED	5/27/2011	4/30/2012
28	529.12 HIGHCLERE INTL INVESTORS SMID FUND	PURCHASED	5/27/2011	5/30/2012
29	528.68 HIGHCLERE INTL INVESTORS SMID FUND	PURCHASED	5/27/2011	6/29/2012
30	528.24 HIGHCLERE INTL INVESTORS SMID FUND	PURCHASED	5/27/2011	7/31/2012
31	527.80 HIGHCLERE INTL INVESTORS SMID FUND	PURCHASED	5/27/2011	8/31/2012
32	527.36 HIGHCLERE INTL INVESTORS SMID FUND	PURCHASED	5/27/2011	10/03/2012
33	526.92 HIGHCLERE INTL INVESTORS SMID FUND	PURCHASED	5/27/2011	10/31/2012
34	526.48 HIGHCLERE INTL INVESTORS SMID FUND	PURCHASED	5/27/2011	11/30/2012
35	526.04 HIGHCLERE INTL INVESTORS SMID FUND	PURCHASED	5/27/2011	12/31/2012
36	169.40 MARATHON-LONDON INTL INV TRUST I	PURCHASED	5/31/2011	1/31/2012
37	169.28 MARATHON-LONDON INTL INV TRUST I	PURCHASED	5/31/2011	2/29/2012
38	169.15 MARATHON-LONDON INTL INV TRUST I	PURCHASED	5/31/2011	3/30/2012
39	169.02 MARATHON-LONDON INTL INV TRUST I	PURCHASED	5/31/2011	4/30/2012
40	168.89 MARATHON-LONDON INTL INV TRUST I	PURCHASED	5/31/2011	5/30/2012
41	168.77 MARATHON-LONDON INTL INV TRUST I	PURCHASED	5/31/2011	6/29/2012
42	168.64 MARATHON-LONDON INTL INV TRUST I	PURCHASED	5/31/2011	7/31/2012
43	168.52 MARATHON-LONDON INTL INV TRUST I	PURCHASED	5/31/2011	8/31/2012
44	336.65 MARATHON-LONDON INTL INV TRUST I	PURCHASED	5/31/2011	10/31/2012
45	168.14 MARATHON-LONDON INTL INV TRUST I	PURCHASED	5/31/2011	11/30/2012
46	168.01 MARATHON-LONDON INTL INV TRUST I	PURCHASED	5/31/2011	12/31/2012
47	762.17 MONDORIAN GLOBAL FIXED INCOME FUND LP	PURCHASED	2/01/2012	6/29/2012
48	119,680.220 MONDORIAN GLOBAL FIXED INCOME FUND LP	PURCHASED	2/01/2012	10/01/2012
49	1,145.760 MONDORIAN GLOBAL FIXED INCOME FUND LP	PURCHASED	2/01/2012	10/30/2012
50	1,188.960 MONDORIAN GLOBAL FIXED INCOME FUND LP	PURCHASED	2/01/2012	12/31/2012
51	63.54 OZ OVERSEAS FUND LTD	PURCHASED	12/31/2010	1/26/2012
52	217.66 OZ OVERSEAS FUND LTD	PURCHASED	12/31/2010	4/30/2012
53	0.92 OZ OVERSEAS FUND LTD	PURCHASED	12/31/2010	5/29/2012
54	848.58 OZ OVERSEAS FUND LTD	PURCHASED	12/31/2010	6/01/2012
55	112.84 OZ OVERSEAS FUND LTD	PURCHASED	12/31/2010	10/31/2012
56	115.72 OZ OVERSEAS FUND LTD	PURCHASED	12/31/2010	11/15/2012
57	161.05 OZ OVERSEAS FUND LTD	PURCHASED	12/31/2010	12/31/2012
58	228,937.729 PIMCO TOTAL RETURN FUND #35	PURCHASED	12/31/2010	1/10/2012
59	175,746.940 PIMCO TOTAL RETURN FUND #35	PURCHASED	12/31/2010	7/09/2012
60	3,500,000.00 ROYAL CAP VALUE FUND LP	PURCHASED	12/31/2010	7/17/2012
61	227.62 SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	1/31/2012
62	227.11 SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	2/29/2012
63	226.91 SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	3/30/2012
64	227.00 SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	4/30/2012
65	228.16 SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	5/31/2012
66	227.15 SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	6/29/2012
67	226.89 SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	7/31/2012
68	226.24 SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	8/31/2012

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STATEMENT 10 (CONTINUED)  
FORM 990-PF, PART IV, LINE 1  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
69	225.62 SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	10/03/2012
70	210.46 SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	10/30/2012
71	19,783.780 SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	10/30/2012
72	210.08 SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	11/30/2012
73	209.65 SILCHESTER INVS INTL VALUE EQUITY FD	PURCHASED	12/31/2010	12/31/2012
74	115,133.094 SSGA RUSSELL 3000 INDX NL- CMU3	PURCHASED	12/31/2010	4/04/2012
75	175,177.367 SSGA RUSSELL 3000 INDX NL- CMU3	PURCHASED	12/31/2010	9/17/2012
76	5,825.903 STONE HARBOR EMG MKT DEBT-IS	PURCHASED	2/24/2012	4/16/2012
77	4,282.860 STONE HARBOR EMG MKT DEBT-IS	PURCHASED	12/21/2011	4/16/2012
78	3,426.285 STONE HARBOR EMG MKT DEBT-IS	PURCHASED	12/21/2011	4/16/2012
79	6,318.780 STONE HARBOR EMG MKT DEBT-IS	PURCHASED	11/29/2011	4/16/2012
80	455,373.406 STONE HARBOR EMG MKT DEBT-IS	PURCHASED	10/14/2011	4/16/2012
81	68,399.453 WELLINGTON TR FD CTF STRAT REAL ASST	PURCHASED	12/31/2010	2/01/2012
82	36,954.915 WELLINGTON TR FD CTF STRAT REAL ASST	PURCHASED	12/31/2010	8/01/2012
83	35,211.270 WELLINGTON TR FD CTF STRAT REAL ASST	PURCHASED	12/31/2010	10/04/2012
84	CAPITAL GAIN DIVIDENDS	PURCHASED	VARIOUS	VARIOUS
85	LITIGATION SETTLEMENTS	PURCHASED	VARIOUS	VARIOUS
86	PARTNERSHIP PER K-1'S	PURCHASED	VARIOUS	VARIOUS
87	PARTNERSHIP PER K-1'S	PURCHASED	VARIOUS	VARIOUS
88	PARTNERSHIP PER K-1'S	PURCHASED	VARIOUS	VARIOUS
89	PARTNERSHIP PER K-1'S	PURCHASED	VARIOUS	VARIOUS
90	PARTNERSHIP UBTI	PURCHASED	VARIOUS	VARIOUS
91	FROM FORM 4621	PURCHASED	VARIOUS	VARIOUS
92	OCM MARINE	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	1500000.		4677384.	-3177384.				\$-3177384.
2	2814106.		2425193.	388,913.				388,913.
3	1026417.		999,388.	27,029.				27,029.
4	1500000.		1385845.	114,155.				114,155.
5	1250000.		547,250.	702,750.				702,750.
6	0.		5385762.	-5385762.				-5385762.
7	2000000.		1434756.	565,244.				565,244.
8	20,141.		13,416.	6,725.				6,725.
9	25,176.		16,836.	8,340.				8,340.
10	25,819.		17,001.	8,818.				8,818.
11	28,579.		18,619.	9,960.				9,960.
12	30,780.		18,455.	12,325.				12,325.
13	0.		4,106.	-4,106.				-4,106.
14	6,279.		5,156.	1,123.				1,123.
15	6,440.		5,196.	1,244.				1,244.
16	7,128.		5,684.	1,444.				1,444.
17	7,535.		5,603.	1,932.				1,932.

STATEMENT 10 (CONTINUED)  
FORM 990-PF, PART IV, LINE 1  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
18	500,000.		417,898.	82,102.				\$ 82,102.
19	1943967.		1895801.	48,166.				48,166.
20	24,589.		1895801.	-1871212.				-1871212.
21	14232617.		15390851.	-1158234.				-1158234.
22	984,479.		751,000.	233,479.				233,479.
23	0.		116.	-116.				-116.
24	9,278.		9,942.	-664.				-664.
25	9,981.		9,934.	47.				47.
26	10,108.		9,925.	183.				183.
27	10,122.		9,917.	205.				205.
28	9,048.		9,909.	-861.				-861.
29	9,562.		9,900.	-338.				-338.
30	9,833.		9,892.	-59.				-59.
31	10,024.		9,884.	140.				140.
32	10,385.		9,373.	1,012.				1,012.
33	10,453.		9,365.	1,088.				1,088.
34	10,674.		9,357.	1,317.				1,317.
35	10,967.		9,349.	1,618.				1,618.
36	6,723.		7,461.	-738.				-738.
37	7,090.		7,455.	-365.				-365.
38	7,121.		7,450.	-329.				-329.
39	7,037.		7,444.	-407.				-407.
40	6,300.		7,438.	-1,138.				-1,138.
41	6,683.		7,433.	-750.				-750.
42	7,410.		7,427.	-17.				-17.
43	6,919.		7,422.	-503.				-503.
44	14,240.		14,559.	-319.				-319.
45	7,218.		7,271.	-53.				-53.
46	7,452.		7,266.	186.				186.
47	12,304.		12,426.	-122.				-122.
48	2000000.		1951151.	48,849.				48,849.
49	19,147.		18,679.	468.				468.
50	19,259.		19,384.	-125.				-125.
51	0.		50,671.	-50,671.				-50,671.
52	0.		173,573.	-173,573.				-173,573.
53	0.		735.	-735.				-735.
54	2000000.		676,699.	1323301.				1323301.
55	0.		89,984.	-89,984.				-89,984.
56	0.		92,283.	-92,283.				-92,283.
57	0.		128,429.	-128,429.				-128,429.
58	2500000.		2529646.	-29,646.				-29,646.
59	2000000.		1941915.	58,085.				58,085.
60	2910343.		3500000.	-589,657.				-589,657.
61	16,307.		18,229.	-1,922.				-1,922.
62	16,761.		18,188.	-1,427.				-1,427.
63	16,786.		18,173.	-1,387.				-1,387.
64	16,419.		18,179.	-1,760.				-1,760.
65	14,791.		18,273.	-3,482.				-3,482.
66	15,753.		18,192.	-2,439.				-2,439.
67	4,128.		18,171.	-14,043.				-14,043.
68	16,476.		18,119.	-1,643.				-1,643.
69	17,106.		19,609.	-2,503.				-2,503.
70	16,173.		18,291.	-2,118.				-2,118.



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**STATEMENT 10 (CONTINUED)**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
71	1500000.		1719413.	-219,413.				\$ -219,413.
72	16,321.		18,258.	-1,937.				-1,937.
73	16,880.		18,221.	-1,341.				-1,341.
74	1250000.		1008540.	241,460.				241,460.
75	2000000.		1534515.	465,485.				465,485.
76	65,949.		65,716.	233.				233.
77	48,482.		46,169.	2,313.				2,313.
78	38,786.		36,935.	1,851.				1,851.
79	71,529.		68,306.	3,223.				3,223.
80	5154827.		5000000.	154,827.				154,827.
81	1000000.		909,737.	90,263.				90,263.
82	500,000.		491,514.	8,486.				8,486.
83	500,000.		504,654.	-4,654.				-4,654.
84	137,435.		0.	137,435.				137,435.
85	41,372.		0.	41,372.				41,372.
86	697,885.		0.	697,885.				697,885.
87	1789534.		0.	1789534.				1789534.
88	150,608.		0.	150,608.				150,608.
89	70,860.		0.	70,860.				70,860.
90	0.		110,085.	-110,085.				-110,085.
91	4.		0.	4.				4.
92	4,447.		0.	4,447.				4,447.
TOTAL								<u>\$ -5618200.</u>

**STATEMENT 11**  
**FORM 990-PF, PART VIII, LINE 1**  
**LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
MARY MARTINO 726 EXCHANGE ST., SUITE 510 BUFFALO, NY 14210	DIRECTOR 8.00	\$ 26,500.	\$ 0.	\$ 0.
CHRISTOPHER DUNSTAN 726 EXCHANGE ST., SUITE 510 BUFFALO, NY 14210	DIRECTOR 6.00	29,500.	0.	0.
ANN MCCARTHY 726 EXCHANGE ST., SUITE 510 BUFFALO, NY 14210	DIRECTOR 8.00	0.	0.	0.
THOMAS E. BAKER 726 EXCHANGE ST., SUITE 510 BUFFALO, NY 14210	DIRECTOR 8.00	21,250.	0.	0.

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**STATEMENT 11 (CONTINUED)**  
**FORM 990-PF, PART VIII, LINE 1**  
**LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
EDWARD F WALSH 726 EXCHANGE ST., SUITE 510 BUFFALO, NY 14210	DIRECTOR 12.00	\$ 28,500.	\$ 0.	\$ 0.
ROBERT GIOIA 726 EXCHANGE ST., SUITE 510 BUFFALO, NY 14210	PRESIDENT 40.00	195,000.	11,277.	0.
ROBERT BENNETT 726 EXCHANGE ST., SUITE 510 BUFFALO, NY 14210	DIRECTOR 8.00	25,500.	0.	0.
JAMES WADSWORTH 726 EXCHANGE ST., SUITE 510 BUFFALO, NY 14210	CHAIRMAN, DIREC 12.00	50,000.	0.	0.
RUTH BRYANT 726 EXCHANGE ST., SUITE 510 BUFFALO, NY 14210	DIRECTOR 8.00	25,500.	0.	0.
PAUL HOGAN 726 EXCHANGE ST., SUITE 510 BUFFALO, NY 14210	VICE PRESIDENT 40.00	111,500.	13,338.	0.
FLORENCE CONTI 726 EXCHANGE ST., SUITE 510 BUFFALO, NY 14210	DIRECTOR 8.00	25,000.	0.	0.
LUKE JACOBS 726 EXCHANGE ST., SUITE 510 BUFFALO, NY 14210	DIRECTOR 8.00	7,000.	0.	0.
WILLIAM G GISEL JR 726 EXCHANGE ST., SUITE 510 BUFFALO, NY 14210	DIRECTOR 8.00	7,250.	0.	0.
TOTAL		\$ 552,500.	\$ 24,615.	\$ 0.

**STATEMENT 12**  
**FORM 990-PF, PART XV, LINE 2A-D**  
**APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM:	
NAME:	ROBERT GIOIA
CARE OF:	JOHN R OISHEI FOUNDATION
STREET ADDRESS:	726 EXCHANGE ST., SUITE 510
CITY, STATE, ZIP CODE:	BUFFALO, NY 14210
TELEPHONE:	716-856-9490
E-MAIL ADDRESS:	
FORM AND CONTENT:	THERE IS NO PRESCRIBED FORM OF REQUEST
SUBMISSION DEADLINES:	NONE

2012

FEDERAL STATEMENTS

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JOHN R. OISHEI FOUNDATION

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STATEMENT 12 (CONTINUED)  
FORM 990-PF, PART XV, LINE 2A-D  
APPLICATION SUBMISSION INFORMATION

RESTRICTIONS ON AWARDS: TAX EXEMPT ORGANIZATION IN WESTERN NEW YORK

2012

FEDERAL SUPPLEMENTAL INFORMATION

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JOHN R. OISHEI FOUNDATION

16-0874319

IN ACCORDANCE WITH UNITED STATES TREASURY DEPARTMENT INTERNAL REVENUE CODE  
REGULATION SECTION 53.4942(A)-3(D)(2) THE JOHN R.OISHEI FOUNDATION INC. ELECTS TO  
TREAT \$778,399 OF QUALIFYING DISTRIBUTIONS AS MADE OUT OF CORPUS.

DATE \_\_\_\_\_

ROBERT GIOIA, PRESIDENT \_\_\_\_\_

**JOHN R. OISHEI FOUNDATION, INC.**  
**FORM 990PF PART II**  
**BALANCE SHEET-INVESTMENTS**  
**END OF THE YEAR 12/31/2012**

<b>Security</b>	<b>Units</b>	<b>Cost Basis</b>	<b>Market value</b>
Pimco Total return Fund #35	791,550.797	8,801,634.33	8,898,349.26
Adage Capital Partners LP	10,750,000.00	9,497,842.59	16,719,657.75
AEW Global Properties Securitiz FD LI	1.00	2,922,266.02	7,545,921.26
American Europacific Grth-F2	280,621.569	10,259,002.31	11,547,577.69
American Securities Partners IV LP	677,962.570	617,573.93	537,916.04
Artisan Mid Cap Fd Instl #1333	150,473.746	2,851,822.47	5,875,999.94
Berens Capital Fund	12,864.960	2,000,000.00	1,999,956.00
Blackrock Real Estate Fund 5 LP	4,170,298.00	4,956,729.79	5,303,839.21
Blackstone Real Est Partners III-LP	4,239,686.00	651,706.00	87,587.67
Blackstone Real Est Ptn VI TE 2 LP	5,000,448.00	4,294,217.72	5,828,162.16
Bric Opportunities Fund II LP	840,000.000	790,349.29	855,044.40
Canyon Realization Fund Ltd CL A	1,217.737	5,287,821.46	7,773,991.37
Canyon Value Fund A CL DI	57.26	54,412.43	94,210.99
Canyon Value Fund A CL DI-R	16.55	20,024.42	28,527.22
Chisholm Fund Partners	5,000,000.00	726,134.00	1,103,715.00
Clough Offshore Fund, Ltd	11,245.702	3,000,000.00	2,627,484.96
Convexity Capital Offshore LP	5,000,000.00	5,000,000.00	7,833,759.11
CRM Mid Cap Value Fd Instl	173,922.975	4,350,923.63	5,353,349.11
Edgewood Growth Fund-INS	351,830.391	4,237,650.03	4,869,332.54
Emerging Markets Country Fund	70,383.007	4,926,259.84	3,753,409.00
Farallon Capital Inst Partners LP	5,000,000.00	5,552,651.00	5,559,578.00
Highclere Intl Investors SMID Fund	630,722.801	11,209,685.15	13,149,372.13
Highfields Capital Ltd	2,206.372	5,000,000.00	5,220,607.11
Landmark Equity Partners XIII LP	4,686,477.00	2,159,669.36	2,583,846.92
Marathon-London Intl Inv Trust I	223,845.004	9,680,455.95	9,928,801.74
Mondorian Global Fixed Income Fund I	870,974.624	14,199,532.39	14,108,395.46
MREP Global IV-E LP	654,000.000	596,255.00	516,802.00
Oaktree Principal Fund V LP	3,450,000.00	3,499,566.96	3,656,427.30
OZ Overseas Fund Ltd	8,709.774	6,568,313.76	13,274,794.60
Parametric Tax Managed Emer Mkts	93,629.932	3,353,963.77	4,548,541.90
Park Street Capital Priv Eq Fd x LP	1.00	776,871.75	535,973.00
Pharminex LLC-(kinex)	1.00	(11,027.00)	
Pointer Offshore Ltd	8,264.943	15,000,000.00	18,186,952.00
Prime Finance Partners II LP	1.00	1,854,065.82	2,343,444.52
Private Equity Partners III I.P.	4,318,367.00	326,239.60	328,688.19
RCp Fund VIII LP	4,000.000	400,000.00	400,000.00
Rockefeller Access FD I LLC	3,680,000.00	2,443,050.23	3,385,600.00
Silchester Invs Intl Value Equity Fd	265,527.649	23,075,355.88	21,379,322.03
SPV I GMO Hldg Fd	6,814.669	252,858.31	1,294.79
SSGA Russell 3000 Indx NL- CMU3	1,036,440.81	9,528,717.05	11,684,833.73
Stone Harbour Local Market-I	508,863.615	5,505,785.26	5,699,272.47
Summer Street Capital II LP	952,929.000	885,964.00	1,011,734.64
Venture Associates Energy II lp	750,000.000	758,648.00	692,983.70
Wellington TR FD CTF Strat Real Asst	483,340.580	6,953,312.22	6,761,934.73
<b>TOTAL Investments</b>		<b>\$204,816,304.72</b>	<b>\$243,596,991.64</b>

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<i>Payee Organization / Address Project Title</i>	<i>Amount Paid</i>	<i>Check # &amp; Paid Date</i>
<b>Albright-Knox Art Gallery</b> 1285 Elmwood Avenue, Bflo, NY 14222-1096		
• <i>Core operating costs</i>	\$150,000	2562 2/23/2012
• <i>Wish You Were Here: The Buffalo Avant-Garde in the 1970's" exhibit</i>	\$25,000	2628 5/24/2012
<b>American Red Cross Greater Buffalo Chapter</b> Clement House, 786 Delaware Avenue, Bflo, NY 14209	\$30,000	2707 10/5/2012
<i>Basic human needs</i>		
<b>Artpark</b> 450 South Fourth Street, Lewiston, NY 14092	\$150,000	2658 7/18/2012
<i>Family Activities Area</i>		
<b>Association of Small Foundations</b> 4905 Del Ray Avenue, Suite 308, Bethesda, MD 20814	\$1,000	2667 7/24/2012
<i>General operating support</i>		
<b>Autistic Services, Inc.</b> 4444 Bryant Stratton Way, Williamsville, NY 14221	\$12,300	2686 8/23/2012
<i>Implement the Alternative to Personal Interventions(ALP) Project</i>		
<b>Back to Basics Outreach Ministries</b> 1370 Williams Street, Buffalo, NY 14206	\$15,000	2545 1/17/2012
<i>Enhance Prisoner Re-entry Program</i>		
<b>Belmont Housing Resources for WNY Inc.</b> 1195 Main Street, Buffalo, NY 14209	\$130,000	2780 11/8/2012
<i>Gap between acquisition, 10 houses in the Buffalo Promise Neighborhood community</i>		
<b>The BISON Scholarship Fund Inc.</b> P.O. Box 1134, Buffalo, NY 14205	\$390,000	2689 9/12/2012
<i>BISON Scholarship Fund - Scholarship Support Initiative</i>		
<b>BISSNET, Inc.</b> 12 Acheson Annex, University at Buffalo, Bflo, NY 14214	\$1,007,827	2533 1/10/2012
<i>JROF scholarship program</i>		
<b>Blessed Trinity RC Church</b> 317 Leroy Avenue, Buffalo, NY 14214	\$5,000	2746 10/12/2012
<i>Basic human needs (Catholic Central Helping Hands Food Pantry)</i>		
<b>Boys &amp; Girls Clubs of Buffalo Inc.</b> 282 Babcock Street, Buffalo, NY 14210		
• <i>WNY Boys &amp; Girls Club Collaborative</i>	\$100,000	2572 3/26/2012
• <i>Basic human needs (lunch &amp; dinner program)</i>	\$15,000	2723 10/12/2012

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<i>Payee Organization / Address</i> <i>Project Title</i>	<i>Amount Paid</i>	<i>Check # &amp; Paid Date</i>
<b>Buffalo &amp; Erie County Naval &amp; Military Park</b> One Naval Park Cove, Buffalo, NY 14202 <i>Deputy Director Position</i>	\$40,000	2716 10/10/2012
<b>The Buffalo &amp; Erie County Public Library</b> 1 Lafayette Square, Buffalo, NY 14203-1887 <i>Strategic Service and Operations Plan 2012-2017</i>	\$75,000	2536 1/12/2012
<b>Buffalo Arts &amp; Technology Center (BATC)</b> Artspace, 1219 Main St, Buffalo, NY 14209		
• BATC Center	\$100,000	2697 9/25/2012
• BATC Center	\$420	4822 3/22/2012
• BATC Center	\$1,768	4804 3/14/2012
<b>Buffalo City Mission</b> 100 East Tupper, Buffalo, NY 14203		
• <i>Basic human needs</i>	\$50,000	2612 5/24/2012
• <i>Basic human needs</i>	\$50,000	2781 11/8/2012
<b>Buffalo Dream Center</b> P.O. Box 934, Buffalo, NY 14201 <i>Basic human needs</i>	\$20,000	2725 10/12/2012
<b>Buffalo Federation of Neighborhood Centers, Inc.</b> 97 Lemon Street, Buffalo, NY 14204 <i>Basic human needs</i>	\$20,000	2726 10/12/2012
<b>Buffalo First Inc.</b> 910 Main Street, Buffalo, NY 14202		
• <i>"Think Local First" Program (Year 2)</i>	\$25,000	2640 6/11/2012
• <i>BALLE 2012 Conference</i>	\$10,000	2644 7/12/2012
• <i>Get the Rust Out: Shining Examples for a New Economy</i>	\$5,000	2687 8/23/2012
<b>The Buffalo History Museum</b> One Museum Court, Buffalo, NY 14216 <i>Registrar staff position &amp; revitalization of the Native American Gallery</i>	\$109,600	2539 1/12/2012
<b>The Buffalo Maritime Center</b> 90 Arthur Street, Buffalo, NY 14207 <i>Hire professional boat builder, FT executive director, and PT administrative assistant</i>	\$40,000	2559 2/23/2012
<b>Buffalo Museum of Science</b> 102 Humboldt Pkwy, Buffalo, NY 14224		
• <i>Development and installation of the Health Sciences and Earth Systems Science Studios</i>	\$300,000	2616 5/24/2012
• <i>Development and installation of the Health Sciences and Earth Systems Science Studios</i>	\$350,000	2778 11/8/2012

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<b>Buffalo Olmsted Parks Conservancy, Inc.</b> Parkside Lodge, 84 Parkside Avenue, Buffalo, NY 14214 <i>Core operations related specifically to parks maintenance</i>	\$100,000	2645 6/29/2012
<b>Buffalo Philharmonic Orchestra</b> 499 Franklin Street, Buffalo, NY 14202 <i>"Secure the Future" campaign</i>	\$233,326	2548 2/3/2012
<b>Buffalo Prep</b> 18 Acheson Annex, Univ. at Bflo, Buffalo, NY 14214 <i>Rising to Distinction</i>	\$150,000	2757 10/19/2012
<b>Buffalo ReformED Inc.</b> 10 Symphony Circle, Buffalo, NY 14201 <i>Quality research &amp; education reform advocacy</i>	\$75,000	2714 10/9/2012
<b>Buffalo State College Foundation</b> Cleveland Hall 312, 1300 Elmwood Ave, Bflo State College, Bflo, NY 14222		
• <i>Purchase two state of the art laboratories for the new science and math complex</i>	\$200,000	2565 2/23/2012
• <i>Purchase two state of the art laboratories for the new science and math complex</i>	\$195,000	2668 8/3/2012
<b>Buffalo Urban League, Inc.</b> 15 E. Genesee St, Buffalo, NY 14203-1483		
• <i>Re-establishing the agency's fundraising/financial dept.</i>	\$100,000	2617 5/24/2012
• <i>Basic human needs</i>	\$20,000	2727 10/12/2012
<b>Buffalo Zoological Gardens</b> 300 Parkside Avenue, Buffalo, NY 14214-1999		
• <i>Design and construct new entry complex and Arctic Edge (new polar bear habitat)</i>	\$250,000	2675 8/3/2012
• <i>Design and construct new entry complex and Arctic Edge (new polar bear habitat)</i>	\$250,000	2792 12/3/2012
<b>Butler Mitchell Alumni Association (BMA)</b> 492 Normal Avenue, Buffalo, NY 14215 <i>Basic human needs (special holiday gift)</i>	\$5,000	2801 12/13/2012
<b>Calspan UB Research Center, Inc. (CUBRC)</b> PO Box 400, Genesee Street, Buffalo, NY 14225 <i>Development of home air filtration system for immune-compromised patients</i>	\$106,500	2573 3/26/2012
<b>Canisius College</b> 2001 Main Street, Buffalo, NY 14208-1098		
• <i>Phase I to develop the Science Hall</i>	\$500,000	2618 5/24/2012
• <i>Phase I to develop the Science Hall</i>	\$500,000	2791 12/3/2012
<b>Canisius High School</b> 1180 Delaware Avenue, Buffalo, NY 14209 <i>JROF Scholarship Commitment Award</i>	\$5,000	2606 4/25/2012



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Canopy of Neighbors Inc. 1207 Delaware Avenue, Suite 305, Buffalo, NY 14209 <i>Start-up costs over three years (including partial salaries of staff)</i>	\$15,100	2680 8/22/2012
Cardinal O'Hara High School 39 O'Hara Road, Tonawanda, NY 14150 <i>JROF 2012 Scholarship Award</i>	\$2,500	2607 4/26/2012
Catholic Charities of Buffalo 525 Washington Street, Buffalo, NY 14203-1796		
• <i>Phase I renovation of the Nativity Campus on Buffalo's West Side</i>	\$250,000	2556 2/23/2012
• <i>Basic human needs</i>	\$35,000	2711 10/9/2012
• <i>Audrey E. Bennett Family Support Center Fund in memory of Audrey Bennett</i>	\$5,000	2802 12/13/2012
Catholic Health System Continuing Care Foundation Seton Professional Bldg., 212 Main Street, Suite 220, Bflo, NY 14214 <i>Managing Obstetrical Risk Effectively (MORE-OB)</i>	\$20,900	2609 5/8/2012
Cattaraugus Community Action, Inc. 25 Jefferson Street, Salamanca, NY 14779		
• <i>Building Wealth Through Savings</i>	\$9,000	2642 6/26/2012
• <i>Basic human needs</i>	\$12,500	2728 10/12/2012
Cazenovia Community Resource Center & Library 155 Cazenovia Street, Buffalo, NY 14210 <i>Strategic planning (1:1 match)</i>	\$15,000	2720 10/10/2012
Center For Employment Opportunities, Inc. (CEO) 32 Broadway 15th Floor, New York, NY 10004 <i>CEO Buffalo: Comprehensive Reentry Employment Services</i>	\$175,000	2692 9/12/2012
The Chautauqua County Rural Ministries Inc. 2318 Main Street, Buffalo, NY 14214-2323 <i>Basic human needs</i>	\$12,500	2729 10/12/2012
Chautauqua Institution P.O. Box 28, Chautauqua, NY 14722 <i>"Buffalo-Chautauqua Summer Art Program" a collaboration with Albright-Knox Art Gallery</i>	\$20,000	2681 8/22/2012
Child & Family Services 330 Delaware Avenue, Buffalo, NY 14202 <i>Basic human needs (Haven House)</i>	\$2,500	2730 10/12/2012
Church Mission of Help Inc. 153 West Utica Street, Buffalo, NY 14222 <i>Psychiatric Consultation Services</i>	\$7,500	2662 7/20/2012

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Community Action Organization of Erie County Inc. 70 Harvard Place Buffalo, NY 14209 <i>Basic human needs</i>	\$20,000	2731 10/12/2012
Community Foundation for Greater Buffalo Larkin at Exchange, 726 Exchange Street, Suite 525, Bflo, NY 14210 <i>2012-2013 ongoing JROF college scholarships</i>	\$270,000	2666 7/23/2012
Community Missions of Niagara Frontier, Inc. 1570 Buffalo Avenue, Niagara Falls, NY 14303 • <i>Basic human needs</i>	\$25,000	2629 5/24/2012
• <i>Basic human needs</i>	\$25,000	2782 11/12/2012
Community Music School of Buffalo 415 Elmwood Avenue, Buffalo, NY 14222 <i>Transition to new executive director</i>	\$12,000	2610 5/8/2012
The Concerned Ecumenical Ministry to the Upper West Side of Buffalo NY Inc. 286 Lafayette Avenue, Buffalo, NY 14213 <i>Basic human needs (Loaves &amp; Fishes dining room)</i>	\$20,000	2732 10/12/2012
Cradle Beach Camp Inc. 8038 Old Lakeshore Road, Angola, NY 14006 <i>Project SOAR Expansion</i>	\$209,000	2690 9/12/2012
Crisis Services Inc. 2969 Main Street, Buffalo, NY 14214 • <i>After Hours Crisis Phone Counseling program (additional year)</i>	\$60,000	2558 2/23/2012
• <i>Domestic Violence Helpline</i>	\$100,000	2665 7/20/2012
Daemen College 4380 Main Street, Amherst, NY 14226-3592 • <i>Establish a Physical Therapy Wound Clinic and Wound Care Academy</i>	\$163,250	2619 5/24/2012
• <i>Establish a Physical Therapy Wound Clinic and Wound Care Academy</i>	\$163,250	2717 10/10/2012
The Dale Association, Inc. Bewley Bldg, Suite 315, Lockport, NY 14094 <i>Strategic planning, leadership transition and organizational sustainability</i>	\$10,000	2694 9/20/2012
Diocese of Buffalo NY 795 Main Street, Buffalo, NY 14203-1250 <i>Newman Center at UB</i>	\$5,000	2636 5/31/2012
Elizabeth Pierce Olmsted M.D. Center for the Visually Impaired 1170 Main Street, Buffalo, NY 14209 • <i>Creating New Taxpayers (CNT)</i>	\$100,000	2561 2/23/2012
• <i>Creating New Taxpayers (CNT)</i>	\$100,000	2620 5/24/2012

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<b>Erie Community College Foundation Inc.</b> 121 Ellicott Street, Buffalo, NY 14203 <i>Expansion of ECC's Education to Recovery Institute</i>	\$194,078	2595 4/13/2012
<b>Erie County SPCA</b> 205 Ensminger Road, Tonawanda, NY 14150-6717 <i>"Raise the Roof" capital campaign to build a new facility in West Seneca</i>	\$125,000	2677 8/3/2012
<b>Erie Niagara Area Health Education Center Inc.</b> 34 Benwood Avenue, Buffalo, NY 14214-1761 <i>Develop a "Participatory Health Assets Inventory - Talking Health (PHAITH)" initiative as provided by faith-based institutions</i>	\$60,000	2621 5/24/2012
<b>Explore &amp; More Children's Museum</b> 300 Gleed Avenue, East Aurora, NY 14052 <i>Museum Expansion &amp; Planning</i>	\$100,000	2710 10/9/2012
<b>Family &amp; Children's Service of Niagara, Inc.</b> 1522 Main Street, Niagara Falls, NY 14305 <i>Basic human needs (Passage House)</i>	\$2,500	2733 10/12/2012
<b>Family Help Center Inc.</b> 60 Dingens Street, Buffalo, NY 14206		
• <i>Strategic plan, space use plan, and capital improvements (stabilize bldg infrastructure)</i>	\$18,825	2567 2/23/2012
• <i>Basic human needs</i>	\$20,000	2748 10/12/2012
<b>Family Promise of Western New York</b> 13 Glendhu Place, Buffalo, NY 14210 <i>Basic human needs</i>	\$5,000	2734 10/12/2012
<b>Fellowship Hill Ministries, Inc.</b> Route 39, Box 96, Springville, NY 14141 <i>Basic human needs (Trading Post Community Care Center)</i>	\$10,000	2777 10/22/2012
<b>Fillmore-Leroy Area Residents, Inc. (FLARE)</b> 307 Leroy Avenue, Buffalo, NY 14214 <i>Basic human needs</i>	\$7,500	2735 10/12/2012
<b>First Hand Learning</b> 2495 Main Street, Suite 556, Buffalo, NY 14214 <i>TEAM Buffalo: Teens Engaged as Mentors</i>	\$100,000	2557 2/23/2012
<b>FISH of East Aurora Inc.</b> 960 Main Street, P.O. Box 120, East Aurora, NY 14052 <i>Basic human needs</i>	\$10,000	2736 10/12/2012
<b>Food Bank of WNY</b> 91 Holt Street, Buffalo, NY 14206		
• <i>Basic human needs</i>	\$62,500	2630 5/30/2012
• <i>Basic human needs (Blackrock/Riverside Pantry)</i>	\$10,000	2738 10/12/2012

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• <i>Basic human needs (Lean Protein Program)</i>	\$20,000	2756 10/19/2012
• <i>Basic human needs</i>	\$62,500	2783 11/12/2012
<b>Forest Lawn Heritage Foundation Inc.</b> The Forest Lawn Group, 1411 Delaware Avenue, Bflo, NY 14209		
• <i>Landscape Renewal Plan</i>	\$125,000	2598 4/18/2012
• <i>The Margaret L. Wendt Archive and Resource Center</i>	\$50,000	2671 8/3/2012
<b>Friends of Night People, Inc.</b> 394 Hudson Street, Buffalo, NY 14201-1709 <i>Basic human needs</i>	\$25,000	2739 10/12/2012
<b>Gateway-Longview Inc.</b> 6350 Main Street, Buffalo, NY 14221 <i>Construction of a private therapeutic recreational facility for children with special educational and therapeutic challenges.</i>	\$70,000	2574 3/26/2012
<b>Gerard Place Housing Development Fund Company Inc.</b> 2515 Bailey Avenue, Buffalo, NY 14215 <i>Basic human needs</i>	\$12,500	2740 10/12/2012
<b>Give For Greatness, Inc.</b> 810 Main Street, Buffalo, NY 14202 <i>Core operations</i>	\$7,500	2596 4/16/2012
<b>Goodwill Industries of WNY, Inc.</b> 1119 William Street, Buffalo, NY 14206		
• <i>Mobile Safety Net Team Initiative (Year 3)</i>	\$80,000	2577 3/27/2012
• <i>Basic human needs</i>	\$50,000	2613 5/24/2012
• <i>Veterans Employment Services</i>	\$130,000	2661 7/20/2012
• <i>Mobile Safety Net Team (MSNT) Salaries</i>	\$20,000	2684 8/23/2012
• <i>Mobile Safety Net Team</i>	\$103,385	2712 10/9/2012
• <i>Basic human needs</i>	\$50,000	2784 11/12/2012
<b>Greater Works Christian Fellowship</b> 210 Southampton Street, Buffalo, NY 14208 <i>Basic human needs (Outreach Food Pantry and Clothing Closet)</i>	\$5,000	2741 10/12/2012
<b>GROUP Ministries, Inc.</b> 1333 Jefferson Avenue, Buffalo, NY 14208-1808 <i>Basic human needs</i>	\$15,000	2742 10/12/2012

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<b>Habitat for Humanity/Buffalo Inc.</b> 995 Kensington Avenue, Buffalo, NY 14215 <i>Basic human needs</i>	\$10,000	2743 10/12/2012
<b>Hauptman-Woodward Medical Research Institute, Inc. (HWI)</b> 700 Ellicott Street, Buffalo, NY 14203-1102		
• <i>HWI's Structural Biology Research Center at the Buffalo Niagara Life Sciences Complex</i>	\$340,000	2550 2/3/2012
• <i>HWI's Structural Biology Research Center at the Buffalo Niagara Life Sciences Complex</i>	\$340,000	2599 4/18/2012
<b>Healthy Community Alliance Inc.</b> 1 School Street, Suite 100, Gowanda, NY 14070		
• <i>Renovation at Community Place</i>	\$100,000	2578 3/27/2012
• <i>Basic human needs</i>	\$5,000	2744 10/12/2012
<b>Heart, Love &amp; Soul, Inc.</b> 939 Ontario Avenue, Niagara Falls, NY 14305-2643 <i>Basic human needs</i>	\$25,000	2745 10/12/2012
<b>Hearts and Hands: Faith In Action</b> 50 John Street, Akron, NY 14001		
• <i>Organizational capacity</i>	\$23,500	2592 4/10/2012
• <i>Basic human needs</i>	\$5,000	2747 10/12/2012
<b>Heritage Centers Inc.</b> 101 Oak Street, Buffalo, NY 14203 <i>Allied Industries expansion (Phase 2 in partnership w/The Resource Center)</i>	\$93,500	2600 4/18/2012
<b>Hispanics United of Buffalo, Inc. (HUB)</b> 254 Virginia Street, Buffalo, NY 14201 <i>Strategic planning to include collaboration with West Side Community Services and Belle Center</i>	\$13,500	2570 2/28/2012
<b>Housing Opportunities Made Equal (HOME)</b> 1542 Main Street, Buffalo, NY 14209 <i>HOME: Mixed-Use Project Creating Stronger, More Diverse Communities</i>	\$105,000	2713 10/9/2012
<b>Independent Health Foundation</b> 511 Farber Lakes Drive, Buffalo, NY 14221 <i>Good for the Neighborhood program (4 addl yrs)</i>	\$40,000	2664 7/20/2012
<b>Jericho Road Ministries</b> 184 Barton Street, Buffalo, NY 14213 <i>Strategically implement process to move agency toward becoming a Federally Qualified Health Center</i>	\$67,500	2601 4/18/2012
<b>Journey's End Refugee Services Inc.</b> 2495 Main Street, Suite 317, Buffalo, NY 14214 <i>Basic human needs</i>	\$10,000	2749 10/12/2012

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<b>Kathleen Mary House</b> P.O. Box 2142, Blasdell, NY 14219 <i>Basic human needs</i>	\$5,000	2750 10/12/2012
<b>Keep Western New York Beautiful Inc.</b> 144 Heritage Road, Tonawanda, NY 14150		
• <i>Retree WNY</i>	\$25,000	2615 5/24/2012
• <i>Retree WNY</i>	\$25,000	2721 10/10/2012
<b>Kenmore Mercy Hospital Foundation</b> 2950 Elmwood Avenue, Kenmore, NY 14217 <i>Construction of a new Emergency Room Department</i>	\$25,000	2591 4/5/2012
<b>LaunchNY</b> Center of Excellence 701 Ellicott Street, B2-125, Bflo, NY 14203 <i>Implement Regional Entrepreneurship Action Plan (REAP) initiative</i>	\$350,000	2796 12/3/2012
<b>Little Portion Friary</b> 1305 Main Street, Buffalo, NY 14209 <i>Basic human needs</i>	\$5,000	2751 10/12/2012
<b>Local Initiatives Support Corporation (LISC)</b> 70 West Chippewa Street, Suite 604, Buffalo, NY 14202 <i>Sustainable Communities Initiative (SCI)</i>	\$200,000	2541 1/16/2012
<b>Locust Street Neighborhood Art Classes</b> 138 Locust Street, Buffalo, N 14204		
• <i>Consultant guided sustainability plan.</i>	\$5,002	2531 1/9/2012
• <i>Staff for Leadership Succession Plan</i>	\$30,000	2708 10/9/2012
<b>Love Inc. of Springville NY (Love In the Name of Christ)</b> 62 East Main Street. Springville, NY 14141 <i>Basic human needs</i>	\$6,500	2755 11/19/2012
<b>Lt. Col. Matt Urban Human Services Center of WNY</b> Matt Urban Center, 1081 Broadway, Bflo, NY 14212		
• <i>Establish the Matt Urban Hope Center on the East Side</i>	\$99,882	2579 4/4/2012
• <i>Consultant to develop a collaboration work plan</i>	\$14,740	2695 9/20/2012
• <i>Basic human needs</i>	\$20,000	2753 10/12/2012
<b>Lucille Ball-Desi Arnaz Center, Inc.</b> 2 W 3rd Street, Jamestown, NY 14701 <i>Defray costs for television news coverage</i>	\$2,500	2798 12/6/2012
<b>Madonna of the Streets, Inc.</b> St Luke's Mission of Mercy, P.O. Box 448, Bflo, NY 14215-0448 <i>Basic human needs</i>	\$12,500	2754 10/12/2012

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<b>Make-A-Wish Foundation - Metro New York &amp; WNY Chapter</b> 4600 Main Street, Suite 101, Snyder, NY 14226 <i>Building Organizational Strength for Make-A-Wish in the Buffalo-Niagara Region</i>	\$5,000	2669 8/3/2012
<b>Meals on Wheels Foundation of WNY, Inc.</b> 100 James E. Casey Drive, Buffalo, NY 14206-2368		
• <i>Basic human needs</i>	\$25,000	2683 8/23/2012
• <i>Basic human needs</i>	\$25,000	2785 11/12/2012
<b>Medaille College</b> Fdn. Learning & Assessment, Academic Affairs, 18 Agassiz Circle, Buffalo, NY 14214 <i>Project EQUIP</i>	\$99,000	2758 10/22/2012
<b>Mental Health Association of Erie County Inc.</b> 999 Delaware Avenue, Buffalo, NY 14209		
• <i>Education Programs</i>	\$5,000	2634 5/30/2012
• <i>Education Programs</i>	\$250	2641 6/21/2012
<b>National Center for Arts and Technology (NCAT)</b> 1815 Metropolitan Street, Pittsburgh, PA. 15233		
• <i>Feasibility Study Contract to determine Buffalo's potential to adapt the Manchester Bidwell model</i>	\$50,000	2576 3/27/2012
• <i>Planning &amp; implementation work needed to launch the Buffalo Arts &amp; Technology Center</i>	\$50,000	2638 6/6/2012
• <i>Planning &amp; implementation work needed to launch the Buffalo Arts &amp; Technology Center</i>	\$50,000	2688 9/12/2012
• <i>Planning &amp; implementation work needed to launch the Buffalo Arts &amp; Technology Center</i>	\$50,000	2797 12/6/2012
<b>National Center for Missing &amp; Exploited Children - New York Branch</b> 610 Main Street, Suite 204, Buffalo, NY 14202-1900 <i>WNY Region Prevention, Training and Technical Assistance Institute</i>	\$58,000	2622 5/24/2012
<b>Native American Community Services of Erie and Niagara Counties Inc.</b> 1005 Grant Street, Buffalo, NY 14207-2854 <i>Basic human needs</i>	\$20,000	2760 10/22/2012
<b>Neighborhood Legal Services, Inc.</b> 237 Main Street, Suite 400, Buffalo, NY 14203 <i>Activities of the Oishei sponsored Mobile Safety-Net Team and maintain and expand legal services in Erie &amp; Niagara Counties</i>	\$159,000	2534 1/12/2012
<b>Network of Religious Communities</b> 1272 Delaware Avenue, Buffalo, NY 14209 <i>Basic human needs (Food for All Program)</i>	\$22,500	2761 10/22/2012
<b>Niagara 1812 Bicentennial Legacy Council Corporation</b> 3647 Checkered Tavern Road, Lockport, NY 14094		
• <i>Personnel for the Bicentennial of the War of 1812</i>	\$30,000	2532 1/9/2012
• <i>Personnel for the Bicentennial of the War of 1812</i>	\$30,000	2795 12/3/2012

**The John R. Oishei Foundation**  
**2012 Grant Payments**

<i>Payee Organization / Address Project Title</i>	<i>Amount Paid</i>	<i>Check # &amp; Paid Date</i>
Niagara Community Action Program, Inc. 1521 Main Street, Niagara Falls, NY 14305-2521 <i>Basic human needs</i>	\$20,000	2762 10/22/2012
Niagara County Historical Society, Inc. 215 Niagara Street, Lockport, NY 14094 <i>The History Center Capacity Building</i>	\$22,000	2679 8/22/2012
Niagara Falls Memorial Medical Center 621 Tenth Street, Niagara Falls, NY 14302 <i>Convert surgical unit into a Community Health Center</i>	\$287,500	2602 4/18/2012
Niagara University PO Box 2015, Niagara University, NY 14109-2015		
• <i>Buffalo Niagara Competitiveness Project and continued services of Professor Eddie Friel</i>	\$50,000	2568 2/23/2012
• <i>Creating a Healthier Niagara Falls: A Neighborhood Empowerment Approach</i>	\$150,000	2608 5/7/2012
Old First Ward Community Association 62 Republic Street, Buffalo, NY 14204 <i>Basic human needs</i>	\$6,500	2763 10/22/2012
The Outsource Center for Human Services 1649 Fillmore Avenue, Buffalo, NY 14211	\$367	2555 2/15/2012
• <i>Initial services focused on executive director and board training</i>		
• <i>Initial services focused on executive director and board training</i>	\$983	2605 4/23/2012
Pathways Christian Fellowship 194 Walnut Street, East Aurora, NY 14052 <i>Basic human needs</i>	\$5,000	2764 10/22/2012
Peace of the City Ministries 146 Parkdale Avenue, Buffalo, NY 14213 <i>Basic human needs (special holiday gift)</i>	\$5,000	2800 12/13/2012
Peter Young Housing Industries & Treatment Inc. 26 - 30 Wyoming Avenue, Buffalo, NY 14215 <i>Expansion of the Father Peter Young's Veterans Housing Program</i>	\$35,000	2538 1/12/2012
Preservation Buffalo Niagara 617 Main Street, Buffalo, NY 14203 <i>Form Preservation Buffalo Niagara (partnership between Landmark Society of the Niagara Frontier and Preservation Coalition of Erie County)</i>	\$60,000	2626 5/24/2012
Pursuing Perfection (P2) Inc. 355 Harlem Road, Bldg. C, 2nd Floor, West Seneca, NY 14224 <i>Bring National Urban Fellow to the City of Niagara Fall</i>	\$15,000	2719 10/10/2012
People United for Sustainable Housing, Inc. (PUSH) 271 Grant Street, PO Box 1132, Buffalo, NY 14213 <i>West Side Revitalization Project</i>	\$147,400	2627 5/24/2012



**The John R. Oishei Foundation**  
**2012 Grant Payments**

<i>Payee Organization / Address</i> <i>Project Title</i>	<i>Amount Paid</i>	<i>Check # &amp; Paid Date</i>
<b>Ramsi P. Tick Concert Series Inc.</b> 16 Joliet Lane, Amherst, NY 14226 <i>Educational outreach, community accessibility and mktg &amp; development</i>	\$7,500	2564 2/23/2012
<b>Read to Succeed Buffalo Inc.</b> 392 Pearl Street, Buffalo, NY 14202 <i>Community-wide literacy effort</i>	\$115,000	2590 4/5/2012
<b>Road Less Traveled Productions Ltd.</b> P.O. BOX 542, Buffalo, NY 14205 <i>Partial compensation for managing/marketing director</i>	\$20,000	2682 8/22/2012
<b>Roswell Park Alliance Foundation</b> Elm & Carlton Streets, Buffalo, NY 14263 <i>Research under the direction of Dr. Thomas Schwaab</i>	\$25,000	2631 5/30/2012
<b>Roycroft Campus Corporation</b> One Roycroft Campus, 31 South Grove Street, East Aurora, NY 14052		
• <i>operating and capital support</i>	\$95,000	2566 2/23/2012
• <i>operating and capital support</i>	\$75,000	2580 4/4/2012
• <i>operating and capital support</i>	\$75,000	2779 11/8/2012
<b>The Salvation Army of Buffalo NY</b> 960 Main Street, Buffalo, NY 14202-1197		
• <i>Basic human needs</i>	\$25,000	2623 5/24/2012
• <i>Basic human needs</i>	\$25,000	2786 11/12/2012
• <i>Raising Hope - Changing Lives Capital Campaign</i>	\$100,000	2663 7/20/2012
<b>The Shaw Festival</b> 960 Main Street, Buffalo, NY 14202-1197 <i>Promotional video on Shaw's 50th Anniversary Season</i>	\$200,000	2691 9/12/2012
<b>Sisters of Mercy of the Americas</b> 625 Abbott Road, Buffalo, NY 14220-2040 <i>Enhance the care of retired Sisters in honor of Sister Barbara Ciarico</i>	\$5,000	2633 5/30/2012
<b>Skating Athletes Bold at Heart (SABAH)</b> 2607 Niagara Street, Buffalo, NY 14207 <i>Recreational director and salary increase of educational director</i>	\$45,000	2696 9/24/2012
<b>Society of St. Vincent de Paul</b> Diocese of Buffalo New York, 1298 Main Street, Bflo, NY 14209		
• <i>Basic human needs</i>	\$20,000	2768 10/22/2012
• <i>Basic human needs (St Amelia Food Pantry - Tonawanda)</i>	\$5,000	2787 11/13/2012
<b>St. Adalbert's Response to Love Center</b> 130 Kosciuszko Street, Buffalo, NY 14212 <i>Basic human needs</i>	\$20,000	2765 10/22/2012

**The John R. Oishei Foundation**  
**2012 Grant Payments**

<i>Payee Organization / Address</i>	<i>Project Title</i>	<i>Amount Paid</i>	<i>Check # &amp; Paid Date</i>
<b>St. David's Episcopal Church (West Seneca Community Cupboard)</b> 156 Bellwood Avenue, West Seneca, NY 14224 <i>Basic human needs</i>		\$5,000	2773 10/22/2012
<b>St. John the Baptist Church</b> 160 Chestnut Street, Lockport, NY 14094			
• <i>St. John's Outreach entrance steps replacement</i>		\$6,000	2685 8/23/2012
• <i>Basic human needs (Outreach Center)</i>		\$20,000	2766 10/22/2012
<b>St. Joseph's Collegiate Institute</b> 845 Kenmore Avenue, Buffalo, NY 14223 <i>Anthony F. Martino '84 Memorial Endowment Fund</i>		\$10,000	2632 5/30/2012
<b>Summit Educational Resources, Inc.</b> 150 Stahl Road, Getzville, NY 14068 <i>Collaborative research project with Uniform Data System for Medical Rehabilitation</i>		\$114,790	2625 5/24/2012
<b>Theodore Roosevelt Inaugural Site Foundation</b> 641 Delaware Avenue, Buffalo, NY 14202 <i>Demolition of Bank of America building and restoration of historic landscape</i>		\$125,000	2624 5/24/2012
<b>Ujima Company, Inc.</b> 545 Elmwood Avenue, Buffalo, NY 14222 <i>Development of The Exchange at Canalside</i>		\$5,400	2706 10/2/2012
<b>University at Buffalo Foundation, Inc.</b> Ctr. for Tomorrow, Flint & Svc. Ctr. Rds, UB North Campus, Amherst, NY 14260			
• <i>Consultant to serve as interim CEO of JumpStart (Launch NY) to begin implementation of activities</i>		\$10,000	2543 1/16/2012
• <i>Biomedical Engineering Department</i>		\$290,000	2575 3/26/2012
• <i>Production of the Paul Simon Project</i>		\$18,000	2639 6/11/2012
• <i>Five STOR projects selected by competition and peer review at UB</i>		\$118,000	2646 7/12/2012
• <i>U B. Regional Institute to asses the Safety Net and Opportunities for the Greater Mobilization of Services and Resources in 12 WNY Communities</i>		\$112,500	2670 8/3/2012
• <i>Development of computational biology and the Bioinformatics Hub associated with the Global Vascular Institute &amp; The Ctr. for Clinical Translational Research Ctr.</i>		\$425,000	2789 11/19/2012
• <i>Five STOR projects selected by competition and peer review at UB</i>		\$118,000	2788 11/19/2012
• <i>Biomedical Engineering Department</i>		\$710,000	2794 12/3/2012
<b>The Valley Community Association</b> 93 Leddy Street, Buffalo, NY 14210 <i>Basic human needs</i>		\$12,500	2771 10/22/2012
<b>Villa Maria College of Buffalo</b> 240 Pine Ridge Road, Buffalo, NY 14225			
• <i>Basic human needs (Sister Mary Josett Pantry)</i>		\$5,500	2770 10/22/2012
• <i>Strengthening Services and Technology for Student Success</i>		\$114,814	2799 12/6/2012

**The John R. Oishei Foundation**  
**2012 Grant Payments**

<i>Payee Organization / Address Project Title</i>	<i>Amount Paid</i>	<i>Check # &amp; Paid Date</i>
<b>Visit Buffalo Niagara</b> 617 Main Street, Suite 200, Buffalo, NY 14203 <i>National Garden Festival</i>	\$50,000	2693 9/12/2012
<b>Vive La Casa</b> 50 Wyoming Avenue, Buffalo, NY 14215		
• <i>building repairs</i>	\$66,500	2537 1/12/2012
• <i>Basic human needs</i>	\$20,000	2772 10/22/2012
<b>VOICE Buffalo Inc.</b> 345 Franklin Street, Buffalo, NY 14202 <i>Partnership between VOICE-Buffalo and Niagara Organizing Alliance for Hope (NOAH)</i>	\$45,000	2709 10/9/2012
<b>Wellness Institute Of Greater Buffalo &amp; Western New York Inc.</b> 65 Niagara Square, Room 607, Buffalo, NY 14202 <i>Buffalo CarShare - shared staff position and a match for commercial support</i>	\$87,500	2793 12/3/2012
<b>Western New York Association of Homes and Services for the Aging, Inc.</b> Beechwood Homes, 2235 Millersport Highway, Getzville, NY 14068 <i>Implement the regional "Framework for Change" initiative(now the WNY Alliance for Person-Centered Care)</i>	\$310,000	2535 1/12/2012
<b>Western New York Book Arts Collaborative (WNYBAC)</b> 468 Washington Street, Buffalo, NY 14203 <i>Strategic plan with Just Buffalo Literary Center</i>	\$40,000	2674 8/3/2012
<b>Western New York Consortium of Higher Education</b> Bryant & Stratton College, 2410 N. Forest Rd, Ste 101, Getzville, NY 14068		
• <i>Phase 2 of "Better By Degrees" Campus Buffalo" initiative</i>	\$140,967	2540 1/16/2012
• <i>WNY Consortium of Higher Education</i>	\$200,000	2715 10/9/2012
<b>Western New York Law Center, Inc.</b> 237 Main Street, Suite 1130, Buffalo, NY 14203 <i>Consumer Legal Advice and Resource Office (CLARO) Program</i>	\$50,000	2676 8/3/2012
<b>Western New York United Against Drug &amp; Alcohol Abuse, Inc.</b> 1195 Niagara Street, Buffalo, NY 14213 <i>Achievement Mentor Program AMP in four Buffalo Public Schools (1:1 match w/ WNYU Fdn)</i>	\$42,000	2603 4/18/2012
<b>Western New York Veterans Housing Coalition, Inc.</b> 1416 Main Street, Buffalo, NY 14209 <i>Basic human needs</i>	\$10,000	2774 10/22/2012
<b>Westminster Foundation</b> c/o M&T Bank Corporation, 465 Main Street, Suite 510, Bflo, NY 14203 <i>Early Childhood Education Center</i>	\$250,000	2673 8/3/2012

**The John R. Oishei Foundation**  
**2012 Grant Payments**

<i>Payee Organization / Address</i>	<i>Project Title</i>	<i>Amount Paid</i>	<i>Check # &amp; Paid Date</i>
<b>Willie Hutch Jones Educational &amp; Sports Programs</b> 411 Olympic Avenue, Suite # 115, Buffalo, NY 14215 <i>Building organizational strength to Willie Hutch Jones Educational and Sports Programs, Inc.</i>		\$15,000	2722 10/12/2012
<b>The Service Collaborative of WNY, Inc.</b> 2188 Seneca Street, Buffalo, NY 14210 <i>Staff of the BHN Mobile Safety Net Team (MSNT) initiative (Year 3)</i>		-\$4,405 *	2560 5/9/2012
<b>YMCA Buffalo Niagara</b> Corporate Offices, 301 Cayuga Road, Suite 100, Bflo, NY 14225 <i>Capital facility improvements to three YMCA branches in underserved communities</i>		\$100,000	2659 7/20/2012
<b>Young Audiences of Western New York Inc. (YA-WNY)</b> 1 Lafayette Square, Buffalo, NY 14203 <i>Start-up of the regional arts in education "Arts Partners for Learning" initiative</i>		\$20,000	2569 2/28/2012
• <i>Relocate YA-WNY's move into the downtown library.</i>		\$5,000	2597 4/17/2012
<b>YWCA of Niagara</b> 32 Cottage Street, Lockport, NY 14094-3661			
• <i>Expansion of Carolyn's House "Carolyn's Crew Catering"</i>		\$60,000	2560 2/23/2012
• <i>Basic human needs</i>		\$6,500	2775 10/22/2012
<b>YWCA of the Tonawanda's</b> 49 Tremont Street, North Tonawanda, NY 14120 <i>Basic human needs</i>		\$7,500	2776 10/22/2012
		<u><u>\$17,421,218</u></u>	

*\*Funds Returned*

**The John R. Oishei Foundation**  
**2012 Summary of Future Payments**

<b>Payee Organization/ Address/ Project Title</b>	<b>Future Payment</b>
<b>Albright-Knox Art Gallery</b> 1285 Elmwood Avenue, Buffalo, NY 14222-1096 • <i>Stipend for artists to present art work for exhibit at Buffalo's Waterfront/Canalside</i>	\$5,000
<b>Be-A-Friend Program, Inc.</b> 85 River Road Drive, Ste 107, Buffalo, NY 14207 • <i>Transforming Buffalo Through Mentoring and Education</i>	\$75,000
<b>Beechwood / Blocher Foundation</b> 2235 Millersport Hwy, Getzville, NY 14068 • <i>"Welcome Home" buildings and training center</i> • <i>Program Related Investment for "Welcome Home" buildings and training center</i>	\$300,000 \$600,000
<b>Belmont Housing Resources for WNY Inc</b> 1195 Main Street, Buffalo, NY 14209 • <i>Restore &amp; refurbish homes in the Buffalo Promise Neighborhood community</i> • <i>Program Related Investment to purchase, rehab and resell a minimum of ten homes in the Buffalo Promise Neighborhood</i>	\$130,000 \$500,000
<b>Buffalo Arts &amp; Technology Center (BATC)</b> Artspace, 1219 Main Street, Buffalo, NY 14209 • <i>Buffalo Arts and Technology Center</i>	\$1,400,000
<b>Buffalo &amp; Erie County Botanical Gardens Society</b> 2655 South Park Avenue, Buffalo, NY 14218 • <i>Educational programs and horticultural exhibit offerings and consultant to update strategic plan</i>	\$150,000
<b>Buffalo First Inc</b> 910 Main Street, Buffalo, NY 14202 • <i>Get the Rust Out: Shining Examples for a New Economy</i>	\$20,000
<b>The Buffalo History Museum</b> One Museum Court, Buffalo, NY 14216 • <i>Registrar staff position &amp; revitalization of the Native American Gallery</i> • <i>Establish a "John R. Oishei Room" at the Lafayette Hotel designed and managed by Historical Society</i>	\$41,600 \$10,000
<b>The Buffalo Legacy Project, Inc.</b> 155 Cazenovia Street, Buffalo, NY 14210 • <i>Renovation of Melroy Park</i>	\$100,000
<b>The Buffalo Maritime Center</b> 90 Arthur Street, Buffalo, NY 14207 • <i>Hire executive director and PT administrative assistant</i>	\$40,000
<b>Buffalo Niagara Medical Campus</b> 640 Ellicott Street, Buffalo, NY 14203 • <i>Raise Growth Capital (match)</i>	\$150,000

**The John R. Olshe Foundation**  
**2012 Summary of Future Payments**

<b>Payee Organization/ Address/ Project Title</b>	<b>Future Payment</b>
<b>Buffalo Olmsted Parks Conservancy, Inc.</b> Parkside Lodge, 84 Parkside Avenue, Buffalo, NY 14214 • Core operations	\$110,000
<b>Buffalo Philharmonic Orchestra (BPO)</b> 499 Franklin Street, Buffalo, NY 14202 • BPO travel to NYC to perform at Carnegie Hall on May 8, 2013	\$25,000
<b>Buffalo Zoological Gardens</b> 300 Parkside Avenue, Buffalo, NY 14214-1999 • Design and construct new entry complex and Arctic Edge (new polar bear habitat)	\$1,500,000
<b>Canisius College</b> 2001 Main Street, Buffalo, NY 14208-1098 • Phase I to develop the Science Hall	\$1,000,000
<b>Canopy of Neighbors Inc.</b> 1207 Delaware Avenue, Suite 305, Buffalo, NY 14209 • Startup costs over three years (including partial salaries of staff)	\$7,900
<b>Cantalician Foundation</b> 2049 George Urban Blvd, Depew, NY 14043 • Western New York Cantalician Academic Campus(1:1 match)	\$750,000
<b>Care Management Coalition of Western New York, Inc.</b> 844 Delaware Avenue, Buffalo, NY 14209-2008 • Implement a new strategic direction and business model	\$50,000
<b>CenterSpace, Inc.</b> c/o Jacckle Fleischmann & Mugal LLP, Avant Bldg, Ste 900, 200 Delaware Ave,Bflo, NY 14202 • Program Related Investment to support Center SPACE Buffalo	\$500,000
<b>Chautauqua Institution</b> P.O. Box 28, Chautauqua, NY 14722 • Buffalo-Chautauqua Summer Art Program (collaboration w/Albright-Knox Art Gallery)	\$20,000
<b>Community Foundation for Greater Buffalo</b> Larkin at Exchange, 726 Exchange Street, Suite 525, Bflo, NY 14210 • JROF College Scholarship Program • "Say Yes" Scholarships	\$100,000 \$200,000
<b>Community Funds Inc (New York Fund)</b> 909 3rd Avenue, 22nd Floor, New York, NY 10022 • Arts & Culture Research Pooled Fund for CDP Research	\$25,000
<b>Daemen College</b> 4380 Main Street, Amherst, NY 14226-3592 • Establish a Physical Therapy Wound Clinic and Wound Care Academy	\$203,500
<b>The Dale Association, Inc.</b> Bewley Bldg, Suite 315, Lockport, NY 14094 • Strategic planning, leadership transition and organizational sustainability	\$30,000

**The John R. Oishe Foundation**  
**2012 Summary of Future Payments**

<b>Payee Organization/ Address/ Project Title</b>	<b>Future Payment</b>
<b>Erie County Medical Center</b> 462 Grider Street, Buffalo, NY 14215 • <i>ECMC Regional Center for Excellence for Transplantation &amp; Kidney Care</i>	<b>\$1,000,000</b>
<b>Erie County SPCA</b> 205 Ensminger Road, Tonawanda, NY 14150-6717 • <i>"Raise the Roof" capital campaign to build a new facility in West Seneca</i>	<b>\$125,000</b>
<b>Erie Niagara Area Health Education Center Inc.</b> 34 Benwood Avenue, Buffalo, NY 14214-1761 • <i>Develop a "Participatory Health Assets Inventory - Talking Health (PHAITH) initiative</i>	<b>\$56,500</b>
<b>Explore &amp; More Children's Museum</b> 300 Gleed Avenue, East Aurora, NY 14052 • <i>Museum Expansion &amp; Planning</i>	<b>\$100,000</b>
<b>Food Bank of WNY</b> 91 Holt Street, Buffalo, NY 14206 • <i>Direct Delivery Project</i>	<b>\$225,000</b>
<b>Fredonia College Foundation</b> State Univ. NY College @ Fredonia, Fredonia, NY 14063 • <i>SUNY Fredonia Technology Incubator project</i>	<b>\$100,000</b>
<b>Goodwill Industries of WNY, Inc.</b> 1119 William Street, Buffalo, NY 14206 • <i>Mobile Safety Net Team</i>	<b>\$100,000</b>
<b>Habitat for Humanity/Buffalo Inc.</b> 995 Kensington Avenue, Buffalo, NY 14215 • <i>Collaborative McKinley House Program</i>	<b>\$80,000</b>
<b>Hauptman-Woodward Medical Research Institute, Inc.</b> 700 Ellicott Street, Buffalo, NY 14203-1102 • <i>New CEO and implementations of new projects</i>	<b>\$220,000</b>
<b>Hearts and Hands: Faith In Action</b> 50 John Street, Akron, NY 14001 • <i>Organizational capacity</i>	<b>\$36,500</b>
<b>Independent Health Foundation</b> 511 Farber Lakes Drive, Buffalo, NY 14221 • <i>Good for the Neighborhood (GFTN) program (4 addl years)</i>	<b>\$40,000</b>
<b>Jacobs Institute Inc.</b> Kaleida Health, 701 Ellicott Street, Buffalo, NY 14203 • <i>Build out of the Jacobs Institute at the Gates Vascular Institute (3:1 match)</i>	<b>\$500,000</b>
<b>Kaleida Health Foundation</b> Larkin @ Exchange, 726 Exchange Street, Suite 522, Buffalo, NY 14210 • <i>Gates Vascular Institute on the Buffalo Niagara Medical Campus</i> • <i>General operating funds</i>	<b>\$4,000,000</b> <b>\$10,000,000</b>

**The John R. Oishei Foundation**  
**2012 Summary of Future Payments**

<b>Payee Organization/ Address/ Project Title</b>	<b>Future Payment</b>
<b>Kenmore Mercy Hospital Foundation</b> 2950 Elmwood Avenue, Kenmore, NY 14217 • <i>Construction of a new Emergency Room Department</i>	\$25,000
<b>LaunchNY</b> Center of Excellence, 701 Ellicott Street, B2-125, Buffalo, NY 14203 • <i>Regional Entrepreneurship Action Plan (REAP) initiative</i>	\$288,000
<b>Leadership Buffalo, Inc.</b> 237 Main Street, Suite 1500, Buffalo, NY 14203 • <i>Youth Leadership Erie County Program</i>	\$10,000
<b>Local Initiatives Support Corporation (LISC)</b> 70 West Chippewa Street, Suite 604, Buffalo, NY 14202 • <i>Sustainable Communities Initiative (SCI)</i>	\$250,000
<b>Locust Street Neighborhood Art Classes</b> 138 Locust Street, Buffalo, NY 14204 • <i>Staff for Leadership Succession Plan</i>	\$100,000
<b>Lucille Ball-Desi Arnaz Center, Inc.</b> 2 W 3rd Street, Jamestown, NY 14701 • <i>Master Plan: National Comedy Center in Train Station</i>	\$150,000
<b>National Center for Arts and Technology (NCAT)</b> 1815 Metropolitan Street, Pittsburgh, PA. 15233 • <i>Planning &amp; implementation to launch the Buffalo Arts &amp; Technology Center</i>	\$450,000
<b>National Center for Missing &amp; Exploited Children - New York Branch</b> 610 Main Street, Suite 204, Buffalo, NY 14202-1900 • <i>WNY Region Prevention, Training and Technical Assistance Institute</i>	\$58,000
<b>Native American Community Services of Erie and Niagara Counties Inc.</b> 1005 Grant Street, Buffalo, NY 14207-2854 • <i>Core operations improvement activities</i> • <i>Shared position (marketing/event planning) with YWCA of WNY</i>	\$82,569 \$30,000
<b>The Nature Conservancy, Central &amp; Western New York Chapter</b> 215 Niagara Avenue, Rochester, NY 14607 • <i>Safeguarding New York's Great Lakes for People and Nature (1:1 match)</i>	\$32,500
<b>Niagara 1812 Bicentennial Legacy Council Corporation</b> 3647 Checkered Tavern Road, Lockport, NY 14094 • <i>Personnel for the Bicentennial of the War of 1812</i>	\$60,000
<b>Niagara County Historical Society, Inc.</b> 215 Niagara Street, Lockport, NY 14094 • <i>The History Center Capacity Building</i>	\$22,000
<b>Niagara University</b> PO Box 2015, Niagara University, NY 14109-2015 • <i>B. Thomas Gollano Science Center Building</i>	\$2,000,000



**The John R. Olshei Foundation**  
**2012 Summary of Future Payments**

<b>Payee Organization/ Address/ Project Title</b>	<b>Future Payment</b>
<b>The Outsource Center for Human Services</b> 1649 Fillmore Avenue, Buffalo, NY 14211 <ul style="list-style-type: none"> <li><i>Initial services focused on executive director and board training</i></li> </ul>	\$37,806
<b>People United for Sustainable Housing, Inc. (PUSH)</b> 271 Grant Street, PO Box 1132, Buffalo, NY 14213 <ul style="list-style-type: none"> <li><i>West Side Revitalization Project</i></li> </ul>	\$312,600
<b>Read to Succeed Buffalo Inc.</b> 392 Pearl Street, Buffalo, NY 14202 <ul style="list-style-type: none"> <li><i>Read to Succeed Buffalo Operating Fund</i></li> </ul>	\$495,000
<b>The Resource Center, Inc.</b> 200 Dunham Avenue, Jamestown, NY 14701 <ul style="list-style-type: none"> <li><i>Program Related Investment to expand Allied Industries, the sheltered workshop of The Resource Center</i></li> </ul>	\$63,000
<b>Roswell Park Alliance Foundation</b> Elm & Carlton Streets, Buffalo, NY 14263 <ul style="list-style-type: none"> <li><i>WNY Robotic Surgical Center</i></li> <li><i>Making Room to Save Lives (challenge matching grant)</i></li> </ul>	\$236,070 \$2,000,000
<b>The Salvation Army of Lockport NY</b> 50 Cottage Street, Lockport, NY 14094 <ul style="list-style-type: none"> <li><i>Raising Hope - Changing Lives Capital Campaign</i></li> </ul>	\$200,000
<b>St. Adalbert's Response to Love Center</b> 130 Kosciuszko Street, Buffalo, NY 14212 <ul style="list-style-type: none"> <li><i>Response to Love Center program expansion</i></li> </ul>	\$250,000
<b>University at Buffalo Foundation, Inc.</b> Ctr. for Tomorrow, Flint & Svc. Ctr. Rds, UB North Campus, Amherst, NY 14260 <ul style="list-style-type: none"> <li><i>Development of computational biology and the Bioinformatics Hub associated with the Global Vascular Institute &amp; The Ctr. for Clinical Translational Research Ctr.</i></li> </ul>	\$425,000
<b>Veterans One-Stop Center of Western New York</b> 1416 Main Street, Buffalo, NY 14209 <ul style="list-style-type: none"> <li><i>Initial operations (1:2 match)</i></li> </ul>	\$300,000
<b>Villa Maria College of Buffalo</b> 240 Pine Ridge Road, Buffalo, NY 14225 <ul style="list-style-type: none"> <li><i>Strengthening Services and Technology for Student Success</i></li> </ul>	\$60,186
<b>VOICE Buffalo Inc.</b> 345 Franklin Street, Buffalo, NY 14202 <ul style="list-style-type: none"> <li><i>Develop an institutional back office partnership between VOICE-Buffalo and Niagara Organizing Alliance for Hope (NOAH)</i></li> </ul>	\$35,000
<b>Weinberg Campus</b> 2700 North Forest Road, Getzville, NY 14068 <ul style="list-style-type: none"> <li><i>Building Rehabilitation (1:1 match)</i></li> </ul>	\$500,000

**The John R. Olshe Foundation**  
**2012 Summary of Future Payments**

<b><u>Payee Organization/ Address/ Project Title</u></b>	<b><u>Future Payment</u></b>
<b>Wellness Institute Of Greater Buffalo &amp; Western New York Inc</b> 65 Niagara Square, Room 607, Buffalo, NY 14202	
• <i>Young Adults Environmental Leadership Program (YAELP 2013)</i>	\$10,000
• <i>Buffalo CarShare - shared staff position and a match for commercial support</i>	\$107,500
<b>Western New York Consortium of Higher Education</b> Bryant & Stratton College, 2410 N. Forest Rd, Ste 101, Getzville, NY 14068	
• <i>WNY Consortium of Higher Education</i>	\$500,000
<b>Western New York Law Center, Inc.</b> 237 Main Street, Suite 1130, Buffalo, NY 14203	
• <i>Consumer Legal Advice and Resource Office (CLARO) Program</i>	\$100,000
<b>Westminster Foundation</b> c/o M&T Bank Corporation, 465 Main Street, Suite 510, Bflo, NY 14203	
• <i>Early Childhood Education Center</i>	\$750,000
<b>Westside Ministries Inc</b> 201 14th Street, Buffalo, NY 14213	
• <i>Isaiah 61 Project</i>	\$200,000
<b>YMCA Buffalo Niagara</b> 201 Cayuga Road, Suite 100, Buffalo, NY 14225	
• <i>Capital facility improvements to three YMCA branches in underserved communities</i>	\$200,000
<b>YWCA of Niagara</b> 32 Cottage Street, Lockport, NY 14094-3661	
• <i>Expansion of Carolyn's House "Carolyn's Crew Catering"</i>	\$40,000
	<hr/> <b>\$35,006,231</b> <hr/>

**JOHN R. OISHEI FOUNDATION INC.**  
**EIN: 16-0874319**  
**AMENDED 2012 FORM 990-PF**  
**EXPENDITURE RESPONSIBILITY STATEMENT**  
**PART VII-B, LINE 5C**

<b>Grantee's Name:</b>	Buffalo Arts & Technology Center
<b>Grantee's Address:</b>	1221 Main Street Buffalo, New York 14209
<b>Date of Grant:</b>	January 25, 2012
<b>Grant Amount:</b>	\$2,500,000
<b>Amount Expended:</b>	\$105,435
<b>Verification Date:</b>	March 14, 2014
<b>Purpose of Grant:</b>	Provide funding for initial start-up costs including site build-out and operational support.
<b>Dates of Reports:</b>	August 25, 2013, September 25, 2013, September 18, 2014
<b>Diversion by Grantee:</b>	No
<b>Results of Verification:</b>	Grantee submitted a final report to the Foundation detailing use of grant funds totaling \$875,000 (\$105,435 in 2012). The period covered by the final report was from January 25, 2012 (grant award date) through December 19, 2013 (date grantee received its IRC Section 501(c)(3) tax exemption letter from the Internal Revenue Service). Expenditure responsibility is no longer necessary for this grantee. This information was originally reported on the Foundation's Form 990-PF for the 2013 tax year.

**JOHN R. OISHEI FOUNDATION**  
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**EXPENDITURE RESPONSIBILITY STATEMENT**  
**PART VII-B, LINE 5C**

<b>Grantee's Name:</b>	Launch New York, Inc.
<b>Grantee's Address:</b>	700 Ellicott Street Buffalo, New York 14203
<b>Date of Grant:</b>	March 12, 2012
<b>Grant Amount:</b>	\$638,000
<b>Amount Expended:</b>	\$243,590
<b>Verification Date:</b>	September 3, 2013
<b>Purpose of Grant:</b>	Implement Regional Entrepreneurship Action Plan (REAP) initiative.
<b>Dates of Reports:</b>	August 15, 2013
<b>Diversion by Grantee:</b>	No
<b>Results of Verification:</b>	Grantee submitted a final report to the Foundation detailing use of grant funds totaling \$243,590.40. The report covered by the report was from March 12, 2012 (grant award date) through February 28, 2013 (date the grantee received its IRC Section 501(c)(3) tax exemption letter from the Internal Revenue Service). Expenditure responsibility is no longer required for this grantee. This information was originally reported on the Foundation's Form 990-PF for the 2013 tax year.