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

2010

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 2010, or tax year beginning **JUL 1, 2010**, and ending **JUN 30, 2011**

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

Name of foundation JHSI, INC. F/K/A JEWISH HEALTH SYSTEM, INC.		A Employer identification number 31-0536670
Number and street (or P O box number if mail is not delivered to street address) 4555 LAKE FOREST DRIVE	Room/suite 645	B Telephone number (513) 214-1204
City or town, state, and ZIP code BLUE ASH, OH 45242		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 226,082,040.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	4,301,268.	4,301,268.		STATEMENT 1
	5a Gross rents	1,103,400.	1,103,400.		STATEMENT 2
	b Net rental income or (loss) 426,956.				STATEMENT 3
	6a Net gain or (loss) from sale of assets not on line 10	<215,409.>			
	b Gross sales price for all assets on line 6a 19,481,933.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications <small>Gross sales less returns and allowances</small>				
	10a Less Cost of goods sold				
c Gross profit or (loss)					
11 Other income	2,362,500.	500.		STATEMENT 4	
12 Total. Add lines 1 through 11	7,551,759.	5,405,168.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 5	333,462.	23,376.		(5,916.)
	b Accounting fees STMT 6	129,824.	44,153.		30,980.
	c Other professional fees STMT 7	164,554.	31,583.		0.
	17 Interest				
	18 Taxes STMT 8	198,107.	198,107.		0.
	19 Depreciation and depletion	1,909,722.	0.		
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 9	8,279,913.	466,957.		11,985.	
24 Total operating and administrative expenses. Add lines 13 through 23	11,015,582.	764,176.		48,881.	
25 Contributions, gifts, grants paid	0.			0.	
26 Total expenses and disbursements. Add lines 24 and 25	11,015,582.	764,176.		48,881.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<3,463,823.>				
b Net investment income (if negative, enter -0-)		4,640,992.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		416,898.	295,045.	295,045.
	2	Savings and temporary cash investments		82,396,648.	92,461,318.	92,461,318.
	3	Accounts receivable	2,379,264.			
		Less: allowance for doubtful accounts		1,167,878.	2,379,264.	2,379,264.
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable	20,002,777.			
		Less: allowance for doubtful accounts	0.	85,023,956.	20,002,777.	20,002,777.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
		b Investments - corporate stock	STMT 10	23,057,915.	73,730,335.	78,200,126.
		c Investments - corporate bonds	STMT 11	14,070,924.	28,396,886.	28,496,814.
11	Investments - land, buildings, and equipment: basis					
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis	6,791,796.				
	Less: accumulated depreciation	2,624,642.	25,772,413.	4,167,154.	4,167,154.	
15	Other assets (describe JHHA PARTNERSHIP INTEREST)		22,555.	79,542.	79,542.	
16	Total assets (to be completed by all filers)		231,929,187.	221,512,321.	226,082,040.	
Liabilities	17	Accounts payable and accrued expenses		2,580,667.	94,817.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
22	Other liabilities (describe STATEMENT 12)		4,467,193.	0.		
23	Total liabilities (add lines 17 through 22)		7,047,860.	94,817.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		224,881,327.	221,417,504.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances		224,881,327.	221,417,504.		
31	Total liabilities and net assets/fund balances		231,929,187.	221,512,321.		

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	224,881,327.
2	Enter amount from Part I, line 27a	2	<3,463,823.>
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	221,417,504.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	221,417,504.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	AVONDALE PROPERTIES	P	VARIOUS	04/28/11
b	CAPITAL GAINS DIVIDENDS			
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 19,450,000.		19,697,342.	<247,342.>
b 31,933.			31,933.
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<247,342.>
b			31,933.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	<215,409.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009			
2008			
2007			
2006			
2005			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4 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.	8	

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

Table with 11 rows for excise tax calculations. Includes sub-tables for Credits/Payments (6a-6d) and a total line (11) showing 129,630 Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and a Yes/No column. Includes questions about political campaigns, unrelated business income, and substantial contributors.

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) SEE STATEMENT 14
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of BETH MCKINNEY Telephone no. (513) 214-1204
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year
16 At any time during calendar year 2010, 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?

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.
1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?
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.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2010 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 2010.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2010?

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))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(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)?
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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)?

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?
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?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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.

Table with 5 columns: (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. Row 1 contains 'SEE STATEMENT 15'.

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

Table with 5 columns: (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. Row 1 contains 'NONE'.

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
KATZ TELLER BRANDT & HILD - 255 EAST FIFTH STREET, SUITE 2400, CINCINNATI, OH 45202	LEGAL	342,949.
ALVAREZ & MARSAL HEALTHCARE INDUSTRY GROUP 600 LEXINGTON AVENUE, NEW YORK, NY 10022	HEALTH CARE CONSULTING	86,038.
DAVID SCHIEBEL 8321 GWILADA DRIVE, CINCINNATI, OH 45236	ACCOUNTING	54,863.
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	
	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	69,590,254.
b	Average of monthly cash balances	1b	96,683,004.
c	Fair market value of all other assets	1c	65,738,754.
d	Total (add lines 1a, b, and c)	1d	232,012,012.
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	232,012,012.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,480,180.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	228,531,832.
6	Minimum investment return. Enter 5% of line 5	6	11,426,592.

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	11,426,592.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	92,820.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	92,820.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,333,772.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	11,333,772.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	11,333,772.

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	48,881.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	48,881.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	48,881.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				11,333,772.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 48,881.				
a Applied to 2009, 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)	0.			
d Applied to 2010 distributable amount				48,881.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (if an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				11,284,891.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**
 a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
 NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
 NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 16

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NONE				
Total			▶ 3a	0.
b Approved for future payment				
NONE				
Total			▶ 3b	0.



Prescribed by: The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

Expedite this Form: (status check)	
<input checked="" type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 <small>** Requires an additional fee of \$100 **</small>
<input type="radio"/> No	PO Box 1329 Columbus, OH 43216

Certificate of Amendment by Shareholders or Members (Domestic)
Filing Fee \$50.00

(CHECK ONLY ONE (1) BOX)

<input type="checkbox"/> Amended (122-AMAP)	<input type="checkbox"/> Amendment (125-AMDS)	<input checked="" type="checkbox"/> Amended (128-AMAN)	<input type="checkbox"/> Amendment (128-AMD)
---	---	--	--

Complete the general information in this section for the box checked above.

Name of Corporation Jewish Health System, Inc.

Charter Number 207933

Name of Officer Robert Kantor

Title Chairman

Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

A meeting of the shareholders directors (nonprofit only)

members was duly called and held on February 24, 2010
(Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise 100 % as the voting power of the corporation.

In a writing signed by all of the shareholders directors (nonprofit amended articles only)
 members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

All of the following information must be completed if an amended box is checked.
 If an amendment box is checked, complete the areas that apply.

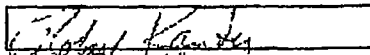
FIRST: The name of the corporation is: JHST, Inc.

SECOND: The place in the State of Ohio where its principal office is located is in the City of:
Cincinnati Hamilton
(city, village or township) (county)

THIRD: The purposes of the corporation are as follows.
 sec attached

FOURTH: The number of shares which the corporation is authorized to have outstanding is: _____
 (Does not apply to box (2))

REQUIRED
 Must be authenticated
 (signed) by an authorized
 representative
 (See Instructions)


 Authorized Representative

3/1/10
 Date

Robert Kanter, Chairman
 (Print Name)

 Authorized Representative

 Date

 (Print Name)

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF JHSI, INC.**

1. **Name.** The name of the corporation is JHSI, Inc. and shall be referred to hereinafter as the "Corporation".

2. **Purpose.** The purpose or purposes which the Corporation will hereafter pursue are the following:

- (1) The general purposes of the Corporation shall be to promote and advance benevolent, charitable, educational and scientific purposes.
- (2) The primary purpose of the Corporation shall be to enhance the quality of life and benefit the inhabitants of the greater Cincinnati area and the Tri-State region and such other areas as the Corporation's Board of Trustees deems appropriate, and in keeping with the foregoing, the specific purposes of the Corporation shall be:
 - a. To support, promote, advance and strengthen (i) the Jewish Hospital of-in greater Cincinnati, provided the Jewish Hospital (A) is owned and operated by an entity recognized as exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any subsequent federal tax law) (the "Code"), and (B) has undertaken to provide for the care and relief of injured and sick persons without distinction as to race, color or creed, and (ii) any other entity operating a health care provider as part of a health care delivery system which includes the Jewish Hospital that the Corporation's Board of Trustees deems appropriate to support.
 - b. To provide assistance, in whatever form, to entities operating health care providers as part of a health care delivery system that the Corporation's Board of Trustees deems appropriate to support.
 - c. To promote the health and welfare of the inhabitants of the greater Cincinnati area and the Tri-State region and such other areas as the Corporation's Board of Trustees deems appropriate.
 - d. To support, promote, advance and strengthen the Jewish community and Jewish causes in greater Cincinnati and throughout the world.
 - e. To accept any distribution, gift, grant, bequest or devise from any source whatsoever of any real or personal property of any name or nature for the purposes of the Corporation.
 - f. To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes.
 - g. To engage in any lawful act or activity for which a Corporation may be organized under Ohio Revised Code Chapter 1702 (or the corresponding provisions of any subsequent Ohio corporation law).
- (3) The Corporation is organized not-for-profit and no part of the net income of the Corporation shall ever be distributed to any trustee, director, officer or any private individual; provided, however, reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying or other attempts to influence legislation, and the Corporation

shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (I) by an organization exempt under Section 501(c)(3) of the Code, (II) by an organization contributions to which are deductible under Section 170(c)(2) of the Code, or (III) by a nonprofit corporation under the laws of the State of Ohio as they now exist or may be hereafter amended.

3. **Board of Trustees.** The responsibility for the operation of the Corporation shall be vested in a Board of Trustees. The number of Trustees and the composition of the Board of Trustees shall be determined by or in the manner specified by the Regulations of the Corporation.

4. **Principal Office.** The principal office of the Corporation shall be in Cincinnati, Hamilton County, Ohio.

5. **Members.** The sole member of the Corporation shall be The Jewish Foundation of Cincinnati, an Ohio nonprofit corporation.

6. **Dissolution.** Upon the dissolution of the Corporation, the Trustees shall wind up the affairs of the Corporation as speedily as practicable and, after paying or adequately providing for the payment of all known obligations of the Corporation, distribute the remainder of the assets of the Corporation to The Jewish Foundation of Cincinnati, as long as The Jewish Foundation of Cincinnati is recognized as exempt from federal income taxation under Section 501(c)(3) of the Code, and if it is not, exclusively for the purposes of the Corporation or to organizations organized and operated exclusively for the purposes of the Corporation exempt from federal income taxation under Section 501(c)(3) of the Code in such manner as the Trustees shall determine. Any such assets not so distributed shall be applied as may be directed by a court of competent jurisdiction in action brought in accordance with Section 1702.49(D)(2)(c) of the Ohio Revised Code (or the corresponding provision of any subsequent Ohio corporation law) exclusively for such purposes or to such organizations which are organized and operated exclusively for such purposes.

7. **Amended Articles.** These Amended and Restated Articles of Incorporation supersede the existing Articles of Incorporation of the Corporation.

KTBH: 4824-5864-6021, v. 1

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DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/03/2010	201006101176	DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	50.00	100 00	.00	00	.00

Receipt
This is not a bill. Please do not remit payment.

KATZ TELLER BRANT & HILD LPA
255 E. 5TH ST., STE 2400
ATTN AMY E BROWN
CINCINNATI, OH 45202

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

207933

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
JHSL, INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
DOMESTIC/AMENDED RESTATED ARTICLES	201006101176



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 1st day of March, A D.
2010.

Ohio Secretary of State

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIFTH THIRD MONEY MARKET HEALTH ALLIANCE INTEREST ON NOTE REC.	97,785.	0.	97,785.
JP MORGAN MERCY INTEREST ON NOTE REC.	1,089,004.	0.	1,089,004.
VANGUARD	735,499.	0.	735,499.
	1,165,448.	0.	1,165,448.
	1,245,465.	31,933.	1,213,532.
TOTAL TO FM 990-PF, PART I, LN 4	4,333,201.	31,933.	4,301,268.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
AVONDALE PROPERTIES, 3200 BURNET AVE.	1	1,062,692.
MASON MONTGOMERY ROAD PROPERTY, 9311 MASON MONTGOMERY ROAD	2	40,708.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,103,400.

FORM 990-PF RENTAL EXPENSES STATEMENT 3

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
LEGAL/PROFESSIONAL FEES - AVONDALE PROPERTIES		410.	
MANAGEMENT FEES PAID - AVONDALE PROPERTIES		29,420.	
BANK SERVICE CHARGES - AVONDALE PROPERTIES		47.	
TELEPHONE/PAGERS - AVONDALE PROPERTIES		1,962.	
MILEAGE REIMBURSEMENT - AVONDALE PROPERTIES		12.	
SECURITY EXPENSE - AVONDALE PROPERTIES		14,373.	
LICENSES/PERMITS - AVONDALE PROPERTIES		450.	
REPAIRS AND MAINTENANCE - AVONDALE PROPERTIES		121,250.	
UTILITIES - AVONDALE PROPERTIES		189,666.	

COST OF SALE - AVONDALE PROPERTIES	59,575.	
REAL ESTATE TAXES - AVONDALE PROPERTIES	159,178.	
OTHER MISC. EXPENSE - AVONDALE PROPERTIES	1,425.	
- SUBTOTAL -	1	577,768.
LEGAL/PROFESSIONAL FEES - MASON MONTGOMERY PROPERTY	70.	
MANAGEMENT FEES PAID - MASON MONTGOMERY PROPERTY	2,163.	
BANK SERVICE CHARGES - MASON MONTGOMERY PROPERTY	6.	
TELEPHONE/PAGERS - MASON MONTGOMERY PROPERTY	336.	
MILEAGE REIMBURSEMENT - MASON MONTGOMERY PROPERTY	18.	
SECURITY EXPENSE - MASON MONTGOMERY PROPERTY	1,165.	
REPAIRS AND MAINTENANCE - MASON MONTGOMERY PROPERTY	23,648.	
UTILITIES - MASON MONTGOMERY PROPERTY	32,791.	
REAL ESTATE TAXES - MASON MONTGOMERY PROPERTY	38,479.	
- SUBTOTAL -	2	98,676.
TOTAL RENTAL EXPENSES		676,444.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B		426,956.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GCAP SETTLEMENT	2,362,000.	0.	
OTHER INVESTMENT INCOME	500.	500.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,362,500.	500.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	332,982.	22,896.		5,916.
LEGAL/PROFESSIONAL FEES - AVONDALE PROPERTIES	410.	410.		0.
LEGAL/PROFESSIONAL FEES - MASON MONTGOMERY PROPERTY	70.	70.		0.
TO FM 990-PF, PG 1, LN 16A	333,462.	23,376.		5,916.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTANT FEES	129,824.	44,153.		30,980.
TO FORM 990-PF, PG 1, LN 16B	129,824.	44,153.		30,980.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	132,971.	0.		0.
MANAGEMENT FEES PAID - AVONDALE PROPERTIES	29,420.	29,420.		0.
MANAGEMENT FEES PAID - MASON MONTGOMERY PROPERTY	2,163.	2,163.		0.
TO FORM 990-PF, PG 1, LN 16C	164,554.	31,583.		0.

FORM 990-PF	TAXES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENSES/PERMITS - AVONDALE PROPERTIES	450.	450.		0.
REAL ESTATE TAXES - AVONDALE PROPERTIES	159,178.	159,178.		0.
REAL ESTATE TAXES - MASON MONTGOMERY PROPERTY	38,479.	38,479.		0.
TO FORM 990-PF, PG 1, LN 18	198,107.	198,107.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	16,671.	5,557.		5,557.
DRAKE HOSPITAL LIABILITY	7,788,586.	0.		0.
INVESTMENT AND BANK FEES	8,699.	8,699.		0.
OFFICE SUPPLIES	1,873.	624.		625.
MEALS	2,663.	888.		888.
POSTAGE	261.	87.		87.
COMPUTER EXPENSE	53.	18.		18.
PARKING	43.	14.		14.
RENT	13,389.	4,463.		4,463.
TELEPHONE	10.	3.		3.
TAX	400.	0.		0.
MISCELLANEOUS	991.	330.		330.
BANK SERVICE CHARGES - AVONDALE PROPERTIES	47.	47.		0.
TELEPHONE/PAGERS - AVONDALE PROPERTIES	1,962.	1,962.		0.
MILEAGE REIMBURSEMENT - AVONDALE PROPERTIES	12.	12.		0.
SECURITY EXPENSE - AVONDALE PROPERTIES	14,373.	14,373.		0.
REPAIRS AND MAINTENANCE - AVONDALE PROPERTIES	121,250.	121,250.		0.
UTILITIES - AVONDALE PROPERTIES	189,666.	189,666.		0.
COST OF SALE - AVONDALE PROPERTIES	59,575.	59,575.		0.
OTHER MISC. EXPENSE - AVONDALE PROPERTIES	1,425.	1,425.		0.

BANK SERVICE CHARGES - MASON MONTGOMERY PROPERTY	6.	6.	0.
TELEPHONE/PAGERS - MASON MONTGOMERY PROPERTY	336.	336.	0.
MILEAGE REIMBURSEMENT - MASON MONTGOMERY PROPERTY	18.	18.	0.
SECURITY EXPENSE - MASON MONTGOMERY PROPERTY	1,165.	1,165.	0.
REPAIRS AND MAINTENANCE - MASON MONTGOMERY PROPERTY	23,648.	23,648.	0.
UTILITIES - MASON MONTGOMERY PROPERTY	32,791.	32,791.	0.
TO FORM 990-PF, PG 1, LN 23	8,279,913.	466,957.	11,985.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD - FTSE ALL-WORLD EX US 1ST	10,240,790.	11,611,035.
VANGUARD - TOTAL STOCK MARKET INDEX INST	40,738,243.	43,507,145.
VANGUARD - INDEX	8,037,862.	8,266,369.
VANGUARD - INTERNATIONAL GROWTH ADM	5,898,284.	6,036,839.
VANGUARD - INTERNATIONAL VALUE FUND	5,905,397.	5,868,550.
VANGUARD - TIPS	2,909,759.	2,910,188.
TOTAL TO FORM 990-PF, PART II, LINE 10B	73,730,335.	78,200,126.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD - TOTAL BOND MARKET INDEX INST	7,320,664.	7,440,486.
J.P. MORGAN CORE BOND	21,076,222.	21,056,328.
TOTAL TO FORM 990-PF, PART II, LINE 10C	28,396,886.	28,496,814.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	12
DESCRIPTION		BOY AMOUNT	EOY AMOUNT
DUE TO JEWISH FOUNDATION OF CINCINNATI		4,467,193.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22		4,467,193.	0.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 8B STATEMENT 13

EXPLANATION

THE STATE OF OHIO DOES NOT REQUIRE A COPY OF THE FORM 990-PF TO BE FILED WITH THE STATE. IN LIEU OF THE FEDERAL FORM, A VERIFICATION OF FILING WITH THE INTERNAL REVENUE SERVICE FORM IS REQUIRED TO BE COMPLETED AND FILED WITH THE STATE OF OHIO ATTORNEY GENERAL. A COPY OF THE REQUIRED OHIO FORM HAS BEEN FILED.

FORM 990-PF

TRANSFERS TO CONTROLLED ORGANIZATIONS
PART VII-A, LINE 11A

STATEMENT 14

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

JHCI, INC. F/K/A JEWISH HOSPITAL OF CINCINNATI, INC.

31-1050609

ADDRESS

4555 LAKE FOREST DRIVE, SUITE 645
BLUE ASH, OH 45242

DESCRIPTION OF TRANSFER

NO TRANSFERS DURING TAX YEAR 2010.

AMOUNT
OF TRANSFER

0.

TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ORGANIZATIONS

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PHYLLIS S. SEWELL 4555 LAKE FOREST DRIVE, SUITE 645 BLUE ASH, OH 45242	CHAIRPERSON 5.00	0.	0.	0.
GARY HEIMAN 4555 LAKE FOREST DRIVE, SUITE 645 BLUE ASH, OH 45242	PRESIDENT 5.00	0.	0.	0.
PHILIP T. COHEN 4555 LAKE FOREST DRIVE, SUITE 645 BLUE ASH, OH 45242	TREASURER 5.00	0.	0.	0.
MICHAEL R. OESTREICHER 4555 LAKE FOREST DRIVE, SUITE 645 BLUE ASH, OH 45242	TRUSTEE 5.00	0.	0.	0.
BERNARD DAVE 4555 LAKE FOREST DRIVE, SUITE 645 BLUE ASH, OH 45242	TRUSTEE 5.00	0.	0.	0.
ROBERT KANTER 4555 LAKE FOREST DRIVE, SUITE 645 BLUE ASH, OH 45242	TRUSTEE 5.00	0.	0.	0.
JEFFREY ZIPKIN, M.D. 4555 LAKE FOREST DRIVE, SUITE 645 BLUE ASH, OH 45242	TRUSTEE 5.00	0.	0.	0.
BENJAMIN GETTLER 4555 LAKE FOREST DRIVE, SUITE 645 BLUE ASH, OH 45242	TRUSTEE 5.00	0.	0.	0.
J. DAVID ROSENBERG 4555 LAKE FOREST DRIVE, SUITE 645 BLUE ASH, OH 45242	TRUSTEE 5.00	0.	0.	0.
WARREN C. FALBERG 4555 LAKE FOREST DRIVE, SUITE 645 BLUE ASH, OH 45242	TRUSTEE 5.00	0.	0.	0.
GLORIA S. HAFFER 4555 LAKE FOREST DRIVE, SUITE 645 BLUE ASH, OH 45242	TRUSTEE 5.00	0.	0.	0.

JHSI, INC. F/K/A JEWISH HEALTH SYSTEM, I

31-0536670

DONALD WAYNE, M.D. TRUSTEE
4555 LAKE FOREST DRIVE, SUITE 645 5.00
BLUE ASH, OH 45242

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.

FORM 990-PF

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

STATEMENT 16

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BRIAN JAFFEE
4555 LAKE FOREST DRIVE, SUITE 645
BLUE ASH, OH 45236-2926

TELEPHONE NUMBER

513 214-1201

FORM AND CONTENT OF APPLICATIONS

DESCRIPTION OF ORGANIZATION, MISSION STATEMENT, PROOF OF TAX EXEMPTION,
STATEMENT CONCERNING PURPOSE AND USE OF GRANT.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

CHARITABLE ORGANIZATIONS

FORM 990-PF, PART II, LINE 14

FIXED ASSET SUMMARY

STATEMENT 17

DESCRIPTION OF ASSET	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
MASON MONTGOMERY PROPERTY	6,789,991	-2,624,642	4,165,349
FURNITURE AND EQUIPMENT	1,805	0	1,805
TOTAL	<u>6,791,796</u>	<u>-2,624,642</u>	<u>4,167,154</u>

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part III		
Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).		
Type or print	Name of exempt organization	Employer identification number
	JHSI, INC. P/K/A JEWISH HEALTH SYSTEM, INC.	31-0536670
File by the extended due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions.	
	4555 LAKE FOREST DRIVE, SUITE 645	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	BLUE ASH, OH 45242	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

BETH MCKINNEY

- The books are in the care of 4555 LAKE FOREST DRIVE, SUITE 645 - BLUE ASH, OH 45242
Telephone No. (513) 214-1204 FAX No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until MAY 15, 2012.

5 For calendar year , or other tax year beginning JUL 1, 2010, and ending JUN 30, 2011.

6 If the tax year entered in line 5 is for less than 12 months, check reason. Initial return Final return
 Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO ENABLE TAXPAYER TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	225,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	225,000.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Sharon M. Jimmy Title CPA Date 2/13/12

MAINTAINED OFFICE COPY
NOT TO BE REMOVED FROM OFFICE