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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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
THE OLIVER FAMILY FOUNDATION CO US BANK

A Employer identification number
31-1365209

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P O BOX 1118 ML CN-OH-W10X

B Telephone number (see page 10 of the instructions)
(513) 632-4292

City or town, state, and ZIP code
CINCINNATI, OH 452011118

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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, col. (c), line 16)* ▶$ 10,082,917

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(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 (attach schedule)	1,951,825			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities.	314,455	301,665	12,790	
5a	Gross rents				
b	Net rental income or (loss) ____				
6a	Net gain or (loss) from sale of assets not on line 10	323,932			
b	Gross sales price for all assets on line 6a 2,078,420				
7	Capital gain net income (from Part IV, line 2) . . .		323,932		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	2,590,212	625,597	12,790	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages		0	0	0
15	Pension plans, employee benefits		0	0	
16a	Legal fees (attach schedule).	1,440	0	0	1,440
b	Accounting fees (attach schedule).				
c	Other professional fees (attach schedule)	16,618	14,956		1,661
17	Interest				0
18	Taxes (attach schedule) (see page 14 of the instructions)	15,819	7,945		0
19	Depreciation (attach schedule) and depletion . . .	0	0		
20	Occupancy				
21	Travel, conferences, and meetings		0	0	
22	Printing and publications		0	0	
23	Other expenses (attach schedule)	206	6		200
24	**Total operating and administrative expenses.** Add lines 13 through 23	34,083	22,907	0	3,301
25	Contributions, gifts, grants paid	450,000			450,000
26	**Total expenses and disbursements.** Add lines 24 and 25	484,083	22,907	0	453,301
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	2,106,129			
b	**Net investment income** (if negative, enter -0-)		602,690		
c	**Adjusted net income** (if negative, enter -0-) . . .			12,790	

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	83,448	1,533,393	1,533,393
3	Accounts receivable ▶ 133			
	Less allowance for doubtful accounts ▶		133	133
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 page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	5,874,305	6,501,474	8,549,391
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)			0
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,957,753	8,035,000	10,082,917
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund 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 ▶ ☑ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	5,957,753	8,035,000	
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** (see page 17 of the instructions)	5,957,753	8,035,000	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,957,753	8,035,000	

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	5,957,753
2	Enter amount from Part I, line 27a	2	2,106,129
3	Other increases not included in line 2 (itemize) ▶	3	4
4	Add lines 1, 2, and 3	4	8,063,886
5	Decreases not included in line 2 (itemize) ▶	5	28,886
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,035,000

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	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	323,932
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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 (col (b) divided by col (c))
2010	292,848	6,705,674	0 043672
2009	380,771	5,815,554	0 065475
2008	428,048	7,646,155	0 055982
2007	364,046	8,692,099	0 041882
2006	367,244	8,009,696	0 04585

2	**Total** of line 1, column (d).	2	0 252861
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 050572
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	8,003,611
5	Multiply line 4 by line 3.	5	404,759
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	6,027
7	Add lines 5 and 6.	7	410,786
8	Enter qualifying distributions from Part XII, line 4.	8	453,301

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	6,027
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	6,027
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	6,027
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	6,000		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,500		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	9,500
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,473
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 3,473	**Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	Yes	

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

			Yes	No
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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶US BANK NA Telephone no ▶(513) 632-4393

Located at ▶P O BOX 1118 CN-OH-W10X CINCINNATI OH ZIP+4 ▶45201

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

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
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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ 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)? ☐ Yes ☑ 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). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	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 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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 page 20 of the instructions).	2b		No
c	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____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

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 page 22 of the 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 page 22 of the instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **Yes** ☐ **No**			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☑ **No**			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**	**Yes**	
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**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 page 22 of the 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 Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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
NONE				

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 page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	7,726,057
b	Average of monthly cash balances	1b	399,436
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	8,125,493
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	8,125,493
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	121,882
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,003,611
6	**Minimum investment return.** Enter 5% of line 5	6	400,181

Part XI Distributable Amount (see page 25 of the 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	400,181
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 6,027		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	6,027
3	Distributable amount before adjustments Subtract line 2c from line 1	3	394,154
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	394,154
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	394,154

Part XII Qualifying Distributions (see page 25 of the 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	453,301
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	453,301
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 page 26 of the instructions)	5	6,027
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	447,274

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					394,154
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only.				316,386	
b Total for prior years 2009 , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2011					
a From 2006.	0				
b From 2007.	0				
c From 2008.	0				
d From 2009.	0				
e From 2010.	0				
f **Total** of lines 3a through e.		0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 453,301					
a Applied to 2010, but not more than line 2a				316,386	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .		0			
d Applied to 2011 distributable amount.					136,915
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .			0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					257,239
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)		0			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		0			
10 Analysis of line 9					
a Excess from 2007. . . .	0				
b Excess from 2008. . . .	0				
c Excess from 2009. . . .	0				
d Excess from 2010. . . .	0				
e Excess from 2011. . . .	0				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	
2a 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 organization had $5,000 or more in assets at any time during the year—see page 27 of 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))

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

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 page 28 of the 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

US BANK NA AGENT
PO BOX 1118 CN-OH-W7PT
CINCINNATI,OH 452011118
(513) 632-4292

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

NONE

c Any submission deadlines

NONE

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

SHOULD BE LIMITED TO THE GREATER CINCINNATI AREA

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
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				450,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	314,455	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	323,932	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				638,387	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 638,387

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		No
(2) Other assets.	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
(4) Reimbursement arrangements.	**1b(4)**		No
(5) Loans or loan guarantees.	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2012-11-14	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

		Date	Check if self-employed ☐	PTIN
Preparer's Signature	SCOTT MAIR VICE PRESIDENT	2012-11-14		
Firm's name	US BANK NA		Firm's EIN	
Firm's address	PO BOX 1118 ML CN-OH-W10X CINCINNATI, OH 452011118		Phone no (513) 632-4393	

May the IRS discuss this return with the preparer shown above? See instructions ☐ **Yes** ☑ **No**

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of organization
THE OLIVER FAMILY FOUNDATION CO US BANK

Employer identification number
31-1365209

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule—

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

Special Rules

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate 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 aggregate 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 in the heading of its Form 990-EZ, or on 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)

Name of organization
THE OLIVER FAMILY FOUNDATION CO US BANK

Employer identification number
31-1365209

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GERTRUDE OLIVER TRUST P O BOX 1118 ML CN-OH-W10X CINCINNATI, OH 452011118	$ 1,801,825	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	OLIVER CHARITABLE LEAD TRUST 1 P O BOX 1118 ML CN-OH-W10X CINCINNATI, OH 452011118	$ 150,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
THE OLIVER FAMILY FOUNDATION CO US BANK

Employer identification number
31-1365209

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
		$	

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

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

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

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

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

Name of organization
THE OLIVER FAMILY FOUNDATION CO US BANK

Employer identification number
31-1365209

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete columns **(a)** through **(e) and** the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Additional Data

Software ID:	
Software Version:	
EIN:	31-1365209
Name:	THE OLIVER FAMILY FOUNDATION CO US BANK

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
3700 JOHNSON & JOHNSON		2007-02-22	2011-02-02
1550 CRESCENT PT ENERGY CORP		2010-05-11	2011-02-11
315 CRESCENT PT ENERGY CORP		2009-09-17	2011-02-11
3300 MERIDIAN BIOSCIENCE INC		2009-12-04	2011-02-11
1755 VERMILION ENERGY INC		2010-05-11	2011-02-11
405 CONOCOPHILLIPS		2010-07-02	2011-03-14
2205 NATIONAL RETAIL PROPERTIES INC		2010-08-12	2011-03-14
775 NATIONAL RETAIL PROPERTIES INC		2009-02-17	2011-03-14
1975 PEPSICO INC		2006-01-18	2011-03-14
1680 ALTRIA GROUP INC		2008-04-25	2011-06-10
2870 MICROCHIP TECHNOLOGY INC		2006-11-17	2011-06-10
340 ONEOK INC		2010-12-06	2011-07-28
4300 PAYCHEX INC		2006-01-18	2011-07-28
3015 AGL RES INC		2008-11-10	2011-09-16
860 NEXTERA ENERGY INC		2008-10-10	2011-09-16
1950 AUTOMATIC DATA PROCESSING INC		2008-03-10	2011-09-21
1250 C H ROBINSON WORLDWIDE INC		2008-08-04	2011-09-21
500 COCA COLA CO		2008-04-09	2011-09-21
1100 BRISTOL-MYERS SQUIBB CO		2011-09-21	2011-10-26
1390 BRISTOL-MYERS SQUIBB CO		2008-11-10	2011-10-26
1650 HEALTHCARE SVCS GROUP INC		2011-09-21	2011-10-26
1535 HEALTHCARE SVCS GROUP INC		2010-04-23	2011-10-26
1510 CONOCOPHILLIPS		2010-07-02	2011-11-14
400 CONOCOPHILLIPS		2011-09-21	2011-11-14
300 CRESCENT PT ENERGY CORP		2011-09-21	2011-11-14
420 CRESCENT PT ENERGY CORP		2008-11-10	2011-11-14
300 VERMILION ENERGY INC		2011-09-21	2011-11-14
1525 VERMILION ENERGY INC		2010-05-11	2011-11-14
2710 GLAXO SMITHKLINE P L C A D R		2008-06-19	2011-12-14
5150 HEALTHCARE SVCS GROUP INC		2010-04-23	2011-12-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1160 PHILIP MORRIS INTL		2008-03-10	2011-12-14
775 HEALTHCARE SVCS GROUP INC		2010-07-02	2011-12-15
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
223,196		193,993	29,203
66,751		63,209	3,542
13,566		10,469	3,097
73,006		70,513	2,493
81,936		59,652	22,284
30,528		19,925	10,603
55,030		51,635	3,395
19,342		10,655	8,687
126,593		115,594	10,999
45,953		35,744	10,209
104,998		93,274	11,724
24,877		18,119	6,758
122,334		162,271	-39,937
123,967		87,986	35,981
46,936		31,902	15,034
97,532		76,730	20,802
84,344		60,244	24,100
35,262		30,340	4,922
35,358		34,452	906
44,680		28,911	15,769
28,239		26,596	1,643
26,271		22,414	3,857
108,552		74,287	34,265
28,755		26,560	2,195
12,276		12,186	90
17,187		10,185	7,002
14,057		12,939	1,118
71,454		48,461	22,993
120,562		118,925	1,637
91,453		75,200	16,253

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
87,654		60,344	27,310
13,679		10,773	2,906
			651

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			29,203
			3,542
			3,097
			2,493
			22,284
			10,603
			3,395
			8,687
			10,999
			10,209
			11,724
			6,758
			-39,937
			35,981
			15,034
			20,802
			24,100
			4,922
			906
			15,769
			1,643
			3,857
			34,265
			2,195
			90
			7,002
			1,118
			22,993
			1,637
			16,253

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			27,310
			2,906

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
RICHARD D OLIVER C/O US BANK POB 1118 CN-OH-W10X CINCINNATI, OH 45202	TRUSTEE 0	0		
JOHN C OLIVER C/O US BANK POB 1118 CN-OH-W10X CINCINNATI, OH 45202	TRUSTEE 0	0		
DEBRA OLIVER C/O US BANK POB 1118 CN-OH-W10X CINCINNATI, OH 45202	TRUSTEE 0	0		
VERE W GAYNOR C/O US BANK POB 1118 CN-OH-W10X CINCINNATI, OH 45202	TRUSTEE 0	0		
CHRISTINE A BUTTRESS ESQ C/O US BANK POB 1118 CN-OH-W10X CINCINNATI, OH 45202	TRUSTEE 0	0		

Form 990PF Part XV Line 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
a *Paid during the year*				
INDIAN HILL CHURCH6000 DRAKE ROAD CINCINNATI, OH 45243	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
CIVIC GARDEN CENTER OF GREATER CINCINNATI2715 READING ROAD CINCINNATI, OH 45206	NONE	PUBLIC	CHARITABLE PURPOSES	15,000
JOY OUTDOOR EDUCATION CENTER FOUNDATION INCPO BOX 157 CLARKSVILLE, OH 45113	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
CRAYONS TO COMPUTERS1350 TENNESSEE AVE CINCINNATI, OH 45229	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
NEEDIEST KIDS OF ALL312 ELM STREET CINCINNATI, OH 452022739	NONE	PUBLIC	CHARITABLE PURPOSES	2,500
ARTSWAVE20 E CENTRAL PARKWAY CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
ATWILL MEMORIAL CHAPEL105 N NORTHCOTT DRIVE NORTHPORT, MI 49670	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
BEECHWOOD HOME2140 POGUE AVENUE CINCINNATI, OH 45208	NONE	PUBLIC	CHARITABLE PURPOSES	31,000
BETTS HOUSE RESEARCH CENTER 416 CLARK STREET CINCINNATI, OH 45203	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
BOYS & GIRLS CLUB OF GREATER CINTI600 DALTON AVENUE CINCINNATI, OH 452031214	NONE	PUBLIC	CHARITABLE PURPOSES	12,500
CINCINNATI CHILDRENS HOSPITAL MEDICAL CENTERPO BOX 5202 CINCINNATI, OH 452015202	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
CINCINNATI BALLET1555 CENTRAL PARKWAY CINCINNATI, OH 452142863	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
CINCINNATI MUSEUM CENTER 1301 WESTERN AVENUE CINCINNATI, OH 45203	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
CINCINNATI NAUTRE CENTER 4949 TEALTOWN ROAD MILFORD, OH 45150	NONE	PUBLIC	CHARITABLE PURPOSES	30,000
CINCINNATI ZOO & BOTANICAL GARDEN3400 VINE STREET CINCINNATI, OH 452201399	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
CINCINNATI ART MUSEUM953 EDEN PARK DRIVE CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	40,000
CINCINNATI PARKS FOUNDATION950 EDEN PARK DRIVE CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	40,000
CHILDRENS MIRACLE NETWORK HOSPITALS13123 E 16TH AVE BOX 045 AURORA, CO 80045	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
CINCINNATI SYMPHONY ORCHESTRA1241 ELM STREET CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	20,000
DRESS FOR SUCCESS CINCINNATI135 WEST 4TH STREET CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	2,000
DARKNESS TO LIGHT7 RADCLIFFE STREET STE 200 CHARLESTON, SC 49403	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
EVERY CHILD SUCCEEDS ARTS 1310 SYCAMORE STREET CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
FERNSIDE CENTER4360 COOPER ROAD SUITE 100 CINCINNATI, OH 45242	NONE	PUBLIC	CHARITABLE PURPOSES	2,500
FREESTORE FOODBANK1141 CENTRAL PARKWAY CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	20,000
GRANNYS GARDEN SCHOOL20 MIAMIVIEW DRIVE LOVELAND, OH 45140	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
THE SEVEN HILLS SCHOOL5400 RED BANK ROAD CINCINNATI, OH 452271198	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
THE HILLSIDE TRUST710 TUSCULUM AVENUE CINCINNATI, OH 45226	NONE	PUBLIC	CHARITABLE PURPOSES	3,000
HOSPICE OF CINCINNATIP O BOX 633597 CINCINNATI, OH 452633597	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
HISTORIC SOUTHWEST OHIOPO BOX 62475 CINCINNATI, OH 452620475	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
INTERLOCHEN CENTER FOR THE ARTSPO BOX 199 INTERLOCHEN, MI 49643	NONE	PUBLIC	CHARITABLE PURPOSES	2,000

Form 990PF Part XV Line 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
a *Paid during the year*				
KENZIE'S CLOSETPO BOX 43285 CINCINNATI, OH 45243	NONE	PUBLIC	CHARITABLE PURPOSES	2,000
LADD3603 VICTORY PKWY CINCINNATI, OH 452992207	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
LEELANAU CONSERVANCYPO BOX 1007 LEELAND, MI 496541007	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
LEELANAU CHILDRENS CENTERP O BOX 317 LELAND, MI 49654	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
LINDER CENTER OF HOPE4075 OLD WESTERN ROW ROAD MASON, OH 45040	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
THE LOWELL WHITEMAN SCHOOL 42605 ROUTT COUNTY ROAD 36 STEAMBOAT SPRINGS, CO 80487	NONE	PUBLIC	CHARITABLE PURPOSES	2,500
LIGHTHOUSE YOUTH SERVICES INC C/O DEVELOPMENT401 EAST MCMILLAN ST CINCINNATI, OH 45206	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
CINCINNATI PRESERVATION ASSOCIATION342 WEST FOURTH ST CINCINNATI, OH 452022603	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
RUFFED GROUS SOCIETY451 MCCORMICK ROAD CORAOPOLIS, PA 15108	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
SALVATION ARMY - CINCINNATI 114 EAST CENTRAL PARKWAY CINCINNATI, OH 45210	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
SPRINGER SCHOOL2121 MADISON ROAD CINCINNATI, OH 452083288	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
STEPPING STONES CENTER5650 GIVEN ROAD CINCINNATI, OH 45243	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
TAFT MUSEUM OF ART DEVELOPMENT OFFICE316 PIKE STREET CINCINNATI, OH 452024293	NONE	PUBLIC	CHARITABLE PURPOSES	40,000
TRAILBLAZERS BOOSTER CLUB100 OLYMPIC DRIVE MILFORD, OH 45040	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
UNITED WAY2400 READING ROAD CINCINNATI, OH 452021468	NONE	PUBLIC	CHARITABLE PURPOSES	15,000
VISITING NURSE ASSOCIATION 2400 READING ROAD CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
WOMANS ART CLUB OF CINCINNATI6980 CAMBRIDGE AVENUE MARIEMONT, OH 45227	NONE	PUBLIC	CHARITABLE PURPOSES	3,000
WORLD CHOIR GAMES 2012 INC 700 WALNUT STREET SUITE 450 CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
YWCA OF CINCINNATI898 WALNUT STREET CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	3,000
Total . . . . ▶ **3a**				450,000

TY 2011 Investments Corporate Stock Schedule

Name: THE OLIVER FAMILY FOUNDATION CO US BANK

EIN: 31-1365209

Name of Stock	End of Year Book Value	End of Year Fair Market Value
A G L RES INC		
ABBOTT LABORATORIES	253,012	324,728
ALTRIA GROUP INC	131,302	198,507
AUTOMATIC DATA PROCESSING	118,844	176,721
BRISTOL-MYERS SQUIBB CO	158,283	268,176
C H ROBINSON WORLDWIDE INC		
COCA COLA COMPANY	154,749	189,899
DUKE ENERGY CORP		
EMERSON ELEC CO	65,994	142,798
FPL GROUP INC		
GENUINE PARTS CO	155,090	224,604
HCP INC	105,513	197,828
HEALTH CARE REIT INC	148,564	208,850
AT&T INC	230,305	212,890
INTEL CORP	288,746	320,828
JOHNSON & JOHNSON		
KIMBERLY CLARK CORP	170,865	236,863
MCDONALDS CORP	272,400	466,535
MERIDIAN BIOSCIENCE INC		
MICROCHIP TECHNOLOGY INC		
NATIONAL RETAIL PROPERTIES INC	69,723	121,348
PAYCHEX INC		
PEPSICO INC		
PHILIP MORRIS INTL	168,615	325,614
PITNEY BOWES INC		
PRAXAIR INC	146,409	196,696
REALTY INCOME CORP	96,424	128,653
RPM INTERNATIONAL INC	198,584	268,945
SOUTHERN CO	191,454	246,957
SPECTRA ENERGY CORP	201,920	243,940

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SYSCO CORP		
UNITED TECHNOLOGIES CORP	133,554	220,732
B P PLC SPONS ADR		
BANK OF NOVA SCOTIA	241,898	293,879
CONOCOPHILLIPS	77,977	115,499
DIAGEO PLC SPONSORED ADR		
GLAXO SMITHKLINE PLC ADR	149,638	163,812
NOVARTIS AG ADR	165,006	191,234
VERMILION ENERGY TR	71,338	122,733
HEALTHCARE SVCS GROUP INC	72,501	101,134
HJ HEINZ	226,748	248,314
NEXTERA ENERGY INC	100,827	156,279
ONEOK INC	186,756	291,712
CANADIAN IMPERIAL BK OF COMM	145,056	144,740
CRESENT PT ENERGY CORP	62,620	121,992
ENBRIDGE INC	118,902	155,252
BLACKROCK INC	101,370	112,291
DARDEN RESTAYRANTS INC	158,515	166,367
DIGITAL REALTY TRUST INC	207,006	220,011
KINDER MORGAN INC	222,736	261,542
MATTEL INC	167,478	184,049
MERCK AND CO INC NEW	81,881	87,464
WASTE MGMT INC	241,445	214,578
BCE INC	241,426	274,397

TY 2011 Legal Fees Schedule

Name: THE OLIVER FAMILY FOUNDATION CO US BANK

EIN: 31-1365209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES - INCOME (ALLOCABLE	1,440			1,440

TY 2011 Other Decreases Schedule

Name: THE OLIVER FAMILY FOUNDATION CO US BANK

EIN: 31-1365209

Description	Amount
RETURN OF CAPITAL BASIS ADJUSTMENTS 2010	16,096
RETURN OF CAPITAL BASIS ADJUSTMENTS 2011	12,790

TY 2011 Other Expenses Schedule

Name: THE OLIVER FAMILY FOUNDATION CO US BANK

EIN: 31-1365209

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OHIO CHARITABLE FILING FEE	200	0		200
ADR FEES	6	6		0

TY 2011 Other Increases Schedule

Name: THE OLIVER FAMILY FOUNDATION CO US BANK

EIN: 31-1365209

Description	Amount
ROUNDING ADJUSTMENT	4

TY 2011 Other Professional Fees Schedule

Name: THE OLIVER FAMILY FOUNDATION CO US BANK

EIN: 31-1365209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSES - 2%	3,794	3,415		379
INVESTMENT MGMT FEES-SUBJECT T	12,824	11,541		1,282

TY 2011 Substantial Contributors Schedule

Name: THE OLIVER FAMILY FOUNDATION CO US BANK

EIN: 31-1365209

Name	Address
GERTRUDE OLIVER TRUST	P O BOX 1118 ML CN-OH-W10X CINCINNATI,OH 452011118
OLIVER CHARITABLE LEAD TRUST 1	P O BOX 1118 ML CN-OH-W10X CINCINNATI,OH 452011118

TY 2011 Taxes Schedule

Name: THE OLIVER FAMILY FOUNDATION CO US BANK

EIN: 31-1365209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN WITHHOLDING TAX	7,945	7,945		0
FEDERAL EXCISE TAX PAYMENT	7,874	0		0