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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.

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation RUTH J. & ROBERT A. CONWAY FOUNDATION, INC.		A Employer identification number 31-1575184
Number and street (or P.O. box number if mail is not delivered to street address) 5799 MARIEMONT AVENUE		B Telephone number (513) 271-2349
City or town, state, and ZIP code CINCINNATI, OH 45227		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		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) \$ 15,801,906. (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		270.		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		528,174.	524,075.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		269,570.			
b Gross sales price for all assets on line 6a		7,238,467.			
7 Capital gain net income (from Part IV, line 2)			269,570.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<15,159.>	<17,014.>		STATEMENT 2
12 Total. Add lines 1 through 11		782,855.	776,631.		
13 Compensation of officers, directors, trustees, etc.		18,000.	9,000.		9,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		6,580.	3,290.		3,290.
c Other professional fees					
17 Interest					
18 Taxes		3,438.	2,121.		1,317.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		78,401.	77,714.		467.
24 Total operating and administrative expenses. Add lines 13 through 23		106,419.	92,125.		14,074.
25 Contributions, gifts, grants paid		1,148,465.			1,148,465.
26 Total expenses and disbursements. Add lines 24 and 25		1,254,884.	92,125.		1,162,539.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<472,029.>			
b Net investment income (if negative, enter -0-)			684,506.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance SheetsAttached 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	9,663.	13,814.	13,814.
	2	Savings and temporary cash investments	936,213.	380,091.	380,091.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 7	297,669.	90.	90.
	b	Investments - corporate stock STMT 8	4,594,727.	5,030,364.	6,366,193.
	c	Investments - corporate bonds STMT 9	6,509,150.	6,460,301.	6,473,250.
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	2,757,783.	2,892,976.	2,568,468.
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers)	15,105,205.	14,777,636.	15,801,906.
	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			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	15,105,205.	14,777,636.	
	30	Total net assets or fund balances	15,105,205.	14,777,636.	
	31	Total liabilities and net assets/fund balances	15,105,205.	14,777,636.	

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	15,105,205.
2	Enter amount from Part I, line 27a	2	<472,029.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	144,460.
4	Add lines 1, 2, and 3	4	14,777,636.
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	14,777,636.

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				
b SEE ATTACHED STATEMENT				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 7,238,467.		6,968,897.	269,570.

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			
b			
c			
d			
e			269,570.

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	269,570.
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))
2010	1,323,663.	15,669,757.	.084472
2009	1,648,906.	15,938,906.	.103452
2008	1,211,665.	18,508,725.	.065465
2007	1,057,619.	19,058,812.	.055492
2006	1,156,448.	18,064,685.	.064017

2 Total of line 1, column (d)	2	.372898
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	.074580
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	15,917,612.
5 Multiply line 4 by line 3	5	1,187,136.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,845.
7 Add lines 5 and 6	7	1,193,981.
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	1,162,539.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	13,690.
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	13,690.
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	13,690.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	17,078.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	17,078.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
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	3,388.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 3,388. Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>ROBERT A. CONWAY</u> Telephone no. ► <u>(513) 271-2349</u> Located at ► <u>5799 MARIEMONT AVENUE, CINCINNATI, OH</u> ZIP+4 ► <u>45227</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► <u>Republic of Mauritius</u>	16	X	

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	N/A	2b
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

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

☐ Yes ☒ No

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

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		18,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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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
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 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	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	16,145,575.
b	Average of monthly cash balances	1b	14,437.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	16,160,012.
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	16,160,012.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	242,400.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,917,612.
6	Minimum investment return. Enter 5% of line 5	6	795,881.

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	795,881.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	13,690.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,690.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	782,191.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	782,191.
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	782,191.

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	1,162,539.
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	1,162,539.
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	1,162,539.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				782,191.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009	1,016,914.			
e From 2010	1,340,590.			
f Total of lines 3a through e	2,357,504.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 1,162,539.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	1,162,539.			
d Applied to 2011 distributable amount				0.
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).)	782,191.			782,191.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,737,852.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,737,852.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009	234,723.			
d Excess from 2010	1,340,590.			
e Excess from 2011	1,162,539.			

** SEE STATEMENT 12

Form 990-PF (2011)

N/A

- b Check box to indicate whether the foundation is a private operating foundation described in section

4942(i)(3) or		4942(i)(5)
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- (4) Gross investment income

[illegible]

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
SEE STATEMENT 13	NONE	501(C)(3)	GENERAL SUPPORT	1,148,465.
Total			▶ 3a	1,148,465.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

Form 990-PF (2011)

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	528,174.	
900000	1,855.	14	<17,014.>	
		18	269,570.	
	1,855.		780,730.	0.
				13
				782,585

2011.05000 RUTH J. & ROBERT A. CONWAY 31-15751

Part XVII

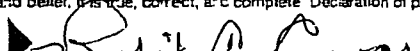
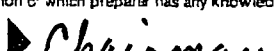
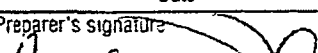
Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see inst. 1)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		Date <u>11/14/13</u>		 Title <u>Chairman</u>	
Paid Preparer Use Only	Print/Type preparer's name COURTNEY REITMAN-DEINLEIN		Preparer's signature 		Date <u>11/12/13</u>	
	Check <input type="checkbox"/> if self-employed		PTIN <u>P00420933</u>		Firm's name ▶ DELOITTE TAX LLP	
Firm's EIN ▶ 86-1065772		Firm's address ▶ 250 EAST FIFTH, SUITE 1900 CINCINNATI, OH 45202		Phone no. (513) 784-7100		

Form 990-PF (2011)

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
5AM VENTURES II, LP INTEREST	258.	0.	258.
DIVIDENDS FROM INVESTMENTS	477,208.	0.	477,208.
FORT WASHINGTON PRIVATE EQUITY INVESTORS IV, L.P. DIVIDENDS	3,840.	0.	3,840.
FORT WASHINGTON PRIVATE EQUITY INVESTORS IV, L.P. INTEREST	1,273.	0.	1,273.
FSP 1442 MAIN ST CORP - DIVIDENDS	2,733.	0.	2,733.
INTEREST FROM INVESTMENTS	34,876.	0.	34,876.
LIFFEY THAMES GROUP, LLC INTEREST	3,857.	0.	3,857.
NONTAXABLE DIVIDENDS	4,099.	0.	4,099.
RD CRIMSTONE, LP INTEREST	30.	0.	30.
TOTAL TO FM 990-PF, PART I, LN 4	528,174.	0.	528,174.

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LIFFEY THAME GROUP, LLC ORDINARY INCOME	1,855.	0.	
RD CRIMSTONE, LP	9,772.	9,772.	
ALPINE MOUNTAIN RANCH AT STEAMBOAT SPRINGS, LLLP ORDINARY INCOME	<27,341.>	<27,341.>	
FORT WASHINGTON PRIVATE EQUITY INVESTORS IV L.P. ORDINARY INCOME	<887.>	<887.>	
FORT WASHINGTON PRIVATE EQUITY INVESTORS IV L.P. NET ROYALTY INCOME	15.	15.	
FORT WASHINGTON PRIVATE EQUITY INVESTORS IV L.P. OTHER PORTFOLIO INCOME	4,465.	4,465.	
FORT WASHINGTON PRIVATE EQUITY INVESTORS IV L.P. NET RENTAL INCOME	1.	1.	
FORT WASHINGTON PRIVATE EQUITY INVESTORS IV L.P. 1231 GAIN	<210.>	<210.>	
BAY CAPITAL RENTAL INCOME	3,235.	3,235.	
SOUTHEAST LANDCO ORDINARY INCOME	<9,413.>	<9,413.>	
LIFFEY THAME GROUP, LLC OTHER INCOME	464.	464.	
REFUNDS	2,885.	2,885.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<15,159.>	<17,014.>	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DELOITTE TAX LLP	6,580.	3,290.		3,290.
TO FORM 990-PF, PG 1, LN 16B	6,580.	3,290.		3,290.

FORM 990-PF

TAXES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TREASURER OF STATE OF OHIO	200.	0.		200.
STATE OF CALIFORNIA	1,117.	0.		1,117.
FOREIGN TAX PAID	2,121.	2,121.		0.
TO FORM 990-PF, PG 1, LN 18	3,438.	2,121.		1,317.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES-CUSTODIAN AND MANAGEMENT FEES	1,106.	1,106.		0.
INVESTMENT FEES	50,367.	50,367.		0.
5AM VENTURES-INVESTMENT INTEREST EXPENSE	4,448.	4,448.		0.
FORT WASHINGTON-CHARITABLE CONTRIBUTIONS (CASH AND NON-CASH)	6.	0.		6.
RD CRIMSTONE CHARITABLE CONTRIBUTIONS	457.	0.		457.
SOUTHEAST LANDCO - PORTFOLIO DEDUCTIONS	2,670.	2,670.		0.
ADR FEES	705.	705.		0.
KERN MEDICAL II - PORTFOLIO DEDUCTIONS	91.	91.		0.
FORT WASHINGTON - INVESTMENT INTEREST EXPENSE	204.	0.		0.
FORT WASHINGTON - PORTFOLIO DEDUCTIONS	10,406.	10,406.		0.
FORT WASHINGTON - SECTION 59 EXPENSE	450.	450.		0.
FORT WASHINGTON - FOREIGN TAXES PAID	489.	489.		0.
SOUTHEAST LANDCO - INVESTMENT INT. EXPENSE	271.	271.		0.
KW REDHAWK - PORTFOLIO DEDUCTIONS	21.	21.		0.
KERN MEDICAL I - PORTFOLIO DEDUCTIONS	7.	0.		0.
KERN MEDICAL III	30.	30.		0.
SOUTHEAST LANDCO - CHARITABLE CONTRIBUTION	4.	0.		4.
BAY CAPITAL-OTHER DEDUCTIONS-754 DEPRECIATION	6,620.	6,620.		0.
SERVICE FEE - CHECKING	9.	0.		0.
KW COMMERCE- PORTFOLIO DEDUCTIONS	40.	40.		0.
TO FORM 990-PF, PG 1, LN 23	78,401.	77,714.		467.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION

AMOUNT

BOOK-TAX DIFFERENCES, SCHEDULES K-1

144,460.

TOTAL TO FORM 990-PF, PART III, LINE 3

144,460.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS	X		0.	0.
ACCRUED INTEREST PAID	X		90.	90.
TOTAL U.S. GOVERNMENT OBLIGATIONS			90.	90.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			90.	90.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS	5,029,033.	6,364,862.
ACCRUED INCOME-DIVIDENDS	1,331.	1,331.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,030,364.	6,366,193.

FORM 990-PF

CORPORATE BONDS

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	504,375.	522,500.
BOND MUTUAL FUNDS	5,955,926.	5,950,750.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,460,301.	6,473,250.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VENTURE CAPITAL	COST	1,785,868.	1,723,928.
REAL ESTATE	COST	1,089,401.	824,982.
PARTNERSHIPS	COST	17,707.	19,558.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,892,976.	2,568,468.

FORM 990-PF

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

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT A. CONWAY, SR. 5799 MARIEMONT AVENUE CINCINNATI, OH 45227	TREASURER 5.00	0.	0.	0.
THOMAS H. CLARK 5799 MARIEMONT AVENUE CINCINNATI, OH 45227	SECRETARY 5.00	0.	0.	0.
WILLIAM T. SENA, SR. 5799 MARIEMONT AVENUE CINCINNATI, OH 45227	ASST. SECRETARY/TREASURER 5.00	0.	0.	0.
JOSEPH A. CONWAY 5799 MARIEMONT AVENUE CINCINNATI, OH 45227	TRUSTEE 5.00	0.	0.	0.
SISTER JEAN PATRICE HARRINGTON 5799 MARIEMONT AVENUE CINCINNATI, OH 45227	TRUSTEE 5.00	0.	0.	0.
WILLIAM J. KEATING 5799 MARIEMONT AVENUE CINCINNATI, OH 45227	TRUSTEE 5.00	3,000.	0.	0.
TIMOTHY J. CONWAY 5799 MARIEMONT AVENUE CINCINNATI, OH 45227	TRUSTEE 5.00	0.	0.	0.
SHEILA M. CONWAY 5799 MARIEMONT AVENUE CINCINNATI, OH 45227	TRUSTEE 5.00	0.	0.	0.
KATHLEEN CONWAY BELL 5799 MARIEMONT AVENUE CINCINNATI, OH 45227	TRUSTEE 5.00	3,000.	0.	0.
SEAN P. CONWAY 5799 MARIEMONT AVENUE CINCINNATI, OH 45227	TRUSTEE 5.00	3,000.	0.	0.
JUDY WIMBERG 5799 MARIEMONT AVENUE CINCINNATI, OH 45227	TRUSTEE 5.00	3,000.	0.	0.

ROBERT CONWAY, JR.	TRUSTEE			
5799 MARIEMONT AVENUE	5.00	3,000.	0.	0.
CINCINNATI, OH 45227				
MARY LOIS CONWAY DARTH	TRUSTEE			
5799 MARIEMONT AVENUE	5.00	3,000.	0.	0.
CINCINNATI, OH 45227				
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		18,000.	0.	0.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 12

ELECTION TO TREAT QUALIFYING DISTRIBUTIONS AS COMING FROM CORPUS
PURSUANT TO CODE SEC. 4942(H)(2) AND REG. SEC. 53.4942(A)-3(D)(2)

RUTH J. AND ROBERT A. CONWAY FOUNDATION
C/O ROBERT A CONWAY
5799 MARIEMONT AVENUE
CINCINNATI, OH 45227

EIN: 31-1575184

TAX YEAR END: DECEMBER 31, 2011

PURSUANT TO A CODE SEC. 4942(H)(2) AND REG. SEC. 53.4942(A)-3(D)(2),
THE RUTH J. AND ROBERT A. CONWAY FOUNDATION ELECTS TO TREAT CURRENT
YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING
TAX YEAR'S UNDISTRIBUTED INCOME AS COMING FROM CORPUS.

NAME:

TITLE:

Register Report- 2011		
1/1/2011 through 12/31/2011		
Date	Description	Amount
1/25/2011	Mount Notre Dame High School	-2,500 00
1/27/2011	Guest House	-250
2/2/2011	The Salvaton Army	-250
2/2/2011	Freestore Food bank	-500
2/14/2011	People Working Cooperatively	-500
2/14/2011	St Xavier High School	-500
2/17/2011	Playhouse In The Park	-1,000 00
3/1/2011	Ursuline Academy Performing Arts	-200
3/2/2011	Little Sisters of the Poor	-200
3/2/2011	New Hope Pregnancy Care Center	-100
3/8/2011	College Of The Holy Cross	-500
3/8/2011	Mission Office Archdiocese Of Cinti	-500
3/15/2011	Legal Aid Society Gr Cinti	-250
3/15/2011	National Pro-Life Alliance	-250
3/15/2011	Glenmary Home Mission	-250
3/17/2011	Corryville Catholic School	-300
3/18/2011	Bishop Fenwich High School	-1,000 00
3/18/2011	Brebeuf Jesuit	-1,000 00
3/22/2011	Santa Maria	-1,000 00
3/25/2011	Sisters of Charity of Nazareth	-500
3/25/2011	Friars Club	-1,500 00
3/25/2011	Urban Appalachian Council	-200
3/30/2011	Cathedral Of St Peter In Chains	-305
4/4/2011	Amnesty International	-100
4/4/2011	St Vincent De Paul	-500
4/4/2011	Special Olympics Ohio	-100
4/5/2011	AMERICA	-500
4/5/2011	ST Joseph Home Of Cincinnati	-250
4/5/2011	National Wildlife Federation	-250
4/6/2011	Cincinnati Art Museum	-1,500.00
4/11/2011	Catholic Medical Mission Board	-300
4/20/2011	YWCA	-1,000.00
4/20/2011	USO	-100
4/25/2011	Cincinnati Public Radio	-1,000.00
4/26/2011	Sisters Of Notre Dame De Namur	-2,500.00
4/28/2011	St Vincent De Paul	-500
5/4/2011	Catholic Medical Mission Board	-250
5/4/2011	Alzheimers Association Of Gr Cincinnati	-100
5/9/2011	St Peters School Of Poughkeepsie NY	-1,000.00
5/17/2011	Freestore Food bank	-500
5/18/2011	American Cancer Institute	-250
5/23/2011	St Margaret Hall	-200
5/23/2011	Lower Price Hill Community School	-100
5/23/2011	Catholic Medical Mission Board	-450
5/26/2011	Lower Price Hill Community School	-250

5/27/2011	ST Margaret Of Cortona	-1,000.00
5/27/2011	Santa Maria	-500
6/1/2011	Bread For The World	-250
6/2/2011	Christian Appalachian Project	-300
6/2/2011	Food For The Poor	-250
6/2/2011	Guest House	-250
6/7/2011	Our Lady Of The Woods	-100
6/10/2011	Covenant House	-500
7/26/2011	Mary Rose Mission	-500
7/26/2011	Freestore Food bank	-500
7/27/2011	American Heart Association	-25
8/3/2011	Natl Museum Of African American History	-500
8/15/2011	Cincinnati Union Bethel	-500
8/15/2011	Treasure Coast Wild Life Hosp	-250
8/31/2011	CINCINNATIZOO AND BOTANICAL GARDENS	-1,000.00
9/12/2011	Bayley Place	-1,000.00
9/13/2011	Sisters of Charity of Nazareth	-500
9/21/2011	National Pro-Life Alliance	-100
9/22/2011	Nativity School	-250
9/22/2011	Alzheimers Association Of Gr Cincinnati	-100
10/5/2011	IUDM & Riley Hospital For Children	-2,000.00
10/13/2011	American Heart Association	-100
10/14/2011	Ursulines Of Brown County	-300
10/14/2011	Right to Life Greater Cincinnati	-500
10/26/2011	Charter Research Institute	-4,000.00
11/30/2011	Monastery of St. Clare	-500
11/30/2011	Friars Club	-1,000.00
11/30/2011	HOME	-500
12/5/2011	Hebrew Union College	-250
12/5/2011	St Francis Seraph Soup Kitchen	-2,000.00
12/12/2011	Catholic Medical Mission Board	-300
12/13/2011	Mercy Franciscan At St. John	-500
12/13/2011	Cumberland College	-500
12/20/2011	Our Lady Of The Holy Spirit Center	-500
12/20/2011	Sisters of Charity of Nazareth	-500
	Contribution Amount	-47,080.00

STATEMENT 13

Date	Organization	Amount
1/11/2011	To Jesuit Spiritual Center at Milford	30,000 00
1/11/2011	Tom Geiger Guest House	15,000 00
3/11/2011	The Cincinnati Art Museum	2,500.00
3/15/2011	The Greater Cincinnati Foundation	2,500 00
3/17/2011	Purcell Marian High School	2,500 00
4/7/2011	Dress for Success	5,000 00
4/7/2011	Leadership Scholars, Inc	20,000 00
4/7/2011	Summit Country Day School	55,000 00
4/7/2011	Visions Community Services	10,000 00
4/7/2011	Gateway House	10,000 00
4/7/2011	St Clements	5,000 00
4/7/2011	PPRC Library Committee	25,000 00
6/21/2011	St Ursula	3,000.00
6/21/2011	Cincinnati Shakespear	5,000.00
6/21/2011	Santa Maria - Jordan Center	1,500 00
6/21/2011	The Jesuit Partnership	1,000 00
6/21/2011	Christ The King	8,000 00
6/21/2011	The Sisters of Notre Dame Denamur	5,000 00
6/21/2011	Purcell Marian High School	5,000 00
6/21/2011	Xavier University	5,000 00
6/21/2011	University of Cincinnati	25,000 00
6/21/2011	The Athenaeum of Ohio	5,000 00
6/21/2011	The Ursulines of Brown County	1,000 00
6/21/2011	Prince of Peace Catholic School	25,000 00
6/21/2011	St. Xavier Highschool	10,000 00
6/21/2011	Springer School	1,000 00
6/21/2011	Cise Fund	6,000 00
6/21/2011	Ursuline Academy	4,000 00
6/21/2011	East End Adult Education Center	3,000 00
6/21/2011	Catholic Ministries Appeal	3,000 00
6/21/2011	Jesuit Spiritual Center at Milford	3,000 00
6/21/2011	The Innocence Project	3,000 00
6/21/2011	College of Mount Saint Joseph	3,000 00
6/21/2011	Mount Notre Dame	2,500.00
6/21/2011	Charfield College	3,000 00
6/24/2011	Xavier University	200,000 00
6/27/2011	Queen City Club	1,585 38
7/5/2011	The Greater Cincinnati Foundation	2,500 00
7/15/2011	The Athenaeum of Ohio	25,000 00
7/29/2011	Elder High School	8,500 00
8/15/2011	Cincinnati Chamber Orchestra	5,000 00
8/22/2011	Athenaeum of Ohio	100,000 00
9/21/2011	Campus Crusade for Christ	5,000 00
10/6/2011	Mercy Foundation	25,000 00
10/6/2011	United Way	10,000 00
11/4/2011	Nativity Church	2,000 00
11/21/2011	The Bethany House	50,000 00
11/21/2011	Center for Respite Care	3,000 00

11/21/2011 Chatfield College	10,000 00
11/21/2011 Crayons to Computers	5,000.00
11/21/2011 Depaul Cristo Rey	25,000.00
11/21/2011 Drop in Center	2,500.00
11/21/2011 Franciscan Sisters of the Poor Foundation	3,000.00
11/21/2011 Guardian Angels Church	2,500.00
11/21/2011 Legal Aid Society	1,000 00
11/21/2011 Little Sisters of the Poor	5,000 00
11/21/2011 Cincinnati Works	5,000 00
11/21/2011 Madisonville Ed. Assit. Center	5,000 00
11/21/2011 Mercy Professional Services	25,000 00
11/21/2011 Over The Rhine Kitchens	5,000 00
11/21/2011 Santa Maria Community Services	15,000 00
11/21/2011 St. Francis	15,000 00
11/21/2011 St. Joseph Church in Ghana	5,000.00
11/21/2011 XU Center for Catholic Education	20,000.00
12/27/2011 Bayley Place	75,000.00
12/27/2011 St Vincent Depaul	30,000 00
12/27/2011 Cincinnati Ballet	10,000.00
12/27/2011 Purcell Marian High School	19,800.00
12/27/2011 Xavier University	5,000 00
12/27/2011 St Clements	20,000 00
12/27/2011 St Francis Seraph School	15,000 00
12/27/2011 Little Brothers Friends of The Ederly	5,000 00
12/27/2011 St Francis Dedales Church	12,500 00
12/27/2011 St. Peter Claver Latin School	3,000 00
12/27/2011 Urban Appalachian Council	2,000 00
12/27/2011 Lower Price Hill Community School	4,000 00
Total Contributions from US Bank Statements	<u>1,101,385 38</u>
Contributions From Registry Report	<u>47,080 00</u>
Total Contributions	<u><u>1,148,465 38</u></u>

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	US BANK-SHORT-TERM COVERED	P	01/01/11	12/31/11
b	US BANK-SHORT-TERM NON-COVERED	P	01/01/11	12/31/11
c	US BANK-LONG-TERM	P	01/01/10	12/31/11
d	FT. WASHINGTON PRIVATE EQUITY	P	01/01/11	12/31/11
e	FT. WASHINGTON PRIVATE EQUITY	P	01/01/10	12/31/11
f	INDIA CAPITAL	P	01/01/10	12/31/11
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 1,079,950.		1,224,939.	<144,989.>
b 2,084,944.		2,118,535.	<33,591.>
c 4,034,943.		3,625,304.	409,639.
d		119.	<119.>
e 35,314.			35,314.
f 3,316.			3,316.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<144,989.>
b			<33,591.>
c			409,639.
d			<119.>
e			35,314.
f			3,316.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	269,570.
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

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions. RUTH J. & ROBERT A. CONWAY FOUNDATION, INC.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 31-1575184
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions. 5799 MARIEMONT AVENUE	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CINCINNATI, OH 45227	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
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

ROBERT A. CONWAY

- The books are in the care of ► **5799 MARIEMONT AVENUE - CINCINNATI, OH 45227**

Telephone No. ► **(513) 271-2349**

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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► ☒ calendar year **2011** or

► ☐ tax year beginning , and ending .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a 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.	3a	\$ 17,078.
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.	3b	\$ 17,078.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)