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 , 2011, and ending ,

Name of foundation: Fleischmann Foundation

A Employer identification number: 31-6025516

Number and street (or P O box number if mail is not delivered to street address): 441 Vine Street

Room/suite: Suite 4001

B Telephone number (see the instructions): (513) 621-1384

City or town: Cincinnati State: OH ZIP code: 45202

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 ► ☐

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 4,744,735.

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 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 (att sch)				
	2 Ck ► ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	133,583.	133,583.		
	5a Gross rents				
	b Net rental income or (loss)		L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	63,859.			
	b Gross sales price for all assets on line 6a 1,065,849.				
	7 Capital gain net income (from Part IV, line 2)		63,859.		
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	197,442.	197,442.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	2,675.	0.		0.
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	5,518.	5,518.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	31,864.	31,864.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	40,057.	37,382.		0.
	25 Contributions, gifts, grants paid	221,900.			221,900.
	26 **Total expenses and disbursements.** Add lines 24 and 25	261,957.	37,382.		221,900.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-64,515.			
	b **Net investment income** (if negative, enter -0-)		160,060.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
ASSETS	1	Cash – non-interest-bearing	143,967.	18,409.	18,409.
	2	Savings and temporary cash investments	112,881.	53,488.	53,488.
	3	Accounts receivable ► 15,475.			
		Less allowance for doubtful accounts ►		15,475.	15,475.
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)	0.		
	b	Investments – corporate stock (attach schedule) L-10b Stmt	2,351,831.	2,722,183.	3,206,956.
	c	Investments – corporate bonds (attach schedule) L-10c Stmt	1,642,485.	1,377,094.	1,450,407.
	11	Investments – land, buildings, and equipment: basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	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)	4,251,164.	4,186,649.	4,744,735.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)			
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	4,251,164.	4,186,649.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	4,251,164.	4,186,649.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,251,164.	4,186,649.	

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	4,251,164.
2	Enter amount from Part I, line 27a	2	-64,515.
3	Other increases not included in line 2 (itemize) ► Rounding	3	
4	Add lines 1, 2, and 3	4	4,186,649.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,186,649.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Short Term Schedule	P	07/01/11	12/31/11
b	Long Term Schedule	P	07/01/10	12/31/11
c	Capital Gain Dist	P	07/01/10	12/31/11
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	79,712.		80,328.	-616.
b	985,570.		921,662.	63,908.
c	567.		0.	567.
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-616.
b				63,908.
c				567.
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	63,859.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	-616.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	203,240.	4,484,485.	0.045321
2009	236,375.	4,151,041.	0.056944
2008	238,200.	4,680,590.	0.050891
2007	220,681.	4,818,201.	0.045802
2006	143,500.	4,566,676.	0.031423

2	**Total** of line 1, column (d)	2	0.230381
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	0.046076
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,735,305.
5	Multiply line 4 by line 3	5	218,184.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,601.
7	Add lines 5 and 6	7	219,785.
8	Enter qualifying distributions from Part XII, line 4	8	221,900.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter ________ **(attach copy of letter if necessary – see instrs)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b		1	1,601.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	1,601.
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	1,601.
6	Credits/Payments			
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 2,800.		
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	2,800.
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	1,199.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ► 1,199. **Refunded** ►		11	

Part VII-A Statements Regarding Activities

			Yes	**No**
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*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		X
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		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*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
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		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► OH - Ohio			
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	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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 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?	13	X	

Website address ► N/A

14 The books are in care of ► Noah Fleischmann Telephone no ► (513) 621-1384

Located at ► 441 Vine Street, Suite 4001 Cincinnati OH ZIP + 4 ► 45202

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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
1 a	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 instructions)?		1 b		
	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?		1 c		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?	☐ 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 instructions)		2 b		
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__				
3 a	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)*		3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	**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? *If 'Yes' to 6b, file Form 8870.*	**6b**		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Charles Fleischmann III 4001 Carew Tower Cincinnati OH 45202	Trustee 1.00	0.	0.	0.
Julie Fleischmann 4001 Carew Tower Cincinnati OH 45202	Trustee 1.00	0.	0.	0.
Blair S. Fleischmann 4001 Carew Tower Cincinnati OH 45202	Trustee & Secretary 1.00	0.	0.	0.
Noah Fleischmann 4001 Carew Tower Cincinnati OH 45202	Trustee & President 1.00	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
None				
0				
0				
0				
0				

Total number of other employees paid over $50,000 ► None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
None		
Total number of others receiving over $50,000 for professional services ►		None

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 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 instructions. 3	
Total. Add lines 1 through 3 ►	

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	4,738,896.
b Average of monthly cash balances	1b	67,230.
c Fair market value of all other assets (see instructions)	1c	1,290.
d **Total** (add lines 1a, b, and c)	1d	4,807,416.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	4,807,416.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	72,111.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,735,305.
6 **Minimum investment return.** Enter 5% of line 5	6	236,765.

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	236,765.
2a Tax on investment income for 2011 from Part VI, line 5	2a	1,601.		
b Income tax for 2011 (This does not include the tax from Part VI)	2b	0.		
c Add lines 2a and 2b			2c	1,601.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	235,164.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	235,164.
6 Deduction from distributable amount (see instructions)			6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	235,164.

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	221,900.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	0.
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	221,900.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	1,601.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	220,299.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					235,164.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				221,442.	
b Total for prior years 20___, 20___, 20___					
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. ► $ 221,900.					
a Applied to 2010, but not more than line 2a				221,442.	
b Applied to undistributed income of prior years (Election required — see instructions)			0.		
c Treated as distributions out of corpus (Election required — see instructions)		0.			
d Applied to 2011 distributable amount					0.
e Remaining amount distributed out of corpus		458.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		458.			458.
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					
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 instructions				0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					234,706.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see 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 instructions and Part VII-A, question 9) N/A

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

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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 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).)

Charles Fleischmann III

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 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:

Noah Fleischmann
441 Vine Street; Suite 4001
Cincinnati OH 45202 (513) 621-1384

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

Description of Organization, Mission Statement, Proof of Tax Exemption, Statement concerning purpose & use of grant.

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

Charitable Organizations

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				
Sewickley Academy 315 Academa Ave Sewickley PA 15143		Public Charity	General Charitable Purposes	100.
Spoleto Festival USA P O Box 157 Charleston SC 29402		Public Charity	General Charitable Purposes	10,000.
The Nature Conservancy 3223 Waggoner Rd West Union OH 45693		Public Charity	General Charitable Purposes	1,000.
Indian Hill church 6000 Drake Road Cincinnati OH 45243		Public Charity	Capital Campaign	33,333.
Indian Hill church 6000 Drake Road Cincinnati OH 45243		Public Charity	General Charitable Purposes	10,000.
Cincinnati Symphony Orchestra 1241 Elm Street Cincinnati OH 45243		Public Charity	General Charitable Purposes	30,000.
Miss Porter School 60 Main Street Farmington CT 06032		Public Charity	General Charitable Purposes	5,000.
League of American Orchestras 33 West 60th Street New York NY 10023		Public Charity	General Charitable Purposes	500.
Chatham Conservation Fdn 104 Crowell Road Chatham MA 02633		Public Charity	General Charitable Purposes	1,000.
See Line 3a statement				130,967.
Total			► **3a**	221,900.
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 instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
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	133,583.	
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	63,859.	
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)				197,442.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 197,442.

(See worksheet in line 13 instructions 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 foundation's exempt purposes (other than by providing funds for such purposes) (See 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)		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.

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

▶ Signature of officer or trustee

May 9, 2012 Date

▶ President Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Paul C. Selzer	Paul	5/2/12		

Firm's name ▶ PAUL C. SELZER CPA

Firm's EIN ▶

Firm's address ▶ 441 Vine Street, Suite 4001
Cincinnati OH 45202

Phone no (513) 621-1384

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2011

Name
Fleischmann Foundation

Employer Identification Number
31-6025516

Asset Information:

Description of Property.
Date Acquired How Acquired.
Date Sold Name of Buyer
Sales Price. Cost or other basis (do not reduce by depreciation)
Sales Expense Valuation Method
Total Gain (Loss)· Accumulation Depreciation·

Description of Property:
Date Acquired· How Acquired:
Date Sold: Name of Buyer:
Sales Price· Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired· How Acquired.
Date Sold: Name of Buyer·
Sales Price· Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method
Total Gain (Loss): Accumulation Depreciation·

Description of Property·
Date Acquired How Acquired:
Date Sold Name of Buyer.
Sales Price Cost or other basis (do not reduce by depreciation)
Sales Expense. Valuation Method.
Total Gain (Loss)· Accumulation Depreciation

Description of Property:
Date Acquired How Acquired·
Date Sold Name of Buyer
Sales Price· Cost or other basis (do not reduce by depreciation)
Sales Expense· Valuation Method
Total Gain (Loss). Accumulation Depreciation·

Description of Property:
Date Acquired How Acquired·
Date Sold: Name of Buyer·
Sales Price: Cost or other basis (do not reduce by depreciation)
Sales Expense Valuation Method
Total Gain (Loss)· Accumulation Depreciation

Description of Property
Date Acquired· How Acquired
Date Sold: Name of Buyer
Sales Price: Cost or other basis (do not reduce by depreciation)
Sales Expense· Valuation Method
Total Gain (Loss): Accumulation Depreciation

Description of Property
Date Acquired How Acquired
Date Sold: Name of Buyer
Sales Price Cost or other basis (do not reduce by depreciation)
Sales Expense Valuation Method.
Total Gain (Loss)· Accumulation Depreciation

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Exise Tax	4,719.	4,719.		
Foreign Tax	799.	799.		
Total	5,518.	5,518.		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Office Services	6,000.	6,000.		
Ohio Filing Fees	200.	200.		
Agency Fees	9,175.	9,175.		
Advisory	16,421.	16,421.		
IRS Interest	64.	64.		
ADR Fee	4.	4.		
Total	31,864.	31,864.		

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
Chatham Historical Society Box 381 Chatham MA 02633		Public Charity	General Charitable Purposes	Person or ☐ Business ☒ 500.
Cincinnati Art Museum 953 Eden Dr Cincinnati OH 45202		Public Charity	General Charitable Purposes	Person or ☐ Business ☒ 16,395.
Cincinnati Playhouse 962 Mt Adams Cir Cincinnati OH 45202		Public Charity	General Charitable Purposes	Person or ☐ Business ☒ 500.
Kentucky Wild Life Center 2571 Itonworks Rd Georgetown KY 40324		Public Charity	General Charitable Purposes	Person or ☐ Business ☒ 50.
Abortion Rts Fund of Western Mass P O Box 2162 Amherst MA 01004-2162		Public Charity	General Charitable Purposes	Person or ☐ Business ☒ 4,034.
Cincinnati Opera 1241 Elm Street Cincinnati OH 45210		Public Charity	General Charitable Purposes	Person or ☐ Business ☒ 10,000.
Civic Garden Center 2715 Reading Rd Cincinnati OH 45206		Public Charity	General Charitable Purposes	Person or ☐ Business ☒ 100.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
Kestrel Land Trust P O Box 1016 Amherst MA 01004		Public Charity	General Charitable Purposes	Person or ☐ Business ☒ 5,000.
Cincinnati Horticultural Soc 5099 Signal hill Ln Cincinnati OH 45244		Public Charity	General Charitable Purposes	Person or ☐ Business ☒ 100.
Vasser College P O Box 725 124 Raymond Ave Poughkeepsie, NY 10604		Public Charity	General Charitable Purposes	Person or ☐ Business ☒ 100.
May Festival 1241 Elm Street Cinainnati OH 45202		Public Charity	General Charitable Purposes	Person or ☐ Business ☒ 750.
Atwell house Museum P O Box 709 Chatham MA 02633		Public Charity	General Charitable Purposes	Person or ☐ Business ☒ 5,000.
Society For Preservation Music Hall 1243 Elm Street Cincinnati OH 45210		Public Charity	General Charitable Purposes	Person or ☐ Business ☒ 25,000.
American Farm School 1133 Broadway Suite 321 New York NY 10010		Public Charity	General Charitable Purposes	Person or ☐ Business ☒ 500.
Cincinnati Country Day 6905 Given Road Cincinnati OH 45243		Public Charity	General Charitable Purposes	Person or ☐ Business ☐ 60,000.
American Friends of Attingham 144 E. 39th Street New York NY 10016		Public Charity	General Charitable Purposes	Person or ☐ Business ☒ 1,000.
Friends of Chatham Waterways P O Box 472 Chatham MA 02633		Public Charity	General Charitable Purposes	Person or ☐ Business ☒ 500.
Arts Wave 20 Central Parkway XCincinnati OH 45202		Public Charity	General Charitable Purposes	Person or ☐ Business ☒ 1,438.
Total				130,967.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Thompson Hine	Corporate	2,675.			0.

Form 990-PF, Page 1, Part I Continued

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total		2,675.			0.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
Corporate Equity Securities	2,543,944.	3,030,767.
Alternative Strategies	178,239.	176,189.
Total	2,722,183.	3,206,956.

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	Fair Market Value
Corporate Debt Securities	1,377,094.	1,450,407.
Total	1,377,094.	1,450,407.

Supporting Statement of:

Form 990-PF, p2/Line 3 Accounts Rec.

Description	Amount
Accrued Income Securities Sold	15,475.
Total	15,475.

2011 Tax Information Statement

Account Number: 010001447309
Recipient's Tax ID Number: XX-XXX5516

☐ **Corrected**

☐ **2nd TIN notice**

Recipient's Name and Address:
THE FLEISCHMANN FOUNDATION
441 VINE ST., 4001 CAREW TOWER
CINCINNATI, OH 45202

FIFTH THIRD BANK
P O BOX 630858
CINCINNATI, OH 45263-0858

2011 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
300.0000	464288646	ISHARES BARCLAYS 1-3 YEAR CREDIT BD FD ETF	09/27/2010	02/08/2011	31,272.69	31,506.15	-233.46	0 00
200 0000	464288646	ISHARES BARCLAYS 1-3 YEAR CREDIT BD FD ETF	09/27/2010	09/15/2011	20,838.05	21,004 10	-166 05	0 00
200 0000	464288646	ISHARES BARCLAYS 1-3 YEAR CREDIT BD FD ETF	03/23/2011	09/28/2011	20,784.45	20,949.58	-165 13	0 00
28.9590	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	08/02/2010	01/14/2011	311.31	320 87	-9.56	0 00
32.0530	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	11/01/2010	01/14/2011	344 57	356 11	-11.54	0.00
33.3350	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	09/01/2010	01/14/2011	358.35	369.69	-11.34	0.00
29.6330	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	12/01/2010	01/14/2011	318.55	328.04	-9.49	0 00
33.1020	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	10/01/2010	01/14/2011	355 85	364.78	-8.93	0.00
26.5150	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	07/01/2010	01/14/2011	285.04	291.66	-6.62	0.00
29.2160	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	06/01/2010	01/14/2011	314 07	317 87	-3.80	0.00
26.5340	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	03/01/2010	01/14/2011	285 24	285 77	-0.53	0 00

2011 Tax Information Statement

Account Number: 010001447309
Recipient's Tax ID Number: XX-XXX5516

☐ **Corrected** ☐ **2nd TIN notice**

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441 VINE ST., 4001 CAREW TOWER
CINCINNATI, OH 45202

FIFTH THIRD BANK
P O BOX 630858
CINCINNATI, OH 45263-0858

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
31.4020	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	05/03/2010	01/14/2011	337 57	337.89	-0.32	0 00
24.6090	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	02/01/2010	01/14/2011	264 55	264.55	0.00	0.00
30 9560	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	01/03/2011	01/14/2011	332 78	332.47	0 31	0.00
31.7220	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	04/01/2010	01/14/2011	341.01	340 06	0 95	0.00
9 7740	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	03/30/2010	01/14/2011	105.07	104 88	0.19	0 00
33.2340	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	03/30/2010	01/14/2011	357 27	356.60	0.67	0.00
182 6420	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	12/31/2010	01/14/2011	1,963.40	1,956.10	7 30	0 00
50.4540	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	12/31/2010	01/14/2011	542.38	540.36	2.02	0.00
Total Short Term Sales					**79,712.20**	**80,327.53**	**-615.33**	**0.00**
Long Term 15% Sales								
50000.0000	037411AU9	APACHE CORP 10/01/08 6.000 09/15/13	10/29/2008	02/09/2011	55,383.40	49,075.00	6,308 40	0 00
50000 0000	Q61362440	AUSTRALIAN GOVERNMENT 8/27/1998 5 750 6/15/2011	09/14/2009	06/20/2011	53,025.00	44,263 19	8,761.81	0 00
25000.0000	Q0819AAW0	AUSTRALIAN GOVT DTD 06/15/98 5 750% DUE 06/15/11	03/17/2010	06/20/2011	26,512 50	23,498.94	3,013.56	0.00

2011 Tax Information Statement

Account Number: 010001447309
Recipient's Tax ID Number: XX-XXX5516

☐ **Corrected**
☐ **2nd TIN notice**

Recipient's Name and Address:
THE FLEISCHMANN FOUNDATION
441 VINE ST., 4001 CAREW TOWER
CINCINNATI, OH 45202

FIFTH THIRD BANK
P O BOX 630858
CINCINNATI, OH 45263-0858

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
75000.0000	060505AR5	BANK OF AMERICA CORP 9/25/2002 4 875 9/15/2012	01/27/2004	07/19/2011	77,812.50	76,522.25	1,290 25	0.00
1600.0000	064058100	BANK OF NEW YORK MELLON CORP	07/31/1995	12/28/2011	31,465.05	15,990.00	15,475 05	0.00
25000.0000	115637AJ9	BROWN FORMAN CORP 01/09/09 5 000 02/01/14	01/12/2009	08/08/2011	27,332.00	25,628.25	1,703.75	0 00
25000.0000	115637AJ9	BROWN FORMAN CORP 01/09/09 5.000 02/01/14	12/04/2009	08/08/2011	27,332.00	26,993 00	339.00	0.00
500 0000	17275R102	CISCO SYS INC	01/24/2008	06/16/2011	7,472.90	12,450.45	-4,977.55	0.00
300 0000	17275R102	CISCO SYS INC	08/06/2008	06/16/2011	4,483.74	7,072.98	-2,589.24	0.00
1000 0000	17275R102	CISCO SYS INC	06/07/2005	06/16/2011	14,945 79	19,790 80	-4,845.01	0.00
50000.0000	191216AH3	COCA COLA CO 5.75 DUE 3/15/2011	03/19/2001	03/15/2011	50,000 00	49,987.50	12 50	0 00
1000.0000	261608103	DRESSER-RAND GROUP INC	01/14/2010	03/23/2011	52,407 24	32,650.95	19,756 29	0.00
50000.0000	291011AT1	EMERSON ELECTRIC DTD 4/29/03 4 50% DUE 5/1/2013	03/11/2009	03/02/2011	53,473.00	51,073.50	2,399.50	0.00
60000.0000	437076AN2	HOME DEPOT INC DTD 03/24/06 5 20% DUE 03/01/11	05/13/2008	03/01/2011	60,000 00	60,169.20	-169 20	0 00
700 0000	478160104	JOHNSON & JOHNSON	12/08/1998	02/22/2011	42,517.70	27,678.52	14,839.18	0.00
50000.0000	565849AG1	MARATHON OIL CORP 02/17/09 6 500 02/15/14	02/17/2009	02/10/2011	56,871 50	50,741.50	6,130.00	0.00
.0000	MARSH-SLP	MARSH & MCCLENNAN SECURITY LITIGATION PAYMENT		11/14/2011	731.91	0.00	731.91	0 00
60000.0000	651229AF3	NEWELL RUBBERMAID INC 03/28/08 5 500 04/15/13	03/31/2008	08/30/2011	63,537 60	60,758 54	2,779.06	0.00

This is important tax information and is being furnished to you.

2011 Tax Information Statement

Account Number: 010001447309
Recipient's Tax ID Number: XX-XXX5516

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
THE FLEISCHMANN FOUNDATION
441 VINE ST., 4001 CAREW TOWER
CINCINNATI, OH 45202

FIFTH THIRD BANK
P O BOX 630858
CINCINNATI, OH 45263-0858

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
400 0000	857477103	STATE STREET CORP	04/02/2007	08/29/2011	14,033 35	25,828.11	-11,794 76	0 00
200.0000	857477103	STATE STREET CORP	05/21/2008	08/29/2011	7,016.68	14,313 55	-7,296.87	0 00
400.0000	857477103	STATE STREET CORP	10/20/2008	08/29/2011	14,033.35	15,815.59	-1,782 24	0.00
25000 0000	912828DH0	TSY INFL IX N/B 1/18/2005 1.625 1/15/2015	04/21/2005	10/12/2011	31,794.06	25,120.92	6,673.14	0 00
26 9280	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	12/01/2009	01/14/2011	289.48	293.52	-4 04	0.00
28 9290	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	11/02/2009	01/14/2011	310.99	311.85	-0 86	0.00
31.5860	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	10/01/2009	01/14/2011	339 55	339.55	0.00	0.00
34.5470	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	09/01/2009	01/14/2011	371.38	369.65	1.73	0 00
35.3820	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	08/03/2009	01/14/2011	380.36	377 53	2 83	0.00
37.4000	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	05/01/2009	01/14/2011	402.05	399.06	2 99	0 00
36.9990	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	04/01/2009	01/14/2011	397.74	394 78	2.96	0.00
36.6470	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	06/01/2009	01/14/2011	393 95	390.29	3 66	0.00
26.0420	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	01/04/2010	01/14/2011	279.95	277.09	2 86	0.00
36 4860	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	07/01/2009	01/14/2011	392.22	387.12	5.10	0 00

This is important tax information and is being furnished to you.

2011 Tax Information Statement

Account Number: 010001447309
Recipient's Tax ID Number: XX-XXX5516

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
THE FLEISCHMANN FOUNDATION
441 VINE ST., 4001 CAREW TOWER
CINCINNATI, OH 45202

FIFTH THIRD BANK
P O BOX 630858
CINCINNATI, OH 45263-0858

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
40.1500	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	01/02/2009	01/14/2011	431.61	424 79	6.82	0 00
37 9690	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	03/02/2009	01/14/2011	408 17	400.19	7.98	0.00
39.1890	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	02/02/2009	01/14/2011	421.28	412.66	8.62	0.00
18.8350	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	04/01/2008	01/14/2011	202 48	197.20	5 28	0.00
39.7600	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	12/01/2008	01/14/2011	427.42	415.09	12.33	0.00
38.9670	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	05/01/2008	01/14/2011	418.89	405.65	13.24	0.00
42.6600	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	10/01/2008	01/14/2011	458.59	439.40	19.19	0.00
40.3500	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	06/02/2008	01/14/2011	433.76	415.60	18.16	0.00
42.3760	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	09/02/2008	01/14/2011	455.54	435 63	19.91	0 00
41.8160	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	07/01/2008	01/14/2011	449.52	429.03	20.49	0.00
42.5020	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	08/01/2008	01/14/2011	456 90	434.37	22.53	0 00
42.3380	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	11/03/2008	01/14/2011	455 14	427.61	27 53	0.00
50 4450	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	12/31/2009	01/14/2011	542.28	537.74	4 54	0 00

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2011 Tax Information Statement

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☐ **Corrected** ☐ **2nd TIN notice**

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THE FLEISCHMANN FOUNDATION
441 VINE ST., 4001 CAREW TOWER
CINCINNATI, OH 45202

FIFTH THIRD BANK
P O BOX 630858
CINCINNATI, OH 45263-0858

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
19 4020	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	12/31/2009	01/14/2011	208 57	206.82	1.75	0 00
9569 3780	922031794	VANGUARD GNMA FUND-ADMIRAL CLASS	03/11/2008	01/14/2011	102,870 82	100,000.00	2,870.82	0.00
47000.0000	929160AJ8	VULCAN MATLS CO 06/20/08 6.300 06/15/13	07/16/2008	06/14/2011	51,190.52	48,182.52	3,008.00	0 00
50000.0000	931142BV4	WAL-MART STORES 02/18/04 4.125 02/15/11	07/12/2004	02/15/2011	50,000.00	48,934.50	1,065.50	0.00
Total Long Term 15% Sales					**985,570.43**	**921,661.98**	**63,908.45**	**0.00**