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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052

**2011**

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

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation  
GRADISON FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)  
221 E FOURTH STREET  
ROOM/SUITE 2000

City or town, state, and ZIP code  
CINCINNATI, OH 45202

**A Employer identification number**  
31-6032172

**B Telephone number** (see page 10 of the instructions)  
(703) 893-2620

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
\$ 1,371,950



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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	97	97		
	4 Dividends and interest from securities. . . . .	32,196	32,196		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	103,740			
	b Gross sales price for all assets on line 6a _____ 474,540				
	7 Capital gain net income (from Part IV, line 2) . . . .		103,740		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	136,033	136,033		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule). . . . .	4,201			4,201
	b Accounting fees (attach schedule). . . . .				
	c Other professional fees (attach schedule) . . . . .	14,609	14,609		
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see page 14 of the instructions)	2,937	150		
	19 Depreciation (attach schedule) and depletion . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule). . . . .	484			284
	24 <b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	22,231	14,759		4,485
	25 Contributions, gifts, grants paid. . . . .	102,735			102,735
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	124,966	14,759		107,220
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	11,067			
	b <b>Net investment income</b> (if negative, enter -0-)		121,274		
	c <b>Adjusted net income</b> (if negative, enter -0-)				


For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2011)

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 . . . . .			
	2	Savings and temporary cash investments . . . . .	75,043	99,616	99,616
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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)			
	b	Investments—corporate stock (attach schedule) . . . . .	482,310 	470,689	713,409
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	574,310 	572,434	558,925
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,131,663	1,142,739	1,371,950
	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <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 . . . . .			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,131,663	1,142,739	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	1,131,663	1,142,739	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	1,131,663	1,142,739	

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	1,131,663
2	Enter amount from Part I, line 27a . . . . .	2	11,067
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	9
4	Add lines 1, 2, and 3 . . . . .	4	1,142,739
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	1,142,739

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1a	See Additional Data Table			
b				
c				
d				
e				

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

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

(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 See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div></div>	2	103,740
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8</div>		3	-6,692

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	96,153	1,366,027	0 070389
2009	106,546	1,259,211	0 084613
2008	100,865	1,744,917	0 057805
2007	41,635	2,121,582	0 019625
2006	169,963	1,943,719	0 087442

2	Total of line 1, column (d).	2	0 319874
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 063975
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	1,406,929
5	Multiply line 4 by line 3.	5	90,008
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,213
7	Add lines 5 and 6.	7	91,221
8	Enter qualifying distributions from Part XII, line 4.	8	107,220

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	1,213
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	
3		Add lines 1 and 2. . . . .		3	1,213
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	1,213
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,830	
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	1,830
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	617
11		Enter the amount of line 10 to be Credited to 2012 estimated tax 617	Refunded	11	

Part VII-AStatements Regarding Activities

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? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year? . . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	13	Yes	
14	The books are in care of <b>DAVID A GROENKE</b> Telephone no <b>(513) 723-4000</b> Located at <b>SUITE 3500 301 EAST FOURTH STREET CINCINNATI OH</b> ZIP +4 <b>45202</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 type="checkbox"/> Yes <input checked="" 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? ( <b>Exception.</b> 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 <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions ).	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 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i> )	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

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

Yes

No

(2)

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

Yes

No

(3)

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

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1 ), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).

Yes

No

(5)

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

Yes

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.

Yes

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d).

Yes

No

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.

Yes

No

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?

Yes

No

5b

No

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

## Part VIII

**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".**

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

**Total** number of others receiving over \$50,000 for professional services. . . . . ▶

## Part IX-A Summary of Direct Charitable Activities

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

1	
2	
3	
4	

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

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

1	N/A	
2		
	All other program-related investments See page 24 of the instructions	
3		

**Total.** Add lines 1 through 3. . . . . 



Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	1,379,177
b	Average of monthly cash balances. . . . .	1b	49,177
c	Fair market value of all other assets (see page 24 of the instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	1,428,354
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	
3	Subtract line 2 from line 1d. . . . .	3	1,428,354
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	4	21,425
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,406,929
6	Minimum investment return. Enter 5% of line 5. . . . .	6	70,346

Part XI

Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6. . . . .	1	70,346
2a	Tax on investment income for 2011 from Part VI, line 5. . . . .	2a	1,213
b	Income tax for 2011 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	1,213
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	69,133
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	69,133
6	Deduction from distributable amount (see page 25 of the instructions). . . . .	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	69,133

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	1a	107,220
b	Program-related investments—total from Part IX-B. . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	107,220
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions). . . . .	5	1,213
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	106,007
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				69,133
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only. . . . .				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006. . . . .				75,441
b From 2007. . . . .				
c From 2008. . . . .				14,127
d From 2009. . . . .				44,450
e From 2010. . . . .				29,674
f Total of lines 3a through e. . . . .	163,692			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ _____ 107,220				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2011 distributable amount. . . . .				69,133
e Remaining amount distributed out of corpus	38,087			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	201,779			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
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 page 27 of the instructions . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . .				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. . . . .				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions). . . . .				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .	75,441			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a. . . . .	126,338			
10 Analysis of line 9				
a Excess from 2007. . . . .				
b Excess from 2008. . . . .				14,127
c Excess from 2009. . . . .				44,450
d Excess from 2010. . . . .				29,674
e Excess from 2011. . . . .				38,087

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

1a

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

b

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

☐ 4942(j)(3) ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

WILLIS D GRADISON JR

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

NA

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

WILLIS D GRADISON JR  
1031 SAVILE LN  
MCLEAN, VA 22101  
(703) 893-2620

b

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

N/A

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

NONE

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	102,735
b Approved for future payment				
Total . . . . .			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments			14	97	
<b>4</b> Dividends and interest from securities. . . . .			14	32,196	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	103,740	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. . .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e). . .				136,033	
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . . <b>13</b>					136,033

[illegible]

## Part XVII

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

[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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge				
	*****			2012-05-10	*****
	Signature of officer or trustee			Date	Title
	Paid Preparer's Use Only	Preparer's Signature ▶ BARBARA D JONES		Date  2012-05-15	Check if self-employed ▶ <input checked="" type="checkbox"/>
Firm's name ▶ VORYS SATER SEYMOUR AND PEASE LLP			Firm's EIN ▶		
52 E GAY ST					
	Firm's address ▶ COLUMBUS, OH 43215			Phone no (614) 464-6400	

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

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
CHEVRON CORP , 75 SHARES	P	2001-02-28	2011-09-26
US BANCORP , 250 SHARES	P	2000-03-06	2011-11-28
CONSOLIDATED EDISON , 275 SHARES	P	2007-12-31	2011-11-28
WALGREEN , 100 SHARES	P	2005-09-27	2011-02-18
EXXON MOBIL , 100 SHARES	P	2003-11-12	2011-09-26
WELLS FARGO , 250 SHARES	P	1989-08-11	2011-11-28
EXXON MOBIL , 50 SHARES	P	2003-11-12	2011-02-18
ENRON CORP SETTLEMENT DISTRIBUTION	P		2011-01-20
GENERAL ELECTRIC , 850 SHARES	P	2001-12-27	2011-02-18
HELMERICH & PAYNE , 150 SHARES	P	2004-10-25	2011-09-26
HELMERICH & PAYNE , 50 SHARES	P	2004-10-25	2011-02-18
HEWLETT PACKARD , 600 SHARES	P	2003-11-12	2011-11-28
ISHARES TR MSCI EAFE , 570 SHARES	P	2011-06-30	2011-11-28
ITT CORP , 325 SHARES	P	2009-06-05	2011-02-04
JOHNSON CONTROLS , 75 SHARES	P	1995-01-20	2011-02-18
PIMCO TOTAL RETURN FD , 4545 455 SHS	P	2009-11-19	2011-11-28
SENTINEL GROUP , 5359 057 SHARES	P	2009-11-19	2011-11-28
TRANSAM FD , 19,270 561 SHARES	P	2008-09-15	2011-07-01
TRANSAM FD , 2,760 138 SHARES	P	2008-09-15	2011-07-01

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








(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,709		2,856	3,853
6,153		4,557	1,596
15,820		12,519	3,301
4,281		4,186	95
7,005		2,417	4,588
6,007		929	5,078
4,203		1,208	2,995
2,191			2,191
18,147		34,713	-16,566
6,651		2,027	4,624
3,089		676	2,413
15,900		11,795	4,105
27,593		34,285	-6,692
19,644		15,148	4,496
3,157		322	2,835
48,864		50,000	-1,136
49,250		50,000	-750
201,377		116,512	84,865
27,519		26,650	869



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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,853
			1,596
			3,301
			95
			4,588
			5,078
			2,995
			2,191
			-16,566
			4,624
			2,413
			4,105
			-6,692
			4,496
			2,835
			-1,136
			-750
			84,865
			869

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIS D GRADISON JR  1031 SAVILE LN MCLEAN,VA 22101	PRES & TREA 0 10	0	0	0
JOAN GRADISON COE  490 PLEASANT STREET BELMONT,MA 02478	VICE PRES 0 10	0	0	0
MARGARET GRADISON  4717 TAPROOT LANE DURHAM,NC 27705	V P AND SEC 0 10	0	0	0
WENDY GRADISON  1408 WHITLEY DRIVE VIENNA,VA 22182	VICE PRES 0 10	0	0	0
ROBIN GRADISON  1726 N WAYNE STREET ARLINGTON,VA 22201	VICE PRES 0 10	0	0	0
BETH LYON  423 BROOKHURST AVENUE NARBERTH,PA 19072	VICE PRES 0 10	0	0	0
CARI GRADISON  1031 SAVILE LANE MCLEAN,VA 22101	VICE PRES 0 10	0	0	0


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
AFRICARE440 R STREET NW WASHINGTON,DC 20001	NONE	501(C)(3)	INTERNATIONAL DEVELOPMENT	100
AMERICAN CHESTNUT FOUNDATION160 ZILICOA STREET ASHEVILLE,NC 28801	NONE	501(C)(3)	ENVIRONMENTAL	500
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS,TX 75231	NONE	501(C)(3)	HEALTH CARE	50
APPALACHIAN STATE UNIVERSITY ADVANCEMENT SERVICESASU PO BOX 320014 BOONE,NC 286082014	NONE	501(C)(3)	EDUCATIONAL - GENERAL OPERATIONS	500
ASPCA424 E 92ND STREET NEW YORK,NY 101286804	NONE	501(C)(3)	ANIMAL PROTECTION	25
BAZELON CENTER FOR MENTAL HEALTH LA1101 15TH STREET NW SUITE 1212 WASHINGTON,DC 20005	NONE	501(C)(3)	LEGAL ASSISTANCE	100
BRANDEIS UNIVERSITYMAILSTOP 122 415 SOUTH STREET WALTHAM,MA 024532728	NONE	501(C)(3)	CDQ TRUST CHALLENGE FOR MUSIC UNITES	2,000
CAMBRIDGE CENTER FOR ADULT EDUCATIO43 BRATTLE STREET CAMBRIDGE,MA 02138	NONE	501(C)(3)	EDUCATIONAL - GENERAL OPERATIONS	150
CINCINNATI MAY FESTIVAL1241 ELM STREET CINCINNATI,OH 452027531	NONE	501(C)(3)	CULTURAL - GENERAL OPERATIONS	500
CLAUDE MOORE COLONIAL FARM 6310 GEORGETOWN PIKE MCLEAN,VA 22101	NONE	501(C)(3)	CULTURAL - GENERAL OPERATIONS	250
EARTHJUSTICE426 17TH ST 6TH FLR OAKLAND,CA 946122820	NONE	501(C)(3)	ENVIRONMENTAL	700
FAIRFAX LIBRARY FOUNDATION 12000 GOVERNMENT CTR PKWY FAIRFAX,VA 22035	NONE	501(C)(3)	EDUCATIONAL - GENERAL OPERATIONS	200
FRIENDS OF GREAT SMOKY MTS NAT'L NORTH CAROLINA OFFICE 160 SOUTH MAIN STREET WAYNESVILLE,NC 28786	NONE	501(C)(3)	ENVIRONMENTAL	1,000
FRIENDS OF THE NATIONAL ARBORETUM3501 NEWYORK AVE NE WASHINGTON,DC 20002	NONE	501(C)(3)	SAVE THE AZALEAS & BOXWOOD COLL	500
GEORGE WASHINGTON UNIVERSITY LAW SCHOFFICE OF ADVANCEMENT 2000 H STREETNW WASHINGTON,DC 20052	NONE	501(C)(3)	EDUCATIONAL - GENERAL OPERATIONS	500
HAYWOOD COUNTY RESUE SQUADPO BOX 1275 CANTON,NC 28716	NONE	501(C)(3)	HEALTH CARE	100
HEARING SPEECH & DEAF CTR 2825 BURNETT AVENUE CINCINNATI,OH 45219	NONE	501(C)(3)	HEALTH CARE	200
HEIFER INTERNATIONAL PROJECT1 WORLD AVENUE LITTLE ROCK,AR 72202	NONE	501(C)(3)	INTERNATIONAL DEVELOPMENT	100
HOPE AND A HOME1439 R ST NW WASHINGTON,DC 20009	NONE	501(C)(3)	SOCIAL SERVICES	1,000
HUMANE SOCIETY OF FAIRFAX CO4057 CHAIN BRIDGE ROAD FAIRFAX,VA 22030	NONE	501(C)(3)	ANIMAL PROTECTION	25
HYDE PARK CENTER2800 ERIE AVENUE CINCINNATI,OH 45208	NONE	501(C)(3)	SOCIAL SERVICES	1,000
JAPAN AMERICA STUDENT CONFERENCE INTERNATIONAL STUDENT CONFERENCES1150 18TH ST NW SUITE LL2 WASHINGTON,DC 20036	NONE	501(C)(3)	INTERNATIONAL UNDERSTANDING	500
JEWISH COUNCIL FOR THE AGING 11820 PARKLAWN DRIVE SUITE 200 ROCKVILLE,MD 20852	NONE	501(C)(3)	SOCIAL SERVICES	250
JEWISH FEDERATION OF GR WASHINGTON1720 I STREET NW WASHINGTON,DC 20006	NONE	501(C)(3)	RELIGIOUS - GENERAL OPERATIONS	1,500
JEWISH FEDERATION OF CINC DEPT 865 CINCINNATI,OH 452690865	NONE	501(C)(3)	RELIGIOUS - GENERAL OPERATIONS	1,500
JUILLIARD SCHOOL60 LINCOLN CENTER PLAZA NEW YORK,NY 10023	NONE	501(C)(3)	OVATION SOCIETY, ORCHESTRA PROGRAM	2,000
KELLY-CAROL FOUNDATION FOR CHILDREN WITH CANCER301 EAST FOURTH STREET SUITE 3500 CINCINNATI,OH 45202	NONE	501(C)(3)	HEALTH CARE	500
LEUKEMIA TRUST AND LYMPHOMA SOCIETY1311 MAMARONECK AVENUE WHITE PLAINS,NY 10605	NONE	501(C)(3)	HEALTH CARE	250
LEVINE SCHOOL OF MUSIC2801 UPTON ST NW WASHINGTON,DC 20008	NONE	501(C)(3)	LAW FUND	1,000
LINCOLN HEIGHTS HEALTH CENTER1401 STEFFEN AVENUE CINCINNATI,OH 45215	NONE	501(C)(3)	HEALTH CARE	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
LIONHEART FOUNDATIONPO BOX 194 BACK BAY BOSTON,MA 02117	NONE	501(C)(3)	SOCIAL SERVICES	250
MEDIC ALERT FOUNDATION2323 COLORADO AVE TURLOCK,CA 95382	NONE	501(C)(3)	HEALTH CARE	5,000
NARAL PRO-CHOICE AMERICA 1156 15TH STREET NW WASHINGTON,DC 20005	NONE	501(C)(3)	SOCIAL JUSTICE	600
NATIONAL CAMPS FOR BLINDPO BOX 6097 LINCOLN,NE 685060097	NONE	501(C)(3)	SOCIAL SERVICES	500
NATIONAL GARDENING ASSOC 1100 DORSET STREET SOUTH BURLINGTON,VT 05403	NONE	501(C)(3)	CULTURAL - GENERAL OPERATIONS	350
NETWORK FOR REPRODUCTIVE OPTIONSPO BOX 10894 EUGENE,OR 97440	NONE	501(C)(3)	HEALTH CARE	3,400
NEW AMERICA FOUNDATION1899 L ST NW SUITE 400 WASHINGTON,DC 20036	NONE	510(C)(3)	COMM FOR RESPONSIBLE FEDERAL BUDGET	5,000
NORTHWEST WORKERS' JUSTICE PROJECT917 SW OAK ST SUITE 412 PORTLAND,OR 97205	NONE	501(C)(3)	SOCIAL JUSTICE - NEED FUND	1,600
GOTHAM SCHOOLS148 LAFAYETTE ST NEWYORK,NY 10013	NONE	501(C)(3)	OPEN PLANS PROGRAM	500
OPERA LAFAYETTE10 FOURTH ST NE WASHINGTON,DC 20002	NONE	501(C)(3)	CULTURAL - GENERAL OPERATIONS	23,485
OUTDOOR MISSION CAMP2514 FIE TOP ROAD MAGGIE VALLEY,NC 28751	NONE	501(C)(3)	RELIGIOUS - GENERAL OPERATIONS	500
PAGE ONE OF PAGE COUNTY42 WEST MAIN STREET LURAY,VA 228351231	NONE	501(C)(3)	SOCIAL SERVICES	3,500
PARKMONT SCHOOL4842 SIXTEENTH ST NW WASHINGTON,DC 20011	NONE	501(C)(3)	EDUCATIONAL - GENERAL OPERATIONS	16,500
PHYSICIAN ASSISTANT FOUNDATION2318 MILL RD SUITE 1300 ALEXANDRIA,VA 22314	NONE	501(C)(3)	HEALTH CARE	700
PLANNED PARENTHOOD OF CENTRAL NORTH CAROLINAPO BOX 3258 CHAPEL HILL,NC 27515	NONE	501(C)(3)	HEALTH CARE	1,000
PRIMARY CARE DEVELOPMENT22 CORTLAND ST 12TH FLR NEWYORK,NY 10007	NONE	501(C)(3)	HEALTH CARE	250
PRS INC500/510 WANNANDALE RD FALLS CHURCH,VA 22046	NONE	501(C)(3)	SOCIAL SERVICES	4,250
RALPH LOWELL SOCIETY WGBHPO BOX 55875 BOSTON,MA 022058264	NONE	501(C)(3)	CULTURAL - GENERAL OPERATIONS	1,500
SCHOOL OF THE MUSEUM OF FINE ARTS230 THE FENWAY BOSTON,MA 02115	NONE	501(C)(3)	CULTURAL	150
SENIOR PHARMASSIST406 RIGSBEE AVE 210 DURHAM,NC 27701	NONE	501(C)(3)	HEALTH CARE	1,000
SETTLEMENT MUSIC SCHOOLPO BOX 63966 PHILADELPHIA,PA 191473966	NONE	501(C)(3)	CULTURAL - GENERAL OPERATIONS	500
ST JOSEPH'S INDIAN SCHOOL 1301 NORTH MAIN STREET CHAMBERLIN,SD 57326	NONE	501(C)(3)	EDUCATIONAL - GENERAL OPERATIONS	850
TEMPLE RODEF SHALOM2100 WESTMORELAND ST FALLS CHURCH,VA 220431799	NONE	501(C)(3)	RELIGIOUS - GENERAL OPERATIONS	500
TREGARON CONSERVANCYPO BOX 11351 WASHINGTON,DC 20008	NONE	501(C)(3)	ENVIRONMENTAL	100
TULANE UNIVERSITYPO BOX 61075 NEWORLEANS,LA 701619986	NONE	501(C)(3)	EDUCATIONAL - GENERAL OPERATIONS	500
UNIVERSITY OF SAN FRANCISCO 2130 FULTON STREET SAN FRANCISCO,CA 94117	NONE	501(C)(3)	EDUCATIONAL	100
UNC-ASHEVILLE FOUNDATION DEVELOPMENT OFFICE311 OWEN HALL CPO 1800 ONE UNIVERSITY HEIGHTS ASHEVILLE,NC 28804	NONE	501(C)(3)	EDUCATIONAL - GENERAL OPERATIONS	1,000
VASSAR124 RAYMOND AVE BOX 12 POUGHKEEPSIE,NY 12604	NONE	501(C)(3)	EDUCATIONAL - GENERAL OPERATIONS	1,000
VISIONS COMMUNITY SERVICE 425 EZZARD CHARLES DR CINCINNATI,OH 452031428	NONE	501(C)(3)	SOCIAL SERVICES	500
WALNUT HILLS HIGH SCHOOL ALUMNI FOUNDATION3250 VICTORY PARKWAY CINCINNATI,OH 45207	NONE	501(C)(3)	EDUCATIONAL - GENERAL OPERATIONS	5,250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
WILLIAMS COLLEGE75 PARK STREET WILIAMSTOWN,MA 01267	NONE	501(C)(3)	EDUCATIONAL - GENERAL OPERATIONS	300
WNCW 887PO BOX 804 SPINDALE,NC 28160	NONE	501(C)(3)	CULTURAL - GENERAL OPERATIONS	2,000
WOLF TRAP FOUNDATION FOR THE PERFORMING ARTS1645 TRAP ROAD VIENNA,VA 22182	NONE	501(C)(3)	CULTURAL - GENERAL OPERATIONS	600
XERCES SOCIETY628 NORTHEAST BROADWAY PORTLAND,OR 97232	NONE	501(C)(3)	SCIENTIFIC RESEARCH	1,500
<b>Total . . . . .</b>  <b>3a</b>				102,735

## TY 2011 Compensation Explanation

**Name:** GRADISON FOUNDATION

**EIN:** 31-6032172

Person Name	Explanation
WILLIS D GRADISON JR	
JOAN GRADISON COE	
MARGARET GRADISON	
WENDY GRADISON	
ROBIN GRADISON	
BETH LYON	
CARI GRADISON	

**TY 2011 Investments Corporate**  
**Stock Schedule**

**Name:** GRADISON FOUNDATION  
**EIN:** 31-6032172

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES, 360 SHARES	19,098	20,243
AUTOMATIC DATA PROCESSING, 335 SHARE	16,396	18,093
CENTURYLINK, 410 SHARES	13,825	15,252
CHEVRON CORP, 275 SHARES	10,474	29,260
CONSOLIDATED EDISON, 500 SHARES	22,763	31,015
DENTSPLY INT'L, 750 SHARES	19,520	26,243
ECOLAB, 275 SHARES	13,567	15,898
EMERSON ELECTRIC CO, 675 SHARES	13,849	31,448
ENERGY INCOME & GROWTH FUND	7,111	7,063
EXXON MOBIL CORP, 350 SHARES	15,710	29,666
GENERAL ELECTRIC, 850 SHARES		
HELMRICH & PAYNE INC, 475 SHARES	6,418	27,721
HEWLETT PACKARD, 600 SHARES		
IBM, 150 SHARES	16,212	27,582
INTEL CORP, 650 SHARES	13,110	15,762
ITT CORP., 325 SHARES		
JOHNSON & JOHNSON, 500 SHARES	24,194	32,790
JOHNSON CONTROLS, 675 SHARES	2,901	21,100
KEYCORP NEW, 4,500 SHARES	1,125	34,605
LOWES COMPANIES, 1,000 SHARES	22,520	25,380
MCDONALD'S CORP, 300 SHARES	16,419	30,099
MICROSOFT CORPORATION, 750 SHARES	20,468	19,470
NOVARTIS AG, 425 SHARES	15,677	24,297
PEPSICO, 300 SHARES	14,823	19,905
PROCTER & GAMBLE, 600 SHARES	35,282	40,026
SOUTHERN COMPANY, 380 SHARES	16,294	17,590
SPDR GOLD TRUST, 75 SHARES	6,848	11,399
SYSCO CORP, 700 SHARES	18,871	20,531
UNION PACIFIC, 150 SHARES	14,539	15,891
U.S. BANCORP DELAWARE, 800 SHARES	14,583	21,640

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNITED TECHNOLOGIES, 300 SHARES	11,140	21,927
VERIZON COMMUNICATIONS, 400 SHARES	12,768	16,048
WALGREEN, 750 SHARES	31,397	24,795
WELLS FARGO & CO, 750 SHARES	2,787	20,670



**TY 2011 Investments - Other Schedule****Name:** GRADISON FOUNDATION**EIN:** 31-6032172

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DODGE & COX, 5,722.368 SHARES	AT COST	75,000	76,107
HENDERSON GLOBAL EQUITY, 4,051.824	AT COST	27,188	27,998
ING MUTUAL FDS GLOBAL BD, 4,844.114	AT COST	55,488	54,690
ISHARES TRUST MSCI EAFE, 1,415.000	AT COST	85,112	70,085
ISHARES TRUST MSCI EMERG, 930.000	AT COST	44,156	35,284
ISHARES S&P SMALLCAP 600, 1,000.00	AT COST	60,370	68,300
PERMANENT PORTFOLIO FUND, 578.931	AT COST	27,911	26,683
PIMCO TOTAL RETURN FD, 4,545.455	AT COST		
PIMCO FUNDS REAL RETURN, 2,337.662	AT COST	26,512	27,561
POWERSHARES GLOBAL ETF TR, 750.000	AT COST	14,642	11,693
SECTOR SPDR TR SBI TECH, 650.000	AT COST	15,015	16,542
SENTINEL SHORT MATURITY GOV'T FD,	AT COST		
SPDR S&P MIDCAP 400 ETF, 250.000	AT COST	36,040	39,873
TRANSAM. FD MULTI-MGR INT'L PORT.	AT COST		
TRANSAM. FD MULTI-MGR ALT STRATEGIES	AT COST		
VANGUARD FIXED INCOME ST, 9,784.671	AT COST	105,000	104,109

## TY 2011 Legal Fees Schedule

**Name:** GRADISON FOUNDATION

**EIN:** 31-6032172

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
VORYS, SATER, SEYMOUR & PEASE LL	4,201			

## TY 2011 Other Expenses Schedule

**Name:** GRADISON FOUNDATION

**EIN:** 31-6032172

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
FILING FEE - ATTORNEY GENERAL	200			
CT CORPORATION	284			284

TY 2011 Other Increases Schedule

**Name:** GRADISON FOUNDATION

**EIN:** 31-6032172

Description	Amount
ROUNDING	9

TY 2011 Other Professional Fees Schedule

**Name:** GRADISON FOUNDATION

**EIN:** 31-6032172

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	14,609	14,609		

## TY 2011 Taxes Schedule

**Name:** GRADISON FOUNDATION

**EIN:** 31-6032172

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	2,787			
FOREIGN TAX WITHHELD	150	150		

**Additional Data**

**Software ID:**  
**Software Version:**  
**EIN:** 31-6032172  
**Name:** GRADISON FOUNDATION

**Form 990PF - Special Condition Description:**

<b>Special Condition Description</b>
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