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

OMB No 1545-0052

**2011**

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation <b>BARDES FUND</b>		<b>A Employer identification number</b> 31-6036206
Number and street (or P O box number if mail is not delivered to street address) <b>4730 MADISON ROAD</b>		<b>B Telephone number (see instructions)</b> (513) 533-6228
City or town, state, and ZIP code <b>CINCINNATI, OH 45227-1426</b>		
<b>G Check all that apply</b> <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>H Check type of organization</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$</b> 1,537,835.		<b>J Accounting method</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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)
1	Contributions, gifts, grants, etc., received (attach schedule) . . . . .	50,000.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B . . . . .				
3	Interest on savings and temporary cash investments . . . . .	209.	209.		ATCH 1
4	Dividends and interest from securities . . . . .	36,617.	36,617.		ATCH 2
5a	Gross rents . . . . .				
b	Net rental income or (loss) . . . . .	8,689.			
6a	Net gain or (loss) from sale of assets not on line 10 . . . . .		8,689.		
b	Gross sales price for all assets on line 6a . . . . .	691,946.			
7	Capital gain net income (from Part IV, line 2) . . . . .				
8	Net short-term capital gain . . . . .				
9	Income modifications . . . . .				
10a	Gross sales less returns and allowances . . . . .				
b	Less Cost of goods sold . . . . .				
c	Gross profit or (loss) (attach schedule) . . . . .				
11	Other income (attach schedule) . . . . .	-167.	-167.		ATCH 3
12	Total. Add lines 1 through 11 . . . . .	95,348.	45,348.		
13	Compensation of officers, directors, trustees, etc. . . . .	0			
14	Other employee salaries and wages . . . . .				
15	Pension plans, employee benefits . . . . .				
16a	Legal fees (attach schedule) . . . . .				
b	Accounting fees (attach schedule) . . . . .				
c	Other professional fees (attach schedule) . . . . .	7,077.	7,077.		
17	Interest . . . . .	77.	77.		
18	Taxes (attach schedule) (see instructions) . . . . .	537.	337.		
19	Depreciation (attach schedule) and depletion . . . . .				
20	Occupancy . . . . .				
21	Travel, conferences, and meetings . . . . .				
22	Printing and publications . . . . .				
23	Other expenses (attach schedule) . . . . .	1,505.	1,505.		
24	Total operating and administrative expenses. Add lines 13 through 23 . . . . .	9,196.	8,996.		
25	Contributions, gifts, grants paid . . . . .	74,950.			74,950.
26	Total expenses and disbursements. Add lines 24 and 25 . . . . .	84,146.	8,996.		74,950.
27	Subtract line 26 from line 12 . . . . .	11,202.			
a	Excess of revenue over expenses and disbursements . . . . .		36,352.		
b	Net investment income (if negative, enter -0-) . . . . .				
c	Adjusted net income (if negative, enter -0-) . . . . .				

**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
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .	11,946.	10,294.	10,294.
	2 Savings and temporary cash investments . . . . .	6,972.	14,987.	14,987.
	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 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 . . . . .			
	10 a Investments - U S and state government obligations (attach schedule) . . . . .			
	b Investments - corporate stock (attach schedule) <b>ATCH 8</b> . . . . .	937,042.	938,133.	980,418.
	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) <b>ATCH 9</b> . . . . .	457,119.	460,867.	532,136.	
14 Land, buildings, and equipment basis . . . . .				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶) . . . . .				
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	1,413,079.	1,424,281.	1,537,835.	
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>			
	27 Capital stock, trust principal, or current funds . . . . .	1,413,079.	1,424,281.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	1,413,079.	1,424,281.	
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,413,079.	1,424,281.		

**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	1,413,079.
2 Enter amount from Part I, line 27a . . . . .	2	11,202.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3 . . . . .	4	1,424,281.
5 Decreases not included in line 2 (itemize) ▶	5	
6 <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	1,424,281.

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**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 PART IV SCHEDULE					
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					
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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	8,689.	
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	0	

**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 (col. (b) divided by col. (c))
2010	89,092.	1,541,893.	0.057781
2009	51,050.	1,386,299.	0.036825
2008	81,350.	1,622,877.	0.050127
2007	100,770.	1,845,214.	0.054612
2006	76,105.	1,647,545.	0.046193
2 Total of line 1, column (d)			2 0.245538
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 0.049108
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,596,809.
5 Multiply line 4 by line 3			5 78,416.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 364.
7 Add lines 5 and 6			7 78,780.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 74,950.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	727.
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	727.
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	727.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a	1,783.	
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	1,783.	
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	1,056.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 1,056. Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <b>N/A</b>				
14	The books are in care of <b>REBECCA BARRON</b>		Telephone no <b>(513) 533-6228</b>	
	Located at <b>4730 MADISON ROAD CINCINNATI, OH</b>		ZIP + 4 <b>45227</b>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>			
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 <b></b>				

**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? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years <b></b>		
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)	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 <b></b>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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?	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? ☐ Yes ☒ No**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? ☐ Yes ☒ No**6b**

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
MERRILYN BARDES	PRESIDENT	0	0	0
REBECCA BARRON	TREASURER	0	0	0
THOMAS QUINN	SECRETARY	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				

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

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (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 . . . . .		▶

**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 NONE	
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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,589,527.
b	Average of monthly cash balances	1b	31,599.
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,621,126.
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	1,621,126.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,317.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,596,809.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	79,840.

**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	79,840.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	727.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	727.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	79,113.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	79,113.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	79,113.

**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	74,950.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	74,950.
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	0
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	74,950.

**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 . . . . .				79,113.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .				
b Total for prior years 20 09, 20 08, 20 07 . . . . .				
3 Excess distributions carryover, if any, to 2011				
a From 2006 . . . . .				
b From 2007 . . . . . 3,159.				
c From 2008 . . . . . 662.				
d From 2009 . . . . .				
e From 2010 . . . . . 13,413.				
f Total of lines 3a through e . . . . .	17,234.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 74,950.				
a Applied to 2010, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2011 distributable amount . . . . .				74,950.
e Remaining amount distributed out of corpus . . . . .	4,163.			4,163.
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	13,071.			
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 instructions . . . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	13,071.			
10 Analysis of line 9:				
a Excess from 2007 . . . . .				
b Excess from 2008 . . . . .				
c Excess from 2009 . . . . .				
d Excess from 2010 . . . . . 13,071.				
e Excess from 2011 . . . . .				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

NOT APPLICABLE

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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

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)(ii) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

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

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
ATTACHMENT 10				
<b>Total</b> . . . . .			▶ <b>3a</b>	74,950.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			▶ <b>3b</b>	

**Part XVI-A Analysis of Income-Producing Activities**

**Enter gross amounts unless otherwise indicated.**

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	36,826.	14		
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 . . . . .		14	-167.	14		
8 Gain or (loss) from sales of assets other than inventory		18	8,689.	18		
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) . . . . .			45,348.			
13 Total. Add line 12, columns (b), (d), and (e) . . . . .						45,348.

## 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 )
	N/A

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?                                                                                                                                         |       | Yes | No |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of:                                                                                                                                                                                                                                                                                                          |       |     |    |
| (1) Cash                                                                                                                                                                                                                                                                                                                                                                                      | 1a(1) |     | X  |
| (2) Other assets                                                                                                                                                                                                                                                                                                                                                                              | 1a(2) |     | X  |
| b Other transactions:                                                                                                                                                                                                                                                                                                                                                                         |       |     |    |
| (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                    | 1b(1) |     | X  |
| (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                              | 1b(2) |     | X  |
| (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                          | 1b(3) |     | X  |
| (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                                | 1b(4) |     | X  |
| (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                  | 1b(5) |     | X  |
| (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                        | 1b(6) |     | X  |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                            | 1c    |     | X  |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received |       |     |    |

[illegible]

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

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

Signature of officer or trustee Rebecca Z. Bauer Date 8-10-12 Title Trea./Trustee

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

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

**Schedule of Contributors**

OMB No 1545-0047

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

**2011**

Name of the organization  
BARDES FUND

Employer identification number  
31-6036206

**Organization type (check one)**

**Filers of:**

**Section:**

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule**

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

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ▶ \$

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **BARDES FUND**Employer identification number  
**31-6036206****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BARDES CORPORATION 4730 MADISON ROAD CINCINNATI, OH 45236	\$ 50,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



Name of organization BARDES FUND

Employer identification number

31-6036206

**Part II** Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization BARDES FUND

Employer identification number

31-6036206

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					311.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					2,099.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					766.	
366,710.		UBS STCG-STMT ATTACHED PROPERTY TYPE: SECURITIES 393,763.				P	-27,053.	
325,236.		UBS LTCG-STMT ATTACHED PROPERTY TYPE: SECURITIES 292,670.				P	32,566.	
TOTAL GAIN (LOSS) .....							<u>8,689.</u>	

# BARDES FUND

## Capital Gains - Last year

1/1/2011 through 12/31/2011

8/9/2012

Page 1

Security	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L.
<b>SHORT TERM</b>					
PIMCO UNCONSTRAINED ..	9/13/2010	1/11/2011	30,000.00	30,296.50	-296.50
UTILITIES SECTOR SPDR .	6/2/2010	1/26/2011	5,582.41	4,953.87	628.54
WISDOMTREE TR EM LCL ..	11/4/2010	2/10/2011	20,157.35	21,315.55	-1,158.20
ISHARES MSCI EMERGING ...	4/16/2010	2/18/2011	4,546.95	4,259.47	287.48
ISHARES MSCI EMERGING .	5/13/2010	2/18/2011	11,367.37	10,100.00	1,267.37
ISHARES MSCI EMERGING .	10/13/2010	2/18/2011	6,820.42	7,033.50	-213.08
ISHARES MSCI EMERGING .	11/10/2010	2/18/2011	29,555.17	31,495.82	-1,940.65
PIMCO UNCONSTRAINED	9/13/2010	3/8/2011	3,683.73	3,703.50	-19.77
PIMCO UNCONSTRAINED ..	10/1/2010	3/8/2011	30.70	31.06	-0.36
PIMCO UNCONSTRAINED .	11/1/2010	3/8/2011	58.36	59.09	-0.73
PIMCO UNCONSTRAINED .	11/2/2010	3/8/2011	19,752.65	20,000.00	-247.35
PIMCO UNCONSTRAINED ...	12/1/2010	3/8/2011	92.11	92.36	-0.25
PIMCO UNCONSTRAINED ..	12/9/2010	3/8/2011	100.56	99.76	0.80
PIMCO UNCONSTRAINED .	12/9/2010	3/8/2011	15.42	15.29	0.13
PIMCO UNCONSTRAINED ...	12/31/2010	3/8/2011	86.77	86.15	0.62
PIMCO UNCONSTRAINED ...	2/1/2011	3/8/2011	42.51	42.28	0.23
PIMCO UNCONSTRAINED	3/1/2011	3/8/2011	28.05	28.00	0.05
ENERGY SECTOR SPDR T...	5/13/2010	4/8/2011	8,051.42	5,725.89	2,325.53
ENERGY SECTOR SPDR T ..	6/2/2010	4/8/2011	4,025.71	2,595.38	1,430.33
ENERGY SECTOR SPDR T ..	12/20/2010	4/8/2011	5,636.00	4,636.01	999.99
ISHARES TRUST RUSSELL ..	12/27/2010	5/25/2011	16,601.74	15,786.72	815.02
HEALTH CARE SELECT ..	4/8/2011	8/15/2011	12,776.49	14,028.00	-1,251.51
INDUSTRIAL SECTOR SPD	10/1/2010	8/15/2011	8,988.61	9,396.00	-407.39
INDUSTRIAL SECTOR SPD ..	12/20/2010	8/15/2011	3,745.25	4,340.00	-594.75
SECTOR SPDR TRUST SHS .	1/26/2011	8/15/2011	4,958.90	5,673.00	-714.10
RS FLOATING RATE FUND ...	11/2/2010	8/19/2011	37,866.15	40,002.03	-2,135.88
RS FLOATING RATE FUND .	12/2/2010	8/19/2011	150.63	159.12	-8.49
RS FLOATING RATE FUND ..	12/20/2010	8/19/2011	97.26	102.74	-5.48
RS FLOATING RATE FUND ..	12/31/2010	8/19/2011	170.96	180.60	-9.64
RS FLOATING RATE FUND ..	2/2/2011	8/19/2011	159.54	168.54	-9.00
RS FLOATING RATE FUND .	3/2/2011	8/19/2011	148.31	156.68	-8.37
RS FLOATING RATE FUND .	4/4/2011	8/19/2011	163.86	173.10	-9.24
RS FLOATING RATE FUND .	5/3/2011	8/19/2011	159.76	168.77	-9.01
RS FLOATING RATE FUND .	6/2/2011	8/19/2011	160.31	169.35	-9.04
RS FLOATING RATE FUND ..	6/24/2011	8/19/2011	45.32	47.87	-2.55
RS FLOATING RATE FUND ..	6/24/2011	8/19/2011	0.38	0.40	-0.02
RS FLOATING RATE FUND ...	7/5/2011	8/19/2011	159.93	168.95	-9.02
RS FLOATING RATE FUND ...	8/2/2011	8/19/2011	176.62	186.58	-9.96
ISHARES TRUST RUSSELL ..	12/27/2010	9/28/2011	25,997.55	31,573.45	-5,575.90
ISHARES MSCI EAFE INDE. .	12/31/2010	9/28/2011	3,522.45	4,344.13	-821.68
ISHARES MSCI EMERGING ..	11/10/2010	9/28/2011	33,834.61	46,032.35	-12,197.74
ARTIO GLOBAL HIGH INCO	11/1/2010	10/6/2011	155.58	182.70	-27.12
ARTIO GLOBAL HIGH INCO..	12/1/2010	10/6/2011	161.66	186.57	-24.91
ARTIO GLOBAL HIGH INCO...	12/30/2010	10/6/2011	281.13	317.28	-36.15
ARTIO GLOBAL HIGH INCO .	12/30/2010	10/6/2011	411.70	464.64	-52.94
ARTIO GLOBAL HIGH INCO ..	12/30/2010	10/6/2011	278.65	314.48	-35.83
ARTIO GLOBAL HIGH INCO...	2/1/2011	10/6/2011	148.65	171.40	-22.75
ARTIO GLOBAL HIGH INCO ..	3/1/2011	10/6/2011	143.46	166.49	-23.03
ARTIO GLOBAL HIGH INCO .	3/4/2011	10/6/2011	17,155.88	20,000.00	-2,844.12
ARTIO GLOBAL HIGH INCO .	4/1/2011	10/6/2011	317.25	366.47	-49.22
ARTIO GLOBAL HIGH INCO...	5/2/2011	10/6/2011	241.70	282.79	-41.09
ARTIO GLOBAL HIGH INCO.	6/1/2011	10/6/2011	264.54	308.40	-43.86
ARTIO GLOBAL HIGH INCO .	7/1/2011	10/6/2011	259.05	295.66	-36.61
ARTIO GLOBAL HIGH INCO .	8/1/2011	10/6/2011	233.58	268.09	-34.51
ARTIO GLOBAL HIGH INCO. .	9/1/2011	10/6/2011	310.69	333.14	-22.45
ARTIO GLOBAL HIGH INCO ..	10/3/2011	10/6/2011	277.80	286.07	-8.27
IVY ASSET STRATEGY FUN	1/11/2011	10/21/2011	28,191.01	30,000.00	-1,808.99

# Capital Gains - Last year

1/1/2011 through 12/31/2011

8/9/2012

Page 2

Security	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
IVY ASSET STRATEGY FUN.	2/10/2011	10/21/2011	9,355.36	10,000.00	-644.64
VICTORY DIVERSIFIED	12/30/2010	10/25/2011	177.09	192.49	-15.40
VICTORY DIVERSIFIED	3/29/2011	10/25/2011	74.55	82.99	-8.44
VICTORY DIVERSIFIED	6/28/2011	10/25/2011	199.44	210.25	-10.81
VICTORY DIVERSIFIED	9/28/2011	10/25/2011	107.52	100.04	7.48
CALAMOS CONVERTIBLE	12/17/2010	10/27/2011	132.76	134.56	-1.80
CALAMOS CONVERTIBLE	12/17/2010	10/27/2011	964.35	977.43	-13.08
CALAMOS CONVERTIBLE	3/18/2011	10/27/2011	42.68	44.06	-1.38
CALAMOS CONVERTIBLE	6/17/2011	10/27/2011	223.85	226.88	-3.03
PIMCO COMMODITY REAL	12/31/2010	12/27/2011	831.56	1,053.54	-221.98
PIMCO COMMODITY REAL	3/18/2011	12/27/2011	1,103.54	1,404.23	-300.69
PIMCO COMMODITY REAL	6/17/2011	12/27/2011	2,253.09	2,717.42	-464.33
PIMCO COMMODITY REAL	9/16/2011	12/27/2011	2,228.61	2,561.52	-332.91
PIMCO COMMODITY REAL	12/8/2011	12/27/2011	537.02	553.36	-16.34
PIMCO COMMODITY REAL	12/8/2011	12/27/2011	127.78	131.67	-3.89
			<b>366,709.82</b>	<b>393,762.48</b>	<b>-27,052.66</b>

## LONG TERM

JP MORGAN STRATEGIC	12/21/2009	1/11/2011	30,000.00	29,266.44	733.56
ISHARES TRUST RUSSELL	5/5/2009	5/25/2011	4,859.25	2,811.82	2,047.43
ISHARES TRUST RUSSELL	5/5/2009	5/25/2011	6,230.33	3,466.00	2,764.33
COHEN & STEERS REALTY	7/9/2009	7/14/2011	10,000.00	4,554.61	5,445.39
GATEWAY FUND	6/1/2006	7/18/2011	25,000.00	24,566.03	433.97
CONSUMERS STAPLES SE.	5/13/2010	8/15/2011	7,190.66	6,900.00	290.66
CONSUMERS STAPLES SE.	6/2/2010	8/15/2011	5,752.53	5,302.00	450.53
FINANCIAL SECTOR SPDR	5/13/2010	8/15/2011	11,225.46	14,229.00	-3,003.54
VANGUARD SECTOR INDE.	5/13/2010	8/15/2011	18,367.02	18,186.77	180.25
VANGUARD SECTOR INDE.	6/2/2010	8/15/2011	5,651.39	5,267.19	384.20
ISHARES MSCI EAFE INDE.	7/9/2009	9/28/2011	23,483.01	22,236.04	1,246.97
PIMCO COMMODITY REAL	5/5/2009	9/28/2011	15,457.62	13,054.02	2,403.60
PIMCO COMMODITY REAL	6/18/2009	9/28/2011	279.63	270.26	9.37
PIMCO COMMODITY REAL	7/9/2009	9/28/2011	4,262.75	3,782.76	479.99
ARTIO GLOBAL HIGH INCO.	7/9/2009	10/3/2011	10,000.00	9,480.25	519.75
FT TEMPLETON GLOBAL B.	7/9/2009	10/5/2011	10,000.00	9,353.82	646.18
ARTIO GLOBAL HIGH INCO.	7/9/2009	10/6/2011	6,727.07	6,519.75	207.32
ARTIO GLOBAL HIGH INCO	8/3/2009	10/6/2011	104.05	105.26	-1.21
ARTIO GLOBAL HIGH INCO.	9/1/2009	10/6/2011	83.24	86.51	-3.27
ARTIO GLOBAL HIGH INCO.	10/1/2009	10/6/2011	93.30	101.13	-7.83
ARTIO GLOBAL HIGH INCO.	10/6/2009	10/6/2011	7,358.75	8,000.00	-641.25
ARTIO GLOBAL HIGH INCO.	11/2/2009	10/6/2011	138.60	151.41	-12.81
ARTIO GLOBAL HIGH INCO.	12/1/2009	10/6/2011	138.05	152.28	-14.23
ARTIO GLOBAL HIGH INCO.	12/31/2009	10/6/2011	153.69	171.99	-18.30
ARTIO GLOBAL HIGH INCO.	2/1/2010	10/6/2011	136.55	154.11	-17.56
ARTIO GLOBAL HIGH INCO.	3/1/2010	10/6/2011	150.35	168.09	-17.74
ARTIO GLOBAL HIGH INCO.	4/1/2010	10/6/2011	165.78	190.26	-24.48
ARTIO GLOBAL HIGH INCO.	5/3/2010	10/6/2011	148.31	172.90	-24.59
ARTIO GLOBAL HIGH INCO	6/1/2010	10/6/2011	165.12	181.96	-16.84
ARTIO GLOBAL HIGH INCO.	6/30/2010	10/6/2011	188.01	207.39	-19.38
ARTIO GLOBAL HIGH INCO.	8/2/2010	10/6/2011	169.74	192.65	-22.91
ARTIO GLOBAL HIGH INCO.	9/1/2010	10/6/2011	174.25	196.66	-22.41
ARTIO GLOBAL HIGH INCO.	10/1/2010	10/6/2011	171.87	197.99	-26.12
VICTORY DIVERSIFIED	7/9/2009	10/25/2011	68,471.76	53,901.28	14,570.48
VICTORY DIVERSIFIED	9/28/2009	10/25/2011	213.80	200.13	13.67
VICTORY DIVERSIFIED	12/24/2009	10/25/2011	124.43	121.49	2.94
VICTORY DIVERSIFIED	3/31/2010	10/25/2011	139.51	141.16	-1.65
VICTORY DIVERSIFIED	6/30/2010	10/25/2011	211.40	184.79	26.61
VICTORY DIVERSIFIED	7/30/2010	10/25/2011	12.17	11.24	0.93
VICTORY DIVERSIFIED	9/29/2010	10/25/2011	216.28	211.91	4.37
CALAMOS CONVERTIBLE	5/5/2009	10/27/2011	24,347.24	20,043.95	4,303.29

# Capital Gains - Last year

1/1/2011 through 12/31/2011

8/9/2012

Page 3

Security	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L.
CALAMOS CONVERTIBLE .	6/18/2009	10/27/2011	255 19	216 61	38 58
CALAMOS CONVERTIBLE ..	9/18/2009	10/27/2011	186 18	178 52	7 66
CALAMOS CONVERTIBLE .	12/18/2009	10/27/2011	264.43	255 61	8.82
CALAMOS CONVERTIBLE ...	3/19/2010	10/27/2011	188 48	188.49	-0 01
CALAMOS CONVERTIBLE ..	4/16/2010	10/27/2011	4,968 90	5,000.00	-31 10
CALAMOS CONVERTIBLE ...	6/17/2010	10/27/2011	391.06	378 83	12.23
CALAMOS CONVERTIBLE	9/17/2010	10/27/2011	178 39	176 06	2.33
PIMCO COMMODITY REAL ...	7/9/2009	12/27/2011	6,790.13	6,217.24	572 89
PIMCO COMMODITY REAL .	9/18/2009	12/27/2011	518 98	549 13	-30 15
PIMCO COMMODITY REAL	12/10/2009	12/27/2011	432 01	475.03	-43 02
PIMCO COMMODITY REAL ..	12/31/2009	12/27/2011	817.29	928 07	-110 78
PIMCO COMMODITY REAL ...	3/19/2010	12/27/2011	863 33	933 79	-70 46
PIMCO COMMODITY REAL ..	4/16/2010	12/27/2011	9,082 91	10,000 00	-917 09
PIMCO COMMODITY REAL	6/17/2010	12/27/2011	1,212.00	1,243 85	-31.85
PIMCO COMMODITY REAL .	9/17/2010	12/27/2011	1,323 89	1,435 58	-111 69
			<b>325,236.14</b>	<b>292,670.11</b>	<b>32,566.03</b>
			<b>691,945.96</b>	<b>686,432.59</b>	<b>5,513.37</b>

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
UBS FINANCIAL-CHECKING THE BURTON PARTNERSHIP	4. 205.	4. 205.
TOTAL	209.	209.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
UBS FINANCIAL-INVESTMENTS	34,598.	34,598.
THE BURTON PARTNERSHIP	2,019.	2,019.
TOTAL	<u>36,617.</u>	<u>36,617.</u>



ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THE BURTON PARTNERSHIP	-167.	-167.
TOTALS	-167.	-167.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT FEES-UBS FINANCIAL	7,883.	7,883.
FUND REBATE FEES	-1,434.	-1,434.
THE BURTON PARTNERSHIP	628.	628.
TOTALS	<u>7,077.</u>	<u>7,077.</u>

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
THE BURTON PARTNERSHIP	77.	77.
TOTALS	<u>77.</u>	<u>77.</u>

ATTACHMENT 6

FORM 990PE, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	337.	337.
STATE FILING FEES	200.	
TOTALS	<u>537.</u>	<u>337.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MEMBERSHIP FEES	695.	695.
D & O INSURANCE	810.	810.
PORTFOLIO DEDUCTIONS		
OTHER EXPENSES		
TOTALS	<u>1,505.</u>	<u>1,505.</u>

BARDES FUND

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
UBS FINANCIAL	938,133.	980,418.
TOTALS	<u>938,133.</u>	<u>980,418.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 9

DESCRIPTION

ENDING  
BOOK VALUE

ENDING  
FMV

THE BURTON PARTNERSHIP

460,867. 532,136.

TOTALS

460,867.  
532,136.

BARDES FUND

## FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VARIOUS ORGANIZATIONS CINCINNATI, OH 45206	NONE PUBLIC	MISCELLANEOUS	7,800.
CINCINNATI SYMPHONY 1241 ELM STREET CINCINNATI, OH 45273	NONE PUBLIC	THEATER PROGRAM ASSISTANCE	2,000.
EASTER SEALS-WORK RESOURCE CENTER 2901 GILBERT AVENUE CINCINNATI, OH 45206	NONE PUBLIC	COMMUNITY PROGRAMS	9,000.
ARTSWAVE 2649 ERIE AVENUE CINCINNATI, OH 45208	NONE PUBLIC	ARTS PROGRAM ASSISTANCE	5,000.
STARFIRE COUNCIL 5030 OAKLAWN DRIVE CINCINNATI, OH 45227	NONE PUBLIC	CAPITAL CAMPAIGN	4,500.
UNITED WAY PO BOX 632711 CINCINNATI, OH 45263	NONE PUBLIC	COMMUNITY ASSISTANCE	16,150.



## AT XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)			
RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOSTON COLLEGE 140 COMMONWEALTH DRIVE CHESTNUT HILL, MA 02167	NONE PUBLIC	EDUCATIONAL+	5,000.
THE SOCIETY OF THE FOUR ARTS 2 FOUR ARTS PLAZA PALM BEACH, FL 33480	NONE PUBLIC	CAPITAL CAMPAIGN	20,000.
NATIONAL SAFETY COUNCIL 1121 SPRING LAKE DRIVE ITASCA, IL 60143	NONE PUBLIC	SAFETY EDUCATION	2,500.
THE SEVEN HILLS SCHOOL 5400 RED BANK ROAD CINCINNATI, OH 45227	NONE PUBLIC	EDUCATIONAL	3,000.
TOTAL CONTRIBUTIONS PAID			74,950.

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No 1545-1709

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

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

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

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

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

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

Part I only ☐

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

Enter filer's identifying number, see instructions

**Type or  
print**File by the  
due date for  
filing your  
return. See  
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

BARDES FUND

☒ **X**

31-6036206

Number, street, and room or suite no. If a P.O. box, see instructions.

Social security number (SSN)

4730 MADISON ROAD

City, town or post office, state, and ZIP code. For a foreign address, see instructions

CINCINNATI, OH 45227-1426

Enter the Return code for the return that this application is for (file a separate application for each return)  0  4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► REBECCA BARRON

Telephone No ► 513 533-6228

FAX No ► \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ **X** calendar year 2011 or
- ☐ tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_

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

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>3a</b> \$	1,783.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	<b>3b</b> \$	1,783.
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>3c</b> \$	0

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

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

Form **8868** (Rev. 1-2012)