Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

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

Name of foundation: THE OLIVE BRANCH FOUNDATION, INC.	A Employer identification number: 34-1862239
Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 20881 / Room/suite:	B Telephone number (see the instructions): (330) 456-7900
City or town: CANTON / State: OH / ZIP code: 44701	C If exemption application is pending, check here ► ☐

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

D 1 Foreign organizations, check here ► ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 3,783,468.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

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).)*

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	750.			
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	26,750.	26,750.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-5,164.			
	b Gross sales price for all assets on line 6a 122,855.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	22,336.	26,750.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	163.			
	b Accounting fees (attach sch) L-16b Stmt	1,750.			
	c Other prof fees (attach sch) L-16c Stmt	5,816.	5,816.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	230.			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	7,959.	5,816.		
	25 Contributions, gifts, grants paid	43,825.			43,825.
	26 **Total expenses and disbursements.** Add lines 24 and 25	51,784.	5,816.		43,825.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-29,448.			
	b **Net investment income** (if negative, enter -0-)		20,934.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	977,873.	603,960.	603,960.
	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 sch) ►			
	Less allowance for doubtful accounts ►	2,380,000.	2,730,000.	2,730,465.
	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) L-10b Stmt 1	487,538.	482,003.	449,043.
	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)			
	14 Land, buildings, and equipment. basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	3,845,411.	3,815,963.	3,783,468.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	3,845,411.	3,815,963.	
	30 Total net assets or fund balances (see instructions)	3,845,411.	3,815,963.	
	31 Total liabilities and net assets/fund balances (see instructions)	3,845,411.	3,815,963.	

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	3,845,411.
2	Enter amount from Part I, line 27a	2	-29,448.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,815,963.
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	3,815,963.

Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See attached detail - Statement #2	P	various	various
b	Capital gain distributions from mutual funds	P	various	various
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	121,791.		127,959.	-6,168.
b	1,004.		0.	1,004.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-6,168.
b				1,004.
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	-5,164.
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	-5,164.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	45,340.	3,792,065.	0.011957
2009	127,650.	4,147,260.	0.030779
2008	40,750.	4,423,683.	0.009212
2007	103,250.	4,204,299.	0.024558
2006	1,579,812.	5,099,275.	0.309811

2	**Total** of line 1, column (d)	2	0.386317
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	0.077263
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,769,246.
5	Multiply line 4 by line 3	5	291,223.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	209.
7	Add lines 5 and 6	7	291,432.
8	Enter qualifying distributions from Part XII, line 4	8	43,825.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	419.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	419.
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	419.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 2,503.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	2,503.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	2,084.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ► 2,084.	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

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

Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► The Olive Branch Foundation Telephone no. ► (330) 456-7900
Located at ► 612 Market Ave South Canton OH ZIP + 4 ► 44702

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

		Line	Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►			

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.

		Line	Yes	No
1 a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__ .			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b		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

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)?		**5b**	
Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	X
If 'Yes' to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?		**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
Marshall B. Belden Jr 219 Bonnett Street SW, North Canton OH 44720	Trustee PART-TIME	0.	0.	0.
Diana Davis Belden 8756 Serenity Drive NW Massillon OH 44646	Trustee PART-TIME	0.	0.	0.
James Bagnola 11 Concord Circle, Austin TX 78737	Trustee PART-TIME	0.	0.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	None

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	2,972,594.
b	Average of monthly cash balances	1b	854,052.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,826,646.
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	3,826,646.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	57,400.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,769,246.
6	**Minimum investment return.** Enter 5% of line 5	6	188,462.

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	188,462.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	419.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	419.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	188,043.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	188,043.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	188,043.

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	43,825.
b	Program-related investments — total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	43,825.
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	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	43,825.

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				188,043.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011:				
a From 2006 1,340,544.				
b From 2007 0.				
c From 2008 0.				
d From 2009 0.				
e From 2010 0.				
f **Total** of lines 3a through e	1,340,544.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► $ 43,825.				
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				43,825.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	144,218.			144,218.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,196,326.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
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)	1,196,326.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007 0.				
b Excess from 2008 0.				
c Excess from 2009 0.				
d Excess from 2010 0.				
e Excess from 2011 0.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test — enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year — see instructions.)**

1 **Information Regarding Foundation Managers:**

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

Marshall B. Belden, 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.

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.

Marshall B. Belden Jr
612 Market Ave South
Canton OH 44702 (330) 456-7900

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

Applications must be in writing and specify purpose, background of organization and amount requested

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:

Science, medicine, literature, philosophy, environmental science or sociology

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
***a** Paid during the year*				
See attached Statement #4		501(c)3	See attached	43,825.
Total			► **3a**	43,825.
***b** Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	26,750.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-5,164.	
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)				21,586.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . . 13 21,586.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	Not Applicable

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

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

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

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

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

b If 'Yes,' complete the following schedule.

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

Sign Here

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

▶ [signature] | 5/14/2012 ▶ TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only				
Print/Type preparer's name: Kim I. Miller CPA	Preparer's signature: Kim I Miller	Date: MAY 11 2012	Check ☐ if self-employed	PTIN P00082882
Firm's name ▶ HALL KISTLER & COMPANY LLP			Firm's EIN ▶ 34-0715770	
Firm's address ▶ 220 MARKET AVE SOUTH - SUITE 700 CANTON OH 44702			Phone no (330) 453-7633	

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

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Miscellaneous expenses	30.			
Ohio Filing Fee	200.			
Total	230.			

Form 990-PF, Page 1, Part I
Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Geiger Teeple Smith	Legal services	163.			
Total		163.			

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Hall Kistler & Compa	Income Tax preparation	1,750.			
Total		1,750.			

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Stifel, Nicolaus	Investment Advisory Fe	5,816.			
Total		5,816.			

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

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
Security Investments - See Statement #1	482,003.	449,043.
Total	482,003.	449,043.

OLIVE BRANCH FOUNDATION

990PF - Part II Line 10b - Detail of Investments

December 31, 2011

Security Name	Shares	Total
Stifel Account		
ALPINE GLOBAL PREMIER PROPERTIES	2,100.000	29,447 00
AQR FUNDS DIVERSIFIED ARBITRAGE FUND	731 704	7,939 85
FAIRHOLME FUNDS INC	364 556	11,187 72
FIRST TRUST / FIDAC MRTG INCOME FUND	500 000	8,042 93
FPA CRESCENT INSTL CL	307 047	7,671 34
FRANKLIN INCOME FUND CL A	10,226 131	23,909 23
IVY FDS INC ASSET STRATEGY FD CL A	575.639	11,438 96
NFJ FDS INC ASSET STARATEGY FUND	525 000	7,339 71
PIMCO FDS TOTAL RETURN A	5,058.465	54,292 02
PIMCO FUNDS GLOBAL MULTI ASSET	4,290 735	47,332 95
RYDEX SERIES FUNDS MANAGED FUTURES STRATEGY CLASS A	891 902	25,000 00
SEASPAN CORPORATION	75 000	1,563 00
STARWOOD PROPERTY TRUST	1,000 000	18,997 25
TCW FUNDS INC TOTAL RETURN BOND FD	1,191 739	12,056 83
THIRD AVENUE INTERNATIONAL VALUE	838 381	15,576 02
Gold Coins		200,208 54
Total Investments		**482,003.35**

STATEMENT #1

OLIVE BRANCH FOUNDATION (34-1862239)

CAPITAL GAINS & (LOSSES)

January 1, 2011 - December 31, 2011

Security	Shares	How Aquired	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
SHORT TERM							
PIMCO FDS TOTAL RETURN A	5 743	Purchased	3/2/2010	2/15/2011	61 91	63 12	(1.21)
PIMCO FDS TOTAL RETURN A	9 579	Purchased	4/5/2010	2/15/2011	103 26	105 75	(2.49)
PIMCO FDS TOTAL RETURN A	9.808	Purchased	5/4/2010	2/15/2011	105 73	109 16	(3 43)
PIMCO FDS TOTAL RETURN A	9 01	Purchased	6/2/2010	2/15/2011	97 13	100 01	(2 88)
PIMCO FDS TOTAL RETURN A	9 966	Purchased	7/2/2010	2/15/2011	107 43	112 22	(4 79)
PIMCO FDS TOTAL RETURN A	10.557	Purchased	8/3/2010	2/15/2011	113 80	120 35	(6.55)
PIMCO FDS TOTAL RETURN A	9.699	Purchased	9/2/2010	2/15/2011	104 56	111 93	(7 37)
PIMCO FDS TOTAL RETURN A	9 944	Purchased	10/4/2010	2/15/2011	107 20	115 35	(8.15)
PIMCO FDS TOTAL RETURN A	10 9	Purchased	11/2/2010	2/15/2011	117 50	127 42	(9.92)
PIMCO FDS TOTAL RETURN A	11 433	Purchased	12/2/2010	2/15/2011	123 25	131 37	(8 12)
PIMCO FDS TOTAL RETURN A	139 816	Purchased	12/10/2010	2/15/2011	1,507.22	1,510.01	(2 79)
PIMCO FDS TOTAL RETURN A	63 931	Purchased	12/10/2010	2/15/2011	689 18	690 45	(1 27)
PIMCO FDS TOTAL RETURN A	13 374	Purchased	1/4/2011	2/15/2011	144 17	145 11	(0.94)
PIMCO FDS TOTAL RETURN A	11 062	Purchased	2/2/2011	2/15/2011	119 25	120 02	(0 77)
FRANKLIN MUTUAL RECOVERY FUND	91 459	Purchased	12/9/2010	9/30/2011	780 15	899 04	(118 89)
PIMCO FUNDS UNCONSTRAINED BONDS	4,480 29	Purchased	2/15/2011	10/4/2011	49,014 34	50,000 00	(985 66)
PIMCO FUNDS UNCONSTRAINED BONDS	2 631	Purchased	3/2/2011	10/4/2011	28 78	29 36	(0 58)
PIMCO FUNDS UNCONSTRAINED BONDS	7 86	Purchased	4/4/2011	10/4/2011	85.99	87.80	(1 81)
PIMCO FUNDS UNCONSTRAINED BONDS	7 58	Purchased	5/3/2011	10/4/2011	82 93	84 67	(1 74)
PIMCO FUNDS UNCONSTRAINED BONDS	8 767	Purchased	6/2/2011	10/4/2011	95 91	97 49	(1 58)
PIMCO FUNDS UNCONSTRAINED BONDS	7.776	Purchased	7/1/2011	10/4/2011	85 07	86 31	(1 24)
PIMCO FUNDS UNCONSTRAINED BONDS	6 023	Purchased	8/1/2011	10/4/2011	65 89	66 80	(0 91)
PIMCO FUNDS UNCONSTRAINED BONDS	4 858	Purchased	9/1/2011	10/4/2011	53 15	53 44	(0 29)
PIMCO FUNDS UNCONSTRAINED BONDS	5 311	Purchased	10/3/2011	10/4/2011	58.10	58 10	-
THIRD AVENUE TRUST FOCUSED CR FD	2 326	Purchased	12/22/2010	10/4/2011	22 07	25 89	(3 82)
THIRD AVENUE TRUST FOCUSED CR FD	5 741	Purchased	12/22/2010	10/4/2011	54 48	63 90	(9 42)
THIRD AVENUE TRUST FOCUSED CR FD	0 125	Purchased	12/22/2010	10/4/2011	1 19	1 39	(0 20)
THIRD AVENUE TRUST FOCUSED CR FD	3 855	Purchased	3/23/2011	10/4/2011	36 58	44 10	(7 52)
THIRD AVENUE TRUST FOCUSED CR FD	4 413	Purchased	6/22/2011	10/4/2011	41 88	49 56	(7.68)
THIRD AVENUE TRUST FOCUSED CR FD	5 301	Purchased	9/21/2011	10/4/2011	50 31	54 49	(4 18)
TOTAL SHORT-TERM CAPITAL GAINS (LOSSES)					54,058 41	55,264 61	(1,206 20)

OLIVE BRANCH FOUNDATION (34-1862239)

CAPITAL GAINS & (LOSSES)

January 1, 2011 - December 31, 2011

Security	Shares	How Aquired	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
LONG TERM							
PIMCO FDS TOTAL RETURN A	2,401 54	Purchased	6/4/2009	2/15/2011	25,888 57	25,000.00	888 57
PIMCO FDS TOTAL RETURN A	1,432 67	Purchased	6/26/2009	2/15/2011	15,444 13	15,000.00	444.13
PIMCO FDS TOTAL RETURN A	8.168	Purchased	7/2/2009	2/15/2011	88.05	85.36	2.69
PIMCO FDS TOTAL RETURN A	18 212	Purchased	8/4/2009	2/15/2011	196 33	193 59	2.74
PIMCO FDS TOTAL RETURN A	17 764	Purchased	9/2/2009	2/15/2011	191 50	191 50	-
PIMCO FDS TOTAL RETURN A	16 517	Purchased	10/2/2009	2/15/2011	178.05	180 37	(2 32)
PIMCO FDS TOTAL RETURN A	14 92	Purchased	11/3/2009	2/15/2011	160 84	163 23	(2.39)
PIMCO FDS TOTAL RETURN A	11 823	Purchased	12/2/2009	2/15/2011	127 45	130 53	(3 08)
PIMCO FDS TOTAL RETURN A	31 29	Purchased	12/11/2009	2/15/2011	337 31	340 75	(3 44)
PIMCO FDS TOTAL RETURN A	8 704	Purchased	12/11/2009	2/15/2011	93 83	94.79	(0 96)
PIMCO FDS TOTAL RETURN A	11 087	Purchased	1/5/2010	2/15/2011	119 52	119 74	(0 22)
PIMCO FDS TOTAL RETURN A	8 276	Purchased	2/2/2010	2/15/2011	89 22	90 71	(1 49)
PIMCO FDS TOTAL RETURN A	3 074	Purchased	2/12/2010	2/15/2011	33 14	33 57	(0 43)
FRANKLIN MUTUAL RECOVERY FUND	1,039 93	Purchased	3/24/2008	9/30/2011	8,870.60	12,612 06	(3,741 46)
FRANKLIN MUTUAL RECOVERY FUND	0 137	Purchased	12/12/2008	9/30/2011	1 16	1 04	0 12
FRANKLIN MUTUAL RECOVERY FUND	50 834	Purchased	12/12/2008	9/30/2011	433 61	385 83	47 78
FRANKLIN MUTUAL RECOVERY FUND	2 222	Purchased	12/12/2008	9/30/2011	18 96	16 87	2 09
FRANKLIN MUTUAL RECOVERY FUND	30 778	Purchased	12/10/2009	9/30/2011	262 54	287 16	(24 62)
FRANKLIN MUTUAL RECOVERY FUND	508 647	Purchased	3/11/2010	9/30/2011	4,338 76	5,000 00	(661 24)
DIAMOND HILL LONG SHORT FUND CLASS A	545 852	Purchased	6/23/2008	10/4/2011	8,258 74	10,000 00	(1,741 26)
DIAMOND HILL LONG SHORT FUND CLASS A	2 411	Purchased	12/17/2008	10/4/2011	36 48	34 28	2 20
DIAMOND HILL LONG SHORT FUND CLASS A	5 943	Purchased	12/31/2008	10/4/2011	89 92	81 36	8 56
THIRD AVENUE TRUST FOCUSED CR FD	246 548	Purchased	10/7/2009	10/4/2011	2,339 74	2,500 00	(160 26)
THIRD AVENUE TRUST FOCUSED CR FD	0 139	Purchased	12/23/2009	10/4/2011	1 32	1 45	(0 13)
THIRD AVENUE TRUST FOCUSED CR FD	2 642	Purchased	12/23/2009	10/4/2011	25 07	27 56	(2 49)
THIRD AVENUE TRUST FOCUSED CR FD	2 887	Purchased	3/24/2010	10/4/2011	27 40	31 09	(3 69)
THIRD AVENUE TRUST FOCUSED CR FD	4 233	Purchased	6/23/2010	10/4/2011	40 17	45 00	(4 83)
THIRD AVENUE TRUST FOCUSED CR FD	4 257	Purchased	9/22/2010	10/4/2011	40 40	46 70	(6 30)
TOTAL LONG-TERM CAPITAL GAINS (LOSSES)					67,732 81	72,694 54	(4,961 73)
TOTAL CAPITAL GAINS (LOSSES)					**121,791.22**	**127,959.15**	**(6,167.93)**

STATEMENT #3

OLIVE BRANCH FOUNDATION (34-1862239)

GRANTS PAID

JANUARY 1, 2011 - DECEMBER 31, 2011

Date	Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
1/19/2011	Smile Train 28th Floor 41 Madison Avenue New York, New York 10010	None Section 501 (c) (3)	To provide free cleft lip and palate surgery for poor children in developing countries	100
2/24/2011	Justice Through Music Program P O Box 9576 Washington, DC 20016	None Section 501 (c) (3)	Raising awareness of youth through music	1,000
3/14/2011	Canton Student Loan 4974 Higbee Avenue NW Canton, Ohio 44718	None Section 501 (c) (3)	Contribution to Student Loan Fund	500
6/20/2011	Institute of Science and Technology 1000 N 4th Street Fairfield, Iowa 82557	None Section 501 (c) (3)	Raising Public Awareness on Health Issues	10,000
11/9/2011	Maharishi Foundation 804 N 3rd Street Fairfield, Iowa 52556	None Section 501 (c) (3)	To promote Transcendental Consciousness	4,500
11/28/2011	Brahmananda Saraswati Foundation P O Box 2316 Fairfield, Iowa 52556	None Section 501 (c) (3)	Creation of permanent world peace	25,000
12/12/2011	Arts in Stark 1001 Market Avenue North Canton, OH 44702-1075	None Section 501 (c) (3)	Promote the arts in Stark County, Ohio	2,500

STATEMENT #4

OLIVE BRANCH FOUNDATION (34-1862239)

GRANTS PAID

JANUARY 1, 2011 - DECEMBER 31, 2011

Date	Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
12/27/2011	Smile Train 28th Floor 41 Madison Avenue New York, New York 10010	None Section 501 (c) (3)	To provide free cleft lip and palate surgery for poor children in developing countries	125
12/13/2011	WKSU 1613 East Summit Street Kent, Ohio 44242	None Section 501 (c) (3)	Support of public radio	100
			Total Contributions Paid in 2011	**43,825**