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

2011

Department of the Treasury
Internal Revenue Service

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

THE DOROTHY B. FRANCIS CHARITABLE
FOUNDATION
8044 MONTGOMERY ROAD #720
CINCINNATI, OH 45236

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

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

I Fair market value of all assets at end of year
(from Part II, column (c), line 16) J Accounting method: Cash Accrual
 Other (specify) _____

► \$ 4,157,447. (Part I, column (d) must be on cash basis)

A	Employer identification number 35-2235189
B	Telephone number (see the instructions)
C	If exemption application is pending, check here ► <input type="checkbox"/>
D	1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

Part II Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	1,981,951.			
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	187,009.	187,009.	187,009.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	33,413.			
	b Gross sales price for all assets on line 6a	179,315.			
	7 Capital gain net income (from Part IV, line 2)		33,413.	0.	
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	2,202,373.	220,422.	187,009.	
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
OPERATING AND EXPENSES	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE STM 1,057.	1,057.			
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule) SEE STM 2,633.	2,633.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	SEE STATEMENT 3	22,511.	22,511.	22,511.	
	24 Total operating and administrative expenses. Add lines 13 through 23	26,201.	22,511.	22,511.	
	25 Contributions, gifts, grants paid SEE STM 4	700.			700.
	26 Total expenses and disbursements. Add lines 24 and 25.	26,901.	22,511.	22,511.	700.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	2,175,472.		197,911.	
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)			164,498.	

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Part III Balance SheetsAttached 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
A S S E T S	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	131,954.	312,553.	312,553.
	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 ►			
	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) STATEMENT 5	1,904,152.	3,915,662.	3,844,894.
	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)	2,036,106.	4,228,215.	4,157,447.
L I A B I L I T I E S	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)	0.	0.	
N F T N D A S B S A E L T A S N C O R S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ► <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	2,036,106.	4,228,215.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	2,036,106.	4,228,215.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,036,106.	4,228,215.	

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	2,036,106.
2 Enter amount from Part I, line 27a	2	2,175,472.
3 Other increases not included in line 2 (itemize) ► <u>SEE STATEMENT 6</u>	3	16,637.
4 Add lines 1, 2, and 3	4	4,228,215.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,228,215.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 7					
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) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))		
(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			
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	33,413.	
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	-2,426.	

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) N/A

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			
2009			
2008			
2007			
2006			

- 2 Total of line 1, column (d) 2
- 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
- 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4
- 5 Multiply line 4 by line 3 5
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6
- 7 Add lines 5 and 6 7
- 8 Enter qualifying distributions from Part XII, line 4 8

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 ► <input type="checkbox"/> and enter 'N/A' on line 1.	1	3,958.
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 ► <input type="checkbox"/> and enter 1% of Part I, line 27b	2	0.
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-)	3	3,958.
3 Add lines 1 and 2		
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-		
6 Credits/Payments:	5	3,958.
a 2011 estimated tax pmts and 2010 overpayment credited to 2011		
b Exempt foreign organizations – tax withheld at source	6a	3,000.
c Tax paid with application for extension of time to file (Form 8868)		
d Backup withholding erroneously withheld	6b	0.
7 Total credits and payments Add lines 6a through 6d		
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	7	3,000.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	8	9.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ►		
	9	967.
	10	0.
	11	0.

Part VII-A Statements Regarding Activities

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?

	Yes	No
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

1c		X

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 ► \$ 0. (2) On foundation managers ► \$ 0.

1d		0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

1e		0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If 'Yes,' attach a detailed description of the activities

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		N/A

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

8a		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► ALEX & COMPANY, CPAS Located at ► 8044 MONTGOMERY ROAD, #720 CINCINNATI OH	Telephone no ► 513-794-1900 ZIP + 4 ► 45236	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A ► <input type="checkbox"/> N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►	16	Yes X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__ .		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	N/A
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)?Organizations relying on a current notice regarding disaster assistance check here ► c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A Yes No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A

5b N/A

6b X

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
SEE STATEMENT 8		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

► 0

BAA

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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

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A
2	
3	
4	

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

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

Amount

1	<u>N/A</u>
2	

All other program-related investments. See instructions.

Total. Add lines 1 through 3 ► 0.

Total. Add lines 1 through 3

0.

BAA

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 3,343,211.
b	Average of monthly cash balances	1b 175,157.
c	Fair market value of all other assets (see instructions)	1c
d Total	(add lines 1a, b, and c)	1d 3,518,368.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 3,518,368.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 52,776.
5 Net value of noncharitable-use assets.	Subtract line 4 from line 3 Enter here and on Part V, line 4	5 3,465,592.
6 Minimum investment return.	Enter 5% of line 5	6 173,280.

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	1 173,280.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 3,958.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 3,958.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 169,322.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 169,322.
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	7 169,322.

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 700.
b	Program-related investments – total from Part IX-B	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4 Qualifying distributions.	Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 700.
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
6 Adjusted qualifying distributions.	Subtract line 5 from line 4	6 700.

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				169,322.
2 Undistributed income, if any, as of the end of 2011.			0.	
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				
b From 2007	485,785.			
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	485,785.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 700.			0.	
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2011 distributable amount				700.
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).)	168,622.			168,622.
6 Enter the net total of each column as indicated below:	317,163.			
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount – see 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)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	317,163.			
10 Analysis of line 9:	317,163.			
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

BAA

Form 990-PF (2011)

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

N/A

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))

DOROTHY B. FRANCIS

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:

SEE STATEMENT 9

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
Total				► 3a
<i>b Approved for future payment</i>				
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) Exclu- sion 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					
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					
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)					220,422.

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

ANSWER Definition of Addition, the Answer is 15. (See Worksheet in line 13 instructions to verify calculations.)

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	

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1a (1)		X
1a (2)		X
1b (1)		X
1b (2)		X
1b (3)		X
1b (4)		X
1b (5)		X
1b (6)		X
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
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule

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

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

**Sign
Here**


Signature of officer or trustee

18/10/2012

Data

► PRESIDENT

May the IRS discuss
this return with the
preparer shown below
(see instructions)?

Paid Preparer Use Only	Print/Type preparer's name DAVID J. ALEX	Preparer's signature <i>David J. Alex, CPA</i>	Date <u>8/10/12</u>	Check <input type="checkbox"/> if self-employed	PTIN P00009212
	Firm's name ► ALEX & COMPANY, CPAS	Firm's EIN ► 31-1710612			
	Firm's address ► 8044 MONTGOMERY ROAD, SUITE 720 CINCINNATI, OH 45236	Phone no (513) 794-1900			

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Form 990-PF (2011)

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

CLASS OF ACTIVITY:

DONEE'S NAME: SPCA CINCINNATI
 DONEE'S ADDRESS: 11900 CONREY ROAD
 CINCINNATI, OH 45249
 RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: GENERAL CHARITABLE
 AMOUNT GIVEN: \$ 50.

CLASS OF ACTIVITY:

DONEE'S NAME: THE HUMANE SOCIETY OF CHITTENDEN COUNTY
 DONEE'S ADDRESS: 142 KINDNESS COURT
 SOUTH BURLINGTON, VT 05403
 RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: GENERAL CHARITABLE
 AMOUNT GIVEN: 500.

TOTAL \$ 700.

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACE LTD - 1,218.9134 SHRS	COST	\$ 68,944.	\$ 85,470.
PROCTER & GAMBLE - 1,311.4097 SHRS	COST	74,842.	87,484.
CLOROX CO DEL COM- 322.5382 SHARES	COST	18,403.	21,468.
CONOCOPHILLIPS-1,088.9612 SHARES	COST	66,494.	79,353.
DEERE CO- 211.6257 SHARES	COST	6,936.	16,369.
INTEL CORP- 411.9965 SHARES	COST	9,439.	9,991.
MARATHON OIL CORP- 2,889.2738 SHARES	COST	68,429.	84,569.
VERIZON COMMUNICATIONS COM- 215.6474 SHS	COST	7,072.	8,652.
CINTAS CORP OHIO - 202.6251 SHARES	COST	6,627.	7,053.
DELL INC - 500 SHARES	COST	8,360.	7,315.
GENERAL ELECTRIC - 410.6839 SHARES	COST	10,766.	7,355.
SHIP FIN INTL LTD - 237.0321 SHARES	COST	5,319.	2,214.
WELLS FARGO & CO NEW DEL - 217.4034 SHS	COST	7,230.	5,992.
LMP CAP & INCOME FD INC	COST	23,356.	16,127.
COHEN & STEERS CLOSED END OPPTY FUND INC	COST	103,667.	73,633.
AT&T INC - 1,405.4290 SHARES	COST	38,035.	42,500.
CATERPILLAR INC - 326.4365 SHARES	COST	12,965.	29,575.
ENDURANCE SPECIALTY HLDG - 531.9661SHS	COST	18,843.	20,348.
ALLIANCEBERNSTEIN GLOBAL HIGH	COST	16,082.	17,395.
COHEN & STEERS REIT & PFD INCOME FD	COST	9,308.	5,761.
COHEN & STEERS SELECT INFRASTRUCTURE	COST	103,135.	77,572.
EATON VANCE TX-AD GL OPP	COST	40,188.	34,822.
ADVENT/CLAY ENHCD G&I	COST	11,035.	5,676.
CLOUGH GLBL OPPTYS	COST	97,610.	59,958.
BLACKROCK CAP&INC	COST	102,323.	73,358.
CHESAPEAKE ENERGY OKLA - 812.0188 SHARES	COST	17,100.	18,100.
MONSANTO CO NEW DEL COM - 398 SHARES	COST	28,812.	27,888.
PFIZER INC- 1,097.0682 SHARES	COST	18,980.	23,741.
PITNEY BOWES INC - 1,143.8585 SHARES	COST	27,462.	21,207.
UNITEDHEALTH GROUP INC - 100 SHARES	COST	3,015.	5,068.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>		VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MFS INTERMEDIATE INCOME	COST	\$ 124,067.	\$ 123,741.	
EATON VANCE TAX MAN GLB	COST	155,543.	137,812.	
BLACKROCK HLTH SCIENCES TRUST	COST	5,625.	5,266.	
AFLAC INC - 1,009.3886 SHARES	COST	35,380.	43,666.	
AMERICAN FINL GRP HLDGS - 1,014.7290 SHS	COST	25,020.	37,433.	
ARCHER DANIELS MIDLD - 588.9134 SHARES	COST	18,305.	16,843.	
BOEING COMPANY - 102.6134 SHARES	COST	5,870.	7,709.	
CSX CORP - 316.3401 SHARES	COST	2,776.	6,662.	
CENTURYLINK INC - 4,240.5292 SHARES	COST	173,702.	157,748.	
CHEVRON CORP - 100 SHARES	COST	6,452.	10,640.	
EXELON CORPORATION - 1,573.7465 SHARES	COST	66,972.	68,253.	
FRANCE TELECOM ADR - 2,165.6988 SHARES	COST	47,407.	33,915.	
HCP INC - 632.7463 SHARES	COST	13,712.	26,215.	
PROGRESS ENERGY INC - 1,211.8260 SHARES	COST	46,945.	67,886.	
BUCKEYE PARTNERS LP - 1,727.5303 SHARES	COST	82,640.	110,527.	
WAL-MART STORES INC - 1,007.3250 SHARES	COST	53,070.	60,198.	
FIRST TRUST ENH EQUITY INC	COST	12,029.	12,868.	
WESTERN ASSET/CLAYMORE INFLATION-LINKED	COST	102,763.	108,129.	
TCW TOTAL RETURN BOND FD CL I	COST	25,651.	26,092.	
BERKSHIRE HATHAWAYINC - 500 SHARES	COST	36,375.	38,150.	
BRISTOL-MYERS SQUIBB CO - 1551.0365 SHS	COST	39,879.	54,659.	
COCA COLA COM - 100 SHARES	COST	5,471.	6,997.	
EXXON MOBIL CORP - 600 SHARES	COST	40,666.	50,856.	
JPMORGAN CHASE & CO - 806.3830 SHARES	COST	32,459.	26,812.	
ELI LILLY & CO - 3,117.6177 SHARES	COST	110,885.	129,568.	
MEDCO HEALTH SOLUTIONS I - 200 SHARES	COST	9,127.	11,180.	
MERCK AND CO INC SHS - 1,516.1039 SHARES	COST	50,576.	57,157.	
MICROSOFT CORP - 1,225.3817 SHS	COST	32,018.	31,811.	
NEXTERA ENERGY INC SHS - 1,019.6827 SHS	COST	53,538.	62,078.	
PPL CORPORATION - 1,559.9354 SHARES	COST	40,098.	45,893.	
PETROLEO BRAS SA ADR - 9,645.8016 SHARES	COST	302,945.	226,580.	
J M SMUCKER CO - 100 SHARES	COST	5,878.	7,817.	
SEADRILL LTD - 2,680 SHARES	COST	92,173.	88,929.	
TEXAS INSTRUMENTS - 102.7608 SHARES	COST	2,641.	2,991.	
ENERGY TRANSFER PTNRS LP - 6,230.7216 SH	COST	308,757.	285,679.	
WILLIAMS PARTNERS LP - 907.2376 SHARES	COST	37,180.	54,425.	
WELLPOINT INC - 400 SHARES	COST	22,230.	26,500.	
EATON VANCE TAX-MANAGED DIVER EQTY INCM	COST	67,371.	54,934.	
EATON VANCE TAX-MNGD GLBL DIV EQTY INCM	COST	73,686.	59,715.	
PRINCIPAL GLOBAL DIVERSIFIED INCOME CL A	COST	5,392.	5,141.	
ABBOTT LABS - 822.1606 SHARES	COST	38,351.	46,230.	
AXIS CAPITAL HOLDINGS LTD - 3145.3058 SH	COST	107,354.	100,524.	
PROLOGIS INC - 512.2352 SHARES	COST	13,202.	14,645.	
APPLE INC - 60 SHARES	COST	20,884.	24,300.	
CISCO SYSTEMS INC - 503.5516 SHARES	COST	8,561.	9,104.	
FORD MOTOR CO - 200 SHARES	COST	2,758.	2,152.	
JOHNSON AND JOHNSON COM - 414.4442 SHS	COST	25,312.	27,179.	
MARATHON PETROLEUM CORP - 2,016.0284 SHS	COST	67,306.	67,047.	
NATIONAL GRID PLC SP ADR - 1,200 SHS	COST	54,505.	58,176.	
ROYAL DUTCH SHEL PLC SPONS ADR B - 200	COST	6,916.	7,601.	
TEVA PHARMACTCL INDS ADR - 708.5454 SHS	COST	32,898.	28,597.	
VALERO ENERGY CORP NEW	COST	7,829.	6,378.	
BOARDWALK PIPELINE PTNRS - 509.7469 SHS	COST	12,832.	14,105.	
WALGREEN CO - 498.5552 SHARES	COST	20,964.	16,482.	
COHEN AND STEERS QUALITY INCOME REALTY	COST	59,986.	24,895.	

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
DOUBLELINE TOTAL RETURN BOND FUND CL I	COST	\$ 31,953.	\$ 31,990.
	TOTAL	\$ 3,915,662.	\$ 3,844,894.

STATEMENT 6
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

UNREALIZED GAINS ON INVESTMENTS	\$ 16,637.
	TOTAL \$ 16,637.

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	PETRLEO BRAS VTG SPD ADR	PURCHASED	VARIOUS	VARIOUS
2	GENERAL ELECTRIC	PURCHASED	VARIOUS	3/18/2011
3	PETRLEO BRAS VTG SPD ADR	PURCHASED	4/11/2011	4/13/2011
4	ALLSTATE CORP DEL COM	PURCHASED	VARIOUS	7/15/2011
5	ALLSTATE CORP COM	PURCHASED	7/05/2011	7/25/2011
6	ALLSTATE CORP DEL COM	PURCHASED	7/05/2011	7/15/2011
7	EAGLE BULK SHIPPING INC	PURCHASED	2/18/2011	7/18/2011
8	ARCH COAL INC	PURCHASED	9/22/2011	9/26/2011
9	CEMEX SAB DE CV SPND ADR	PURCHASED	4/27/2011	9/12/2011
10	BLACKROCK CAP&INC STRAT	PURCHASED	VARIOUS	9/07/2011
11	EATON VANCE TAX-MNGD	PURCHASED	9/12/2011	9/28/2011
12	DPL INC	PURCHASED	1/01/1981	11/28/2011
13	KINETIC CONCEPTS INC	PURCHASED	9/21/2006	11/07/2011

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	57,365.		28,384.	28,981.				\$ 28,981.
2	18,010.		19,562.	-1,552.				-1,552.
3	3,715.		4,003.	-288.				-288.
4	14,798.		18,214.	-3,416.				-3,416.
5	25.		27.	-2.				-2.
6	88.		93.	-5.				-5.
7	720.		1,280.	-560.				-560.
8	7,854.		7,560.	294.				294.
9	2,435.		4,300.	-1,865.				-1,865.
10	30,237.		51,590.	-21,353.				-21,353.
11	8.		8.	0.				0.
12	30,360.		4,879.	25,481.				25,481.
13	13,700.		6,002.	7,698.				7,698.
							TOTAL \$ 33,413.	

STATEMENT 8
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
DOROTHY B. FRANCIS 8044 MONTGOMERY RD, STE 720 CINCINNATI, OH 45236	CHAIR EMERITUS 1.00	\$ 0.	\$ 0.	\$ 0.
CAROLYN MCCLINTOCK 8044 MONTGOMERY RD, STE 720 CINCINNATI, OH 45236	VICE PRESIDENT 1.00	0.	0.	0.
DAVID J. ALEX 8044 MONTGOMERY RD, STE 720 CINCINNATI, OH 45236	PRESIDENT 1.00	0.	0.	0.
DAIN PAIGE 8044 MONTGOMERY RD, STE 720 CINCINNATI, OH 45236	TREASURER 1.00	0.	0.	0.
VIRGINIA CLARK 8044 MONTGOMERY RD, STE 720 CINCINNATI, OH 45236	SECRETARY 1.00	0.	0.	0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

STATEMENT 9
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
 NAME: DOROTHY B. FRANCIS FOUNDATION
 CARE OF: DAVID J. ALEX, CPA
 STREET ADDRESS: 8044 MONTGOMERY ROAD, STE. 720
 CITY, STATE, ZIP CODE: CINCINNATI, OH 45236
 TELEPHONE:
 FORM AND CONTENT: ANY FORM IS ACCEPTABLE.
 SUBMISSION DEADLINES: NONE
 RESTRICTIONS ON AWARDS: NONE

Application for Extension of Time To File an
Exempt Organization ReturnDepartment of the Treasury
Internal Revenue Service

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

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

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

Part I: Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ►

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions THE DOROTHY B. FRANCIS CHARITABLE FOUNDATION	Employer identification number (EIN) or X 35-2235189
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P O box, see instructions 8044 MONTGOMERY ROAD #720	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CINCINNATI, OH 45236	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 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 ► **ALEX & COMPANY, CPAS**

Telephone No ► **513-794-1900** FAX No. ► **513-794-8073**

- 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 **8/15**, 20 **12**, to file the exempt organization return for the organization named above

The extension is for the organization's return for:

- calendar year **20 11** 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

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

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

BAA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev 1-2012)