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 , **and ending**

Name of foundation
RICHARD A. BUSEMEYER ATHEIST FOUNDATION

A Employer identification number
65-0317422

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
440 HIDDEN VALLEY LANE

B Telephone number (see instructions)
513-948-8955

City or town, state, and ZIP code
CINCINNATI OH 45215

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 3,191,573

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	36,074	36,074		
	4	Dividends and interest from securities	36,177	36,177		
	5a	Gross rents	15,430	15,430		
	b	Net rental income or (loss) 2,661				
	6a	Net gain or (loss) from sale of assets not on line 10	102,192			
	b	Gross sales price for all assets on line 6a 766,964				
	7	Capital gain net income (from Part IV, line 2)		102,192		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	189,873	189,873	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) SEE STMT 1	794	794		
	b	Accounting fees (attach schedule) STMT 2	1,500	1,500		
	c	Other professional fees (attach schedule) STMT 3	10,494	10,494		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	528	528		
	19	Depreciation (attach schedule) and depletion STMT 5				
	20	Occupancy	12,769	12,769		
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att. sch) STMT 6	37	37		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	26,122	26,122	0	0
	25	Contributions, gifts, grants paid	200,000			200,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	226,122	26,122	0	200,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-36,249			
	b	**Net investment income** (if negative, enter -0-)		163,751		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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EXTENSION GRANTED TO AUGUST 15, 2012

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	783,797	598,477	598,477
2	Savings and temporary cash investments	119,923	300,662	300,662
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 (att schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
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) SEE STMT 7	2,048,716	2,022,078	2,047,434
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule) SEE STATEMENT 8	419,985		
14	Land, buildings, and equipment basis ▶ 415,455			
	Less accumulated depreciation (attach sch) ▶ STMT 9		415,455	245,000
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,372,421	3,336,672	3,191,573
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶ SEE STATEMENT 10)		500	
23	**Total liabilities** (add lines 17 through 22)	0	500	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	3,372,421	3,336,172	
30	**Total net assets or fund balances** (see instructions)	3,372,421	3,336,172	
31	**Total liabilities and net assets/fund balances** (see instructions)	3,372,421	3,336,672	

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	3,372,421
2	Enter amount from Part I, line 27a	2	-36,249
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,336,172
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	3,336,172

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b	SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
c	CLASS ACTION SETTLEMENT	P	VARIOUS	VARIOUS
d	CAPITAL GAIN DISTRIBUTION			
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	65,499		55,207	10,292
b	689,070		609,565	79,505
c	930			930
d	11,465			11,465
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				10,292
b				79,505
c				930
d				11,465
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	102,192
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	10,292

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	199,393	3,491,620	0.057106
2009	162,000	3,273,189	0.049493
2008	278,902	3,711,464	0.075146
2007	50,000	3,174,510	0.015750
2006	45,876	768,652	0.059684

2	**Total** of line 1, column (d)	2	0.257179
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	0.051436
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,355,596
5	Multiply line 4 by line 3	5	172,598
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,638
7	Add lines 5 and 6	7	174,236
8	Enter qualifying distributions from Part XII, line 4	8	200,000

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	1,638
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	1,638
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,638
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,254		
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	4,254
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	2,616
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 2,616 Refunded ▶			11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	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? N/A	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, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶ N/A

14 The books are in care of ▶ DANIEL BUSEMEYER Telephone no ▶ 513-948-8955
440 HIDDEN VALLEY LANE
Located at ▶ CINCINNATI OH ZIP+4 ▶ 45215

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

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

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
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?	☐ 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)?	N/A	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?	N/A	1c		
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)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A	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? 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?	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? N/A	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
DANIEL BUSEMEYER 440 HIDDEN VALLEY LANE	CINCINNATI OH 45215	PRES/TREAS 2.00	0	0	0
MICHAEL BUSEMEYER 2380 CARRIAGE GATE LANE	MAINEVILLE OH 45039	VP/DIR 1.00	0	0	0
STEVEN BUSEMEYER 16727 SPINNAKER LANE	CORNELIUS NC 28031	SEC/DIR 1.00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 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 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,325,933
b	Average of monthly cash balances	1b	785,290
c	Fair market value of all other assets (see instructions)	1c	295,473
d	**Total** (add lines 1a, b, and c)	1d	3,406,696
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	3,406,696
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	51,100
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,355,596
6	**Minimum investment return.** Enter 5% of line 5	6	167,780

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	167,780
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,638		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,638
3	Distributable amount before adjustments Subtract line 2c from line 1			3	166,142
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	166,142
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	166,142

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	200,000
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	200,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	1,638
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	198,362

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

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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					166,142
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only					
b	Total for prior years 20____ , 20____ , 20____					
3	Excess distributions carryover, if any, to 2011					
a	From 2006					
b	From 2007					
c	From 2008	10,315				
d	From 2009	214				
e	From 2010	26,026				
f	**Total** of lines 3a through e		36,555			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 200,000					
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					166,142
e	Remaining amount distributed out of corpus		33,858			
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		70,413			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see instructions					
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions					
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					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)					
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		70,413			
10	Analysis of line 9					
a	Excess from 2007					
b	Excess from 2008	10,315				
c	Excess from 2009	214				
d	Excess from 2010	26,026				
e	Excess from 2011	33,858				

DAA

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

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

b Check box to indicate whether the 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 foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

DANIEL BUSEMEYER
440 HIDDEN VALLEY LANE CINCINNATI OH 45215

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

BRIEF DESCRIPTION OF REQUEST

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

NON-RELIGIOUS PURPOSE

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 STATEMENT 11				200,000
Total			▶ 3a	200,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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					36,074
4 Dividends and interest from securities					36,177
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					2,661
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					102,192
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)		0		0	177,104

13 **Total.** Add line 12, columns (b), (d), and (e) 13 177,104

(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)
3	INVESTMENT INCOME
4	INVESTMENT INCOME
8	INVESTMENT INCOME

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
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		

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

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

Daniel Busemeyer | 6-28-12 | PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
SANDRA SHOEMAKER EAST	Sandra Shoemaker East	6-15-12	
Firm's name ▶ FLEMING, BROCKSCHMIDT & DURKIN PLL		PTIN	P00070477
Firm's address ▶ 30 GARFIELD PL STE 540 CINCINNATI, OH 45202-4366		Firm's EIN ▶	31-0781110
		Phone no	513-721-7590

Symbol	Name	Qty	Closed Date	Cost Basis	Proceeds	Gain/Loss	Term	Long Gain/Loss	Short Gain/Loss
				$664,772 24	$754,569 40	$89,797 16		$79,504 77	$10,292 39
LAZ	LAZARD LTD	900 00	7-Mar-11	33,442 05	$39,633 86	$6,191 81	Short Term		$6,191 81
SWN	SOUTHWESTERN ENERGY CO	575 00	15-Jul-11	21,764 97	$25,865 55	$4,100 58	Short Term		$4,100 58
CVS	C V S CAREMARK CORP	950 00	9-Feb-11	36,297 95	$31,419 92	($4,878 03)	Long Term	($4,878 03)	
CSCO	CISCO SYSTEMS INC	1,600 00	11-Mar-11	28,551 95	$28,551 50	($0 45)	Long Term	($0 45)	
CLX	CLOROX COMPANY	750 00	5-Jan-11	46,644 45	$46,357 47	($286 98)	Long Term	($286 98)	
20029PAL3	COMCAST CABLE CO 6 75%11SNR NOTE	25,000 00	31-Jan-11	26,375 75	$25,000 00	($1,375 75)	Long Term	($1,375 75)	
FMS	FRESENIUS MED CARE ADR	625 00	26-Jul-11	34,025 45	$49,990 09	$15,964 64	Long Term	$15,964 64	
HPQ	HEWLETT-PACKARD COMPANY	625 00	14-Apr-11	21,676 08	$25,212 01	$3,535 93	Long Term	$3,535 93	
JNJ	JOHNSON & JOHNSON	400 00	21-Mar-11	25,842 00	$23,503 32	($2,338 68)	Long Term	($2,338 68)	
LOW	LOWES COMPANIES INC	1,600 00	10-Jan-11	33,158 36	$38,926.27	$5,767 91	Long Term	$5,767 91	
MSFT	MICROSOFT CORP	1,350 00	1-Feb-11	25,318 90	$37,691 97	$12,373 07	Long Term	$12,373 07	
595620AF2	MIDAMER ENERGY 5 65XXX	50,000 00	23-Dec-11	51,706 50	$51,516.25	($190 25)	Long Term	($190 25)	
62985Q101	NALCO HOLDING CO	950 00	8-Dec-11	43,494 92	$64,020 00	$20,525 08	Long Term	$20,525 08	
NYX	NYSE EURONEXT N V	1,300 00	1-Apr-11	33,130 65	$50,776.22	$17,645 57	Long Term	$17,645 57	
RNR	RENAISSANCERE HLDGS INCF	575 00	27-Dec-11	31,074 86	$43,115 22	$12,040 36	Long Term	$12,040 36	
SYY	SYSCO CORPORATION	1,075 00	30-Nov-11	34,143 45	$30,627 96	($3,515 49)	Long Term	($3,515 49)	
TRV	TRAVELERS COMPANIES INC	1,000 00	4-Jan-11	52,009 95	$55,360 11	$3,350 16	Long Term	$3,350 16	
VFSTX	VANGUARD S/T INVESTMENT GRADE FUND	5,709 53	26-Apr-11	60,000 00	$61,441 68	$1,441 68	Long Term	$1,441 68	
92344XAA7	VERIZON NEW YOR 6 875XXX	25,000 00	28-Nov-11	26,114 00	$25,560 00	($554 00)	Long Term	($554 00)	

	PROCEEDS	COST	GAIN/LOSS
S/T	65,499 41	55,207 02	10 292 39
L/T	689 069 99	609 565 22	79 504 77
	754 569 40	664 772 24	79 797 16
L/T CLASS ACTION STTLMNT	929 76	—	929 76
	755 499 16	664 772 24	90 726 92

	Cost Basis	Dec 31, 2011 FMV
Equities		
ABBOTT LABORATORIES	41,052 55	46,389 75
APACHE CORP	43,861 40	36,232 00
BANK OF AMERICA CORP	32,665 15	10,564 00
BAXTER INTERNATIONAL INC	33,069 93	28,451 00
BERKSHIRE HATHAWAY B NEWCLASS B	78,000 00	76,300 00
BHP BILLITON LTD ADR FSPONSOR	33,092 93	30,017 75
BIG LOTS INC	21,560 97	25,488 00
BROADCOM CORP CL A	25,783 89	19,084 00
CAMECO CORP F	26,727 60	13,988 75
CANADIAN NATL RY CO	42,683 99	66,776.00
CARNIVAL CORP NEW FPAIRED	25,392 14	20,400.00
CHEVRON CORPORATION	45,008 95	53,200 00
CROWN HOLDINGS INC	35,971 15	47,012 00
EXXON MOBIL CORPORATION	43,808 95	42,380 00
FISERV INC	32,312 78	39,649 50
GENERAL DYNAMICS CORP	30,418 55	38,185 75
INGERSOLL RAND CO	26,996 30	28,184 75
JOHNSON CONTROLS INC	31,473 92	32,041.50
JPMORGAN CHASE & CO	37,803 95	36,575 00
MARVELL TECH GROUP LTD F	27,596 56	21,813 75
MCGRAW-HILL COS	45,811 95	53,964 00
MEMC ELECTRNC MATERIALS	22,596.25	6,895 00
MERCK & CO INC	27,820 19	31,102 50
NEW YORK CMNTY BANCORP	48,948 84	38,347 00
OCCIDENTAL PETE CORP	20,373 83	35,137.50
PEPSICO INCORPORATED	23,774 89	28,198.75
PROCTER & GAMBLE	30,840 00	33,355.00
T J X COS INC	33,510 59	51,640 00
TEVA PHARM INDS LTD ADRFSPONSOR	27,434 88	23,207 00
THE CHARLES SCHWAB CORP	37,200.05	22,238 50
TYCO INTL LTD NEW F	34,402.62	42,039.00
UNITED TECHNOLOGIES CORP	35,585 21	42,026.75
VISA INC CLASS A	32,866 03	50,765.00
WASTE MANAGEMENT INC DEL	27,272 91	26,168 00
WEATHERFORD INTL LTD F	27,344 94	25,620 00
Total Equities	1,191,064 84	1,223,437 50
Fixed Income		
APPALACHIAN POWER 3.4%15NOTES	25,658 19	26,209.88
COVIDIEN INTL FI 2.8%15FNOTES	25,346.78	26,021.30
CVS CORP 4.875%	25,072 25	27,325 98
DEERE JOHN CAP 3%15CORENOT	25,000 00	26,090.15
DOW CHEMICAL CO 3.5%15INTERNO	25,051 74	25,053 45
EXELON GENERATION 4%20BONDS	30,147 17	30,805 59
HARSCO CORP 2.7%15NOTES	25,096 88	25,444.25
JB HUNT TRANSPT 3.375%15NOTES	25,084 01	25,468 23
JOHN DEERE CAP CP 4.5%	24,713 50	26,177 55
MORGAN STANLEY 2.875%14NOTES	45,234.28	43,023 33
RIO TINTO FIN 5.875%	50,939 50	53,391 00
SYMANTEC CORP 2.75%15NOTES	29,455 20	30,467 88
WYETH 5.5%	50,991 00	54,790 70
Total Fixed Income	407,790 50	420,269 29

Mutual Funds		
FIDELITY ADV FLOATING RATE HI	68,000 00	66,908 94
FIRST EAGLE OVERSEAS FUND CL	72,500 00	65,692 03
MATTHEWS ASIAN GROWTH & INCOME	85,000 00	83,698 22
ROYCE PREMIER FUND INVESTM	71,200 00	64,340 78
TEMPLETON GLOBAL BOND FUND AD	75,000 00	66,652 21
Total Mutual Funds	371,700 00	347,292 18
Other Assets		
BAC CAPITAL TRUST I 7%31GTD CAP	33,397 20	31,275.00
WACHOVIA CAP TR 6.375%67	18,125 35	25,160 00
Total Other Assets	51,522 55	56,435.00

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT LEGAL FEES	$ 794	$ 794	$	$
TOTAL	$ 794	$ 794	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	$ 1,500	$ 1,500	$	$
TOTAL	$ 1,500	$ 1,500	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT ADVISORY FEES	$ 10,494	$ 10,494	$	$
TOTAL	$ 10,494	$ 10,494	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FLORIDA ANNUAL FILING FEE	$ 61	$ 61	$	$
FOREIGN TAX	267	267		
OHIO ANNUAL FILING FEE	200	200		
TOTAL	$ 528	$ 528	$ 0	$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
1508 E KEMPER RD							
1/01/11	$ 415,455	$		0	$	$	$
TOTAL	$ 415,455	$ 0			$ 0	$ 0	$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
MISCELLANEOUS	37	37		
TOTAL	$ 37	$ 37	$ 0	$ 0

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
STOCKS - SCHEDULE ATTACHED	$ 1,318,360	$ 1,191,065	COST	$ 1,223,438
BONDS - SCHEDULE ATTACHED	361,195	407,791	COST	420,269
MUTUAL FUNDS - SCHEDULE ATTACHED	284,200	371,700	COST	347,292
OTHER - SCHEDULE ATTACHED	84,961	51,522	COST	56,435
TOTAL	$ 2,048,716	$ 2,022,078		$ 2,047,434

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
LAND CONTRACT - 1508 E. KEMPER RD	$ 419,985	$	COST	$
TOTAL	$ 419,985	$ 0		$ 0

Statement 9 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
1508 E. KEMPER RD	$	$ 415,455	$	$ 245,000
TOTAL	$ 0	$ 415,455	$ 0	$ 245,000

Statement 10 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
SECURITY DEPOSIT	$	$ 500
TOTAL	$ 0	$ 500

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
BRIEF DESCRIPTION OF REQUEST

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
NON-RELIGIOUS PURPOSE

Federal Statements

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
ACLU NEW YORK NY 10004-2400	125 BROAD STREET		GENERAL FUND	20,000
CENTER FOR CONST. RIGHTS NEW YORK NY 10012	666 BROADWAY		GENERAL FUND	20,000
COMPASSION & CHOICES DENVER CO 80250	P.O. BOX 101810		GENERAL FUND	20,000
FEEDING AMERICA CHICAGO IL 60601	35 EAST WACKER DRIVE		GENERAL FUND	7,000
FREEDOM FROM RELIGION MADISON WI 53701	PO BOX 750		GENERAL FUND	20,000
PARTNERS IN HEALTH BOSTON MA 02215	888 COMMONWEALTH AVE.		GENERAL FUND	20,000
PHYS. FOR REPRO. CHOICE NEW YORK NY 10018	55 WEST 39TH STREET		GENERAL FUND	20,000
SANCTUARY FOR FAMILIES NEW YORK NY 10268	PO BOX 1046		GENERAL FUND	20,000
SAVE THE CHILDREN WESTPOINT CT 06880	54 WILTON ROAD		GENERAL FUND	20,000
SOUTHERN POVERTY LAW CENT MONTGOMERY AL 36177-7459	400 WASHINGTON AVE.		GENERAL FUND	10,000
WORLD PULSE PORTLAND OR 97209	909 NW 19TH AVE		GENERAL FUND	3,000
THE CHILDRENS AID SOCIETY NEW YORK NY 10010	105 E 22ND ST.,		GENERAL FUND	10,000
ELIZABETH GLAZER PEDIATRIC AIDS FOU WASHINGTON DC 20036	1140 CONNECTICUT AVE, NW		GENERAL FUND	10,000
TOTAL				200,000