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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 07-01-2011 and ending 06-30-2012

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
BETHESDA FOUNDATION INC

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
619 OAK STREET - ACCOUNTING 3 WEST

City or town, state or country, and ZIP + 4
CINCINNATI, OH 45206

D Employer identification number
23-7374129

E Telephone number
(513) 569-6575

G Gross receipts $ 12,611,925

F Name and address of principal officer
ANDREW SWALLOW
619 OAK STREET - ACCOUNTING 3 WEST
CINCINNATI, OH 45206

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☑ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW BETHESDAFOUNDATION COM

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1974

M State of legal domicile OH

Part I Summary

1 Briefly describe the organization's mission or most significant activities
SUPPORT BETHESDA HOSPITAL TO ACCOMPLISH ITS STRATEGIC VISION AND MEET HEALTH CARE CHALLENGES

2 Check this box ▶☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	18
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	17
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	**5**	0
6	Total number of volunteers (estimate if necessary)	**6**	452
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	0
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	0

		Prior Year	Current Year
Revenue			
8	Contributions and grants (Part VIII, line 1h)	1,627,916	3,261,601
9	Program service revenue (Part VIII, line 2g)	382,414	500,000
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	10,309,098	1,611,007
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	203,764	265,958
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	12,523,192	5,638,566
Expenses			
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	7,312,178	1,864,606
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	1,010,742	0
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶850,565		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	1,833,683	2,800,966
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	10,156,603	4,665,572
19	Revenue less expenses Subtract line 18 from line 12	2,366,589	972,994
Net Assets or Fund Balances		**Beginning of Current Year**	**End of Year**
20	Total assets (Part X, line 16)	96,054,929	96,248,792
21	Total liabilities (Part X, line 26)	7,899,706	13,235,156
22	Net assets or fund balances Subtract line 21 from line 20	88,155,223	83,013,636

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer — Date: 2013-05-10

MICHAEL CROFTON VP FINANCE
Type or print name and title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ▶☐	Preparer's taxpayer identification number (see instructions)
Firm's name (or yours if self-employed), address, and ZIP + 4	DELOITTE TAX LLP 250 EAST FIFTH STREET SUITE 1900 CINCINNATI, OH 45202		EIN ▶ 86-1065772 Phone no ▶ (513) 784-7100

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

Part III **Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III . . . . . ☑

1 Briefly describe the organization's mission

SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . ☐ Yes ☑ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . . ☐ Yes ☑ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses $ 1,864,606 including grants of $ 1,864,606) (Revenue $ 500,000)

SEE SCHEDULE O

4b (Code) (Expenses $ including grants of $) (Revenue $)

4c (Code) (Expenses $ including grants of $) (Revenue $)

4d Other program services (Describe in Schedule O)

(Expenses $ including grants of $) (Revenue $)

4e **Total program service expenses** ▶ $ 1,864,606

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	Yes	
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.*	11b	Yes	
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X.*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a	Yes	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Part I*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the U S ? *If "Yes," complete Schedule F, Part II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the U S ? *If "Yes," complete Schedule F, Part III and IV*	16		No
17	Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	Yes	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** All Form 990 filers that operated one or more hospitals must attach audited financial statements	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**	Yes	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25*	**24a**		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	**35a**	Yes	
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**		No
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V . . . . . .

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	**1a**	59		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			**1c**	Yes	
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	**2a**	0			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			**2b**		
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			**3a**		No
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			**3b**		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?			**4a**		No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .			**5a**		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			**5b**		No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?			**5c**		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			**6a**		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			**6b**		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			**7a**	Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			**7b**	Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			**7c**		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	**7d**				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			**7e**		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .			**7f**		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			**7g**		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			**7h**		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			**8**		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			**9a**		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			**9b**		
10	**Section 501(c)(7) organizations.** Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	**10a**				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	**10b**				
11	**Section 501(c)(12) organizations.** Enter					
a	Gross income from members or shareholders	**11a**				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	**11b**				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			**12a**		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	**12b**				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state			**13a**		
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	**13b**				
c	Enter the aggregate amount of reserves on hand	**13c**				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			**14a**		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .			**14b**		

Part VI **Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI . . . . . ☑

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	18		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	17		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .		3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .		5		No
6	Did the organization have members or stockholders?		6	Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		7a	Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		8a	Yes	
b	Each committee with authority to act on behalf of the governing body?		8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		9		No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a		No
b	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	Yes	
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13	Did the organization have a written whistleblower policy?	13	Yes	
14	Did the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you made these available Check all that apply

☐ Own website ☐ Another's website ☑ Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶

MICHAEL CROFTON
619 OAK STREET - ACCOUNTING 3 WEST
CINCINNATI, OH 45202
(513) 569-6577

Part VII **Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response to any question in this Part VII . . . . . ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

☐ Check this box if neither the organization nor any related organizations compensated any current or former officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JOHN BROOKS TRUSTEE	1 00	X						0	0	0
(2) RANCE DUKE TREASURER	1 00	X		X				0	0	0
(3) THOMAS HUENEFELD VICE CHAIRMAN	1 00	X		X				0	0	0
(4) KAREN CLARK TRUSTEE	1 00	X						0	0	0
(5) CRAIG EISENTROUT MD TRUSTEE	1 00	X						0	0	0
(6) PEGGY ESHMAN TRUSTEE	1 00	X						0	0	0
(7) GRANT HESSER TRUSTEE	1 00	X						0	0	0
(8) EDMUND JONES MD CHAIRMAN	1 00	X		X				0	0	0
(9) MARION BARRETT LEIBOLD SECRETARY	1 00	X		X				0	0	0
(10) EDWARD OWENS III VICE CHAIRMAN	1 00	X		X				0	0	0
(11) MYRTIS POWELL TRUSTEE	1 00	X						0	0	0
(12) LT WILBURN TRUSTEE	1 00	X						0	0	0
(13) SUSAN WEINBERG MD TRUSTEE	1 00	X						0	0	0
(14) JOHN PROUT TRUSTEE (SCH O)	1 00	X						0	1,226,184	296,426
(15) MARIE HUENEFELD TRUSTEE	1 00	X						0	0	0
(16) RACHID ABDALLAH TRUSTEE	1 00	X						0	0	0
(17) EDWIN GOLDSTEIN TRUSTEE	1 00	X						0	0	0

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) BILL GRAF TRUSTEE	1 00	X						0	0	0
(19) ANDREW SWALLOW PRESIDENT & CEO	60 00			X				0	138,081	26,831
(20) GARY ALGIE DIRECTOR OF PLANNED GIVING	60 00					X		0	152,818	44,034
(21) ROBERT HALONEN FORMER OFFICER	0 00						X	0	227,886	0
(22) DONNA NIENABER ESQ FORMER OFFICER (SCH O)	0 00						X	0	481,624	151,957
(23) CRAIG RUCKER FORMER OFFICER (SCH O)	0 00						X	0	543,549	129,732
(24) MICHAEL CROFTON FORMER OFFICER (SCH O)	0 00						X	0	278,995	75,312
1b Sub-Total . . . . . ▶										
c Total from continuation sheets to Part VII, Section A . . . . ▶										
d Total (add lines 1b and 1c) . . . . . ▶								0	3,049,137	724,292

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 0

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**3**	Yes	
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	**4**	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
MCMURRAY INC PO BOX 44377 PHOENIX, AZ 85064	LAYOUT DESIGN AND PRINTING	163,169
ACCENT ON CINCINNATI 915 WEST EIGHTH STREET CINCINNATI, OH 45203	EVENT CONSULTING	137,384

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 2

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . 1a				
	b	Membership dues 1b				
	c	Fundraising events 1c 357,934				
	d	Related organizations . . . 1d				
	e	Government grants (contributions) 1e				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f 2,903,667				
	g	Noncash contributions included in lines 1a-1f $ 572,928				
	h	**Total.** Add lines 1a-1f . . . . . ▶	3,261,601			
Program Service Revenue		Business Code				
	2a	SERVICE FEE 900099	500,000	500,000		
	b					
	c					
	d					
	e					
	f	All other program service revenue				
	g	**Total.** Add lines 2a–2f . . . . . ▶	500,000			
	3	Investment income (including dividends, interest and other similar amounts) . . . . . ▶	1,104,242			1,104,242
	4	Income from investment of tax-exempt bond proceeds . . ▶				
	5	Royalties . . . . . ▶				
		(i) Real / (ii) Personal				
	6a	Gross rents				
	b	Less rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss) . . . . . ▶				
		(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory 7,130,334				
	b	Less cost or other basis and sales expenses 6,623,569				
	c	Gain or (loss) 506,765				
	d	Net gain or (loss) . . . . . ▶	506,765			506,765
	8a	Gross income from fundraising events (not including $ 357,934 of contributions reported on line 1c) See Part IV, line 18 . . . a 615,748				
	b	Less direct expenses . . . b 349,790				
	c	Net income or (loss) from fundraising events . . ▶	265,958			265,958
	9a	Gross income from gaming activities See Part IV, line 19 . . . a				
	b	Less direct expenses . . . b				
	c	Net income or (loss) from gaming activities . . ▶				
	10a	Gross sales of inventory, less returns and allowances . a				
	b	Less cost of goods sold . . b				
	c	Net income or (loss) from sales of inventory . . ▶				
Other Revenue		Miscellaneous Revenue / Business Code				
	11a					
	b					
	c					
	d	All other revenue				
	e	**Total.** Add lines 11a–11d . . . . . ▶				
	12	**Total revenue.** See Instructions . . . ▶	5,638,566	500,000	0	1,876,965

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)
Check if Schedule O contains a response to any question in this Part IX . . . . . ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	1,725,606	1,725,606		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	139,000	139,000		
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees				
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages				
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9	Other employee benefits				
10	Payroll taxes				
11	Fees for services (non-employees)				
a	Management				
b	Legal				
c	Accounting	25,000		25,000	
d	Lobbying				
e	Professional fundraising *See Part IV, line 17* . .				
f	Investment management fees	410,634		410,634	
g	Other	236,098		133,563	102,535
12	Advertising and promotion	91,280		91,280	
13	Office expenses	124,225		104,693	19,532
14	Information technology	358		358	
15	Royalties . .				
16	Occupancy				
17	Travel	11,773		10,299	1,474
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	138,534		138,534	
23	Insurance				
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	PAYROLL MGMT ALLOCATION	1,081,062		850,888	230,174
b	OVERHEAD ALLOCATION	328,476		157,188	171,288
c	FUNDRAISING EXPENSE	320,797			320,797
d	DUES & SUBSCRIPTIONS	17,114		17,114	
e					
f	All other expenses	15,615		10,850	4,765
25	**Total functional expenses.** Add lines 1 through 24f	4,665,572	1,864,606	1,950,401	850,565
26	**Joint costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		6,575	1	37,742
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net		302,907	3	2,085,714
	4	Accounts receivable, net			4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges			9	
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 965,039			
	b	Less accumulated depreciation	10b 376,566	727,007	10c	588,473
	11	Investments—publicly traded securities		58,138,554	11	56,828,215
	12	Investments—other securities See Part IV, line 11		36,879,886	12	36,708,648
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11			15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		96,054,929	16	96,248,792
Liabilities	17	Accounts payable and accrued expenses		917,373	17	715,181
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		6,982,333	25	12,519,975
	26	**Total liabilities.** Add lines 17 through 25		7,899,706	26	13,235,156
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		83,475,881	27	78,352,007
	28	Temporarily restricted net assets		1,003,381	28	982,317
	29	Permanently restricted net assets		3,675,961	29	3,679,312
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		88,155,223	33	83,013,636
	34	Total liabilities and net assets/fund balances		96,054,929	34	96,248,792

Part XI Reconcilliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI . . . . . ☑

1	Total revenue (must equal Part VIII, column (A), line 12)	1	5,638,566
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,665,572
3	Revenue less expenses Subtract line 2 from line 1	3	972,994
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	88,155,223
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-6,114,581
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	83,013,636

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII . . . . . ☑

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		No
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☑ Both consolidated and separated basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
BETHESDA FOUNDATION INC

Employer identification number
23-7374129

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 ☐ A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

_____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☑ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally integrated **d** ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization? **11g(i)**		
(ii) a family member of a person described in (i) above? **11g(ii)**		
(iii) a 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col (i) of your support? Yes	(v) No	(vi) Is the organization in col (i) organized in the U S ? Yes	(vi) No	(vii) Amount of support?
Total									

Part II **Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	1,805,885	1,755,139	1,836,322	1,627,916	3,261,601	10,286,863
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	1,805,885	1,755,139	1,836,322	1,627,916	3,261,601	10,286,863
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						1,949,054
6 **Public Support.** Subtract line 5 from line 4						8,337,809

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	1,805,885	1,755,139	1,836,322	1,627,916	3,261,601	10,286,863
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,210,630	2,011,406	1,393,610	1,143,788	1,104,242	7,863,676
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 **Total support** (Add lines 7 through 10)						18,150,539

12	Gross receipts from related activities, etc (See instructions)	12	4,344,044

13 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

14	Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	45 940 %
15	Public Support Percentage for 2010 Schedule A, Part II, line 14	15	41 050 %

16a **33 1/3% support test—2011.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☑

b **33 1/3% support test—2010.** If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

17a **10%-facts-and-circumstances test—2011.** If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ▶☐

b **10%-facts-and-circumstances test—2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ▶☐

18 **Private Foundation** If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions ▶☐

Part III **Support Schedule for Organizations Described in IRC 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public Support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support** (Add lines 9, 10c, 11 and 12)						

14 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2011** (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from **2010** Schedule A, Part III, line 17	18	

19a **33 1/3% support tests—2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

b **33 1/3% support tests—2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

20 **Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions ▶☐

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
BETHESDA FOUNDATION INC

Employer identification number
23-7374129

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or pleasure)
☐ Preservation of an historically importantly land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

		Held at the End of the Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a ☐ Public exhibition
- b ☐ Scholarly research
- c ☐ Preservation for future generations
- d ☐ Loan or exchange programs
- e ☐ Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table

		Amount
c	Beginning balance	1c
d	Additions during the year	1d
e	Distributions during the year	1e
f	Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

		(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a	Beginning of year balance	4,327,136	3,585,400	3,112,325	4,077,629	
b	Contributions	3,351	79,856	4,295	5,000	
c	Investment earnings or losses	-94,120	661,880	468,780	-835,177	
d	Grants or scholarships					
e	Other expenditures for facilities and programs	154,453	0	0	135,127	
f	Administrative expenses					
g	End of year balance	4,081,914	4,327,136	3,585,400	3,112,325	

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment ▶
- b Permanent endowment ▶ 90 000 %
- c Term endowment ▶ 10 000 %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i) unrelated organizations	3a(i)		No
(ii) related organizations	3a(ii)		No
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		694,117	190,578	503,539
d Equipment		268,222	185,988	82,234
e Other		2,700		2,700
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				588,473

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) REAL ESTATE	4,473,782	F
(B) EMERGING MARKETS	9,525,051	F
(C) PRIVATE EQUITY	5,328,375	F
(D) HEDGE FUNDS	10,776,839	F
(E) OTHER	6,604,601	F
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	36,708,648	

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 13)* ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
DUE TO RELATED ORGANIZATIONS	12,519,975
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	12,519,975

2. Fin 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	5,638,566
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	4,665,572
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	972,994
4	Net unrealized gains (losses) on investments	4	-3,119,459
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-2,995,122
9	Total adjustments (net) Add lines 4 - 8	9	-6,114,581
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-5,141,587

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	-1,486,617
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	-3,119,459		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	-3,119,459
3	Subtract line **2e** from line **1**			3	1,632,842
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	410,634		
b	Other (Describe in Part XIV)	4b	3,595,090		
c	Add lines **4a** and **4b**			4c	4,005,724
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	5,638,566

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	3,654,970
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	0
3	Subtract line **2e** from line **1**			3	3,654,970
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	410,634		
b	Other (Describe in Part XIV)	4b	599,968		
c	Add lines **4a** and **4b**			4c	1,010,602
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	4,665,572

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	INVESTMENT PROCEEDS FROM ENDOWMENT FUNDS ARE USED TO SUPPORT THE PROGRAMS OF BETHESDA HOSPITAL, INC AND ITS SUBSIDIARIES
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	FOLLOWING IS THE TEXT OF THE FOOTNOTE TO BETHESDA FOUNDATION, INC 'S AUDITED FINANCIAL STATEMENTS THAT REPORTS ITS LIABILITY, IF APPLICABLE, FOR UNCERTAIN TAX POSITIONS UNDER ASC 740-10-25 THE FOUNDATION COMPLETED AN ANALYSIS OF ITS UNCERTAIN TAX POSITIONS IN ACCORDANCE WITH APPLICABLE ACCOUNTING GUIDANCE AT JUNE 30, 2012 AND 2011, AND DETERMINED THAT NO AMOUNTS WERE REQUIRED TO BE RECOGNIZED IN THE FINANCIAL STATEMENTS AT JUNE 30, 2012 OR 2011
PART XI, LINE 8 - OTHER ADJUSTMENTS		NET RELATED ENTITY CONTRIBUTION MANAGEMENT TRANSACTIONS -2,974,058 NET UNRELATED ENTITY CONTRIBUTION MANAGEMENT TRANSACTIONS -21,064 TOTAL TO SCHEDULE D, PART XI, LINE 8 -2,995,122
PART XII, LINE 4B - OTHER ADJUSTMENTS		RELATED ENTITY CONTRIBUTION MANAGEMENT TRANSACTIONS 3,595,090
PART XIII, LINE 4B - OTHER ADJUSTMENTS		NET RELATED ENTITY GRANTS PAID MANAGEMENT TRANSACTIONS 599,968

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SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
Attach to Form 990 or Form 990-EZ. See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
BETHESDA FOUNDATION INC

Employer identification number
23-7374129

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1 Indicate whether the organization raised funds through any of the following activities Check all that apply

a ☐ Mail solicitations
b ☐ Internet and e-mail solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☐ Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ **Yes** ☐ **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization Form 990-EZ filers are not required to complete this table

(i) Name and address of individual or entity (fundraiser)	**(ii)** Activity	**(iii)** Did fundraiser have custody or control of contributions?		**(iv)** Gross receipts from activity	**(v)** Amount paid to (or retained by) fundraiser listed in col **(i)**	**(vi)** Amount paid to (or retained by) organization
		Yes	**No**			
Total . . . . . ▶						

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than $5,000.

		(a) Event #1 MARY JO'S ANGELS LUNCHEON (event type)	(b) Event #2 BETHESDA LYCEUM (event type)	(c) Other Events 5 (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts	234,184	157,705	581,793	973,682
	2 Less Charitable contributions	223,834	134,100		357,934
	3 Gross income (line 1 minus line 2)	10,350	23,605	581,793	615,748
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs			13,028	13,028
	7 Food and beverages	11,044	30,612	24,162	65,818
	8 Entertainment		33,000	2,850	35,850
	9 Other direct expenses	17,797	23,005	194,292	235,094
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				(349,790)
	11 Net income summary Combine lines 3 and 10 in column (d) ▶				265,958

Part III **Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ☐ No	☐ Yes ☐ No	☐ Yes ☐ No	
	7 Direct expense summary Add lines 2 through 5 in column (d) ▶				( )
	8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶				

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," Explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," Explain _____

11 Does the organization operate gaming activities with nonmembers? . . . . . ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? . . . . . ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

a	The organization's facility	**13a**	
b	An outside facility	**13b**	

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶ ----------

Address ▶ ----------

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? . . . . . ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____

c If "Yes," enter name and address

Name ▶ ----------

Address ▶ ----------

16 Gaming manager information

Name ▶ ----------

Gaming manager compensation ▶ $ ----------

Description of services provided ▶ ----------

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? . . . . . ☐ Yes ☐ No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
FUNDRAISING EVENTS FOR RELATED ORGANIZATIONS	PART II, COLUMNS (B) & (C)	BETHESDA FOUNDATION, INC ("FOUNDATION") COORDINATES, ON BEHALF OF HOSPICE OF CINCINNATI, INCORPORATED AND FERNSIDE, INC A CENTER FOR GRIEVING CHILDREN, TWO RELATED ORGANIZATIONS RECOGNIZED BY THE INTERNAL REVENUE SERVICE AS EXEMPT FROM FEDERAL TAXATION UNDER IRC SECTION 501(C)(3), THE FOLLOWING FUNDRAISING EVENTS SHOWN IN COLUMN (C) - OTHER EVENTS * HOSPICE SUMMERTIME GOLF CLASSIC * GOURMET SENSATION * HIKE FOR HOSPICE - CINCINNATI * HIKE FOR HOSPICE - HAMILTON FOUNDATION HOLDS ALL REVENUE AND DONATIONS AND ONCE EXPENSES HAVE BEEN PAID, REMITS TO THE APPROPRIATE ORGANIZATION IDENTIFIED ABOVE THE NET REVENUE FROM THE SPECIFIC EVENT

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
BETHESDA FOUNDATION INC

Employer identification number
23-7374129

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☑ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . . . ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) BETHESDA HOSPITAL INC619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	442,000				TO PROVIDE TRAINING ON SIMULATORS FOR BETHESDA NORTH HOSPITAL EMPLOYEES
(2) BETHESDA HOSPITAL INC619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	11,450				TO PROVIDE A CLINICAL PSYCHOLOGY GRADUATE STUDENT PRACTICUM FOR 20-HOURS PER WEEK
(3) BETHESDA HOSPITAL INC619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	100,000				TO PROVIDE THE SALARIES OF THE PASTORAL CARE STAFF AT BETHESDA NORTH HOSPITAL
(4) BETHESDA HOSPITAL INC619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	147,000				TO PROVIDE SCHOLARSHIPS AND REDUCED TUITION FOR PARAMEDIC TRAINING COURSES
(5) BETHESDA HOSPITAL INC619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	92,233				TO PROVIDE EXAM KITS AND EDUCATIONAL MATERIALS FOR THE CENTER FOR ABUSE & RAPE EMERGENCY SVCS
(6) BETHESDA HOSPITAL INC619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	50,000				TO EDUCATE AND PROVIDE SAFETY EQUIPMENT FOR PARENTS OF INFANTS FROM VULNERABLE POPULATIONS
(7) BETHESDA HOSPITAL INC619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	36,195				TO PROVIDE LIFELINE EMERGENCY RESPONSE UNITS FOR LOW-INCOME, FRAIL SENIORS IN THE COMMUNITY
(8) BETHESDA HOSPITAL INC619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	336,839				GENERAL SUPPORT
(9) BETHESDA HEALTHCARE INC619 OAK STREET CINCINNATI,OH 45206	31-1027660	501(C)(3)	447,689				TO PROVIDE PSYCHOLOGICAL SERVICES TO SCHOOLS FOR STUDENTS WITH VARIOUS BEHAVIORAL DIFFICULITIES
(10) UNIVERSITY OF CINCINNATI - URBAN HEALTH PROJECT619 OAK STREET 7TH FLOOR CINCINNATI,OH 45206		501(C)(3)	25,200				TO PROVIDE STIPENDS TO MEDICAL STUDENTS TO PROVIDE CARE TO INDIGENT PEOPLE IN THE COMMUNITY
(11) MIAMI TOWNSHIP FIRE DEPARTMENT5888 MCPICKEN DRIVE MIAMI TWP,OH 45150		MIAMI TOWNSHIP	37,000				TO PROVIDE A TRAINING TOWER TO DEPARTMENTS THAT MAKE RUNS TO BETHESDA NORTH HOSPITAL

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ 4

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) MEDICAL RESEARCH	4	139,000			

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 BETHESDA FOUNDATION, INC HAS A STATED APPLICATION PROCESS AND TWO COMMITTEES THAT EVALUATE AND ACCEPT OR REJECT GRANT PROPOSALS IN ADDITION, GRANTEES ARE REQUIRED TO MAKE A SIX MONTH REPORT ON THE PROGRESS OF THEIR GRANT

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 23-7374129
Name: BETHESDA FOUNDATION INC

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
BETHESDA HOSPITAL INC619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	442,000				TO PROVIDE TRAINING ON SIMULATORS FOR BETHESDA NORTH HOSPITAL EMPLOYEES
BETHESDA HOSPITAL INC619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	11,450				TO PROVIDE A CLINICAL PSYCHOLOGY GRADUATE STUDENT PRACTICUM FOR 20-HOURS PER WEEK

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
BETHESDA HOSPITAL INC619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	100,000				TO PROVIDE THE SALARIES OF THE PASTORAL CARE STAFF AT BETHESDA NORTH HOSPITAL
BETHESDA HOSPITAL INC619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	147,000				TO PROVIDE SCHOLARSHIPS AND REDUCED TUITION FOR PARAMEDIC TRAINING COURSES

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
BETHESDA HOSPITAL INC619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	92,233				TO PROVIDE EXAM KITS AND EDUCATIONAL MATERIALS FOR THE CENTER FOR ABUSE & RAPE EMERGENCY SVCS
BETHESDA HOSPITAL INC619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	50,000				TO EDUCATE AND PROVIDE SAFETY EQUIPMENT FOR PARENTS OF INFANTS FROM VULNERABLE POPULATIONS

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
BETHESDA HOSPITAL INC619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	36,195				TO PROVIDE LIFELINE EMERGENCY RESPONSE UNITS FOR LOW-INCOME, FRAIL SENIORS IN THE COMMUNITY
BETHESDA HOSPITAL INC619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	336,839				GENERAL SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
BETHESDA HEALTHCARE INC 619 OAK STREET CINCINNATI,OH 45206	31-1027660	501(C)(3)	447,689				TO PROVIDE PSYCHOLOGICAL SERVICES TO SCHOOLS FOR STUDENTS WITH VARIOUS BEHAVIORAL DIFFICULITIES
UNIVERSITY OF CINCINNATI - URBAN HEALTH PROJECT619 OAK STREET 7TH FLOOR CINCINNATI,OH 45206		501(C)(3)	25,200				TO PROVIDE STIPENDS TO MEDICAL STUDENTS TO PROVIDE CARE TO INDIGENT PEOPLE IN THE COMMUNITY

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
MIAMI TOWNSHIP FIRE DEPARTMENT 5888 MCPICKEN DRIVE MIAMI TWP,OH 45150		MIAMI TOWNSHIP	37,000				TO PROVIDE A TRAINING TOWER TO DEPARTMENTS THAT MAKE RUNS TO BETHESDA NORTH HOSPITAL

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
BETHESDA FOUNDATION INC

Employer identification number
23-7374129

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision of all the expenses described above? If "No," complete Part III to explain	**1b**		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**		
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply ☐ Compensation committee ☐ Written employment contract ☐ Independent compensation consultant ☐ Compensation survey or study ☐ Form 990 of other organizations ☐ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) JOHN PROUT	(i)	0	0	0	0	0	0	0
	(ii)	859,109	338,532	28,543	286,218	10,208	1,522,610	0
(2) ANDREW SWALLOW	(i)	0	0	0	0	0	0	0
	(ii)	131,257	0	6,824	13,063	13,768	164,912	0
(3) GARY ALGIE	(i)	0	0	0	0	0	0	0
	(ii)	117,991	27,276	7,551	31,327	12,707	196,852	0
(4) ROBERT HALONEN	(i)	0	0	0	0	0	0	0
	(ii)	0	0	227,886	0	0	227,886	0
(5) DONNA NIENABER ESQ	(i)	0	0	0	0	0	0	0
	(ii)	301,071	139,124	41,429	135,545	16,412	633,581	0
(6) CRAIG RUCKER	(i)	0	0	0	0	0	0	0
	(ii)	395,101	130,118	18,330	120,190	9,542	673,281	0
(7) MICHAEL CROFTON	(i)	0	0	0	0	0	0	0
	(ii)	206,505	50,637	21,853	53,006	22,306	354,307	0

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8 Also complete this part for any additional information

Identifier	Return Reference	Explanation
	PART I, LINE 4B	ELIGIBLE EXECUTIVES (GENERALLY VICE PRESIDENT AND ABOVE) PARTICIPATE IN A PROGRAM THAT PROVIDES FOR SUPPLEMENTAL RETIREMENT BENEFITS THE PAYMENT OF BENEFITS UNDER THE PROGRAM, IF ANY, IS ENTIRELY DEPENDENT UPON THE FACTS AND CIRCUMSTANCES UNDER WHICH THE EXECUTIVE TERMINATES EMPLOYMENT WITH THE ORGANIZATION BENEFITS UNDER THE PROGRAM ARE UNFUNDED AND NON-VESTED DUE TO THE SUBSTANTIAL RISK OF FORFEITURE PROVISION, THERE IS NO GUARANTEE THAT THESE EXECUTIVES WILL EVER RECEIVE ANY BENEFIT UNDER THE PROGRAM ANY AMOUNT ULTIMATELY PAID UNDER THE PROGRAM TO THE EXECUTIVE IS REPORTED AS COMPENSATION ON FORM 990, SCHEDULE J, PART II, COLUMN B IN THE YEAR PAID TRIHEALTH, INC , THE RELATED ORGANIZATION THAT PAID THE SALARIES OF THE FOLLOWING INDIVIDUALS LISTED IN SCHEDULE J, PART II, CONTRIBUTED, ON BEHALF OF THE FOLLOWING INDIVIDUALS, TO A SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN IN THE AMOUNTS AS NOTED JOHN PROUT - $236,082 DONNA NIENABER, ESQ - $68,563 CRAIG RUCKER - $78,831 MICHAEL CROFTON - $16,824 ANDREW SWALLOW - $3,563 SANDRA LOBERT - $10,653 SHER MCCLANAHAN - $43,210 THERE WERE NO DISTRIBUTIONS FROM A SUPPLEMENTAL NON-QUALIFIED DEFERRED COMPENSATION PLAN DURING THE 2011 CALENDAR YEAR
SUPPLEMENTAL INFORMATION	PART III	PART I, LINE 3 TRIHEALTH, INC , A RELATED ORGANIZATION OF BETHESDA FOUNDATION, INC , USES THE FOLLOWING TO ESTABLISH THE COMPENSATION OF THE ORGANIZATION'S CEO/EXECUTIVE DIRECTOR COMPENSATION COMMITTEE, INDEPENDENT COMPENSATION CONSULTANT, COMPENSATION SURVEY OR STUDY, AND APPROVAL BY THE BOARD/COMPENSATION COMMITTEE PART I, LINE 4A - SEVERANCE PAYMENTS THE REPORTABLE INDIVIDUALS OF BETHESDA FOUNDATION, INC ARE PAID BY TRIHEALTH, INC , A RELATED ORGANIZATION, RECOGNIZED BY THE INTERNAL REVENUE SERVICE AS EXEMPT FROM FEDERAL INCOME TAX UNDER INTERNAL REVENUE CODE SECTION 501(A) AS AN ORGANIZATION DESCRIBED IN INTERNAL REVENUE CODE SECTION 501(C)(3) THESE INDIVIDUALS DO NOT HAVE EMPLOYMENT AGREEMENTS SO NO SPECIAL ARRANGEMENTS EXIST BEYOND TRIHEALTH, INC 'S STANDARD EMPLOYEE SEVERANCE PACKAGE GENERAL SEVERANCE PAY IS BASED ON LENGTH OF SERVICE IN ADDITION, NOTICE PAY, IF APPLICABLE UNDER TRIHEALTH, INC POLICY, MAY BE ADDED TO THE SEVERANCE PACKAGE AND THE AMOUNT OF NOTICE PAY WILL BE DETERMINED BY HUMAN RESOURCES IN ACCORDANCE WITH TRIHEALTH, INC POLICY PAYMENTS OF SEVERANCE ARE CONDITIONED UPON SIGNING A SEPARATION AND RELEASE AGREEMENT NO REPORTABLE INDIVIDUALS RECEIVED SEVERANCE PAYMENTS FROM TRIHEALTH, INC DURING THE 2011 CALENDAR YEAR

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SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

NonCash Contributions

▶Complete if the organization answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
BETHESDA FOUNDATION INC

Employer identification number
23-7374129

Part I Types of Property

		(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining contribution amounts
1	Art—Works of art				
2	Art—Historical treasures				
3	Art—Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities—Publicly traded	X	6	572,928	COST OR SELLING PRICE
10	Securities—Closely held stock				
11	Securities—Partnership, LLC, or trust interests				
12	Securities—Miscellaneous				
13	Qualified conservation contribution—Historic structures				
14	Qualified conservation contribution—Other				
15	Real estate—Residential				
16	Real estate—Commercial				
17	Real estate—Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ (_____)				
26	Other ▶ (_____)				
27	Other ▶ (_____)				
28	Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement . . . 29

			Yes	No
30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		No
b	If "Yes," describe the arrangement in Part II			
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31	Yes	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?	32a	Yes	
b	If "Yes," describe in Part II			
33	If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II			

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
METHOD FOR DETERMINING NUMBER OF CONTRIBUTORS	PART I, COLUMN (B)	BETHESDA FOUNDATION, INC IS REPORTING THE NUMBER OF CONTRIBUTIONS RECEIVED DURING THE TAX YEAR
THIRD PARTY USE	PART I, LINE 32B	WHEN BETHESDA FOUNDATION, INC RECEIVES SECURITIES AS A NON-CASH CONTRIBUTION, THEY ARE GIVEN TO U S BANK WHO THEN SELLS THEM AND DEPOSITS THE FUNDS FOR THE ORGANIZATION

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
BETHESDA FOUNDATION INC

Employer identification number
23-7374129

Identifier	Return Reference	Explanation
DESCRIPTION OF ORGANIZATION MISSION	FORM 990, PART III, LINE 1	THE MISSION OF BETHESDA FOUNDATION, INC IS TO HELP ENSURE THAT BETHESDA HOSPITAL HAS THE RESOURCES NEEDED TO SUCCESSFULLY ACCOMPLISH ITS STRATEGIC VISION AND MEET THE HEALTHCARE CHALLENGES FACING THE LARGE, GROWING COMMUNITY IT SERVES BETHESDA FOUNDATION, INC CULTIVATES PHILANTHROPIC SUPPORT FOR INDIGENT CARE, MEDICAL EDUCATION AND RESEARCH, PATIENT SERVICES, FACILITIES AND COMMUNITY OUTREACH PROGRAMS PROVIDED BY BETHESDA HOSPITAL AND ITS RELATED ENTITIES

Identifier	Return Reference	Explanation
STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS	FORM 990, PART III, LINE 4A	THE BETHESDA FOUNDATION, INC (''FOUNDATION'') IS ORGANIZED TO ACCEPT GIFTS AND BEQUESTS, EN GAGE IN FUNDRAISING ACTIVITIES, AND MANAGE AND INVEST THE ASSETS FOR THE USE AND BENEFIT O F BETHESDA HOSPITAL,INC AND ITS SUBSIDIARIES (''HOSPITAL'') IN THE HOSPITAL'S MISSION TO IM PROVE THE HEALTH STATUS OF THE GROWING COMMUNITY IT SERVES IN RECENT YEARS, THE FOUNDATIO N HAS SUPPORTED THE FOLLOWING PROJECTS ASSOCIATED WITH BETHESDA HOSPITAL, INC HAROLD & M ARGRET THOMAS SPECIAL CARE NURSERY EVERY YEAR MORE THAN 4,400 BABIES ARE BORN AT BETHESDA HOSPITAL, INC OF THOSE BABIES, APPROXIMATELY 5% ARE BORN IN NEED OF SPECIAL CARE THE HAR OLD & MARGRET THOMAS SPECIAL CARE NURSERY, WHICH OPENED ITS DOORS IN DECEMBER, 2009, PROVI DES THREE TIMES THE SPACE OF THE OLD NURSERY WITH EIGHT SINGLE ROOMS AND TWO DOUBLE ROOMS TO PROVIDE EXTRA SPACE FOR TWINS IT OFFERS EACH INFANT AND FAMILY THE PRIVACY OF A SEPARA TE ROOM WHICH WILL ENHANCE THE BONDING EXPERIENCE AS WELL AS DECREASE NOISE AND OTHER SENS ORY STIMULATION THE PROJECT COST $4 MILLION AND THE FOUNDATION RAISED $1 8 MILLION IN SUP PORT FROM THE COMMUNITY MARY JO CROPPER FAMILY CENTER FOR BREAST CARE (''CENTER'') THROUGH THE SUPPORT OF MANY GENEROUS DONORS TO THE BETHESDA FOUNDATION, THE MARY JO CROPPER FAMILY CENTER FOR BREAST CARE OPENED ITS DOORS IN AUGUST, 2009 THE CENTER PROVIDES A COMPREHENS IVE, MULTI-DISCIPLINARY BREAST CARE PROGRAM WITH A FULL SPECTRUM OF CLINICAL AND SUPPORT S ERVICES ALONG WITH THE LATEST TECHNOLOGY EMERGENCY CARE THE EXPERT STAFF OF BETHESDA HOSP ITAL, INC 'S EMERGENCY DEPARTMENT NOW OFFERS GREATER CINCINNATI FASTER SERVICE IN A QUIETE R, LESS CONGESTED ENVIRONMENT - ALL DUE TO A RENOVATION PROJECT FOUNDATION DONORS HELPED M AKE POSSIBLE AS ONE OF THE BUSIEST ADULT EMERGENCY DEPARTMENTS IN GREATER CINCINNATI, THE PREVIOUS EMERGENCY DEPARTMENT WAS CONSTANTLY CHALLENGED BY ITS EVER-GROWING VOLUME THE R ENOVATION ADDED MORE TREATMENT ROOMS, AN INTERNAL RADIOLOGY ROOM FOR QUICKER SCHEDULING AN D AN IMPROVED REGISTRATION AND TRIAGE SYSTEM MOST IMPORTANTLY, THE RENOVATION POSITIONS B ETHESDA HOSPITAL, INC TO CONTINUE TO GROW WITH ITS COMMUNITY BOTH IN VOLUME AND IN ADVANC EMENT OF SERVICES BETHESDA NORTH IS ONE OF THE TWO ADULT TRAUMA HOSPITALS IN HAMILTON COU NTY, TREATING 979 TRAUMA PATIENTS OF THE 54,000 EMERGENCY VISITS ANNUALLY PARAMEDIC TRAIN ING PARAMEDICS KNOW THAT EVERY MINUTE COUNTS WHEN SAVING A LIFE BETHESDA HOSPITAL, INC K NOWS THE IMPORTANCE OF SUPPLY ING GREATER CINCINNATI LICENSED PARAMEDICS WHO CAN ADMINISTER ADVANCED, SPLIT-SECOND MEDICAL CARE FOUNDATION BEGAN FUNDING THE PARAMEDIC TRAINING PROG RAM IN 1994 TO ANSWER A SHORTAGE OF PARAMEDICS IN THE COMMUNITY ITS DONORS HAVE PRIMARILY FUNDED THE PROGRAM, WHICH IS WIDELY RECOGNIZED AS ONE OF THE MOST SUCCESSFUL IN THE STATE NEARLY 30% OF HAMILTON COUNTY'S LICENSED PARAMEDICS ARE BETHESDA-TRAINED PHY SICIAN MEDI CAL RESEARCH OVER THE YEARS, FOUNDATION HAS GRANTED OVER $2 MILLION TO FUND IMPORTANT PHYS ICIAN RESEARCH STUDIES THESE STUDIES HELP BETHESDA HOSPITAL, INC BETTER MEET THE HEALTH CARE NEEDS OF ITS COMMUNITY PROVIDING OPPORTUNITIES FOR PHY SICIAN RESEARCH IS JUST ONE MO RE WAY THAT FOUNDATION SAVES LIVES AND CHANGES LIVES COMMUNITY FOUNDATION HAS A SERIOUS C OMMITMENT TO IMPROVING THE HEALTH OF OUR DIVERSE COMMUNITY THROUGH A DYNAMIC COMMUNITY OUT REACH PROGRAM BEHAVIORAL HEALTH INTERVENTION - WHAT STARTED OUT AS AN EFFORT TO PLACE NUR SES IN CINCINNATI PUBLIC SCHOOLS QUICKLY SNOWBALLED INTO A PREVENTION-FOCUSED BEHAVIORAL H EALTH PROGRAM THAT CONTINUES, WITH DONOR SUPPORT, TO PLACE CLINICIANS IN SCHOOLS TODAY, T HE PROGRAM SERVES INNER-CITY YOUTH IN THREE SCHOOLS WITH FULL-TIME BEHAVIORAL HEALTH SPECI ALISTS ON A DAILY BASIS, FOUNDATION-FUNDED BEHAVIORAL HEALTH CLINICIANS IDENTIFY PROBLEMS AND ISSUES SO THAT CHILDREN RECEIVE INTERVENTION WHEN INTERVENTION IS NEEDED MOST SOMETI MES, THIS EXTRA HELP CAN MEAN THE DIFFERENCE BETWEEN SUCCESS AND FAILURE IN THE CLASSROOM AND POTENTIALLY, SUCCESS IN LIFE LIFELINE - THE LIFELINE EMERGENCY RESPONSE SY STEM LINKS SUBSCRIBERS TO IMMEDIATE HELP - 24 HOURS A DAY IF A SUBSCRIBER NEEDS HELP AT HOME BUT CAN NOT GET TO A TELEPHONE, A SIMPLE PUSH OF THE BUTTON WORN ON THE BODY AUTOMATICALLY ALERTS THE TRAINED MONITORING STAFF AT BETHESDA HOSPITAL, INC WHO WILL SEND HELP IMMEDIATELY SE CURITY, INDEPENDENCE AND PEACE OF MIND ALL RESULT FROM KNOWING THAT HELP IS JUST A PUSH OF A BUTTON AWAY FOUNDATION HAS HELPED FUND LIFELINE FOR INDIGENT PATIENTS SINCE 2002 SANE - WOMEN TREATED AT BETHESDA HOSPITAL, INC FOR SUSPECTED SEXUAL ASSAULT ARE FORTUNATE THE Y CAN RECEIVE CARE FROM A TEAM OF SPECIALLY TRAINED NURSES A SEXUAL ASSAULT NURSE EXAMINE R (SANE) GOES THROUGH SPECIFIC CLASSROOM AND HANDS-ON TRAINING TO PROVIDE PROFESSIONAL, CO MPREHENSIVE AND COMPLETE EVIDENCE COLLECTION FOR VICTIMS OF SEXUAL ASSAULT THE SANE APPRO ACH HELPS AVOID RE-VICTIMIZATION OF THE SURVIVOR, BY OFFERING A SAFE ENVIRONMENT, ADVOCACY , EDUCATION AND APPROPRIATE FOLLOW UP SERVICES AND

Identifier	Return Reference	Explanation
STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS	FORM 990, PART III, LINE 4A	REFERRAL BETHESDA HOSPITAL, INC IS THE ONLY SUBURBAN HAMILTON COUNTY HOSPITAL TO OFFER SANE, MAKING IT A TRUSTED PLACE FOR ASSAULT VICTIMS TO SEEK CARE AND FOR LAW ENFORCEMENT A ND EMS PERSONNEL TO REFER VICTIMS FOR APPROPRIATE CARE FOUNDATION PROVIDED STARTUP FUNDS FOR THE SANE PROGRAM IN 1999 AND CONTINUES TO PROVIDE FINANCIAL SUPPORT SENIORLINK - THIS PROGRAM OFFERS COMPREHENSIVE HEALTH CARE SERVICES TO ADDRESS THE MEDICAL, REHABILITATIVE, SOCIAL AND PERSONAL CARE NEEDS OF FRAIL SENIORS THROUGH ONE PROGRAM SENIORLINK'S COMPREH ENSIVE FALLS PREVENTION PROGRAM INCLUDES OSTEOPOROSIS SCREENINGS, TREATMENT AND EDUCATION, FALLS RISK ASSESSMENT BY A MULTI-DISCIPLINARY TEAM, AND USE OF HIP PROTECTORS SINCE 2003 , OVER 300 ELDERLY PATIENTS HAVE BEEN SCREENED FOR OSTEOPOROSIS, FOLLOW-UP MEDICAL TREATME NT, EDUCATION AND SAFETY MODIFICATIONS ARE PROVIDED TO ALL PATIENTS DIAGNOSED WITH OSTEOPO ROSIS FOUNDATION HAS PROVIDED FUNDING TO THIS PROGRAM SINCE 2003 URBAN HEALTH PROJECT - SINCE 1992, FOUNDATION HAS SUPPORTED THE UNIVERSITY OF CINCINNATI MEDICAL SCHOOL'S URBAN H EALTH PROJECT (UHP) THE UHP CONNECTS FUTURE PHY SICIANS WITH UNDERSERVED PEOPLE IN THE COM MUNITY DURING AN EIGHT-WEEK SUMMER INTERNSHIP MEDICAL STUDENTS WHO HAVE COMPLETED THEIR F IRST Y EAR OF MEDICAL SCHOOL CAN APPLY FOR AN INTERNSHIP WORKING FOR AREA SOCIAL SERVICE AG ENCIES THE PHY SICIANS-IN-TRAINING ARE ASSIGNED RESPONSIBILITIES INCLUDING DIRECT PATIENT CARE TO EDUCATION OR COUNSELING DUTIES AT VARIOUS COMMUNITY AGENCIES RELATED ORGANIZATION SUPPORT FINALLY, IN ADDITION TO THE ASSISTANCE PROVIDED TO BETHESDA HOSPITAL, INC , FOUND ATION PROVIDES SERVICES TO HOSPICE OF CINCINNATI, INCORPORATED AND FERNSIDE, INC A CENTE R FOR GRIEVING CHILDREN, BOTH SUBSIDIARIES OF BETHESDA HOSPITAL, INC THESE SERVICES INCLU DE CULTIVATING, SOLICITING AND MANAGING BOTH MAJOR GIFTS AND PLANNED GIFTS FOR BOTH ORGANI ZATIONS AS WELL AS APPLY ING FOR GRANTS FOR BOTH ORGANIZATIONS FOUNDATION, ON THE ORGANIZA TIONS' BEHALF, MAINTAINS A DONOR DATABASE AND PROCESSES THE INCOMING DONATIONS AND ACKNOWL EDGMENTS AND ONCE ANY RESTRICTIONS ARE MET, THE PROCEEDS ARE REMITTED TO THE ORGANIZATIONS FOUNDATION COORDINATES VARIOUS FUNDRAISING EVENTS FOR EACH ORGANIZATION AS WELL (SEE SCH EDULE G FOR ADDITIONAL INFORMATION) PLEASE NOTE THAT THE AFOREMENTIONED ACTIVITY, OTHER T HAN THE FUNDRAISING EVENTS, IS NOT REPORTED IN EITHER THE FOUNDATION'S FORM 990, PART VIII - STATEMENT OF REVENUE OR IN THE FOUNDATION'S FORM 990, PART IX - STATEMENT OF EXPENSES THE ACTIVITY IS REPORTED ON EACH RELATED ORGANIZATION'S SEPARATE FORM 990 HOWEVER, DURING THE Y EAR, FOUNDATION RAISED APPROXIMATELY $3 0 MILLION FOR THESE THE RELATED ORGANIZATION S

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 2	EDMUND JONES, MD, ED OWENS III, RANCE DUKE, CRAIG EISENTROUT, MD, T STEPHEN PHILLIPS, ESQ , MYRTIS POWELL AND JOHN PROUT HAVE A "BUSINESS RELATIONSHIP" WITH EACH OTHER BY VIRTUE OF SITTING ON THE BOARD OF BETHESDA, INC , THE SINGLE CORPORATE MEMBER OF BETHESDA FOUNDATION, INC EDWIN GOLDSTEIN AND MARIAN BARRETT LEIBOLD HAVE A "BUSINESS RELATIONSHIP" WITH EACH OTHER BY VIRTUE OF SITTING ON THE BOARD OF HOSPICE OF CINCINNATI, INCORPORATED, A RELATED ORGANIZATION OF BETHESDA FOUNDATION, INC RANCE DUKE AND T STEPHEN PHILLIPS, ESQ HAVE A "BUSINESS RELATIONSHIP" WITH EACH OTHER BY VIRTUE OF SITTING ON THE BOARD OF AN UNRELATED TAX-EXEMPT ORGANIZATION THOMAS HUENEFELD AND T STEPHEN PHILLIPS, ESQ HAVE A "BUSINESS RELATIONSHIP" WITH EACH OTHER BY VIRTUE OF SITTING ON THE BOARD OF AN UNRELATED TAX-EXEMPT ORGANIZATION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	BETHESDA FOUNDATION, INC HAS A SINGLE CORPORATE MEMBER, BETHESDA, INC

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	BETHESDA FOUNDATION, INC HAS A SINGLE CORPORATE MEMBER, BETHESDA, INC , WHO HAS THE ABILITY TO ELECT MEMBERS TO THE GOVERNING BODY OF BETHESDA FOUNDATION, INC

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7B	BETHESDA, INC MUST APPROVE AMENDMENTS TO BETHESDA FOUNDATION, INC 'S GOVERNING DOCUMENTS, DISSOLUTION OR CONSOLIDATION OF BETHESDA FOUNDATION, INC AND ANY TRANSACTION INVOLVING SUBSTANTIALLY ALL OF BETHESDA FOUNDATION INC 'S PROPERTY

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	MEMBERS OF THE BOARD ARE PROVIDED AN ELECTRONIC COPY OF THIS FORM 990 PRIOR TO FILING HOWEVER, FOR THE PROTECTION OF DONOR PRIVACY, SCHEDULE B - SCHEDULE OF CONTRIBUTORS WAS REMOVED FROM THE COPY PROVIDED TO THE BOARD SUBSEQUENT TO PRESENTATION TO THE BOARD, THE ORGANIZATION FILES THE RETURN MAKING ANY NON-SUBSTANTIVE CHANGES NECESSARY TO EFFECT E-FILING ANY SUCH NON-SUBSTANTIVE CHANGES ARE NOT SUBMITTED TO THE BOARD

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	ALL BOARD MEMBERS ARE REQUIRED TO ANNUALLY DISCLOSE CERTAIN FINANCIAL INTERESTS AND FIDUCIARY RELATIONSHIPS THE EXECUTIVE COMMITTEE AND CORPORATE COUNSEL REVIEW RESPONSES, CONDUCT FURTHER INVESTIGATION (IF NECESSARY), AND DETERMINE WHEN A CONFLICT EXISTS WITH RESPECT TO A CERTAIN TRANSACTION IF A CONFLICT EXISTS, THE TRANSACTION IS NOT TO BE ENTERED INTO UNLESS ALTERNATIVES ARE FULLY INVESTIGATED, AND IN THEIR ABSENCE, THE BOARD, WITHOUT THE PARTICIPATION OF THE INTERESTED MEMBER(S), DETERMINES THAT THE TRANSACTION IS IN THE BEST INTEREST OF THE ORGANIZATION PLANS TO MANAGE THE CONFLICT DURING THE RELATIONSHIP ARE IMPLEMENTED ALL DISCUSSIONS ARE APPROPRIATELY DOCUMENTED ALL DIRECTORS AND MANAGERS, WHICH INCLUDE OFFICERS AND KEY EMPLOYEES, ARE REQUIRED TO ANNUALLY DISCLOSE ANY CIRCUMSTANCES, INCLUDING FAMILY AND BUSINESS RELATIONSHIPS, THAT MAY CREATE A CONFLICT OF INTEREST FOR THE ORGANIZATION THESE RESPONSES ARE REVIEWED AND ACTED UPON BY A CONFLICT OF INTEREST COMMITTEE DURING THIS TAX YEAR, THE ORGANIZATION INADVERTENTLY FAILED TO SOLICIT INFORMATION REGARDING CERTAIN FINANCIAL INTERESTS AS REQUIRED UNDER ITS POLICY, HOWEVER, IT CONTINUED TO ENFORCE AND MONITOR COMPLIANCE AS OTHERWISE REQUIRED WITH ALL OTHER INFORMATION IT SOLICITED AND RECEIVED

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	IN DETERMINING COMPENSATION OF THE ORGANIZATION'S OFFICERS AND KEY EMPLOYEES, THE ANNUAL PROCESS PERFORMED BY TRIHEALTH, INC (A RELATED ORGANIZATION WHO PAID THE INDIVIDUALS), INCLUDED COMPENSATION COMMITTEE, INDEPENDENT COMPENSATION CONSULTANT, COMPENSATION SURVEY OR STUDY, AND APPROVAL BY THE BOARD OR COMPENSATION COMMITTEE. ADDITIONALLY, ALL DISCUSSIONS AND DECISIONS ARE CONTEMPORANEOUSLY DOCUMENTED

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	BETHESDA FOUNDATION, INC 'S GOVERNING DOCUMENTS, CONFLICTS OF INTEREST POLICY AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED LOSSES ON INVESTMENTS -3,119,459 NET RELATED ENTITY CONTRIBUTION MANAGEMENT TRANSACTIONS -2,974,058 NET UNRELATED ENTITY CONTRIBUTION MANAGEMENT TRANSACTIONS -21,064 TOTAL TO FORM 990, PART XI, LINE 5 -6,114,581

Identifier	Return Reference	Explanation
CHANGE IN PROCESS OF AUDIT OVERSIGHT OR SELECTION OF INDEPENDENT AUDITOR	FORM 990, PART XII, LINE 2C	THE FINANCIAL STATEMENTS OF BETHESDA FOUNDATION, INC (''FOUNDATION'') ARE AUDITED ON A STANDALONE BASIS FOUNDATION HAS A COMMITTEE THAT ASSUMES THE RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF ITS FINANCIAL STATEMENTS IN ADDITION, FOUNDATION'S FINANCIAL STATEMENTS ARE AUDITED WITH BETHESDA, INC , THE PARENT ORGANIZATION OF FOUNDATION BETHESDA, INC HAS A COMMITTEE THAT ASSUMES THE RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF BOTH ITS AND ITS SUBSIDIARIES FINANCIAL STATEMENTS AS WELL AS THE SELECTION OF THE INDEPENDENT AUDITOR DURING THE TAX YEAR, THERE WAS NOT A CHANGE IN THE PROCESS OF AUDIT OVERSIGHT AND/OR SELECTION OF AN INDEPENDENT AUDITOR BY EITHER FOUNDATION OR BETHESDA, INC

Identifier	Return Reference	Explanation
AVERAGE HOURS PER WEEK	FORM 990, PART VII, SECTION A	DIRECTORS AND OFFICERS (AS NOTED WITH A "SCH O" REFERENCE) FOR BETHESDA FOUNDATION, INC PROVIDE SERVICES TO TRIHEALTH, INC (A RELATED ORGANIZATION WHO PAID THE INDIVIDUALS) AND ITS SUBSIDIARIES/AFFILIATES ("TRIHEALTH") HOURS WORKED ARE NOT TRACKED ON AN ENTITY BY ENTITY BASIS THE COMPENSATION REPORTED ON THE FORM 990, PART VII WAS PAID TO THESE INDIVIDUALS IN FULFILLMENT OF THEIR DUTIES AS FULL-TIME, 60 HOURS-PER-WEEK EMPLOYEES OF TRIHEALTH

Identifier	Return Reference	Explanation
VOLUNTEER INFORMATION	FORM 990, PART I, LINE 6	DURING THE TAX YEAR, BETHESDA FOUNDATION, INC ("FOUNDATION") BENEFITED FROM OVER 3,499 VOLUNTEER HOURS WHICH WERE PROVIDED BY 452 INDIVIDUALS THESE VOLUNTEERS WORKED IN MANY CAPACITIES FOR THE FOUNDATION INCLUDING BOARD OF TRUSTEES - THE BOARD IS RESPONSIBLE FOR DEVELOPING POLICIES AND WORKING WITH THE FOUNDATION STAFF TO OVERSEE AND IMPLEMENT THEM THEY ACTIVELY PARTICIPATE IN STRATEGIC DECISIONS AND MATTERS OF POLICY MG/PG COMMITTEE MEMBERS - THESE MEMBERS INCREASE AWARENESS OF THE FOUNDATION AND THE ENTITIES/PROGRAMS THE FOUNDATION SUPPORTS TO ESTATE PLANNING PROFESSIONALS IN THE COMMUNITY THE COMMITEE ALSO ENGAGES PHYSICIANS AS ADVOCATES FOR THE FOUNDATION WITH GRATEFUL PATIENTS BETHESDA AUXILIARY VOLUNTEERS - THESE INDIVIDUALS HELP PLAN AUXILIARY ACTIVITIES, EVENTS, ASSIST VENDORS WITH SPECIAL SALES AND SUPPORT THE OVERALL MISSION OF BETHESDA NORTH HOSPITAL AND THE FOUNDATION EVENT VOLUNTEERS - THESE INDIVIDUALS HELP WITH THE OVERALL PLANNING AND IMPLEMENTATION OF THE EVENTS ADMINISTERED BY THE FOUNDATION THEY HELP SOLICIT DONATIONS AND SPONSORSHIPS AS WELL AS ASSIST WITH THE SET UP, REGISTRATION, RUNNING AND CLEAN UP OF THE VARIOUS EVENTS OFFICE VOLUNTEERS - THESE INDIVIDUALS ASSIST WITH VARIOUS OFFICE DUTIES INCLUDING STUFFING ENVELOPES, COMPUTER WORK AND OTHER VARIOUS TASK

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
BETHESDA FOUNDATION INC

Employer identification number
23-7374129

Part I **Identification of Disregarded Entities** (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II **Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
See Additional Data Table							

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1) BN NORTHEAST CARDIAC CENTER LLC 619 OAK STREET-ACCOUNTING 3 WEST CINCINNATI, OH 45206 20-1297322	CARDIAC CARE	OH	N/A									
(2) 10600 MONTGOMERY LLC 619 OAK STREET-ACCOUNTING 3 WEST CINCINNATI, OH 45206 26-1964995	PROPERTY MANAGEMENT	OH	N/A									

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) TJ CUBEDMONTGOMERY INC 619 OAK STREET - ACCOUNTING 3 WEST CINCINNATI, OH 45206 26-1964885	HOLDING COMPANY	OH	N/A	S			

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

		Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III or IV			
1 During the tax year, did the orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity	1a		No
b Gift, grant, or capital contribution to related organization(s)	1b	Yes	
c Gift, grant, or capital contribution from related organization(s)	1c	Yes	
d Loans or loan guarantees to or for related organization(s)	1d		No
e Loans or loan guarantees by related organization(s)	1e		No
f Sale of assets to related organization(s)	1f		No
g Purchase of assets from related organization(s)	1g		No
h Exchange of assets with related organization(s)	1h		No
i Lease of facilities, equipment, or other assets to related organization(s)	1i		No
j Lease of facilities, equipment, or other assets from related organization(s)	1j		No
k Performance of services or membership or fundraising solicitations for related organization(s)	1k	Yes	
l Performance of services or membership or fundraising solicitations by related organization(s)	1l		No
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		No
n Sharing of paid employees with related organization(s)	1n	Yes	
o Reimbursement paid to related organization(s) for expenses	1o		No
p Reimbursement paid by related organization(s) for expenses	1p		No
q Other transfer of cash or property to related organization(s)	1q	Yes	
r Other transfer of cash or property from related organization(s)	1r		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) See Additional Data Table			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Schedule R (Form 990) 2011

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation	

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 23-7374129
Name: BETHESDA FOUNDATION INC

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c)(3))	(f) Direct Controlling Entity	g Section 512 (b)(13) controlled organization	
BETHESDA INC 619 OAK STREET-ACCOUNTING 3 WEST CINCINNATI, OH 45206 31-1108895	INVESTMENT MANAGEMENT	OH	SECTION 501(C)(3)	SCHEDULE A, LINE 11C	N/A		No
BETHESDA HOSPITAL INC 619 OAK STREET-ACCOUNTING 3 WEST CINCINNATI, OH 45206 31-0537122	INPATIENT AND OUTPATIENT SERVICES	OH	SECTION 501(C)(3)	SCHEDULE A, LINE 3	BETHESDA INC	Yes	
BETHESDA HEALTHCARE INC 619 OAK STREET-ACCOUNTING 3 WEST CINCINNATI, OH 45206 31-1027660	HEALTHCARE SERVICES	OH	SECTION 501(C)(3)	SCHEDULE A, LINE 11B	BETHESDA INC	Yes	
BETHESDA FAMILY PRACTICE CENTER 619 OAK STREET-ACCOUNTING 3 WEST CINCINNATI, OH 45206 31-1242442	HEALTHCARE SERVICES	OH	SECTION 501(C)(3)	SCHEDULE A, LINE 11C	BETHESDA HOSPITAL INC	Yes	
BETHESDA PROPERTIES INC 619 OAK STREET-ACCOUNTING 3 WEST CINCINNATI, OH 45206 31-1352694	PROPERTY MANAGEMENT	OH	SECTION 501(C)(2)		BETHESDA HOSPITAL INC	Yes	
HOSPICE OF CINCINNATI INCORPORATED 619 OAK STREET-ACCOUNTING 3 WEST CINCINNATI, OH 45206 31-0917155	HOSPICE SERVICES	OH	SECTION 501(C)(3)	SCHEDULE A, LINE 7	BETHESDA HOSPITAL INC	Yes	
FERNSIDE INC A CENTER FOR GRIEVING CHILDREN 619 OAK ST-ACCOUNTING 3 WEST CINCINNATI, OH 45206 31-1179234	COUNSELING TO GRIEVING CHILDREN	OH	SECTION 501(C)(3)	SCHEDULE A, LINE 7	HOSPICE OF CINCINNATI INCORPORATED	Yes	
TRIHEALTH INC 619 OAK STREET-ACCOUNTING 3 WEST CINCINNATI, OH 45206 31-1438846	SUPPORT AFFILIATED HOSPITALS	OH	SECTION 501(C)(3)	SCHEDULE A, LINE 11B	N/A		No

Form 990, Schedule R, Part V - Transactions With Related Organizations

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved ($)	(d) Method of determining amount involved
(1)	BETHESDA HEALTHCARE INC	B	447,689	CASH
(2)	HOSPICE OF CINCINNATI INCORPORATED	K	500,000	COST
(3)	FERNSIDE INC A CENTER FOR GRIEVING CHILDREN	Q	229,179	CASH
(4)	HOSPICE OF CINCINNATI INCORPORATED	Q	1,278,084	CASH
(5)	BETHESDA HOSPITAL INC	B	1,215,717	CASH
(6)	BETHESDA INC	C	15,000	CASH
(7)	BETHESDA HOSPITAL INC	N	1,081,062	FMV