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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

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

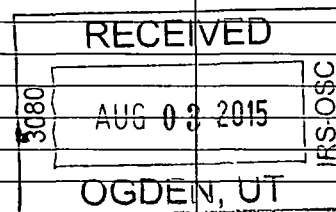
For calendar year 2011 or tax year beginning

07/01, 2011, and ending

06/30, 2012

Name of foundation AUSTIN-BAILEY HEALTH & WELLNESS FOUNDATION		A Employer identification number 34-1845584
Number and street (or P O box number if mail is not delivered to street address) 2719 FULTON DRIVE N.W., SUITE D		B Telephone number (see instructions) (330) 580-2380
City or town, state, and ZIP code CANTON, OH 44718		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input checked="" type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 7,062,196.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		131,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		204,935.	204,935.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		694,539.			
b Gross sales price for all assets on line 6a 9,528,331.			694,539.		
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					ATCH 1
12 Total. Add lines 1 through 11		1,030,474.	894,441.		
13 Compensation of officers, directors, trustees, etc.		48,630.	8,753.		39,877.
14 Other employee salaries and wages		14,886.	2,679.		12,207.
15 Pension plans, employee benefits		5,118.	921.		4,197.
16a Legal fees (attach schedule)		4,055.			4,055.
b Accounting fees (attach schedule) ATCH 2		9,678.			9,678.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) **		8,712.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy		13,327.	2,399.		10,928.
21 Travel, conferences, and meetings		4,050.			4,050.
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 4		63,369.	44,954.		18,415.
24 Total operating and administrative expenses					
Add lines 13 through 23		171,825.	59,706.		103,407.
25 Contributions, gifts, grants paid		475,025.			509,072.
26 Total expenses and disbursements. Add lines 24 and 25		646,850.	59,706.	0	612,479.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		383,624.			
b Net investment income (if negative, enter -0-)			834,735.		
c Adjusted net income (if negative, enter -0-)					



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Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	41,634.	59,705.	59,705.
	2	Savings and temporary cash investments	63,107.	194,425.	194,425.
	3	Accounts receivable ▶ 500.			
		Less allowance for doubtful accounts ▶		500.	500.
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule) ATCH 5 .	4,438,556.	3,468,549.	3,468,549.
	c	Investments - corporate bonds (attach schedule) ATCH 6 .	2,768,654.	1,983,394.	1,983,394.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans ATCH 7				
13	Investments - other (attach schedule) ATCH 7	421,954.	1,355,613.	1,355,613.	
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ ATCH 8)	7,242.	10.	10.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	7,741,147.	7,062,196.	7,062,196.	
Liabilities	17	Accounts payable and accrued expenses	4,095.	3,493.	
	18	Grants payable	125,526.	91,479.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	129,621.	94,972.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	7,611,526.	6,967,224.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
	30	Total net assets or fund balances (see instructions)	7,611,526.	6,967,224.	
	31	Total liabilities and net assets/fund balances (see instructions)	7,741,147.	7,062,196.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,611,526.
2	Enter amount from Part I, line 27a	2	383,624.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,995,150.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 9	5	1,027,926.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,967,224.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	694,539.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	384,505.	7,627,947.	0.050407
2009	422,620.	7,320,434.	0.057732
2008	597,017.	6,868,754.	0.086918
2007	457,809.	9,267,062.	0.049402
2006	445,870.	9,393,128.	0.047468
2 Total of line 1, column (d)			2 0.291927
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.058385
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 6,920,763.
5 Multiply line 4 by line 3			5 404,069.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,347.
7 Add lines 5 and 6			7 412,416.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 612,479.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	8,347.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	8,347.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	8,347.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,240.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d. TAX PAID W/ O.R.	7	3,107.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address SEE FEDERAL FOOTNOTE				
14	The books are in care of AUSTIN-BAILEY HEALTH & WELLN Telephone no 330-580-2380			
	Located at 2719 FULTON DRIVE N.W., CANTON, OHIO ZIP + 4 44718			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			
	and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
	Organizations relying on a current notice regarding disaster assistance check here		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		48,630.	0	0

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 GRANT TO MERCY MEDICAL CENTER FOR A DENTAL SUITE AT PRIMARY CARE	100,000.
2 GRANT TO VIOLA STARTZMAN FREE CLINIC TO SUPPORT THEIR CERTIFIED REGISTERED NURSE PRACTITIONER PROGRAM.	25,000.
3 GRANT TO PRESCRIPTION ASSISTANCE NETWORK FOR PRESCRIPTION ACCESS & ASSISTANCE FOR LOW INCOME PEOPLE.	50,000.
4 GRANT TO STARK COUNTY HEALTH DEPARTMENT TO SUPPORT A DENTAL CLINIC FOR DISADVANTAGED FAMILIES.	15,000.

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	6,972,274.
b	Average of monthly cash balances	1b	53,871.
c	Fair market value of all other assets (see instructions)	1c	10.
d	Total (add lines 1a, b, and c)	1d	7,026,155.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,026,155.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	105,392.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,920,763.
6	Minimum investment return. Enter 5% of line 5	6	346,038.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	346,038.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	8,347.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8,347.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	337,691.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	337,691.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	337,691.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	612,479.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	612,479.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	8,347.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	604,132.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				337,691.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09 20 08 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				4,439.
c From 2008				258,133.
d From 2009				58,036.
e From 2010				8,315.
f Total of lines 3a through e	328,923.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 612,479.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions).				
d Applied to 2011 distributable amount				337,691.
e Remaining amount distributed out of corpus	274,788.			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	603,711.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	603,711.			
10 Analysis of line 9				
a Excess from 2007				4,439.
b Excess from 2008				258,133.
c Excess from 2009				58,036.
d Excess from 2010				8,315.
e Excess from 2011				274,788.

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(3) or

4942(1)(5)

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

b 85% of line 2a

C Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

C "Support" alternative test - enter

(1) Total support other than gross investment income (interest dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (i)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

ATTACHMENT 12

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

SEE ATTACHED BROCHURE

c Any submission deadlines

PRIOR TO MARCH AND SEPTEMBER GRANT REVIEW MEETINGS

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

SEE ATTACHED BROCHURE

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year					
ATTACHMENT 13					

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	204,935.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	694,539.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)					899,474.	
13 Total. Add line 12, columns (b), (d), and (e)					13	899,474.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2011**Name of the organization**

AUSTIN-BAILEY HEALTH & WELLNESS FOUNDATION

Employer identification number

34-1845584

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization **AUSTIN-BAILEY HEALTH & WELLNESS FOUNDATION**Employer identification number
34-1845584**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DOCTORS HOSPITAL SERVICE LEAGUE 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	\$ 131,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization AUSTIN-BAILEY HEALTH & WELLNESS FOUNDATION

Employer identification number

34-1845584

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

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

Name of organization **AUSTIN-BAILEY HEALTH & WELLNESS FOUNDATION**

Employer identification number

34-1845584**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once See instructions) ► \$ _____

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

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
7,501,039.		JP MORGAN CHASE - SALE OF VAR SECURITIES PROPERTY TYPE: SECURITIES 6,941,179.				P	VARIOUS 559,860.	VARIOUS
343,464.		STIFEL NICOLAUS - SALE OF VAR SEC PROPERTY TYPE: SECURITIES 284,419.				P	VARIOUS 59,045.	VARIOUS
1,684,239.		WELLS FARGO - SALE OF VAR SEC PROPERTY TYPE: SECURITIES 1,608,605.				P	VARIOUS 75,634.	VARIOUS
TOTAL GAIN (LOSS)							<u>694,539.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THE CAMPBELL FUND TRUST (94-6260018)		-20,371.
CUNDILL GLOBAL VALUE LP (43-1691933)		15,338.
TOTALS		<u>-5,033.</u>

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
VAR SERVICES INCL AUDIT & TAX	9,678.			9,678.
TOTALS	<u>9,678.</u>			<u>9,678.</u>

ATTACHMENT 3FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
ATTORNEY GENERAL FILING FEES	200.
EXCISE TAX	8,512.
TOTALS	<u>8,712.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
POSTAGE & SHIPPING	392.		392.
DUES & SUBSCRIPTIONS	5,695.		5,695.
INSURANCE	5,866.	1,056.	4,810.
BOARD OF TRUSTEES EXPENSE	433.	78.	355.
SUPPLIES	2,736.	27.	2,709.
TELEPHONE	2,046.	20.	2,026.
INVESTMENT FEES	43,773.	43,773.	
WORKERS COMP CLAIMS	207.		207.
OTHER	2,221.		2,221.
TOTALS	<u>63,369.</u>	<u>44,954.</u>	<u>18,415.</u>

ATTACHMENT 5FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
JP MORGAN CHASE VAR CORP STOCK	2,047,099.		
STIFEL NICOLAUS VAR CORP STOCK	2,391,457.	3,468,549.	3,468,549.
WELLS FARGO			
TOTALS	<u>4,438,556.</u>	<u>3,468,549.</u>	<u>3,468,549.</u>

ATTACHMENT 6FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
JP MORGAN CHASE VAR CORP BONDS	1,155,354.		
STIFEL, NICOLAUS CORP BONDS	1,613,300.		
WELLS FARGO		1,983,394.	1,983,394.
TOTALS	<u>2,768,654.</u>	<u>1,983,394.</u>	<u>1,983,394.</u>

ATTACHMENT 7FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OTHER ALTERNATIVE INVESTMENTS	421,954.	1,355,613.	1,355,613.
TOTALS	<u>421,954.</u>	<u>1,355,613.</u>	<u>1,355,613.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEPOSIT-BUREAU OF WORKERS COMP ACCRUED INTEREST RECEIVABLE	10. 7,232.	10.	10.
TOTALS	<u>7,242.</u>	<u>10.</u>	<u>10.</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED LOSS ON INVESTMENTS
REPORTED AT FAIR VALUE

1,027,926.

TOTAL

1,027,926.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
DOCTORS HOSPITAL SERVICE LEAGUE 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	12/27/2011	131,000.
TOTAL CONTRIBUTION AMOUNTS		<u>131,000.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
DON A. SULTZBACH 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	EXECUTIVE DIRECTOR 16.00	38,615. 0 0
PETER KOPKO 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	TREASURER 4.00	10,015. 0 0
ELTON D. LEHMAN, D.O. 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	TRUSTEE 1.00	0 0 0
DANIEL N. MORETTA, D.O. 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	TRUSTEE 1.00	0 0 0
JOHN L. MUHLBACH, JR. 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	CHAIRMAN 1.00	0 0 0
VIRGINIA R. NEUTZLING 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	SECRETARY 1.00	0 0 0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
FREDERICK W. ROHRIG 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	TRUSTEE 1.00	0 0 0
CANDACE LAUTENSCHLEGER 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	TRUSTEE 1.00	0 0 0
THOMAS F. TURNER 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	TRUSTEE 1.00	0 0 0
DAVID A. MILLER 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	TRUSTEE 1.00	0 0 0
DIANE K. JARRETT 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	TRUSTEE 1.00	0 0 0
EUGENE A. THORN, III 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	TRUSTEE 1.00	0 0 0

AUSTIN-BAILEY HEALTH & WELLNESS FOUNDATION

34-1845584

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
DANIEL J. FULINE 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	TRUSTEE 1.00	0
CHARLES R. CONKLIN, D.O. 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	VICE CHAIRMAN 1.00	0
GRAND TOTALS		48,630.

ATTACHMENT 12

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

N/A

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STARK COUNTY HEALTH DEPARTMENT 3951 CONVENIENCE CIRCLE CANTON, OH 44718	NOT APPLICABLE PUBLIC CHARITY	OPERATING SUPPORT FOR DENTAL CLINIC	15,000.
VIOLA STARTZMAN FREE CLINIC 1874 CLEVELAND ROAD WOOSTER, OH 44691	NOT APPLICABLE PUBLIC CHARITY	SUPPORT CERTIFIED REGISTERED NURSE PRACTITIONER PROGRAM	25,000.
TUSCARAWAS CLINIC FOR THE WORKING UNINSURED 614 TUSCARAWAS AVENUE DOVER, OH 44622	NOT APPLICABLE PUBLIC CHARITY	PARTIAL FUNDING OF PART-TIME NURSE PRACTITIONER	15,000.
WALSH UNIVERSITY 2020 EASTON STREET NW CANTON, OH 44720	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	4,000.
MALONE COLLEGE 515 25TH STREET N W CANTON, OH 44709	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	5,000.
STARK STATE TECHNICAL COLLEGE 6200 FRANK AVE NW NORTH CANTON, OH 44720	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	7,000.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KENT STATE UNIVERSITY - STARK CAMPUS 6000 FRANK AVENUE NW NORTH CANTON, OH 44720	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	4,000.
KENT STATE UNIVERSITY - TUSCARAWAS CAMPUS 330 UNIVERSITY DR NE NEW PHILADELPHIA, OH 44663	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	4,000
OU COLLEGE OF OSTEOPATHIC MEDICINE GROSVENOR HALL ATHENS, OH 45701	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	6,000.
MISCELLANEOUS MATCHING GRANTS			
AULTMAN COLLEGE 2600 SIXTH STREET SW CANTON, OH 44710	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	3,420. 4,000
PREVENT BLINDNESS OHIO 6803 MAYFIELD ROAD, SUITE 111 CLEVELAND, OH 44124	NOT APPLICABLE PUBLIC CHARITY	EDUCATION MATERIALS, TRAVEL EXPENSES, VISION SCREENING TRAINING EQUIPMENT	2,750.

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE SALVATION ARMY 143 FIRST STREET PO BOX 276 MASSILLON, OH 44646	NOT APPLICABLE PUBLIC CHARITY	PURCHASE FOOD FOR A SOUP KITCHEN PROGRAM	15,000
WESTERN STARK FREE CLINIC, INC 820 AMHERST ROAD NE MASSILLON, OH 44646	NOT APPLICABLE PUBLIC CHARITY	SUPPORT THE FREE DENTAL PROGRAM INCLUDING DENTIST/ASSISTANT/SUPPLIES	15,000.
ADAPTIVE SPORTS PROGRAM OF OHIO 2829 CLEVELAND ROAD, SUITE B WOOSTER, OH 44691	NOT APPLICABLE PUBLIC CHARITY	FUND A SLED HOCKEY PROGRAM FOR PHYSICALLY DISABLED PEOPLE	5,855.
CANTON CALVARY MISSION 1345 GIBBS AVE. NE CANTON, OH 44705	NOT APPLICABLE PUBLIC CHARITY	FUND THE LOAVES AND FISHES CAFE FOOD PANTRY HOT MEALS PROGRAM	5,000.
CANTON CITY HEALTH DEPARTMENT 420 MARKET AVENUE, NORTH CANTON, OH 44702	NOT APPLICABLE PUBLIC CHARITY	CARDIOVASCULAR DISEASE PREVENTION SCREENING AND CLINIC	4,521.
COMMUNITY HARVEST, INC 4915 FULTON DRIVE NORTHWEST CANTON, OH 44718	NOT APPLICABLE PUBLIC CHARITY	PROGRAM EXPANSION OF COLLECTING FOOD INDUSTRY FOOD FOR DISTRIBUTION	9,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HAMMER & NAILS, INC. 906 12TH ST NW #2 CANTON, OH 44703	NOT APPLICABLE PUBLIC CHARITY	TO BUILD WHEEL CHAIR RAMPS FOR DISADVANTAGED HOMEOWNERS	15,000
HOPE WHISPERS COMMUNITY ORGANIZATION, INC. 1116 3RD STREET NE CANTON, OH 44704-1544	NOT APPLICABLE PUBLIC CHARITY	PROVIDE PHYSICAL ACTIVITY TO PREVENT CHILDHOOD OBESITY AND DISEASE	2,000.
LOVE CENTER 1291 MASSILLON RD # A MILLERSBURG, OH 44654	NOT APPLICABLE PUBLIC CHARITY	TO FUND A FOOD PANTRY FOR EMERGENCY FOOD NEEDS IN HOLMES COUNTY	12,000
MT EATON CARE CENTER, INC. 9176 COUNTY HIGHWAY 37 MOUNT EATON, OH 44659	NOT APPLICABLE PUBLIC CHARITY	PURCHASE A NEWBORN HEARING SCREENER	12,000.
PHILOMATHESON SOCIETY OF THE BLIND INC 2701 TUSCARAWAS ST W CANTON, OH 44708	NOT APPLICABLE PUBLIC CHARITY	TO PROVIDE EYEGLASSES TO THOSE IN NEED	10,000.
PRESCRIPTION ASSISTANCE NETWORK OF STARK COUNTY 408 NINTH ST SW CANTON, OH 44707	NOT APPLICABLE PUBLIC CHARITY	FUND GENERAL OPERATION OF PAN'S CHARITABLE PHARMACY	10,000

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

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
REENTRY BRIDGE NETWORK, INC 529 WALNUT AVE NE CANTON, OH 44702		NOT APPLICABLE PUBLIC CHARITY		12-WEEK ARTS PROGRAM TO AID IN EMOTIONAL HEALING OF CHILDREN WITH PARENTS IN PRISON	4,500.
SPRINGHAVEN 15550 DURSTINE ROAD DUNDEE, OH 44624		NOT APPLICABLE PUBLIC CHARITY		PURCHASE VEHICLE TO TRANSPORT ADULT AMISH RESIDENTS OF FACILITY TO AND FROM WORK IN 4 COUNTIES	12,000
TUSCARAWAS CTY COUNCIL FOR CHURCH & COMMUNITY 1458 5TH ST NW NEW PHILADELPHIA, OH 44663		NOT APPLICABLE PUBLIC CHARITY		FUND "HEALTHY CHOICES FOR YOUTH" EDUCATIONAL PROGRAM	10,000.
WAYNE HOLMES MENTAL HEALTH COALITION 637 COLLEGE AVE WOOSTER, OH 44691		NOT APPLICABLE PUBLIC CHARITY		STAFF AND PROGRAM SUPPLIES FOR A PHYSICAL ACTIVITY PROGRAM FOR THE MENTALLY HANDICAPPED	6,000.
CHILDREN'S DYSLEXIA CENTER 836 MARKET AVENUE N. CANTON, OH 44702-1021		NOT APPLICABLE PUBLIC CHARITY		DYSLEXIA REMEDIATION PROGRAM	5,000.
MERCY MEDICAL CENTER 130 MERCY DRIVE NORTHWEST CANTON, OH 44708		NOT APPLICABLE PUBLIC CHARITY		DENTAL SUITE AT PRIMARY CARE CENTER AT ST. PAUL SQUARE	100,000.

ATTACHMENT 13 (CONT'D)

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PREScription ASSISTANCE NETWORK 408 NINTH ST SW CANTON, OH 44707	NOT APPLICABLE PUBLIC CHARITY	MEDICATION ACCESS AND CHARITABLE PHARMACY	50,000.
WAYNE COUNTY CHILDREN'S ADVOCACY CENTER 1734 GASCHÉ STREET WOOSTER, OH 44691	NOT APPLICABLE PUBLIC CHARITY	FACILITATOR AND TRAINING MATERIALS FOR SEXUAL ABUSE PREVENTION PROGRAM	4,000.
WAYNE COUNTY VOLUNTEER GUARDIANSHIP 140 W. LIBERTY ST WOOSTER, OH 44691	NOT APPLICABLE PUBLIC CHARITY	PARTIAL SALARY FOR A VOLUNTEER COORDINATOR FOR GUARDIANSHIP PROGRAM FOR THE DEVELOPMENTALLY DISABLED	2,500.
WESTERN STARK FREE CLINIC, INC. 820 AMHERST ROAD NORTHEAST MASSILLON, OH 44646	NOT APPLICABLE PUBLIC CHARITY	OPERATING SUPPORT OF MEDICAL CLINIC FOR LOW-INCOME STARK COUNTY	10,000.
STARK COUNTY EDUCATIONAL SERVICE CENTER 2100 - 38TH ST NW CANTON, OH 44709	NOT APPLICABLE PUBLIC CHARITY	HELP PREVENT PERMANENT BRAIN DAMAGE FROM RECURRING HEAD INJURIES	13,170.
HOLMES COUNTY GENERAL HEALTH DISTRICT 931 WOOSTER ROAD MILLERSBURG, OH 44654	NOT APPLICABLE PUBLIC CHARITY	OPERATING EXPENSE TO SUPPORT THE CLINIC'S INDIGENT CARE PROGRAM	5,000.

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

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOLMES COUNTY BOARD OF DD 8001 T.R 574 HOLMESVILLE, OH 44633		NOT APPLICABLE PUBLIC CHARITY		PURCHASE EQUIPMENT TO IMPROVE DENTAL SERVICE	24,500.
MERCY MEDICAL CENTER 1320 MERCY DRIVE NW CANTON, OH 44708		NOT APPLICABLE PUBLIC CHARITY		CONSTRUCT A DENTAL SUITE FOR SPECIAL NEEDS AND PEDIATRIC DENTAL PATIENTS	25,000.
THE SALVATION ARMY-ORRVILLE SERVICE CENTER 322 WEST HIGHT STREET ORRVILLE, OH 44667		NOT APPLICABLE PUBLIC CHARITY		PURCHASE EQUIPMENT FOR THEIR NEW FOOD PANTRY	16,856.
THE VILLAGE NETWORK PO BOX 518 SMITHVILLE, OH 44677		NOT APPLICABLE PUBLIC CHARITY		ENHANCED CARE FOR MENTALLY AND BEHAVIORALLY CHALLENGED FOSTER CHILDREN	10,000.
TOTAL CONTRIBUTIONS PAID					<u>509,072.</u>

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AULTMAN COLLEGE 2600 SIXTH STREET SW CANTON, OH 44710	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	4,000
KENT STATE UNIVERSITY - STARK CAMPUS 6000 FRANK AVENUE NW NORTH CANTON, OH 44720	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	4,000
KENT STATE UNIVERSITY - TUSCARAWAS CAMPUS 330 UNIVERSITY DR NE NEW PHILADELPHIA, OH 44663	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	4,000
OU COLLEGE OF OSTEOPATHIC MEDICINE GROSVENOR HALL ATHENS, OH 45701	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	11,000
GRANTS ACCRUED IN PRIOR YEAR, PAID CURRENT YEAR	NOT APPLICABLE		-125,526
PRESCRIPTION ASSISTANCE NETWORK 408 NINTH ST SW CANTON, OH 44707	NOT APPLICABLE PUBLIC CHARITY	MEDICATION ACCESS AND CHARITABLE PHARMACY	50,000

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 14 (CONT'D)						
RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT	
CANTON CITY HEALTH DEPARTMENT 420 MARKET AVENUE NORTH CANTON, OH 44702		NOT APPLICABLE PUBLIC CHARITY		CARDIOVASCULAR DISEASE PREVENTION SCREENING AND CLINIC	1,479.	
MALONE UNIVERSITY 2600 CLEVELAND AVE NW CANTON, OH 44709		NOT APPLICABLE PUBLIC CHARITY		MEDICAL TRAINING SCHOLARSHIPS	5,000	
STARK STATE COLLEGE 6200 FRANK AVE NW NORTH CANTON, OH 44720		NOT APPLICABLE PUBLIC CHARITY		MEDICAL TRAINING SCHOLARSHIPS	4,000	
UNIVERSITY OF MOUNT UNION 1972 CLARK AVENUE ALLIANCE, OH 44601		NOT APPLICABLE PUBLIC CHARITY		MEDICAL TRAINING SCHOLARSHIPS	4,000.	
WALSH UNIVERSITY 2020 EAST MAPLE STREET NORTH CANTON, OH 44720		NOT APPLICABLE PUBLIC CHARITY		MEDICAL TRAINING SCHOLARSHIPS	4,000.	
TOTAL CONTRIBUTIONS APPROVED					-34,047.	

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No. 1545-0092

2011

Name of estate or trust

AUSTIN-BAILEY HEALTH & WELLNESS FOUNDATION

Employer identification number

34-1845584

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	694,539.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	694,539.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		694,539.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		694,539.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16	()
a	The loss on line 15, column (3) or		
b	\$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23.	25		
26	Subtract line 25 from line 24.	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31. <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2011

FEDERAL FOOTNOTES

PART VII-A, QUESTION 11 WEB SITE ADDRESS
WWW.FOUNDATIONCENTER.ORG/GRANTMAKER/AUSTINBAILEY