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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 7/01, 2011, and ending 6/30, 2012

B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C BETHSHAN FOUNDATION 12927 SOUTH MONITOR AVENUE PALOS HEIGHTS, IL 60463-2434	D Employer Identification Number 36-3197006	
		E Telephone number 708-371-0801	
		F Name and address of principal officer SAME AS C ABOVE	
		G Gross receipts \$ 1,988,482.	
		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If 'No,' attach a list (see instructions)	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ► N/A			
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►			
L Year of Formation 1982 M State of legal domicile IL			

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities. <u>SUPPORT BETHSHAN ASSOCIATION</u>
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets
Revenue	3 Number of voting members of the governing body (Part VI, line 1a) 3 12
	4 Number of independent voting members of the governing body (Part VI, line 1b) 4 12
Expenses	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 0
Net Assets or Fund Balances	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
8 Contributions and grants (Part VIII, line 1h) Prior Year 973,020. Current Year 628,906.	
9 Program service revenue (Part VIII, line 2g)	
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 211,787. 135,397.	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	
12 Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12) 1,184,807. 764,303.	
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 76,416. 677,973.	
14 Benefits paid to or for members (Part IX, column (A), line 4)	
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	
16a Professional fundraising fees (Part IX, column (A), line 11e)	
b Total fundraising expenses (Part IX, column (D), line 25) ► 10,083.	
17 Other expenses (Part IX, column (A), lines 11a-1d, 11f-24e) 40,800. 43,431.	
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) 117,216. 721,404.	
19 Revenue less expenses Subtract line 18 from line 12 1,067,591. 42,899.	
Beginning of Current Year 4,850,898. End of Year 4,829,165.	
20 Total assets (Part X, line 16) 1,589. 1,538.	
21 Total liabilities (Part X, line 26) 4,849,309. 4,827,627.	
22 Net assets or fund balances Subtract line 21 from line 20	

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

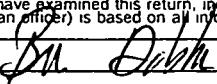
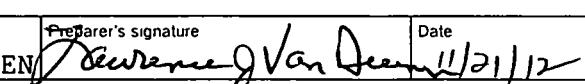
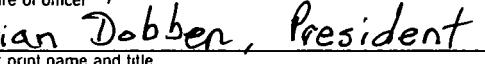
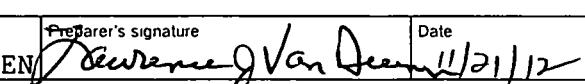
2013

Sign
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2011

Paid
Preparer
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SCANNED FEB 21

► 	Signature of officer	Preparer's signature 	Date 11/21/12	Date December 11, 2012
► 	Type or print name and title Brian Dobben, President			
Print/Type preparer's name LAWRENCE J. VAN DRUNEN	Preparer's signature 	Date 11/21/12	Check <input type="checkbox"/> if self-employed	PTIN P00003754
Firm's name ► DREYER, OOMS & VAN DRUNEN, LTD.				
Firm's address ► 17075 SOUTH PARK AVE. SOUTH HOLLAND, IL 60473-3350			Firm's EIN ► 36-2806701	
			Phone no 708-596-6100	

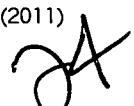
May the IRS discuss this return with the preparer shown above? (see instructions)

 Yes No

BAA For Paperwork Reduction Act Notice, see the separate instructions.

TEEA0113L 08/18/11

Form 990 (2011)



Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III 1 Briefly describe the organization's missionSUPPORT BETHSHAN ASSOCIATION2 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?

If 'Yes,' describe these changes on Schedule O

 Yes No4 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 527(e)(1)) (Expenses \$ 677,973 including grants of \$ 677,973) (Revenue \$ 764,303)TO RECEIVE, ACCUMULATE, MANAGE, INVEST AND DISBURSE CAPITAL FUNDS AND PROPERTIES
ENTRUSTED TO IT AND THE INCOME THEREFROM FOR THE EXCLUSIVE USE AND BENEFIT OF
BETHSHAN ASSOCIATION.4b (Code 527(e)(1)) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)4c (Code 527(e)(1)) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)4d Other program services (Describe in Schedule O)

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

4e Total program service expenses ► 677,973

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 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2 X	
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 X	
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 X	
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 X	
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 X	
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 X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III	8 X	
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 X	
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 X	
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, line 10? If 'Yes,' complete Schedule D, Part VI	11a X	
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 X	
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 X	
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 X	
e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X	11e X	
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 X	
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 X	
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 X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E	13 X	
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a X	
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, Parts I and IV	14b X	
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 United States? If 'Yes,' complete Schedule F, Parts II and IV	15 X	
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 United States? If 'Yes,' complete Schedule F, Parts III and IV	16 X	
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 (see instructions)	17 X	
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 X	
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 X	
20a Did the organization operate one or more hospital facilities? If 'Yes,' complete Schedule H	20 X	
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV Checklist of Required Schedules (continued)

	Yes	No
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 X	
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 X	
23 Did the organization answer 'Yes' to Part VII, Section A, line 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 X	
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, and that was issued after December 31, 2002? If 'Yes,' answer lines 24b through 24d and complete Schedule K If 'No,' go to line 25	24a X	
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 X	
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 X	
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 X	
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If 'Yes,' complete Schedule L, Part III	27 X	
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 X	
b A family member of a current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV	28b X	
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 direct or indirect owner? If 'Yes,' complete Schedule L, Part IV	28c X	
29 Did the organization receive more than \$25,000 in non-cash contributions? If 'Yes,' complete Schedule M	29 X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If 'Yes,' complete Schedule M	30 X	
31 Did the organization liquidate, terminate, or dissolve and cease operations? If 'Yes,' complete Schedule N, Part I	31 X	
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 X	
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 X	
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 X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a X	
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 X	
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 X	
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 X	
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 X	

BAA

Form 990 (2011)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck 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	0
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	
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	
<i>Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)</i>		
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
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, securities account, or other financial account)?	4a	X
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	4b	
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
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	X
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).	7a	X
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?	7b	
b If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	7c	X
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d If 'Yes,' indicate the number of Forms 8282 filed during the year	7e	X
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	
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?	9a	
9 Sponsoring organizations maintaining donor advised funds.	9b	
a Did the organization make any taxable distributions under section 4966?		
b Did the organization make a distribution to a donor, donor advisor, or related person?		
10 Section 501(c)(7) organizations. Enter	10a	
a Initiation fees and capital contributions included on Part VIII, line 12.	10b	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11 Section 501(c)(12) organizations. Enter	11a	
a Gross income from members or shareholders	11b	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
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.	13a	
a Is the organization licensed to issue qualified health plans in more than one state?		
<i>Note. See the instructions for additional information the organization must report on Schedule O.</i>		
b Enter the 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 amount of reserves on hand	13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
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 line 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	12		
1b	12		
2		X	
3		X	
4		X	
5		X	
6	X		
7a	X		
7b	X		
8a	X		
8b	X		
9		X	

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

	Yes	No
10a		X
10b		
11a	X	
12a	X	
12b	X	
12c	X	
13	X	
14	X	
15		
15a	X	
15b	X	
16a		X
16b		

Section C. Disclosure

- List the states with which a copy of this Form 990 is required to be filed ► IL
- Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply

Own website Another's website Upon request
- Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. SEE SCHEDULE O
- State the name, physical address, and telephone number of the person who possesses the books and records of the organization

► STEVE GOUDZWAARD 12927 S. MONITOR AVE, PALOS HEIGHTS, IL 60463-2434 708-371-0801

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. 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, and 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 organization compensated any current 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			
(1) JUDY GILL DIRECTOR	1	X					0.	0.	0.
(2) ANN PAYNE DIRECTOR	1	X					0.	0.	0.
(3) KIM LAGESTEE-MULDER SECRETARY	1	X	X				0.	0.	0.
(4) JORI BRINK DIRECTOR	1	X					0.	0.	0.
(5) HOWARD VAN DYKE DIRECTOR	1	X					0.	0.	0.
(6) JAMES VAN KAMPEN DIRECTOR	1	X					0.	0.	0.
(7) TOM LEMMENES DIRECTOR	1	X					0.	0.	0.
(8) DONALD POORTENGA TREASURER	1	X	X				0.	0.	0.
(9) BRIAN DOBBEN PRESIDENT	1	X	X				0.	0.	0.
(10) JULIE SATHER DIRECTOR	1	X					0.	0.	0.
(11) IRA SLAGTER VICE PRESIDENT	1	X	X				0.	0.	0.
(12) WAYNE BOSS DIRECTOR	1	X					0.	0.	0.
(13) _____									
(14) _____									

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

(A) Name and title	(B) Average hours per week (describ- e hours for related organi- zations in Sch 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				
(15)										
(16)										
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
1 b Sub-total							►	0.	0.	0.
c Total from continuation sheets to Part VII, Section A							►	0.	0.	0.
d Total (add lines 1b and 1c)							►	0.	0.	0.

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	X
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	X
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	X

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

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ► 0

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				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	628,906.			
	g Noncash contributions included in lns 1a-1f: \$					
h Total. Add lines 1a-1f		628,906.				
PROGRAM SERVICE REVENUE	2a	Business Code				
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f					
3 Investment income (including dividends, interest and other similar amounts)		154,959.	154,959.			
4 Income from investment of tax-exempt bond proceeds						
5 Royalties						
6a Gross rents	(i) Real	(ii) Personal				
b Less rental expenses						
c Rental income or (loss)						
d Net rental income or (loss)						
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	1,204,617.					
b Less cost or other basis and sales expenses						
c Gain or (loss)	1,224,179.					
d Net gain or (loss)	-19,562.		-19,562.	-19,562.		
8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c)	a					
See Part IV, line 18	b					
b Less direct expenses						
c Net income or (loss) from fundraising events						
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						
Miscellaneous Revenue	Business Code					
11a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d						
12 Total revenue. See instructions		764,303.	135,397.	0.	0.	

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

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(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	677,973.	677,973.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
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	0.	0.	0.	0.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages				
8 Pension plan accruals and 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	6,550.		6,550.	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	26,042.		26,042.	
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
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				
23 Insurance				
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a PRINTING AND PUBLICATIONS	7,781.			7,781.
b DUES	2,302.			2,302.
c FOREIGN TAXES	731.		731.	
d MISCELLANEOUS	25.		25.	
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	721,404.	677,973.	33,348.	10,083.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				
Check here □ if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
ASSETS	1 Cash – non-interest-bearing		1	
	2 Savings and temporary cash investments	1,503,313.	2	1,253,528.
	3 Pledges and grants receivable, net		3	
	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)), persons described in section 4958(c)(3)(B); and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	100.	9	803.
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	7,682.		
	b Less, accumulated depreciation	10b	7,682.	10c
	11 Investments – publicly traded securities	2,965,192.	11	2,915,929.
	12 Investments – other securities See Part IV, line 11		12	
	13 Investments – program-related See Part IV, line 11	375,968.	13	646,759.
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	6,325.	15	12,146.
	16 Total assets. Add lines 1 through 15 (must equal line 34)	4,850,898.	16	4,829,165.
LIABILITIES	17 Accounts payable and accrued expenses	1,589.	17	1,538.
	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		25	
	26 Total liabilities. Add lines 17 through 25	1,589.	26	1,538.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34.			
	27 Unrestricted net assets	4,849,309.	27	4,827,627.
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> 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	4,849,309.	33	4,827,627.
	34 Total liabilities and net assets/fund balances	4,850,898.	34	4,829,165.

BAA

Form 990 (2011)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

- 1 Total revenue (must equal Part VIII, column (A), line 12)
- 2 Total expenses (must equal Part IX, column (A), line 25)
- 3 Revenue less expenses Subtract line 2 from line 1
- 4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))
- 5 Other changes in net assets or fund balances (explain in Schedule O) SEE SCHEDULE O
- 6 Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))

1	764,303.
2	721,404.
3	42,899.
4	4,849,309.
5	-64,581.
6	4,827,627.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

- 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?

- 2b Were the organization's financial statements audited by an independent accountant?

- 2c If 'Yes' to line 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

- 2d 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 separate 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?

- 3b 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

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)

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.

OMB No. 1545-0047

2011

**Open to Public
Inspection**

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Name of the organization

BETHSHAN FOUNDATION

Employer identification number

36-3197006

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 described in 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 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 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?

(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 supported organization?
 (ii) A family member of a person described in (i) above?
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11 g (i)		X
11 g (ii)		X
11 g (iii)		X

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 column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A) BETHSHAN ASSOC.	36-3038592	7	X		X		X		677,973.
(B)									
(C)									
(D)									
(E)									
Total									677,973.

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

Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 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.')						
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						
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)						
6 Public support. Subtract line 5 from line 4						

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						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions)						12
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	%
16a 33-1/3% support test – 2011. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 33-1/3% support test – 2010. If the organization did not check a 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	<input type="checkbox"/>	
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	<input type="checkbox"/>	
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	<input type="checkbox"/>	
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	<input type="checkbox"/>	

Part III Support Schedule for Organizations Described in Section 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 yr beginning in) ►

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.)

	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1						
2						
3						
4						
5						
6						
7a						
b						
c						
8						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ►

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.)

	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9						
10a						
b						
c						
11						
12						
13						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 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.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information (See instructions).

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service

OMB No. 1545-0047

2011Open to Public
Inspection

Name of the organization

Employer identification number

BETHSHAN FOUNDATION

36-3197006

► Complete if the organization answered 'Yes' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
 ► Attach to Form 990. ► See separate instructions.

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 can 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 education) Preservation of an historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

2 Complete lines 2a through 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 Tax Year
2a	
2b	
2c	
2d	

a Total number of conservation easements
 b Total acreage restricted by conservation easements
 c Number of conservation easements on a certified historic structure included in (a)
 d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax 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 section 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 (ASC 958), 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 (ASC 958), 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 (ASC 958) 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 acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a <input type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other _____
c <input type="checkbox"/> Preservation for future generations	

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
1c	
1d	
1e	
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					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ► _____ %

b Permanent endowment ► _____ %

c Temporarily restricted endowment ► _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%

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

(i) unrelated organizations.

(ii) related organizations

b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?

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

	Yes	No
3a(i)		
3a(ii)		

3b

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				
d Equipment				
e Other		7,682.	7,682.	0.

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) ► 0.

BAA

Schedule D (Form 990) 2011

Part VII Investments – Other Securities. See Form 990, Part X, line 12. N/A

(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)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total (Column (b) must equal Form 990 Part X, column (B) line 12.) ►		

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
(1) MORTGAGE REC./BETHSHAN ASSOC.-CHE	122,944.	COST
(2) MORTGAGE REC./BETHSHAN ASSOC.-ORL	226,257.	COST
(3) MORTGAGE REC./BETHSHAN ASSOC.-AUS	297,558.	COST
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total (Column (b) must equal Form 990, Part X, column (B) line 13.) ►	646,759.	

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, column (B), line 15.) ►	

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

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 25.) ►	

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 (ASC 740).

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

1 Total revenue (Form 990, Part VIII, column (A), line 12)	764,303.
2 Total expenses (Form 990, Part IX, column (A), line 25)	721,404.
3 Excess or (deficit) for the year. Subtract line 2 from line 1	42,899.
4 Net unrealized gains (losses) on investments	-64,581.
5 Donated services and use of facilities	
6 Investment expenses	
7 Prior period adjustments .. .	
8 Other (Describe in Part XIV) .. .	
9 Total adjustments (net). Add lines 4 through 8 .. .	-64,581.
10 Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	-21,682.

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

1	699,722.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12
a	Net unrealized gains on investments
b	Donated services and use of facilities
c	Recoveries of prior year grants
d	Other (Describe in Part XIV)
e	Add lines 2a through 2d
3	Subtract line 2e from line 1
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
b	Other (Describe in Part XIV) SEE PART XIV
c	Add lines 4a and 4b
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)

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

1	1	721,404.
2		
a	2a	
b	2b	
c	2c	
d	2d	
2e		
3	3	721,404.
4		
a	4a	
b	4b	
4c		
5	5	721,404.

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, line 2, 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.

Part XIV Supplemental Information (continued)

SCHEDULE I
(Form 990)

OMB No 1545-0047

2011Department of the Treasury
Internal Revenue ServiceOpen to Public
Inspection

Name of the organization

BETHSHAN FOUNDATIONComplete if the organization answered 'Yes' to Form 990, Part IV, lines 21 or 22.
► Attach to Form 990.

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

Employer identification number

36-3197006

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?

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

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.

Part II can be duplicated if additional space is needed

(a) Name and address of organization or government	(b) EIN	(c) IRC 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) <u>BETHSHAN ASSOCIATION</u> 12927 SOUTH MONITOR PALOS HEIGHTS, IL 60463	36-3038592 501(C) (3)	677,973.	0.	BOOK			CARE AND HOUSING
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							
(8) -----							

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

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.
Schedule I (Form 990) (2011)

TEEA3901L 06/01/11

1
0

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.

Part III can be duplicated 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					
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.**PART I, LINE 2 - PROCEDURES FOR MONITORING USE OF GRANTS FUNDS IN U.S.**

THE FINANCIAL REPORTS OF THE SUPPORTED ORGANIZATION ARE REVIEWED BY THE MEMBERS OF THE BOARD TO ENSURE THAT THE FUNDS ARE NOT DIVERTED FROM THEIR INTENDED USE.

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**

OMB No 1545-0047

2011Open to Public
Inspection

Name of the organization

BETHSHAN FOUNDATION

Employer identification number

36-3197006**FORM 990, PART VI, LINE 6 - EXPLANATION OF CLASSES OF MEMBERS OR SHAREHOLDER**MEMBERS OF THE ORGANIZATION SHALL CONSIST OF PERSONS EIGHTEEN YEARS OF AGE OR OVERWHO SUBSCRIBE TO THE PURPOSE OF THE ORGANIZATION AS SHOWN IN ARTICLE II OF THECONSTITUTION, WHO ARE MEMBERS OF A CHURCH OF REFORMED PERSUASION, AND WHO MAKE ANANNUAL CONTRIBUTION TO THE ORGANIZATION IN THE PRECEDING YEAR IN A MINIMUM AMOUNT OFTEN (\$10.00) DOLLARS.**FORM 990, PART VI, LINE 7A - HOW MEMBERS OR SHAREHOLDERS ELECT GOVERNING BODY**AT THE ANNUAL MEETING OF THE MEMBERS OF THE ORGANIZATION, HELD IN OCTOBER OF EACHYEAR, THE MEMBERS ELECT THE BOARD OF DIRECTORS.**FORM 990, PART VI, LINE 7B - DECISIONS OF GOVERNING BODY APPROVAL BY MEMBERS OR SHAREHOLDERS**AT THE ANNUAL MEETING OF THE MEMBERS OF THE ORGANIZATION, HELD IN OCTOBER OF EACHYEAR, THE MEMBERS WILL RECEIVE FINANCIAL REPORTS, APPROVE THE ANNUAL BUDGET, APPROVETHE PURCHASE OR CONSTRUCTION OF BUILDINGS AND IMPROVEMENTS, AND DECIDE OTHERBUSINESS WHICH MAY PROPERLY BE BROUGHT TO THE MEETING.**FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS**THE FORM 990 IS PREPARED BY THE CERTIFIED PUBLIC ACCOUNTANTS FROM INFORMATIONPROVIDED BY THE DIRECTOR OF FINANCE, REVIEWED AND SIGNED BY THE TREASURER OF THEORGANIZATION, AND APPROVED FOR FILING BY THE BOARD OF DIRECTORS.**FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS**THE ORGANIZATION MONITORS ALL NEW VENDORS TO DETERMINE IF THERE IS A RELATIONSHIPBETWEEN A VENDOR AND ANY BOARD MEMBER OR EMPLOYEE OF THE ORGANIZATION WHICH WOULDCREATE A CONFLICT OF INTEREST. IF A CONFLICT OF INTEREST IS IDENTIFIED, THEORGANIZATION DOCUMENTS THAT THE TRANSACTION IS COMPETITIVELY PRICED WHEN COMPARED TOOTHER VENDORS.ANNUALLY THE BOARD MEMBERS AND THE STAFF ARE REQUIRED TO READ A STATEMENT OF WHAT IS

Name of the organization

BETHSHAN FOUNDATION

Employer identification number

36-3197006

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS (CONTINUED)

A CONFLICTED TRANSACTION, REPORT ANY BUSINESS TRANSACTED WITH THE ORGANIZATION, AND
SIGN A CONFLICT OF INTEREST STATEMENT.

ALL CONFLICTS OF INTEREST ARE REPORTED AT A BOARD OF DIRECTORS MEETING WHICH MUST
APPROVE EACH TRANSACTION.

FORM 990, PART VI, LINE 15B - COMPENSATION REVIEW & APPROVAL PROCESS FOR OFFICERS & KEY EMPLOYEE
THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS ANNUALLY REVIEWS THE JOB
PERFORMANCE AND THE COMPENSATION OF THE EXECUTIVE DIRECTOR, THE DIRECTOR OF FINANCE,
AND OTHER KEY EMPLOYEES. COMPARABLE COMPENSATION DATA IS COLLECTED FROM SIMILAR
ORGANIZATION IN THE CHICAGOLAND REGION AND USED WHEN SETTING THE COMPENSATION
PACKAGES. THE RECOMMENDED COMPENSATION PACKAGES FOR THE EXECUTIVE DIRECTOR, THE
DIRECTOR OF FINANCE AND OTHER KEY EMPLOYEES ARE APPROVED BY THE FULL BOARD OF
DIRECTORS.

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

THE ORGANIZATION'S GOVERNING DOCUMENT, CONFLICT OF INTEREST POLICIES, WHISTLE BLOWER
POLICIES, DOCUMENT RETENTION AND DISPOSAL POLICIES, AND FINANCIAL STATEMENTS ARE
MADE AVAILABLE IN THE EMPLOYEE MANUAL OR TO THE PUBLIC UPON REQUEST.

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service

Name of the organization

BETHSHAN FOUNDATION

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	BETHSHAN FOUNDATION				
Employer identification number	36-3197006				

Part I. Identification of Disregarded Entities (Complete if the organization answered 'Yes' to 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
(1)	-----	-----	-----	-----	-----	-----
(2)	-----	-----	-----	-----	-----	-----
(3)	-----	-----	-----	-----	-----	-----
(4)	-----	-----	-----	-----	-----	-----

Part II. Identification of Related Tax-Exempt Organizations (Complete if the organization answered 'Yes' to 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) Sec. 512(b)(13) controlled entity?
(1)	BETHSHAN ASSOCIATION 12927 SOUTH MONITOR AVENUE PALOS HEIGHTS, IL 60463-2434 36-3038592	RESIDENTIAL CARE FOR DISABLED	IL	501 (C) (3)	7	N/A	Yes X No
(2)	-----	-----	-----	-----	-----	-----	-----
(3)	-----	-----	-----	-----	-----	-----	-----
(4)	-----	-----	-----	-----	-----	-----	-----

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

TEEA5001L 09/08/11

Schedule R (Form 990) 2011

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered 'Yes' to 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?	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
(1)										
(2)										
(3)										

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered 'Yes' to 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)							
(2)							
(3)							

Part V Transactions With Related Organizations (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34, 35, 35a, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year did the organization 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 or (iv) rent from a controlled entity
- b Gift, grant, or capital contribution to related organization(s)
- c Gift, grant, or capital contribution from related organization(s)
- d Loans or loan guarantees to or for related organization(s)
- e Loans or loan guarantees by related organization(s)
- f Sale of assets to related organization(s)
- g Purchase of assets from related organization(s)
- h Exchange of assets with related organization(s)
- i Lease of facilities, equipment, or other assets to related organization(s)
- j Lease of facilities, equipment, or other assets from related organization(s)
- k Performance of services or membership or fundraising solicitations for related organization(s)
- l Performance of services or membership or fundraising solicitations by related organization(s)
- m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n Sharing of paid employees with related organization(s)
- o Reimbursement paid to related organization(s) for expenses
- p Reimbursement paid by related organization(s) for expenses
- q Other transfer of cash or property to related organization(s)
- r Other transfer of cash or property from related organization(s)

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) BETHSHAN ASSOCIATION	A	30,761.	BOOK
(2) BETHSHAN ASSOCIATION	B	677,973.	BOOK
(3) BETHSHAN ASSOCIATION	D	300,000.	BOOK
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered 'Yes' to 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, unre- lated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?	(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor- tionate 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			
(1)											
(2)											
(3)											
(4)											
(5)											
(6)											
(7)											
(8)											

Part VII **Supplemental Information**

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

2011

SCHEDULE O - SUPPLEMENTAL INFORMATION

PAGE 1

BETHSHAN FOUNDATION

36-3197006

FORM 990, PART XI, LINE 5
OTHER CHANGES IN NET ASSETS OR FUND BALANCES

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS

	\$	-64,581.
TOTAL	\$	<u>-64,581.</u>

Bethshan Foundation
Gain on Sale of Investments
FY 2012

Date Sold	Asset	# Shares	Book Value *	# Shr Sold	Share Price	Proceeds	Total BV sold	Gain
			(or share prnce)					
7/8/11	Fedex Corp	160	\$ 94 8500	50	\$ 95 6000	\$ 4,778.48	\$ 4,742.50	\$ 35.98
9/2/11	News Corp Inc CL A	1,300	16 4544	350	16 9683	5,928.27	5,759.04	169.23
9/6/11	Cerner Corp	400	61 1100	110	67 5953	7,432.02	6,722.10	709.92
9/23/11	FHLMC 6 75% 3/15/31	4,000	1 28157	4,000	1 5342	6,136.68	5,126.28	1,010.40
9/23/11	FNMA 6 25% 5/15/29	10,000	1 2141	10,000	1 40911	14,091.10	12,141.00	1,950.10
9/23/11	FNMA 6 625% 11/15/30	10,000	1 26314	10,000	1 51132	15,348.76	12,631.40	2,717.36
9/23/11	FNMA 7.25% 5/15/30	8,000	1 34756	8,000	1 5808	12,646.40	10,780.48	1,865.92
10/24/11	Amazon Com Inc	70	197 4573	10	239 1488	2,391.14	1,974.57	416.57
10/24/11	Electronic Arts	1,270	23 6000	470	24 0318	11,280.63	11,092.00	188.63
10/24/11	General Mills Inc	570	37 2200	80	39 7601	3,178.33	2,977.60	200.73
10/24/11	Monsanto Co New Com	600	70 1863	70	72 9459	5,104.00	4,913.04	190.96
10/24/11	Visa Inc CL A	290	84 26	80	92 3699	7,387.04	6,740.80	646.24
10/25/11	Mastercard Inc CL A	90	301.34	30	326 5786	9,796.27	9,040.20	756.07
10/26/11	United Parcel Service Inc Cl B	450	67 0002	170	69 8687	11,872.33	11,390.04	482.29
10/31/11	General Mills Inc	490	37 22	490	38 8909	19,041.45	18,237.80	803.65
10/31/11	Visa Inc CL A	210	84 26	40	90 2099	3,607.12	3,370.40	236.72
9/23/11	Reversal-FNMA 6.625% 11/15/30	(10,000)	1.26314	(10,000)	1.51132	(15,348.76)	(12,631.40)	(2,717.36)
10/18/11	FNMA 6 625% 11/15/30	10,000	1 26314	10,000	1 51132	15,113.20	12,631.40	2,481.80
10/27/11	Mastercard Inc CL A	60	301.34	10	338 80	3,387.63	3,013.40	374.23
1/27/12	Norfolk Southern Corp	170	74 9300	90	75 4501	6,787.68	6,743.70	43.98
1/31/12	Qualcomm Inc.	360	56 7900	190	57 6847	10,954.17	10,790.10	164.07
1/31/12	Flowserve Corp	220	98 9232	80	109 0200	8,721.22	7,913.85	807.37
2/29/12	Liberty Global Inc CL A	240	45 0400	110	49 1200	5,403.11	4,954.40	448.71
3/16/12	United Parcel Service Inc Cl B	280	67 0003	110	78 2800	8,607.33	7,370.03	1,237.30
3/16/12	Liberty Global Inc. CL A	130	45 0400	130	51 1744	6,648.65	5,855.20	793.45
3/22/12	Fedex Corp	150	86 9823	150	95 1503	14,267.78	13,047.34	1,220.44
3/29/12	American Express Co	260	51 7000	40	57 4893	2,299.57	2,068.00	231.57
4/17/12	Kraft Foods Inc CL A	550	35 2300	550	37 0715	20,372.36	19,376.50	995.86
4/17/12	Monsanto Co New Com	530	70 1862	530	78 1175	41,385.43	37,198.71	4,186.72
4/17/12	United Parcel Service Inc Cl B	170	67 00	170	79 4873	13,507.44	11,390.04	2,117.40
4/30/12	Discover Financial Services	870	25 0578	280	32 9898	9,228.52	7,016.19	2,212.33
5/4/12	Amazon Com Inc	90	192 6246	20	231.8446	4,636.18	3,852.49	783.69
5/8/12	Mastercard Inc. CL A	50	301 3400	50	446 2352	22,309.76	15,067.00	7,242.76
5/8/12	Visa Inc CL A	170	84 2600	170	119 4258	20,296.82	14,324.20	5,972.62
5/31/12	FHLMC 6 25%, 07/15/32	4,000	1 3813	4,000	1 4725	5,890.00	5,525.32	364.68
5/31/12	FHLMC 6 75%, 03/15/31	4,000	1 4402	4,000	1 5300	6,120.00	5,760.64	359.36
5/31/12	FNMA 6 25% 5/15/29	4,000	1 3590	4,000	1 4310	5,724.00	5,436.00	288.00
5/31/12	FNMA 6 625% 11/15/30	4,000	1 4159	4,000	1 5060	6,024.00	5,663.56	360.44
5/31/12	FNMA 7 25% 5/15/30	4,000	1 5048	4,000	1 5850	6,340.00	6,019.24	320.76
Total Gain on Sale of Investments						368,696.11	326,025.16	42,670.95

* Book value is either purchase price or value adjusted to 6/30/11 market value

Bethshan Foundation
Loss on Sale of Investments
FY 2012

Date Sold	Asset	# Shares	Book Value *	# Shr Sold	Share Price	Proceeds	Total BV sold	Loss
7/25/11	FNMA Pool #995713, 6%	57,044.13	1 10022	1,157 76	1 00000	1,157 76	1,273 79	(116.03)
7/1/11	Banco Santander/Euro Curren	-	10,573 16	-	-	10,402 18	10,573 16	(170.98)
8/9/11	Bank of America Corp 3.125%	37,000	1 02734	32,000	1 02393	32,765 76	32,874 88	(109.12)
8/9/11	Citigroup Inc , 2 125%	24,000	1 01577	24,000	1.01354	24,324 96	24,378 48	(53.52)
8/11/11	Bank of America Corp 3 125%	5,000	1 02734	5,000	1 02403	5,120 15	5,136 70	(16.55)
8/11/11	JP Morgan Chase & Co 2 2%	78,000	1 01821	50,000	1 01658	50,829 00	50,910 50	(81.50)
8/11/11	Key Bank NA, 3 2%	16,000	1 02809	16,000	1 02501	16,400 16	16,449 44	(49.28)
8/12/11	Martin Marietta Materials	60	79 9700	60	67 9506	4,075 15	4,798 20	(723.05)
8/15/11	Vulcan Materials Co.	280	37 6297	280	30 9524	8,658 09	10,536 31	(1,878.22)
8/16/11	Boeing Co	300	72.8707	300	57 3224	17,187 38	21,861 22	(4,673.84)
8/18/11	Safeway Inc Com New	670	23 3700	670	18 1451	12,136 88	15,657 90	(3,521.02)
8/19/11	Capella Education Co	110	41 8500	110	34 0505	3,742 18	4,603 50	(861.32)
8/19/11	Strayer Ed Inc	40	126 3900	40	101 6467	4,064 59	5,055 60	(991.01)
8/24/11	Cisco Systems Inc	1,940	15 6994	1,940	15 0490	29,136 33	30,456 82	(1,320.49)
8/25/11	FNMA Pool #995713, 6%	55,886.38	1 1002	1,097 16	1 0000	1,097 16	1,207 12	(109.96)
8/25/11	Manning & Napier Life Scienc	5,576	13 1600	1,264	10 6700	13,486 88	16,634 24	(3,147.36)
8/26/11	Western Union	1,310	20 0300	1,310	16 4920	21,564 79	26,239 30	(4,674.51)
9/2/11	Bank of New York Mellon	1,210	25 6200	410	20 8720	8,545 04	10,504 20	(1,959.16)
9/7/11	Washington Post CL B	10	418 9500	10	341 2816	3,412 45	4,189 50	(777.05)
9/26/11	FNMA Pool #995713, 6%	54,789.21	1 1002	1,141 48	1 0000	1,141 48	1,255 88	(114.40)
9/29/11	Citigroup Inc 5.1% 9/29/11	50,000	1 0105	50,000	1 0000	50,000 00	50,522 50	(522.50)
10/24/11	Kraft Foods Inc CL A	640 00	35 2300	90 00	35 2116	3,166 28	3,170 70	(4.42)
10/24/11	Liberty Global Inc CL A	310 000	45 0400	70	39 9337	2,793 20	3,152 80	(359.60)
10/24/11	Qualcomm Inc	500 000	56 7900	140	53 3806	7,468 93	7,950 60	(481.67)
10/25/11	FNMA Pool #995713, 6%	53,647.73	1 1002	1,281 86	1 0000	1,281 86	1,410 33	(128.47)
10/26/11	Kellogg Co	170 000	55 3200	170	54 8606	9,321 01	9,404 40	(83.39)
10/28/11	Discover Financial Services	950	24 5759	290	23 4648	6,795 94	7,127 02	(331.08)
10/27/11	Fedex Corp	240	86 9823	90	85 18	7,663 43	7,828 41	(164.98)
10/27/11	Owens Ill Inc COM New	380	25 8100	380	20 67	7,843 46	9,807 80	(1,964.34)
11/8/11	Norfolk Southern Corp	320	74 9300	150	73 7346	11,055 47	11,239 50	(184.03)
11/10/11	Banco Santander SA	1,200	10 9118	1,200	5 7416 Eur	9,452 18	13,094 14	(3,641.96)
11/15/11	Bank One Corp, 5 9% 11/15/1	25,000	1 0191	25,000	1 0000	25,000 00	25,477 25	(477.25)
11/21/11	Manning & Napier World Opp	6,993.23	9 1793	2,990 00	7 3500	21,976 50	27,446 03	(5,469.53)
11/25/11	FNMA Pool #995713, 6%	52,365.87	1 0984	1,192 54	1 0000	1,192 54	1,309 93	(117.39)
11/25/11	Charles Schwab New	2,890	14 3607	810	10 8708	8,780 86	11,632 19	(2,851.33)
12/8/11	FNMA Disc NT 0%, 12/28/11	85,000	1 0000	85,000	0 9999	84,992 80	84,996 82	(4.02)
12/20/11	Boston Scientific Corp	3,950	6 9100	510	5 0544	2,562 38	3,524 10	(961.72)
12/27/11	FNMA Pool #995713, 6%	51,173	1 1003	1,122	1 0000	1,122 41	1,234 95	(112.54)
1/10/12	Boston Scientific Corp	3,440	6 9100	650	5 3000	3,425 46	4,491 50	(1,066.04)
1/12/12	Boston Scientific Corp	2,790	6 9100	670	5 3501	3,564.38	4,629 70	(1,065.32)
1/25/12	FNMA Pool #995713, 6%	50,050.91	1.1003	1,413 81	1 0000	1,413 81	1,555 56	(141.75)
1/25/12	FNMA Pool #AE0217, 4 5%	120,085.79	1.0591	3,710 80	1 0000	3,710 80	3,929 97	(219.17)
1/30/12	Autodesk Inc	700	36 2037	270	36 0082	9,713 93	9,774 99	(61.06)
1/30/12	State Street Corp	480	44.4626	480	39 9989	19,184 68	21,342 07	(2,157.39)
1/31/12	Bank of New York Mellon	800	25 6200	800	20 1875	16,125 69	20,496 00	(4,370.31)
2/27/12	FNMA Pool #995713, 6%	48,637.10	1 1003	1,103 04	1 0000	1,103 04	1,213 63	(110.59)
2/27/12	FNMA Pool #AE0217, 4 5%	116,374.99	1 0591	3,188 66	1 0000	3,188 66	3,376 99	(188.33)
2/23/12	Boston Scientific Corp	2,120	6 9100	2,120	6 0200	12,770 13	14,649 20	(1,879.07)
3/23/12	Bank of New York Mellon	35,000	1 0333	35,000	1 0000	35,000 00	36,166 90	(1,166.90)
3/26/12	FNMA Pool #995713, 6%	47,534	1.1003	1,473 99	1 0000	1,473 99	1,621 78	(147.79)
3/26/12	FNMA Pool #AE0217, 4 5%	113,186	1.0591	3,406 61	1 0000	3,406.61	3,607 81	(201.20)
3/29/12	Schwab Charles New	2,080 00	14 3607	2,080	14 2600	29,660 33	29,870 32	(209.99)
4/17/12	Kroger Co	670 00	24 8000	670	23 5077	15,729 68	16,616 00	(886.32)
4/25/12	FNMA Pool #995713, 6%	46,060.08	1 1003	1,679	1 0000	1,679.00	1,847 34	(168.34)
4/25/12	FNMA Pool #AE0217, 4 5%	109,779.72	1 0591	3,771 69	1 0000	3,771 69	3,994 46	(222.77)
5/25/12	FNMA Pool #995713, 6%	44,381.07	1 1003	2,095 17	1 0000	2,095 17	2,305 24	(210.07)
5/25/12	FNMA Pool #AE0217, 4 5%	106,008.02	1 0591	2,871 55	1 0000	2,871 55	3,041 15	(169.60)

**Bethshan Foundation
Loss on Sale of Investments
FY 2012**

<u>Date Sold</u>	<u>Asset</u>	<u># Shares</u>	<u>Book Value *</u> (or share price)	<u># Shr Sold</u>	<u>Share Price</u>	<u>Proceeds</u>	<u>Total BV sold</u>	<u>Loss</u>
6/5/12	JP Morgan Chase & Co 2 2%	28,000 00	1 0182	28,000 00	1 00057	28,015 96	28,509 88	(493.92)
6/5/12	PNC Funding Corp 2 3%	92,000 00	1 0201	42,000 00	1 00102	42,042 84	42,845 88	(803.04)
6/18/12	AMC Networks Inc A W/I	360 00	43 5000	140 00	38 3997	5,371 63	6,090 00	(718.37)
6/22/12	PNC Funding Corp 2 3%	50,000 00	1 0201	50,000 00	1 0000	50,000 00	51,007 00	(1,007.00)
6/25/12	FNMA Pool #995713, 6%	42,285 90	1.1003	2,199 22	1 0000	2,199 22	2,419 72	(220.50)
6/25/12	FNMA Pool #AE0217, 4 5%	103,136 47	1 0591	2,670 97	1 0000	2,670 97	2,828 72	(157.75)
6/27/12	AMC Networks Inc A W/I	220 00	43 5000	110 00	36 4962	4,014.58	4,785.00	(770.42)
Total Loss on Sale of Investments						<u>835,921.42</u>	<u>897,943.02</u>	<u>(62,021.60)</u>

Expiration of Rights

Banco Santander

211.12 (211.12)

Net Gain or (Loss)

\$ 1,204,617.53 \$ 1,224,179.30 \$ (19,561.77)

* Book value is either purchase price or value adjusted to 6/30/11 market value

2011

SCHEDULE D, PART XIV - SUPPLEMENTAL INFORMATION PAGE 6

BETHSHAN FOUNDATION

36-3197006

**SCHEDULE D, PART XII, LINE 4B
OTHER REVENUE INCLUDED ON FORM 990 BUT NOT INCLUDED IN F/S**

NET UNREALIZED LOSSES ON INVESTMENTS	\$	64,581.
TOTAL	\$	<u>64,581.</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545 1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box

►

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only

►

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or <input checked="" type="checkbox"/> 36-3197006
	BETHSHAN FOUNDATION	Social security number (SSN) <input type="checkbox"/>
	Number, street, and room or suite number If a P O box, see instructions	
	12927 SOUTH MONITOR AVENUE	
City, town or post office, state, and ZIP code For a foreign address, see instructions		
PALOS HEIGHTS, IL 60463-2434		

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

01

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► STEVE GOUDZWAARD

Telephone No. ► 708-371-0801

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box

►

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 2/15, 20 13, to file the exempt organization return for the organization named above.

The extension is for the organization's return for

- calendar year 20 or
- tax year beginning 7/01, 20 11, and ending 6/30, 20 12

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

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

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