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For calendar year 2011, or tax year beginning 11-01-2011 , and ending 10-31-2012

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

Name of foundation THE ROBERT H BRETHEN FOUNDATION		A Employer identification number 31-1213173
Number and street (or P O box number if mail is not delivered to street address) 2560 KETTERING TOWER	Room/suite	B Telephone number (see page 10 of the instructions) (937) 224-1730
City or town, state, and ZIP code DAYTON, OH 45423		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,165,699	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

Part I		Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)		600,000				
	2	Check <input checked="" type="checkbox"/> <input type="checkbox"/> if the foundation is not required to attach Sch B						
	3	Interest on savings and temporary cash investments		41,613	41,613	41,613		
	4	Dividends and interest from securities.		155,757	155,757	155,757		
	5a	Gross rents						
	b	Net rental income or (loss) _____						
	6a	Net gain or (loss) from sale of assets not on line 10		14,241				
	b	Gross sales price for all assets on line 6a _____ 714,337						
	7	Capital gain net income (from Part IV , line 2)			14,241			
	8	Net short-term capital gain				9,271		
	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)		2,971		2,971			
12	Total. Add lines 1 through 11		814,582	211,611	209,612			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc						
	14	Other employee salaries and wages						
	15	Pension plans, employee benefits						
	16a	Legal fees (attach schedule)		12,743				
	b	Accounting fees (attach schedule)		4,275				
	c	Other professional fees (attach schedule)		15,014				
	17	Interest						
	18	Taxes (attach schedule) (see page 14 of the instructions)		2,089				
	19	Depreciation (attach schedule) and depletion						
	20	Occupancy						
	21	Travel, conferences, and meetings						
	22	Printing and publications						
	23	Other expenses (attach schedule)		39				
	24	Total operating and administrative expenses. Add lines 13 through 23		34,160	0		0	
25	Contributions, gifts, grants paid		339,865			339,865		
26	Total expenses and disbursements. Add lines 24 and 25		374,025	0		339,865		
	27	Subtract line 26 from line 12						
	a	Excess of revenue over expenses and disbursements		440,557				
	b	Net investment income (if negative, enter -0-)			211,611			
	c	Adjusted net income (if negative, enter -0-)				209,612		

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			
	2	Savings and temporary cash investments	218,454	158,265	158,265
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the 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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,000,634	1,311,303	1,311,303
	c	Investments—corporate bonds (attach schedule).	1,203,293	1,235,663	1,235,663
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,047,151	1,460,468	1,460,468
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,469,532	4,165,699	4,165,699	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	3,469,532	4,165,699	
	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 page 17 of the instructions)	3,469,532	4,165,699	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,469,532	4,165,699	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	3,469,532
2	Enter amount from Part I, line 27a	2	440,557
3	Other increases not included in line 2 (itemize) ▶ _____	3	255,610
4	Add lines 1, 2, and 3	4	4,165,699
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,165,699

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a See Additional Data Table			
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	14,241
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	9,271

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 page 18 of 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	366,391	3,502,799	0 104599
2009	174,369	3,076,973	0 056669
2008	149,966	2,355,319	0 063671
2007	122,275	2,825,686	0 043273
2006	187,720	2,847,186	0 065932

2	Total of line 1, column (d).	2	0 334144
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 066829
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	3,884,146
5	Multiply line 4 by line 3.	5	259,574
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,116
7	Add lines 5 and 6.	7	261,690
8	Enter qualifying distributions from Part XII, line 4.	8	339,865

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	2,116
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	2,116
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2,116
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,774	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	2,774
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	658
11		Enter the amount of line 10 to be Credited to 2012 estimated tax 658	Refunded	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
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)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
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?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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 on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No




















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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address  N/A	13	Yes	
14	The books are in care of  ROBERT H BRETHEN Telephone no  (937) 224-1730 Located at  2560 KETTERING TOWER DAYTON OH ZIP +4  45423			
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 				

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

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 22 of the instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
ROBERT H BRETHEN	PRES/TREAS	0	0	0
2560 KETTERING TOWER DAYTON, OH 45423	3 00			
DAVID M BRETHEN	SECY/TRUSTEE	0	0	0
2560 KETTERING TOWER DAYTON, OH 45423	3 00			
KAREN B JOHNS	TRUSTEE	0	0	0
2560 KETTERING TOWER DAYTON, OH 45423	3 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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.				

Part VIII

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

Part IX-A Summary of Direct Charitable Activities

1	
2	
3	
4	

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	

Form **990-PF** (2011)

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	3,644,676
b	Average of monthly cash balances.	1b	298,619
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,943,295
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	3,943,295
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	59,149
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,884,146
6	Minimum investment return. Enter 5% of line 5.	6	194,207

Part XI

Distributable Amount (see page 25 of the 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	194,207
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	2,116
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,116
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	192,091
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	192,091
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	192,091

Part XII

Qualifying Distributions (see page 25 of the 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	339,865
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	339,865
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 page 26 of the instructions).	5	2,116
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	337,749
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				192,091
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006.	48,719			
b From 2007.				
c From 2008.	36,150			
d From 2009.	25,176			
e From 2010.	195,699			
f Total of lines 3a through e.	305,744			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 339,865				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).				
d Applied to 2011 distributable amount.				192,091
e Remaining amount distributed out of corpus	147,774			
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	453,518			
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 page 27 of the instructions.				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	48,719			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	404,799			
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.	36,150			
c Excess from 2009.	25,176			
d Excess from 2010.	195,699			
e Excess from 2011.	147,774			

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

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

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

ROBERT H BRETHEN

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

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 page 28 of the 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

ROBERT H BRETHEN
2560 KETTERING TOWER
DAYTON, OH 45423
(937) 224-1730

b

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

THERE IS NO PARTICULAR FORM OR FORMAT REQUIRED. ANY APPLICATION SHOULD PROVIDE SUFFICIENT INFORMATION TO ENABLE THE TRUSTEE TO ASCERTAIN THE NEED FOR AND THE PROPOSED USE OF THE FUNDS SOUGHT AND TO DETERMINE THAT THE RESTRICTIONS IN 2D WILL NOT BE VIOLATED.

c

Any submission deadlines

THERE ARE NO SUBMISSION DEADLINES.

d

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

AWARDS ARE AVAILABLE (1) TO OR FOR THE USE OF THE UNITED STATES, ANY STATE, TERRITORY, ANY POLITICAL SUBDIVISION THEREOF, OR THE DISTRICT OF COLUMBIA, FOR EXCLUSIVELY PUBLIC PURPOSES OR (2) TO OR FOR THE USE OF ANY CORPORATION, TRUST, COMMUNITY CHEST, FUND OR FOUNDATION ORGANIZED AND OPERATED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERACY, OR EDUCATIONAL PURPOSES, (3) AT LEAST 70% OF FUNDS DISTRIBUTED SHALL BE FOR USE WITHIN THE GREATER DAYTON OHIO AREA.

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 See Additional Data Table				
Total			3a	339,865
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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			14	41,613	
4	Dividends and interest from securities.			14	155,757	
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					14,241
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
11	Other revenue a OTHER REVENUE					8,882
b	ENERGY TRANSFER PARTNERS LP	211110	-3,510			
c	KINDER MORGAN ENERGY TRANSFER	211110	-2,401			
d	PARTNERS LP	211110				
e						
12	Subtotal Add columns (b), (d), and (e).		-5,911		197,370	23,123
13	Total. Add line 12, columns (b), (d), and (e).			13		214,582

(See worksheet in line 13 instructions on page 28 to verify calculations)

[illegible]

Part XVII

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule				
(a) Name of organization		(b) Type of organization	(c) Description of relationship	
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge				
*****		2013-03-12	*****	
Signature of officer or trustee		Date	Title	
Paid Preparer's Use Only	Preparer's Signature	WILLIAM D DUNCAN	Date	2013-03-12
	Firm's name	THORN LEWIS DUNCAN INC	Check if self-employed	PTIN
	Firm's address	2000 KETTERING TOWER DAYTON, OH 45423	Firm's EIN	
			Phone no	(937) 223-7272

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☒ No

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of organization THE ROBERT H BRETHEN FOUNDATION	Employer identification number 31-1213173
--	---

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check 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 33¹/₃% 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, aggregate 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 aggregate 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 in the heading of its Form 990-EZ, or on 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)

Name of organization THE ROBERT H BRETHEN FOUNDATION	Employer identification number 31-1213173
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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) Aggregate contributions	(d) Type of contribution
1	ROBERT H BRETHEN 2560 KETTERING TOWER DAYTON, OH 45423	\$ 600,000	Person <input 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)
		\$	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 THE ROBERT H BRETHEN FOUNDATION	Employer identification number 31-1213173
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<div>Part II</div> <div>Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed</div>			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>

Name of organization THE ROBERT H BRETHEN FOUNDATION	Employer identification number 31-1213173
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating 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
—	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	
—	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	
—	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	
—	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1000 SHS AAG HOLDINGS CO INC 7 5% PF	P	2004-11-22	2012-07-13
400 SHS TORCHMARK CAPITAL TR III	P	2006-06-01	2012-10-24
3000 SHS EATON VANCE TAX MANAGED BUY	P	2005-12-05	2012-05-10
1000 SHS AT&T INC 6 375% 2/15/56	P	2008-08-19	2012-02-15
2000 SHS USB CAPITAL VIII 6 350% 12/	P	2005-12-21	2012-02-22
400 SHS COMCAST CORP 7 00%	P	2006-09-14	2012-10-15
1369 SHS FT 2972 HIGH DIVID EQTY	P	2011-07-28	2012-05-25
2617 SHS GNM P594730 GOV'T AGENCY SE	P	2008-11-12	2012-10-15
1000 SHS DPL INC	P	2010-07-06	2011-11-28
5327 SHS GNM P677174 GOV'T AGENCY SE	P	2008-11-12	2012-10-15
1000 SHS DOMINION RESOURCES SER A 8	P	2009-06-10	2012-01-10
4929 SHS GNM P695786 GOV'T AGENCY SE	P	2008-11-17	2012-10-15
500 SHS GENUINE PARTS CO	P	2011-07-06	2011-11-01
4023 SHS GNM P701008 GOV'T AGENCY SE	P	2008-11-17	2012-10-15
1000 SHS LINCOLN NTL CORP IND NPV	P	2011-03-04	2011-12-08
4310 SHS GNM P782487 GOV'T AGENCY SE	P	2009-01-27	2012-10-15
500 SHS RANGE RESOURCES CORP DEL	P	2011-07-06	2011-12-08
1000 SHS NAT CITY CAP TRUST IV 8% 8/	P	2007-08-24	2012-07-30
500 SHS WSTN DIGITAL CORP DEL	P	2011-06-06	2012-05-25
1000 SHS NATIONAL CITY CAP TR II 6 6	P	2006-10-27	2011-11-15
1000 SHS AMERICAN ELECTRIC POWER 8 7	P	2008-03-13	2012-01-12
1000 SHS NATIONAL CITY CAPITAL TR IV	P	2007-05-18	2012-05-25
584 SHS COMCAST CORP 7 00% 9/15/55	P	2006-09-14	2012-02-27
1000 SHS PS BUSINESS PARKS INC	P	2006-05-18	2012-02-13
1000 SHS FIFTH THIRD CAP TRUST V	P	2007-08-01	2012-05-10
1000 SHS PUBLIC STORAGE PFD STK SERI	P	2006-01-13	2011-11-28
2000 SHS NEXTERA ENERGY CAP HLDGS	P	2009-03-12	2012-05-10
2000 SHS REGENCY CENTERS CORP	P	2005-12-05	2012-04-02
2000 SHS EATON VANCE RISK MANAGED	P	2007-07-26	2012-05-10
25000 SHS TENNESSEE VALLEY AUTH 4 5%	P	2009-03-09	2012-03-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
3000 SHS EATON VANCE TAX MAN GLB	P	2005-09-27	2012-05-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
25,000		25,150	-150
10,000		10,126	-126
37,861		34,530	3,331
25,000		26,860	-1,860
50,000		50,200	-200
4,600		4,670	-70
1,369			1,369
2,617		2,617	
30,000		30,350	-350
5,327		5,327	
29,254		28,970	284
4,929		4,929	
29,558		28,715	843
4,023		4,023	
20,778		19,050	1,728
4,310		4,310	
35,714		34,420	1,294
25,000		25,760	-760
17,357		13,320	4,037
25,000		25,390	-390
28,704		28,450	254
25,000		25,440	-440
5,400		5,482	-82
25,000		25,140	-140
25,239		25,350	-111
25,000		25,230	-230
57,356		57,700	-344
50,000		50,060	-60
20,647		21,260	-613
25,000		25,137	-137

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
32,371		32,130	241

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-150
			-126
			3,331
			-1,860
			-200
			-70
			1,369
			-350
			284
			843
			1,728
			1,294
			-760
			4,037
			-390
			254
			-440
			-82
			-140
			-111
			-230
			-344
			-60
			-613
			-137


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			241

Form 990PF Part XV Line 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				
BOY SCOUTS OF AMERICA6550 POE AVE DAYTON,OH 454130057			DONATION	250
CANCER SUPPORT COMM4801 HEMPSTEAD STATION DR KETTERING,OH 45429			DONATION	200
DAYBREAK605 S PATTERSON BLVD DAYTON,OH 45402			DONATION	50,000
DAYTON ART INSTITUTE456 BELMONTE PARK NORTH DAYTON,OH 45405			DONATION	5,000
DAYTON BALLET140 NORTH MAIN ST DAYTON,OH 45402			DONATION	5,000
DAYTON HISTORY1000 CARILLON BLVD DAYTON,OH 45409			DONATION	25,000
DAYTON HOLIDAY FESTIVAL1360 KETTERING TOWER DAYTON,OH 45423			DONATION	100
FIRST CHRISTIAN CHURCH801 63RD STREET DOWNERS GROVE,IL 60515			DONATION	100,000
GOODWILL EASTER SEALS MIAMI VALLEY1511 KUNTZ RD DAYTON,OH 45404			DONATION	75,000
HOSPICE OF DAYTON FOUNDATION324 WILMINGTON AVENUE DAYTON,OH 45420			DONATION	100
HOSPICE OF DAYTON FOUNDATION324 WILMINGTON AVENUE DAYTON,OH 45420			DONATION	10,000
HOSPICE OF DAYTON FOUNDATION324 WILMINGTON AVENUE DAYTON,OH 45420			DONATION	2,000
HOSPICE OF DAYTON FOUNDATION324 WILMINGTON AVENUE DAYTON,OH 45420			DONATION	1,000
HUMANE SOCIETY OF GREAT DAYTON1661 NICHOLAS ROAD DAYTON,OH 45418			DONATION	2,000
JONI AND FRIENDSPO BOX 9557 WILTON,NH 030869557			DONATION	1,000
MAYO CLINIC200 FIRST STREET SW ROCHESTER,MN 55905			DONATION	225
MIAMI VALLEY HOSP FDNTHIRTY-ONE WYOMING ST DAYTON,OH 45409			DONATION	2,000
MIAMI VALLEY HOSP FDNTHIRTY-ONE WYOMING ST DAYTON,OH 45409			DONATION	2,000
MIAMI VALLEY HOSP FDNTHIRTY-ONE WYOMING ST DAYTON,OH 45409			DONATION	20,000
MIAMI VALLEY HOSP FDNTHIRTY-ONE WYOMING ST DAYTON,OH 45409			DONATION	2,000
MIAMI VALLEY HOSP FDNTHIRTY-ONE WYOMING ST DAYTON,OH 45409			DONATION	1,000
MIAMI VALLEY HOSP FDNTHIRTY-ONE WYOMING ST DAYTON,OH 45409			DONATION	7,000
MUSE MACHINE126 N MAIN ST STE 310 DAYTON,OH 45402			DONATION	350
ONE WAY FARM OF FAIRFIELD INC16131 RIVER RD FAIRFIELD,OH 45018			DONATION	1,000
SICSA2600 WILMINGTON PIKE KETTERING,OH 45419			DONATION	2,000
SMILE TRAIN41 MADISON AVE 28TH FLO NEWYORK,NY 10010			DONATION	1,000
SPECIAL OLYMPICS OHIOPO BOX 18324 COLUMBUS,OH 432180324			DONATION	150
TECUMSEH BOY SCOUTS OF AMERICA326 S THOMPSON AVE SPRINGFIELD,OH 45410			DONATION	640
THE FOODBANK427 WASHINGTON ST DAYTON,OH 454022548			DONATION	4,000
THE SALVATION ARMYPO BOX 10007 DAYTON,OH 45402			DONATION	1,300

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
THE SALVATION ARMYPO BOX 10007 DAYTON,OH 45402			DONATION	600
THINK TV NETWORK WPTD110 SOUTH JEFFERSON ST DAYTON,OH 454022402			DONATION	1,500
VICTORIA THEATER ASSOCIATION 138 NORTH MAIN STREET DAYTON,OH 45402			DONATION	6,200
YMCA OF GREATER DAYTON111 WEST FIRST ST DAYTON,OH 45402			DONATION	2,500
THE HERITAGE FOUNDATION214 MASSACHUSETTS AVENUE WASHINGTON,DC 20002			DONATION	5,000
SUICIDE PREVENTION CENTERPO BOX 1393 DAYTON,OH 454011393			DONATION	2,750
Total  3a				339,865

TY 2011 Accounting Fees Schedule

Name: THE ROBERT H BRETHEN FOUNDATION

EIN: 31-1213173

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,275			

TY 2011 Compensation Explanation**Name:** THE ROBERT H BRETHEN FOUNDATION**EIN:** 31-1213173

Person Name	Explanation
ROBERT H BRETHEN	
DAVID M BRETHEN	
KAREN B JOHNS	

**TY 2011 Investments Corporate
Bonds Schedule**

Name: THE ROBERT H BRETHEN FOUNDATION
EIN: 31-1213173

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MISC CORPORATE BONDS	1,235,663	1,235,663

**TY 2011 Investments Corporate
Stock Schedule****Name:** THE ROBERT H BRETHEN FOUNDATION**EIN:** 31-1213173

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MISC CORPORATE STOCKS	1,311,303	1,311,303

TY 2011 Investments - Other Schedule

Name: THE ROBERT H BRETHEN FOUNDATION

EIN: 31-1213173

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS	FMV	1,433,006	1,433,006
ALTERNATIVE INVESTMENTS		27,462	27,462

TY 2011 Legal Fees Schedule

Name: THE ROBERT H BRETHEN FOUNDATION

EIN: 31-1213173

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	12,743			

TY 2011 Other Expenses Schedule

Name: THE ROBERT H BRETHEN FOUNDATION

EIN: 31-1213173

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
OTHER	39			

TY 2011 Other Income Schedule**Name:** THE ROBERT H BRETHEN FOUNDATION**EIN:** 31-1213173

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER REVENUE	8,882		8,882
ENERGY TRANSFER PARTNERS LP	-3,510		-3,510
KINDER MORGAN ENERGY TRANSFER	-2,401		-2,401

TY 2011 Other Increases Schedule

Name: THE ROBERT H BRETHEN FOUNDATION

EIN: 31-1213173

Description	Amount
UNREALIZED GAINS ON INVESTMENTS	255,610

TY 2011 Other Professional Fees Schedule

Name: THE ROBERT H BRETHEN FOUNDATION

EIN: 31-1213173

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE FEES	15,014			

TY 2011 Taxes Schedule

Name: THE ROBERT H BRETHEN FOUNDATION

EIN: 31-1213173

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	89			
FEDERAL INCOME TAX	2,000			