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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2012

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

For calendar year 2012, or tax year beginning , 2012, and ending ,

WILLIAM R DALLY FOUNDATION
FBT 301 E 4TH ST #3300
CINCINNATI, OH 45202

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) J Accounting method: Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis) --
 ► \$ 1,861,830.

A Employer identification number 20-2505429
 B Telephone number (see the instructions) 513-651-6800
 C If exemption application is pending, check here ►
 D 1 Foreign organizations, check here ►
 2 Foreign organizations meeting the 85% test, check here and attach computation ►
 E If private foundation status was terminated under section 507(b)(1)(A), check here ►
 F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

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

| | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|------|--|------------------------------------|---------------------------|-------------------------|---|
| 1 | Contributions, gifts, grants, etc, received (att sch) | | | | |
| 2 | Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B | | | | |
| 3 | Interest on savings and temporary cash investments | 492. | 492. | 492. | |
| 4 | Dividends and interest from securities | 44,195. | 44,195. | 44,195. | |
| 5 a | Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| 6 a | Net gain/(loss) from sale of assets not on line 10 | 43,105. | | | |
| | b Gross sales price for all assets on line 6a | 171,914. | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | 43,105. | | |
| 8 | Net short-term capital gain | | | | |
| 9 | Income modifications | | | | |
| 10 a | Gross sales less returns and allowances | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit/(loss) (att sch) | | | | |
| 11 | Other income (attach schedule) | | | | |
| | See Statement 1 | -4,951. | | | |
| 12 | Total . Add lines 1 through 11 | 82,841. | 87,792. | 44,687. | |
| 13 | Compensation of officers, directors, trustees, etc | 0. | | | |
| 14 | Other employee salaries and wages | | | | |
| 15 | Pension plans, employee benefits | | | | |
| 16 a | Legal fees (attach schedule) | See St 2 | 3,427. | 3,427. | |
| | b Accounting fees (attach sch) | | | | |
| | c Other prof fees (attach sch) | See St 3 | 13,929. | 13,929. | |
| 17 | Interest | | | | |
| 18 | Taxes (attach schedule)(see instrs) | See Stm 4 | 271. | 271. | |
| 19 | Depreciation (attach sch) and depletion | | | | |
| 20 | Occupancy | | | | |
| 21 | Travel, conferences, and meetings | | | | |
| 22 | Printing and publications | | | | |
| 23 | Other expenses (attach schedule) | | | | |
| | See Statement 5 | 892. | 892. | | |
| 24 | Total operating and administrative expenses. Add lines 13 through 23 | 18,519. | 18,519. | | |
| 25 | Contributions, gifts, grants paid Stmt 6 | 90,800. | | | 90,800. |
| 26 | Total expenses and disbursements. Add lines 24 and 25 | 109,319. | 18,519. | 0. | 90,800. |
| 27 | Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | -26,478. | | | |
| | b Net investment income (if negative, enter -0) | | 69,273. | | |
| | c Adjusted net income (if negative, enter -0-) | | | 44,687. | |

REVENUE
SCANNED
MAY 23 2013ADMINISTRATIVE
OPERATING
AND EXPENSES
 RECEIVED
 15 21 2013
 MAY 21 2013
 IRS
 OGDEN UT

14

| 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 | 269,839. | 321,916. | 321,916. | |
| | 3 Accounts receivable | | | | |
| | Less. allowance for doubtful accounts | | | | |
| | 4 Pledges receivable | | | | |
| | Less. allowance for doubtful accounts | | | | |
| | 5 Grants receivable | | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | | |
| | 7 Other notes and loans receivable (attach sch) | | | | |
| | 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) | Statement 7 | 176,696. | 109,463. | 112,716. |
| | b Investments – corporate stock (attach schedule) | Statement 8 | 1,316,442. | 1,301,736. | 1,303,795. |
| | c Investments – corporate bonds (attach schedule) | | | | |
| | 11 Investments – land, buildings, and equipment: basis | | | | |
| Less. accumulated depreciation (attach schedule) | | | | | |
| 12 Investments – mortgage loans | | | | | |
| 13 Investments – other (attach schedule) | Statement 9 | 124,365. | 132,548. | 123,403. | |
| 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 1) | | 1,887,342. | 1,865,663. | 1,861,830. | |
| LIABILITIES | 17 Accounts payable and accrued expenses | | | | |
| | 18 Grants payable | | | | |
| | 19 Deferred revenue | | | | |
| | 20 Loans from officers, directors, trustees, & other disqualified persons | | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | | |
| | 22 Other liabilities (describe ▶) | | | | |
| | 23 Total liabilities (add lines 17 through 22) | | 0. | 0. | |
| | | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. | ▶ <input checked="" type="checkbox"/> | | |
| | NFTND | 24 Unrestricted | 1,887,342. | 1,865,663. | |
| | | 25 Temporarily restricted | | | |
| | | 26 Permanently restricted | | | |
| | ASBSA | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. | ▶ <input type="checkbox"/> | | |
| | ETASC | 27 Capital stock, trust principal, or current funds | | | |
| | | 28 Paid-in or capital surplus, or land, building, and equipment fund | | | |
| | OERS | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| | | 30 Total net assets or fund balances (see instructions) | 1,887,342. | 1,865,663. | |
| | 31 Total liabilities and net assets/fund balances (see instructions) | 1,887,342. | 1,865,663. | | |

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 | 1,887,342. |
| 2 Enter amount from Part I, line 27a | 2 | -26,478. |
| 3 Other increases not included in line 2 (itemize) ▶ See Statement 10 | 3 | 7,983. |
| 4 Add lines 1, 2, and 3 | 4 | 1,868,847. |
| 5 Decreases not included in line 2 (itemize) ▶ See Statement 11 | 5 | 3,184. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30 | 6 | 1,865,663. |

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 shares MLC Company) | | | (b) How acquired P — Purchase D — Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
| 1a See Statement 12 | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h)) | | |
| (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) | [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7] | | 2 | 43,105. | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | [If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8] | | 3 | 0. | |

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

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

N/A

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

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

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (column (b) divided by column (c)) |
|---|--|---|---|
| 2011 | | | |
| 2010 | | | |
| 2009 | | | |
| 2008 | | | |
| 2007 | | | |

2 Total of line 1, column (d)

2

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

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4

5 Multiply line 4 by line 3

5

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

7 Add lines 5 and 6

7

8 Enter qualifying distributions from Part XII, line 4

8

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.

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

| | | |
|-----|---|--------|
| 1.a | 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 instrs) | 1,385. |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b | |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b) | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 0. |
| 3 | Add lines 1 and 2 | 1,385. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 0. |
| 5 | Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0- | 1,385. |
| 6 | Credits/Payments: | |
| a | 2012 estimated tax pmts and 2011 overpayment credited to 2012 | 552. |
| b | Exempt foreign organizations – tax withheld at source | |
| c | Tax paid with application for extension of time to file (Form 8868) | |
| d | Backup withholding erroneously withheld | |
| 7 | Total credits and payments. Add lines 6a through 6d | 552. |
| 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 | 833. |
| 11 | Enter the amount of line 10 to be Credited to 2013 estimated tax ► Refunded | 10 |
| | | 11 |

Part VII-A **Statements Regarding Activities**

1 a 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 |
|-----|-----|----|
| 1 a | X | |

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

| | |
|--|---|
| | X |
|--|---|

If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file **Form 1120-POL** for this year?

| | |
|--|---|
| | X |
|--|---|

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

| | |
|--|----|
| | 0. |
|--|----|

(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

| | |
|--|----|
| | 0. |
|--|----|

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

| | |
|--|----|
| | 0. |
|--|----|

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

| | |
|--|---|
| | X |
|--|---|

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

| | |
|--|---|
| | X |
|--|---|

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

| | |
|--|---|
| | X |
|--|---|

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

| | |
|--|---|
| | X |
|--|---|

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

| | |
|--|---|
| | X |
|--|---|

If 'Yes,' attach the statement required by General Instruction 7

| | |
|--|--|
| | |
|--|--|

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

| | |
|--|--|
| | |
|--|--|

• By language in the governing instrument, or

| | |
|--|--|
| | |
|--|--|

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

| | |
|--|--|
| | |
|--|--|

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

| | |
|--|--|
| | |
|--|--|

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

| | |
|--|--|
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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

| | |
|--|--|
| | |
|--|--|

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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

| | |
|--|--|
| | |
|--|--|

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

| | |
|--|--|
| | |
|--|--|

Part VII-A Statements Regarding Activities (continued)

| | | | |
|----|--|--|-------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) | 11 | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions) | 12 | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address | 13 | X |
| 14 | The books are in care of ► WILLIAM N KIRKHAM Located at ► FBT 301 E 4TH ST SUITE 3300 CINCINNATI OH | Telephone no. ► 513-651-6800 ZIP + 4 ► 45202 | N/A |
| 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 | N/A |
| 16 | At any time during calendar year 2012, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22-1. If 'Yes,' enter the name of the foreign country ► | 16 | Yes X |

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

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

| | | | |
|-----|--|--------------------------|---------------------------------|
| 1 a | During the year did the foundation (either directly or indirectly) | Yes | No |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> | X |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> | X |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> | X |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> | X |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> | X |
| (6) | Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) | <input type="checkbox"/> | X |
| b | If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here | 1 b | N/A |
| 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 2012? | 1 c | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | |
| a | At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? | X | Yes <input type="checkbox"/> No |
| | If 'Yes,' list the years ► 20 11 , 20 -- , 20 -- , 20 -- | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement— see instructions) | 2 b | X |
| 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 -- | | |
| 3 a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> | Yes X No |
| b | If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) | 3 b | N/A |
| 4 a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4 a | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | 4 b | X |

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

| | |
|------------------------------|--|
| <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| <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 instructions)?

Organizations relying on a current notice regarding disaster assistance check here. c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A Yes No

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

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

| | |
|------------------------------|--|
| <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
|------------------------------|--|

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

| | |
|------------------------------|--|
| <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
|------------------------------|--|

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A

| | |
|-----|--|
| N/A | |
|-----|--|

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--|---|---|---|---------------------------------------|
| WILLIAM N KIRKHAM C/O FBT 301 E 4TH ST STE 3300 CINCINNATI, OH 45202 | Director 0 | 0. | 0. | 0. |
| JACK COORS 4125 HAMILTON AVE CINCINNATI, OH 45223 | Director 0 | 0. | 0. | 0. |
| ----- | | | | |
| ----- | | | | |
| ----- | | | | |

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

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

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

► 0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

| | | |
|---|-----|--|
| 1 | N/A | |
| 2 | | |
| 3 | | |
| 4 | | |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | | Amount |
|--|-----|--------|
| 1 | N/A | |
| 2 | | |
| All other program-related investments. See instructions | | |
| 3 | | |
| Total. Add lines 1 through 3 | | 0. |

All other program-related investments. See instructions

3

Total. Add lines 1 through 3

0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:
 a Average monthly fair market value of securities

| | |
|----|------------|
| 1a | 1,582,419. |
| 1b | 306,267. |
| 1c | |
| 1d | 1,888,686. |
| 2 | |
| 3 | 1,888,686. |
| 4 | 28,330. |
| 5 | 1,860,356. |
| 6 | 93,018. |

b Average of monthly cash balances
 c Fair market value of all other assets (see instructions)
 d **Total** (add lines 1a, b, and c)
 e Reduction claimed for blockage or other factors reported on lines 1a and 1c
 (attach detailed explanation)

1e 0.

2 Acquisition indebtedness applicable to line 1 assets

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3
 (for greater amount, see instructions)

5 **Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4

6 **Minimum investment return** Enter 5% of line 5

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

| | |
|----|---------|
| 1 | 93,018. |
| 2a | 1,385. |
| 2b | |
| 2c | 1,385. |
| 3 | 91,633. |
| 4 | |
| 5 | 91,633. |
| 6 | |
| 7 | 91,633. |

Part XII: Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes
 a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26

| | |
|----|---------|
| 1a | 90,800. |
| 1b | |
| 2 | |
| 3a | |
| 3b | |
| 4 | 90,800. |
| 5 | |
| 6 | 90,800. |

b Program-related investments – total from Part IX-B

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes

3 Amounts set aside for specific charitable projects that satisfy the:
 a Suitability test (prior IRS approval required)

| | |
|----|---------|
| 1a | 90,800. |
| 1b | |
| 2 | |
| 3a | |
| 3b | |
| 4 | 90,800. |
| 5 | |
| 6 | 90,800. |

b Cash distribution test (attach the required schedule)

4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4

5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income.
 Enter 1% of Part I, line 27b (see instructions)

6 **Adjusted qualifying distributions** Subtract line 5 from line 4

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

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2011 | (c) 2011 | (d) 2012 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | 91,633. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | 91,335. |
| a Enter amount for 2011 only | | | | |
| b Total for prior years. 20 ___, 20 ___, 20 ___ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | |
| a From 2007 | | | | |
| b From 2008 | | | | |
| c From 2009 | | | | |
| d From 2010 | | | | |
| e From 2011 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 90,800. | | | | 90,800. |
| a Applied to 2011, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required – see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required – see instructions) | 0. | | | |
| d Applied to 2012 distributable amount | | | | 0. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 | 0. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| 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 | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount – see instructions | | 0. | | |
| e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions | | | 535. | |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 | | | | 91,633. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | 0. | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) | 0. | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008 | | | | |
| b Excess from 2009 | | | | |
| c Excess from 2010 | | | | |
| d Excess from 2011 | | | | |
| e Excess from 2012 | | | | |

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

N/A

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

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) | | | | |
| <i>a Paid during the year</i> | | | | |
| Total | | | | ► 3a |
| <i>b Approved for future payment</i> | | | | |
| Total | | | | ► 3b |

Part XVI-A Analysis of Income-Producing Activities

| | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|--|---------------------------|---------------|--------------------------------------|---------------|--|
| | (a) Business code | (b) Amount | (c) Exclu- sion 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 | 492. | |
| 4 Dividends and interest from securities | | | 14 | 44,195. | |
| 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 | | | | | 43,105. |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue. | | | | | |
| a <u>KINDER MORGAN K-1</u> | 211110 | -4,951. | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | -4,951. | | 44,687. | 43,105. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | | 13 82,841. |

Part XVIB Relationship of Activities to the Accomplishment of Exempt Purposes

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

| | Yes | No |
|---------|-----|----|
| 1 a (1) | | X |
| 1 a (2) | | X |
| 1 b (1) | | X |
| 1 b (2) | | X |
| 1 b (3) | | X |
| 1 b (4) | | X |
| 1 b (5) | | X |
| 1 b (6) | | X |
| 1 c | | X |

d If the answer to any of the above is 'Yes,' complete the following schedule. Column(b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column(d) the value of the goods, other assets, or services received

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|--------------------|----------------------------|--|---|
| N/A | | | |
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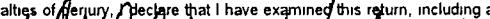
2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule.

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| N/A | | |
| | | |
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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Sign Here  **4/20/13** ► **Director**

May the IRS discuss this return with the preparer shown below (see instructions)? **1d**

4/2a/13 ► Director

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

| | | | | | | |
|---------------------------------------|---|------------------------|------------------------|---|---|------|
| Signature of officer or trustee | | Date | File | <input checked="" type="checkbox"/> Yes | No | |
| Paid Preparer Use Only | Print/Type preparer's name | | Preparer's signature | Date | Check <input type="checkbox"/> if self employed | PTIN |
| | SANDRA M TRAPP, CPA | | <i>Sandra M. Trapp</i> | 7/24/13 | P01269503 | |
| | Firm's name | ► Frost Brown Todd LLC | | | Firm's EIN ► 61-0722001 | |
| Firm's address | ► 3300 Great American Tower, 301 E. 4th St. Cincinnati, OH 45202 | | | Phone no | (513) 651-6800 | |

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Form 990-PF (2012)

WILLIAM R DALLY FOUNDATION

20-2505429

Statement 1
Form 990-PF, Part I, Line 11
Other Income

| | (a) Revenue per Books | (b) Net Investment Income | (c) Adjusted Net Income |
|-------------------|-----------------------------|------------------------------------|-------------------------------|
| KINDER MORGAN K-1 | \$ -4,951. | | |
| Total | \$ <u>-4,951.</u> | \$ <u>0.</u> | \$ <u>0.</u> |

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

| | (a) Expenses Per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|----------------------|------------------------------|------------------------------------|-------------------------------|-------------------------------|
| FBT | \$ 3,960. | \$ 3,960. | | |
| LESS: T/E ALLOCATION | -533. | -533. | | |
| Total | \$ <u>3,427.</u> | \$ <u>3,427.</u> | \$ <u>0.</u> | \$ <u>0.</u> |

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

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|--------------------------------|------------------------------|------------------------------------|-------------------------------|-------------------------------|
| INVESTMENT FEES | \$ 4,599. | \$ 4,599. | | |
| LESS: T/E ALLOCATION | -1,547. | -1,547. | | |
| LESS: T/E ALLOCATION | -619. | -619. | | |
| TRUSTEE FEES (NORTH SIDE BANK) | 11,496. | 11,496. | | |
| Total | \$ <u>13,929.</u> | \$ <u>13,929.</u> | \$ <u>0.</u> | \$ <u>0.</u> |

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

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|----------------------------------|------------------------------|------------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAX PAID/NORTH SIDE BANK | \$ 71. | \$ 71. | | |
| TREASURER ST OF OHIO | 200. | 200. | | |
| Total | \$ <u>271.</u> | \$ <u>271.</u> | \$ <u>0.</u> | \$ <u>0.</u> |

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|-----------|------------------------------|------------------------------------|-------------------------------|-------------------------------|
| INSURANCE | \$ 892. | \$ 892. | \$ 0. | \$ 0. |
| Total | <u>\$ 892.</u> | <u>\$ 892.</u> | <u>\$ 0.</u> | <u>\$ 0.</u> |

Statement 6
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Cash Grants and Allocations

| | |
|---------------------------------|--|
| Class of Activity: | VETERANS CEMETERY |
| Donee's Name: | CENTER FOR GREAT NEIGHBORHOODS/LINDEN GR |
| Donee's Address: | 1650 RUSSELL ST COVINGTON, KY 41011 |
| Relationship of Donee: | NONE |
| Organizational Status of Donee: | 501(C) (3) |
| Amount Given: | \$ 2,000. |
| Class of Activity: | ABUSE ASSISTANCE |
| Donee's Name: | THE HOPE OF SURVIVORS |
| Donee's Address: | P O BOX 27 EFFINGHAM, IL 62401 |
| Relationship of Donee: | NONE |
| Organizational Status of Donee: | 501(C) (3) |
| Amount Given: | 11,000. |
| Class of Activity: | HSG, FOOD ABUSED CHILDREN |
| Donee's Name: | ONE WAY FARM OF FAIRFIELD |
| Donee's Address: | 6131 RIVER RD FAIRFIELD, OH 45014 |
| Relationship of Donee: | NONE |
| Organizational Status of Donee: | 501(C) (3) |
| Amount Given: | 11,000. |
| Class of Activity: | CHILDREN CLOTHING, ASSIST |
| Donee's Name: | ASSISTANCE LEAGUE OF CINCINNATI |
| Donee's Address: | 1057 META DR CINCINNATI, OH 45237 |
| Relationship of Donee: | NONE |
| Organizational Status of Donee: | 501(C) (3) |
| Amount Given: | 10,000. |
| Class of Activity: | CHILDREN & FAMILY SHELTER |
| Donee's Name: | RONALD McDONALD HOUSE OF GRT CINTI |
| Donee's Address: | 350 ERKENBRECHER AVE CINCINNATI, OH 45229 |
| Relationship of Donee: | NONE |
| Organizational Status of Donee: | 501(C) (3) |
| Amount Given: | 6,000. |
| Class of Activity: | EDUCATION MINORITY STUDEN |
| Donee's Name: | QUEEN CITY FOUNDATION |
| Donee's Address: | 3800 VICTORY PKWY |

WILLIAM R DALLY FOUNDATION

20-2505429

Statement 6 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

| | |
|---------------------------------|--|
| Relationship of Donee: | CINCINNATI, OH 45207 |
| Organizational Status of Donee: | NONE |
| Amount Given: | \$ 3,200. |
| Class of Activity: | EDUCATION |
| Donee's Name: | UC FOUNDATION |
| Donee's Address: | 51 GOODMAN DRIVE CINCINNATI, OH 45219 |
| Relationship of Donee: | NONE |
| Organizational Status of Donee: | 501(C) (3) |
| Amount Given: | 23,000. |
| Class of Activity: | SICK CHILDREN |
| Donee's Name: | A KID AGAIN, INC. |
| Donee's Address: | 8595 BEECHMONT AVENUE, SUITE 301 CINCINNATI, OH 45255 |
| Relationship of Donee: | NONE |
| Organizational Status of Donee: | 501(C) (3) |
| Amount Given: | 10,000. |
| Class of Activity: | DISABLED PERSONS |
| Donee's Name: | ROMANIAN HANDICAPPED MINISTRIES INC. |
| Donee's Address: | 5910 PRICE ROAD MILFORD, OH 45150 |
| Relationship of Donee: | NONE |
| Organizational Status of Donee: | 501(C) (3) |
| Amount Given: | 3,000. |
| Class of Activity: | EDUCATION |
| Donee's Name: | CINCINNATI CHRISTIAN UNIVERSITY |
| Donee's Address: | 2700 GLENWAY AVENUE CINCINNATI, OH 45204 |
| Relationship of Donee: | NONE |
| Organizational Status of Donee: | 501(C) (3) |
| Amount Given: | 2,500. |
| Class of Activity: | EDUCATION |
| Donee's Name: | WINGATE UNIVERSITY |
| Donee's Address: | 220 NORTH CAMDEN ROAD WINGATE, NC 28174 |
| Relationship of Donee: | NONE |
| Organizational Status of Donee: | 501(C) (3) |
| Amount Given: | 4,100. |
| Class of Activity: | EDUCATION |
| Donee's Name: | LASALLE HIGH SCHOOL |
| Donee's Address: | 3091 N BEND ROAD CINCINNATI, OH 45239 |
| Relationship of Donee: | NONE |
| Organizational Status of Donee: | 501(C) (3) |
| Amount Given: | 5,000. |

Total \$ 90,800.

Statement 7**Form 990-PF, Part II, Line 10a****Investments - U.S. and State Government Obligations**

| <u>State/Municipal Obligations</u> | <u>Valuation Method</u> | <u>Book Value</u> | <u>Fair Market Value</u> |
|------------------------------------|-------------------------|---------------------------|---------------------------|
| 25,000 ASHTABULA, OH | Cost | \$ 0. | \$ 0. |
| 40,000 BARDSTOWN, KY | Cost | 0. | 0. |
| 50,000 CLERMONT CNTY, OH | Cost | 51,256. | 50,000. |
| 50,000 MADEIRA, OH | Cost | 50,125. | 54,709. |
| 15,000 OHCAPCORP-FHA SEC 8 HSG | Cost | 0. | 0. |
| 8000 OHCAP CORP FHA SEC 8 HSG | Cost | 8,082. | 8,007. |
| | | <u>\$ 109,463.</u> | <u>\$ 112,716.</u> |
| Total | | <u>\$ 109,463.</u> | <u>\$ 112,716.</u> |

Statement 8**Form 990-PF, Part II, Line 10b****Investments - Corporate Stocks**

| <u>Corporate Stocks</u> | <u>Valuation Method</u> | <u>Book Value</u> | <u>Fair Market Value</u> |
|---------------------------------|-------------------------|-------------------|--------------------------|
| BRISTOL-MYERS SQUIBB 2688 | Cost | \$ 80,882. | \$ 87,602. |
| COLGATE PALMOLIVE 400 | Cost | 26,680. | 41,816. |
| FIFTH THIRD BANCORP 6345 | Cost | 268,552. | 96,444. |
| US BANCORP 1000 SHS | Cost | 34,530. | 31,940. |
| TRANSOCEAN 265 | Cost | 20,089. | 11,835. |
| AFLAC 480 | Cost | 20,360. | 25,498. |
| AT&T 778 | Cost | 20,025. | 26,226. |
| ALTRIA GROUP 1079 | Cost | 20,154. | 33,924. |
| CISCO SYSTEMS 930 | Cost | 20,049. | 18,274. |
| CITIGROUP 500 | Cost | 18,173. | 19,780. |
| DUKE ENERGY 438 | Cost | 20,103. | 27,944. |
| EXXON MOBIL 290 | Cost | 20,050. | 25,100. |
| GENERAL ELECTRIC 1737 | Cost | 20,166. | 36,460. |
| HEINZ 573 | Cost | 20,032. | 33,051. |
| HUNTINGTON BANC 2900 | Cost | 15,230. | 18,531. |
| INTEL 1063 | Cost | 20,269. | 21,919. |
| JOHNSON & JOHNSON 334 | Cost | 19,969. | 23,413. |
| KEYCORP 2000 | Cost | 14,926. | 16,840. |
| MICROSOFT 1054 | Cost | 20,068. | 28,152. |
| NEWS CORP 1545 | Cost | 0. | 0. |
| REGIONS FIN'L 2000 | Cost | 13,012. | 14,260. |
| SYNOVOUS FIN'L 5000 | Cost | 12,404. | 12,250. |
| 3 M CO 266 | Cost | 20,080. | 24,698. |
| APPLE INC 60 | Cost | 11,968. | 31,930. |
| APPLIED MATERIALS INC 1600 | Cost | 20,126. | 18,304. |
| BANK OF AMERICA 1775 | Cost | 20,231. | 20,608. |
| BOEING COMPANY 332 | Cost | 20,009. | 25,020. |
| CHEVRON CORPORATION 495 | Cost | 40,047. | 53,529. |
| CINCINNATI FINL CORP 672 | Cost | 20,005. | 26,316. |
| DU PONT E I DE NEMOURS & CO 518 | Cost | 20,072. | 23,299. |
| USX MARATHON GROUP COM NEW 620 | Cost | 11,978. | 19,009. |
| MARSH MCLENNAN 917 | Cost | 20,073. | 31,609. |
| MERCK & COMPANY INC 533 | Cost | 20,025. | 21,821. |
| PAYCHEX INC 642 | Cost | 20,037. | 19,966. |
| TIME WARNER INC NEW 673 | Cost | 20,061. | 32,190. |

Statement 8 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

| <u>Corporate Stocks</u> | <u>Valuation Method</u> | <u>Book Value</u> | <u>Fair Market Value</u> |
|----------------------------------|-------------------------|----------------------|--------------------------|
| UNITED HEALTH GROUP 444 | Cost | \$ 18,019. | \$ 24,083. |
| STAPLES INC COM 864 | Cost | 20,026. | 9,850. |
| LOWES COS INC COM 693 | Cost | 17,557. | 24,615. |
| KELLOGG CO COM 386 | Cost | 20,012. | 21,558. |
| NOBLE CORPORATION 1085 | Cost | 40,054. | 37,780. |
| SINCLAIR BROADCAST GROUP 1800 | Cost | 20,177. | 22,716. |
| NORFOLK SOUTHER CORP 300 | Cost | 19,912. | 18,552. |
| KINDER MORGAN ENERGY PARTNER 262 | Cost | 11,214. | 20,905. |
| ISHARES CANADA INDEX 592 | Cost | 20,061. | 16,813. |
| CVB FINANCIAL CORP 1000 | Cost | 9,578. | 10,400. |
| PFIZER INC COM 1000 | Cost | 20,228. | 25,079. |
| ORACLE CORP COM 287 | Cost | 10,019. | 9,563. |
| UNITED COMMUNITY BANKS 800 | Cost | 10,680. | 7,552. |
| GOOGLE | Cost | 0. | 0. |
| SUPERVALUE 7000 | Cost | 33,914. | 17,290. |
| APACHE CORP 258 | Cost | 19,956. | 20,253. |
| METLIFE 523 | Cost | 19,894. | 17,228. |
| | Total | <u>\$ 1,301,736.</u> | <u>\$ 1,303,795.</u> |

Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

| <u>Other Investments</u> | <u>Valuation Method</u> | <u>Book Value</u> | <u>Fair Market Value</u> |
|--|-------------------------|--------------------|--------------------------|
| POWERSHARES BUILD AMERICA ETF 980 | Cost | \$ 25,152. | \$ 29,635. |
| | Total Other Investments | <u>\$ 25,152.</u> | <u>\$ 29,635.</u> |
| <u>Other Securities</u> | | | |
| PUTNAM DIVERSIFIED INC CLASS A2814.621 | Cost | 22,692. | 21,870. |
| PIMCO COMMODITY REAL RET STRAT FD CL A | Cost | 56,892. | 41,976. |
| PIMCO REAL RETURN CLASS A 2438.669 | Cost | 27,812. | 29,922. |
| | Total Other Securities | <u>\$ 107,396.</u> | <u>\$ 93,768.</u> |
| | Total | <u>\$ 132,548.</u> | <u>\$ 123,403.</u> |

Statement 10
Form 990-PF, Part III, Line 3
Other Increases

| | |
|--|-----------------|
| RETURN OF PRINCIPAL TAX EXEMPT INCOME | \$ 1,031. |
| | 6,952. |
| | Total \$ 7,983. |

WILLIAM R DALLY FOUNDATION

20-2505429

Statement 11
Form 990-PF, Part III, Line 5
Other Decreases

EXPENSES ALLOCATED TO T/E INTEREST \$ 2,699.
 IRS ESTIMATED PAYMENTS 485.
 Total \$ 3,184.

Statement 12
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

| Item | (a) Description | (b) How Acquired | (c) Date Acquired | (d) Date Sold |
|------|-----------------------------------|------------------|-------------------|---------------|
| 1 | 310 MARATHON | Purchased | 1/12/2010 | 3/13/2012 |
| 2 | 40,000 BARDSTOWN KY SDR RDM | Purchased | 8/19/2002 | 6/04/2012 |
| 3 | 2000 OHCAP CORP FHA SCE 8 HSG RDM | Purchased | 12/28/2001 | 7/03/2012 |
| 4 | .3333 DUKE ENERGY | Purchased | 2/10/2009 | 7/24/2012 |
| 5 | 1545 NEWSCORP | Purchased | 8/12/2009 | 7/30/2012 |
| 6 | 20 APPLE INC | Purchased | 1/22/2010 | 9/13/2012 |
| 7 | 10 GOOGLE INC | Purchased | 6/22/2011 | 9/26/2012 |
| 8 | 40 GOOGLE INC | Purchased | 6/22/2011 | 10/09/2012 |
| 9 | 50 UNITED HEALTH GROUP | Purchased | 1/25/2011 | 10/23/2012 |
| 10 | 100 LOWE'S CO | Purchased | 1/25/2011 | 10/23/2012 |
| 11 | 25,000 ASTABULA ARE OH CITY RDM | Purchased | 9/09/2002 | 12/04/2012 |
| 11 | Capital Gain Dividends | | | |

| Item | (e) Gross Sales | (f) Deprec. Allowed | (g) Cost Basis | (h) Gain (Loss) | (i) FMV 12/31/69 | (j) Adj. 12/31/69 Bas. | (k) Excess (i) - (j) | (l) Gain (Loss) |
|------|-----------------|---------------------|----------------|-----------------|------------------|------------------------|----------------------|-------------------|
| 1 | 13,240. | | 8,103. | 5,137. | | | | \$ 5,137. |
| 2 | 40,000. | | 40,385. | -385. | | | | -385. |
| 3 | 2,000. | | 2,021. | -21. | | | | -21. |
| 4 | 22. | | 15. | 7. | | | | 7. |
| 5 | 34,490. | | 20,178. | 14,312. | | | | 14,312. |
| 6 | 13,532. | | 3,990. | 9,542. | | | | 9,542. |
| 7 | 7,328. | | 4,911. | 2,417. | | | | 2,417. |
| 8 | 30,218. | | 19,642. | 10,576. | | | | 10,576. |
| 9 | 2,799. | | 2,030. | 769. | | | | 769. |
| 10 | 3,285. | | 2,534. | 751. | | | | 751. |
| 11 | 25,000. | | 25,000. | 0. | | | | 0. |
| | | | | | | | Total | \$ <u>43,105.</u> |