Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
BUILDING HEALTHY LIVES FOUNDATION

A Employer identification number
30-0214078

Number and street (or P O box number if mail is not delivered to street address) Room/suite
625 EDEN PARK DRIVE SUITE 200

B Telephone number (see instructions)
(513) 419-6587

City or town, state, and ZIP code
CINCINNATI, OH 45202

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 43,945,859

J Accounting method ☐ Cash ☑ Accrual
☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	341,883			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	46	46		
	4	Dividends and interest from securities.	838,428	838,428		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	1,620,242			
	b	Gross sales price for all assets on line 6a 7,316,179				
	7	Capital gain net income (from Part IV, line 2) . . .		1,620,673		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	13,480	0		
	12	**Total.** Add lines 1 through 11	2,814,079	2,459,147		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	345,140	0		189,069
	14	Other employee salaries and wages	228,025	0		228,025
	15	Pension plans, employee benefits	83,776	0		80,944
	16a	Legal fees (attach schedule).				
	b	Accounting fees (attach schedule).				
	c	Other professional fees (attach schedule)	30,306	0		16,500
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	23,565	0		0
	19	Depreciation (attach schedule) and depletion . . .	17,223	0		
	20	Occupancy				
	21	Travel, conferences, and meetings	7,110	0		5,576
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,942,094	102,636		1,685,733
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,677,239	102,636		2,205,847
	25	Contributions, gifts, grants paid.	430,425			430,425
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,107,664	102,636		2,636,272
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-293,585			
	b	**Net investment income** (if negative, enter -0-)		2,356,511		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

For Paperwork Reduction Act Notice, see instructions. Cat No 11289X

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	52,396	41,501	41,501
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 110,261			
		Less allowance for doubtful accounts ▶	50,969	110,261	110,261
	4	Pledges receivable ▶ 90,897			
		Less allowance for doubtful accounts ▶		90,897	90,897
	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	970	500	500
	9	Prepaid expenses and deferred charges	22,194	32,864	32,864
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	38,059,360	37,594,954	43,515,975
	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)			
	14	Land, buildings, and equipment basis ▶ 348,079			
		Less accumulated depreciation (attach schedule) ▶ 328,960	28,153	19,119	19,119
	15	Other assets (describe ▶)	100,670	134,742	134,742
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	38,314,712	38,024,838	43,945,859
Liabilities	17	Accounts payable and accrued expenses	96,273	67,897	
	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 ▶)	157,584	189,671	
	23	**Total liabilities** (add lines 17 through 22)	253,857	257,568	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	38,060,855	37,767,270	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	38,060,855	37,767,270	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	38,314,712	38,024,838	

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	38,060,855
2	Enter amount from Part I, line 27a	2	-293,585
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	37,767,270
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	37,767,270

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	1,620,673
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	

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))
2011	2,576,889	42,868,934	0 060111
2010	2,212,220	40,120,935	0 055139
2009	1,528,745	30,141,000	0 050720
2008	0	29,059,716	0 000000
2007	0	0	0 000000

2	**Total** of line 1, column (d).	2	0 165970
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 033194
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	42,007,483
5	Multiply line 4 by line 3.	5	1,394,396
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	23,565
7	Add lines 5 and 6.	7	1,417,961
8	Enter qualifying distributions from Part XII, line 4.	8	2,636,272

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☑ and enter 1% of Part I, line 27b			**1**	23,565
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**	0
3	Add lines 1 and 2			**3**	23,565
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			**4**	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			**5**	23,565
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	**6a**	23,112		
b	Exempt foreign organizations—tax withheld at source	**6b**			
c	Tax paid with application for extension of time to file (Form 8868)	**6c**	453		
d	Backup withholding erroneously withheld	**6d**			
7	Total credits and payments Add lines 6a through 6d			**7**	23,565
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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**	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			**10**	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**Refunded** ▶		**11**	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	**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)?	**1b**		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 ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	**2**		No
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? *If "Yes," attach the statement required by General Instruction T.*	**5**		No
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?	**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 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *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 instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW CLEVERCRAZES COM

14 The books are in care of ▶DIANNE DUNKELMAN Telephone no ▶(513) 419-6587

Located at ▶625 EDEN PARK DRIVE SUITE 200 CINCINNATI OH ZIP+4 ▶45202

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 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?	16		No

See 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
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? ☐ 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 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 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.).*	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 2012?	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))? ☐ **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**

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)? **5b**

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?. . . . . ☐ **Yes** ☐ **No**

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?. . . . **6b** **No**

If "Yes" to 6b, file Form 8870.

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

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 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
See Additional Data Table				

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
WILDA D SHAFFER 625 EDEN PARK DRIVE SUITE 200 CINCINNATI,OH 45202	SR DIR FINANCE 40 00	104,486	9,706	0
KATHERINE KATRAK 625 EDEN PARK DRIVE SUITE 200 CINCINNATI,OH 45202	SR ACCOUNTANT 40 00	85,000	13,924	0

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
CUSTOMIZED COMMUNICATIONS 3407 AVENUE E EAST ARLINGTON,TX 76011	PRODUCE AND PRINT MATERIALS FOR TEACHER FREE STORE	1,202,844
FOURTH STREET PERFORMANCE PARTNERS 211 GARRARD STREET COVINGTON,KY 41011	INVESTMENT MANGEMENT FEES	102,636
LAMSON DESIGN INC 4410 BRAZEE ST 2ND FLR CINCINNATI,OH 45209	GRAPHIC DESIGN WEBSITE	93,091
CIRRUS ABS 3213 STELLHORN ROAD FORT WAYNE,IN 46815	DEVELOP AND MAINTAIN WEBSITE	88,500
I SYSTEMS 7905 BLACKHAWK COURT SUITE B WEST CHESTER,OH 45069	COMPUTER AND IT CONSULTANT	66,762
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 MATERIALS FOCUSED ON NUTRITION, FITNESS, RECYCLING TO IMPROVE ENVIRONMENTAL SUSTAINABILITY, SELF ESTEEM, ANTI-BULLYING,AND AND ENHANCHING CRITICAL THINKING THROUGH MUSIC	2,205,847
2 COMMUNITY INVESTMENT	430,425
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	0
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	0

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**	42,035,233
b	Average of monthly cash balances			**1b**	611,958
c	Fair market value of all other assets (see instructions)			**1c**	0
d	**Total** (add lines 1a, b, and c)			**1d**	42,647,191
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			**2**	0
3	Subtract line 2 from line 1d			**3**	42,647,191
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			**4**	639,708
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			**5**	42,007,483
6	**Minimum investment return.** Enter 5% of line 5			**6**	2,100,374

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

1	Minimum investment return from Part X, line 6			**1**	2,100,374
2a	Tax on investment income for 2012 from Part VI, line 5	**2a**	23,565		
b	Income tax for 2012 (This does not include the tax from Part VI)	**2b**			
c	Add lines 2a and 2b			**2c**	23,565
3	Distributable amount before adjustments Subtract line 2c from line 1			**3**	2,076,809
4	Recoveries of amounts treated as qualifying distributions			**4**	0
5	Add lines 3 and 4			**5**	2,076,809
6	Deduction from distributable amount (see instructions)			**6**	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			**7**	2,076,809

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**	2,636,272
b	Program-related investments—total from Part IX-B	**1b**	0
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**	2,636,272
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	**5**	23,565
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	**6**	2,612,707

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					2,076,809
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0	
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	262,493				
f **Total** of lines 3a through e		262,493			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 2,636,272					
a Applied to 2011, but not more than line 2a				0	
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					2,076,809
e Remaining amount distributed out of corpus		559,463			
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		821,956			
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				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
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		821,956			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010					
d Excess from 2011	262,493				
e Excess from 2012	559,463				

Part XIV Private Operating Foundations (see 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 2012, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(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 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))

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 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

DIANNE DUNKELMAN
625 EDEN PARK DRIVE SUITE 200
CINCINNATI,OH 45202
(513) 419-6587

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

REQUESTS AND SUGGESTIONS FOR GRANTS IN SUPPORT OF PROGRAMS THAT FOCUS ON ENHANCING THE ACADEMIC EXCELLENCE, THE HEALTH AND LIVES OF FAMILIES ARE RECEIVED AND REVIEWED BY DIANNE DUNKELMAN, IN CONSULTATION WITH APPROPRIATE VOLUNTEER DIRECTORS AND ADVISORS, WITH THE FINAL DECISION AS TO FUNDING AND THE AMOUNT THEREOF BEING MADE BY MANAGEMENT WITHIN THE CONSTRAINTS OF THE ANNUAL BUDGET ADOPTED BY THE BOARD OF DIRECTORS

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				430,425
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	46	
4 Dividends and interest from securities. . . .			14	838,428	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	1,620,673	-431
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a MISCELLANEOUS			01	13,480	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		2,472,627	-431

13 Total. Add line 12, columns (b), (d), and (e). 13 2,472,196

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
8	FIXED ASSET DISPOSAL

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

		Yes	No
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	**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**

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

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

Sign Here

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

******	2013-11-11	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
GREGORY A DEYHLE	GREGORY A DEYHLE			P00341594

Firm's name ▶ MELLOTT & MELLOTT PLL

Firm's EIN ▶ 31-6063298

Firm's address ▶ 312 ELM STREET - SUITE 1250
CINCINNATI, OH 45202

Phone no (513) 241-2940

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)
2570 SHS ISHARES IBOXX INVESTOP	P		
18995 6617 SHS ISHARES TR BARCLAYS TIPS	P		
4830 SHS S P D R S&P 500 ETF TR	P		
4015 SHS S P D R S&P MIDCAP 400 ETF	P		
4279 219 SHS AMERICAN FD EUROPACIFIC	P		
5108 557 SHS DODGE & COX INTL STOCK	P		
2805 541 SHS HARBOR INTERNATIONAL	P		
4155 SHS ISHARES S&P MIDCAP 400	P		
6855 SHS ISHARES S&P SMCAP GROWTH	P		
7605 SHS ISHARES S&P 500 GROWTH	P		
5465 SHS ISHARES S&P 500 VALUE	P		
7315 SHS ISHARES TR COHEN & STEER	P		
CAPITAL GAINS DIVIDENDS	P		

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)
299,983		269,031	30,952
2,309,622		1,933,636	375,986
651,541		633,317	18,224
697,415		579,508	117,907
160,000		151,998	8,002
159,950		152,608	7,342
159,950		138,636	21,314
420,614		230,914	189,700
561,100		373,514	187,586
562,610		389,208	173,402
334,774		312,714	22,060
574,953		530,422	44,531
423,667			423,667

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	
			30,952
			375,986
			18,224
			117,907
			8,002
			7,342
			21,314
			189,700
			187,586
			173,402
			22,060
			44,531
			423,667

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
DIANNE DUNKELMAN 625 EDEN PARK DRIVE SUITE 200 CINCINNATI, OH 45202	PRESIDENT 40 00	345,140	48,867	0
PATRICIA SMITSON 625 EDEN PARK DRIVE SUITE 200 CINCINNATI, OH 45202	DIRECTOR 1 00	0	0	0
LORRENCE KELLAR 625 EDEN PARK DRIVE SUITE 200 CINCINNATI, OH 45202	SECRETARY 1 00	0	0	0
GUY M HILD 625 EDEN PARK DRIVE SUITE 200 CINCINNATI, OH 45202	DIRECTOR 1 00	0	0	0
SANDRA LOBERT 625 EDEN PARK DRIVE SUITE 200 CINCINNATI, OH 45202	DIRECTOR 1 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
BUTTE COUNTY OFFICE OF EDUCATION 1859 BIRD STREET OROVILLE,CA 95965		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	600
CARPINTERIA UNIFIED SCHOOL DISTRICT 1400 LINDEN AVENUE CARPINTERIA,CA 93013		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100
CENTRAL MIDDLE SCHOOL 13200 PEARL ROAD STRONGSVILLE,OH 44136		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	3,250
CINCINNATI CHRISTIAN SCHOOLS 7350 DIXIE HIGHWAY FAIRFIELD,OH 45014		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	2,750
CINCINNATI PUBLIC SCHOOLS COLLEGE HILL FUNDAMENTAL ACADEMY 1625 CEDAR AVENUE CINCINNATI,OH 45224		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	500
CINCINNATI PUBLIC SCHOOLS DATER MONTESSORE ELEMENTARY 2840 BOUDINOT AVENUE CINCINNATI,OH 45238		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	1,500
CINCINNATI PUBLIC SCHOOLS ROSELAWN CONDON ELEMENTARY 1594 SUMMIT ROAD CINCINNATI,OH 45237		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	750
CINCINNATI PUBLIC SCHOOLS SAYLER PARK ELEMENTARY 6700 HOME CITY AVENUE CINCINNATI,OH 45233		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	500
CORNERSTONE CHRISTIAN ACADEMY PO BOX 12824 CINCINNATI,OH 45212		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	500
CUYAHOGA HEIGHTS ELEMENTARY 4880 EAST 71ST STREET CLEVELAND,OH 44125		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSEGENERAL CHARITABLE PURPOSE	250
DALLAS COUNTY R-1 SCHOOL DISTRICT 209 WEST COMMERCIAL BUFFALO,MO 65622		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100
EDEN GROVE ACADEMY 6277 COLLEGEVUE PL CINCINNATI,OH 45224		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	750
ENTERPRISE ELEMENTARY SCHOOL DISTRICT 1155 MISTLETOE LANE REDDING,CA 96002		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	700
ENTERPRISE ELEMENTARY SCHOOL DISTRICT ACE AFTER-SCHOOL PROGRAM 2301 SATURN SKYWAY REDDING,CA 96002		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	300
GATEWAY UNIFIED SCHOOL DISTRICT 4471 MOUNTAIN LAKE BLVD REDDING,CA 96003		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
GOODRIDGE ELEMENTARY SCHOOL 3330 COUGAR PATH ROAD HEBRON, KY 41048		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	500
HIGHLAND ASES PROGRAM HIGHLAND ELEMENTARY SCHOOL 430 VENICE WAY INGLEWOOD, CA 90302		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100
IUSD AFTER SCHOOL PROGRAM 401 S INGLEWOOD AVENUE INGLEWOOD, CA 90301		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100
IMAGINE LIFE SCIENCE 4950 W 34TH STREET INDIANAPOLIS, IN 46254		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	500
JOHN PAUL II CATHOLIC SCHOOL 9375 WINTON ROAD CINCINNATI, OH 45231		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	2,250
KIDS CAMPUS YOUTH CENTER 4316 PECK ROAD EL MONTE, CA 91732		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	300
LA'S BEST 711 E 14TH PLACE LOS ANGELES, CA 90021		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	4,200
MCMANUS ELEMENTARY SCHOOL 988 EAST AVE CHICO, CA 95926		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100
NELSON COUNTY BOARD OF EDUCATION 288 WILDCAT LANE BARDSTOWN, KY 40004		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100
OAK HILL MIDDLEHIGH SCHOOL 5063 STATE ROUTE 63 OAK HILL, OH 45656		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	200
PARAMOUNT CITY OF STAR AFTERSCHOOL PROGRAM 15300 DOWNEY AVENUE PARAMOUNT, CA 90723		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	9,500
PLEASANT LOCAL SCHOOL DISTRICT 1107 OWENS ROAD WEST MARION, OH 43302		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	500
ROTHER ELEMENTARY 795 HARTNELL AVENUE REDDING, CA 96002		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	500
ST ALOYSIUS ON THE OHIO 6207 PORTAGE STREET CINCINNATI, OH 45233		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	3,000
SAMUEL FIELD YM & YWHA INC 58-20 LITTLE NECK PARKWAY LITTLE NECK, NY 11362		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
SBCUSDCAPS 1535 W HIGHLAND AVENUE SAN BERNIDINO, CA 92411		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100
SPE FUND 231 CLARK RD CINCINNATI, OH 45215		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	1,000
TASSEL 800 MAIN STREET TULELAKE, CA 96134		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	700
TEHAMA COUNTY DEPT OF EDUCATION PO BOX 689 RED BLUFF, CA 96080		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	200
THINK TOGETHER GEDDES ELEMENTARY SCHOOL 14600 CAVETTE PLACE BALDWIN PARK, CA 91706		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	500
THINK TOGETHER WALNUT ELEMENTARY 4701 N WALNUT STREET BALDWIN PARK, CA 71706		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100
TRINIDAD UNION SCHOOL DISTRICT DRAWER 3030 TRINIDAD, CA 95570		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100
YMCA OF GREATER CINCINNATI COMMUNITY SERVICES 1105 ELM STREET CINCINNATI, OH 45210		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100
ALLIANCE FOR LEADERSHIP PO BOX 23272 CINCINNATI, OH 45223		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	500
AMERICAN HEART ASSOCIATION PO BOX 163549 COLUMBUS, OH 43216		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	300
AMERICAN RED CROSS 2111 DANA AVENUE CINCINNATI, OH 45207		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	1,000
ART WORKS 20 E CENTRAL AVENUE CINCINNATI, OH 45202		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	50
BREAKTHROUGH CINCINNATI 6905 GIVEN ROAD CINCINNATI, OH 45243		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	2,500
BRIDGES FOR A JUST COMMUNITY 430 READING ROAD - 4TH FLOOR CINCINNATI, OH 45202		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	195
CC PRO SCAN FUND 5400 KENNEDY AVENUE CINCINNATI, OH 45213		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
CCIM EDUCATION FOUNDATION 430 N MICHIGAN AVENUE SUITE 801 CHICAGO,IL 60611		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	250
CENTRAL CLINIC 311 ALBERT SABIN WAY CINCINNATI,OH 45229		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	5,100
CET 1223 CENTRAL PARKWAY CINCINNATI,OH 45214		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	11,000
CHAMBER MUSIC CINCINNATI 625 10TH AVENUE DAYTON,KY 41074		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	2,500
CHILDREN'S HOME OF NORTHERN KENTUCKY 200 HOME ROAD COVINGTON,KY 41011		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	150
CILO 2031 AUBURN AVENUE CINCINNATI,OH 45219		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	35
CINCINNATI ANTIQUES FESTIVAL 4740 HILLTOP LANE CINCINNATI,OH 45243		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	175
CINCINNATI ART MUSEUM 953 EDEN PARK DRIVE CINCINNATI,OH 45202		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	5,035
CINCINNATI BALLET 1555 CENTRAL PARKWAY CINCINNATI,OH 45214		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	15,000
CINCINNATI CHILDREN'S HOSPITAL 3333 BURNET AVENUE CINCINNATI,OH 45299		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	2,600
CINCINNTI DANCE MARATHON UNIVERSITY OF CINCINNATI 2614 MC MICKEN CIRCLE 210 VAN WORMER HALL CINCINNATI,OH 45221		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100
CINCINNATI MUSEUM CENTER 1301 WESTERN AVENUE CINCINNATI,OH 45203		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	5,500
CINCINNATI PARKS FOUNDATION 950 EDEN PARK DRIVE CINCINNATI,OH 45202		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	1,000
CINCINNATI STATE FOUNDATION 2520 CENTRAL PARKWAY CINCINNATI,OH 45223		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	5,000
CINCINNATI SYMPHONY ORCHESTRA 1241 ELM STREET CINCINNATI,OH 45202		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	3,175

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
CINCINNATI USA REGIONAL CHAMBER OF COMMERCE 300 CAREW TOWER 441 VINE STREET CINCINNATI, OH 45202		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	200
CINCINNATI YOUTH COLLABORATIVE 301 OAK STREET CINCINNATI, OH 45219		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	25
CINCINNATI ZOO 3400 VINE STREET CINCINNATI, OH 45220		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	750
CLEVELAND CLINIC FOUNDATION 9500 EUCLID AVENUE CLEVELAND, OH 44195		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	75,000
CONSTELLA FESTIVAL OF MUSIC AND FINE ARTS 1201 EDGECLIFF PLACE SUITE 1113 CINCINNATI, OH 45206		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	5,000
CONTEMPORARY ARTS CENTER 44 E 6TH STREET CINCINNATI, OH 45202		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	260
CYSTIC FIBROSIS FOUNDATION GREATER CINCINNATI CHAPTER 4420 CARVER WOODS DRIVE CINCINNATI, OH 45242		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	65
ENSEMBLE THEATRE OF CINCINNATI 1127 VINE STREET CINCINNATI, OH 45202		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	1,000
FRIENDS OF CCM UNIVERSITY OF CINCINNATI 225 EAST 6TH STREET CINCINNATI, OH 45202		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	200
FOUNDATION FIGHTING BLINDNESS 7168 COLUNBIA GATEWAY DRIVE SUITE 100 COLUMBIA, MD 21046		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100
GOERING CENTER - 607 CARL H LINDNER HALL PO BOX 201228 CINCINNATI, OH 45221		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100
THE HEALTH CONNECTION 1401 STEFFEN AVENUE CINCINNATI, OH 45215		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	45
HEBREW UNION COLLEGE INSTITUTION OF RELIGION 3101 CLIFTON AVENUE CINCINNATI, OH 45220		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	125
HOSPICE OF CINCINNATI 10500 MONTGOMERY ROAD CINCINNATI, OH 45242		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	2,200
INTEGRATED MEDICINE FOUNDATION INC 6400 E GALBRAITH ROAD CINCINNATI, OH 45236		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	1,050

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
JUVENILE DIABETES RESEARCH FOUNDATION 8041 HOSBROOK ROAD SUITE 422 CINCINNATI, OH 45236		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	250
LEAGUE OF WOMEN VOTERS CINCINNATI AREA EDUCATION FUND 103 WM HOWARD TAFT ROAD CINCINNATI, OH 45219		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	500
LIGHTHOUSE YOUTH SERVICES 401 EAST MCMILLAN STREET CINCINNATI, OH 45206		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	125
MAGNIFIED GIVING 209 W BENSON STREET CINCINNATI, OH 45215		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	5,000
OHIO CANCER RESEARCH ASSOCIATES CO BUCK NIEHOFF PECK SCHAFFER 201 EAST 5TH STREET SUITE 900 CINCINNATI, OH 45202		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	250
PARTNERSHIP FOR INNOVATION EDUCATION PO BOX 8722 CINCINNATI, OH 45208		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	5,000
PATTY BRISBEN FOUNDATION 161 COMMERCE BLVD LOVELAND, OH 45140		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	250
TAPCE PO BOX 157121 CINCINNATI, OH 45215		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100
TOP LADIES OF DISTINCTION INC - CINCINNATI CHAPTER 2914 SOUTHMORE BLVD PO BOX 266878 HOUSTON, TX 77207		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	2,000
YWCA OF CINCINNATI 898 WALNUT STREET CINCINNATI, OH 45202		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,715
ZONTA SERVICE FUND PO BOX 428546 CINCINNATI, OH 45242		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	2,000
UC HEALTH FOUNDATION 3200 BURNET AVENUE CINCINNATI, OH 45229		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100,000
UNIVERSITY OF CINCINNATI 2600 CLIFTON AVENUE CINCINNATI, OH 45221		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	107,050
CINCINNATI ASSOCIATION FOR THE BLIND 2045 GILBERT AVENUE CINCINNATI, OH 45202		PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	11,500
Total . . . . ▶ **3a**				430,425

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

2012

Name of the organization
BUILDING HEALTHY LIVES FOUNDATION

Employer identification number
30-0214078

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private 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 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ► $ ____________

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

Name of organization
BUILDING HEALTHY LIVES FOUNDATION

Employer identification number
30-0214078

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE KURZROK FOUNDATION PO BOX 658 GREENWICH, CT 06836	$ 3,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	CAROL ANN AND RALPH V HAILE JR FDN 425 WALNUT ST CINCINNATI, OH 45202	$ 125,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	THE SELZ FOUNDATION INC 121 EAST 73RD STREET NEW YORK, NY 10021	$ 150,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	CAROL ANN AND RALPH V HAILE JR FDN 425 WALNUT ST CINCINNATI, OH 45202	$ 61,950	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
BUILDING HEALTHY LIVES FOUNDATION

Employer identification number
30-0214078

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

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

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

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

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

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

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

Name of organization
BUILDING HEALTHY LIVES FOUNDATION

Employer identification number
30-0214078

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: BUILDING HEALTHY LIVES FOUNDATION

EIN: 30-0214078

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE FURNITURE	2009-01-01	15,624	15,624	SL	10 000000000000	0	0		
OFFICE FURNITURE	2009-01-01	122,199	111,149	SL	10 000000000000	4,544	0		
LEASEHOLD IMPROVEMENTS	2009-01-01	31,347	31,347	SL	3 000000000000	0	0		
IT EQUIPMENT AND SOFTWARE	2009-01-01	178,909	153,617	SL	3 000000000000	12,679	0		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: BUILDING HEALTHY LIVES FOUNDATION

EIN: 30-0214078

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
FIXED ASSETS		PURCHASED				8,904		0	-431	8,473

TY 2012 Investments Corporate Stock Schedule

Name: BUILDING HEALTHY LIVES FOUNDATION

EIN: 30-0214078

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS	37,594,954	43,515,975

TY 2012 Land, Etc. Schedule

Name: BUILDING HEALTHY LIVES FOUNDATION

EIN: 30-0214078

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE FURNITURE	15,624	15,624	0	
OFFICE FURNITURE	122,199	115,693	6,506	
LEASEHOLD IMPROVEMENTS	31,347	31,347	0	
IT EQUIPMENT AND SOFTWARE	178,909	166,296	12,613	

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TY 2012 Other Assets Schedule

Name: BUILDING HEALTHY LIVES FOUNDATION

EIN: 30-0214078

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEFERRED CHARGE	49,920	71,619	71,619
TRADEMARK	50,750	63,123	63,123

TY 2012 Other Expenses Schedule

Name: BUILDING HEALTHY LIVES FOUNDATION

EIN: 30-0214078

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES	24,902	0		15,931
INSURANCE	6,373	0		3,791
INVESTMENT MANAGEMENT FEES	102,636	102,636		0
MISCELLANEOUS	10,884	0		4,454
CHILDRENS PROJECT	1,620,235	0		1,620,235
PAYROLL TAXES	33,105	0		0
POSTAGE AND SHIPPING	734	0		480
OFFICE EQUIPMENT MAINTENACE AND REPAIR	61,771	0		1,679
FUNDRAISING COST	22,027	0		0
FUNDRAISING SALARY	17,257	0		0
FUNDRAISING BENEFITS	3,007	0		0
CHILDRENS PROJECTS - SALARIES	30,554	0		30,554
CHILDRENS PROJECTS - BENEFITS & PAYROLL TAXES	8,609	0		8,609

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TY 2012 Other Income Schedule

Name: BUILDING HEALTHY LIVES FOUNDATION

EIN: 30-0214078

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS	13,480		13,480

TY 2012 Other Liabilities Schedule

Name: BUILDING HEALTHY LIVES FOUNDATION

EIN: 30-0214078

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED COMPENSATION	157,584	189,671

TY 2012 Other Professional Fees Schedule

Name: BUILDING HEALTHY LIVES FOUNDATION

EIN: 30-0214078

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL SERVICES	30,306	0		16,500

TY 2012 Taxes Schedule

Name: BUILDING HEALTHY LIVES FOUNDATION

EIN: 30-0214078

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	23,565	0		0