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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

, 20

Name of foundation

GEORGE JUSTIN MUSEKAMP FDN, AGT FOR 15-6045

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

P. O. BOX 1118, ML CN-OH-W10X

City or town, state, and ZIP code

CINCINNATI, OH 45201-1118

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

A Employer identification number

31-1481411

B Telephone number (see instructions)

513- 632-2585

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 ►

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

J Accounting method:

Cash

Accrual

of year (from Part II, col (c), line

16) ► \$ 182,431.

Other (specify) _____

(Part I, column (d) must be on cash basis.)

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	4,345.	4,345.		
5a Gross rents				STMT 1
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	3,529.			
b Gross sales price for all assets on line 6a	47,063.			
7 Capital gain net income (from Part IV, line 2)		3,529.		
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)				
12 Total. Add lines 1 through 11	7,874.	7,874.		
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)	600.	NONE	NONE	600.
b Accounting fees (attach schedule)	2,649.	2,384.		265.
c Other professional fees (attach schedule)				
17 Interest	204.	61.		
18 Taxes (attach schedule) (see instructions)	STMT 5.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)	100.			100.
24 Total operating and administrative expenses.				
Add lines 13 through 23	3,553.	2,445.	NONE	965.
25 Contributions, gifts, grants paid	9,200.			9,200.
26 Total expenses and disbursements Add lines 24 and 25	12,753.	2,445.	NONE	10,165.
27 Subtract line 26 from line 12	-4,879.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0)		5,429.		
c Adjusted net income (if negative, enter -0)				

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	7,143.	1,788.	1,788.
	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 schedule) ►			
	Less allowance for doubtful accounts ►	NONE		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	STMT 7.	138,931.	132,374.
	c Investments - corporate bonds (attach schedule)			159,420.
	11 Investments - land, buildings, and equipment basis ►			
Less accumulated depreciation ► (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)	STMT 9.	12,371.	19,371.	
14 Land, buildings, and equipment basis ►			21,223.	
Less accumulated depreciation ► (attach schedule)				
15 Other assets (describe ►)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		158,445.	153,533.	
			182,431.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
23 Total liabilities (add lines 17 through 22)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	158,445.	153,533.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	158,445.	153,533.	
	31 Total liabilities and net assets/fund balances (see instructions)	158,445.	153,533.	

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	158,445.
2 Enter amount from Part I, line 27a	2	-4,879.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	153,566.
5 Decreases not included in line 2 (itemize) ► ROUNDING ADJUSTMENT	5	33.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	153,533.

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 PUBLICLY TRADED SECURITIES					
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 47,032.		43,534.	3,498.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			3,498.		
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	3,529.	
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 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	8,360.	186,963.	0.044715
2010	10,834.	186,033.	0.058237
2009	5,050.	161,684.	0.031234
2008	9,350.	210,566.	0.044404
2007	14,900.	244,400.	0.060966
2 Total of line 1, column (d)			2 0.239556
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 0.047911
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 182,185.
5 Multiply line 4 by line 3			5 8,729.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 54.
7 Add lines 5 and 6			7 8,783.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 10,165.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)		
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	54 .
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2
3	Add lines 1 and 2	3 54 .
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4 NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5 54 .
6	Credits/Payments	
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a
b	Exempt foreign organizations - tax withheld at source	6b NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c 54 .
d	Backup withholding erroneously withheld	6d
7	Total credits and payments. Add lines 6a through 6d	7 54 .
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	9
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 10	10
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► <input type="checkbox"/> Refunded ► 11	11

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1c Did the foundation file **Form 1120-POL** for this year?

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

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*

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

4b If "Yes," has it filed a tax return on **Form 990-T** for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

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, col (c), and Part XV*

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

8b 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		X
12		X
13	X	
Website address ► N/A		
14	US BANK, N.A.-AGENT Located at ► PO BOX 1118, CN-OH-W7IV, CINCINNATI, OH	Telephone no. ► (513) 632-2585 ZIP+4 ► 45201
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►		1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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 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 ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 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 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?		4b X

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b		X
	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?	<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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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
GEORGE H MUSEKAMP 7685 FRENCH PARK PL, CINCINNATI, OH 45237	PRESIDENT 0	-0-	-0-	-0-
JEAN MUSEKAMP 7685 FRENCH PARK PL, CINCINNATI, OH 45237	VICE PRESIDENT 0			
HELENE J MCNERNEY 8743 TANGERWOODS DR, CINCINNATI, OH 45249	TRUSTEE 0			
ERIC R MUSEKAMP 6900 MARBLEHEAD DR, CINCINNATI, OH 45243	TRUSTEE 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		NONE	NONE	NONE

Total number of other employees paid over \$50,000				NONE

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		NONE
Total number of others receiving over \$50,000 for professional services ►		NONE

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
1NONE	
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
1NONE	
2	
All other program-related investments. See instructions	
3NONE	
Total. Add lines 1 through 3 ►	

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.	1a	179,043.
a Average monthly fair market value of securities	1b	5,916.
b Average of monthly cash balances	1c	NONE
c Fair market value of all other assets (see instructions)	1d	184,959.
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	
2 Acquisition indebtedness applicable to line 1 assets	2	NONE
3 Subtract line 2 from line 1d	3	184,959.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,774.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	182,185.
6 Minimum investment return. Enter 5% of line 5	6	9,109.

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	9,109.
2a Tax on investment income for 2012 from Part VI, line 5	2a	54.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	54.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	9,055.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	9,055.
6 Deduction from distributable amount (see instructions)	6	NONE
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	9,055.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	10,165.
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	
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	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the:	3a	NONE
a Suitability test (prior IRS approval required)	3b	NONE
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	4	10,165.
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	54.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,111.

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				9,055.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20 10 .20 20		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	1,482.			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	1,607.			
e From 2011	NONE			
f Total of lines 3a through e	3,089.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 10,165.				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				9,055.
e Remaining amount distributed out of corpus	1,110.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,199.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	1,482.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,717.			
10 Analysis of line 9				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	1,607.			
d Excess from 2011	NONE			
e Excess from 2012	1,110.			

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

NOT APPLICABLE

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►																																											
b	Check box to indicate whether the foundation is a private operating foundation described in section				4942(j)(3) or 4942(j)(5)																																							
2a	<table border="1"> <thead> <tr> <th>Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2012</th> <th>(b) 2011</th> <th>(c) 2010</th> <th>(d) 2009</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>					Tax year	Prior 3 years			(e) Total	(a) 2012	(b) 2011	(c) 2010	(d) 2009																														
Tax year	Prior 3 years			(e) Total																																								
(a) 2012	(b) 2011	(c) 2010	(d) 2009																																									
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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

- a The name, address, and telephone number 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)				
a Paid during the year				
LEGAL AID SOCIETY OF CINCINNATI 215 E 9TH STREET CINCINNATI, OH 45202 OH 452	NONE	PUBLIC	EXEMPT PURPOSE	1,000.
PROSPECT HOUSE 682 HAWTHORNE AVE CINCINNATI OH 45205	NONE	PUBLIC	EXEMPT PURPOSE	1,000.
STARFIRE COUNCIL 5030 OAKLAWN DRIVE CINCINNATI OH 45227	NONE	PUBLIC	FLY AWAY EVENT	1,000.
BETHESDA FOUNDATION, INC PO BOX 633597 CINCINNATI OH 45263-3597	NONE	PUBLIC	EXEMPT PURPOSE	1,000.
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD, SUITE 300 JACKSONVILLE FL	NONE	PUBLIC	EXEMPT PURPOSE	1,000.
BIG BROTHERS BIG SISTERS OF CINCI 2400 READING RD STE 148 CINCINNATI OH 45202	NONE	PUBLIC	EXEMPT PURPOSE	1,200.
ST. JOSEPH SEA HURRICANE RELIEF FD 224 MADISON AVE NEW YORK NY 10017	NONE	PUBLIC	RELIEF FUND	1,250.
RONALD MCDONALD HOUSE 350 ERKENBRECHER AVE CINCINNATI OH 45229	NONE	PUBLIC	EXEMPT PURPOSE	1,000.
CINCINNATI SYMPHONY POPS ORCHESTRAS 1241 ELM STREET CINCINNATI OH 45202	NONE	PUBLIC	ANNUAL FUND	750.
Total			► 3a	9,200.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	
1	Program service revenue:				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities			14	4,345.
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			18	3,529.
8	Gain or (loss) from sales of assets other than inventory				
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue a				
b					
c					
d					
e					
12	Subtotal Add columns (b), (d), and (e)				7,874.
13	Total. Add line 12, columns (b), (d), and (e)			13	7,874.

(See worksheet in line 13 instructions to verify calculations)

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

NOT APPLICABLE

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABBOTT LABS	176.	176.
AMERICAN ELEC PWR INC	188.	188.
AMERISOURCEBERGEN CORP	34.	34.
APACHE CORP	33.	33.
BANK OF NEW YORK MELLON CORP	68.	68.
BAXTER INTL INC	146.	146.
B H P BILLITON LIMITED A D R	112.	112.
BROADCOM CORP COM	50.	50.
CANADIAN NATL RY CO COM	93.	93.
CATERPILLAR INC	124.	124.
DISNEY WALT CO	56.	56.
ECOLAB INC	77.	77.
EMERSON ELEC CO	90.	90.
EXXON MOBIL CORP	109.	109.
FIRST EAGLE OVERSEAS CL A FD	80.	80.
GENERAL ELEC CO	30.	30.
GENERAL MILLS INC COM W/RTS EXP 02/01/20	95.	95.
J P MORGAN CHASE & CO	173.	173.
JOHNSON CTLS INC	137.	137.
LOWE'S COS INC	20.	20.
MATTHEWS ASIAN GROWTH & INCOME FUND	224.	224.
MCCORMICK & CO INC COM	93.	93.
MERCK AND CO INC	168.	168.
MICROSOFT CORP	104.	104.
NEW YORK CMNTY BANCORP INC COM	325.	325.
NEWMONT MINING CORP	70.	70.
OCCIDENTAL PETE CORP COM	131.	131.
ORACLE CORPORATION	30.	30.
PEPSICO INC	158.	158.
ROGERS COMMUNICATIONS INC CL B	153.	153.
SCHLUMBERGER LTD	14.	14.
STAPLES INC	74.	74.
	15-6045	
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STRYKER CORP	16.	16.
SYSCO CORP	162.	162.
T J X COS INC NEW	65.	65.
UNITED TECHNOLOGIES CORP	102.	102.
VERIZON COMMUNICATIONS	202.	202.
VISA INC CLASS A SHARES	36.	36.
WASTE MGMT INC DEL COM	133.	133.
LAZARD LTD CL A	116.	116.
MARVELL TECHNOLOGY GRP LTD SHS	24.	24.
RENAISSANCE HLDGS LTD COM	54.	54.
TOTAL	4,345.	4,345.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	600.			600.
TOTALS	600.		NONE	600.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSES - 2% INVESTMENT MGMT FEES-SUBJECT T	2,095. 554.	1,886. 498.	210. 55.
TOTALS	2,649.	2,384.	265.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	37.	37.
FEDERAL TAX PAYMENT - PRIOR YE	143.	
FOREIGN TAXES ON QUALIFIED FOR	15.	15.
FOREIGN TAXES ON NONQUALIFIED	9.	9.
TOTALS	204.	61.

GEORGE JUSTIN MUSEKAMP FDN, AGT FOR 15-6045

31-1481411

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	100.	100.
TOTALS	100.	100.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ABBOTT LABORATORIES	4,976.	2,183.	3,275.
APACHE CORP	1,575.	1,575.	3,925.
BAXTER INTL INC	5,131.	5,131.	6,666.
CROWN HOLDINGS	4,050.	2,239.	4,328.
EXXON MOBIL CORP	2,239.	2,239.	6,595.
JP MORGAN CHASE	6,347.	6,347.	4,601.
JOHNSON CONTROLS	4,468.	4,468.	4,440.
LOWES CO	3,194.	3,194.	3,339.
MICROSOFT CORP	3,173.	3,173.	4,258.
NEW YORK COMMUNITY BANCORP	6,425.	6,425.	3,831.
OCCIDENTAL PETROLEUM CORP	2,703.	2,703.	5,132.
PEPSICO INC	3,016.	3,016.	4,749.
SYSCO CORP	4,568.	4,568.	4,245.
TJX COMPANIES	2,270.	1,135.	4,101.
UNITED TECHNOLOGIES CORP	2,097.	2,097.	4,551.
CANADIAN NATL RY CO	2,424.	1,616.	2,984.
LAZARD LTD CL	3,711.	3,711.	2,063.
RENAISSANCE RE HOLDING LTD	2,736.	2,736.	3,909.
WEATHERFORD INTERNATIONAL LTD	3,303.	3,303.	4,268.
AMERICAN ELECTRIC POWER CO INC	3,909.	4,795.	4,748.
BIG LOTS INC	4,795.	4,782.	4,253.
BROADCOM CORP	4,782.	4,253.	3,541.
CATERPILLAR INC	3,541.	3,420.	3,420.
ECOLAB INC	3,420.	4,826.	4,826.
EMERSON ELEC CO	4,826.	3,013.	3,013.
FISERV INC	3,013.	3,666.	3,666.
GENERAL MILLS INC	3,666.	3,373.	3,373.
MCCORMICK CO INC	3,373.	4,094.	4,094.
MERCK AND CO INC	4,094.		

GEORGE JUSTIN MUSERKAMP FDN, AGT FOR 15-6045
 FORM 990PF, PART II - CORPORATE STOCK

31-1481411

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
NETAPP INC	2,906.	3,369.	2,322.
NEWMONT MINING CORP	3,369.	3,442.	4,327.
VERIZON COMMUNICATIONS INC	3,442.	3,249.	3,790.
VISA INC CLASS A SHARES	3,249.	4,388.	
WASTE MGMT INC	4,388.	4,598.	
B H P BILLITON LTD	4,598.	4,973.	
CARNIVAL CORP	4,973.	3,528.	
MARVELL TECHNOLOGY GROUP LTD	3,528.	3,688.	
ROGERS COMMUNICATION INC	3,688.	4,030.	
AMERISOURCEBERGEN CORP	4,030.	3,837.	
BANK OF NY MELLON CORP	3,837.	3,671.	
DISNEY WALT CO	3,671.	3,679.	
GENERAL ELECTRIC CO	3,679.	3,673.	
ORACLE CORP	3,673.	3,998.	
STRYKER CORP	3,998.	4,074.	
ACCENTURE PLC	4,074.	3,554.	
SCHLUMBERGER LTD	3,554.	3,465.	
TOTALS	138,931.	132,374.	159,420.

GEORGE JUSTIN MUSEKAMP FDN, AGT FOR 15-6045

31-1481411

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FIRST EAGLE OVERSEAS	C	5,900.	5,900.	5,782.
MATTHEWS ASIAN GROWTH & INCOME	C	6,471.	6,471.	8,375.
OPPENHEIMER DEVELOPING MKTS	C		7,000.	7,066.
TOTALS		12,371.	19,371.	21,223.

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28

STATEMENT 9