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

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

Name of foundation: THE OLIVE BRANCH FOUNDATION, INC.

A Employer identification number: 34-1862239

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 20881

Room/suite:

B Telephone number (see the instructions): (330) 456-7900

City or town: CANTON State: OH ZIP code: 44701

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, column (c), line 16)* ► $ 3,816,537.

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 (att sch)				
2 Ck ► ☒ if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	15,363.	15,363.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-14,307.			
b Gross sales price for all assets on line 6a 191,239.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	1,056.	15,363.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) L-16a Stmt	0.			
b Accounting fees (attach sch) L-16b Stmt	1,825.			
c Other prof fees (attach sch) L-16c Stmt	2,714.	2,715.		
17 Interest				
18 Taxes (attach schedule)(see instrs)				
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	210.			
24 **Total operating and administrative expenses.** Add lines 13 through 23	4,749.	2,715.		
25 Contributions, gifts, grants paid	14,634.			14,634.
26 **Total expenses and disbursements.** Add lines 24 and 25	19,383.	2,715.		14,634.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-18,327.			
b **Net investment income** (if negative, enter -0-)		12,648.		
c **Adjusted net income** (if negative, enter -0-)			0.	

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	603,960.	2,036.	2,036.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►	2,730,000.	3,515,000.	3,515,724.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	482,003.	280,600.	298,777.
	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 ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	3,815,963.	3,797,636.	3,816,537.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)			
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			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► X and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	3,815,963.	3,797,636.	
	30 Total net assets or fund balances (see instructions)	3,815,963.	3,797,636.	
	31 Total liabilities and net assets/fund balances (see instructions)	3,815,963.	3,797,636.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,815,963.
2	Enter amount from Part I, line 27a	2	-18,327.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,797,636.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,797,636.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See attached detail - Statement #2	P	various	various
b	Capital gain distributions from mutual funds	P	various	various
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	191,239.		205,695.	-14,456.
b	149.		0.	149.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-14,456.
b				149.
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	-14,307.
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	-14,307.

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 (column (b) divided by column (c))
2011	43,825.	3,769,246.	0.011627
2010	45,340.	3,792,065.	0.011957
2009	127,650.	4,147,260.	0.030779
2008	40,750.	4,423,683.	0.009212
2007	103,250.	4,204,299.	0.024558

2	**Total** of line 1, column (d)	2	0.088133
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	0.017627
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,742,749.
5	Multiply line 4 by line 3	5	65,973.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	126.
7	Add lines 5 and 6	7	66,099.
8	Enter qualifying distributions from Part XII, line 4	8	14,634.

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.

Form **990-PF** (2012) THE OLIVE BRANCH FOUNDATION, INC. 34-1862239 Page **4**

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: _______ **(attach copy of letter if necessary — see instrs)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b	1	253.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	253.
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	253.
6	Credits/Payments:		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a: 2,084.		
b	Exempt foreign organizations — tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	2,084.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	1,831.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► 1,831. **Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ ______ **(2)** On foundation managers ► $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
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		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
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		X
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	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► OH - Ohio			
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	X	
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		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► The Olive Branch Foundation Telephone no ► (330) 456-7900

Located at ► 612 Market Ave South Canton OH ZIP + 4 ► 44702

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

			Yes	No
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		X
	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
1 a	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 instructions)?		1 b		
	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?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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.)		2 b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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.)*		3 b		X
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4 b		X

Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

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

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

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

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

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

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

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)

6 a 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** X

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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
Marshall B. Belden Jr 219 Bonnett Street SW, North Canton OH 44720	Trustee	0.	0.	0.
Diana Davis Belden 8756 Serenity Drive NW Massillon OH 44646	Trustee	0.	0.	0.
James Bagnola 11 Concord Circle, Austin TX 78737	Trustee	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 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	N/A	

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
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ►	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	3,551,830.
b	Average of monthly cash balances	1b	247,915.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,799,745.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,799,745.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	56,996.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,742,749.
6	**Minimum investment return.** Enter 5% of line 5	6	187,137.

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	187,137.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	253.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	253.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	186,884.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	186,884.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	186,884.

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	14,634.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	14,634.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	14,634.

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					186,884.
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 __					
3 Excess distributions carryover, if any, to 2012:					
a From 2007	0.				
b From 2008	0.				
c From 2009	0.				
d From 2010	0.				
e From 2011	0.				
f **Total** of lines 3a through e		0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 14,634.					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2012 distributable amount					14,134.
e Remaining amount distributed out of corpus		500.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5		500.			
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					
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					172,750.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
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		500.			
10 Analysis of line 9					
a Excess from 2008	0.				
b Excess from 2009	0.				
c Excess from 2010	0.				
d Excess from 2011	0.				
e Excess from 2012	500.				

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

1 a 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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a 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 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).)

Marshall B. Belden, Jr.

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

None

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

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

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

Marshall B. Belden Jr
612 Market Ave South
Canton OH 44702 (330) 456-7900

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

Applications must be in writing and specify purpose, background of organization and amount requested

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:

Science, medicine, literature, philosophy, environmental science or sociology

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 attached Statement #3		501(c)3	See attached	14,634.
Total			► **3a**	14,634.
b *Approved for future payment*				
Total			► **3b**	

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions.)
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	15,363.	
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	-14,307.	
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)				1,056.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 1,056.

(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.)
	Not Applicable

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	**1 a (1)**		X
(2) Other assets	**1 a (2)**		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	**1 b (1)**		X
(2) Purchases of assets from a noncharitable exempt organization	**1 b (2)**		X
(3) Rental of facilities, equipment, or other assets	**1 b (3)**		X
(4) Reimbursement arrangements	**1 b (4)**		X
(5) Loans or loan guarantees	**1 b (5)**		X
(6) Performance of services or membership or fundraising solicitations	**1 b (6)**		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1 c**		X

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

(a) Line no.	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2 a 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) is based on all information of which preparer has any knowledge

Signature of officer or trustee	Date	Title
	5/10/2013	Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Karen M. Brenneman, CPA, MT	Karen M Brenneman CPA	MAY 9 2013		P00082881

Firm's name ►	HALL KISTLER & COMPANY LLP	Firm's EIN ►	34-0715770
Firm's address ►	220 MARKET AVE SOUTH - SUITE 700		
	CANTON OH 44702	Phone no	(330) 453-7633

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Miscellaneous expenses	10.			
Ohio Filing Fee	200.			
Total	210.			

Form 990-PF, Page 1, Part I
Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Geiger Teeple Smith	Legal services	0.			
Total		0.			

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Hall Kistler & Compa	Income Tax preparation	1,825.			
Total		1,825.			

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Stifel, Nicolaus	Investment Advisory Fe	2,714.			
Total		2,714.			

OLIVE BRANCH FOUNDATION
34-1862239
990PF - Part II Line 10b - Detail of Investments
December 31, 2012

Security Name	Shares	Total
Stifel Account		
FPA CRESCENT INSTL CL	309 722	7,745 03
FRANKLIN INCOME FUND CL A	3,322 590	6,765 15
PIMCO FDS TOTAL RETURN A	2,754 231	29,712 41
PIMCO FUNDS GLOBAL MULTI ASSET	1,944 207	21,445 35
STARWOOD PROPERTY TRUST	775 000	14,722 87
Gold Coins		200,208 54
Total Investments		280,599 35

Statement #1

OLIVE BRANCH FOUNDATION (34-1862239)
CAPITAL GAINS & (LOSSES)
January 1, 2012 - December 31, 2012

Security	Shares	How Aquired	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
SHORT TERM							
							-
PIMCO GLOBAL MULTI ASSET CL P	221 435	Purchased	10/4/2011	8/10/2012	2,500 00	2,444 64	55.36
FAIRHOLME FUNDS INC	13 578	Purchased	12/19/2011	9/7/2012	420 24	318 81	101 43
THIRD AVENUE INTERNATIONAL VALUE	15.376	Purchased	12/21/2011	9/7/2012	243 4	213 57	29 83
NFJ DIVIDEND INTEREST & PREMIUM STRATE	525	Purchased	10/4/2011	9/7/2012	9,087 54	7,339 71	1,747 83
TCW FUNDS INC TOTAL RETURN BOND FD	6.53	Purchased	10/4/2011	9/7/2012	66 28	64 45	1.83
TCW FUNDS INC TOTAL RETURN BOND FD	6.627	Purchased	11/3/2011	9/7/2012	67 26	64 81	2 45
TCW FUNDS INC TOTAL RETURN BOND FD	6 72	Purchased	12/2/2011	9/7/2012	68 21	65 18	3 03
TCW FUNDS INC TOTAL RETURN BOND FD	1 544	Purchased	1/3/2012	9/7/2012	15.67	14 9	0 77
TCW FUNDS INC TOTAL RETURN BOND FD	6.793	Purchased	1/3/2012	9/7/2012	68 95	65.55	3 40
TCW FUNDS INC TOTAL RETURN BOND FD	1 235	Purchased	1/3/2012	9/7/2012	12 54	11 92	0 62
TCW FUNDS INC TOTAL RETURN BOND FD	6 776	Purchased	2/2/2012	9/7/2012	68 78	66 07	2.71
TCW FUNDS INC TOTAL RETURN BOND FD	6 759	Purchased	3/2/2012	9/7/2012	68 6	66 44	2.16
TCW FUNDS INC TOTAL RETURN BOND FD	6 784	Purchased	4/3/2012	9/7/2012	68 86	66 82	2 04
TCW FUNDS INC TOTAL RETURN BOND FD	6 498	Purchased	5/2/2012	9/7/2012	65 95	64 14	1 81
TCW FUNDS INC TOTAL RETURN BOND FD	6 216	Purchased	6/4/2012	9/7/2012	63 09	61 41	1 68
TCW FUNDS INC TOTAL RETURN BOND FD	6 26	Purchased	7/3/2012	9/7/2012	63 54	61 72	1 82
TCW FUNDS INC TOTAL RETURN BOND FD	6 184	Purchased	8/2/2012	9/7/2012	62 77	62 03	0 74
TCW FUNDS INC TOTAL RETURN BOND FD	6 172	Purchased	9/5/2012	9/7/2012	62 65	62 34	0 31
AQR FUNDS DIVERSIFIED ARBITRAGE FUND	6.018	Purchased	12/19/2011	9/7/2012	66 74	65 54	1 20
AQR FUNDS DIVERSIFIED ARBITRAGE FUND	18 065	Purchased	12/19/2011	9/7/2012	200 34	196 73	3 61
IVY FDS INC ASSET STRATEGY FD CL A	7 012	Purchased	12/9/2011	9/7/2012	177 11	160 77	16 34
PIMCO GLOBAL MULTI ASSET CL P	2,166 38	Purchased	10/4/2011	9/7/2012	25,000 00	23,916 81	1,083.19
TOTAL SHORT-TERM CAPITAL GAINS (LOSSES)					38,518 52	35,454 36	3,064 16
LONG TERM							
FRANKLIN INCOME FUND CL A	684.932	Purchased	3/20/2007	8/9/2012	1,500 00	1,833 39	(333 39)
PIMCO FUNDS ALL ASSET ALL AUTHORITY	685 558	Purchased	5/24/2006	8/10/2012	7,500 00	7,246 83	253 17
FAIRHOLME FUNDS INC	303 094	Purchased	4/14/2008	9/7/2012	9,380 76	9,532 30	(151 54)
FAIRHOLME FUNDS INC	16 362	Purchased	12/19/2008	9/7/2012	506 4	345 56	160 84
FAIRHOLME FUNDS INC	3 979	Purchased	12/19/2008	9/7/2012	123 15	84 04	39 11

OLIVE BRANCH FOUNDATION (34-1862239)

CAPITAL GAINS & (LOSSES)

January 1, 2012 - December 31, 2012

Security	Shares	How Aquired	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
FAIRHOLME FUNDS INC	7 334	Purchased	12/17/2009	9/7/2012	226 99	217 96	9 03
FAIRHOLME FUNDS INC	3 043	Purchased	12/17/2010	9/7/2012	94 18	103 57	(9 39)
FAIRHOLME FUNDS INC	16.425	Purchased	12/17/2010	9/7/2012	508 35	559 11	(50 76)
FAIRHOLME FUNDS INC	0 741	Purchased	1/3/2011	9/7/2012	22 93	26 37	(3 44)
ALPINE GLOBAL PREMIER PROPERTIES	675	Purchased	9/24/2007	9/7/2012	4,785 64	10,462.50	(5,676 86)
ALPINE GLOBAL PREMIER PROPERTIES	675	Purchased	9/24/2007	9/7/2012	4,785 64	10,469 25	(5,683 61)
ALPINE GLOBAL PREMIER PROPERTIES	200	Purchased	9/24/2007	9/7/2012	1,417 97	3,104 00	(1,686 03)
ALPINE GLOBAL PREMIER PROPERTIES	200	Purchased	7/17/2008	9/7/2012	1,417 97	1,966.80	(548 83)
ALPINE GLOBAL PREMIER PROPERTIES	200	Purchased	7/17/2008	9/7/2012	1,417 97	1,967 40	(549 43)
ALPINE GLOBAL PREMIER PROPERTIES	150	Purchased	7/17/2008	9/7/2012	1,063 48	1,477 05	(413 57)
THIRD AVENUE INTERNATIONAL VALUE	189 422	Purchased	2/28/2007	9/7/2012	2,998 55	4,146.44	(1,147 89)
THIRD AVENUE INTERNATIONAL VALUE	114 304	Purchased	12/20/2007	9/7/2012	1,809 43	2,088.33	(278.90)
THIRD AVENUE INTERNATIONAL VALUE	449 575	Purchased	12/20/2007	9/7/2012	7,116 77	8,213 73	(1,096 96)
THIRD AVENUE INTERNATIONAL VALUE	34 287	Purchased	12/24/2008	9/7/2012	542 76	379.9	162 86
THIRD AVENUE INTERNATIONAL VALUE	6 036	Purchased	12/24/2008	9/7/2012	95 55	66 88	28 67
THIRD AVENUE INTERNATIONAL VALUE	15 467	Purchased	12/23/2009	9/7/2012	244 84	236 34	8.50
THIRD AVENUE INTERNATIONAL VALUE	13 914	Purchased	12/22/2010	9/7/2012	220 26	230 83	(10 57)
FIRST TRUST / FIDAC MORTGAGE INC FUND	500	Purchased	6/4/2009	9/7/2012	9,984.77	8,042 93	1,941.84
SEASPAN CORPORATION	75	Purchased	6/22/2006	9/7/2012	1,235 22	1,563 00	(327 78)
RYDEX SERIES FUNDS MANAGED FUTURES S	891 902	Purchased	2/12/2009	9/7/2012	19,505 90	25,000 00	(5,494 10)
TCW FUNDS INC TOTAL RETURN BOND FD	986 193	Purchased	10/7/2009	9/7/2012	10,009 86	10,000 00	9.86
TCW FUNDS INC TOTAL RETURN BOND FD	6 526	Purchased	11/4/2009	9/7/2012	66 24	66 57	(0 33)
TCW FUNDS INC TOTAL RETURN BOND FD	6 544	Purchased	12/2/2009	9/7/2012	66 42	67 01	(0 59)
TCW FUNDS INC TOTAL RETURN BOND FD	14 189	Purchased	1/4/2010	9/7/2012	144 02	140 9	3 12
TCW FUNDS INC TOTAL RETURN BOND FD	6 821	Purchased	2/2/2010	9/7/2012	69 23	68 41	0 82
TCW FUNDS INC TOTAL RETURN BOND FD	6 403	Purchased	3/2/2010	9/7/2012	64 99	63 77	1 22
TCW FUNDS INC TOTAL RETURN BOND FD	5 698	Purchased	4/5/2010	9/7/2012	57 83	56.47	1.36
TCW FUNDS INC TOTAL RETURN BOND FD	5 639	Purchased	5/4/2010	9/7/2012	57 24	56 78	0 46
TCW FUNDS INC TOTAL RETURN BOND FD	6 713	Purchased	6/2/2010	9/7/2012	68 14	67 47	0 67
TCW FUNDS INC TOTAL RETURN BOND FD	6 697	Purchased	7/2/2010	9/7/2012	67 97	67 91	0 06
TCW FUNDS INC TOTAL RETURN BOND FD	6 707	Purchased	8/3/2010	9/7/2012	68 08	68 34	(0 26)
TCW FUNDS INC TOTAL RETURN BOND FD	6 678	Purchased	9/2/2010	9/7/2012	67 78	68 78	(1 00)
TCW FUNDS INC TOTAL RETURN BOND FD	6 706	Purchased	10/4/2010	9/7/2012	68 07	69 21	(1 14)

OLIVE BRANCH FOUNDATION (34-1862239)

CAPITAL GAINS & (LOSSES)

January 1, 2012 - December 31, 2012

Security	Shares	How Aquired	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
TCW FUNDS INC TOTAL RETURN BOND FD	6 716	Purchased	11/3/2010	9/7/2012	68 17	69 65	(1 48)
TCW FUNDS INC TOTAL RETURN BOND FD	6.797	Purchased	12/2/2010	9/7/2012	68 99	70 08	(1 09)
TCW FUNDS INC TOTAL RETURN BOND FD	7 117	Purchased	12/31/2010	9/7/2012	72.24	70 53	1 71
TCW FUNDS INC TOTAL RETURN BOND FD	3 832	Purchased	12/31/2010	9/7/2012	38 89	37 98	0 91
TCW FUNDS INC TOTAL RETURN BOND FD	25 183	Purchased	12/31/2010	9/7/2012	255 61	249 56	6 05
TCW FUNDS INC TOTAL RETURN BOND FD	6.203	Purchased	2/2/2011	9/7/2012	62 96	61.66	1 30
TCW FUNDS INC TOTAL RETURN BOND FD	6 237	Purchased	3/2/2011	9/7/2012	63 31	62	1 31
TCW FUNDS INC TOTAL RETURN BOND FD	6 298	Purchased	4/4/2011	9/7/2012	63 92	62.35	1 57
TCW FUNDS INC TOTAL RETURN BOND FD	6.307	Purchased	5/3/2011	9/7/2012	64 02	62 69	1 33
TCW FUNDS INC TOTAL RETURN BOND FD	6 323	Purchased	6/2/2011	9/7/2012	64 18	63 04	1 14
TCW FUNDS INC TOTAL RETURN BOND FD	6 429	Purchased	7/5/2011	9/7/2012	65 25	63 39	1 86
TCW FUNDS INC TOTAL RETURN BOND FD	6 438	Purchased	8/2/2011	9/7/2012	65 35	63 74	1 61
TCW FUNDS INC TOTAL RETURN BOND FD	6.468	Purchased	9/2/2011	9/7/2012	65 65	64 1	1 55
AQR FUNDS DIVERSIFIED ARBITRAGE FUND	691 404	Purchased	9/9/2009	9/7/2012	7,667 67	7,500 00	167 67
AQR FUNDS DIVERSIFIED ARBITRAGE FUND	5.759	Purchased	12/21/2009	9/7/2012	63 87	61 83	2 04
AQR FUNDS DIVERSIFIED ARBITRAGE FUND	1 187	Purchased	12/21/2009	9/7/2012	13 16	12 74	0 42
AQR FUNDS DIVERSIFIED ARBITRAGE FUND	8.331	Purchased	12/20/2010	9/7/2012	92 39	92 55	(0 16)
AQR FUNDS DIVERSIFIED ARBITRAGE FUND	0 941	Purchased	12/20/2010	9/7/2012	10 44	10 46	(0.02)
FRANKLIN INCOME FUND CL A	1,968 83	Purchased	3/20/2007	9/7/2012	4,351 10	5,270 05	(918 95)
FRANKLIN INCOME FUND CL A	168 153	Purchased	4/3/2007	9/7/2012	371 62	453 45	(81.83)
FRANKLIN INCOME FUND CL A	165.24	Purchased	5/2/2007	9/7/2012	365 18	455 46	(90 28)
FRANKLIN INCOME FUND CL A	164.177	Purchased	6/4/2007	9/7/2012	362 83	457 43	(94 60)
FRANKLIN INCOME FUND CL A	167 878	Purchased	7/3/2007	9/7/2012	371 01	459 39	(88 38)
FRANKLIN INCOME FUND CL A	174 971	Purchased	8/2/2007	9/7/2012	386 69	461 39	(74 70)
FRANKLIN INCOME FUND CL A	173 796	Purchased	9/5/2007	9/7/2012	384 09	463 48	(79 39)
FRANKLIN INCOME FUND CL A	170 753	Purchased	10/2/2007	9/7/2012	377 36	465.56	(88 20)
FRANKLIN INCOME FUND CL A	173 4	Purchased	11/2/2007	9/7/2012	383 21	467 6	(84 39)
FRANKLIN INCOME FUND CL A	538 506	Purchased	12/4/2007	9/7/2012	1,190 10	1,387 86	(197 76)
FRANKLIN INCOME FUND CL A	211 951	Purchased	12/4/2007	9/7/2012	468 41	546 25	(77 84)
FRANKLIN INCOME FUND CL A	215 649	Purchased	12/4/2007	9/7/2012	476 58	555 78	(79 20)
FRANKLIN INCOME FUND CL A	154 134	Purchased	1/4/2008	9/7/2012	340 64	392 64	(52 00)
FRANKLIN INCOME FUND CL A	163 223	Purchased	2/4/2008	9/7/2012	360.72	410 92	(50 20)
FRANKLIN INCOME FUND CL A	170 779	Purchased	3/4/2008	9/7/2012	377 42	412 95	(35.53)

OLIVE BRANCH FOUNDATION (34-1862239)
CAPITAL GAINS & (LOSSES)
January 1, 2012 - December 31, 2012

Security	Shares	How Aquired	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
FRANKLIN INCOME FUND CL A	150 296	Purchased	4/7/2008	9/7/2012	332 15	363 42	(31 27)
FRANKLIN INCOME FUND CL A	144.527	Purchased	5/2/2008	9/7/2012	319 4	365.29	(45 89)
FRANKLIN INCOME FUND CL A	147 563	Purchased	6/4/2008	9/7/2012	326 11	367 09	(40 98)
FRANKLIN INCOME FUND CL A	135 102	Purchased	7/2/2008	9/7/2012	298 57	317.27	(18.70)
FRANKLIN INCOME FUND CL A	116 017	Purchased	8/4/2008	9/7/2012	256 4	264 37	(7.97)
FRANKLIN INCOME FUND CL A	116 649	Purchased	9/4/2008	9/7/2012	257 79	265 81	(8 02)
FRANKLIN INCOME FUND CL A	137 032	Purchased	10/2/2008	9/7/2012	302 84	267 26	35 58
FRANKLIN INCOME FUND CL A	157 152	Purchased	11/4/2008	9/7/2012	347 31	268 97	78 34
FRANKLIN INCOME FUND CL A	17 31	Purchased	12/2/2008	9/7/2012	38 26	26 01	12 25
FRANKLIN INCOME FUND CL A	317 338	Purchased	12/2/2008	9/7/2012	701.32	476.82	224 50
FRANKLIN INCOME FUND CL A	163.575	Purchased	1/6/2009	9/7/2012	361 5	275 08	86.42
FRANKLIN INCOME FUND CL A	172 976	Purchased	2/3/2009	9/7/2012	382 28	277 12	105 16
FRANKLIN INCOME FUND CL A	196 261	Purchased	3/3/2009	9/7/2012	433 74	279 27	154 47
FRANKLIN INCOME FUND CL A	34 097	Purchased	4/2/2009	9/7/2012	75 35	52.25	23.10
IVY FDS INC ASSET STRATEGY FD CL A	58 081	Purchased	12/15/2008	9/7/2012	1,467 13	1,026 64	440 49
IVY FDS INC ASSET STRATEGY FD CL A	499 365	Purchased	6/4/2009	9/7/2012	12,613 97	10,000 00	2,613 97
IVY FDS INC ASSET STRATEGY FD CL A	10 103	Purchased	12/14/2009	9/7/2012	255 2	225 23	29 97
IVY FDS INC ASSET STRATEGY FD CL A	1 078	Purchased	12/13/2010	9/7/2012	27 23	26.32	0 91
PIMCO FUNDS ALL ASSET ALL AUTHORITY	163 47	Purchased	5/24/2006	9/7/2012	1,821 06	1,727.99	93 07
PIMCO FUNDS ALL ASSET ALL AUTHORITY	103 145	Purchased	6/23/2006	9/7/2012	1,149.04	1,061 33	87.71
PIMCO FUNDS ALL ASSET ALL AUTHORITY	26 359	Purchased	9/22/2006	9/7/2012	293.64	281 54	12.10
PIMCO FUNDS ALL ASSET ALL AUTHORITY	4 283	Purchased	12/14/2006	9/7/2012	47 71	46 83	0 88
PIMCO FUNDS ALL ASSET ALL AUTHORITY	0 138	Purchased	12/14/2006	9/7/2012	1 54	1 51	0 03
PIMCO FUNDS ALL ASSET ALL AUTHORITY	93 363	Purchased	12/28/2006	9/7/2012	1,040 06	976 6	63 46
PIMCO FUNDS ALL ASSET ALL AUTHORITY	5 691	Purchased	3/23/2007	9/7/2012	63 4	61 02	2 38
PIMCO FUNDS ALL ASSET ALL AUTHORITY	17 063	Purchased	6/22/2007	9/7/2012	190 08	179 85	10.23
PIMCO FUNDS ALL ASSET ALL AUTHORITY	27 54	Purchased	9/21/2007	9/7/2012	306 8	298 02	8 78
PIMCO FUNDS ALL ASSET ALL AUTHORITY	90 119	Purchased	12/28/2007	9/7/2012	1,003 93	954 43	49 50
PIMCO FUNDS ALL ASSET ALL AUTHORITY	8 743	Purchased	3/24/2008	9/7/2012	97 4	96 2	1 20
PIMCO FUNDS ALL ASSET ALL AUTHORITY	12 097	Purchased	6/20/2008	9/7/2012	134 76	129 7	5 06
PIMCO FUNDS ALL ASSET ALL AUTHORITY	12 463	Purchased	9/19/2008	9/7/2012	138 84	129 24	9 60
PIMCO FUNDS ALL ASSET ALL AUTHORITY	25 461	Purchased	12/12/2008	9/7/2012	283 64	230 29	53 35
PIMCO FUNDS ALL ASSET ALL AUTHORITY	61 408	Purchased	1/2/2009	9/7/2012	684 09	568 98	115 11

OLIVE BRANCH FOUNDATION (34-1862239)

CAPITAL GAINS & (LOSSES)

January 1, 2012 - December 31, 2012

Security	Shares	How Aquired	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
PIMCO FUNDS ALL ASSET ALL AUTHORITY	10.204	Purchased	3/23/2009	9/7/2012	113 67	91 38	22 29
PIMCO FUNDS ALL ASSET ALL AUTHORITY	19 539	Purchased	6/22/2009	9/7/2012	217.66	192 03	25 63
PIMCO FUNDS ALL ASSET ALL AUTHORITY	18.252	Purchased	9/21/2009	9/7/2012	203 33	192 94	10 39
PIMCO FUNDS ALL ASSET ALL AUTHORITY	102 739	Purchased	1/4/2010	9/7/2012	1,144 51	1,053 00	91 51
PIMCO FUNDS ALL ASSET ALL AUTHORITY	16 218	Purchased	3/22/2010	9/7/2012	180.67	168 83	11 84
PIMCO FUNDS ALL ASSET ALL AUTHORITY	20 533	Purchased	6/21/2010	9/7/2012	228 74	217 65	11 09
PIMCO FUNDS ALL ASSET ALL AUTHORITY	956 504	Purchased	8/27/2010	9/7/2012	10,655 46	10,598.06	57 40
STARWOOD PROPERTY TRUST	225	Purchased	4/19/2010	12/14/2012	5,109 65	4,274.38	835 27
TOTAL LONG-TERM CAPITAL GAINS (LOSSES)					152,720 61	170,240 71	(17,520 10)
TOTAL CAPITAL GAINS (LOSSES)					**191,239.13**	**205,695.07**	**(14,455.94)**

OLIVE BRANCH FOUNDATION (34-1862239)
GRANTS PAID
JANUARY 1, 2012 - DECEMBER 31, 2012

Date	Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount	Person or Business
2/14/2012	J Babe Stern Community Center 2628 13th Street NW Canton, Ohio 44708	None Section 501 (c) (3)	To provied social,educaltional,and recreational activities for disadvantaged families	200 00	Business
3/19/2012	Canton Student Loan 4974 Higbee Avenue NW Canton, Ohio 44718	None Section 501 (c) (3)	Contribution to Student Loan Fund	250 00	Business
3/21/2012	Canton Ballet 1001 Market Ave N Canton, Ohio 44702	None Section 501 (c) (3)	Promote the Arts in Canton, Ohio	100 00	Business
3/23/2012	Maharishi Foundation 804 N 3rd Street Fairfield, Iowa 52556	None Section 501 (c) (3)	To promote Transcendental Consciousness	1,500 00	Business
7/10/2012	Institute of Science and Technology 1000 N 4th Street Fairfield, Iowa 82557	None Section 501 (c) (3)	Raising Public Awareness on Health Issues	10,000 00	Business
8/24/2012	Akron University 302 Buchtel Common Akron, Ohio 44325	None Section 501 (c) (3)	Support of public university education	1,024 28	Business
10/12/2012	Heritage Ohio 846 1/2 E Main St Columbus, Ohio 43205	None Section 501 (c) (3)	Promote Historic Preservation in Ohio	500 00	Business
12/17/2012	WKSU 1613 East Summit Street Kent, Ohio 44242	None Section 501 (c) (3)	Support of public radio	60 00	Business

OLIVE BRANCH FOUNDATION (34-1862239)
GRANTS PAID
JANUARY 1, 2012 - DECEMBER 31, 2012

Date	Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount	Person or Business
12/19/2012	Arts in Stark 1001 Market Avenue N Canton, OH 44702-1075	None Section 501 (c) (3)	Promote the Arts in Stark County, Ohio	500 00	Business
12/19/2012	Canton Symphony 1001 Market Avenue N Canton, OH 44702-1075	None Section 501 (c) (3)	Promote the Arts in Canton, Ohio	500 00	Business
			Total Contributions Paid in 2012	14,634 28	