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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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 01-01-2012 , and ending 12-31-2012

Name of foundation THE DOROTHY B FRANCIS CHARITABLE FOUNDATION		A Employer identification number 35-2235189	
Number and street (or P O box number if mail is not delivered to street address) 8044 MONTGOMERY ROAD		B Telephone number (see instructions)	
City or town, state, and ZIP code CINCINNATI, OH 45236		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,534,975	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	(a) Revenue and expenses per books	
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))		(b) Net investment income	
1 Contributions, gifts, grants, etc , received (attach schedule)			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments		204	204
4 Dividends and interest from securities.		229,100	229,100
5a Gross rents			
b Net rental income or (loss) _____			
6a Net gain or (loss) from sale of assets not on line 10		-118,081	
b Gross sales price for all assets on line 6a 350,292			
7 Capital gain net income (from Part IV, line 2)			
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		111,223	229,304
13 Compensation of officers, directors, trustees, etc			
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees (attach schedule)			
b Accounting fees (attach schedule)		75	
c Other professional fees (attach schedule)			
17 Interest			
18 Taxes (attach schedule) (see instructions)		1,167	
19 Depreciation (attach schedule) and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses (attach schedule)		32,289	32,289
24 Total operating and administrative expenses.			
Add lines 13 through 23		33,531	32,289
25 Contributions, gifts, grants paid.		20,250	20,250
26 Total expenses and disbursements. Add lines 24 and 25		53,781	32,289
27 Subtract line 26 from line 12			
a Excess of revenue over expenses and disbursements		57,442	
b Net investment income (if negative, enter -0-)		197,015	
c Adjusted net income (if negative, enter -0-)		197,015	

	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		312,553	209,629	209,629	
	3 Accounts receivable ►					
	Less allowance for doubtful accounts ►					
	4 Pledges receivable ►					
	Less allowance for doubtful accounts ►					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)					
	7 Other notes and loans receivable (attach schedule) ►					
	Less allowance for doubtful accounts ►					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U S and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)	3,915,662	4,067,234	4,325,346		
	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)		4,228,215	4,276,863	4,534,975		
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ►)					
	23 Total liabilities (add lines 17 through 22)			0		
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds		4,228,215	4,276,863		
	28 Paid-in or capital surplus, or land, bldg , and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
	30 Total net assets or fund balances (see page 17 of the instructions)		4,228,215	4,276,863		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		4,228,215	4,276,863			

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	4,228,215
2	Enter amount from Part I, line 27a		2	57,442
3	Other increases not included in line 2 (itemize) ►		3	
4	Add lines 1, 2, and 3		4	4,285,657
5	Decreases not included in line 2 (itemize) ►		5	8,794
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30		6	4,276,863

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011			
2010			
2009			
2008			
2007			
2	Total of line 1, column (d).		2
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .		3
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4
5	Multiply line 4 by line 3.		5
6	Enter 1% of net investment income (1% of Part I, line 27b).		6
7	Add lines 5 and 6.		7
8	Enter qualifying distributions from Part XII, line 4.		8

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	3,940
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input 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	3,940
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	3,940
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,000	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	4,000	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d.		7	8,000
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	12
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	4,048
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 4,048	Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<i>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.</i>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
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? <i>If "Yes," complete Part II, col (c), and Part XV</i>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	<input type="checkbox"/> OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>		Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>			

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► N/A

14 The books are in care of ► ALEX & COMPANY CPAS Telephone no ► (513) 794-1900
 Located at ► 8044 MONTGOMERY ROAD 720 CINCINNATI OH ZIP +4 ► 45236

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year. ►

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

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► 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)? ► 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). ► Yes <input checked="" type="checkbox"/> No		
1b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? ►	1b	No
Organizations relying on a current notice regarding disaster assistance check here. ►		
1c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? ►	1c	No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____	2a	
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	No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► Yes <input checked="" type="checkbox"/> No	3a	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) ►	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ►	4a	No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? ►	4b	No

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

5a	During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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). (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)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>		5b
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	No
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b
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?		7b

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

1 Last - II

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
See Additional Data Table				

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

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

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		

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.

1	
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.

1	
2	
All other program-related investments See page 24 of the instructions	
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		
a Average monthly fair market value of securities.	1a	4,141,954
b Average of monthly cash balances.	1b	237,496
c Fair market value of all other assets (see instructions).	1c	0
d Total (add lines 1a, b, and c).	1d	4,379,450
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2 Acquisition indebtedness applicable to line 1 assets.	2	
3 Subtract line 2 from line 1d.	3	4,379,450
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	65,692
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,313,758
6 Minimum investment return. Enter 5% of line 5.	6	215,688

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	215,688
2a Tax on investment income for 2012 from Part VI, line 5.	2a	3,940
b Income tax for 2012 (This does not include the tax from Part VI).	2b	
c Add lines 2a and 2b.	2c	3,940
3 Distributable amount before adjustments Subtract line 2c from line 1.	3	211,748
4 Recoveries of amounts treated as qualifying distributions.	4	
5 Add lines 3 and 4.	5	211,748
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	211,748

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	20,250
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	20,250
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	20,250

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				211,748
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.	317,163			
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	317,163			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 20,250				
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).	0			
d Applied to 2012 distributable amount.				20,250
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	191,498			191,498
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	125,665			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	125,665			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

DOROTHY B FRANCIS

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

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

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

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

DOROTHY B FRANCIS FOUNDATION
8044 MONTGOMERY ROAD STE 720
CINCINNATI, OH 45236
(513) 794-1900

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

ANY FORM IS ACCEPTABLE

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	20,250
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

TY 2012 Accounting Fees Schedule

Name: THE DOROTHY B FRANCIS CHARITABLE
FOUNDATION

EIN: 35-2235189

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	75	0	0	0

**TY 2012 Investments Corporate
Stock Schedule**

Name: THE DOROTHY B FRANCIS CHARITABLE FOUNDATION

EIN: 35-2235189

Software ID: 12000229

Software Version: 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PHILLIPS 66 SHS - 549.0803 SHARES	15,398	29,156
DUKE ENERGY CORP NEW - 1109.0472 SHARES	50,408	70,757
DOUBLELINE TOTAL RETURN BOND FUND CL I	65,156	66,434
COHEN AND STEERS QUALITY INCOME REALTY	60,515	30,361
WALGREEN CO - 505.5053 SHARES	21,189	18,709
BOARDWALK PIPELINE PTNRS - 529.7904 SHS	13,379	13,192
VALERO ENERGY CORP NEW - 1816.1165 SHS	45,024	61,966
TEVA PHARMACTCL INDs ADR - 715.3119 SHS	33,177	26,710
ROYAL DUTCH SHEL PLC SPONS ADR B - 600	43,568	42,534
NATIONAL GRID PLC SP ADR - 1,200 SHS	54,505	68,928
MARATHON PETROLEUM CORP - 2,040.8571 SHS	68,317	128,574
JOHNSON AND JOHNSON COM - 422.0312 SHS	25,804	29,584
FORD MOTOR CO - 3201.7772 SHARES	36,438	41,463
CISCO SYSTEMS INC - 2017.3744 SHARES	38,740	39,640
APPLE INC - 100 SHARES	44,402	53,217
PROLOGIS INC - 520.546 SHARES	13,490	18,995
AXIS CAPITAL HOLDINGS LTD - 3215.0820 SH	109,635	111,370
ABBOTT LABS - 842.4927 SHARES	39,595	55,183
PRINCIPAL GLOBAL DIVERSIFIED INCOME CL A	58,285	60,010
EATON VANCE TAX-MNGD GLBL DIV EQTY INCM	81,361	71,585
EATON VANCE TAX-MANAGED DIVER EQTY INCM	74,143	64,854
WELLPOINT INC - 400 SHARES	22,230	24,368
WILLIAMS PARTNERS LP - 931.3025 SHARES	38,586	45,317
ENERGY TRANSFER PTNRS LP - 6,484.1028 SH	320,006	278,363
TEXAS INSTRUMENTS - 1303.8837 SHARES	41,107	40,277
SEADRILL LTD - 2,814.0864 SHARES	96,972	103,558
J M SMUCKER CO - 100 SHARES		
PETROLEO BRAS SA ADR - 9,645.8016 SHARES		
PPL CORPORATION - 1,619.3661 SHARES	41,788	46,362
NEXTERA ENERGY INC SHS - 1,038.9457 SHS	54,767	71,885

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MICROSOFT CORP - 1,241.3510 SHS	32,509	33,156
MERCK AND CO INC SHS - 1,564.5825 SHARES	52,507	64,054
MEDCO HEALTH SOLUTIONS I - 200 SHARES		
ELI LILLY & CO - 3,193.2493 SHARES	113,959	157,491
JPMORGAN CHASE & CO - 824.2361 SHARES	33,149	36,241
EXXON MOBIL CORP - 600 SHARES	40,666	51,930
COCA COLA COM - 200 SHARES	5,471	7,250
BRISTOL-MYERS SQUIBB CO - 1599.4407 SHS	41,477	52,126
BERKSHIRE HATHAWAYINC - 500 SHARES	36,375	44,850
TCW TOTAL RETURN BOND FD CL I	58,549	62,093
WESTERN ASSET/CLAYMORE INFLATION-LINKED	103,927	114,321
FIRST TRUST ENH EQUITY INC	13,130	15,172
WAL-MART STORES INC - 1,026.2949 SHARES	54,246	70,024
BUCKEYE PARTNERS LP - 1,795.9326 SHARES	86,256	81,553
PROGRESS ENERGY INC - 1,211.8260 SHARES		
HCP INC - 648.7482 SHARES	14,349	29,297
FRANCE TELECOM ADR - 2,165.6988 SHARES		
EXELON CORPORATION - 1617.0586 SHARES	68,638	48,091
CHEVRON CORP - 100 SHARES	6,452	10,814
CENTURYLINK INC - 4,400.3831 SHARES	177,907	172,143
CSX CORP - 1829.5448 SHARES	36,466	36,097
BOEING COMPANY - 609.6471 SHARES	44,321	45,943
ARCHER DANIELS MIDLD - 588.9134 SHARES		
AMERICAN FINL GRP HLDGS - 1,028.8448 SHS	25,555	40,660
AFLAC INC - 1,025.0676 SHARES	36,049	54,452
BLACKROCK HLTH SCIENCES TRUST		
EATON VANCE TAX MAN GLB	172,008	159,599
MFS INTERMEDIATE INCOME	128,477	131,030
UNITEDHEALTH GROUP INC - 100 SHARES	3,015	5,424
PITNEY BOWES INC - 1,143.8585 SHARES		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PFIZER INC- 1,119.6148 SHARES	19,465	28,079
MONSANTO CO NEW DEL COM - 398 SHARES	28,812	37,670
CHESAPEAKE ENERGY OKLA - 3.9106 SHARES	92	65
BLACKROCK CAP&INC	110,887	82,234
CLOUGH GLBL OPPTYS	103,958	73,108
ADVENT/CLAY ENHCD G&I		
EATON VANCE TX-AD GL OPP	43,157	44,321
COHEN & STEERS SELECT INFRASTRUCTURE	110,433	99,893
COHEN & STEERS REIT & PFD INCOME FD		
ALLIANCEBERNSTEIN GLOBAL HIGH	16,704	19,845
ENDURANCE SPECIALTY HLDG - 544.5156 SHS	19,336	21,612
CATERPILLAR INC - 329.3709 SHARES	13,266	29,514
AT&T INC - 1,462.0778 SHARES	39,917	49,287
COHEN & STEERS CLOSED END OPPTY FUND INC	110,267	82,872
LMP CAP & INCOME FD INC	24,094	18,285
WELLS FARGO & CO NEW DEL - 217.4034 SHS	7,230	7,431
SHIP FIN INTL LTD - 237.0321 SHARES		
GENERAL ELECTRIC - 1933.9932 SHARES	40,477	40,595
DELL INC - 2500 SHARES	41,050	25,350
CINTAS CORP OHIO - 202.6251 SHARES		
VERIZON COMMUNICATIONS COM- 215.6474 SHS	7,072	9,331
MARATHON OIL CORP- 2,923.8342 SHARES	69,414	89,645
INTEL CORP- 1628.6402 SHARES	43,914	33,583
DEERE CO- 211.6257 SHARES	6,936	18,289
CONOCOPHILLIPS-1,112.2564 SHARES	52,539	64,500
CLOROX CO DEL COM- 322.5382 SHARES	18,403	23,616
PROCTER & GAMBLE - 1,333.6067 SHRS	76,274	90,539
ACE LTD - 1,234.5702 SHRS	70,094	98,519

TY 2012 Other Decreases Schedule

Name: THE DOROTHY B FRANCIS CHARITABLE
FOUNDATION

EIN: 35-2235189

Software ID: 12000229

Software Version: 2012v2.0

Description	Amount
UNREALIZED LOSS ON INVESTMENTS	8,794

TY 2012 Other Expenses Schedule

Name: THE DOROTHY B FRANCIS CHARITABLE
FOUNDATION

EIN: 35-2235189

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ACCOUNT FEE	32,289	32,289	32,289	

TY 2012 Taxes Schedule

Name: THE DOROTHY B FRANCIS CHARITABLE
FOUNDATION

EIN: 35-2235189

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE OF OHIO FILING FEE	200			
FEDERAL EXCISE TAX	967			

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
VIRGINIA CLARK 8044 MONTGOMERY RD STE 720 CINCINNATI, OH 45236	Secretary 1 00	0		
DAIN PAIGE 8044 MONTGOMERY RD STE 720 CINCINNATI, OH 45236	Treasurer 1 00	0		
DAVID J ALEX 8044 MONTGOMERY RD STE 720 CINCINNATI, OH 45236	President 1 00	0		
CAROLYN McCLINTOCK 8044 MONTGOMERY RD STE 720 CINCINNATI, OH 45236	Vice President 1 00	0		
DOROTHY B FRANCIS 8044 MONTGOMERY RD STE 720 CINCINNATI, OH 45236	Chair Emeritus 1 00	0		

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
UNITED COALITION FOR ANIMALS 1230 W 8TH STREET CINCINNATI, OH 45203	NONE		GENERAL CHARITABLE	10,000
HAMILTON COUNTY PARK DISTRICT 10245 WINTON ROAD CINCINNATI, OH 45231	NONE		GENERAL CHARITABLE	10,000
SPCA CINCINNATI 11900 CONREY ROAD CINCINNATI, OH 45249	NONE		GENERAL CHARITABLE	100
THE HUMANE SOCIETY OF THE US 2100 L STREET NW WASHINGTON, DC 20037	NONE		GENERAL CHARITABLE	50
DEFENDERS OF WILDLIFE 1130 17TH ST NW WASHINGTON, DC 20036	NONE		GENERAL CHARITABLE	100
Total			► 3a	20,250