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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

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 02-01-2012, and ending 01-31-2013

Name of foundation Nabama Foundation, A Employer identification number 31-6033919, B Telephone number, C If exemption application is pending, D 1. Foreign organizations, D 2. Foreign organizations meeting the 85% test, E If private foundation status was terminated, F If the foundation is in a 60-month termination

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))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	39,647	23,702	23,702			
	3 Accounts receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	4 Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	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) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	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)	222,124 <input type="checkbox"/>	207,758	872,641			
	c Investments—corporate bonds (attach schedule)	30,635 <input type="checkbox"/>	30,635	37,271			
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)						
	14 Land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____						
15 Other assets (describe <input type="checkbox"/> _____)							
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	292,406	262,095	933,614				
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 <input type="checkbox"/> _____)						
	23 Total liabilities (add lines 17 through 22)	0	0				
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 <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds	292,406	262,095				
	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)	292,406	262,095					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	292,406	262,095					

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	292,406
2	Enter amount from Part I, line 27a	2	-30,312
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____ <input type="checkbox"/>	3	1
4	Add lines 1, 2, and 3	4	262,095
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	262,095

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-11,843
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	39,996	839,051	0.047668
2010	50,705	814,734	0.062235
2009	45,270	740,146	0.061164
2008	40,269	863,982	0.046609
2007	40,560	942,775	0.043022
2	Total of line 1, column (d).		2 0.260697
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 0.052139
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4 890,595
5	Multiply line 4 by line 3.		5 46,435
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 246
7	Add lines 5 and 6.		7 46,681
8	Enter qualifying distributions from Part XII, line 4.		8 42,416

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)

Table with 11 main rows and sub-rows (a-d) for credits/payments. Includes fields for exempt foundations, tax under section 511, and total tax due/overpayment.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) and sub-rows (a-b) for questions regarding political activities, tax returns, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No		
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes			
14	The books are in care of ▶ <u>Barbara Mather Stross</u> Telephone no ▶ <u>(513) 231-7861</u> Located at ▶ <u>7519 Ayers Road Cincinnati OH</u> ZIP +4 ▶ <u>45255</u>					
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <table border="1"><tr><td>15</td><td></td></tr></table>	15				
15						
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No		

See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶ _____

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

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 page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	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	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b	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? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	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)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(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</p> <p>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 Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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 checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>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</p> <p>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 If "Yes" to 6b, file Form 8870.</p> <p>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</p> <p>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</p>			
5b			
6b		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
Malcolm N McElroy 3492 Forestoak Court Cincinnati, OH 45208	Co-Trustee 1 00	0	0	0
Lori W McElroy 3575 Bayard Drive Cincinnati, OH 45208	Co-Trustee 1 00	0	0	0
Barbara Mather Stross 7519 Ayers Road Cincinnati, OH 45255	Co-Trustee 2 00	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. <input type="checkbox"/>				0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

Total number of others receiving over \$50,000 for professional services. **▶**

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 The Nabama Foundation is not a Private Operating Foundation	0
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 NA The purpose of the Foundation is to produce investment income which is then contributed only to pre-selected charities	0
2	
All other program-related investments See page 24 of the instructions	
3	

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		
a	Average monthly fair market value of securities.	1a	868,710
b	Average of monthly cash balances.	1b	35,447
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	904,157
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	0
3	Subtract line 2 from line 1d.	3	904,157
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	13,562
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	890,595
6	Minimum investment return. Enter 5% of line 5.	6	44,530

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	44,530
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	491
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	491
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	44,039
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	44,039
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	44,039

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	42,416
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	42,416
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	42,416

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				44,039
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.				
b From 2008.				
c From 2009.				6,752
d From 2010.				10,289
e From 2011.				
f Total of lines 3a through e.	17,041			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>42,416</u>				
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.				42,416
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	1,623			1,623
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	15,418			
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).				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	15,418			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				5,129
c Excess from 2010.				10,289
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.

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number 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 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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 40,850
b <i>Approved for future payment</i>				
Total				3b

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge Signature of officer or trustee Date Title

Paid Preparer Use Only Print/Type preparer's name Preparer's Signature Date Check if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
109 shs Chorus Ltd ADR	P	2007-09-20	2012-02-24
67 shs BB&T	P	2007-10-02	2012-02-24
5888 sh Entergy Corp	P	2008-09-03	2012-02-15
8603 sh Exelon Corporation	P	2008-09-11	2012-02-15
4909 shs Procter & Gamble	P	2008-08-18	2012-02-15
241 sh Telecom Corp New Zealand	P	2008-09-23	2012-02-15
2770272 shs Seaspan	P	2008-01-31	2012-02-24
3249492 shs Ship Finance Intl Ltd	P	2008-01-13	2012-02-24
99 shs IShares JP Morgan Em Markets	P	2010-06-13	2012-02-24
800 shs Health Care Reit 7625 pfd	P	2004-09-09	2012-04-02
110 shs Exelon Corporation	P	2007-09-20	2012-09-12
Mills Litigation	P	2009-02-02	2012-08-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,452		1,462	-10
1,981		2,788	-807
40		57	-17
34		55	-21
32		35	-3
2		2	
4,661		7,983	-3,322
4,374		8,311	-3,937
11,167		10,147	1,020
20,000		20,000	
3,810		8,617	-4,807
61			61

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 <i>Paid during the year</i>				
Alzheimers Association 644 Linn Street Suite 1026 Cincinnati, OH 452031742	None	See Stmt	General Purposes	500
American Cancer Society 2808 Reading Road Cincinnati, OH 45206	None	See Stmt	General Purposes	500
American Council of the Blind PO Box 11114 Cincinnati, OH 452110114	None	See Stmt	General Purposes of the Cincinnati Chapter	250
American Diabetes Association 1701 No Beaugard Street Alexandria, VA 22311	None	See Stmt	General Purposes	1,000
American Heart Association 5211 Madison Road Cincinnati, OH 45207	None	See Stmt	General Purposes	500
Beech Acres parenting Center 6881 Beechmont Avenue Cincinnati, OH 452309989	None	See Stmt	2012 Contribution for General Puposes	200
Camp Stepping Stones 5650 Given Road Cincinnati, OH 452433426	None	See Stmt	General Purposes	500
Childrens Home of Cincinnati 5050 Madison Road Cincinnati, OH 45227	None	See Stmt	General Purposes	250
Cincinnati Childrens 3333 Burnet Avenue Cincinnati, OH 452293039	None	See Stmt	Starshine Hospice	250
Cincinnati Observatory Center 3489 Observatory Place Cincinnati, OH 45208	None	See Stmt	General Purposes	1,000
Cincinnati Public Library 4033 Gilmore Avenue Cincinnati, OH 45209	None	See Stmt	General Purposes of the Oakley Branch	200
Cincinnati Public Radio WVXU 1223 Central Parkway Cincinnati, OH 45214	None	See Stmt	General Purposes	1,000
Crayons to Computers 1350 Tennessee Avenue Cincinnati, OH 45229	None	See Stmt	General Purposes	500
Disabled American Veterans PO Box 14301 Cincinnati, OH 452500301	None	See Stmt	General Purposes	200
Fernside 4360 Cooper Road Suite 100 Cincinnati, OH 45242	None	See Stmt	2012 Gift for General Purposes	250

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 <i>Paid during the year</i>				
Foundation Fighting Blindness 1580 S Milwaukee Ave Ste 606 Libertyville,IL 60048	None	See Stmt	1 General Purposes 2 Vision Walk Cincinnati	1,100
Free Store Food Bank 112 E Liberty Cincinnati,OH 45202	None	See Stmt	General Purposes Thanksgiving Christmas	550
Krohn Conservatory Friends of 1501 Eden Park Drive Cincinnati,OH 45202	None	See Stmt	Inmo Ruth G Wigor Founders9 Society	2,000
Habitat for HumanityTri State 9900 Princeton-Glendale Road Cincinnati,OH 45246	None	See Stmt	General Purposes	250
Harvard Club of Cincinnati PO Box 8813 Cincinnati,OH 452080813	None	See Stmt	2012 Contribution	200
Harvard College Fund 124 Mt Auburn St Cambridge,MA 021384037	None	See Stmt	Neil H McElroy Scholarship Fund	500
Hillside Trust 710 Tusculum Avenue Cincinnati,OH 45226	None	See Stmt	General Purposes	100
Hospice of Cincinnati 4310 Cooper Road Cincinnati,OH 45242	None	See Stmt	2012 Contribution	300
Indian Hill Church 6000 Drake Avenue Cincinnati,OH 45243	None	See Stmt	General Purposes	1,000
Indian Hill Historical Society 8100 Given Road Cincinnati,OH 45243	None	See Stmt	2012 Contribution	100
Inter Parish Ministries Newtown 3509 Debolt Road Cincinnati,OH 45244	None	See Stmt	General Purposes	250
Kids Wish Network 4060 Louis Avenue Holiday,FL 34691	None	See Stmt	General Purposes	400
League for Animal Welfare 4193 Taylor Road Batavia,OH 45103	None	See Stmt	General Purposes	250
Maine Heritage Trust 1 Bowdoin Mill Is Suite 201 Topsham,ME 04086	None	See Stmt	General Purposes	200
Matthew 25 Ministries 11060 Kenwood Road Cincinnati,OH 45242	None	See Stmt	2012 Contribution	1,000

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 <i>Paid during the year</i>				
Mental Health Assoc of No KY 912 Scott Street Covington, KY 41011	None	See Stmt	General Purposes	1,000
Sinai Shrine Temple 59 PO Box 11281 Cincinnati, OH 45211	None	See Stmt	Wonderful World of Magic	400
Southwest Harbor Library PO Box 157 Southwest Harbor, ME 04679	None	See Stmt	General Purposes	750
SPCA Cincinnati 11900 Conrey Road Cincinnati, OH 45249	None	See Stmt	General Purposes	250
St Albans School Mt St Alban Washington, DC 20016	None	See Stmt	Class of 1962 Alumni Fund	1,000
St Ursula Academy 1339 East McMillan Cincinnati, OH 45206	None	See Stmt	Annual Fund Athletic Boosters	5,650
St Vincent De Paul 1125 Bank Street Cincinnati, OH 45214	None	See Stmt	General Purposes	650
SW Harbor Tremont Nursing Svc PO Box 437 Southwest Harbor, ME 04679	None	See Stmt	General Purposes	250
United Way of Cincinnati 2400 Reading Road Cincinnati, OH 45202	None	See Stmt	2012 Contribution	2,500
Vietnam Veterans of SW Ohio 8418 Reading Road Cincinnati, OH 45215	None	See Stmt	General Purposes	250
Walnut Hills High School 3250 Victory Parkway Cincinnati, OH 45207	None	See Stmt	Building Fund Boosters Club General Purposes	10,150
WCET Channel 48 1223 Central Parkway Cincinnati, OH 45214	None	See Stmt	Premier Circle	1,000
WNKU-Public Radio No KY University-Louis B Nunn Newport, KY 41076	None	See Stmt	General Purposes	200
Womens City Club 103 Wm Howard Taft Cincinnati, OH 45219	None	See Stmt	Rothenberg & Winton Hills Reading Program	1,500
Total				40,850

TY 2012 Accounting Fees Schedule

Name: Nabama Foundation

EIN: 31-6033919

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Mather Stross & Associates	2,399	1,919	0	480

TY 2012 Compensation Explanation**Name:** Nabama Foundation**EIN:** 31-6033919

Person Name	Explanation
Malcolm N McElroy	No Trustee receives compensation
Lori W McElroy	No Trustee receives compensation
Barbara Mather Stross	No Trustee receives compensation

**TY 2012 Investments Corporate
Bonds Schedule****Name:** Nabama Foundation**EIN:** 31-6033919

Name of Bond	End of Year Book Value	End of Year Fair Market Value
\$5,000 Sun Company 9%	5,160	6,326
\$25,000 Coca Cola 7.125%	25,475	30,945

TY 2012 Investments Corporate Stock Schedule

Name: Nabama Foundation

EIN: 31-6033919

Name of Stock	End of Year Book Value	End of Year Fair Market Value
9000 shs Procter & Gamble Co	9,927	676,440
258 shs Telefonica Brazil SA	8,671	6,496
600 shs Ashford Hospitality Tr	13,717	15,276
800 shs Health Care Reit 7625	0	0
586 shs Clearbridge Energy Fd	12,277	14,908
59 shs Duke Energy Corp New	3,729	4,056
192 shs Am Electric Power	6,750	8,696
569 shs Clearbridge Energy Fd	12,070	14,475
316 shs Ship Finance Intl Ltd	0	0
194 IShares JP Morgan Em M Bd	21,882	23,142
272 shs Seaspan Corp	0	0
206 shs AT&T	8,648	7,167
67 shs BB&T Corporation	0	0
621 shs Frontier Communication	8,122	2,838
79 shs Entergy Corporation	8,412	5,103
110 shs Exelon Corporation	0	0
200 shs Vanguard REIT	10,104	13,652
173 shs PPL Corporation	8,613	5,240
531 shs Telecom Corp NZ	6,593	5,378
114 shs Duke Energy Corp New	6,350	7,836
197 shs Verizon Communications	8,086	8,591
600 shs Windstream Corp	8,669	5,844
5888 sh Entergy Corporation	0	0
8603 sh Exelon Corp	0	0
342 shs Duke Energy Holding Co	0	0
4909 sh Procter & Gamble	0	0
1424114 shs Telecom Corp NZ	104	142
89492 shs Ship Finance Intl	0	0
50272 shs Seaspan	0	0
47 shs Frontier Corporation	507	215

Name of Stock	End of Year Book Value	End of Year Fair Market Value
193 shs Centurylink Inc	6,335	7,807
82 shs Centurylink Inc	3,261	3,317
99 IShares JP Morgan Em Bd Fd	0	0
134 SPDR Ser Tr Barclays Hi Yd	5,046	5,470
1061531 shs Chorus Ltd ADR	0	0
28459 shs Chorus Ltd ADR	0	0
156 shs Dow Jones Intl RE ETF	6,312	6,485
185 shs SPDR Ser Tr Barclays	7,356	7,552
228 shs SPDR Ser Tr Barclays	9,119	9,307
18 shs Clearbridge Energy	417	458
129 shs Proshares Tr Short ETF	3,823	3,905
94 shs Proshares Tr Short ETF	2,858	2,845

TY 2012 Other Expenses Schedule

Name: Nabama Foundation

EIN: 31-6033919

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Ohio State Treas-filing fee	200	0	0	200

TY 2012 Other Increases Schedule

Name: Nabama Foundation

ETIN: 31-6033919

Description	Amount
Rounding	1

TY 2012 Other Professional Fees Schedule

Name: Nabama Foundation

EIN: 31-6033919

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Smith Barney & UBS Invstmt Fee	8,829	7,946	0	883
Smith Barney & UBS Stock Fee	26	23	0	3

TY 2012 Taxes Schedule

Name: Nabama Foundation

EIN: 31-6033919

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign tax paid	88	88	0	0
Estimated excise tax	500	0	0	0
Excise tax due fye 13112	120	0	0	0