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Part III

Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1

Briefly describe the organization’s mission

SEE SCHEDULE O

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

If “Yes,” describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

If “Yes,” describe these changes on Schedule O

4

Describe the organization’s program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code) (Expenses \$ 2,907,865 including grants of \$ 2,907,865) (Revenue \$ 677,836)

SEE SCHEDULE O

4b

(Code) (Expenses \$ including grants of \$) (Revenue \$)

4c

(Code) (Expenses \$ including grants of \$) (Revenue \$)

4d

Other program services (Describe in Schedule O)



















(Expenses \$ including grants of \$) (Revenue \$)

4e

Total program service expenses 2,907,865

Part IV

Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	2 Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10 Yes	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI 	11a Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII 	11b Yes	
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII 	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX 	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 	11f Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions) 	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II 	18 Yes	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III 	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . .	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> . . .	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		No
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	Yes	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	Yes	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
7d	If "Yes," indicate the number of Forms 8282 filed during the year.		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		
b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	Yes
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	No
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	Yes
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a	Yes
b	Other officers or key employees of the organization	15b	Yes
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization MICHAEL CROFTON 619 OAK STREET - ACCOUNTING 3 WEST CINCINNATI, OH (513) 569-6577

Part VII

Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- 1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

List all of the organization's **current** key employees, if any See instructions for definition of "key employee "

List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JOHN BROOKS TRUSTEE	1 00 0 00	X						0	0	0
(2) RANCE DUKE TREASURER	1 00 1 00	X		X				0	0	0
(3) THOMAS HUENEFELD VICE CHAIRMAN	1 00 0 00	X		X				0	0	0
(4) KAREN CLARK TRUSTEE	1 00 0 00	X						0	0	0
(5) CRAIG EISENTROUT MD TRUSTEE	1 00 2 00	X						0	0	0
(6) PEGGY ESHMAN TRUSTEE	1 00 0 00	X						0	0	0
(7) GRANT HESSER TRUSTEE	1 00 0 00	X						0	0	0
(8) EDMUND JONES MD CHAIRMAN	1 00 0 00	X		X				0	0	0
(9) MARION BARRETT LEIBOLD SECRETARY (END 7/2012)	1 00 0 00	X		X				0	0	0
(10) EDWARD OWENS III VICE CHAIRMAN	1 00 0 00	X		X				0	0	0
(11) MYRTIS POWELL TRUSTEE	1 00 0 00	X						0	0	0
(12) LT WILBURN TRUSTEE	1 00 0 00	X						0	0	0
(13) SUSAN WEINBERG MD TRUSTEE	1 00 0 00	X						0	0	0
(14) JOHN PROUT TRUSTEE	1 00 60 00	X						0	1,991,921	331,413
(15) ANDREW SWALLOW PRESIDENT & CEO	60 00 0 00	X		X				0	222,871	46,443
(16) MARIE HUENEFELD TRUSTEE	1 00 0 00	X						0	0	0
(17) RACHID ABDALLAH TRUSTEE	1 00 0 00	X						0	0	0

Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) EDWIN GOLDSTEIN TRUSTEE	1 00 0 00	X						0	0	0
(19) BILL GRAF SECRETARY	1 00 0 00	X		X				0	0	0
(20) MARY FISCHER TRUSTEE	1 00 0 00	X						0	0	0
(21) TAD LAWRENCE III TRUSTEE	1 00 0 00	X						0	0	0
(22) DONNA NIENABER ESQ FORMER OFFICER	0 00 60 00						X	0	540,699	164,782
(23) CRAIG RUCKER FORMER OFFICER	0 00 60 00						X	0	618,981	143,478
(24) MICHAEL CROFTON FORMER OFFICER	0 00 60 00						X	0	300,076	79,447
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								0	3,674,548	765,563

2Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization0

3Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

3Yes

4For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

4Yes

5Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

5No

Section B. Independent Contractors

1Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
BLACKBAUD INC 2000 DANIEL ISLAND DR CHARLESTON SC 29492	SOFTWARE/CONSULTING	153,907
KENWOOD COUNTRY CLUB 6501 KENWOOD ROAD CINCINNATI OH 45243	CHARITY GOLF OUTING	123,240

2Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization2

Part VIII

Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	508,776			
	d	Related organizations	1d	327,517			
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	1,256,294			
	g	Noncash contributions included in lines 1a-1f \$		563,630			
	h	Total. Add lines 1a-1f		2,092,587			
Program Service Revenue	2a	SERVICE FEE	Business Code 900099	677,836	677,836		
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		677,836			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		1,385,613		1,385,613
4		Income from investment of tax-exempt bond proceeds . .					
5		Royalties					
6a		Gross rents	(i) Real	(ii) Personal			
		b	Less rental expenses				
		c	Rental income or (loss)				
		d	Net rental income or (loss)				
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
		b	Less cost or other basis and sales expenses				
		c	Gain or (loss)				
		d	Net gain or (loss)		5,437,218		5,437,218
8a		Gross income from fundraising events (not including \$ 508,776 of contributions reported on line 1c) See Part IV, line 18					
		a	594,262				
		b	Less direct expenses	b	443,774		
c		Net income or (loss) from fundraising events . . .		150,488		150,488	
9a		Gross income from gaming activities See Part IV, line 19					
		a					
		b	Less direct expenses	b			
c		Net income or (loss) from gaming activities . . .					
10a		Gross sales of inventory, less returns and allowances					
	a						
	b	Less cost of goods sold	b				
c	Net income or (loss) from sales of inventory . . .						
Miscellaneous Revenue		Business Code					
11a							
	b						
	c						
	d	All other revenue					
	e	Total. Add lines 11a-11d					
12	Total revenue. See Instructions			9,743,742	677,836	0	6,973,319

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX

☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	2,725,672	2,725,672		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	182,193	182,193		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4	Benefits paid to or for members.				
5	Compensation of current officers, directors, trustees, and key employees.				
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
7	Other salaries and wages.				
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).				
9	Other employee benefits.				
10	Payroll taxes.				
11	Fees for services (non-employees):				
a	Management.				
b	Legal.				
c	Accounting.	25,000		25,000	
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.	342,846		342,846	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	206,597		180,910	25,687
12	Advertising and promotion.	28,681		28,681	
13	Office expenses.	158,163		145,481	12,682
14	Information technology.	892		892	
15	Royalties.				
16	Occupancy.				
17	Travel.	8,216		8,216	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.				
20	Interest.				
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	93,372		93,372	
23	Insurance.				
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O).				
a	PAYROLL MANAGEMENT	1,024,560		871,847	152,713
b	OVERHEAD ALLOCATION	335,040		160,332	174,708
c	MAILINGS/PUBLICATIONS	161,986			161,986
d	BUSINESS MEALS	10,261		10,261	
e	All other expenses	22,642		22,642	
25	Total functional expenses. Add lines 1 through 24e.	5,326,121	2,907,865	1,890,480	527,776
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

Check if Schedule O contains a response to any question in this Part X

☐

					(A)		(B)	
					Beginning of year		End of year	
Assets	1	Cash—non-interest-bearing				37,742	1	152,205
	2	Savings and temporary cash investments					2	
	3	Pledges and grants receivable, net				2,085,714	3	1,585,371
	4	Accounts receivable, net					4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L					5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L					6	
	7	Notes and loans receivable, net					7	
	8	Inventories for sale or use					8	
	9	Prepaid expenses and deferred charges					9	
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	965,039	588,473	10c	495,101	
	b	Less accumulated depreciation	10b	469,938				
	11	Investments—publicly traded securities			56,828,215	11	68,154,053	
	12	Investments—other securities See Part IV, line 11			36,708,648	12	35,391,724	
	13	Investments—program-related See Part IV, line 11				13		
	14	Intangible assets				14		
	15	Other assets See Part IV, line 11				15		
16	Total assets. Add lines 1 through 15 (must equal line 34)			96,248,792	16	105,778,454		
Liabilities	17	Accounts payable and accrued expenses			715,181	17	623,926	
	18	Grants payable				18		
	19	Deferred revenue				19		
	20	Tax-exempt bond liabilities				20		
	21	Escrow or custodial account liability Complete Part IV of Schedule D				21		
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L				22		
	23	Secured mortgages and notes payable to unrelated third parties				23		
	24	Unsecured notes and loans payable to unrelated third parties				24		
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D			12,519,975	25	12,771,284	
	26	Total liabilities. Add lines 17 through 25			13,235,156	26	13,395,210	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.							
	27	Unrestricted net assets			78,352,007	27	87,689,183	
	28	Temporarily restricted net assets			982,317	28	1,011,933	
	29	Permanently restricted net assets			3,679,312	29	3,682,128	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.							
	30	Capital stock or trust principal, or current funds				30		
	31	Paid-in or capital surplus, or land, building or equipment fund				31		
	32	Retained earnings, endowment, accumulated income, or other funds				32		
	33	Total net assets or fund balances			83,013,636	33	92,383,244	
	34	Total liabilities and net assets/fund balances			96,248,792	34	105,778,454	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	9,743,742
2	Total expenses (must equal Part IX, column (A), line 25)	2	5,326,121
3	Revenue less expenses Subtract line 2 from line 1	3	4,417,621
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	83,013,636
5	Net unrealized gains (losses) on investments	5	5,802,104
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-850,117
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	92,383,244

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separate basis	Yes	
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization BETHESDA FOUNDATION INC	Employer identification number 23-7374129
---	--

Part I

Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1

☐

A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
- 5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7

☒

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
- 8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9

☐

An organization that normally receives (1) more than 33¹/₃% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33¹/₃% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10

☐

An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Non-functionally integrated
- e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i)

A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii)

A family member of a person described in (i) above?

(iii)

A 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the supported organization(s)
- | | Yes | No |
|----------|-----|----|
| 11g(i) | | |
| 11g(ii) | | |
| 11g(iii) | | |
- | (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1 - 9 above or IRC section (see instructions)) | (iv) Is the organization in col (i) listed in your governing document? | | (v) Did you notify the organization in col (i) of your support? | | (vi) Is the organization in col (i) organized in the U S ? | | (vii) Amount of monetary support |
|------------------------------------|----------|---|--|----|---|----|--|----|----------------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| | | | | | | | | | |
| | | | | | | | | | |
| Total | | | | | | | | | |
- For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990EZ.

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2012

Part II

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	1,755,139	1,836,322	1,627,916	3,261,601	2,092,587	10,573,565
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	1,755,139	1,836,322	1,627,916	3,261,601	2,092,587	10,573,565
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						2,093,416
6 Public support. Subtract line 5 from line 4						8,480,149

Section B. Total Support							
Calendar year (or fiscal year beginning in) ▶		(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7	Amounts from line 4	1,755,139	1,836,322	1,627,916	3,261,601	2,092,587	10,573,565
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,011,406	1,393,610	1,143,788	1,104,242	1,385,613	7,038,659
9	Net income from unrelated business activities, whether or not the business is regularly carried on						
10	Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11	Total support (Add lines 7 through 10)						17,612,224
12	Gross receipts from related activities, etc (see instructions)					12	4,537,045
13	First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage			
14	Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	48 150 %
15	Public support percentage for 2011 Schedule A, Part II, line 14	15	45 940 %
16a	33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
b	33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
17a	10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization		
b	10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization		
18	Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		

Part IIIPart III

Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage		
15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
b 33 1/3% support tests—2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶		

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BETHESDA FOUNDATION INC

Employer identification number
23-7374129

Part I

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	

Part II

Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education)☐ Preservation of an historically important land area☐ Protection of natural habitat☐ Preservation of a certified historic structure☐ Preservation of open space

2

Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶_____

4

Number of states where property subject to conservation easement is located ▶_____

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶_____

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶\$ _____

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes☐ No

9

In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a

Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b

Assets included in Form 990, Part X

▶ \$ _____

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 52283D

Schedule D (Form 990) 2012

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3

Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII and complete the following table

	Amount
1c	
1d	
1e	
1f	

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance	4,081,914	4,327,136	3,585,400	3,112,325	4,077,629
b Contributions	2,816	3,351	79,856	4,295	5,000
c Net investment earnings, gains, and losses	451,266	-94,120	661,880	468,780	-835,177
d Grants or scholarships					
e Other expenditures for facilities and programs	30,250	154,453			135,127
f Administrative expenses					
g End of year balance	4,505,746	4,081,914	4,327,136	3,585,400	3,112,325

2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a

Board designated or quasi-endowment

b

Permanent endowment

82 000 %

c

Temporarily restricted endowment

18 000 %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i)

unrelated organizations

3a(i)

☐ Yes

☐ No

(ii)

related organizations

3a(ii)

☐ Yes

☐ No

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

☐

☐

4

Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		694,117	259,990	434,127
d Equipment		268,222	209,948	58,274
e Other		2,700		2,700
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				495,101

Schedule D (Form 990) 2012

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	13,482,878
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	5,802,104
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	5,802,104
3	Subtract line 2e from line 1	3	7,680,774
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	342,846
b	Other (Describe in Part XIII)	4b	1,720,122
c	Add lines 4a and 4b	4c	2,062,968
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	9,743,742

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	4,113,270
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	4,113,270
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	342,846
b	Other (Describe in Part XIII)	4b	870,005
c	Add lines 4a and 4b	4c	1,212,851
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)	5	5,326,121

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	INVESTMENT PROCEEDS FROM ENDOWMENT FUNDS ARE USED TO SUPPORT THE PROGRAMS OF BETHESDA HOSPITAL, INC. AND ITS SUBSIDIARIES
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	FOLLOWING IS THE TEXT OF THE FOOTNOTE TO BETHESDA FOUNDATION, INC.'S AUDITED FINANCIAL STATEMENTS THAT REPORTS ITS LIABILITY, IF APPLICABLE, FOR UNCERTAIN TAX POSITIONS UNDER ASC 740-10-25: THE FOUNDATION COMPLETED AN ANALYSIS OF ITS UNCERTAIN TAX POSITIONS IN ACCORDANCE WITH APPLICABLE ACCOUNTING GUIDANCE AT JUNE 30, 2013 AND 2012, AND DETERMINED THAT NO AMOUNTS WERE REQUIRED TO BE RECOGNIZED IN THE FINANCIAL STATEMENTS.
PART XI, LINE 4B - OTHER ADJUSTMENTS		RELATED ENTITY CONTRIBUTION MANAGEMENT TRANSACTIONS 1,720,122
PART XII, LINE 4B - OTHER ADJUSTMENTS		NET RELATED ENTITY GRANTS PAID MANAGEMENT TRANSACTIONS 870,005

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

Revenue		(a) Event #1 <u>MARY JO'S ANGELS LUNCHEON</u> (event type)	(b) Event #2 <u>BETHESDA LYCEUM</u> (event type)	(c) Other events <u>5</u> (total number)	(d) Total events (add col (a) through col (c))	
	1	Gross receipts	344,576	196,600	561,862	1,103,038
	2	Less Contributions . .	331,976	176,800	0	508,776
	3	Gross income (line 1 minus line 2)	12,600	19,800	561,862	594,262
Direct Expenses	4	Cash prizes				
	5	Noncash prizes . .				
	6	Rent/facility costs . .			78,346	78,346
	7	Food and beverages .	13,160	41,397	53,812	108,369
	8	Entertainment		26,000	3,000	29,000
	9	Other direct expenses .	11,111	10,856	206,092	228,059
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶				(443,774)
	11	Net income summary Combine line 3, column (d), and line 10 ▶				150,488

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1	Gross revenue			
Direct Expenses	2	Cash prizes			
	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<div><input type="checkbox"/> Yes</div> <div><input type="checkbox"/> No</div>	<div><input type="checkbox"/> Yes</div> <div><input type="checkbox"/> No</div>	<div><input type="checkbox"/> Yes</div> <div><input type="checkbox"/> No</div>
	7	Direct expense summary Add lines 2 through 5 in column (d) ▶			
	8	Net gaming income summary Combine lines 1 and 7 in column (d) ▶			

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain _____

Does the organization operate gaming activities with nonmembers? ☐ **Yes** ☐ **No**

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ **Yes** ☐ **No**

13 Indicate the percentage of gaming activity operated in

a The organization's facility

13a

b An outside facility

13b

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ►

Address ►

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ **Yes** ☐ **No**

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____

c If "Yes," enter name and address of the third party

Name ►

Address ►

16 Gaming manager information

Name ►

Gaming manager compensation ► \$

Description of services provided ►

☐ Director/officer

☐ Employee

☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ **Yes** ☐ **No**

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Identifier	Return Reference	Explanation
FUNDRAISING EVENTS FOR RELATED ORGANIZATIONS	PART II, COLUMNS (B) & (C)	BETHESDA FOUNDATION, INC ("FOUNDATION") COORDINATES, ON BEHALF OF HOSPICE OF CINCINNATI, INCORPORATED AND FERNSIDE, INC A CENTER FOR GRIEVING CHILDREN, TWO RELATED ORGANIZATIONS RECOGNIZED BY THE INTERNAL REVENUE SERVICE AS EXEMPT FROM FEDERAL TAXATION UNDER IRC SECTION 501(C)(3), THE FOLLOWING FUNDRAISING EVENTS SHOWN IN COLUMN (C) - OTHER EVENTS * HOSPICE SUMMERTIME GOLF CLASSIC * GOURMET SENSATION * HIKE FOR HOSPICE - CINCINNATI * HIKE FOR HOSPICE - HAMILTON FOUNDATION HOLDS ALL REVENUE AND DONATIONS AND ONCE EXPENSES HAVE BEEN PAID, REMITS TO THE APPROPRIATE ORGANIZATION IDENTIFIED ABOVE THE NET REVENUE FROM THE SPECIFIC EVENT

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Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

DLN: 93493134014614

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization
BETHESDA FOUNDATION INC

Employer identification number
23-7374129

Part I

General Information on Grants and Assistance

1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

Yes

No

2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.							
(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) BETHESDA HOSPITAL INC 619 OAK STREET CINCINNATI, OH 45206	31-0537122	501(C)(3)	300,000				TO PROVIDE IN-HOSPITAL AND PRE-HOSPITAL EMERGENCY SERVICES POST-GRADUATE EDUCATION
(2) BETHESDA HOSPITAL INC 619 OAK STREET CINCINNATI, OH 45206	31-0537122	501(C)(3)	14,480				TO PROVIDE A CLINICAL PSYCHOLOGY GRADUATE STUDENT PRACTICUM FOR 20-HOURS PER WEEK
(3) BETHESDA HOSPITAL INC 619 OAK STREET CINCINNATI, OH 45206	31-0537122	501(C)(3)	100,000				TO PROVIDE THE SALARIES OF THE PASTORAL CARE STAFF WHO PROVIDE SUPPORT TO PATIENTS AND FAMILIES
(4) BETHESDA HOSPITAL INC 619 OAK STREET CINCINNATI, OH 45206	31-0537122	501(C)(3)	151,750				TO PROVIDE FOR THE PURCHASE OF A 3D IMAGING/DOPPLER ULTRASOUND AND OTHER EQUIPMENT
(5) BETHESDA HOSPITAL INC 619 OAK STREET CINCINNATI, OH 45206	31-0537122	501(C)(3)	102,384				TO PROVIDE EXAM KITS AND EDUCATIONAL MATERIALS FOR THE CENTER FOR ABUSE & RAPE EMERGENCY SVCS
(6) BETHESDA HOSPITAL INC 619 OAK STREET CINCINNATI, OH 45206	31-0537122	501(C)(3)	50,000				TO EDUCATE AND PROVIDE SAFETY EQUIPMENT FOR PARENTS OF INFANTS FROM VULNERABLE POPULATIONS
(7) BETHESDA HOSPITAL INC 619 OAK STREET CINCINNATI, OH 45206	31-0537122	501(C)(3)	43,640				TO PROVIDE LIFELINE EMERGENCY RESPONSE UNITS FOR LOW-INCOME, FRAIL SENIORS IN THE COMMUNITY
(8) BETHESDA HOSPITAL INC 619 OAK STREET CINCINNATI, OH 45206	31-0537122	501(C)(3)	440,263				GENERAL SUPPORT
(9) BETHESDA HEALTHCARE INC 619 OAK STREET CINCINNATI, OH 45206	31-1027660	501(C)(3)	411,336				TO PROVIDE PSYCHOLOGICAL SERVICES TO SCHOOLS FOR STUDENTS WITH VARIOUS BEHAVIORAL DIFFICULTIES
(10) UNIVERSITY OF CINCINNATI - URBAN HEALTH PROJECT 619 OAK STREET 7TH FLOOR CINCINNATI, OH 45206		501(C)(3)	25,200				TO PROVIDE STIPENDS TO MEDICAL STUDENTS TO PROVIDE CARE TO INDIGENT PEOPLE IN THE COMMUNITY
(11) BETHESDA HOSPITAL INC 619 OAK STREET CINCINNATI, OH 45206	31-0537122	501(C)(3)	5,700				TO PROVIDE DEXA SCREENINGS AND BALANCE TRAINING EQUIPMENT FOR FRAIL ELDERLY
(12) BETHESDA HOSPITAL INC 619 OAK STREET CINCINNATI, OH 45206	31-0537122	501(C)(3)	22,940				TO PROVIDE MATERIALS FOR THE LIBRARY AT THE MARY JO CROPPER FAMILY CTR FOR BREAST CARE
2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶							3
3 Enter total number of other organizations listed in the line 1 table ▶							

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance
(1) MEDICAL RESEARCH	5	182,193			

Part IV

Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 BETHESDA FOUNDATION, INC HAS A STATED APPLICATION PROCESS AND TWO COMMITTEES THAT EVALUATE AND ACCEPT OR REJECT GRANT PROPOSALS IN ADDITION, GRANTEES ARE REQUIRED TO MAKE A SIX MONTH REPORT ON THE PROGRESS OF THEIR GRANT

Software ID:

Software Version:

EIN: 23-7374129

Name: BETHESDA FOUNDATION INC

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BETHESDA HOSPITAL INC 619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	300,000				TO PROVIDE IN-HOSPITAL AND PRE-HOSPITAL EMERGENCY SERVICES POST-GRADUATE EDUCATION
BETHESDA HOSPITAL INC 619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	14,480				TO PROVIDE A CLINICAL PSYCHOLOGY GRADUATE STUDENT PRACTICUM FOR 20-HOURS PER WEEK

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BETHESDA HOSPITAL INC 619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	100,000				TO PROVIDE THE SALARIES OF THE PASTORAL CARE STAFF WHO PROVIDE SUPPORT TO PATIENTS AND FAMILIES
BETHESDA HOSPITAL INC 619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	151,750				TO PROVIDE FOR THE PURCHASE OF A 3D IMAGING/DOPPLER ULTRASOUND AND OTHER EQUIPMENT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BETHESDA HOSPITAL INC 619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	102,384				TO PROVIDE EXAM KITS AND EDUCATIONAL MATERIALS FOR THE CENTER FOR ABUSE & RAPE EMERGENCY SVCS
BETHESDA HOSPITAL INC 619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	50,000				TO EDUCATE AND PROVIDE SAFETY EQUIPMENT FOR PARENTS OF INFANTS FROM VULNERABLE POPULATIONS

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BETHESDA HOSPITAL INC 619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	43,640				TO PROVIDE LIFELINE EMERGENCY RESPONSE UNITS FOR LOW-INCOME, FRAIL SENIORS IN THE COMMUNITY
BETHESDA HOSPITAL INC 619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	440,263				GENERAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BETHESDA HEALTHCARE INC619 OAK STREET CINCINNATI, OH 45206	31-1027660	501(C)(3)	411,336				TO PROVIDE PSYCHOLOGICAL SERVICES TO SCHOOLS FOR STUDENTS WITH VARIOUS BEHAVIORAL DIFFICULTIES
UNIVERSITY OF CINCINNATI - URBAN HEALTH PROJECT619 OAK STREET 7TH FLOOR CINCINNATI, OH 45206		501(C)(3)	25,200				TO PROVIDE STIPENDS TO MEDICAL STUDENTS TO PROVIDE CARE TO INDIGENT PEOPLE IN THE COMMUNITY

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BETHESDA HOSPITAL INC 619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	5,700				TO PROVIDE DEXA SCREENINGS AND BALANCE TRAINING EQUIPMENT FOR FRAIL ELDERLY
BETHESDA HOSPITAL INC 619 OAK STREET CINCINNATI,OH 45206	31-0537122	501(C)(3)	22,940				TO PROVIDE MATERIALS FOR THE LIBRARY AT THE MARY JO CROPPER FAMILY CTR FOR BREAST CARE

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BETHESDA FOUNDATION INC

Employer identification number
23-7374129

Part I	Questions Regarding Compensation		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2		
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <div><div><input type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Form 990 of other organizations</div><div><input type="checkbox"/> Written employment contract</div><div><input type="checkbox"/> Compensation survey or study</div><div><input type="checkbox"/> Approval by the board or compensation committee</div></div>			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:			
a	Receive a severance payment or change-of-control payment?	4a		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III	4c		No
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:			
a	The organization?	5a		No
b	Any related organization? If "Yes," to line 5a or 5b, describe in Part III	5b		No
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:			
a	The organization?	6a		No
b	Any related organization? If "Yes," to line 6a or 6b, describe in Part III	6b		No
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		No
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)JOHN PROUT TRUSTEE	(i)	0	0	0	0	0	0	0
	(ii)	897,189	440,000	654,732	322,151	9,262	2,323,334	623,396
(2)ANDREW SWALLOW PRESIDENT & CEO	(i)	0	0	0	0	0	0	0
	(ii)	167,822	41,230	13,819	27,246	19,197	269,314	0
(3)DONNA NIENABER ESQ FORMER OFFICER	(i)	0	0	0	0	0	0	0
	(ii)	317,613	179,465	43,621	148,484	16,298	705,481	0
(4)CRAIG RUCKER FORMER OFFICER	(i)	0	0	0	0	0	0	0
	(ii)	428,317	166,025	24,639	132,778	10,700	762,459	0
(5)MICHAEL CROFTON FORMER OFFICER	(i)	0	0	0	0	0	0	0
	(ii)	214,926	53,626	31,524	57,136	22,311	379,523	0

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
	PART I, LINE 4B	ELIGIBLE EXECUTIVES (GENERALLY VICE PRESIDENT AND ABOVE) PARTICIPATE IN A PROGRAM THAT PROVIDES FOR SUPPLEMENTAL RETIREMENT BENEFITS. THE PAYMENT OF BENEFITS UNDER THE PROGRAM, IF ANY, IS ENTIRELY DEPENDENT UPON THE FACTS AND CIRCUMSTANCES UNDER WHICH THE EXECUTIVE TERMINATES EMPLOYMENT WITH THE ORGANIZATION. BENEFITS UNDER THE PROGRAM ARE UNFUNDED AND NON-VESTED. DUE TO THE SUBSTANTIAL RISK OF FORFEITURE PROVISION, THERE IS NO GUARANTEE THAT THESE EXECUTIVES WILL EVER RECEIVE ANY BENEFIT UNDER THE PROGRAM. ANY AMOUNT ULTIMATELY PAID UNDER THE PROGRAM TO THE EXECUTIVE IS REPORTED AS COMPENSATION ON FORM 990, SCHEDULE J, PART II, COLUMN B IN THE YEAR PAID. TRIHEALTH, INC., THE RELATED ORGANIZATION THAT PAID THE SALARIES OF THE FOLLOWING INDIVIDUALS LISTED IN SCHEDULE J, PART II, CONTRIBUTED, ON BEHALF OF THE FOLLOWING INDIVIDUALS, TO A SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN IN THE AMOUNTS AS NOTED: JOHN PROUT - \$270,273; DONNA NIENABER, ESQ. - \$80,229; CRAIG RUCKER - \$90,400; MICHAEL CROFTON - \$19,219; ANDREW SWALLOW - \$10,949. IN ADDITION, THE FOLLOWING INDIVIDUAL LISTED IN SCHEDULE J, PART II, RECEIVED A PAYMENT FROM A SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN WHICH WAS TREATED AS TAXABLE COMPENSATION BY TRIHEALTH, INC.: JOHN PROUT - \$623,396.
SUPPLEMENTAL INFORMATION	PART III	PART I, LINE 3: TRIHEALTH, INC., A RELATED ORGANIZATION OF BETHESDA FOUNDATION, INC., USES THE FOLLOWING TO ESTABLISH THE COMPENSATION OF THE ORGANIZATION'S CEO/EXECUTIVE DIRECTOR: COMPENSATION COMMITTEE, INDEPENDENT COMPENSATION CONSULTANT, COMPENSATION SURVEY OR STUDY, AND APPROVAL BY THE BOARD/COMPENSATION COMMITTEE. PART I, LINE 4A - SEVERANCE PAYMENTS: THE REPORTABLE INDIVIDUALS OF BETHESDA FOUNDATION, INC. ARE PAID BY TRIHEALTH, INC., A RELATED ORGANIZATION, RECOGNIZED BY THE INTERNAL REVENUE SERVICE AS EXEMPT FROM FEDERAL INCOME TAX UNDER INTERNAL REVENUE CODE SECTION 501(A) AS AN ORGANIZATION DESCRIBED IN INTERNAL REVENUE CODE SECTION 501(C)(3). THESE INDIVIDUALS DO NOT HAVE EMPLOYMENT AGREEMENTS, SO NO SPECIAL ARRANGEMENTS EXIST BEYOND TRIHEALTH, INC.'S STANDARD EMPLOYEE SEVERANCE PACKAGE. GENERAL SEVERANCE PAY IS BASED ON LENGTH OF SERVICE. IN ADDITION, NOTICE PAY, IF APPLICABLE UNDER TRIHEALTH, INC. POLICY, MAY BE ADDED TO THE SEVERANCE PACKAGE AND THE AMOUNT OF NOTICE PAY WILL BE DETERMINED BY HUMAN RESOURCES IN ACCORDANCE WITH TRIHEALTH, INC. POLICY. PAYMENTS OF SEVERANCE ARE CONDITIONED UPON SIGNING A SEPARATION AND RELEASE AGREEMENT. NO REPORTABLE INDIVIDUALS RECEIVED SEVERANCE PAYMENTS FROM TRIHEALTH, INC. DURING THE 2012 CALENDAR YEAR.

SCHEDULE M
(Form 990)

Noncash Contributions

OMB No 1545-0047

2012

Open to Public Inspection

►Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
► Attach to Form 990.

Name of the organization
BETHESDA FOUNDATION INC

Employer identification number
23-7374129

Part I

Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	5	563,630	COST OR SELLING PRICE
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (_____)				
26 Other ► (_____)				
27 Other ► (_____)				
28 Other ► (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

Yes

No

No

Yes

Yes

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 51227J

Schedule M (Form 990) (2012)

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
METHOD FOR DETERMINING NUMBER OF CONTRIBUTIONS	PART I, COLUMN (B)	BETHESDA FOUNDATION, INC IS REPORTING THE NUMBER OF CONTRIBUTIONS RECEIVED DURING THE TAX YEAR
THIRD PARTY USE	PART I, LINE 32B	WHEN BETHESDA FOUNDATION, INC RECEIVES SECURITIES AS A NON-CASH CONTRIBUTION, THEY ARE GIVEN TO STATE STREET WHO THEN SELLS THEM AND DEPOSITS THE FUNDS FOR THE ORGANIZATION

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization BETHESDA FOUNDATION INC	Employer identification number 23-7374129
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Identifier	Return Reference	Explanation
DESCRIPTION OF ORGANIZATION MISSION	FORM 990, PART III, LINE 1	THE MISSION OF BETHESDA FOUNDATION, INC IS TO HELP ENSURE THAT BETHESDA HOSPITAL HAS THE RESOURCES NEEDED TO SUCCESSFULLY ACCOMPLISH ITS STRATEGIC VISION AND MEET THE HEALTHCARE CHALLENGES FACING THE LARGE, GROWING COMMUNITY IT SERVES BETHESDA FOUNDATION, INC CULTIVATES PHILANTHROPIC SUPPORT FOR INDIGENT CARE, MEDICAL EDUCATION AND RESEARCH, PATIENT SERVICES, FACILITIES AND COMMUNITY OUTREACH PROGRAMS PROVIDED BY BETHESDA HOSPITAL AND ITS RELATED ENTITIES

Identifier	Return Reference	Explanation
STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS	FORM 990, PART III, LINE 4A	<p>THE BETHESDA FOUNDATION, INC ("FOUNDATION") IS ORGANIZED TO ACCEPT GIFTS AND BEQUESTS, EN GAGE IN FUNDRAISING ACTIVITIES, AND MANAGE AND INVEST THE ASSETS FOR THE USE AND BENEFIT O F BETHESDA HOSPITAL, INC AND ITS SUBSIDIARIES ("HOSPITAL") IN THE HOSPITAL'S MISSION TO IM PROVE THE HEALTH STATUS OF THE GROWING COMMUNITY IT SERVES IN RECENT YEARS, THE FOUNDATIO N HAS SUPPORTED THE FOLLOWING PROJECTS ASSOCIATED WITH BETHESDA HOSPITAL, INC HAROLD & M ARGRET THOMAS SPECIAL CARE NURSERY EVERY YEAR MORE THAN 4,400 BABIES ARE BORN AT BETHESDA HOSPITAL, INC OF THOSE BABIES, APPROXIMATELY 5% ARE BORN IN NEED OF SPECIAL CARE THE HAR OLD & MARGRET THOMAS SPECIAL CARE NURSERY , WHICH OPENED ITS DOORS IN DECEMBER, 2009, PROVI DES THREE TIMES THE SPACE OF THE OLD NURSERY WITH EIGHT SINGLE ROOMS AND TWO DOUBLE ROOMS TO PROVIDE EXTRA SPACE FOR TWINS IT OFFERS EACH INFANT AND FAMILY THE PRIVACY OF A SEPARA TE ROOM WHICH WILL ENHANCE THE BONDING EXPERIENCE AS WELL AS DECREASE NOISE AND OTHER SENS ORY STIMULATION THE PROJECT COST \$4 MILLION AND THE FOUNDATION RAISED \$1 8 MILLION IN SUP PORT FROM THE COMMUNITY MARY JO CROPPER FAMILY CENTER FOR BREAST CARE ("CENTER") THROUGH THE SUPPORT OF MANY GENEROUS DONORS TO THE BETHESDA FOUNDATION, THE MARY JO CROPPER FAMILY CENTER FOR BREAST CARE OPENED ITS DOORS IN AUGUST, 2009 THE CENTER PROVIDES A COMPREHENS IVE, MULTI-DISCIPLINARY BREAST CARE PROGRAM WITH A FULL SPECTRUM OF CLINICAL AND SUPPORT S ERVICES ALONG WITH THE LATEST TECHNOLOGY EMERGENCY CARE THE EXPERT STAFF OF BETHESDA HOSP ITAL, INC 'S EMERGENCY DEPARTMENT NOW OFFERS GREATER CINCINNATI FASTER SERVICE IN A QUIETE R, LESS CONGESTED ENVIRONMENT - ALL DUE TO A RENOVATION PROJECT FOUNDATION DONORS HELPED MAKE POSSIBLE AS ONE OF THE BUSIEST ADULT EMERGENCY DEPARTMENTS IN GREATER CINCINNATI, THE PREVIOUS EMERGENCY DEPARTMENT WAS CONSTANTLY CHALLENGED BY ITS EVER-GROWING VOLUME THE R ENOVATION ADDED MORE TREATMENT ROOMS, AN INTERNAL RADIOLOGY ROOM FOR QUICKER SCHEDULING AN D AN IMPROVED REGISTRATION AND TRIAGE SYSTEM MOST IMPORTANTLY , THE RENOVATION POSITIONS B ETHESDA HOSPITAL, INC TO CONTINUE TO GROW WITH ITS COMMUNITY BOTH IN VOLUME AND IN ADVANC EMENT OF SERVICES BETHESDA NORTH IS ONE OF THE TWO ADULT TRAUMA HOSPITALS IN HAMILTON COU NTY, TREATING APPRXIMATELY 1,000 TRAUMA PATIENTS OF THE 54,000 EMERGENCY VISITS ANNUALLY PARAMEDIC TRAINING PARAMEDICS KNOW THAT EVERY MINUTE COUNTS WHEN SAVING A LIFE BETHESDA H OSPITAL, INC KNOWS THE IMPORTANCE OF SUPPLYING GREATER CINCINNATI LICENSED PARAMEDICS WHO CAN ADMINISTER ADVANCED, SPLIT-SECOND MEDICAL CARE FOUNDATION BEGAN FUNDING THE PARAMEDI C TRAINING PROGRAM IN 1994 TO ANSWER A SHORTAGE OF PARAMEDICS IN THE COMMUNITY ITS DONORS HAVE PRIMARILY FUNDED THE PROGRAM, WHICH IS WIDELY RECOGNIZED AS ONE OF THE MOST SUCCESSF UL IN THE STATE NEARLY 30% OF HAMILTON COUNTY'S LICENSED PARAMEDICS ARE BETHESDA-TRAINED PHYSICIAN MEDICAL RESEARCH OVER THE YEARS, FOUNDATION HAS GRANTED OVER \$2 MILLION TO FUND IMPORTANT PHYSICIAN RESEARCH STUDIES THESE STUDIES HELP BETHESDA HOSPITAL, INC BETTER M EET THE HEALTH CARE NEEDS OF ITS COMMUNITY PROVIDING OPPORTUNITIES FOR PHYSICIAN RESEARCH IS JUST ONE MORE WAY THAT FOUNDATION SAVES LIVES AND CHANGES LIVES COMMUNITY FOUNDATION HAS A SERIOUS COMMITMENT TO IMPROVING THE HEALTH OF OUR DIVERSE COMMUNITY THROUGH A DYNAMI C COMMUNITY OUTREACH PROGRAM BEHAVIORAL HEALTH INTERVENTION - WHAT STARTED OUT AS AN EFFO RT TO PLACE NURSES IN CINCINNATI PUBLIC SCHOOLS QUICKLY SNOWBALLED INTO A PREVENTION-FOCUS ED BEHAVIORAL HEALTH PROGRAM THAT CONTINUES, WITH DONOR SUPPORT, TO PLACE CLINICIANS IN SC HOOLS TODAY, THE PROGRAM SERVES INNER-CITY YOUTH IN THREE SCHOOLS WITH FULL-TIME BEHAVIOR AL HEALTH SPECIALISTS ON A DAILY BASIS, FOUNDATION- FUNDED BEHAVIORAL HEALTH CLINICIANS ID ENTIFY PROBLEMS AND ISSUES SO THAT CHILDREN RECEIVE INTERVENTION WHEN INTERVENTION IS NEED ED MOST SOMETIMES, THIS EXTRA HELP CAN MEAN THE DIFFERENCE BETWEEN SUCCESS AND FAILURE IN THE CLASSROOM AND POTENTIALLY, SUCCESS IN LIFE LIFELINE - THE LIFELINE EMERGENCY RESPONS E SY STEM LINKS SUBSCRIBERS TO IMMEDIATE HELP - 24 HOURS A DAY IF A SUBSCRIBER NEEDS HELP AT HOME BUT CANNOT GET TO A TELEPHONE, A SIMPLE PUSH OF THE BUTTON WORN ON THE BODY AUTOMA TICALLY ALERTS THE TRAINED MONITORING STAFF AT BETHESDA HOSPITAL, INC WHO WILL SEND HELP IMMEDIATELY SECURITY , INDEPENDENCE AND PEACE OF MIND ALL RESULT FROM KNOWING THAT HELP IS JUST A PUSH OF A BUTTON AWAY FOUNDATION HAS HELPED FUND LIFELINE FOR INDIGENT PATIENTS S INCE 2002 SANE - WOMEN TREATED AT BETHESDA HOSPITAL, INC FOR SUSPECTED SEXUAL ASSAULT AR E FORTUNATE THEY CAN RECEIVE CARE FROM A TEAM OF SPECIALLY TRAINED NURSES A SEXUAL ASSAUL T NURSE EXAMINER (SANE) GOES THROUGH SPECIFIC CLASSROOM AND HANDS-ON TRAINING TO PROVIDE P ROFESSIONAL, COMPREHENSIVE AND COMPLETE EVIDENCE COLLECTION FOR VICTIMS OF SEXUAL ASSAULT THE SANE APPROACH HELPS AVOID RE-VICTIMIZATION OF THE SURVIVOR, BY OFFERING A SAFE ENVIRO NMENT, ADVOCACY , EDUCATION AND APPROPRIATE FOLLOW</p>

Identifier	Return Reference	Explanation
STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS	FORM 990, PART III, LINE 4A	<p>UP SERVICES AND REFERRAL BETHESDA HOSPITAL, INC IS THE ONLY SUBURBAN HAMILTON COUNTY HOS PITAL TO OFFER SANE, MAKING IT A TRUSTED PLACE FOR ASSAULT VICTIMS TO SEEK CARE AND FOR LA W ENFORCEMENT AND EMS PERSONNEL TO REFER VICTIMS FOR APPROPRIATE CARE FOUNDATION PROVIDED STARTUP FUNDS FOR THE SANE PROGRAM IN 1999 AND CONTINUES TO PROVIDE FINANCIAL SUPPORT SE NIORLINK - THIS PROGRAM OFFERS COMPREHENSIVE HEALTH CARE SERVICES TO ADDRESS THE MEDICAL, REHABILITATIVE, SOCIAL AND PERSONAL CARE NEEDS OF FRAIL SENIORS THROUGH ONE PROGRAM SENIO RLINK'S COMPREHENSIVE FALLS PREVENTION PROGRAM INCLUDES OSTEOPOROSIS SCREENINGS, TREATMENT AND EDUCATION, FALLS RISK ASSESSMENT BY A MULTI-DISCIPLINARY TEAM, AND USE OF HIP PROTECT ORS IN ADDITION, MANY ELDERLY PATIENTS HAVE BEEN SCREENED FOR OSTEOPOROSIS, FOLLOW-UP MED ICAL TREATMENT, EDUCATION AND SAFETY MODIFICATIONS ARE PROVIDED TO ALL PATIENTS DIAGNOSED WITH OSTEOPOROSIS FOUNDATION HAS PROVIDED FUNDING TO THIS PROGRAM SINCE 2003 URBAN HEALT H PROJECT - SINCE 1992, FOUNDATION HAS SUPPORTED THE UNIVERSITY OF CINCINNATI MEDICAL SCHO OL'S URBAN HEALTH PROJECT (UHP) THE UHP CONNECTS FUTURE PHY SICIANS WITH UNDERSERVED PEOP L E IN THE COMMUNITY DURING AN EIGHT-WEEK SUMMER INTERNSHIP MEDICAL STUDENTS WHO HAVE COMPL ETED THEIR FIRST YEAR OF MEDICAL SCHOOL CAN APPLY FOR AN INTERNSHIP WORKING FOR AREA SOCIA L SERVICE AGENCIES THE PHY SICIANS-IN-TRAINING ARE ASSIGNED RESPONSIBILITIES INCLUDING DIR ECT PATIENT CARE TO EDUCATION OR COUNSELING DUTIES AT VARIOUS COMMUNITY AGENCIES RELATED ORGANIZATION SUPPORT FINALLY, IN ADDITION TO THE ASSISTANCE PROVIDED TO BETHESDA HOSPITAL, INC , FOUNDATION PROVIDES SERVICES TO HOSPICE OF CINCINNATI, INCORPORATED AND FERNSIDE, INC A CENTER FOR GRIEVING CHILDREN, BOTH SUBSIDIARIES OF BETHESDA HOSPITAL, INC THESE SE RVICES INCLUDE CULTIVATING, SOLICITING AND MANAGING BOTH MAJOR GIFTS AND PLANNED GIFTS FOR BOTH ORGANIZATIONS AS WELL AS APPLYING FOR GRANTS FOR BOTH ORGANIZATIONS FOUNDATION, ON THE ORGANIZATIONS' BEHALF, MAINTAINS A DONOR DATABASE AND PROCESSES THE INCOMING DONATIONS AND ACKNOWLEDGMENTS AND ONCE ANY RESTRICTIONS ARE MET, THE PROCEEDS ARE REMITTED TO THE O RGANIZATIONS FOUNDATION COORDINATES VARIOUS FUNDRAISING EVENTS FOR EACH ORGANIZATION AS W ELL (SEE SCHEDULE G FOR ADDITIONAL INFORMATION) PLEASE NOTE THAT THE AFOREMENTIONED ACTIV ITY , OTHER THAN THE FUNDRAISING EVENTS, IS NOT REPORTED IN EITHER THE FOUNDATION'S FORM 99 0, PART VIII - STATEMENT OF REVENUE OR IN THE FOUNDATION'S FORM 990, PART IX - STATEMENT O F EXPENSES THE ACTIVITY IS REPORTED ON EACH RELATED ORGANIZATION'S SEPARATE FORM 990 HOW EVER, DURING THE YEAR, FOUNDATION RAISED APPROXIMATELY \$2 0 MILLION FOR THESE THE RELATED ORGANIZATIONS</p>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 2	EDMUND JONES, MD, ED OWENS III, RANCE DUKE, CRAIG EISENTROUT, MD, BILL GRAF, MYRTIS POWELL AND JOHN PROUT HAVE A "BUSINESS RELATIONSHIP" WITH EACH OTHER BY VIRTUE OF SITTING ON THE BOARD OF BETHESDA, INC , THE SINGLE CORPORATE MEMBER OF BETHESDA FOUNDATION, INC MYRTIS POWELL AND JOHN PROUT HAVE A "BUSINESS RELATIONSHIP" WITH EACH OTHER BY VIRTUE OF SITTING ON THE BOARD OF THE GOOD SAMARITAN COLLEGE OF NURSING AND HEALTH SCIENCE, AN AFFILIATED ENTITY CRAIG EISENTROUT, MD AND JOHN PROUT HAVE A "BUSINESS RELATIONSHIP" WITH EACH OTHER BY VIRTUE OF SITTING ON THE BOARD OF TRIHEALTH, INC /BETHESDA HOSPITAL, INC /THE GOOD SAMARITAN HOSPITAL OF CINCINNATI, OHIO/TRIHEALTH HOSPITAL, INC , ALL AFFILIATED ENTITIES

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	BETHESDA FOUNDATION, INC HAS A SINGLE CORPORATE MEMBER, BETHESDA, INC

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	BETHESDA FOUNDATION, INC HAS A SINGLE CORPORATE MEMBER, BETHESDA, INC , WHO HAS THE ABILITY TO ELECT MEMBERS TO THE GOVERNING BODY OF BETHESDA FOUNDATION, INC

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7B	BETHESDA, INC MUST APPROVE AMENDMENTS TO BETHESDA FOUNDATION, INC 'S GOVERNING DOCUMENTS, DISSOLUTION OR CONSOLIDATION OF BETHESDA FOUNDATION, INC AND ANY TRANSACTION INVOLVING SUBSTANTIALLY ALL OF BETHESDA FOUNDATION INC 'S PROPERTY

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	MEMBERS OF THE BOARD ARE PROVIDED AN ELECTRONIC COPY OF THIS FORM 990 PRIOR TO FILING HOWEVER, FOR THE PROTECTION OF DONOR PRIVACY , SCHEDULE B - SCHEDULE OF CONTRIBUTORS WAS REMOVED FROM THE COPY PROVIDED TO THE BOARD SUBSEQUENT TO PRESENTATION TO THE BOARD, THE ORGANIZATION FILES THE RETURN MAKING ANY NON-SUBSTANTIVE CHANGES NECESSARY TO EFFECT E-FILING ANY SUCH NON-SUBSTANTIVE CHANGES ARE NOT SUBMITTED TO THE BOARD

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	ALL BOARD MEMBERS ARE REQUIRED TO ANNUALLY DISCLOSE CERTAIN FINANCIAL INTERESTS AND FIDUCIARY RELATIONSHIPS. THE EXECUTIVE COMMITTEE AND CORPORATE COUNSEL REVIEW RESPONSES, CONDUCT FURTHER INVESTIGATION (IF NECESSARY), AND DETERMINE WHEN A CONFLICT EXISTS WITH RESPECT TO A CERTAIN TRANSACTION. IF A CONFLICT EXISTS, THE TRANSACTION IS NOT TO BE ENTERED INTO UNLESS ALTERNATIVES ARE FULLY INVESTIGATED, AND IN THEIR ABSENCE, THE BOARD, WITHOUT THE PARTICIPATION OF THE INTERESTED MEMBER(S), DETERMINES THAT THE TRANSACTION IS IN THE BEST INTEREST OF THE ORGANIZATION. PLANS TO MANAGE THE CONFLICT DURING THE RELATIONSHIP ARE IMPLEMENTED. ALL DISCUSSIONS ARE APPROPRIATELY DOCUMENTED. ALL DIRECTORS AND MANAGERS, WHICH INCLUDE OFFICERS AND KEY EMPLOYEES, ARE REQUIRED TO ANNUALLY DISCLOSE ANY CIRCUMSTANCES, INCLUDING FAMILY AND BUSINESS RELATIONSHIPS, THAT MAY CREATE A CONFLICT OF INTEREST FOR THE ORGANIZATION. THESE RESPONSES ARE REVIEWED AND ACTED UPON BY A CONFLICT OF INTEREST COMMITTEE. DURING THIS TAX YEAR, THE ORGANIZATION INADVERTENTLY FAILED TO SOLICIT INFORMATION REGARDING CERTAIN FINANCIAL INTERESTS AS REQUIRED UNDER ITS POLICY, HOWEVER, IT CONTINUED TO ENFORCE AND MONITOR COMPLIANCE AS OTHERWISE REQUIRED WITH ALL OTHER INFORMATION IT SOLICITED AND RECEIVED.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	IN DETERMINING COMPENSATION OF THE ORGANIZATION'S OFFICERS AND KEY EMPLOYEES, THE ANNUAL PROCESS PERFORMED BY TRIHEALTH, INC (A RELATED ORGANIZATION WHO PAID THE INDIVIDUALS), INCLUDED COMPENSATION COMMITTEE, INDEPENDENT COMPENSATION CONSULTANT, COMPENSATION SURVEY OR STUDY, AND APPROVAL BY THE BOARD OR COMPENSATION COMMITTEE. ADDITIONALLY, ALL DISCUSSIONS AND DECISIONS ARE CONTEMPORANEOUSLY DOCUMENTED

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	BETHESDA FOUNDATION, INC 'S GOVERNING DOCUMENTS, CONFLICTS OF INTEREST POLICY AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 9	NET RELATED ENTITY CONTRIBUTION MANAGEMENT TRANSACTIONS -879,733 NET UNRELATED ENTITY CONTRIBUTION MANAGEMENT TRANSACTIONS 29,616

Identifier	Return Reference	Explanation
CHANGE IN PROCESS OF AUDIT OVERSIGHT OR SELECTION OF INDEPENDENT AUDITOR	FORM 990, PART XII, LINE 2C	THE FINANCIAL STATEMENTS OF BETHESDA FOUNDATION, INC ("FOUNDATION") ARE AUDITED ON A STANDALONE BASIS. FOUNDATION HAS A COMMITTEE THAT ASSUMES THE RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF ITS FINANCIAL STATEMENTS AS WELL AS THE SELECTION OF THE INDEPENDENT AUDITOR. IN ADDITION, FOUNDATION'S FINANCIAL STATEMENTS ARE AUDITED WITH BETHESDA, INC., THE PARENT ORGANIZATION OF FOUNDATION. BETHESDA, INC. HAS A COMMITTEE THAT ASSUMES THE RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF BOTH ITS AND ITS SUBSIDIARIES FINANCIAL STATEMENTS AS WELL AS THE SELECTION OF THE INDEPENDENT AUDITOR. DURING THE TAX YEAR, THERE WAS NOT A CHANGE IN THE PROCESS OF AUDIT OVERSIGHT AND/OR SELECTION OF AN INDEPENDENT AUDITOR BY EITHER FOUNDATION OR BETHESDA, INC.

Identifier	Return Reference	Explanation
AVERAGE HOURS PER WEEK	FORM 990, PART VII, SECTION A	THE OFFICERS AND DIRECTORS FOR BETHESDA FOUNDATION, INC THAT SHOW AT LEAST 60 HOURS PER WEEK, EXCLUDING THE FILING ORGANIZATION'S PRESIDENT/CEO, PROVIDE SERVICES TO TRIHEALTH, INC (A RELATED ORGANIZATION WHO PAID THE INDIVIDUALS) AND ITS SUBSIDIARIES/AFFILIATES ("TRIHEALTH") AS AN ENTIRE SYSTEM HOURS WORKED, INCLUDING THEIR DUTIES AS OFFICERS AND DIRECTORS OF THE FILING ORGANIZATION, ARE NOT TRACKED ON AN ENTITY BY ENTITY BASIS, THUS THE AVERAGE HOURS PER WEEK DISCLOSED ARE ESTIMATES TO SHOW THAT THE TIME SPENT BY THESE INDIVIDUALS RELATE TO THEM FULFILLING THEIR DUTIES AS FULL-TIME, 60 HOURS-PER-WEEK EMPLOYEES OF TRIHEALTH VERSUS THEIR DUTIES AS OFFICERS AND DIRECTORS OF THE FILING ORGANIZATION IN ADDITION, THE COMPENSATION REPORTED ON FORM 990, PART VII WAS PAID TO THESE INDIVIDUALS IN FULFILLMENT OF THEIR DUTIES AS EMPLOYEES OF TRIHEALTH

Identifier	Return Reference	Explanation
VOLUNTEER INFORMATION	FORM 990, PART I, LINE 6	DURING THE TAX YEAR, BETHESDA FOUNDATION, INC ("FOUNDATION") BENEFITED FROM OVER 1,345 VOLUNTEER HOURS WHICH WERE PROVIDED BY 177 INDIVIDUALS THESE VOLUNTEERS WORKED IN MANY CAPACITIES FOR THE FOUNDATION INCLUDING BOARD OF TRUSTEES - THE BOARD IS RESPONSIBLE FOR DEVELOPING POLICIES AND WORKING WITH THE FOUNDATION STAFF TO OVERSEE AND IMPLEMENT THEM THEY ACTIVELY PARTICIPATE IN STRATEGIC DECISIONS AND MATTERS OF POLICY MG/PG COMMITTEE MEMBERS - THESE MEMBERS INCREASE AWARENESS OF THE FOUNDATION AND THE ENTITIES/PROGRAMS THE FOUNDATION SUPPORTS TO ESTATE PLANNING PROFESSIONALS IN THE COMMUNITY THE COMMITTEE ALSO ENGAGES PHYSICIANS AS ADVOCATES FOR THE FOUNDATION WITH GRATEFUL PATIENTS BETHESDA AUXILIARY VOLUNTEERS - THESE INDIVIDUALS HELP PLAN AUXILIARY ACTIVITIES, EVENTS, ASSIST VENDORS WITH SPECIAL SALES AND SUPPORT THE OVERALL MISSION OF BETHESDA NORTH HOSPITAL AND THE FOUNDATION EVENT VOLUNTEERS - THESE INDIVIDUALS HELP WITH THE OVERALL PLANNING AND IMPLEMENTATION OF THE EVENTS ADMINISTERED BY THE FOUNDATION THEY HELP SOLICIT DONATIONS AND SPONSORSHIPS AS WELL AS ASSIST WITH THE SET UP, REGISTRATION, RUNNING AND CLEAN UP OF THE VARIOUS EVENTS OFFICE VOLUNTEERS - THESE INDIVIDUALS ASSIST WITH VARIOUS OFFICE DUTIES INCLUDING STUFFING ENVELOPES, COMPUTER WORK AND OTHER VARIOUS TASK

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BETHESDA FOUNDATION INC

Employer identification number
23-7374129

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)					
(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)							
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
See Additional Data Table							

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) BN NORTHEAST CARDIAC CENTER LLC 619 OAK STREET-ACCOUNTING 3 WEST CINCINNATI, OH 45206 20-1297322	CARDIAC CARE	OH	N/A									
(2) 10600 MONTGOMERY LLC 619 OAK STREET-ACCOUNTING 3 WEST CINCINNATI, OH 45206 26-1964995	PROPERTY MANAGEMENT	OH	N/A									

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) TJ CUBEDMONTGOMERY INC 619 OAK STREET - ACCOUNTING 3 WEST CINCINNATI, OH 45206 26-1964885	HOLDING COMPANY	OH	N/A	S					No

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule		Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		No
b Gift, grant, or capital contribution to related organization(s)	1b	Yes	
c Gift, grant, or capital contribution from related organization(s)	1c		No
d Loans or loan guarantees to or for related organization(s)	1d		No
e Loans or loan guarantees by related organization(s)	1e		No
f Dividends from related organization(s)	1f		No
g Sale of assets to related organization(s)	1g		No
h Purchase of assets from related organization(s)	1h		No
i Exchange of assets with related organization(s)	1i		No
j Lease of facilities, equipment, or other assets to related organization(s)	1j		No
k Lease of facilities, equipment, or other assets from related organization(s)	1k		No
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	Yes	
m Performance of services or membership or fundraising solicitations by related organization(s)	1m		No
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		No
o Sharing of paid employees with related organization(s)	1o	Yes	
p Reimbursement paid to related organization(s) for expenses	1p		No
q Reimbursement paid by related organization(s) for expenses	1q		No
r Other transfer of cash or property to related organization(s)	1r	Yes	
s Other transfer of cash or property from related organization(s)	1s		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) BETHESDA HEALTHCARE INC	B	411,336	CASH
(2) BETHESDA HOSPITAL INC	B	2,289,136	CASH
(3) HOSPICE OF CINCINNATI INCORPORATED	L	677,836	COST
(4) FERNSIDE INC A CENTER FOR GRIEVING CHILDREN	R	353,608	CASH
(5) HOSPICE OF CINCINNATI INCORPORATED	R	1,833,559	CASH
(6) BETHESDA HOSPITAL INC	O	1,024,561	FMV

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Software ID:
Software Version:
EIN: 23-7374129
Name: BETHESDA FOUNDATION INC

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation	
--> Form 990, Schedule R, Part V - Transactions With Related Organizations			
(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
BETHESDA HEALTHCARE INC	B	411,336	CASH
BETHESDA HOSPITAL INC	B	2,289,136	CASH
HOSPICE OF CINCINNATI INCORPORATED	L	677,836	COST
FERNSIDE INC A CENTER FOR GRIEVING CHILDREN	R	353,608	CASH
HOSPICE OF CINCINNATI INCORPORATED	R	1,833,559	CASH
BETHESDA HOSPITAL INC	O	1,024,561	FMV