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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 03/01, 2013, and ending 02/28, 20 14

Name of foundation: ERNST J. BEVER FOUNDATION FDN 319384

A Employer identification number: 20-2384139

Number and street (or P O box number if mail is not delivered to street address): 300 HIGH STREET

Room/suite:

B Telephone number (see instructions): 513-603-3447

City or town, state or province, country, and ZIP or foreign postal code: HAMILTON, OH 45011

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 734,056.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ____________
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

		Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1.	1.		STMT 1
	4	Dividends and interest from securities	17,889.	17,858.		STMT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	198,000.			
	b	Gross sales price for all assets on line 6a 647,908.				
	7	Capital gain net income (from Part IV, line 2)		198,000.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	215,890.	215,859.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	7,753.	3,877.		3,877.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 5	650.	NONE	NONE	650.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 6	506.	12.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 7	200.			200.
	24	**Total operating and administrative expenses** Add lines 13 through 23	9,109.	3,889.	NONE	4,727.
	25	Contributions, gifts, grants paid	35,000.			35,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	44,109.	3,889.	NONE	39,727.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	171,781.			
	b	**Net investment income** (if negative, enter -0-)		211,970.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	10,453.	14,228.	14,228.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 8	351,285.	536,552.	591,127.
	c	Investments - corporate bonds (attach schedule) STMT 11	145,438.	128,141.	128,701.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	507,176.	678,921.	734,056.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	507,176.	678,921.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	507,176.	678,921.	
	31	Total liabilities and net assets/fund balances (see instructions)	507,176.	678,921.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	507,176.
2	Enter amount from Part I, line 27a	2	171,781.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	678,957.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	36.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	678,921.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	647,908.		449,908.	198,000.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				198,000.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	198,000.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	35,720.	641,947.	0.055643
2011	137,003.	608,891.	0.225004
2010	39,223.	687,887.	0.057020
2009	37,837.	637,249.	0.059376
2008	35,106.	793,383.	0.044248

2	**Total** of line 1, column (d)	2	0.441291
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.088258
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	699,074.
5	Multiply line 4 by line 3	5	61,699.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,120.
7	Add lines 5 and 6	7	63,819.
8	Enter qualifying distributions from Part XII, line 4	8	39,727.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b . . .	1	4,239.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	2	
3	Add lines 1 and 2 . . .	3	4,239.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0- . . .	5	4,239.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . . — 6a: 348.		
b	Exempt foreign organizations - tax withheld at source . . . — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . — 6c: NONE		
d	Backup withholding erroneously withheld . . . — 6d:		
7	Total credits and payments. Add lines 6a through 6d . . .	7	348.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached . . .	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . ▶	9	3,891.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year? . . .	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* . . .	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year? . . .	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.* . . .	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.* . . .	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* . . .	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ FIRST FINANCIAL BANK, N.A. Telephone no ▶ (513)603-3447

Located at ▶ 300 HIGH STREET, WM. HAMILTON, OH ZIP+4 ▶ 45011

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):					
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?			1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐					
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?			1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):					
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes	☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____					
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)			2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____					
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*			3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?			4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FIRST FINANCIAL BANK 300 HIGH STREET, TRUST, HAMILTON, OH 45011	TRUSTEE 1	7,753.	-0-	-0-

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		-0-	-0-	-0-

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	712,172.
b	Average of monthly cash balances	1b	-2,452.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	709,720.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	709,720.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,646.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	699,074.
6	**Minimum investment return.** Enter 5% of line 5	6	34,954.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	34,954.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,239.		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,239.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	30,715.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	30,715.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	30,715.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	39,727.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	39,727.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	39,727.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				30,715.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			NONE	
b	Total for prior years 20 11 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2013:				
a	From 2008 NONE				
b	From 2009 NONE				
c	From 2010 NONE				
d	From 2011 84,498.				
e	From 2012 3,969.				
f	**Total** of lines 3a through e	88,467.			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 39,727.				
a	Applied to 2012, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2013 distributable amount				30,715.
e	Remaining amount distributed out of corpus	9,012.			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	97,479.			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e	Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	97,479.			
10	Analysis of line 9:				
a	Excess from 2009 NONE				
b	Excess from 2010 NONE				
c	Excess from 2011 84,498.				
d	Excess from 2012 3,969.				
e	Excess from 2013 9,012.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

SEE ATTACHED DETAIL

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

SEE ATTACHED DETAIL

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

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

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

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

c Any submission deadlines:

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

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Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Butler Co. Comm. Health Consortium Attn: Coll 2 NORTH MAIN STREET, SUITE 602 Middletown OH	NONE	PUBLIC	501(C)(3) GENERAL OPERATING EXPENSES	35,000.
Total ▶ 3a				35,000.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1.	
4 Dividends and interest from securities			14	17,889.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	198,000.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				215,890.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 215,890.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee | 05/12/2014 Date | SENIOR VICE PRE Title

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

FIRST FINANCIAL BANK N A

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LARRY E. POWELL		05/12/2014		

Firm's name ▶ CLARK, SCHAEFER, HACKETT & CO. Firm's EIN ▶

Firm's address ▶ 10100 INNOVATION DRIVE, SUITE 400 DAYTON, OH 45342 Phone no 937-226-0070

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NORTHERN INSTITUTIONAL	1.	1.
TOTAL	1.	1.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADT CORPORATION	31.	
AT&T INC.	239.	239.
ABBOTT LABORATORIES	90.	90.
ABBVIE INC.	76.	76.
AMERISOURCEBERGEN CORP	38.	38.
BHP BILLITON LTD. - ADR AU	70.	70.
BLACKROCK INC	168.	168.
CANADIAN NATIONAL RAILWAY CA	54.	54.
CHEVRONTEXACO CORP	603.	603.
CHURCH & DWIGHT INC	15.	15.
CINCINNATI FINANCIAL CORPORATION	131.	131.
COCA-COLA COMPANY	70.	70.
CUMMINS ENGINE COMPANY, INCORPORATED	48.	48.
DANAHER CORP	4.	4.
DARDEN RESTAURANTS INC.	108.	108.
WALT DISNEY CO.	64.	64.
DODGE & COX INCOME FUND	1,307.	1,307.
DR PEPPER SNAPPLE GROUP INC	54.	54.
DREYFUS INTERNATIONAL BOND I	164.	164.
DU PONT (E I) DE NEMOURS & COMPANY	308.	308.
EMC CORPORATION	17.	17.
ECOLAB INC	39.	39.
FIDELITY NEW MARKETS INCOME FUND	456.	456.
FIDELITY SMALL CAP DISCOVERY	64.	64.
GENERAL ELECTRIC COMPANY	163.	163.
GENERAL MILLS INCORPORATED	127.	127.
GRAINGER W W INCORPORATED	190.	190.
HARBOR INTERNATIONAL FUND	2,096.	2,096.
INTEL CORPORATION	90.	90.
INTERNATIONAL BUSINESS MACHINES CORPORAT	245.	245.
ISHARES S&P 1500 INDEX FUND	210.	210.
J P MORGAN CHASE & CO	221.	221.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JOHNSON & JOHNSON COMPANY	221.	221.
JOHNSON CONTROLS INCORPORATED	50.	50.
KRAFT FOODS GROUP INC.	33.	33.
LOCKHEED MARTIN GROUP	150.	150.
LOWES COMPANIES INCORPORATED	59.	59.
MC DONALDS CORPORATION	230.	230.
MERCK & CO INC. (NEW)	227.	227.
MICROSOFT CORPORATION	311.	311.
MONDELEZ INTERNATIONAL INC	26.	26.
NATIONAL OILWELL VARCO	34.	34.
NEUBERGER BERMAN REAL ESTATE FUND	463.	463.
NEUBERGER BERMAN GENESIS FUND INST CL	122.	122.
NEW YORK COMMUNITY BANCORP	223.	223.
NIKE INCORPORATED CLASS B	114.	114.
OCCIDENTAL PETROLEUM CORPORATION	125.	125.
ORACLE CORPORATION	43.	43.
OPPENHEIMER DEVELOPING MKT Y	202.	202.
PIMCO TOTAL RETURN INST.	1,206.	1,206.
PAYCHEX INC	130.	130.
PEPSICO INCORPORATED	93.	93.
PIMCO COMMODITY REAL	118.	118.
PIMCO ALL ASSETS ALL AUTHORITY INST	2,741.	2,741.
PROCTER & GAMBLE COMPANY	254.	254.
PRUDENTIAL FINANCIAL INC	91.	91.
QUALCOMM INCORPORATED	85.	85.
RIDGEWORTH SEIX FLOATING - I	544.	544.
ROYAL DUTCH SHELL PLC SPD ADR A SHARES	122.	122.
S&P 500 DEPOSITARY RECEIPT (SPDR)	923.	923.
SPDR S&P MIDCAP 400 ETF TR UNIT SER 1	60.	60.
SCHLUMBERGER LTD NL	53.	53.
ENERGY SELECT SECTOR SPDR FUND	38.	38.
TECHNOLOGY SELECT SECTOR SPDR	98.	98.
UTILITIES SELECT SECTOR SPDR	86.	86.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STRYKER CORPORATION	68.	68.
TJX COS INC	27.	27.
TARGET CORP COM	65.	65.
UNITED PARCEL SERVICE CL B	61.	61.
UNITED TECHNOLOGIES CORPORATION	51.	51.
VANGUARD S-T BD INDEX SIGNAL SHS #1349	98.	98.
VANGUARD SHORT-TERM FEDERAL FUND CL	29.	29.
VERIZON COMMUNICATIONS COM	148.	148.
VISA INC CL A	24.	24.
WAL-MART STORES INCORPORATED	68.	68.
WELLS FARGO & CO	311.	311.
ACCENTURE PLC	65.	65.
TYCO INTERNATIONAL LTD. CH	39.	39.
TOTAL	17,889.	17,858.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	650.			650.
TOTALS	650.	NONE	NONE	650.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	12.	12.
FEDERAL TAX PAYMENT - PRIOR YE	146.	
FEDERAL ESTIMATES - PRINCIPAL	348.	
TOTALS	506.	12.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	200.	200.
TOTALS	200.	200.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ABBOTT LABORATORIES	4,720.	3,089.	4,973.
BHP BILLITON LTD - ADR	4,090.		
CHEVRON TEXACO CORP	19,790.	3,809.	5,997.
CINCINNATI FINANCIAL CORP	8,251.		
COCA-COLA COMPANY	6,743.		
DU PONT (E I) DE NEMOURS & CO	7,785.	3,314.	6,995.
GENERAL MILLS INCORPORATED	7,507.		
GRAINGER WW INCORPORATED	10,528.		
ABBVIE INC	5,118.		
ADT CORPORATION	2,714.		
INTERNATION BUSINESS MACHINE	16,608.		
JP MORGAN CHASE & CO	10,392.	5,325.	7,273.
JOHNSON & JOHNSON CO	9,375.	3,245.	4,974.
LOCKHEED MARTIN GROUP	9,263.		
MCDONALDS CORP	11,708.		
MERCK & CO INC	5,676.	3,979.	6,782.
MICROSOFT CORP	13,323.	5,225.	7,049.
NATIONAL OILWELL VARCO	8,483.		
NIKE INCORPORATED CLASS B	8,415.	2,118.	6,029.
ORACLE CORP	8,050.	2,478.	4,576.
PROCTER & GAMBLE COMPANY	12,934.	4,051.	5,349.
TYCO INTERNATIONAL	4,168.		
VERIZON COMMUNICATIONS	7,954.		
WELLS FARGO & CO	10,923.	3,617.	6,406.
ENERGY SELECT SECTOR	5,887.		
ISHARES MSCI EAFE INDEX	6,400.		
ISHARES MSCI EMERGING MKTS	5,407.		
ISHARES NASDAQ BIO TECH	9,728.		
TECHNOLOGY SELECT SECTOR SPDR	16,552.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
BLACKROCK INC	8,227.	4,668.	6,402.
KRAFT FOODS INC CL A	2,155.		
MONDELEZ INTERNATIONAL INC	4,027.		
ISHARES CORE S&P TOTAL US STK	32,629.		
SPDR S&P MIDCAP 400 ETF TR UNI	20,094.		
TARGET CORP COM	5,630.		
WALT DISNEY CORP	10,031.	4,124.	5,980.
PIMCO ALL ASSETS ALL AUTHORITY	10,000.	58,660.	53,773.
ACCENTURE PLC		5,604.	5,751.
AMERISOURCEBERGEN CORP		4,594.	5,699.
AT&T INC		6,494.	5,524.
BERKSHIRE HATHAWAY INC CL B		4,592.	4,747.
CHURCH & DWIGHT INC		3,206.	3,535.
CUMMINS ENGINE CO, INC		3,106.	3,940.
DANAHER CORP		3,198.	3,901.
DARDEN RESTAURANTS INC		3,439.	3,319.
ECOLAB INC		4,352.	5,711.
EMC CORP		4,102.	4,562.
GENERAL ELECTRIC CO		6,263.	6,826.
GOOGLE INC CL A		4,549.	6,078.
INTEL CORP		4,773.	4,878.
JOHNSON CONTROLS INC		4,450.	5,928.
LOWES COMPANIES INC		4,685.	5,453.
NEW YORK COMMUNITY BANCORP		4,062.	4,714.
NUCOR CORP		4,851.	4,823.
OCCIDENTAL PETROLEUM CORP		5,936.	6,274.
PAYCHEX INC		4,712.	5,136.
PEPSICO INC		4,540.	4,324.
PRUDENTIAL FINANCIAL INC		3,927.	4,906.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
QUALCOMM INC		5,282.	6,023.
ROYAL DUTCH SHELL PLC SPD ADR		5,339.	5,757.
SCHLUMBERGER LTD NL		4,315.	5,301.
STRYKER CORP		5,529.	6,419.
TJX COS INC		4,740.	5,716.
UNITED PARCEL SERVICE CL B		4,320.	4,693.
UNTIED TECHNOLOGIES CORP		4,308.	5,266.
UTILITIES SELECT SECTOR SPDR		3,012.	3,034.
VISA INC CL A		5,972.	7,456.
WALMART STORES INC		5,630.	5,378.
S&P 500 DEPOSITARY RECEIPTS		44,159.	49,553.
FIDELITY SMALL CAP DISCOVERY		21,264.	22,820.
NEUBERGER BERMAN GENESIS FUND		21,239.	22,989.
HARBOR INTL INST FUND		93,691.	100,082.
OPPENHEIMER DEVELOPING MKT Y		45,086.	44,681.
NEUBERGER BERMAN REAL EST FD		27,329.	23,760.
ROBECO BOSTON PRTNS LG/SHT RES		14,919.	15,397.
CREDIT SUISSE COMM RET STRATEG		12,898.	13,353.
CANADIAN NATIONAL RAILWAY CA		4,383.	4,862.
TOTALS	351,285.	536,552.	591,127.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DODGE & COX INCOME FUND		60,000.	34,605.	36,476.
PIMCO TOTAL RETURN INST		69,917.	35,458.	35,458.
VANGUARD S/T BD INDEX SIGNAL		15,521.	12,227.	12,146.
RIDGEWORTH SEIX FLOATING - I			19,562.	19,562.
FIDELITY NEW MARKETS INC FD			13,217.	12,026.
DREYFUS INTL BOND I			13,072.	13,033.
	TOTALS	145,438.	128,141.	128,701.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ROUNDING ADJUSTMENT	5.
ADJ FOR ADT CORP RETURN OF CAPITAL	31.
TOTAL	36.

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	709,522.	NONE	NONE
FEBRUARY	734,057.	NONE	NONE
MARCH	693,549.	732.	NONE
APRIL	703,540.	134.	NONE
MAY	701,267.	NONE	NONE
JUNE	685,536.	-104.	NONE
JULY	730,712.	-30,190.	NONE
AUGUST	684,582.	NONE	NONE
SEPTEMBER	710,075.	NONE	NONE
OCTOBER	723,357.	NONE	NONE
NOVEMBER	730,776.	NONE	NONE
DECEMBER	739,095.	NONE	NONE
TOTAL	8,546,068.	-29,428.	NONE
AVERAGE FMV	712,172.	-2,452.	NONE