Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: AGT AUGUST A RENDIGS JR AND HELEN RENDIGS FDN
FIFTH THIRD BANK. AGENT

A Employer identification number: 31-1093339

Number and street (or P O box number if mail is not delivered to street address): P O BOX 630858

Room/suite

B Telephone number (see instructions): (513) 579-5310

City or town, state, and ZIP code: CINCINNATI, OH 45263-0858

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,036,887.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,868.	3,868.		STMT 1
	4 Dividends and interest from securities	67,864.	67,864.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	87,795.			
	b Gross sales price for all assets on line 6a 109,815.				
	7 Capital gain net income (from Part IV, line 2)		87,795.		
	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	159,527.	159,527.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	22,957.			22,957.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 3	4,956.	2,478.	NONE	2,478.
	b Accounting fees (attach schedule) STMT 4	825.	413.	NONE	413.
	c Other professional fees (attach schedule) STMT 5	25,192.	25,192.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	4,567.			
	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	58,697.	28,083.	NONE	26,048.
	25 Contributions, gifts, grants paid	118,500.			118,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	177,197.	28,083.	NONE	144,548.
	27 Subtract line 26 from line 12.				
	a **Excess of revenue over expenses and disbursements**	-17,670.			
	b **Net investment income** (if negative, enter -0-)		131,444.		
	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	9,513.	13,864.	13,864.
	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	649,349.	627,328.	2,774,196.
	c	Investments - corporate bonds (attach schedule) STMT 9	199,961.	199,961.	203,827.
	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 ▶ STMT 10)	45,000.	45,000.	45,000.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	903,823.	886,153.	3,036,887.
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)			
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. ▶ [X]			
	27	Capital stock, trust principal, or current funds	903,823.	886,153.	
	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)	903,823.	886,153.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	903,823.	886,153.	

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	903,823.
2	Enter amount from Part I, line 27a	2	-17,670.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	886,153.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	886,153.

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	109,815.		22,020.	87,795.
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				87,795.
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 87,795.

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))
2010	136,608.	2,907,518.	0.046984
2009	108,837.	2,605,871.	0.041766
2008	210,742.	3,583,142.	0.058815
2007	211,380.	4,448,483.	0.047517
2006	200,072.	4,274,646.	0.046804

2	**Total** of line 1, column (d)	2	0.241886
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	0.048377
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,021,955.
5	Multiply line 4 by line 3	5	146,193.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,314.
7	Add lines 5 and 6	7	147,507.
8	Enter qualifying distributions from Part XII, line 4	8	144,548.

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	2,629.
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	2,629.
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	2,629.
6	Credits/Payments.		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 3,000.		
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	3,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	371.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 371. **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 $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
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 2011 or the taxable year beginning in 2011 (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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FIFTH THIRD BANK Telephone no ▶ (513)534-5310

Located at ▶ 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH ZIP + 4 ▶ 45263

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 2011, 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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ 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 2011 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 2011.)*		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 2011?		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** No: 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
SEE STATEMENT 11		22,957.	-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		NONE	NONE	NONE

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		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 N/A	
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 N/A	
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	3,012,161.
b	Average of monthly cash balances	1b	10,814.
c	Fair market value of all other assets (see instructions)	1c	45,000.
d	**Total** (add lines 1a, b, and c)	1d	3,067,975.
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	3,067,975.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	46,020.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,021,955.
6	**Minimum investment return.** Enter 5% of line 5	6	151,098.

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	151,098.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,629.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,629.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	148,469.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	148,469.
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	148,469.

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	144,548.
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	144,548.
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	144,548.

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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				148,469.
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			NONE	
b	Total for prior years 20 09 ,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2011				
a	From 2006 . . . . . . NONE				
b	From 2007 . . . . . . NONE				
c	From 2008 . . . . . . 3,805.				
d	From 2009 . . . . . . NONE				
e	From 2010 . . . . . . NONE				
f	**Total** of lines 3a through e	3,805.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 144,548.				
a	Applied to 2010, 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 2011 distributable amount				144,548.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	3,805.			3,805.
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5	NONE			
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 2010 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				116.
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 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9				
a	Excess from 2007 . . . NONE				
b	Excess from 2008 . . . NONE				
c	Excess from 2009 . . . NONE				
d	Excess from 2010 . . . NONE				
e	Excess from 2011 . . . NONE				

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 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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).)

NONE

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

NONE

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

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

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

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 13				
Total . . . . ▶ **3a**				118,500.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

31-1093339

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,868.	NONE
4 Dividends and interest from securities			14	67,864.	NONE
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	87,795.	NONE
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)				159,527.	NONE

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 159,527.

(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

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?

		Yes	No
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 [X] 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: W. [signature] Date: 5-14-12 Title: Trustee

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
ROBERT GAINES	Robert Gaines	5/14/12		P01332139
Firm's name ▶ FIFTH THIRD BANK			Firm's EIN ▶ 31-0676865	
Firm's address ▶ P O BOX 630858 CINCINNATI, OH 45263-0858			Phone no 800-336-6782	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST		3,868.	3,868.
	TOTAL	3,868.	3,868.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DOMESTIC DIVIDENDS		67,864.	67,864.
	TOTAL	67,864.	67,864.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	4,956.	2,478.		2,478.
TOTALS	4,956.	2,478.	NONE	2,478.

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	825.	413.		413.
TOTALS	825.	413.	NONE	413.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	25,192.	25,192.
TOTALS	25,192.	25,192.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
PRIOR YEAR EXCISE TAX PAID	1,567.
EXCISE TAX ESTIMATE	3,000.
TOTALS	4,567.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER MISC. EXPENSES	200.	200.
TOTALS	200.	200.

AGT AUGUST A RENDIGS JR AND HELEN RENDIGS FDN 31-1093339

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION
SEE SCHEDULE ATTACHED
TOTALS

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION

SEE SCHEDULE ATTACHED

TOTALS

AGT AUGUST A RENDIGS JR AND HELEN RENDIGS FDN 31-1093339

FORM 990PF, PART II - OTHER ASSETS
==================================

DESCRIPTION

SEE SCHEDULE ATTACHED

TOTALS

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
PATRICIA FRY
ADDRESS:
7920 BRILL ROAD
CINCINNATI, OH 45243
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 22,957.

TOTAL COMPENSATION: 22,957.

FORM 990PF, PART XV - LINES 2a - 2d
==================================

RECIPIENT NAME:
W. ROGER FRY, C/O RENDIGS, FRY, KILEY, DENNIS
ADDRESS:
1 WEST FOUTH STREET SUITE 900
CINCINNATI, OH 45202
RECIPIENT'S PHONE NUMBER: 513-381-9206
FORM, INFORMATION AND MATERIALS:
AVAILABLE ON REQUEST
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NONE

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SEE SCHEDULE ATTACHED
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 118,500.

TOTAL GRANTS PAID: 118,500.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		400. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES					02/14/1988	03/01/2011
10,896.00		806.00					10,090.00	
		100. CINTAS CORP PROPERTY TYPE: SECURITIES					01/28/1991	07/18/2011
3,043.00		558.00					2,485.00	
		100. KROGER CO PROPERTY TYPE: SECURITIES					03/05/1998	07/18/2011
2,520.00		2,218.00					302.00	
		100. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES					02/14/1988	07/18/2011
2,419.00		202.00					2,217.00	
		900. CINTAS CORP PROPERTY TYPE: SECURITIES					01/28/1991	11/22/2011
25,866.00		5,025.00					20,841.00	
		600. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES					01/22/1990	11/22/2011
32,423.00		1,621.00					30,802.00	
		300. KROGER CO PROPERTY TYPE: SECURITIES					03/05/1998	12/01/2011
6,996.00		6,655.00					341.00	
		900. KROGER CO PROPERTY TYPE: SECURITIES					09/20/1991	12/01/2011
20,988.00		4,049.00					16,939.00	
		200. KROGER CO PROPERTY TYPE: SECURITIES					03/17/1992	12/01/2011
4,664.00		886.00					3,778.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)							87,795.	

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August A. Rendigs, Jr. Foundation
Contributions
Fiscal Year Ending 12/31/2011

Organization	Address	City	St	Zip	Usage	Amt	Date Paid
American Heart Association (Cincinnati)	5211 Madison Road	Cincinnati	OH	45227	Project/Program Support	$5,000 00	3/4/2011
Art Academy of Cincinnati	1212 Jackson Street	Cincinnati	OH	45202	Annual Fund	$1,000 00	12/7/2011
Art Opportunities / ArtWorks	20 E Central Parkway	Cincinnati	OH	45202	Project/Program Support	$1,000 00	12/7/2011
Beech Acres Parenting Center	6881 Beechmont Avenue	Cincinnati	OH	45230-2093	Project/Program Support	$2,000 00	12/7/2011
Bethany House Services	1841 Fairmont Avenue	Cincinnati	OH	45214	Project/Program Support	$2,000.00	12/7/2011
Catholic Inner City Schools Education Fund	100 E 8th Street	Cincinnati	OH	45202	Project/Program Support	$1,000 00	12/7/2011
CET	1223 Central Parkway	Cincinnati	OH	45214	Project/Program Support	$2,500 00	12/7/2011
Children's Tumor Foundation	95 Pine St 16th Floor	New York	NY	10005-3904	Project/Program Support	$1,000.00	3/22/2011
Cincinnati Art Museum	953 Eden Park Drive	Cincinnati	OH	45202	Project/Program Support	$500 00	3/4/2011
Cincinnati Art Museum	953 Eden Park Drive	Cincinnati	OH	45202	Project/Program Support	$1,000 00	6/15/2011
Cincinnati Art Museum	953 Eden Park Drive	Cincinnati	OH	45202	Contribution	$1,500 00	10/19/2011
Cincinnati Art Museum	953 Eden Park Drive	Cincinnati	OH	45202	Project/Program Support	$7,500 00	12/7/2011
Cincinnati Ballet	1555 Central Parkway	Cincinnati	OH	45214	Annual Fund	$1,000 00	12/7/2011
Cincinnati Children's Hospital Medical Center	3333 Burnet Avenue	Cincinnati	OH	45229-3039	Project/Program Support	$1,000 00	12/7/2011
Cincinnati Museum Center	1301 Western Avenue	Cincinnati	OH	45203	Annual Fund	$2,000 00	12/7/2011
Cincinnati Musical Festival Association / May	1241 Elm Street	Cincinnati	OH	45202	Project/Program Support	$1,000 00	4/27/2011
Cincinnati Nature Center Association	4949 Tealtown Road	Milford	OH	45150	Contribution	$5,000.00	10/19/2011
Cincinnati Nature Center Association	4949 Tealtown Road	Milford	OH	45150	Project/Program Support	$1,000.00	12/7/2011
Cincinnati Symphony Orchestra	1241 Elm Street	Cincinnati	OH	45202-7531	Project/Program Support	$10,000 00	7/21/2011
Cincinnati Symphony Orchestra	1241 Elm Street	Cincinnati	OH	45202-7531	Annual Fund	$5,000 00	12/7/2011
Cincinnati Works	708 Walnut Street, Floor 2	Cincinnati	OH	45202	General Operating Support	$1,000 00	12/7/2011
Cincinnati Zoo & Botanical Garden	3400 Vine Street	Cincinnati	OH	45220-1399	Project/Program Support	$8,500.00	12/7/2011
Clovernook Center for the Blind and Visually	7000 Hamilton Avenue	Cincinnati	OH	45231-5240	Project/Program Support	$1,000 00	12/7/2011
Crayons to Computers, Inc	1350 Tennessee Avenue	Cincinnati	OH	45229	Project/Program Support	$3,500 00	12/7/2011
Drop Inn Center	217 West 12th Street	Cincinnati	OH	45202	Project/Program Support	$1,000 00	12/7/2011
East End Adult Education Center	4015 Eastern Avenue	Cincinnati	OH	45226-1785	Project/Program Support	$1,000 00	12/7/2011
Fernside A Center for Grieving Children	P.O Box 633597	Cincinnati	OH	45263-3597	Project/Program Support	$1,000 00	12/7/2011
Franciscan Haircuts from the Heart	126 E 13th Street	Cincinnati	OH	45202	Project/Program Support	$1,000 00	12/7/2011
Freestore Foodbank	1141 Central Parkway	Cincinnati	OH	45202	Project/Program Support	$2,000 00	12/7/2011
Greater Cincinnati Arts & Education Center	1223 Central Parkway	Cincinnati	OH	45214-2812	Project/Program Support	$1,000 00	12/7/2011
Hospice of Cincinnati	4310 Cooper Road	Cincinnati	OH	45242-5613	Project/Program Support	$1,000 00	12/7/2011
Indian Hill Foundation	6855 Drake Road	Cincinnati	OH	45243	Project/Program Support	$1,000 00	12/7/2011
Inner City Youth Opportunities	1821 Summit Road, Suite 210	Cincinnati	OH	45237	Project/Program Support	$1,000 00	12/7/2011
Legal Aid Society of Cincinnati	215 East 9th Street, Suite 200	Cincinnati	OH	45202	Project/Program Support	$2,000 00	12/7/2011
National Institute for Trial Advocacy	361 Centennial Parkway	Louisville	CO	80027	Project/Program Support	$2,000 00	12/7/2011
Ohio Alleycat Resource & Spay/Neuter Clinic	5619 Orlando Place	Cincinnati	OH	45227	Project/Program Support	$1,000 00	12/7/2011

August A. Rendigs, Jr. Foundation
Contributions
Fiscal Year Ending 12/31/2011

Organization	Address	City	St	Zip	Usage	Amt	Date Paid
Ohio Humanities Council	471 East Broad Street	Columbus	OH	43215	Project/Program Support	$1,000 00	12/7/2011
Prospect House, Inc.	P O Box 5117	Cincinnati	OH	45205	Project/Program Support	$1,000 00	12/7/2011
Ronald McDonald House Charities of Greater	350 Erkenbrecher Avenue	Cincinnati	OH	45229	Project/Program Support	$1,000.00	12/7/2011
The Salvation Army	114 East Central Parkway	Cincinnati	OH	45202	Project/Program Support	$2,000 00	12/7/2011
The Smile Train	41 Madison Avenue at 26th St, 28th	New York	NY	10010	Project/Program Support	$1,000 00	12/7/2011
Soteni Inc.	2366 Kemper Lane	Cincinnati	OH	45206-2665	Project/Program Support	$1,000 00	12/7/2011
SPCA Cincinnati	11900 Conrey Road	Cincinnati	OH	45249	Project/Program Support	$2,000 00	12/7/2011
Stepping Stones Center	5650 Given Road	Cincinnati	OH	45243-3426	Project/Program Support	$1,000 00	12/7/2011
Talbert House	2600 Victory Parkway	Cincinnati	OH	45206	Project/Program Support	$1,000 00	12/7/2011
Tender Mercies	27 West 12th Street	Cincinnati	OH	45202	Project/Program Support	$1,000 00	12/7/2011
UCAN Spay/Neuter Clinic	1230 W Eighth Street	Cincinnati	OH	45203	Project/Program Support	$1,000.00	12/7/2011
United Cerebral Palsy of Greater Cincinnati, Inc	3601 Victory Parkway	Cincinnati	OH	45229	Project/Program Support	$7,500.00	2/23/2011
United Cerebral Palsy of Greater Cincinnati, Inc	3601 Victory Parkway	Cincinnati	OH	45229	Project/Program Support	$15,000 00	12/7/2011
Ursulines of Brown County	20860 State Route 251	St. Martin	OH	45118	Project/Program Support	$2,000 00	12/7/2011
						$ 118,500 00	

FIFTH THIRD
PRIVATE BANK

AGT AUGUST A RENDIGS JR FDN

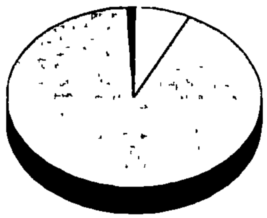
12/01/2011 - 12/31/2011

Investment Account .

Trust Officer: PAULA WHARTON (513) 579-5498
Portfolio Manager: CHARLES J. RYAN (513) 579-4103
Relationship Mgr: ANDREW CUNNINGHAM (513) 534-3870

THE FIFTH THIRD BANK AGENT FOR
THE AUGUST A RENDIGS, JR
HELEN J RENDIGS FOUNDATION, INC

INVESTMENT ALLOCATION SUMMARY



- Fixed Income - 7%
- Equities - 91%
- Administrative - 1%

Description	Last Statement	This Statement	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	$64,129.72	$13,863.77	0%	$0.97	0.0%
Fixed Income	$203,820.50	$203,827.00	7%	$4,000.00	2.0%
Equities	$2,683,021.95	$2,774,195.78	91%	$73,510.23	2.7%
Administrative	$45,000.00	$45,000.00	1%	$0.00	0.0%
Total Account Value	**$2,995,972.17**	**$3,036,886.55**	**100%**	**$77,511.20**	**2.6%**

Net change in total account value 1.4 % Increase

ACCOUNT SUMMARY

	Income Cash	Principal Cash	Investments*	Total
Beginning Balance	**$16,555.13**	**$47,574.59**	**$2,931,842.45**	**$2,995,972.17**
Income	$8,847.03			$8,847.03
Distributions	$(5,761.19)	$(86,000.00)		$(91,761.19)
Net Security Transactions		$32,648.21	$(32,648.21)	
Change in Market Value	$(15,000.00)	$15,000.00	$123,828.54	$123,828.54
Ending Balance	**$4,640.97**	**$9,222.80**	**$3,023,022.78**	**$3,036,886.55**

* Investments represent the activity in your equity, bond & other security holdings

ACCOUNT OVERVIEW

	Current Period	YTD
Income Earned		
Interest	$0.00	$3,867.91
Dividends	$8,847.00	$67,863.96
Other Income	$0.03	$0.81
Total Income Earned	$8,847.03	$71,732.68
Distributions		
Cash	$(5,761.19)	$(59,696.79)
Benefits Paid	$(86,000.00)	$(119,500.00)
Total Distributions	$(91,761.19)	$(179,196.79)
Security Transactions		
Sales	$32,648.21	$109,814.80
Net Security Transactions	$32,648.21	$109,814.80
Change in Market Value	$123,828.54	$38,117.91

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	$0.00	$0.00
Long-term gain/(loss)	$21,058.34	$87,794.19
Net realized gain/(loss)	**$21,058.34**	**$87,794.19**

INVESTMENT OBJECTIVE

Aggressive Growth

Long-term capital appreciation through aggressive long-term growth of capital, an expectation of a high degree of principal fluctuation.

FIFTH THIRD
PRIVATE BANK

AGT AUGUST A RENDIGS JR FDN

12/01/2011 - 12/31/2011

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
1.7700		CASH	$1.000	$1.77	0.0%	$1.77			
4,640.0000		FIFTH THIRD BANKSAFE TRUST (INCOME INVESTMENT) CUSIP - 316775907	$1.000	$4,640.00	0.2%	$4,640.00		$0.32	
9,222.0000		FIFTH THIRD BANKSAFE TRUST CUSIP - 316775907	$1.000	$9,222.00	0.3%	$9,222.00		$0.65	
		Cash & Equivalents - Total		**$13,863.77**	**0.5%**	**$13,863.77**		**$0.97**	**0.0%**
Fixed Income									
50,000.0000		AT&T INC 07/30/10 2.500 08/15/15 CUSIP - 00206RAV4	$103.547	$51,773.50	1.7%	$50,005.00	$1,768.50	$1,250.00	2.4%
50,000.0000		DU PONT EI DE NEMOURS CO NOTE 09/23/10 1.950 01/15/16 CUSIP - 263534CD9	$102.751	$51,375.50	1.7%	$49,697.00	$1,678.50	$975.00	1.9%
50,000.0000		HEWLETT PACKARD CO 09/13/10 1.250 09/13/13 CUSIP - 428236BB8	$98.723	$49,361.50	1.6%	$50,204.25	$(842.75)	$625.00	1.3%
50,000.0000		TOTAL CAPITAL GTD 09/15/10 2.300 03/15/16 CUSIP - 89152UAE2	$102.633	$51,316.50	1.7%	$50,055.00	$1,261.50	$1,150.00	2.2%
		Fixed Income - Total		**$203,827.00**	**6.7%**	**$199,961.25**	**$3,865.75**	**$4,000.00**	**2.0%**

FIFTH THIRD
PRIVATE BANK

AGT AUGUST A RENDIGS JR FDN

12/01/2011 - 12/31/2011

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
1,543.0000	CINF	CINCINNATI FINL CORP CUSIP - 172062101	$30.460	$46,999.78	1.5%	$15,840.68	$31,159.10	$2,484.23	5.3%
5,600.0000	CTAS	CINTAS CORP CUSIP - 172908105	$34.810	$194,936.00	6.4%	$31,266.67	$163,669.33	$3,024.00	1.6%
3,300.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	$84.760	$279,708.00	9.2%	$33,721.87	$245,986.13	$6,204.00	2.2%
13,900.0000	FITB	FIFTH THIRD BANCORP CUSIP - 316773100	$12.720	$176,808.00	5.8%	$62,508.62	$114,299.38	$4,448.00	2.5%
12,000.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	$17.910	$214,920.00	7.1%	$83,722.06	$131,197.94	$8,160.00	3.8%
1,500.0000	INTC	INTEL CORP CUSIP - 458140100	$24.250	$36,375.00	1.2%	$86,437.50	$(50,062.50)	$1,260.00	3.5%
7,000.0000	KR	KROGER CO CUSIP - 501044101	$24.220	$169,540.00	5.6%	$31,005.62	$138,534.38	$3,220.00	1.9%
3,000.0000	MRK	MERCK & CO INC NEW CUSIP - 58933Y105	$37.700	$113,100.00	3.7%	$34,325.02	$78,774.98	$5,040.00	4.5%
2,400.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	$25.960	$62,304.00	2.1%	$44,625.00	$17,679.00	$1,920.00	3.1%
9,000.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	$66.710	$600,390.00	19.8%	$121,832.08	$478,557.92	$18,900.00	3.1%
21,500.0000	USB	US BANCORP DEL CUSIP - 902973304	$27.050	$581,575.00	19.2%	$43,342.97	$538,232.03	$10,750.00	1.8%
9,000.0000	WAG	WALGREEN CO CUSIP - 931422109	$33.060	$297,540.00	9.8%	$38,700.00	$258,840.00	$8,100.00	2.7%
		Equities - Total		**$2,774,195.78**	**91.4%**	**$627,328.09**	**$2,146,867.69**	**$73,510.23**	**2.7%**

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Administrative									
2.0000		TWO FARNY PAINTINGS- "SIOUX BRAVE" & "A YOUNG SQUAW" CUSIP - 9940022D4		$45,000.00	1.5%	$45,000.00			
		Administrative - Total		**$45,000.00**	**1.5%**	**$45,000.00**			**0.0%**
Total Portfolio Positions				**$3,036,886.55**	**100.0%**	**$886,153.11**	**$2,150,733.44**	**$77,511.20**	**2.6%**

201100300928

TE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
J4/2011	201100300928	DOMESTIC ARTICLES/NON-PROFIT (ARN)	125.00	100.00	.00	00	00

Receipt

This is not a bill Please do not remit payment.

RENDIGS, FRY, KIELY & DENNIS LLP
ONE WEST FOURTH STREET
STE 900
CINCINNATI, OH 45202

STATE OF OHIO
CERTIFICATE
Ohio Secretary of State, Jennifer Brunner

1986484

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

THE AUGUST A. RENDIGS JR. & HELEN J. RENDIGS FOUNDATION, INC.

and, that said business records show the filing and recording of:

Document(s):	Document No(s):
DOMESTIC ARTICLES/NON-PROFIT	**201100300928**

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 3rd day of January, A.D. 2011.

THE SEAL OF THE SECRETARY OF STATE OF OHIO

United States of America
State of Ohio
Office of the Secretary of State

Jennifer Brunner

Ohio Secretary of State

JON HUSTED
Ohio Secretary of State

Corporation Details

Corporation Details	
Entity Number	1986464
Business Name	THE AUGUST A. RENDIGS JR. & HELEN J RENDIGS FOUNDATION, INC.
Filing Type	CORPORATION FOR NON-PROFIT
Status	Active
Original Filing Date	01/03/2011
Expiry Date	01/03/2016
Location. CINCINNATI	County: HAMILTON State:

Agent / Registrant Information

W ROGER FRY
ONE WEST FOURTH STREET SUITE 900
CINCINNATI,OH 45202
Effective Date: 01/03/2011
Contact Status Active

Incorporator Information

W ROGER FRY

Filings

Filing Type	Date of Filing	Document Number/Image	Old Name
DOMESTIC ARTICLES/NON-PROFIT	01/03/2011	201100300928	

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Mail Form to one of the following:	
⦿ Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of $100 ***
○ No	PO Box 670 Columbus, OH 43216

INITIAL ARTICLES OF INCORPORATION

(For Domestic Profit or Nonprofit)
Filing Fee $125.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

(1) ☐ Articles of Incorporation Profit (113-ARF) ORC 1701	(2) ☑ Articles of Incorporation Nonprofit (114-ARN) ORC 1702	(3) ☐ Articles of Incorporation Professional (170-ARP) Profession ______ ORC 1785

Complete the general information in this section for the box checked above.

FIRST: Name of Corporation The August A. Rendigs Jr. & Helen J. Rendigs Foundation, Inc.

SECOND: Location Cincinnati *(City)* Hamilton *(County)*

Effective Date **(Optional)** 01/01/2011 *(mm/dd/yyyy)* ***Date specified can be no more than 90 days after date of filing. If a date is specified, the date must be a date on or after the date of filing.***

☑ ***Check here if additional provisions are attached***

Complete the information in this section if box (2) or (3) is checked. Completing this section is optional if box (1) is checked.

THIRD: Purpose for which corporation is formed

See Attached Statement

Complete the information in this section if box (1) or (3) is checked.

FOURTH: The number of shares which the corporation is authorized to have outstanding (Please state if shares are common or preferred and their par value if any) ______ *(No of Shares)* ______ *(Type)* ______ *(Par Value)*

(Refer to instructions if needed)

Completing the information in this section is optional

FIFTH: The following are the names and addresses of the individuals who are to serve as initial Directors.

(Name)

(Street) *NOTE: P.O. Box Addresses are NOT acceptable.*

(City) *(State)* *(Zip Code)*

(Name)

(Street) *NOTE: P.O. Box Addresses are NOT acceptable.*

(City) *(State)* *(Zip Code)*

(Name)

(Street) *NOTE: P.O. Box Addresses are NOT acceptable.*

(City) *(State)* *(Zip Code)*

REQUIRED
Must be authenticated (**signed**) by an authorized representative
(See Instructions)

Authorized Representative

W. Roger Fry
(print name)
One West Fourth Street, Suite 900
Cincinnati, Ohio 45202

12-29-10
Date

Authorized Representative

(print name)

Date

Authorized Representative

(print name)

Date

Complete the information in this section if box (1) (2) or (3) is checked.

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of The August A. Rendigs, Jr. and Helen J. Rendigs Foundation, Inc. hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is

W. Roger Fry
(Name)

One West Fourth Street, Suite 900
(Street) *NOTE: P.O. Box Addresses are NOT acceptable.*

Cincinnati, Ohio 45202
(City) *(Zip Code)*

Must be authenticated by an authorized representative

[signature] Authorized Representative	12-24-10 Date
Authorized Representative	Date
Authorized Representative	Date

ACCEPTANCE OF APPOINTMENT

The Undersigned, W. Roger Fry, named herein as the Statutory agent for, The August A. Rendigs, Jr. and Helen J. Rendigs Foundation, Inc., hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature: [signature]
(Statutory Agent)

ATTACHMENT TO ARTICLES OF INCORPORATION FOR THE AUGUST A. RENDIGS, JR. AND HELEN J. RENDIGS FOUNDATION

The purposes for which the Corporation is formed are:

A. To apply the assets of the Corporation and the income derived therefrom exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations duly authorized to carry on such purposes, which organizations qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

B. To fulfill any purposes permitted by Sections 1702.01 *et seq.* of the Ohio Revised Code, as amended, as may be deemed appropriate by the Trustees of the Corporation, and to exercise any powers or rights now or hereafter conferred on corporations organized not for profit under the laws of the State of Ohio which are in furtherance of the charitable purposes for which the Corporation is formed.

BYLAWS
OF
AUGUST A. RENDIGS, JR. & HELEN J. RENDIGS FOUNDATION, INC.

ARTICLE I

GENERAL PROVISIONS

1.1 Name.

The name of the corporation is The August A. Rendigs, Jr. & Helen Rendigs Foundation, Inc. (hereinafter referred to as the "Foundation").

1.2 Principal Office.

The principal office of the Foundation is located in the City of Cincinnati, Hamilton County, Ohio. The Foundation may also have offices at such other places as the Board of Trustees may from time to time determine.

1.3 Purpose.

The Foundation is not-for-profit corporation established under Section 1702.01, *et seq.* of the Ohio Revised Code. The nature of the activities to be conducted, and the purposes to be promoted or carried out by the Foundation, shall be exclusively within the purview of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or reenacted from time to time (hereinafter referred to as the "Code"). Without limiting the generality of the foregoing, the purposes of the Foundation shall be:

A. To apply the assets of the Foundation and the income derived therefrom exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations duly authorized to carry on such purposes, which organizations qualify as exempt organizations under Section 501(c)(3) of the Code;

B. To fulfill any purposes permitted by Sections 1702.01 *et seq.* of the Ohio Revised Code, as amended, as may be deemed appropriate by the Trustees of the Foundation, and to exercise any powers or rights now or hereafter conferred on corporations organized not for profit under the laws of the State of Ohio which are in furtherance of the charitable purposes for which the Foundation is formed.

1.4 Existence.

The Foundation shall have perpetual existence.

1.5 Limitation on Operations.

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributed to its Trustees, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Foundation's Articles of Incorporation. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these bylaws, the Foundation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3).

Notwithstanding anything to the contrary contained herein, if the Foundation is a private foundation within the meaning of Section 509(a) of the Code:

1. The Foundation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income under Section 4942 of the Code;

2. The Foundation shall not engage in any act of self-dealing within the meaning of Section 4941 of the Code;

3. The Foundation shall not retain any excess business holdings within the meaning of Section 4943 of the Code;

4. The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

5. The Foundation shall not make any taxable expenditures within the meaning of Section 4945 of the Code.

Upon any dissolution or winding up of the Foundation, after paying or making provision for the payment of all of the liabilities of the Foundation, the Board of Trustees shall dispose of all assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the registered office of the Foundation is then located, exclusively for such charitable, educational or scientific purposes or to such Section 501(c)(3) organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II

MEMBERS

2.1 The Foundation shall have no members.

ARTICLE III

BOARD OF TRUSTEES

3.1 Powers.

The business and affairs of the Foundation shall be managed by its Board of Trustees which may exercise all such powers of the Foundation and do all such lawful acts and things as are not proscribed by statute, the Articles of Incorporation, or these Bylaws.

Prior to the initial meeting of the initial Trustees of the Foundation, the Incorporator may exercise all powers of the Foundation and of the Board of Trustees.

3.2 Election, Number, Term.

The Board of Trustees shall be composed of such number of persons as may be determined by the Board of Trustees from time to time, but in no event shall there be less than three or more than ten trustees. The initial Board of Trustees shall consist of three Trustees appointed by the Incorporator who shall serve initial terms as established by the Incorporator. The individuals who are appointed to the initial Board of Trustees and their initial terms are set forth in Exhibit "A" attached hereto. Thereafter, each Trustee shall be elected to a term of three years or until his or her successor shall be elected and qualified, whichever period is longer. At each annual meeting of the Board of Trustees subsequent to the organizational meeting of the Board of Trustees, an election shall be held to fill the seats of th Trustees whose term shall then be expiring. A trustee need not be a resident of the State of Ohio.

3.3 Vacancies.

If any Trustee fails or ceases to serve as a Trustee during his or her term for any reason, the remaining Trustees shall have the power to elect a successor Trustee to serve until the expiration of such term and/or until his or her successor shall be elected and qualified at the annual meeting of the Board of Trustees.

3.4 Annual Meeting.

An annual meeting of the Board of Trustees shall be held on the first Wednesday of March or at such time and place as the Board of Trustees may determine for the election of Trustees and for the transaction of such other business as may properly come before the meeting. Such meeting shall also be the organizational meeting for the newly elected Board for the year. No notice needs to be given to the newly elected trustees in order to legally constitute the meeting.

3.5 Regular Meetings.

Regular meetings of the Board shall be held at such time and place as shall be determined from time to time, by resolution of the Board of Trustees which shall specify the date, place and hour of the meeting and notice of which shall be given each Trustee at least seven (7) days before the meeting either personally or by mail, telecopy, telegram or email.

3.6 Special Meetings.

Special meetings of the Board of Trustees may be called by the Chairman on twenty-four (24) hours notice to each Trustee, either personally or by mail, telecopy, telegram or email; special meetings may also be called by the Secretary in like manner and on like notice on the written request of two (2) Trustees. Notice of each special meeting of the Board of Trustees shall specify the date, place and hour of the meeting. The notice need not state the general nature of the business to be conducted at such special meeting.

3.7 Quorum and Attendance.

At all meetings of the Board of Trustees a majority of the voting Trustees shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Trustees present at a meeting at which a quorum is present shall be the acts oft he Board of Trustees, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws. If a quorum shall not be present at any meeting of Trustees, the Trustees present thereat may adjourn the meeting. It shall not be necessary to give any formal notice of the adjourned meeting or of the business to be transacted therat other than by announcement at the meeting at which such adjournment is taken.

3.8 Participation in Meeting by Telephone or Video Teleconferencing.

One or more directors may participate in a meeting of the Board of Trustees by means of conference telephone, video teleconferencing or similar communications equipment by means of which all persons participating in the meeting can hear each other, and all Trustees so participating shall be deemed present at the meeting.

3.9 Informed Action by Trustees.

Any action which may be taken at a meeting of the Trustees may be taken without a meeting after a consent or consents in writing setting forth the action to be taken is signed by all of the Trustees and are filed with the Secretary of the Foundation.

3.10 Manner of Acting.

The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these Bylaws.

3.11 Conflicts of Interest.

Members of the Board of Trustees shall not maintain substantial personal or business interests which conflict with the Foundation. Trustees shall not engage in the following forms of self-dealing:

(a) The sale, exchange or leasing of property or services between the Foundation and a Trustee, the Trustee's employer, or an organization substantially connected with the Trustee, on a basis less favorable to the Foundation than that on which such property or service is made available to the general public.

(b) Furnishing of goods, services or facilities by the Foundation to a Trustee, unless such furnishing is made on a basis not more favorable than that on which such goods, services or facilities are made available to the general public or employees of the Foundation.

(c) Any transfer to or use by or for the benefit of a Trustee of the income or assets of the Foundation, except by purchase or sale for fair market value.

3.12 Compensation.

The Board of Trustees may authorize the payment to any officer or Trustee of the Foundation of reasonable compensation for services rendered by such person to the Foundation in the capacity of officer or Trustee. The Foundation may reimburse any officer or Trustees of the Foundation for any expense incurred by such person in connection with attending any meetings of the Board of Trustees or the accomplishment of any or all of the purposes of the Foundation. Nothing herein contained shall be construed to preclude any officer or Trustees from serving the Foundation in any other capacity and receiving reasonable compensation for personal services rendered to the Fou ndation that are reasonable and necessary to carry out one or more of the tax-exempt purposes of the Foundation.

ARTICLE IV

OFFICERS

4.1 Officers.

The officers of the Foundation shall be a Chairman, a Vice Chairman, a President, a Secretary, a Treasurer, and other such officers as may be elected in accordance with the provisions of this Article. The Board of Trustees may elect or appoint other such officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time by the Board of Trustees. The same personal may hold no more than two (2) offices.

4.2 Election and Term of Officer.

The officers of the Foundation shall be elected annually by the Board of Trustees at the annual meeting of the Board of Trustees. If the election of officers shall not be held at such meeting, such elections shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

4.3 Removal.

Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.4 Vacancies.

A vacancy in an office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Trustees at any meeting thereof for the unexpired portion of the term.

4.5 Chairman.

The Chairman shall preside at all meetings of the Trustees and shall perform all duties incident to the office. She or he may sign, with the President, Secretary or any other proper officer of the Foundation thereunto authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed by the Chairman. The Chairman shall perform the duties of the President in the absence or incapacity of the President.

4.6 Vice Chairman.

In the absence of the Chairman or in the event of her or his inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman shall perform such other duties as from time to time may be assigned to her or him by the Chairman by the Board of Trustees.

4.7 President.

The President shall be the principal executive officer of the Foundation. Subject to the direction and control of the Board of Trustees, she or he shall be in charge of the business and affairs of the Foundation; she or he shall see that the resolutions and directives of the Board of Trustees are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Trustees; and, in general, she or he shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Foundation or a different mode of execution is expressly prescribed by the Board of Trustees, she or he may execute for the Foundation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Trustees has authorized to be executed, and may accomplish such execution either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board of Trustees, according to the requirements of the form of the instrument. She or he may vote all securities which the Foundation is entitled to vote except as and to the extent such authority shall be vested in a different office or agent of the Foundation by the Board of Trustees.

4.8 Treasurer.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation; receive and give receipts for monies due and payable to the Foundation from any source whatsoever, and deposit all such monies in the name of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Trustees. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of the Treasure's duties in such same and with such surety or sureties as the Board of Trustees shall determine.

4.9 Secretary.

The Secretary shall record the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose; keep a registrar of the post office address of each Trustee which shall be furnished to the Secretary by such Trustee; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Trustees.

ARTICLE V

GRANTS, CONTRACTS, CHECKS, DEPOSITS, GIFTS AND INVESTMENTS

5.1 Grants.

The Board of Trustees shall have the power to make grants and contributions and otherwise render financial assistance in furtherance of the purposes of the Foundation. The Board of Trustees may authorize any officer or officers, agent or agents, in the name and on behalf of the Foundation to make any such grants, contributions or assistance.

5.2 Contracts.

The Board of Trustees may authorize any officer or officers or agent or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

5.3 Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers or agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instrument shall be signed by the Treasurer or the President of the Foundation.

5.4 Deposits.

All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Trustees may designate by resolution.

5.5 Gifts.

The Board of Trustees may accept, or by resolution may authorize any officer or officers or agent or agents of the Foundation to accept, on behalf of the Foundation, any contribution, gift, bequest or device for the general purposes or for any special purpose of the Foundation.

5.6 Investments.

The Board of Trustees shall manage, invest, operate, deal in and with, and conserve the property of the Foundation, and may retain any or all of the assets transferred to the Foundation by gift or bequest; provided, however, that the exercise of any of such powers shall not in any way conflict with the purposes of the Foundation as stated in its Articles of Incorporation, and such powers shall not be exercised so as to cause the Foundation to lose its qualification as an exempt organization under Code Section 501(c)(3).

ARTICLE VI

MISCELLANEOUS PROVISIONS

6.1 Fiscal Year.

The fiscal year of the Foundation shall be the calendar year.

6.2 Book and Records.

The Foundation shall keep correct and complete books and record of account and shall also keep minutes of the proceedings of its Board of Trustees. All books and records of the Foundation may be inspected by any Trustee, or his agent or attorney for any proper purpose at any reasonable time.

6.3 Notice.

Any notice to a Trustee required or permitted under the Articles of Incorporation or these Bylaws shall be delivered to the Trustee at the Trustee's address as shown on the records of the Foundation. If mailed, such notice shall be deemed to be delivered three days after being deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If given by electronic facsimile transmission or email, such notice shall be deemed to be delivered when transmitted, unless information is received promptly by the sender that the transmission was not received.

6.4 Waiver of Notice.

Whenever any notice is required to be given under the provisions of the law of the State of Ohio governing not-for-profit corporations or under the provision of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

6.5 Gender.

Whenever the context requires, the gender of all words used herein shall include the masculine, feminine and neuter.

6.6 Definitions.

All references in these Bylaws to Code Sections are to sections of the Internal Revenue Code of 1986, and shall include future amendments to such sections and corresponding provisions of future federal tax laws, all as from time to time in effect.

ARTICLE VII

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws adopted by the Board of Trustees. Such action may be taken at any annual, regular or special meeting, providing notice of the proposed alteration, amendment, repeal or adoption be contained in the notice, and provided further that no such alteration, amendment, repeal or adoption shall in any way conflict with the purposes of the Foundation as stated in its Articles of Incorporation or otherwise cause the Foundation to lose its qualification as an exempt organization under Code Section 501(c)(3).

ARTICLE VIII

INDEMNIFICATION

The Foundation shall indemnify any Trustee, officer, or employee, or former Trustee, officer or employee of the Foundation or any person who may have served at its request as a Trustee, officer or employee of another Foundation in which it owns shares of stock, or of which it is a creditor, against expenses and costs (including attorney's fees) actually and necessarily incurred by him or her, and any amount paid in satisfaction of judgment in connection with any action, suit or proceedings, whether civil or criminal in nature, in which she or he is made a party by reason of being or having been such a Trustee, officer, or employee (whether or not a Trustee, officer, or employee at the time such costs or expenses are incurred by or imposed upon him or her) except in relation to matters as to which she or he shall be adjudged in such action, suit or proceedings to be liable for gross negligence or willful misconduct in the performance of duty. The Foundation may also reimburse to any Trustee, officer or employee the reasonable costs of settlement of any such action.