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: TR U/W OTTO LUEDEKING

A Employer identification number: 31-6019731

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) 534-5310

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

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) ▶ $ 10,996,880.

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).)*

		(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	6,666.	6,666.		STMT 1
	4 Dividends and interest from securities	411,754.	407,469.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	560,705.			
	b Gross sales price for all assets on line 6a 4,347,349.				
	7 Capital gain net income (from Part IV, line 2)		560,705.		
	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)	118.			STMT 3
	12 **Total.** Add lines 1 through 11	979,243.	974,840.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 4	2,907.	NONE	NONE	2,907.
	b Accounting fees (attach schedule) STMT 5	660.	330.	NONE	330.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	11,021.	5,021.		
	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	92,289.	92,089.		200.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	106,877.	97,440.	NONE	3,437.
	25 Contributions, gifts, grants paid	749,127.			749,127.
	26 **Total expenses and disbursements.** Add lines 24 and 25	856,004.	97,440.	NONE	752,564.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	123,239.			
	b **Net investment income** (if negative, enter -0-)		877,400.		
	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	1,549.	5.	5.
2	Savings and temporary cash investments	167,283.	2,260,876.	2,260,876.
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)	7,827,617.	6,365,537.	6,352,216.
c	Investments - corporate bonds (attach schedule)	2,759,430.	2,252,703.	2,383,783.
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)	10,755,879.	10,879,121.	10,996,880.
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	10,755,879.	10,879,121.	
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)	10,755,879.	10,879,121.	
31	**Total liabilities and net assets/fund balances** (see instructions)	10,755,879.	10,879,121.	

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	10,755,879.
2	Enter amount from Part I, line 27a	2	123,239.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	3.
4	Add lines 1, 2, and 3	4	10,879,121.
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	10,879,121.

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	4,314,462.		3,786,644.	527,818.
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				527,818.
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	560,705.
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	495,804.	10,888,840.	0.045533
2009	396,724.	9,905,496.	0.040051
2008	600,760.	11,907,686.	0.050451
2007			
2006			

2 **Total** of line 1, column (d)	2	0.136035
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	0.045345
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	11,577,145.
5 Multiply line 4 by line 3	5	524,966.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,774.
7 Add lines 5 and 6	7	533,740.
8 Enter qualifying distributions from Part XII, line 4	8	752,564.

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 ▶ [X] and enter 1% of Part I, line 27b	1	8,774.
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	8,774.
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	8,774.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 . . . 6a 8,268.		
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	8,268.
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	506.
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 2012 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 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)*

			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)534-5409

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 ▶ [X]

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

			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.

			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 [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? [ ] Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? [ ] Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? [ ] Yes [X] 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 [X] 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 [X] 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 [X] 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 [X] 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)*

		Yes	No
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
SEE STATEMENT 9		-0-	-0-	-0-

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		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 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	11,424,223.
b	Average of monthly cash balances	1b	329,224.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	11,753,447.
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	11,753,447.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	176,302.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,577,145.
6	**Minimum investment return.** Enter 5% of line 5	6	578,857.

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	578,857.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	8,774.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	8,774.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	570,083.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	570,083.
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	570,083.

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	752,564.
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	752,564.
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	8,774.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	743,790.

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				570,083.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			126,958.	
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 . . . . . . NONE				
d From 2009 . . . . . . NONE				
e From 2010 . . . . . . NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 752,564.				
a Applied to 2010, but not more than line 2a			126,958.	
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				570,083.
e Remaining amount distributed out of corpus	55,523.			
5 Excess distributions carryover applied to 2011 *(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	55,523.			
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				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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 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	55,523.			
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 . . . 55,523.				

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).)

N/A

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.

N/A

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 of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 10				
Total . . . . ▶ **3a**				749,127.
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				NONE	6,666.
4 Dividends and interest from securities				NONE	411,754.
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				NONE	560,705.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b EXCISE TAX REFUND					118.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				NONE	979,243.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 979,243.

(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.)
4	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
4	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED IN
4	THE GOVERNING AGREEMENT
8	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
8	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED IN
8	THE GOVERNING AGREEMENT
3	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
3	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED IN
3	THE GOVERNING AGREEMENT

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 | Date: 04/27/2012 | Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ Firm's EIN ▶

Firm's address ▶ Phone no

JSA
1E1493 2 000

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

QUALIFIED SHORT-TERM CAPITAL GAIN DIVIDENDS	422.00	
NONQUALIFIED SHORT-TERM CAPITAL GAIN DIVIDEND	5,943.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		6,365.00

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
LONG-TERM 15% CAPITAL GAIN DIVIDENDS	26,522.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		26,522.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		26,522.00

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	6,666.	6,666.
TOTAL	6,666.	6,666.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	36,660.	36,660.
NONDIVIDEND DISTRIBUTIONS	4,285.	
DOMESTIC DIVIDENDS	162,080.	162,080.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	35,819.	35,819.
NONQUALIFIED FOREIGN DIVIDENDS	5,278.	5,278.
NONQUALIFIED DOMESTIC DIVIDENDS	167,632.	167,632.
TOTAL	411,754.	407,469.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
EXCISE TAX REFUND		118.
	TOTALS	118.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		2,907.			2,907.
	TOTALS	2,907.	NONE	NONE	2,907.

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	660.	330.		330.
TOTALS	660.	330.	NONE	330.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	2,683.	2,683.
EXCISE TAX ESTIMATE	6,000.	
FOREIGN TAXES ON QUALIFIED FOR	1,962.	1,962.
FOREIGN TAXES ON NONQUALIFIED	376.	376.
TOTALS	11,021.	5,021.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK SERVICE FEES	92,089.	92,089.	
MISC. CHARITABLE EXPENSE	200.		200.
TOTALS	92,289.	92,089.	200.

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

DESCRIPTION	AMOUNT
ROUNDING ON INCOME, EXPENSES & CAPITAL GAINS	3.
TOTAL	3.

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 SHORT-TERM CAPITAL GAIN DIVIDENDS					6,365.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					26,522.	
		125.304 EUROPACIFIC GROWTH FD CL F-2 PROPERTY TYPE: SECURITIES					12/28/2010	01/10/2011
5,109.00		5,129.00					-20.00	
		300. EMC CORP/MASS PROPERTY TYPE: SECURITIES					05/04/1999	01/12/2011
7,092.00		7,121.00					-29.00	
		2100. EMC CORP/MASS PROPERTY TYPE: SECURITIES					04/06/2004	01/12/2011
49,643.00		27,825.00					21,818.00	
		500. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES					09/17/2003	01/13/2011
45,999.00		18,244.00					27,755.00	
		100. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES					06/15/2000	01/21/2011
3,212.00		4,876.00					-1,664.00	
		35. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES					09/17/2003	01/21/2011
3,279.00		1,277.00					2,002.00	
		500. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES					09/17/2003	01/24/2011
47,124.00		18,244.00					28,880.00	
		1000. DISNEY, WALTER CO PROPERTY TYPE: SECURITIES					02/16/2001	01/24/2011
39,869.00		31,587.00					8,282.00	
		1600. EMC CORP/MASS PROPERTY TYPE: SECURITIES					04/06/2004	01/24/2011
37,696.00		21,200.00					16,496.00	
		600. PEPSICO INC PROPERTY TYPE: SECURITIES					09/17/2003	01/24/2011
39,569.00		27,442.00					12,127.00	

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)	
		1000. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					12/28/1999	01/24/2011
32,499.00		20,591.00					11,908.00	
		54. OMNICOM GROUP PROPERTY TYPE: SECURITIES					02/16/2001	01/28/2011
2,492.00		2,398.00					94.00	
		146. OMNICOM GROUP PROPERTY TYPE: SECURITIES					12/12/2000	01/28/2011
6,736.00		4,879.00					1,857.00	
		154. OMNICOM GROUP PROPERTY TYPE: SECURITIES					06/15/2000	01/28/2011
7,105.00		6,858.00					247.00	
		246. OMNICOM GROUP PROPERTY TYPE: SECURITIES					02/16/2001	01/28/2011
11,350.00		10,923.00					427.00	
		500. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES					09/17/2003	02/07/2011
48,939.00		18,244.00					30,695.00	
		500. DISNEY, WALTER CO PROPERTY TYPE: SECURITIES					02/16/2001	02/07/2011
20,540.00		15,793.00					4,747.00	
		2000. EMC CORP/MASS PROPERTY TYPE: SECURITIES					04/06/2004	02/07/2011
51,839.00		26,500.00					25,339.00	
		450. ROYAL DUTCH SHELL PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					09/17/2003	02/07/2011
31,553.00		20,363.00					11,190.00	
		12. SPECTRA ENERGY CORP PROPERTY TYPE: SECURITIES					02/16/2001	02/07/2011
318.00		414.00					-96.00	
		200. VARIAN MEDICAL SYSTEMS INC COM PROPERTY TYPE: SECURITIES					10/20/2004	02/07/2011
13,558.00		7,380.00					6,178.00	

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)	
		1000. WELLS FARGO COMPANY					12/28/1999	02/07/2011
		PROPERTY TYPE: SECURITIES						
33,399.00		20,591.00					12,808.00	
		10000. WAL-MART STORES 02/18/04 4.125 02					07/25/2005	02/15/2011
		PROPERTY TYPE: SECURITIES						
10,000.00		10,000.00						
		25000. WAL-MART STORES 02/18/04 4.125 02					07/25/2005	02/15/2011
		PROPERTY TYPE: SECURITIES						
25,000.00		24,535.00					465.00	
		200000. WAL-MART STORES 02/18/04 4.125 0					07/25/2005	02/15/2011
		PROPERTY TYPE: SECURITIES						
200,000.00		200,000.00						
		1000. EMC CORP/MASS					04/06/2004	03/11/2011
		PROPERTY TYPE: SECURITIES						
26,449.00		13,250.00					13,199.00	
		3000. EMC CORP/MASS					07/15/2004	03/11/2011
		PROPERTY TYPE: SECURITIES						
79,348.00		31,306.00					48,042.00	
		1500. VARIAN MEDICAL SYSTEMS INC COM					10/20/2004	07/27/2011
		PROPERTY TYPE: SECURITIES						
100,944.00		55,350.00					45,594.00	
		275000. UNITED STATES TREAS NTS 5.00% DU					05/19/2004	08/15/2011
		PROPERTY TYPE: SECURITIES						
275,000.00		284,528.00					-9,528.00	
		25. CHEVRONTEXACO CORP					09/17/2003	09/01/2011
		PROPERTY TYPE: SECURITIES						
2,490.00		912.00					1,578.00	
		25. CHEVRONTEXACO CORP					09/17/2003	09/01/2011
		PROPERTY TYPE: SECURITIES						
2,490.00		912.00					1,578.00	
		25. DUKE ENERGY CORP					12/12/2000	09/01/2011
		PROPERTY TYPE: SECURITIES						
471.00		391.00					80.00	

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)	
		10. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					09/17/2003	09/01/2011
655.00		504.00					151.00	
		35. MICROSOFT CORP PROPERTY TYPE: SECURITIES					10/03/2001	09/01/2011
922.00		963.00					-41.00	
		10. PEPSICO INC PROPERTY TYPE: SECURITIES					09/17/2003	09/01/2011
645.00		457.00					188.00	
		10. ROYAL DUTCH SHELL PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					09/17/2003	09/01/2011
670.00		453.00					217.00	
		24. SPECTRA ENERGY CORP PROPERTY TYPE: SECURITIES					06/15/2000	09/01/2011
622.00		602.00					20.00	
		12. SPECTRA ENERGY CORP PROPERTY TYPE: SECURITIES					12/12/2000	09/01/2011
311.00		270.00					41.00	
		25. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					06/02/1999	09/01/2011
644.00		508.00					136.00	
		. MCKESSON SECURITIES LITIGATION PAYMENT PROPERTY TYPE: SECURITIES						10/14/2011
263.00							263.00	
		25. AMGEN INC PROPERTY TYPE: SECURITIES					02/16/2001	11/07/2011
1,458.00		1,788.00					-330.00	
		10. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES					09/17/2003	11/07/2011
1,074.00		365.00					709.00	
		40. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES					09/17/2003	11/07/2011
4,289.00		1,460.00					2,829.00	

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)	
		25. DU PONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES					10/20/2004	11/07/2011
1,214.00		1,057.00					157.00	
		15. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					09/17/2003	11/07/2011
955.00		755.00					200.00	
		50. MICROSOFT CORP PROPERTY TYPE: SECURITIES					10/04/2001	11/07/2011
1,331.00		1,418.00					-87.00	
		1000. OMNICOM GROUP PROPERTY TYPE: SECURITIES					02/16/2001	11/07/2011
43,619.00		44,404.00					-785.00	
		15. PEPSICO INC PROPERTY TYPE: SECURITIES					09/17/2003	11/07/2011
933.00		686.00					247.00	
		15. ROYAL DUTCH SHELL PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					09/17/2003	11/07/2011
1,055.00		679.00					376.00	
		10. 3M CO PROPERTY TYPE: SECURITIES					07/26/2005	11/07/2011
793.00		741.00					52.00	
		1826.484 TOUCHSTONE MID CAP GROWTH A PROPERTY TYPE: SECURITIES					07/24/2007	11/07/2011
40,000.00		47,927.00					-7,927.00	
		1000. VARIAN MEDICAL SYSTEMS INC COM PROPERTY TYPE: SECURITIES					10/20/2004	11/07/2011
57,844.00		36,900.00					20,944.00	
		50. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					06/15/2000	11/07/2011
1,261.00		1,109.00					152.00	
		902.51817 DODGE & COX INTL STOCK FUND PROPERTY TYPE: SECURITIES					07/25/2007	11/09/2011
27,265.00		44,648.00					-17,383.00	

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)	
		752.56283 DODGE & COX INTL STOCK FUND PROPERTY TYPE: SECURITIES					07/25/2007	11/09/2011
22,735.00		37,229.00					-14,494.00	
		1373.249 EUROPACIFIC GROWTH FD CL F-2 PROPERTY TYPE: SECURITIES					07/24/2007	11/09/2011
50,000.00		73,543.00					-23,543.00	
		3889.979 TOUCHSTONE MID CAP GROWTH A PROPERTY TYPE: SECURITIES					07/24/2007	11/09/2011
82,040.00		102,073.00					-20,033.00	
		851.605 TOUCHSTONE MID CAP GROWTH A PROPERTY TYPE: SECURITIES					05/10/2007	11/09/2011
17,960.00		21,546.00					-3,586.00	
		494.02 EUROPACIFIC GROWTH FD CL F-2 PROPERTY TYPE: SECURITIES					07/24/2007	11/16/2011
17,913.00		26,457.00					-8,544.00	
		278.181 EUROPACIFIC GROWTH FD CL F-2 PROPERTY TYPE: SECURITIES					12/13/2007	11/16/2011
10,087.00		14,551.00					-4,464.00	
		501.534 OPPENHEIMER DEVELOPING MKT- CL A PROPERTY TYPE: SECURITIES					12/11/2007	11/16/2011
15,663.00		25,017.00					-9,354.00	
		109.085 OPPENHEIMER DEVELOPING MKT- CL A PROPERTY TYPE: SECURITIES					12/11/2007	11/16/2011
3,407.00		5,441.00					-2,034.00	
		29.792 OPPENHEIMER DEVELOPING MKT- CL A PROPERTY TYPE: SECURITIES					09/11/2007	11/16/2011
930.00		1,453.00					-523.00	
		1694.759 TOUCHSTONE MID CAP GROWTH A PROPERTY TYPE: SECURITIES					05/10/2007	11/16/2011
35,370.00		42,877.00					-7,507.00	
		5.5623 TOUCHSTONE MID CAP GROWTH A PROPERTY TYPE: SECURITIES					12/07/2006	11/16/2011
116.00		130.00					-14.00	

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)	
		388.9957 TOUCHSTONE MID CAP GROWTH A PROPERTY TYPE: SECURITIES					12/07/2006	11/16/2011
8,118.00		9,087.00					-969.00	
		63.724 TOUCHSTONE MID CAP GROWTH A PROPERTY TYPE: SECURITIES					12/07/2006	11/16/2011
1,330.00		1,489.00					-159.00	
		721.899 TOUCHSTONE MID CAP GROWTH A PROPERTY TYPE: SECURITIES					12/13/2007	11/16/2011
15,066.00		16,791.00					-1,725.00	
		192.041 EUROPACIFIC GROWTH FD CL F-2 PROPERTY TYPE: SECURITIES					12/13/2007	11/21/2011
6,702.00		10,045.00					-3,343.00	
		58.236 EUROPACIFIC GROWTH FD CL F-2 PROPERTY TYPE: SECURITIES					09/11/2007	11/21/2011
2,032.00		3,000.00					-968.00	
		838.549 EUROPACIFIC GROWTH FD CL F-2 PROPERTY TYPE: SECURITIES					05/10/2007	11/21/2011
29,265.00		41,914.00					-12,649.00	
		113.709 OPPENHEIMER DEVELOPING MKT- CL A PROPERTY TYPE: SECURITIES					09/11/2007	11/21/2011
3,381.00		5,547.00					-2,166.00	
		1450.258 OPPENHEIMER DEVELOPING MKT- CL PROPERTY TYPE: SECURITIES					05/10/2007	11/21/2011
43,116.00		64,725.00					-21,609.00	
		213.692 OPPENHEIMER DEVELOPING MKT- CL A PROPERTY TYPE: SECURITIES					12/11/2006	11/21/2011
6,353.00		8,567.00					-2,214.00	
		64.513 OPPENHEIMER DEVELOPING MKT- CL A PROPERTY TYPE: SECURITIES					12/11/2006	11/21/2011
1,918.00		2,586.00					-668.00	
		30.33 OPPENHEIMER DEVELOPING MKT- CL A PROPERTY TYPE: SECURITIES					12/09/2005	11/21/2011
902.00		1,058.00					-156.00	

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)	
		63.136 OPPENHEIMER DEVELOPING MKT- CL A					12/09/2005	11/21/2011
		PROPERTY TYPE: SECURITIES						
1,877.00		2,202.00					-325.00	
		1394.332 OPPENHEIMER DEVELOPING MKT- CL					07/27/2005	11/21/2011
		PROPERTY TYPE: SECURITIES						
41,453.00		42,360.00					-907.00	
		814.086 TOUCHSTONE MID CAP GROWTH A					12/13/2007	11/21/2011
		PROPERTY TYPE: SECURITIES						
16,111.00		18,936.00					-2,825.00	
		252.156 TOUCHSTONE MID CAP GROWTH A					12/13/2007	11/21/2011
		PROPERTY TYPE: SECURITIES						
4,990.00		5,865.00					-875.00	
		399.145 TOUCHSTONE MID CAP GROWTH A					07/26/2005	11/21/2011
		PROPERTY TYPE: SECURITIES						
7,899.00		9,196.00					-1,297.00	
		605. AMGEN INC					02/16/2001	12/14/2011
		PROPERTY TYPE: SECURITIES						
34,879.00		43,258.00					-8,379.00	
		945. AMGEN INC					04/26/2000	12/14/2011
		PROPERTY TYPE: SECURITIES						
54,480.00		53,381.00					1,099.00	
		2000. CHEVRONTEXACO CORP					09/17/2003	12/14/2011
		PROPERTY TYPE: SECURITIES						
204,563.00		72,977.00					131,586.00	
		3350. DISNEY, WALTER CO					02/16/2001	12/14/2011
		PROPERTY TYPE: SECURITIES						
118,736.00		105,815.00					12,921.00	
		475. DUKE ENERGY CORP					02/16/2001	12/14/2011
		PROPERTY TYPE: SECURITIES						
9,880.00		11,342.00					-1,462.00	
		1950. DUKE ENERGY CORP					01/07/2000	12/14/2011
		PROPERTY TYPE: SECURITIES						
40,559.00		30,487.00					10,072.00	

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)	
		3025. EMC CORP/MASS					07/15/2004	12/14/2011
		PROPERTY TYPE: SECURITIES						
67,159.00		31,567.00					35,592.00	
		1725. JOHNSON & JOHNSON					09/17/2003	12/14/2011
		PROPERTY TYPE: SECURITIES						
108,638.00		86,854.00					21,784.00	
		2000. MICROSOFT CORP					10/04/2001	12/14/2011
		PROPERTY TYPE: SECURITIES						
51,265.00		56,730.00					-5,465.00	
		1300. OMNICOM GROUP					02/16/2001	12/14/2011
		PROPERTY TYPE: SECURITIES						
55,296.00		57,725.00					-2,429.00	
		1900. PEPSICO INC					09/17/2003	12/14/2011
		PROPERTY TYPE: SECURITIES						
121,884.00		86,898.00					34,986.00	
		200. PFIZER INC					02/16/2001	12/14/2011
		PROPERTY TYPE: SECURITIES						
4,152.00		9,106.00					-4,954.00	
		1200. PFIZER INC					01/07/2000	12/14/2011
		PROPERTY TYPE: SECURITIES						
24,912.00		41,231.00					-16,319.00	
		2100. ROYAL DUTCH SHELL PLC SPONSORED AD					09/17/2003	12/14/2011
		PROPERTY TYPE: SECURITIES						
146,939.00		95,025.00					51,914.00	
		1050. 3M CO					09/17/2003	12/14/2011
		PROPERTY TYPE: SECURITIES						
82,827.00		74,024.00					8,803.00	
		2200. WALGREEN CO					09/17/2003	12/14/2011
		PROPERTY TYPE: SECURITIES						
73,776.00		71,465.00					2,311.00	
		4300. WELLS FARGO COMPANY					12/28/1999	12/14/2011
		PROPERTY TYPE: SECURITIES						
111,532.00		88,539.00					22,993.00	

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

Kind of Property Gross sale price less expenses of sale	Depreciation allowed/ allowable	Description Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	P or D	Date acquired Gain or (loss)	Date sold
		475. AMGEN INC					04/26/2000	12/16/2011
		PROPERTY TYPE: SECURITIES						
28,727.00		26,832.00					1,895.00	
		200. BANK OF NEW YORK MELLON CORP					01/07/2000	12/16/2011
		PROPERTY TYPE: SECURITIES						
3,806.00		7,886.00					-4,080.00	
		250. CHEVRONTEXACO CORP					09/17/2003	12/16/2011
		PROPERTY TYPE: SECURITIES						
24,964.00		9,122.00					15,842.00	
		675. DISNEY, WALTER CO					02/16/2001	12/16/2011
		PROPERTY TYPE: SECURITIES						
23,814.00		21,321.00					2,493.00	
		1250. DUKE ENERGY CORP					01/07/2000	12/16/2011
		PROPERTY TYPE: SECURITIES						
26,163.00		19,543.00					6,620.00	
		1150. EMC CORP/MASS					07/15/2004	12/16/2011
		PROPERTY TYPE: SECURITIES						
25,656.00		12,001.00					13,655.00	
		425. JOHNSON & JOHNSON					09/17/2003	12/16/2011
		PROPERTY TYPE: SECURITIES						
27,068.00		21,399.00					5,669.00	
		180. MICROSOFT CORP					10/04/2001	12/16/2011
		PROPERTY TYPE: SECURITIES						
4,666.00		5,106.00					-440.00	
		745. MICROSOFT CORP					10/03/2001	12/16/2011
		PROPERTY TYPE: SECURITIES						
19,310.00		20,498.00					-1,188.00	
		525. NORTHERN TR CORP COM					04/12/2002	12/16/2011
		PROPERTY TYPE: SECURITIES						
20,470.00		30,643.00					-10,173.00	
		500. OMNICOM GROUP					02/16/2001	12/16/2011
		PROPERTY TYPE: SECURITIES						
20,870.00		22,202.00					-1,332.00	

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)	
		25. OMNICOM GROUP PROPERTY TYPE: SECURITIES					08/10/1999	12/16/2011
1,043.00		835.00					208.00	
		400. PEPSICO INC PROPERTY TYPE: SECURITIES					09/17/2003	12/16/2011
25,928.00		18,294.00					7,634.00	
		1300. PFIZER INC PROPERTY TYPE: SECURITIES					01/07/2000	12/16/2011
27,378.00		44,666.00					-17,288.00	
		400. ROYAL DUTCH SHELL PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					09/17/2003	12/16/2011
28,180.00		18,100.00					10,080.00	
		325. 3M CO PROPERTY TYPE: SECURITIES					09/17/2003	12/16/2011
25,587.00		22,912.00					2,675.00	
		875. WALGREEN CO PROPERTY TYPE: SECURITIES					09/17/2003	12/16/2011
29,846.00		28,424.00					1,422.00	
		810. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					12/28/1999	12/16/2011
21,068.00		16,678.00					4,390.00	
		65. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					12/28/1999	12/16/2011
1,691.00		1,328.00					363.00	
		500. AMGEN INC PROPERTY TYPE: SECURITIES					04/26/2000	12/20/2011
30,529.00		28,244.00					2,285.00	
		1200. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES					01/07/2000	12/20/2011
23,388.00		47,316.00					-23,928.00	
		250. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES					09/17/2003	12/20/2011
25,875.00		9,122.00					16,753.00	

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)	
		675. DISNEY, WALTER CO PROPERTY TYPE: SECURITIES					02/16/2001	12/20/2011
24,428.00		21,321.00					3,107.00	
		1200. DUKE ENERGY CORP PROPERTY TYPE: SECURITIES					01/07/2000	12/20/2011
25,560.00		18,761.00					6,799.00	
		1000. EMC CORP/MASS PROPERTY TYPE: SECURITIES					07/15/2004	12/20/2011
22,360.00		10,435.00					11,925.00	
		1000. GENERAL ELEC CO PROPERTY TYPE: SECURITIES					08/11/1999	12/20/2011
17,190.00		35,693.00					-18,503.00	
		350. INTEL CORP PROPERTY TYPE: SECURITIES					06/15/1999	12/20/2011
8,323.00		9,756.00					-1,433.00	
		400. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					09/17/2003	12/20/2011
25,764.00		20,140.00					5,624.00	
		1000. MICROSOFT CORP PROPERTY TYPE: SECURITIES					10/03/2001	12/20/2011
25,920.00		27,514.00					-1,594.00	
		525. NORTHERN TR CORP COM PROPERTY TYPE: SECURITIES					04/12/2002	12/20/2011
20,706.00		30,643.00					-9,937.00	
		500. OMNICOM GROUP PROPERTY TYPE: SECURITIES					08/10/1999	12/20/2011
21,175.00		16,708.00					4,467.00	
		375. PEPSICO INC PROPERTY TYPE: SECURITIES					09/17/2003	12/20/2011
24,521.00		17,151.00					7,370.00	
		1250. PFIZER INC PROPERTY TYPE: SECURITIES					01/07/2000	12/20/2011
26,750.00		42,949.00					-16,199.00	

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)	
		350. ROYAL DUTCH SHELL PLC SPONSORED ADR					09/17/2003	12/20/2011
		PROPERTY TYPE: SECURITIES						
25,039.00		15,838.00					9,201.00	
		224.5 SPECTRA ENERGY CORP					02/16/2001	12/20/2011
		PROPERTY TYPE: SECURITIES						
6,715.00		7,745.00					-1,030.00	
		675.5 SPECTRA ENERGY CORP					01/07/2000	12/20/2011
		PROPERTY TYPE: SECURITIES						
20,204.00		15,225.00					4,979.00	
		325. 3M CO					09/17/2003	12/20/2011
		PROPERTY TYPE: SECURITIES						
26,042.00		22,912.00					3,130.00	
		550. WALGREEN CO					09/17/2003	12/20/2011
		PROPERTY TYPE: SECURITIES						
18,359.00		17,866.00					493.00	
		900. WELLS FARGO COMPANY					12/28/1999	12/20/2011
		PROPERTY TYPE: SECURITIES						
23,697.00		18,393.00					5,304.00	
		265. AMGEN INC					04/26/2000	12/23/2011
		PROPERTY TYPE: SECURITIES						
16,774.00		14,969.00					1,805.00	
		1100. BANK OF NEW YORK MELLON CORP					01/07/2000	12/23/2011
		PROPERTY TYPE: SECURITIES						
22,055.00		43,373.00					-21,318.00	
		175. CHEVRONTEXACO CORP					09/17/2003	12/23/2011
		PROPERTY TYPE: SECURITIES						
18,700.00		6,385.00					12,315.00	
		500. DISNEY, WALTER CO					02/16/2001	12/23/2011
		PROPERTY TYPE: SECURITIES						
18,785.00		15,793.00					2,992.00	
		675. DUKE ENERGY CORP					01/07/2000	12/23/2011
		PROPERTY TYPE: SECURITIES						
14,735.00		10,553.00					4,182.00	

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)	
		375. EMC CORP/MASS PROPERTY TYPE: SECURITIES					07/15/2004	12/23/2011
8,123.00		3,913.00					4,210.00	
		1200. GENERAL ELEC CO PROPERTY TYPE: SECURITIES					08/11/1999	12/23/2011
21,852.00		42,832.00					-20,980.00	
		625. INTEL CORP PROPERTY TYPE: SECURITIES					06/15/1999	12/23/2011
15,138.00		17,422.00					-2,284.00	
		200. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					09/17/2003	12/23/2011
13,108.00		10,070.00					3,038.00	
		450. MICROSOFT CORP PROPERTY TYPE: SECURITIES					10/03/2001	12/23/2011
11,646.00		12,381.00					-735.00	
		500. NORTHERN TR CORP COM PROPERTY TYPE: SECURITIES					04/12/2002	12/23/2011
20,255.00		29,184.00					-8,929.00	
		450. OMNICOM GROUP PROPERTY TYPE: SECURITIES					08/10/1999	12/23/2011
19,818.00		15,037.00					4,781.00	
		200. PEPSICO INC PROPERTY TYPE: SECURITIES					09/17/2003	12/23/2011
13,310.00		9,147.00					4,163.00	
		575. PFIZER INC PROPERTY TYPE: SECURITIES					01/07/2000	12/23/2011
12,409.00		19,756.00					-7,347.00	
		225. ROYAL DUTCH SHELL PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					09/17/2003	12/23/2011
16,366.00		10,181.00					6,185.00	
		500. SPECTRA ENERGY CORP PROPERTY TYPE: SECURITIES					01/07/2000	12/23/2011
15,450.00		11,270.00					4,180.00	

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)	
		175. 3M CO					09/17/2003	12/23/2011
		PROPERTY TYPE: SECURITIES						
14,282.00		12,337.00					1,945.00	
		435. WALGREEN CO					09/17/2003	12/23/2011
		PROPERTY TYPE: SECURITIES						
15,038.00		14,131.00					907.00	
		775. WELLS FARGO COMPANY					12/28/1999	12/23/2011
		PROPERTY TYPE: SECURITIES						
21,545.00		15,838.00					5,707.00	
TOTAL GAIN(LOSS)							560,705.	

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

OFFICER NAME:
FIFTH THIRD BANK
ADDRESS:
38 FOUNTAIN SQUARE PLAZA
CINCINNATI, OH 45202
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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 .... 749,127.

TOTAL GRANTS PAID: 749,127.

BENEFICIARY	ADDRESS	GIFT REASON	GIFT AMOUNT
MAPLE KNOLL COMMUNITIES	ATTN: KENNETH W. HUFF, EXEC VP 11100 SPRINGFIELD PIKE CINCINNATI, OH 45246	PROGRAM SUPPORT	$ 47,243.11
THE SALVATION ARMY	MR. RICHARD D. ALLEN 440 WEST NYACK ROAD WEST NYACK, NY 10994	PROGRAM SUPPORT	$ 47,526.90
GENERAL PROTESTANT ORPHAN HOME	6881 BEECHMONT AVENUE CINCINNATI, OHIO 45230	PROGRAM SUPPORT	$ 47,526.90
EMANUEL DAY NURSERY (COMMUNITY CENTER	1308 RACE STREET CINCINNATI, OHIO 45210	PROGRAM SUPPORT	$ 15,747.70
Y.W.C.A. OF CINCINNATI, OHIO	898 WALNUT STREET CINCINNATI, OHIO 45202	PROGRAM SUPPORT	$ 15,747.70
CINCINNATI FDTN FOR THE AGED	5 WEST FOURTH STREET 2100 FOURTH & VINE TOWER CINCINNATI OH 45202	PROGRAM SUPPORT	$ 15,747.70
CLOVERNOOK HOME/CTR. FOR BLIND	7000 HAMILTON AVENUE CINCINNATI, OHIO 45231	PROGRAM SUPPORT	$ 23,763.84
CHILDREN'S HOME OF CINCINNATI	ATTN: MICHELLE KINDWELL 5050 MADISON ROAD CINCINNATI, OH 45227	PROGRAM SUPPORT	$ 15,747.70
GREATER CINCINNATI FOUNDATION	200 W. 4TH STREET CINCINNATI OH 45202	PROGRAM SUPPORT	$ 7,874.11
OHIO HUMANE SOCIETY (FAMILIES FORWARD)	2400 READING ROAD CINCINNATI, OHIO 45202	PROGRAM SUPPORT	$ 7,874.11

NEW ORPHAN ASYLUM SCHOLARSHIP FD	2300 MONTANA AVENUE CINCINNATI, OHIO 45211	PROGRAM SUPPORT	$	11,882.21
ST. JOHN'S UNITARIAN CHURCH	320 RESOR AVE. CINCINNATI, OHIO 45220	PROGRAM SUPPORT	$	7,874.11
DEUTSCHES ROTES KREUZ	TEAM 51 - FINANZEN CARSTENNSTR. 58 ATTN: BETINA MULLER 12205 BERLIN GERMANY	PROGRAM SUPPORT	$	427,749 17
THE CHILDREN'S HOSPITAL	ATTN: SCOTT HAMLIN SENIOR VP/FINANCE 3333 BURNET AVE ML 3006 CINCINNATI, OH 45229	PROGRAM SUPPORT	$	23,763.84
UNIVERSITY OF CINCINNATI *TR U/W O. LUEDEKING SUBTR FOR UC*	ASSISTANT TREASURER'S OFFICE P.O. BOX 210641 CINCINNATI, OH 45221	PROGRAM SUPPORT	$	22,266.23
BEECHWOOD HOME FOR INCURABLES *TR U/W O LUEDEKING SUB BEECHWOOD*	TIM OWENS, DIR. OF FINANCE 2140 POGUE AVE CINCINNATI, OH 45208	PROGRAM SUPPORT	$	10,792.11
		TOTAL	$	749,127 44

OTTO LUEDEKING FOUNDATION

ACCOUNT NUMBER 01-01-000-0321000 (MAIN ACCOUNT) ***

***** 2 Sub Accounts - 01-01-000-3736709, 01-01-000-3818309**

12/31/2011

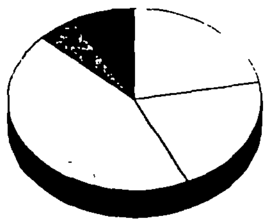
SUMMARY		MAIN	SUB	SUB	CONSOLIDATED
OF		ACCOUNT	ACCOUNT	ACCOUNT	ACCOUNT TOTALS
BALANCES		0321000	3736709	3818309	MARKET VALUE
	MARKET VALUE				
CASH					
	MONEY MARKET INVESTMENTS	2,229,709.00	18,790.00	12,377.00	2,260,876.00
	SHORT TERM INVESTMENTS	0.00	0 00	0.00	0 00
	CASH	1.92	1.66	1 50	5.08
TOTAL		2,229,710.92	18,791.66	12,378.50	2,260,881 08
BONDS					
	BONDS	2,206,935.37	121,518.99	55,328.76	2,383,783.12
	BOND FUNDS	0.00	0.00	0.00	0.00
TOTAL		2,206,935.37	121,518.99	55,328.76	2,383,783.12
	COMMON STOCK	4,540,390.29	252,449 50	121,327.47	4,914,167.26
	PREFERRED STOCK	0.00	0.00	0.00	0.00
	EQUITY FUNDS	0.00	0.00	0.00	0.00
TOTAL		4,540,390.29	252,449.50	121,327.47	4,914,167.26
OTHER					
	ALTERNATE STRATEGIES	875,218 31	41,568.44	20,791.94	937,578.69
	REAL ESTATE INVESTMENTS	465,669.77	23,200.00	11,600.00	500,469.77
	LIABILITIES	0.00	0 00	0.00	0.00
TOTAL		1,340,888.08	64,768.44	32,391.94	1,438,048.46
					0.00
TOTAL VALUE		10,317,924.66	457,528.59	221,426.67	10,996,879.92
TOTAL OF ALL ASSETS					10,996,879.92

12/01/2011 - 12/31/2011

TR U/W OTTO LUEDEKING

THE FIFTH THIRD BANK
TRUSTEE UNDER THE WILL OF
OTTO LUEDEKING

INVESTMENT ALLOCATION SUMMARY



Description	Last Statement	This Statement	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	$83,091.54	$2,229,710.92	22%	$222.97	0.0%
Fixed Income	$2,180,973.01	$2,206,935.37	21%	$103,162.24	4.7%
Equities	$6,926,515.80	$4,540,390.29	44%	$114,479.66	2.5%
Real Estate Investments	$458,750.86	$465,669.77	5%	$14,331.35	3.1%
Alternative Strategies	$932,351.85	$875,218.31	8%	$78,679.56	9.0%
Total Account Value	**$10,581,683.06**	**$10,317,924.66**	**100%**	**$310,875.78**	**3.0%**

Net change in total account value (2.5) % Decrease

ACCOUNT SUMMARY

	Income Cash	Principal Cash	Investments*	Total
Beginning Balance	**$11,437.08**	**$71,654.46**	**$10,498,591.52**	**$10,581,683.06**
Income	$96,692.78	$28,352.80		$125,045.58
Distributions	$(6,935.93)	$(402,127.46)		$(409,063.39)
Net Security Transactions		$2,430,637.19	$(2,430,637.19)	
Change in Market Value			$20,259.41	$20,259.41
Ending Balance	**$101,193.93**	**$2,128,516.99**	**$8,088,213.74**	**$10,317,924.66**

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

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	$0.00	$(20.04)
Long-term gain/(loss)	$337,124.52	$500,431.47
Net realized gain/(loss)	**$337,124.52**	**$500,411.43**

INVESTMENT OBJECTIVE

Growth

Total return through long-term growth of capital, an expectation of a high degree of principal fluctuation.

ACCOUNT OVERVIEW

	Current Period	YTD
Income Earned		
Interest	$32,316.27	$100,676.39
Dividends	$92,729.31	$315,246.05
Total Income Earned	$125,045.58	$415,922.44
Contributions		
Cash	$0.00	$173.02
Total Contributions	$0.00	$173.02
Distributions		
Cash	$(409,063.39)	$(811,267.53)
Total Distributions	$(409,063.39)	$(811,267.53)
Security Transactions		
Purchases	$(19,004.48)	$(1,760,589.66)
Sales	$2,449,641.67	$4,251,593.05
Net Security Transactions	$2,430,637.19	$2,491,003.39
Change in Market Value	$20,259.41	$(430,175.03)

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
1.9200		CASH	$1.000	$1.92	0.0%	$1.92			
101,193.0000		FIFTH THIRD PRIME MONEY MARKET FUND (N) (INCOME INVESTMENT) CUSIP - 898330204	$1.000	$101,193.00	1.0%	$101,193.00		$10.12	
2,128,516.0000		FIFTH THIRD PRIME MONEY MARKET FUND (N) CUSIP - 898330204	$1.000	$2,128,516.00	20.6%	$2,128,516.00		$212.85	
		Cash & Equivalents - Total		**$2,229,710.92**	**21.6%**	**$2,229,710.92**		**$222.97**	**0.0%**
Fixed Income									
10,504.2010	KNLMX	FIFTH THIRD SHORT TERM BOND FUND CUSIP - 351889928	$9.490	$99,684.87	1.0%	$100,000.00	$(315.13)	$1,775.21	1.8%
24,075.9030	MXIIX	FIFTH THIRD STRATEGIC INCOME FD INSTL SHS CUSIP - 351889969	$10.350	$249,185.60	2.4%	$250,206.57	$(1,020.97)	$12,423.17	5.0%
35,648.3570	FTYIX	FIFTH THIRD HIGH YIELD BOND FUND CUSIP - 351889985	$9.650	$344,006.65	3.3%	$300,000.00	$44,006.65	$24,668.66	7.2%
4,700.0000	AGG	ISHARES BARCLAYS AGGREGATE BD FD CUSIP - 464287226	$110.250	$518,175.00	5.0%	$481,881.40	$36,293.60	$14,828.50	2.9%
4,700.0000	LQD	ISHARES IBOXX $ INVESTMENT GRADE CORPORATE BOND FUND CUSIP - 464287242	$113.760	$534,672.00	5.2%	$475,072.32	$59,599.68	$23,471.80	4.4%
5,200.0000	PFF	ISHARES S&P PFD STK INDX FN CUSIP - 464288687	$35.620	$185,224.00	1.8%	$199,888.00	$(14,664.00)	$12,932.40	7.0%

FIFTH THIRD
PRIVATE BANK

TR U/W OTTO LUEDEKING

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
Fixed Income								**(continued)**	
275,000.0000		US TREASURY N/B 1/31/2007 4.750 1/31/2012 CUSIP - 912828GF1	$100.359	$275,987.25	2.7%	$275,461.92	$525.33	$13,062.50	4.7%
		Fixed Income - Total		**$2,206,935.37**	**21.4%**	**$2,082,510.21**	**$124,425.16**	**$103,162.24**	**4.7%**
Equities									
2,210.0000	AMGN	AMGEN INC CUSIP - 031162100	$64.210	$141,904.10	1.4%	$124,769.87	$17,134.23	$3,182.40	2.2%
7,000.0000	BK	BANK OF NEW YORK MELLON CORP CUSIP - 064058100	$19.910	$139,370.00	1.4%	$266,444.15	$(127,074.15)	$3,640.00	2.6%
1,325.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	$106.400	$140,980.00	1.4%	$48,347.20	$92,632.80	$4,293.00	3.0%
3,800.0000	DIS	DISNEY WALT CO CUSIP - 254687106	$37.500	$142,500.00	1.4%	$120,028.68	$22,471.32	$2,280.00	1.6%
5,241.2130	DODFX	DODGE & COX INTL STOCK FUND CUSIP - 256206103	$29.240	$153,253.07	1.5%	$254,494.50	$(101,241.43)	$3,978.08	2.6%
3,000.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	$45.780	$137,340.00	1.3%	$123,461.10	$13,878.90	$4,920.00	3.6%
6,475.0000	DUK	DUKE ENERGY CORP CUSIP - 26441C105	$22.000	$142,450.00	1.4%	$101,233.36	$41,216.64	$6,475.00	4.5%
6,450.0000	EMC	E M C CORP/MASS CUSIP - 268648102	$21.540	$138,933.00	1.3%	$67,307.68	$71,625.32		
4,342.4370	AEPFX	EUROPACIFIC GROWTH FD CL F-2 CUSIP - 29875E100	$35.110	$152,462.96	1.5%	$165,133.89	$(12,670.93)	$3,035.36	2.0%
6,956.2110	FSCIX	FIDELITY ADV SMALL CAP FD-I CUSIP - 315805655	$22.730	$158,114.68	1.5%	$170,086.15	$(11,971.47)	$716.49	0.5%
7,800.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	$17.910	$139,698.00	1.4%	$258,943.77	$(119,245.77)	$5,304.00	3.8%

FIFTH THIRD
PRIVATE BANK

TR U/W OTTO LUEDEKING

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								(continued)	
3,373.5550	GSMCX	GOLDMAN SACHS MID-CAP VALUE FUND INST CUSIP - 38141W398	$33.570	$113,250.24	1.1%	$113,999.97	$(749.73)	$1,079.54	1.0%
5,825.0000	INTC	INTEL CORP CUSIP - 458140100	$24.250	$141,256.25	1.4%	$139,410.72	$1,845.53	$4,893.00	3.5%
1,300.0000	IJH	ISHARES S&P MIDCAP 400 CUSIP - 464287507	$87.610	$113,893.00	1.1%	$114,634.21	$(741.21)	$1,449.50	1.3%
2,150.0000	IWM	ISHARES RUSSELL 2000 INDEX FD CUSIP - 464287655	$73.750	$158,562.50	1.5%	$153,537.84	$5,024.66	$2,214.50	1.4%
2,150.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	$65.580	$140,997.00	1.4%	$108,252.50	$32,744.50	$4,902.00	3.5%
5,425.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	$25.960	$140,833.00	1.4%	$146,585.26	$(5,752.26)	$4,340.00	3.1%
3,450.0000	NTRS	NORTHERN TR CORP CUSIP - 665859104	$39.660	$136,827.00	1.3%	$201,370.29	$(64,543.29)	$3,864.00	2.8%
3,225.0000	OMC	OMNICOM GROUP INC CUSIP - 681919106	$44.580	$143,770.50	1.4%	$107,763.37	$36,007.13	$3,225.00	2.2%
4,578.4220	ODMAX	OPPENHEIMER DEVELOPING MKT- CL A CUSIP - 683974109	$29.320	$134,239.33	1.3%	$92,278.95	$41,960.38	$2,568.49	1.9%
2,125.0000	PEP	PEPSICO INC CUSIP - 713448108	$66.350	$140,993.75	1.4%	$97,188.79	$43,804.96	$4,377.50	3.1%
6,475.0000	PFE	PFIZER INC CUSIP - 717081103	$21.640	$140,119.00	1.4%	$215,753.64	$(75,634.64)	$5,698.00	4.1%
2,000.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	$66.710	$133,420.00	1.3%	$110,102.00	$23,318.00	$4,200.00	3.1%
1,925.0000	RDS A	ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS CUSIP - 780259206	$73.090	$140,698.25	1.4%	$87,106.25	$53,592.00	$5,497.80	3.9%

FIFTH THIRD PRIVATE BANK

TR U/W OTTO LUEDEKING

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								**(continued)**	
4,600.0000	SE	SPECTRA ENERGY CORP CUSIP - 847560109	$30.750	$141,450.00	1.4%	$103,679.67	$37,770.33	$5,152.00	3.6%
1,725.0000	MMM	3M CO CUSIP - 88579Y101	$81.730	$140,984.25	1.4%	$121,611.46	$19,372.79	$3,795.00	2.7%
5,898.9460	TEGAX	TOUCHSTONE MID CAP GROWTH A CUSIP - 89154X880	$18.970	$111,903.01	1.1%	$131,662.71	$(19,759.70)		
5,000.0000	VEA	VANGUARD MSCI EAFE ETF CUSIP - 921943858	$30.630	$153,150.00	1.5%	$159,949.54	$(6,799.54)	$5,230.00	3.4%
3,500.0000	VWO	VANGUARD MSCI EMERGING MARKETS ETF CUSIP - 922042858	$38.210	$133,735.00	1.3%	$137,712.00	$(3,977.00)	$3,171.00	2.4%
2,000.0000	VAR	VARIAN MEDICAL SYSTEMS INC CUSIP - 92220P105	$67.130	$134,260.00	1.3%	$73,800.00	$60,460.00	$800.00	0.6%
2,000.0000	VZ	VERIZON COMMUNICATIONS CUSIP - 92343V104	$40.120	$80,240.00	0.8%	$61,632.39	$18,607.61	$4,000.00	5.0%
4,140.0000	WAG	WALGREEN CO CUSIP - 931422109	$33.060	$136,868.40	1.3%	$134,483.76	$2,384.64	$3,726.00	2.7%
5,150.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	$27.560	$141,934.00	1.4%	$104,318.57	$37,615.43	$2,472.00	1.7%
		Equities - Total		**$4,540,390.29**	**44.0%**	**$4,417,084.24**	**$123,306.05**	**$114,479.66**	**2.5%**
Alternative Strategies									
9,178.4680	AQRIX	AQR FDS RISK PARITY FD CL I CUSIP - 00203H826	$10.600	$97,291.76	0.9%	$100,000.01	$(2,708.25)		
13,330.1630	MALOX	BLACKROCK GLOBAL ALLOCATIO-I CUSIP - 09251T509	$18.240	$243,142.17	2.4%	$265,000.00	$(21,857.83)	$5,332.07	2.2%
6,345.4300	MERFX	THE MERGER FUND CUSIP - 589509108	$15.590	$98,925.25	1.0%	$99,999.99	$(1,074.74)	$526.67	0.5%

FIFTH THIRD
PRIVATE BANK

TR U/W OTTO LUEDEKING

12/01/2011 - 12/31/2011

PORTFOLIO POSITIONS (continued)

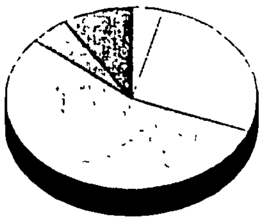
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Alternative Strategies								**(continued)**	
9,050.9820	ASFYX	ASG MANAGED FUTURES STRAG FD CUSIP - 63872T729	$10.340	$93,587.15	0.9%	$100,000.00	$(6,412.85)	$3,113.54	3.3%
15,602.6680	PAUPX	PIMCO ALL ASSET ALL AUTH FUND CUSIP - 72201M438	$10.020	$156,338.73	1.5%	$164,999.99	$(8,661.26)	$13,215.46	8.5%
28,473.6990	PCRPX	PIMCO COMMODITY REALRETURN STRAT CUSIP - 72201M842	$6.530	$185,933.25	1.8%	$265,000.00	$(79,066.75)	$56,491.82	30.4%
		Alternative Strategies - Total		**$875,218.31**	**8.5%**	**$994,999.99**	**$(119,781.68)**	**$78,679.56**	**9.0%**
Real Estate Investments									
10,635.1180	TRREX	T ROWE PRICE RL EST FUND(122) CUSIP - 779919109	$18.360	$195,260.77	1.9%	$186,000.00	$9,260.77	$4,254.05	2.2%
2,300.0000	RWX	SPDR DJ INTL REAL ESTATE ETF CUSIP - 78463X863	$31.830	$73,209.00	0.7%	$86,903.96	$(13,694.96)	$3,107.30	4.2%
3,400.0000	VNQ	VANGUARD REIT ETF CUSIP - 922908553	$58.000	$197,200.00	1.9%	$188,692.27	$8,507.73	$6,970.00	3.5%
		Real Estate Investments - Total		**$465,669.77**	**4.5%**	**$461,596.23**	**$4,073.54**	**$14,331.35**	**3.1%**
Total Portfolio Positions				**$10,317,924.66**	**100.0%**	**$10,185,901.59**	**$132,023.07**	**$310,875.78**	**3.0%**

12/01/2011 - 12/31/2011

TR U/W O. LUEDEKING SUBTR FOR UC

FIFTH THIRD BANK
TRUSTEE UNDER THE WILL OF
OTTO LUEDEKING SUBTRUST FOR UC

INVESTMENT ALLOCATION SUMMARY



Description	Last Statement	This Statement	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	$13,232.03	$18,791.66	4%	$1.31	0.0%
Fixed Income	$120,162.46	$121,518.99	27%	$5,280.87	4.3%
Equities	$249,782.25	$252,449.50	55%	$7,593.50	3.0%
Real Estate Investments	$22,372.00	$23,200.00	5%	$820.00	3.5%
Alternative Strategies	$45,469.30	$41,568.44	9%	$5,446.98	13.1%
Total Account Value	**$451,018.04**	**$457,528.59**	**100%**	**$19,142.66**	**4.2%**

Net change in total account value 1.4 % Increase

ACCOUNT SUMMARY

	Income Cash	Principal Cash	Investments*	Total
Beginning Balance	**$10,026.27**	**$3,205.76**	**$437,786.01**	**$451,018.04**
Income	$5,167.06	$687.09		$5,854.15
Distributions	$(294.52)			$(294.52)
Change in Market Value			$950.92	$950.92
Ending Balance	**$14,898.81**	**$3,892.85**	**$438,736.93**	**$457,528.59**

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

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	$0.00	$0.00
Long-term gain/(loss)	$0.00	$5,797.12
Net realized gain/(loss)	**$0.00**	**$5,797.12**

INVESTMENT OBJECTIVE

Growth and Income

Total return through long-term growth of capital, an expectation of a moderate level of principal fluctuation, and moderate current income.

ACCOUNT OVERVIEW

	Current Period	YTD
Income Earned		
Interest	$2,315.23	$7,991.50
Dividends	$3,538.89	$12,438.12
Other Income	$0.03	$0.63
Total Income Earned	$5,854.15	$20,430.25
Contributions		
Cash	$0.00	$48.67
Total Contributions	$0.00	$48.67
Distributions		
Cash	$(294.52)	$(26,584.81)
Total Distributions	$(294.52)	$(26,584.81)
Security Transactions		
Purchases	$0.00	$(56,294.94)
Sales	$0.00	$62,612.54
Net Security Transactions	$0.00	$6,317.60
Change in Market Value	$950.92	$(12,053.27)

FIFTH THIRD
PRIVATE BANK

TR U/W O. LUEDEKING SUBTR FOR UC

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									
1.6600		CASH	$1.000	$1.66	0.0%	$1.66			
14,898.0000		FIFTH THIRD BANKSAFE TRUST (INCOME INVESTMENT) CUSIP - 316775907	$1.000	$14,898.00	3.3%	$14,898.00		$1.04	
3,892.0000		FIFTH THIRD BANKSAFE TRUST CUSIP - 316775907	$1.000	$3,892.00	0.9%	$3,892.00		$0.27	
		Cash & Equivalents - Total		**$18,791.66**	**4.1%**	**$18,791.66**		**$1.31**	**0.0%**
Fixed Income									
25,000.0000		BANK OF AMERICA CORP 9/25/2002 4.875 9/15/2012 CUSIP - 060505AR5	$100.642	$25,160.50	5.5%	$25,309.25	$(148.75)	$1,218.75	4.8%
300.0000	AGG	ISHARES BARCLAYS AGGREGATE BD FD CUSIP - 464287226	$110.250	$33,075.00	7.2%	$30,890.90	$2,184.10	$946.50	2.9%
325.0000	LQD	ISHARES IBOXX $ INVESTMENT GRADE CORPORATE BOND FUND CUSIP - 464287242	$113.760	$36,972.00	8.1%	$33,012.10	$3,959.90	$1,623.05	4 4%
35.0000	HYG	ISHARES HIGH YIELD CORP BND FND CUSIP - 464288513	$89.430	$3,130.05	0.7%	$3,066.00	$64.05	$235.17	7.5%
200.0000	PFF	ISHARES S&P PFD STK INDX FN CUSIP - 464288687	$35.620	$7,124.00	1.6%	$7,886.44	$(762.44)	$497.40	7.0%
16,000.0000		US TREASURY N/B 1/31/2007 4.750 1/31/2012 CUSIP - 912828GF1	$100.359	$16,057.44	3.5%	$16,026.88	$30.56	$760.00	4.7%
		Fixed Income - Total		**$121,518.99**	**26.6%**	**$116,191.57**	**$5,327.42**	**$5,280.87**	**4.3%**

FIFTH THIRD
PRIVATE BANK

TR U/W O. LUEDEKING SUBTR FOR UC

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									
225.0000	AMGN	AMGEN INC CUSIP - 031162100	$64.210	$14,447.25	3.2%	$14,614.17	$(166.92)	$324.00	2.2%
600.0000	BK	BANK OF NEW YORK MELLON CORP CUSIP - 064058100	$19.910	$11,946.00	2.6%	$23,344.78	$(11,398.78)	$312.00	2.6%
150.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	$106.400	$15,960.00	3.5%	$5,473.26	$10,486.74	$486.00	3.0%
275.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	$45.780	$12,589.50	2.8%	$11,627.00	$962.50	$451.00	3.6%
700.0000	DUK	DUKE ENERGY CORP CUSIP - 26441C105	$22.000	$15,400.00	3.4%	$12,178.55	$3,221.45	$700.00	4.5%
500.0000	EMC	E M C CORP/MASS CUSIP - 268648102	$21.540	$10,770.00	2.4%	$6,839.50	$3,930.50		
500.0000	INTC	INTEL CORP CUSIP - 458140100	$24.250	$12,125.00	2.7%	$27,042.13	$(14,917.13)	$420.00	3.5%
500.0000	EFA	ISHARES MSCI EAFE INDEX FD CUSIP - 464287465	$49.530	$24,765.00	5.4%	$37,198.00	$(12,433.00)	$855.00	3.5%
200.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	$65.580	$13,116.00	2.9%	$10,070.00	$3,046.00	$456.00	3.5%
550.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	$25.960	$14,278.00	3.1%	$14,920.89	$(642.89)	$440.00	3.1%
200.0000	PEP	PEPSICO INC CUSIP - 713448108	$66.350	$13,270.00	2.9%	$9,147.18	$4,122.82	$412.00	3.1%
500.0000	PFE	PFIZER INC CUSIP - 717081103	$21.640	$10,820.00	2.4%	$23,312.50	$(12,492.50)	$440.00	4.1%
200.0000	RDS A	ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS CUSIP - 780259206	$73.090	$14,618.00	3.2%	$9,050.00	$5,568.00	$571.20	3.9%
325.0000	SE	SPECTRA ENERGY CORP	$30.750	$9,993.75	2.2%	$8,151.53	$1,842.22	$364.00	3.6%

FIFTH THIRD
PRIVATE BANK

TR U/W O. LUEDEKING SUBTR FOR UC

12/01/2011 - 12/31/2011

PORTFOLIO POSITIONS (continued)

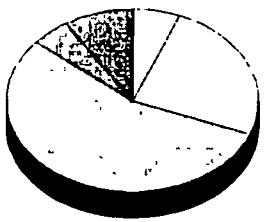
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
		CUSIP - 847560109							
150.0000	MMM	3M CO CUSIP - 88579Y101	$81.730	$12,259.50	2.7%	$10,574.91	$1,684.59	$330.00	2.7%
550.0000	VWO	VANGUARD MSCI EMERGING MARKETS ETF CUSIP - 922042858	$38.210	$21,015.50	4.6%	$23,752.69	$(2,737.19)	$498.30	2.4%
300.0000	WAG	WALGREEN CO CUSIP - 931422109	$33.060	$9,918.00	2.2%	$9,745.20	$172.80	$270.00	2.7%
550.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	$27.560	$15,158.00	3.3%	$12,203.12	$2,954.88	$264.00	1.7%
		Equities - Total		**$252,449.50**	**55.2%**	**$269,245.41**	**$(16,795.91)**	**$7,593.50**	**3.0%**
Alternative Strategies									
1,009.8670	MALOX	BLACKROCK GLOBAL ALLOCATIO-I CUSIP - 09251T509	$18.240	$18,419.97	4.0%	$20,000.03	$(1,580.06)	$403.95	2.2%
905.6940	PAUPX	PIMCO ALL ASSET ALL AUTH FUND CUSIP - 72201M438	$10.020	$9,075.05	2.0%	$10,025.59	$(950.54)	$767.12	8.5%
2,155.1950	PCRPX	PIMCO COMMODITY REALRETURN STRAT CUSIP - 72201M842	$6.530	$14,073.42	3.1%	$20,000.00	$(5,926.58)	$4,275.91	30.4%
		Alternative Strategies - Total		**$41,568.44**	**9.1%**	**$50,025.62**	**$(8,457.18)**	**$5,446.98**	**13.1%**
Real Estate Investments									
400.0000	VNQ	VANGUARD REIT ETF CUSIP - 922908553	$58.000	$23,200.00	5.1%	$21,139.96	$2,060.04	$820.00	3.5%
		Real Estate Investments - Total		**$23,200.00**	**5.1%**	**$21,139.96**	**$2,060.04**	**$820.00**	**3.5%**
Total Portfolio Positions				**$457,528.59**	**100.0%**	**$475,394.22**	**$(17,865.63)**	**$19,142.66**	**4.2%**

12/01/2011 - 12/31/2011

TR U/W O LUEDEKING SUB BEECHWOOD

FIFTH THIRD BANK
TR U/W OTTO LUEDEKING
SUBTRUST BEECHWOOD HOME

INVESTMENT ALLOCATION SUMMARY



Description	Last Statement	This Statement	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	$9,624.97	$12,378.50	6%	$0.86	0.0%
Fixed Income	$54,772.39	$55,328.76	25%	$2,731.23	4.9%
Equities	$119,447.37	$121,327.47	55%	$3,788.85	3.1%
Real Estate Investments	$11,186.00	$11,600.00	5%	$410.00	3.5%
Alternative Strategies	$22,742.67	$20,791.94	9%	$2,723.65	13.1%
Total Account Value	**$217,773.40**	**$221,426.67**	**100%**	**$9,654.59**	**4.4%**

Net change in total account value 1.7 % Increase

ACCOUNT SUMMARY

	Income Cash	Principal Cash	Investments*	Total
Beginning Balance	**$4,611.22**	**$5,013.75**	**$208,148.43**	**$217,773.40**
Income	$2,569.08	$326.85		$2,895.93
Distributions	$(142.40)			$(142.40)
Change in Market Value			$899.74	$899.74
Ending Balance	**$7,037.90**	**$5,340.60**	**$209,048.17**	**$221,426.67**

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

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	$0.00	$0.00
Long-term gain/(loss)	$0.00	$5,884.94
Net realized gain/(loss)	**$0.00**	**$5,884.94**

INVESTMENT OBJECTIVE

Growth and Income

Total return through long-term growth of capital, an expectation of a moderate level of principal fluctuation, and moderate current income.

ACCOUNT OVERVIEW

	Current Period	YTD
Income Earned		
Interest	$1,189.19	$3,962.59
Dividends	$1,706.74	$6,145.60
Other Income	$0.00	$0.44
Total Income Earned	$2,895.93	$10,108.63
Contributions		
Cash	$0.00	$48.67
Total Contributions	$0.00	$48.67
Distributions		
Cash	$(142.40)	$(13,283.05)
Total Distributions	$(142.40)	$(13,283.05)
Security Transactions		
Purchases	$0.00	$(31,713.95)
Sales	$0.00	$30,845.16
Net Security Transactions	$0.00	$(868.79)

FIFTH THIRD
PRIVATE BANK

TR U/W O LUEDEKING SUB BEECHWOOD

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									
1.5000		CASH	$1.000	$1.50	0.0%	$1.50			
7,037.0000		FIFTH THIRD BANKSAFE TRUST (INCOME INVESTMENT) CUSIP - 316775907	$1.000	$7,037.00	3.2%	$7,037.00		$0.49	
5,340.0000		FIFTH THIRD BANKSAFE TRUST CUSIP - 316775907	$1.000	$5,340.00	2.4%	$5,340.00		$0.37	
		Cash & Equivalents - Total		**$12,378.50**	**5.6%**	**$12,378.50**		**$0.86**	**0.0%**
Fixed Income									
10,000.0000		BANK OF AMERICA CORP 9/25/2002 4.875 9/15/2012 CUSIP - 060505AR5	$100.642	$10,064.20	4.5%	$10,123.70	$(59.50)	$487.50	4.8%
100.0000	AGG	ISHARES BARCLAYS AGGREGATE BD FD CUSIP - 464287226	$110.250	$11,025.00	5.0%	$10,269.36	$755.64	$315.50	2.9%
100.0000	LQD	ISHARES IBOXX $ INVESTMENT GRADE CORPORATE BOND FUND CUSIP - 464287242	$113.760	$11,376.00	5.1%	$10,136.94	$1,239.06	$499.40	4.4%
75.0000	HYG	ISHARES HIGH YIELD CORP BND FND CUSIP - 464288513	$89.430	$6,707.25	3.0%	$6,569.24	$138.01	$503.93	7.5%
200.0000	PFF	ISHARES S&P PFD STK INDX FN CUSIP - 464288687	$35.620	$7,124.00	3.2%	$7,886.44	$(762.44)	$497.40	7.0%
9,000.0000		US TREASURY N/B 1/31/2007 4.750 1/31/2012 CUSIP - 912828GF1	$100.359	$9,032.31	4.1%	$9,015.11	$17.20	$427.50	4.7%
		Fixed Income - Total		**$55,328.76**	**25.0%**	**$54,000.79**	**$1,327.97**	**$2,731.23**	**4.9%**

FIFTH THIRD
PRIVATE BANK

12/01/2011 - 12/31/2011

TR U/W O LUEDEKING SUB BEECHWOOD

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
125.0000	AMGN	AMGEN INC CUSIP - 031162100	$64.210	$8,026.25	3.6%	$7,436.25	$590.00	$180.00	2.2%
287.0000	BK	BANK OF NEW YORK MELLON CORP CUSIP - 064058100	$19.910	$5,714.17	2.6%	$10,874.09	$(5,159.92)	$149.24	2.6%
90.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	$106.400	$9,576.00	4.3%	$3,283.96	$6,292.04	$291.60	3.0%
150.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	$45.780	$6,867.00	3.1%	$6,342.00	$525.00	$246.00	3.6%
300.0000	DUK	DUKE ENERGY CORP CUSIP - 26441C105	$22.000	$6,600.00	3.0%	$4,690.35	$1,909.65	$300.00	4.5%
300.0000	INTC	INTEL CORP CUSIP - 458140100	$24.250	$7,275.00	3.3%	$7,518.21	$(243.21)	$252.00	3.5%
200.0000	EFA	ISHARES MSCI EAFE INDEX FD CUSIP - 464287465	$49.530	$9,906.00	4.5%	$14,503.00	$(4,597.00)	$342.00	3.5%
100.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	$65.580	$6,558.00	3.0%	$5,035.00	$1,523.00	$228.00	3.5%
275.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	$25.960	$7,139.00	3.2%	$7,236.54	$(97.54)	$220.00	3.1%
100.0000	PEP	PEPSICO INC CUSIP - 713448108	$66.350	$6,635.00	3.0%	$4,573.59	$2,061.41	$206.00	3.1%
250.0000	PFE	PFIZER INC CUSIP - 717081103	$21.640	$5,410.00	2.4%	$8,589.70	$(3,179.70)	$220.00	4.1%
100.0000	RDS A	ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS CUSIP - 780259206	$73.090	$7,309.00	3.3%	$4,525.00	$2,784.00	$285.60	3.9%
150.0000	SE	SPECTRA ENERGY CORP CUSIP - 847560109	$30.750	$4,612.50	2.1%	$3,381.15	$1,231.35	$168.00	3.6%
90.0000	MMM	3M CO	$81.730	$7,355.70	3.3%	$6,488.97	$866.73	$198.00	2.7%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
		CUSIP - 88579Y101							
235.0000	VWO	VANGUARD MSCI EMERGING MARKETS ETF CUSIP - 922042858	$38.210	$8,979.35	4.1%	$10,100.39	$(1,121.04)	$212.91	2.4%
175.0000	WAG	WALGREEN CO CUSIP - 931422109	$33.060	$5,785.50	2.6%	$5,684.70	$100.80	$157.50	2.7%
275.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	$27.560	$7,579.00	3.4%	$5,587.91	$1,991.09	$132.00	1.7%
		Equities - Total		**$121,327.47**	**54.8%**	**$115,850.81**	**$5,476.66**	**$3,788.85**	**3.1%**
Alternative Strategies									
505.3570	MALOX	BLACKROCK GLOBAL ALLOCATIO-I CUSIP - 09251T509	$18.240	$9,217.71	4.2%	$10,000.01	$(782.30)	$202.14	2.2%
452.8460	PAUPX	PIMCO ALL ASSET ALL AUTH FUND CUSIP - 72201M438	$10.020	$4,537.52	2.0%	$5,012.79	$(475.27)	$383.56	8.5%
1,077.5980	PCRPX	PIMCO COMMODITY REALRETURN STRAT CUSIP - 72201M842	$6.530	$7,036.71	3.2%	$10,000.00	$(2,963.29)	$2,137.95	30.4%
		Alternative Strategies - Total		**$20,791.94**	**9.4%**	**$25,012.80**	**$(4,220.86)**	**$2,723.65**	**13.1%**
Real Estate Investments									
200.0000	VNQ	VANGUARD REIT ETF CUSIP - 922908553	$58.000	$11,600.00	5.2%	$10,581.86	$1,018.14	$410.00	3.5%
		Real Estate Investments - Total		**$11,600.00**	**5.2%**	**$10,581.86**	**$1,018.14**	**$410.00**	**3.5%**
Total Portfolio Positions				**$221,426.67**	**100.0%**	**$217,824.76**	**$3,601.91**	**$9,654.59**	**4.4%**