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

2011

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

For calendar year 2011 or tax year beginning 10/01, 2011, and ending 09/30, 2012

Name of foundation
TR U/W CHAS E. SCHELL / EDUCATION

Number and street (or P O box number if mail is not delivered to street address)
P O BOX 630858 MD 1090CA

Room/suite

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

A Employer identification number
31-6019720

B Telephone number (see instructions)
(513) 534-4397

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

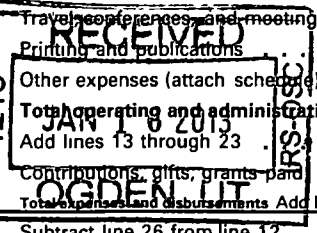
G Check all that apply:
 Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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) **\$ 7,578,030.**

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)	672,906.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	37.	37.		STMT 1
	4 Dividends and interest from securities	66,814.	66,814.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-341,191.			
	b Gross sales price for all assets on line 6a	3,229,199.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a 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	398,566.	66,851.			
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)	750.	375.	NONE	375.
	b Accounting fees (attach schedule)	660.	330.	NONE	330.
	c Other professional fees (attach schedule)	2,871.	2,871.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,078.	1,818.		
	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)	48,994.	34,321.		14,673.	
24 Total operating and administrative expenses. Add lines 13 through 23	55,353.	39,715.	NONE	15,378.	
25 Contributions, gifts, grants paid	1,137,289.			1,137,289.	
26 Total expenses and disbursements. Add lines 24 and 25	1,192,642.	39,715.	NONE	1,152,667.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-794,076.				
b Net investment income (if negative, enter -0-)		27,136.			
c Adjusted net income (if negative, enter -0-)					



ENVELOPE POSTMARK DATE JAN 15 2013

SCANNED JAN 23 2013

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	2.	2.	2.
	2	Savings and temporary cash investments	347,099.	124,284.	124,284.
	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			
	10a	Investments - U S and state government obligations (attach schedule),			
	b	Investments - corporate stock (attach schedule)	5,974,503.	5,323,887.	5,644,303.
	c	Investments - corporate bonds (attach schedule),	1,747,977.	1,825,072.	1,809,441.
	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)	8,069,581.	7,273,245.	7,578,030.	
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	8,069,581.	7,273,245.	
	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)	8,069,581.	7,273,245.		
31	Total liabilities and net assets/fund balances (see instructions)	8,069,581.	7,273,245.		

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	8,069,581.
2	Enter amount from Part I, line 27a	2	-794,076.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	23,371.
4	Add lines 1, 2, and 3	4	7,298,876.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	25,631.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,273,245.

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 3,108,457.		3,570,390.	-461,933.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
(i) 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		
a			-461,933.	
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 -341,191.
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	831,986.	7,430,072.	0.111975
2009	753,443.	6,646,028.	0.113367
2008	550,021.	5,513,988.	0.099750
2007	350,784.	6,370,632.	0.055063
2006	50,558.	6,012,592.	0.008409
2 Total of line 1, column (d)			2 0.388564
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 0.077713
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 7,432,622.
5 Multiply line 4 by line 3			5 577,611.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 271.
7 Add lines 5 and 6			7 577,882.
8 Enter qualifying distributions from Part XII, line 4			8 1,152,667.

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)

Table with 11 rows for excise tax calculations. Includes sub-sections 1a-11 and sub-sections 6a-6d. Total amount owed is 2,013, with 272 refunded, resulting in a total of 1,741.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and 3 columns: Question, Yes, No. Includes questions about political influence, expenditures, and reporting requirements.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of FIFTH THIRD BANK Telephone no (513) 534-4397
Located at 38 FOUNTAIN SQ. PLZ. MD 1090FA, CINCI. 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
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? Yes No X

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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
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 X
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 X
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 propoganda, 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 10		- 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	7,209,880.
b	Average of monthly cash balances	1b	335,929.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	7,545,809.
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	7,545,809.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	113,187.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,432,622.
6	Minimum investment return. Enter 5% of line 5	6	371,631.

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	371,631.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	271.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	271.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	371,360.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	371,360.
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	371,360.

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	1,152,667.
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	1,152,667.
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	271.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,152,396.

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				371,360.
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	44,786.			
c From 2008	279,560.			
d From 2009	423,252.			
e From 2010	465,050.			
f Total of lines 3a through e	1,212,648.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 1,152,667.				
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				371,360.
e Remaining amount distributed out of corpus	781,307.			
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	1,993,955.			
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				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	1,993,955.			
10 Analysis of line 9.				
a Excess from 2007	44,786.			
b Excess from 2008	279,560.			
c Excess from 2009	423,252.			
d Excess from 2010	465,050.			
e Excess from 2011	781,307.			

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

1 a 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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a 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 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 11

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 <i>Paid during the year</i> SEE STATEMENT 12				
Total ► 3a				1,137,289.
b <i>Approved for future payment</i> SEE STATEMENT 12				
Total ► 3b				1,213,211.

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization TR U/W CHAS E. SCHELL / EDUCATION	Employer identification number 31-6019720
---	--

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization TR U/W CHAS E. SCHELL / EDUCATION	Employer identification number 31-6019720
---	--

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SOLE SURV TR U/W CHARLES E. SCHELL 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263	\$ 672,906.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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

Kind of Property		Description				P r o p e r t y	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 LONG-TERM CAPITAL GAIN DIVIDENDS					120,742.	
18,500.00		1131.498 FIFTH THIRD QUALITY GROWTH FUND PROPERTY TYPE: SECURITIES 18,138.00					07/10/2006 362.00	12/01/2011
1,200.00		. ISHARES S&P GSCI COMMODITY-INDEXED TRU PROPERTY TYPE: SECURITIES					1,200.00	12/31/2011
23,049.00		. ISHARES S&P GSCI COMMODITY-INDEXED TRU PROPERTY TYPE: SECURITIES					23,049.00	12/31/2011
75,000.00		6377.551 FIFTH THIRD MID CAP GROWTH FUND PROPERTY TYPE: SECURITIES 39,541.00					04/13/2009 35,459.00	01/13/2012
68,000.00		4126.213 FIFTH THIRD QUALITY GROWTH FUND PROPERTY TYPE: SECURITIES 66,143.00					07/10/2006 1,857.00	01/13/2012
20,000.00		1886.792 FIFTH THIRD DISCIPLINED LARGE V PROPERTY TYPE: SECURITIES 17,981.00					02/17/2010 2,019.00	01/13/2012
25,200.00		1938.461 FIFTH THIRD MID CAP GROWTH FUND PROPERTY TYPE: SECURITIES 12,018.00					04/13/2009 13,182.00	03/29/2012
60,000.00		3253.796 FIFTH THIRD QUALITY GROWTH FUND PROPERTY TYPE: SECURITIES 59,317.00					12/10/2007 683.00	03/29/2012
80,519.00		2071. VANGUARD MSCI EMERGING MARKETS ETF PROPERTY TYPE: SECURITIES 96,534.00					03/22/2011 -16,015.00	06/15/2012
1,431.00		92.256 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 1,381.00					03/25/2010 50.00	06/18/2012

**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)	
5,007.00		322.854 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 4,823.00				12/29/2011	06/18/2012 184.00	
1,970.00		127.028 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 1,806.00				09/28/2010	06/18/2012 164.00	
2,355.00		151.857 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 2,155.00				12/29/2009	06/18/2012 200.00	
1,799.00		115.978 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 1,618.00				09/28/2011	06/18/2012 181.00	
1,745.00		112.525 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 1,513.00				06/29/2010	06/18/2012 232.00	
1,344.00		86.633 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 1,164.00				09/28/2009	06/18/2012 180.00	
1,971.00		127.08 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 1,461.00				06/26/2009	06/18/2012 510.00	
3,566.00		229.902 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 2,478.00				12/29/2008	06/18/2012 1,088.00	
2,813.00		181.372 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 1,852.00				03/27/2009	06/18/2012 961.00	
1,009.00		65.062 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 1,779.00				06/20/2007	06/18/2012 -770.00	
1,222.00		78.784 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 2,080.00				09/20/2007	06/18/2012 -858.00	

**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)	
2,442.00		157.431 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 3,884.00					03/20/2007	06/18/2012
							-1,442.00	
1,012.00		65.26 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 1,600.00					12/20/2006	06/18/2012
							-588.00	
3,666.00		236.386 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 5,737.00					12/08/2006	06/18/2012
							-2,071.00	
5,443.00		350.963 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 7,714.00					12/10/2007	06/18/2012
							-2,271.00	
1,905.00		122.806 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 2,585.00					12/20/2007	06/18/2012
							-680.00	
550.00		35.479 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 684.00					03/27/2008	06/18/2012
							-134.00	
1,599.00		103.116 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 1,931.00					06/26/2008	06/18/2012
							-332.00	
2,287.00		147.425 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 2,490.00					09/26/2008	06/18/2012
							-203.00	
1,843.00		118.833 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 2,006.00					03/30/2012	06/18/2012
							-163.00	
1,211.00		78.107 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 1,312.00					03/30/2011	06/18/2012
							-101.00	
2,226.00		143.551 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 2,326.00					06/29/2011	06/18/2012
							-100.00	

**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)	
2,873.00		185.259 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 2,973.00					12/30/2010 -100.00	06/18/2012
22,063.00		1422.475 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 20,000.00					02/17/2010 2,063.00	06/18/2012
40,033.00		2581.111 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 27,953.00					12/10/2008 12,080.00	06/18/2012
166,541.00		10737.628 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 115,000.00					04/13/2009 51,541.00	06/18/2012
519.00		33.446 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 887.00					09/20/2006 -368.00	06/18/2012
127,766.00		8237.655 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 210,472.00					07/10/2006 -82,706.00	06/18/2012
8,972.00		578.435 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 14,253.00					10/20/2005 -5,281.00	06/18/2012
235.00		15.182 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 371.00					03/21/2005 -136.00	06/18/2012
49,675.00		3202.786 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 77,732.00					12/08/2006 -28,057.00	06/18/2012
165.00		10.669 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 259.00					12/09/2005 -94.00	06/18/2012
14,199.00		915.484 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 22,210.00					12/09/2005 -8,011.00	06/18/2012

**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)	
64.00		4.117 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 99.00					12/20/2004	06/18/2012
							-35.00	
219.00		14.141 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 341.00					12/20/2005	06/18/2012
							-122.00	
135.00		8.729 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 208.00					12/09/2004	06/18/2012
							-73.00	
6,336.00		408.52 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 9,731.00					12/09/2004	06/18/2012
							-3,395.00	
32,653.00		2105.263 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 50,000.00					01/05/2005	06/18/2012
							-17,347.00	
111.00		7.13 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 166.00					06/21/2004	06/18/2012
							-55.00	
120.00		7.761 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 180.00					09/21/2004	06/18/2012
							-60.00	
111,848.00		7211.328 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 165,500.00					05/04/2004	06/18/2012
							-53,652.00	
53,326.00		3438.145 FIFTH THIRD ALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 75,570.00					12/10/2007	06/18/2012
							-22,244.00	
19,628.00		2836.412 FIFTH THIRD INTERNATIONAL EQUIT PROPERTY TYPE: SECURITIES 19,174.00					12/29/2011	06/19/2012
							454.00	
12,188.00		1761.237 FIFTH THIRD INTERNATIONAL EQUIT PROPERTY TYPE: SECURITIES 10,814.00					12/29/2008	06/19/2012
							1,374.00	

**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)	
2,876.00		415.599					12/10/2008	06/19/2012
		2,502.00					374.00	
769.00		111.172					12/10/2007	06/19/2012
		1,743.00					-974.00	
9,826.00		1419.972					12/20/2007	06/19/2012
		20,235.00					-10,409.00	
1,844.00		266.524					12/20/2006	06/19/2012
		3,686.00					-1,842.00	
13,143.00		1899.334					12/30/2010	06/19/2012
		15,708.00					-2,565.00	
18,882.00		2728.668					12/29/2009	06/19/2012
		21,093.00					-2,211.00	
12,685.00		1833.089					12/10/2008	06/19/2012
		11,035.00					1,650.00	
164,472.00		23767.605					04/13/2009	06/19/2012
		135,000.00					29,472.00	
30,511.00		4409.171					04/02/2009	06/19/2012
		25,000.00					5,511.00	
17,276.00		2496.599					12/10/2007	06/19/2012
		39,147.00					-21,871.00	
59,262.00		8563.899					08/24/2007	06/19/2012
		130,000.00					-70,738.00	

**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)	
3,360.00		485.616					12/08/2006	06/19/2012
		6,711.00					-3,351.00	
98,625.00		14252.153					07/10/2006	06/19/2012
		182,000.00					-83,375.00	
2,020.00		291.908					12/20/2005	06/19/2012
		3,401.00					-1,381.00	
2,813.00		406.551					12/13/2005	06/19/2012
		4,728.00					-1,915.00	
11,324.00		1636.363					10/20/2005	06/19/2012
		18,000.00					-6,676.00	
17,828.00		2576.335					01/05/2005	06/19/2012
		27,000.00					-9,172.00	
1,631.00		235.695					12/20/2004	06/19/2012
		2,439.00					-808.00	
85,258.00		12320.499					05/04/2004	06/19/2012
		118,400.00					-33,142.00	
28,245.00		4081.632					02/17/2010	06/19/2012
		30,000.00					-1,755.00	
201,501.00		5264.					03/22/2011	06/28/2012
		245,366.00					-43,865.00	
50,212.00		1607.					09/03/2010	07/09/2012
		56,538.00					-6,326.00	

**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)	
60,210.00		1927. ISHARES S&P GSCI COMMODITY-INDEXED PROPERTY TYPE: SECURITIES 67,796.00					09/07/2010 -7,586.00	07/09/2012
785.00		42.891 FIFTH THIRD SMALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 760.00					12/29/2011 25.00	07/10/2012
2,256.00		123.224 FIFTH THIRD SMALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 2,149.00					12/10/2007 107.00	07/10/2012
1,618.00		88.339 FIFTH THIRD SMALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 1,477.00					12/20/2007 141.00	07/10/2012
1,446.00		78.959 FIFTH THIRD SMALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 1,258.00					12/29/2009 188.00	07/10/2012
3,321.00		181.38 FIFTH THIRD SMALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 2,060.00					12/29/2008 1,261.00	07/10/2012
8,580.00		468.618 FIFTH THIRD SMALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 9,550.00					12/08/2006 -970.00	07/10/2012
603.00		32.927 FIFTH THIRD SMALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 663.00					12/20/2006 -60.00	07/10/2012
786.00		42.95 FIFTH THIRD SMALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 817.00					12/30/2010 -31.00	07/10/2012
13,662.00		746.167 FIFTH THIRD SMALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 13,140.00					12/07/2011 522.00	07/10/2012
17,949.00		980.276 FIFTH THIRD SMALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 17,096.00					12/10/2007 853.00	07/10/2012

**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)	
60.00		37.00					23.00	
50,073.00		30,000.00					20,073.00	
57,111.00		66,000.00					-8,889.00	
19,385.00		22,000.00					-2,615.00	
4,575.00		5,123.00					-548.00	
3,153.00		3,530.00					-377.00	
42,309.00		47,300.00					-4,991.00	
9,113.00		10,143.00					-1,030.00	
166.00		183.00					-17.00	
1,163.00		1,262.00					-99.00	
2,379.00		2,582.00					-203.00	

**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)							----- -341,191. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	37.	37.
TOTAL	37.	37.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	24,294.	24,294.
DOMESTIC DIVIDENDS	20,776.	20,776.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE)	677.	677.
NONQUALIFIED FOREIGN DIVIDENDS	2,859.	2,859.
NONQUALIFIED DOMESTIC DIVIDENDS	18,208.	18,208.
TOTAL	66,814.	66,814.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	750.	375.		375.
TOTALS	750.	375.	NONE	375.

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 - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES-SUBJECT T	2,871.	2,871.
TOTALS	2,871.	2,871.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
EXCISE TAX ESTIMATE	260.	
FOREIGN TAXES ON QUALIFIED FOR	1,484.	1,484.
FOREIGN TAXES ON NONQUALIFIED	334.	334.
TOTALS	2,078.	1,818.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK SERVICE FEES	47,736.	33,415.	14,321.
OAG FILING FEE	200.		200.
COURT COSTS FILING FEES	152.		152.
EXPENSES FROM LP K-1	906.	906.	
TOTALS	48,994.	34,321.	14,673.

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

DESCRIPTION -----	AMOUNT -----
ROUNDING	
COST BASIS ADJ ON SALE OF LP	23,371.

TOTAL	23,371.
	=====

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

DESCRIPTION -----	AMOUNT -----
DIFFERENCE BETWEEN INC AND EXP REPORTED LP K-1	23,457.
COST BASIS ADJ ON EXCHANGE	2,174.

TOTAL	25,631.
	=====

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

=====

OFFICER NAME:

FIFTH THIRD BANK

ADDRESS:

38 FOUNTAIN SQUARE PLAZA MD 1090 CA
CINCINNATI, OH 45263

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

RECIPIENT NAME:

FIFTH THIRD BANK FOUNDATION OFFICE

ADDRESS:

38 FOUNTAIN SQUARE PLAZA MD1090CA
CINCINNATI, OH 45263

RECIPIENT'S PHONE NUMBER: 513-534-4397

FORM, INFORMATION AND MATERIALS:

AVAILABLE UPON REQUEST

SUBMISSION DEADLINES:

AVAILABLE UPON REQUEST

RESTRICTIONS OR LIMITATIONS ON AWARDS:

AWARDS GIVEN TO COLLEGES TO SET UP STUDENT LOAN PROGRAMS TO PROVIDE
INTEREST FREE LOANS TO MEN AND WOMAN, AGES 15-25
LIVING IN OH, KY, IN OR ADJOINING STATES

RECIPIENT NAME:
SEE ATTACHED SCHEDULE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 1,137,289.

RECIPIENT NAME:
SCHELL EDUCATION-DISTRIBUTION
ADDRESS:
38 FOUNTAIN SQUARE PLAZA
CINCINNATI, OH 45263

TOTAL GRANTS PAID: 1,137,289.
=====

RECIPIENT NAME:
SEE SCHEDULE ATTACHED
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT APPROVED FOR FUTURE PAYMENT: 1,213,211.

TOTAL GRANTS APPROVED FOR FUTURE PAYMENT: 1,213,211.
=====

**Charles E. Schell Foundation for Education
Contributions
Fiscal Year Ending 9/30/12**

Organization	Address	City	St	Zip	Usage	Amt	Date Paid
Art Academy of Cincinnati	1212 Jackson Street	Cincinnati	OH	45202	Scholarship	\$25,000.00	8/17/2012
Baldwin Wallace University	275 Eastland Road	Berea	OH	44017	Scholarship	(\$7,614.57)	9/14/2012
Baldwin Wallace University	275 Eastland Road	Berea	OH	44017	Scholarship	\$7,614.57	9/17/2012
Bellarmino University	2001 Newburg Road	Louisville	KY	40205-1877	Scholarship	\$25,000.00	4/20/2012
Bellarmino University	2001 Newburg Road	Louisville	KY	40205-1877	Scholarship	(\$10,919.99)	10/5/2011
Bellarmino University	2001 Newburg Road	Louisville	KY	40205-1877	Scholarship	\$10,919.99	10/5/2011
Bellarmino University	2001 Newburg Road	Louisville	KY	40205-1877	Scholarship	(\$12,252.67)	9/19/2012
Bellarmino University	2001 Newburg Road	Louisville	KY	40205-1877	Scholarship	\$12,252.67	9/19/2012
Belmont University	1900 Belmont Boulevard	Nashville	TN	37212	Scholarship	\$25,000.00	12/12/2011
Bluffton University	1 University Drive	Bluffton	OH	45817-2104	Scholarship	(\$2,787.04)	8/22/2012
Bluffton University	1 University Drive	Bluffton	OH	45817-2104	Scholarship	\$2,787.04	8/23/2012
Bowling Green State University	Student Financial Aid, 231 Administration Building	Bowling Green	OH	43403-0114	Scholarship	(\$6,936.26)	8/22/2012
Bowling Green State University	Student Financial Aid, 231 Administration Building	Bowling Green	OH	43403-0114	Scholarship	\$6,936.28	8/23/2012
Campbellsville University	1 University Drive, UPO 784	Campbellsville	KY	42718	Scholarship	\$25,000.00	11/4/2011
Campbellsville University	1 University Drive, UPO 784	Campbellsville	KY	42718	Scholarship	\$25,000.00	8/23/2012
Capital University	2199 East Main Street	Columbus	OH	43209	Scholarship	(\$2,798.00)	9/5/2012
Capital University	2199 East Main Street	Columbus	OH	43209	Scholarship	\$2,798.00	9/6/2012
Centre College	Development Office, 600 West Walnut Street	Danville	KY	40422-1394	Scholarship	(\$15,503.12)	9/14/2012
Centre College	Development Office, 600 West Walnut Street	Danville	KY	40422-1394	Scholarship	\$15,503.12	9/17/2012
Cincinnati Christian University	2700 Glenway Avenue, P.O. Box 4320	Cincinnati	OH	45204-3200	Scholarship	\$25,000.00	4/20/2012
Cincinnati Christian University	2700 Glenway Avenue, P.O. Box 4320	Cincinnati	OH	45204-3200	Scholarship	(\$761.86)	9/14/2012
Cincinnati Christian University	2700 Glenway Avenue, P.O. Box 4320	Cincinnati	OH	45204-3200	Scholarship	\$761.86	9/17/2012
Cincinnati State Technical & Community College Foundation	3520 Central Parkway	Cincinnati	OH	45223	Scholarship	\$25,000.00	8/17/2012
College of Mount St Joseph	5701 Delhi Road	Cincinnati	OH	45233-1670	Scholarship	\$25,000.00	8/17/2012
College of Mount St Joseph	5701 Delhi Road	Cincinnati	OH	45233-1670	Scholarship	(\$3,900.00)	6/1/2012
Christ Hospital's College of Nursing and Health Sciences	2139 Auburn Avenue	Cincinnati	OH	45219	Scholarship	\$3,900.00	6/4/2012
Christ Hospital's College of Nursing and Health Sciences	2139 Auburn Avenue	Cincinnati	OH	45219	Scholarship	\$25,000.00	6/4/2012
Christ Hospital's College of Nursing and Health Sciences	2139 Auburn Avenue	Cincinnati	OH	45219	Scholarship	\$25,000.00	1/23/2012
University of the Cumberlands - Cumberland College	6188 College Station Drive	Williamsburg	KY	40769-1372	Scholarship	\$25,000.00	8/23/2012
University of the Cumberlands - Cumberland College	6188 College Station Drive	Williamsburg	KY	40769-1372	Scholarship	(\$15,667.01)	9/5/2012
University of the Cumberlands - Cumberland College	6188 College Station Drive	Williamsburg	KY	40769-1372	Scholarship	\$15,667.01	9/6/2012
Davenport University	6191 Kraft Avenue Southeast	Grand Rapids	MI	49512	Scholarship	\$25,000.00	12/12/2011
Davenport University	6191 Kraft Avenue Southeast	Grand Rapids	MI	49512	Scholarship	\$25,000.00	9/5/2012
Davenport University	6191 Kraft Avenue Southeast	Grand Rapids	MI	49512	Scholarship	(\$2,751.33)	9/6/2012
Davenport University	6191 Kraft Avenue Southeast	Grand Rapids	MI	49512	Scholarship	\$2,751.33	9/6/2012
Defiance College	701 North Clinton Street	Defiance	OH	43512-1695	Scholarship	(\$4,909.39)	8/22/2012
Defiance College	701 North Clinton Street	Defiance	OH	43512-1695	Scholarship	\$4,909.39	8/23/2012
Denison University	P.O. Box 716	Granville	OH	43023-0716	Scholarship	\$25,000.00	12/12/2011
Eastern Kentucky University Foundation	521 Lancaster Avenue, 107 Coates Building, Coates Box 1A	Richmond	KY	40475-3102	Scholarship	(\$2,071.51)	9/5/2012
Eastern Kentucky University Foundation	521 Lancaster Avenue, 107 Coates Building, Coates Box 1A	Richmond	KY	40475-3102	Scholarship	\$2,071.51	9/6/2012
Eastern Michigan University Foundation	P.O. Box 972057	Ypsilanti	MI	48197	Scholarship	(\$508.37)	9/19/2012
Eastern Michigan University Foundation	P.O. Box 972057	Ypsilanti	MI	48197	Scholarship	\$508.37	9/19/2012
Edison Community College	1973 Edison Drive	Piqua	OH	45356-9239	Scholarship	(\$4,611.90)	10/5/2011
Edison Community College	1973 Edison Drive	Piqua	OH	45356-9239	Scholarship	\$4,611.90	10/5/2011
Ferris State University	420 Oak Street, PRK 157	Big Rapids	MI	49307	Scholarship	(\$4,655.35)	9/14/2012

**Charles E. Schell Foundation for Education
Contributions
Fiscal Year Ending 9/30/12**

Organization	Address	City	St	Zip	Usage	Amt	Date Paid
Ferris State University	420 Oak Street, PPK 157	Big Rapids	MI	49307	Scholarship	\$4,655.35	9/17/2012
Firelands Regional Medical Center School of Nursing	1912 Hayes Avenue	Sandusky	OH	44870-4736	Scholarship	(\$18,402.00)	9/14/2012
Firelands Regional Medical Center School of Nursing	1912 Hayes Avenue	Sandusky	OH	44870-4736	Scholarship	\$18,402.00	9/17/2012
Franklin College	101 Branigan Blvd	Franklin	IN	46131	Scholarship	\$25,000.00	4/20/2012
Franklin College	101 Branigan Blvd	Franklin	IN	46131	Scholarship	(\$1,053.00)	9/14/2012
Franklin College	101 Branigan Blvd	Franklin	IN	46131	Scholarship	\$1,053.00	9/17/2012
Franklin University	201 South Grant Avenue	Columbus	OH	43215-5399	Scholarship	(\$3,711.00)	11/22/2011
Georgetown College	400 East College Street	Georgetown	KY	40324	Scholarship	\$25,000.00	4/20/2012
Good Samaritan Hospital	375 Dixmyth Avenue	Cincinnati	OH	45220	Scholarship	\$25,000.00	4/20/2012
Good Samaritan Hospital	375 Dixmyth Avenue	Cincinnati	OH	45220	Scholarship	(\$7,525.00)	8/3/2012
Good Samaritan Hospital	375 Dixmyth Avenue	Cincinnati	OH	45220	Scholarship	\$7,525.00	8/6/2012
Holy Cross College, Inc.	P O Box 308	Noire Dame	IN	46556	Scholarship	\$25,000.00	12/12/2011
Holy Cross College, Inc.	P O Box 308	Noire Dame	IN	46556	Scholarship	(\$1,220.00)	8/29/2012
Holy Cross College, Inc.	P O Box 308	Noire Dame	IN	46556	Scholarship	\$1,220.00	8/30/2012
Indiana University Foundation (IUPUI)	340 W. Michigan Street	Indianapolis	IN	46202	Scholarship	\$25,000.00	12/12/2011
Indiana University Foundation (IUPUI)	340 W. Michigan Street	Indianapolis	IN	46202	Scholarship	\$25,000.00	8/23/2012
Ivy Tech Community College	50 West Fall Creek Parkway North Drive	Indianapolis	IN	46208	Scholarship	\$25,000.00	12/12/2011
Ivy Tech Community College	50 West Fall Creek Parkway North Drive	Indianapolis	IN	46208	Scholarship	(\$100.00)	10/5/2011
Ivy Tech Community College	50 West Fall Creek Parkway North Drive	Indianapolis	IN	46208	Scholarship	\$100.00	10/5/2011
Ivy Tech Community College	50 West Fall Creek Parkway North Drive	Indianapolis	IN	46208	Scholarship	(\$6,295.46)	8/29/2012
Ivy Tech Community College	50 West Fall Creek Parkway North Drive	Indianapolis	IN	46208	Scholarship	\$6,295.46	8/30/2012
James A. Rhodes State College Foundation	4240 Campus Drive	Lima	OH	45804-3597	Scholarship	(\$13,214.45)	9/19/2012
James A. Rhodes State College Foundation	4240 Campus Drive	Lima	OH	45804-3597	Scholarship	\$13,214.45	9/20/2012
Kent State University Foundation	131 Schwartz Center, P.O. Box 5190	Kent	OH	44242-0001	Scholarship	(\$6,493.86)	10/5/2011
Kent State University Foundation	131 Schwartz Center, P.O. Box 5190	Kent	OH	44242-0001	Scholarship	\$6,493.86	10/5/2011
Kent State University Foundation	Accounting Office, Stephens Hall	Gambier	OH	43022-9632	Scholarship	(\$1,750.00)	8/29/2012
Kent State University Foundation	Accounting Office, Stephens Hall	Gambier	OH	43022-9632	Scholarship	\$1,750.00	8/30/2012
Kenyon College	391 W. Washington Street	Painesville	OH	44077	Scholarship	(\$11,085.00)	10/5/2011
Kenyon College	391 W. Washington Street	Painesville	OH	44077	Scholarship	\$11,085.00	10/5/2011
Lake Erie College	7700 Clocktower Drive	Willoughby	OH	44094-5198	Scholarship	(\$2,519.76)	12/21/2011
Lake Erie College	7700 Clocktower Drive	Willoughby	OH	44094-5198	Scholarship	\$2,519.76	12/30/2011
Lakeland Community College	7700 Clocktower Drive	Willoughby	OH	44094-5198	Scholarship	(\$2,598.81)	8/20/2012
Lakeland Community College	7700 Clocktower Drive	Willoughby	OH	44094-5198	Scholarship	\$2,598.81	8/20/2012
Lakeland Community College	7700 Clocktower Drive	Willoughby	OH	44094-5198	Scholarship	\$2,598.81	8/21/2012
Lundsey Wilson College	210 Lindsey Wilson Street	Columbia	KY	42728	Scholarship	\$25,000.00	4/20/2012
Lourdes University	6832 Convent Boulevard	Sylvania	OH	43560-2898	Scholarship	\$25,000.00	6/4/2012
Lourdes University	6832 Convent Boulevard	Sylvania	OH	43560-2898	Scholarship	(\$7,846.08)	8/29/2012
Lourdes University	6832 Convent Boulevard	Sylvania	OH	43560-2898	Scholarship	\$7,846.08	8/30/2012
Malone University	2600 Cleveland Avenue NW	Canton	OH	44709	Scholarship	(\$28,288.52)	10/5/2011
Malone University	2600 Cleveland Avenue NW	Canton	OH	44709	Scholarship	\$28,288.52	10/5/2011
Malone University	2600 Cleveland Avenue NW	Canton	OH	44709	Scholarship	(\$45,112.38)	9/14/2012
Malone University	2600 Cleveland Avenue NW	Canton	OH	44709	Scholarship	\$45,112.38	9/17/2012
Malone University	2600 Cleveland Avenue NW	Canton	OH	44709	Scholarship	(\$8,014.20)	9/14/2012
Mercy College of Northwest Ohio	2221 Madison Avenue	Toledo	OH	43624-1132	Scholarship	\$8,014.20	9/17/2012
Mercy College of Northwest Ohio	2221 Madison Avenue	Toledo	OH	43624-1132	Scholarship	\$8,014.20	9/17/2012
Miami University Foundation	Roudebush Room 107	Oxford	OH	45056-3653	Scholarship	\$25,000.00	4/20/2012
Miami University Foundation	Roudebush Room 107	Oxford	OH	45056-3653	Scholarship	(\$1,345.01)	11/3/2011

Charles E. Scheff Foundation for Education
Contributions
Fiscal Year Ending 9/30/12

Organization	Address	City	St	Zip	Usage	Amt	Date Paid
Miami University Foundation	Roudebush Room 107	Oxford	OH	45056-3653	Scholarship	\$1,345.01	11/4/2011
Miami University Foundation	Roudebush Room 107	Oxford	OH	45056-3653	Scholarship	(\$1,404.21)	11/22/2011
Miami University Foundation	Roudebush Room 107	Oxford	OH	45056-3653	Scholarship	\$1,404.21	11/23/2011
Miami University Foundation	Roudebush Room 107	Oxford	OH	45056-3653	Scholarship	(\$1,345.01)	12/21/2011
Miami University Foundation	Roudebush Room 107	Oxford	OH	45056-3653	Scholarship	\$1,345.01	12/30/2011
Miami University Foundation	Roudebush Room 107	Oxford	OH	45056-3653	Scholarship	(\$1,404.21)	2/3/2012
Miami University Foundation	Roudebush Room 107	Oxford	OH	45056-3653	Scholarship	\$1,404.21	2/6/2012
Miami University Foundation	Roudebush Room 107	Oxford	OH	45056-3653	Scholarship	\$1,345.01	2/29/2012
Miami University Foundation	Roudebush Room 107	Oxford	OH	45056-3653	Scholarship	(\$1,249.95)	3/9/2012
Miami University Foundation	Roudebush Room 107	Oxford	OH	45056-3653	Scholarship	(\$1,249.95)	6/1/2012
Miami University Foundation	Roudebush Room 107	Oxford	OH	45056-3653	Scholarship	\$1,249.95	6/4/2012
Miami University Foundation	Roudebush Room 107	Oxford	OH	45056-3653	Scholarship	(\$5,080.91)	8/3/2012
Miami University Foundation	Roudebush Room 107	Oxford	OH	45056-3653	Scholarship	\$5,080.91	8/6/2012
Miami University Foundation	Roudebush Room 107	Oxford	OH	45056-3653	Scholarship	(\$2,590.15)	8/20/2012
Miami University Foundation	Roudebush Room 107	Oxford	OH	45056-3653	Scholarship	\$2,590.15	8/21/2012
Monroe County Community College Foundation	1555 S Raisinville Rd.	Monroe	MI	48161	Scholarship	\$25,000.00	8/22/2012
Mount Carmel College of Nursing	127 South Davis Avenue	Columbus	OH	43222	Scholarship	(\$24,198.00)	11/3/2011
Mount Carmel College of Nursing	127 South Davis Avenue	Columbus	OH	43222	Scholarship	\$24,198.00	11/4/2011
Mount Vernon Nazarene University	800 Martinsburg Road	Mount Vernon	OH	43050	Scholarship	(\$4,774.24)	11/4/2011
Mount Vernon Nazarene University	800 Martinsburg Road	Mount Vernon	OH	43050	Scholarship	\$4,774.24	11/4/2011
Muskingum University	163 Stormont St.	New Concord	OH	43762	Scholarship	(\$29,151.00)	11/3/2011
Muskingum University	163 Stormont St.	New Concord	OH	43762	Scholarship	\$29,151.00	11/4/2011
Muskingum University	163 Stormont St.	New Concord	OH	43762	Scholarship	\$25,000.00	2/29/2012
Oakland University William Beaumont School of Medicine	216 O'Dowd Hall, 2200 North Squirrel Road	Rochester	MI	48309-4401	Scholarship	\$25,000.00	12/12/2011
Oakland University William Beaumont School of Medicine	216 O'Dowd Hall, 2200 North Squirrel Road	Rochester	MI	48309-4401	Scholarship	\$25,000.00	8/22/2012
Ohio Dominican University	1216 Sunbury Road	Columbus	OH	43219-2099	Scholarship	(\$6,619.96)	6/1/2012
Ohio Dominican University	1216 Sunbury Road	Columbus	OH	43219-2099	Scholarship	\$6,619.96	6/4/2012
Ohio Northern University	525 South Main Street	Ada	OH	45810	Scholarship	(\$6,550.00)	5/9/2012
Ohio Northern University	525 South Main Street	Ada	OH	45810	Scholarship	\$6,550.00	7/17/2012
Ohio Northern University	McGuffey Hall	Athens	OH	45701-2979	Scholarship	(\$10,635.01)	8/29/2012
Ohio Northern University	McGuffey Hall	Athens	OH	45701-2979	Scholarship	\$10,635.01	8/30/2012
Ohio Wesleyan University	61 S Sandusky St	Delaware	OH	43015	Scholarship	(\$9,993.60)	9/14/2012
Ohio Wesleyan University	61 S Sandusky St.	Delaware	OH	43015	Scholarship	\$9,993.60	9/17/2012
Schoolcraft College	18600 Haggerty Road	Livonia	MI	48152	Scholarship	\$25,000.00	12/12/2011
Schoolcraft College	18600 Haggerty Road	Livonia	MI	48152	Scholarship	\$25,000.00	8/22/2012
Shawnee State University	940 2nd Street	Portsmouth	OH	45662	Scholarship	\$500.00	11/4/2011
Shawnee State University	940 2nd Street	Portsmouth	OH	45662	Scholarship	(\$3,175.75)	8/3/2012
Shawnee State University	940 2nd Street	Portsmouth	OH	45662	Scholarship	\$3,175.75	8/6/2012
Shawnee State University	940 2nd Street	Portsmouth	OH	45662	Scholarship	(\$4,365.00)	8/20/2012
Shawnee State University	940 2nd Street	Portsmouth	OH	45662	Scholarship	\$4,365.00	8/21/2012
Sinclair Community College	444 West Third Street	Dayton	OH	45402-1460	Scholarship	\$25,000.00	4/20/2012
Southern State Community College	100 Hobart Drive	Hillsboro	OH	45133	Scholarship	(\$1,050.00)	10/5/2011
Southern State Community College	100 Hobart Drive	Hillsboro	OH	45133	Scholarship	\$1,050.00	10/5/2011
Southern State Community College	100 Hobart Drive	Hillsboro	OH	45133	Scholarship	(\$425.00)	9/19/2012
Southern State Community College	100 Hobart Drive	Hillsboro	OH	45133	Scholarship	\$425.00	9/19/2012

**Charles E. Schell Foundation for Education
Contributions
Fiscal Year Ending 9/30/12**

Organization	Address	City	St	Zip	Usage	Amt	Date Paid
Xavier University	3800 Victory Parkway	Cincinnati	OH	45207	Scholarship	\$25,000.00	4/20/2012
Xavier University	3800 Victory Parkway	Cincinnati	OH	45207	Scholarship	(\$24,798.11)	9/14/2012
Xavier University	3800 Victory Parkway	Cincinnati	OH	45207	Scholarship	\$24,798.11	9/17/2012
Youngstown State University Foundation	One University Plaza	Youngstown	OH	44555-0002	Scholarship	(\$10,593.00)	9/19/2012
Youngstown State University Foundation	One University Plaza	Youngstown	OH	44555-0002	Scholarship	\$10,593.00	9/19/2012
						<u>\$ 1,137,289.00</u>	

Charles E. Schell Foundation for Education

Grants Approved for Future Payment

FY Ending 9/30/12

Grantee	Location		Commitment
Art Academy of Cincinnati	Cincinnati	OH	\$ 25,000.00
Campbellsville University	Campbellsville	KY	\$ 50,000.00
Cincinnati State Technical & Community College Foundation	Cincinnati	OH	\$ 50,000.00
College of Mount St. Joseph	Cincinnati	OH	\$ 50,000.00
Christ Hospital	Cincinnati	OH	\$ 75,000.00
Edison Community College	Piqua	OH	\$ 25,000.00
Franklin College of Indiana	Franklin	IN	\$ 25,000.00
Franklin University	Columbus	OH	\$ 3,711.00
Georgetown College	Georgetown	KY	\$ 50,000.00
Indiana University Foundation (IUPUI)	Indianapolis	IN	\$ 25,000.00
Lindsey Wilson College	Columbia	KY	\$ 50,000.00
Lourdes University	Sylvania	OH	\$ 75,000.00
Miami University Foundation	Oxford	OH	\$ 25,000.00
Monroe County Community College Foundation	Monroe	MI	\$ 50,000.00
Muskingum University	New Concord	OH	\$ 75,000.00
Oakland University William Beaumont School of Medicine	Rochester	MI	\$ 50,000.00
Owens Community College Foundation	Toledo	OH	\$ 50,000.00
Sinclair Community College Foundation	Dayton	OH	\$ 25,000.00
Thomas More College	Crestview Hills	KY	\$ 25,000.00
Trine University	Angola	IN	\$ 50,000.00
University of Detroit Mercy	Detroit	MI	\$ 50,000.00
University of Evansville	Evansville	IN	\$ 9,500.00
University of Findlay	Findlay	OH	\$ 25,000.00
University of Kentucky	Lexington	KY	\$ 50,000.00
University of Louisville	Louisville	KY	\$ 50,000.00
Valparaiso University	Valparaiso	IN	\$ 50,000.00
Xavier University	Cincinnati	OH	\$ 50,000.00
Xavier University	Cincinnati	OH	\$ 75,000.00
			<u>\$ 1,213,211.00</u>

SCHELL EDUCATION-CONSOLIDATED

09/01/2012 - 09/30/2012

FIFTH THIRD BANK
TR U/W CHARLES EDSON SCHELL
FOUNDATION FOR EDUCATION
CONSOLIDATED ACCOUNT

Trust Officer: HEIDI B. JARK (513) 579-4397
Portfolio Manager: JUSTIN DAMMEL (513) 534-3961



INVESTMENT ALLOCATION SUMMARY

- Cash and Equivalents - 2%
- Fixed Income - 24%
- Equities - 69%
- Real Estate Inv. - 1%
- Alternative Strategies - 4%

Description	Last Statement	This Statement	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	\$118,418.02	\$124,286.49	2%	\$12.42	0.0%
Fixed Income	\$1,806,626.84	\$1,809,440.92	24%	\$55,662.32	3.1%
Equities	\$5,125,491.20	\$5,262,995.47	69%	\$42,463.23	0.8%
Real Estate Investments	\$76,863.85	\$74,658.15	1%	\$2,196.11	2.9%
Alternative Strategies	\$294,128.33	\$306,649.32	4%	\$2,080.62	0.7%
Total Account Value	\$7,421,528.24	\$7,578,030.35	100%	\$102,414.70	1.4%

Net change in total account value 2.1 % Increase

ACCOUNT SUMMARY

	Income Cash	Principal Cash	Investments*	Total
Beginning Balance	\$170,286.30	\$(51,868.28)	\$7,303,110.22	\$7,421,528.24
Income	\$4,416.16		\$52,144.71	\$56,560.87
Contributions		\$281,484.68		\$281,484.68
Distributions	\$(4,176.41)	\$(271,984.68)		\$(276,161.09)
Net Security Transactions	\$(3,871.28)		\$3,871.28	
Change in Market Value	\$4,173.39	\$(4,173.39)	\$94,617.65	\$94,617.65
Ending Balance	\$170,828.16	\$(46,541.67)	\$7,453,743.86	\$7,578,030.35

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

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	\$0.00	\$1,104.99
Long-term gain/(loss)	\$0.00	\$(464,276.75)
Net realized gain/(loss)	\$0.00	\$(463,171.76)

INVESTMENT OBJECTIVE

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

ACCOUNT OVERVIEW

	Current Period	YTD
Income Earned		
Interest	\$3.70	\$29.28
Dividends	\$4,412.46	\$5,107.85
Other Income	\$52,144.71	\$107,602.01
Total Income Earned	\$56,560.87	\$112,739.14
Contributions		
Cash	\$281,484.68	\$281,484.68
Total Contributions	\$281,484.68	\$2,675,048.02
Distributions		
Cash	\$(4,176.41)	\$(1,639,706.82)
Benefits Paid	\$(271,984.68)	\$(1,219,442.45)
Total Distributions	\$(276,161.09)	\$(2,859,149.27)
Security Transactions		
Purchases	\$(3,871.28)	\$(3,040,299.15)
Sales	\$0.00	\$3,303,711.07
Net Security Transactions	\$(3,871.28)	\$263,411.92
Change in Market Value	\$94,617.65	\$630,095.76



SHELL EDUCATION-CONSOLIDATED

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
2,4900		CASH	\$1.000	\$2.49	0.0%	\$2.49		\$5.58	
55,802.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES (INCOME INVESTMENT) CUSIP - 99FEDPVO1	\$1.000	\$55,802.00	0.7%	\$55,802.00			
68,482.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES CUSIP - 99FEDPVO1	\$1.000	\$68,482.00	0.9%	\$68,482.00		\$6.84	
						\$124,286.49	\$124,286.49	\$12.42	0.0%

Fixed Income									
39,942.8110	TOBYX	TOUCHSTONE CORE BOND FUND CL Y (INCOME INVESTMENT) CUSIP - 89154W791	\$10.890	\$434,977.21	5.7%	\$399,792.09	\$35,185.12	\$13,380.84	3.1%
126,213.3800	TOBYX	TOUCHSTONE CORE BOND FUND CL Y CUSIP - 89154W791	\$10.890	\$1,374,463.71	18.1%	\$1,425,279.46	\$(50,815.75)	\$42,281.48	3.1%
						\$1,809,440.92	\$1,825,071.55	\$55,662.32	3.1%

Equities									
9,763.1910	DHSIX	DIAMOND HILL SM CAP - I CUSIP - 25264S858	\$25.540	\$249,351.90	3.3%	\$235,000.00	\$14,351.90	\$322.19	0.1%
16,353.2300	AEPFX	EUROPACIFIC GROWTH FD CL F-2 CUSIP - 29875E100	\$39.730	\$649,713.83	8.6%	\$600,000.00	\$49,713.83	\$11,430.91	1.8%
19,177.3210	GSMCX	GOLDMAN SACHS MID-CAP VALUE FUND INST CUSIP - 38141W398	\$38.340	\$735,258.49	9.7%	\$690,000.00	\$45,258.49	\$6,136.74	0.8%
10,852.7130	NCLEX	NICHOLAS LTD EDITION INC COM	\$23.110	\$250,806.20	3.3%	\$238,000.00	\$12,806.20	\$325.58	0.1%

SCHELL EDUCATION-CONSOLIDATED

PORTFOLIO POSITIONS (continued)													
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield				
Equities													
CUSIP - 653738104													
9,241.0850	ODVYX	OPPENHEIMER DVLPIG MKTS-Y	\$33.590	\$310,408.05	4.1%	\$280,000.00	\$30,408.05	\$6,237.73	2.0%				
CUSIP - 683974505													
20,311.0120	PEGZX	PRUDNTL JENNISON MIDCAP GR FD Z	\$33.430	\$678,997.13	9.0%	\$640,000.00	\$38,997.13	\$1,990.48	0.3%				
CUSIP - 74441C808													
19,451.6970	TVLYX	TOUCHSTONE VALUE FUND	\$7.300	\$141,997.39	1.9%	\$133,462.02	\$8,535.37	\$1,303.26	0.9%				
CLASS Y													
(INCOME INVESTMENT)													
CUSIP - 89154X443													
153,185.5820	TVLYX	TOUCHSTONE VALUE FUND	\$7.300	\$1,118,254.75	14.8%	\$1,184,655.73	\$(66,400.98)	\$10,263.43	0.9%				
CLASS Y													
CUSIP - 89154X443													
38,363.9450	TIQIX	TOUCHSTONE LARGE CAP GROWTH FUND	\$27.870	\$1,069,203.15	14.1%	\$948,395.83	\$120,807.32	\$4,220.03	0.4%				
CUSIP - 89154X633													
2,117.1360	TIQIX	TOUCHSTONE LARGE CAP GROWTH FUND	\$27.870	\$59,004.58	0.8%	\$55,850.76	\$3,153.82	\$232.88	0.4%				
(INCOME INVESTMENT)													
CUSIP - 89154X633													
							Equities - Total	\$5,262,995.47	69.5%	\$5,005,364.34	\$257,631.13	\$42,463.23	0.8%
Alternative Strategies													
8,859.0000	IAU	ISHARES COMEX GOLD TRUST	\$17.270	\$152,994.93	2.0%	\$110,809.41	\$42,185.52						
CUSIP - 464285105													
3,889.0000	IGE	S & P NORTH AMERICAN NATURAL	\$39.510	\$153,654.39	2.0%	\$131,283.53	\$22,370.86	\$2,080.62	1.4%				
RESOURCES SECTOR INDES													
CUSIP - 464287374													
							Alternative Strategies - Total	\$306,649.32	4.0%	\$242,092.94	\$64,556.38	\$2,080.62	0.7%



SCHELL EDUCATION-CONSOLIDATED

PORTFOLIO POSITIONS (continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Real Estate Investments									
959.0000	ICF	ISHARES COHEN & STEERS REALTY CJUSIP - 464287564	\$77.850	\$74,658.15	1.0%	\$76,429.71	\$(1,771.56)	\$2,196.11	2.9%
Real Estate Investments - Total									
				\$74,658.15	1.0%	\$76,429.71	\$(1,771.56)	\$2,196.11	2.9%
Total Portfolio Positions				\$7,578,030.35	100.0%	\$7,273,245.03	\$304,785.32	\$102,414.70	1.4%