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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: STILLSON FOUNDATION FIFTH THIRD BANK

A Employer identification number: 31-1327107

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

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

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

C If exemption application is pending check here ▶ [ ]

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: [X] 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)* ▶ $ 6,722,783.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

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

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

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc, received (attach schedule)				
	2	Check ▶ [ ] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	2.	2.		STMT 1
	4	Dividends and interest from securities	171,514.	171,514.		STMT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-336,667.			
	b	Gross sales price for all assets on line 6a 4,324,633.				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	-165,151.	171,516.		
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)				
	b	Accounting fees (attach schedule) STMT 3	660.	330.	NONE	330.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	11,955.	2,051.		
	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 5	69,687.	48,767.		20,920.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	82,302.	51,148.	NONE	21,250.
	25	Contributions, gifts, grants paid	355,000.			355,000.
	26	Total expenses and disbursements Add lines 24 and 25	437,302.	51,148.	NONE	376,250.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-602,453.			
	b	**Net investment income** (if negative, enter -0-)		120,368.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	-55.	3.	3.
	2	Savings and temporary cash investments	99,702.	192,038.	192,038.
	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)	4,912,508.	4,331,751.	4,959,910.
	c	Investments - corporate bonds (attach schedule)	1,714,390.	1,619,849.	1,570,832.
	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)	6,726,545.	6,143,641.	6,722,783.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds	6,726,545.	6,143,641.	
	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)	6,726,545.	6,143,641.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	6,726,545.	6,143,641.	

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	6,726,545.
2	Enter amount from Part I, line 27a	2	-602,453.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	19,553.
4	Add lines 1, 2, and 3	4	6,143,645.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING OF INCOME, EXPENSES & SALES	5	4.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,143,641.

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	4,324,633.		4,661,300.	-336,667.
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				-336,667.
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** -336,667.

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))
2011	240,631.	6,554,455.	0.036713
2010	109,257.	5,989,942.	0.018240
2009	278,722.	5,226,935.	0.053324
2008	721,924.	6,783,496.	0.106424
2007	480,287.	8,399,737.	0.057179

2	**Total** of line 1, column (d)	2	0.271880
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	0.054376
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,594,674.
5	Multiply line 4 by line 3	5	358,592.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,204.
7	Add lines 5 and 6	7	359,796.
8	Enter qualifying distributions from Part XII, line 4	8	376,250.

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	1,204.
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	1,204.
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	1,204.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 7,000.		
b	Exempt foreign organizations - tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	7,000.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	5,796.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,204. **Refunded** ▶		11	4,592.

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (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)534-5310

Located at ▶ 38 FOUNTAIN SQ. PLZ, CINCINNATI, OH ZIP+4 ▶ 45263

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

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

			Yes	No
16	At any time during calendar year 2012, 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 ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	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 2012?	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? *If "Yes" to 6b, file Form 8870.*	6b		X
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
FIFTH THIRD BANK 38 FOUNTAIN SQ. PLZ, CINCINNATI, OH 45263	TRUSTEE 1		-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				

Total number of other employees paid over $50,000 ▶

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 N/A	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	6,543,067.
b	Average of monthly cash balances	1b	152,034.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	6,695,101.
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	6,695,101.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	100,427.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,594,674.
6	**Minimum investment return.** Enter 5% of line 5	6	329,734.

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	329,734.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 1,204.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,204.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	328,530.
4	Recoveries of amounts treated as qualifying distributions		4	NONE
5	Add lines 3 and 4		5	328,530.
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	328,530.

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	376,250.
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	376,250.
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	1,204.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	375,046.

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				328,530.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			NONE	
b	Total for prior years. 20 10 ,20_____, 20_____		NONE		
3	Excess distributions carryover, if any, to 2012				
a	From 2007 75,588.				
b	From 2008 385,285.				
c	From 2009 19,506.				
d	From 2010 NONE				
e	From 2011 NONE				
f	Total of lines 3a through e	480,379.			
4	Qualifying distributions for 2012 from Part XII, line 4. ▶ $ 376,250.				
a	Applied to 2011, 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 2012 distributable amount				328,530.
e	Remaining amount distributed out of corpus	47,720.			
5	Excess distributions carryover applied to 2012 *(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	528,099.			
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 2011. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions)	75,588.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	452,511.			
10	Analysis of line 9:				
a	Excess from 2008 385,285.				
b	Excess from 2009 19,506.				
c	Excess from 2010 NONE				
d	Excess from 2011 NONE				
e	Excess from 2012 47,720.				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 ▶ [ ] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 7

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED	NONE	EXEMPT	PROGRAM SUPPORT	355,000.
Total . . . . . . ▶ 3a				355,000.
b *Approved for future payment*				
SEE SCHEDULE ATTACHED	NONE	EXEMPT	PROGRAM SUPPORT	
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	2.
4 Dividends and interest from securities				NONE	171,514.
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	-336,667.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				NONE	-165,151.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -165,151.

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

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] | 04/29/2013 | Trustee

Signature of officer or trustee | Date | Title

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	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	2.	2.
TOTAL	2.	2.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	2,498.	2,498.
FOREIGN DIVIDENDS	19,461.	19,461.
DOMESTIC DIVIDENDS	61,647.	61,647.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	31.	31.
US GOVERNMENT INTEREST REPORTED AS QUALI	24.	24.
NONQUALIFIED FOREIGN DIVIDENDS	49.	49.
NONQUALIFIED DOMESTIC DIVIDENDS	87,804.	87,804.
TOTAL	171,514.	171,514.

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	297.	297.
PRIOR YEAR EXCISE TAX PAID	2,904.	
EXCISE TAX ESTIMATE	7,000.	
FOREIGN TAXES ON QUALIFIED FOR	1,754.	1,754.
TOTALS	11,955.	2,051.

STILLSON FOUNDATION FIFTH THIRD BANK 31-1327107

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK SERVICE FEES	69,065.	48,345.	20,720.
OAG FILING FEE	200.		200.
OTHER DEDUCTIONS LP K-1	422.	422.	
TOTALS	69,687.	48,767.	20,920.

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

DESCRIPTION	AMOUNT
ADJ FOR DIFF AMT REPORTED ON ISHARES LP K-1	480.
COST BASIS ADJ ON SALE LP SHARES	18,879.
COST BASIS ADJUSTMENT FOR ROC	194.
TOTAL	19,553.

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

RECIPIENT NAME:
  FIFTH THIRD BANK, C/O HEIDI JARK
ADDRESS:
  38 FOUNTAIN SQUARE PLAZA   MD1090CA
  CINCINNATI, OH 45263
RECIPIENT'S PHONE NUMBER: 513-534-4397
FORM, INFORMATION AND MATERIALS:
  AVAILABLE ON REQUEST
SUBMISSION DEADLINES:
  AVAILABLE ON REQUEST
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  GREATER CINCINNATI AREA

Stillson Foundation
Contributions
Fiscal Year Ending 12/31/2012

Organization	Address	City	St	Zip	Usage	Amt	Date Paid
Assistance League of Greater Cincinnati	1057 Meta Drive	Cincinnati	OH	45237	Project/Program Support	$10,000 00	7/6/2012
Children's Home of Cincinnati	5050 Madison Road	Cincinnati	OH	45227	Capital Fund Support	$25,000.00	4/16/2012
The Children's Theatre	5020 Oaklawn Drive, Suite 2000	Cincinnati	OH	45227	Project/Program Support	$10,000 00	2/8/2012
Cincinnati Ballet	1555 Central Parkway	Cincinnati	OH	45214	Project/Program Support	$45,000.00	10/3/2012
Cincinnati Museum Center	1301 Western Avenue	Cincinnati	OH	45203	Project/Program Support	$100,000 00	7/10/2012
Crayons to Computers, Inc	1350 Tennessee Ave.	Cincinnati	OH	45229	General Operating Support	$15,000 00	4/16/2012
Fairfield Community Foundation	9 Marcel CT	Fairfield	OH	45014	Capital Fund Support	$10,000 00	7/6/2012
iSPACE	3254 East Kemper Road	Cincinnati	OH	45241	Project/Program Support	$10,000 00	4/16/2012
Music Resource Center	P O Box 44253	Cincinnati	OH	45244	Capital Fund Support	$20,000 00	7/10/2012
Ohio Valley Voices	6642 Branch Hill Guinea Pike	Loveland	OH	45140	Project/Program Support	$10,000.00	4/16/2012
Ronald McDonald House Charities of Greater Cincinnati	350 Erkenbrecher Avenue	Cincinnati	OH	45229	Project/Program Support	$25,000.00	7/10/2012
Shriners Hospitals for Children - Cincinnati Burn Institute	3229 Burnet Avenue	Cincinnati	OH	45229	General Operating Support	$10,000.00	7/6/2012
Wave Foundation, Inc	One Aquarium Way	Newport	KY	41071	Project/Program Support	$15,000 00	10/3/2012
YMCA of Greater Cincinnati	1105 Elm Street	Cincinnati	OH	45202	Capital Fund Support	$50,000.00	10/3/2012
						$ 355,000 00	

04-1231

FIFTH THIRD
PRIVATE BANK

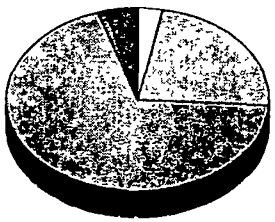
STILLSON FOUNDATION-CONSOLIDATED

12/01/2012 - 12/31/2012

FIFTH THIRD BANK TRUST UNDER
AGREEMENT WITH HERMINE STILLSON/
STILLSON FOUNDATION
CONSOLIDATED

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

INVESTMENT ALLOCATION SUMMARY



- Cash and Equivalents - 3%
- Fixed Income - 23%
- 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	$152,267.38	$192,041.28	3%	$224.69	0.1%
Fixed Income	$1,571,476.15	$1,570,832.10	23%	$53,873.83	3.4%
Equities	$4,615,067.69	$4,657,029.57	69%	$67,918.69	1.5%
Real Estate Investments	$60,271.71	$61,968.06	1%	$1,874.66	3.0%
Alternative Strategies	$243,131.12	$240,912.53	4%	$1,908.39	0.8%
Total Account Value	**$6,642,214.05**	**$6,722,783.54**	**100%**	**$125,800.26**	**1.9%**

Net change in total account value 1.2 % Increase

ACCOUNT SUMMARY

	Cash	Investments*	Total
Beginning Balance	**$152,267.38**	**$6,489,946.67**	**$6,642,214.05**
Income	$89,267.45		$89,267.45
Distributions	$(5,885.33)		$(5,885.33)
Net Security Transactions	$(43,608.22)	$43,608.22	
Change in Market Value		$(2,812.63)	$(2,812.63)
Ending Balance	**$192,041.28**	**$6,530,742.26**	**$6,722,783.54**

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

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	$(465.06)	$(2,690.62)
Long-term gain/(loss)	$4,529.61	$(351,487.87)
Net realized gain/(loss)	**$4,064.55**	**$(354,178.49)**

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	$16.29	$157.30
Dividends	$89,251.16	$142,173.42
Other Income	$0.00	$55,839.98
Total Income Earned	$89,267.45	$198,170.70
Contributions		
Cash	$0.00	$434,913.12
Security Deposits	$0.00	$179.28
Total Contributions	$0.00	$435,092.40
Distributions		
Cash	$(5,885.33)	$(514,728.60)
Benefits Paid	$0.00	$(355,000.00)
Total Distributions	$(5,885.33)	$(869,728.60)
Security Transactions		
Purchases	$(161,240.49)	$(4,137,658.81)
Sales	$117,632.27	$4,522,538.03
Net Security Transactions	$(43,608.22)	$384,879.22
Change in Market Value	$(2,812.63)	$581,135.43

FIFTH THIRD
PRIVATE BANK

STILLSON FOUNDATION-CONSOLIDATED

12/01/2012 - 12/31/2012

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
3.2800		CASH	$1.000	$3.28	0.0%	$3.28			
192,038.0000		FEDERATED PRIME CASH OBLIGATIONS FUND INSTITUTIONAL SHARES CUSIP - 99FEDPCI5	$1.000	$192,038.00	2.9%	$192,038.00		$224.69	0.1%
		Cash & Equivalents - Total		**$192,041.28**	**2.9%**	**$192,041.28**		**$224.69**	**0.1%**
Fixed Income									
45,359.2490	TOBYX	TOUCHSTONE CORE BOND FUND CL Y (INCOME INVESTMENT) CUSIP - 89154W791	$10.730	$486,704.74	7.2%	$476,312.70	$10,392.04	$16,692.20	3.4%
101,037.0330	TOBYX	TOUCHSTONE CORE BOND FUND CL Y CUSIP - 89154W791	$10.730	$1,084,127.36	16.1%	$1,143,536.15	$(59,408.79)	$37,181.63	3.4%
		Fixed Income - Total		**$1,570,832.10**	**23.4%**	**$1,619,848.85**	**$(49,016.75)**	**$53,873.83**	**3.4%**
Equities									
275.0000	DLPH	DELPHI AUTOMOTIVE PLC SHS CUSIP - G27823106	$38.250	$10,518.75	0.2%	$9,017.49	$1,501.26		
461.0000	ETN	EATON CORP PLC SHS CUSIP - G29183103	$54.180	$24,976.98	0.4%	$23,812.96	$1,164.02	$700.72	2.8%
811.0000	IVZ	INVESCO LTD ADR CUSIP - G491BT108	$26.090	$21,158.99	0.3%	$14,891.72	$6,267.27	$559.59	2 6%
150.0000	KORS	MICHAEL KORS HLDGS LTD CUSIP - G60754101	$51.030	$7,654.50	0.1%	$8,475.39	$(820.89)		
354.0000	STX	SEAGATE TECHNOLOGY PLC SHS CUSIP - G7945M107	$30.420	$10,768.68	0.2%	$9,069.45	$1,699.23	$538.08	5.0%
283.0000	NE	NOBLE CORPORATION CUSIP - H5833N103	$34.820	$9,854.06	0.1%	$12,853.50	$(2,999.44)	$153.39	1.6%
843.0000	UBS	UBS AG-NEW	$15.740	$13,268.82	0.2%	$11,671.83	$1,596.99	$91.04	0.7%

FIFTH THIRD
PRIVATE BANK

12/01/2012 - 12/31/2012

STILLSON FOUNDATION-CONSOLIDATED

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 - H89231338							
162 0000	AGCO	AGCO CORP CUSIP - 001084102	$49.120	$7,957.44	0.1%	$8,044.95	$(87.51)	$6.48	0.1%
150.0000	AMCX	AMC NETWORKS INC CLASS A CUSIP - 00164V103	$49.500	$7,425.00	0.1%	$7,848.77	$(423.77)		
225.0000	AOL	AOL INC CUSIP - 00184X105	$29.610	$6,662.25	0.1%	$5,766.95	$895.30		
974.0000	T	AT&T INC CUSIP - 00206R102	$33.710	$32,833.54	0.5%	$27,702.28	$5,131.26	$1,753.20	5.3%
175.0000	AZZ	AZZ INC CUSIP - 002474104	$38.430	$6,725.25	0.1%	$6,611.28	$113.97	$98.00	1.5%
547.0000	AET	AETNA INC NEW CUSIP - 00817Y108	$46.310	$25,331.57	0.4%	$23,908.94	$1,422.63	$437.60	1.7%
85.0000	AMG	AFFILIATED MANAGERS GROUP CUSIP - 008252108	$130.150	$11,062.75	0.2%	$7,087.98	$3,974.77		
361.0000	A	AGILENT TECHNOLOGIES INC CUSIP - 00846U101	$40.940	$14,779.34	0.2%	$12,331.02	$2,448.32	$144.40	1.0%
1,658.0000	AA	ALCOA INC CUSIP - 013817101	$8.680	$14,391.44	0.2%	$23,157.98	$(8,766.54)	$198.96	1.4%
208.0000	ALXN	ALEXION PHARMACEUTICALS INC CUSIP - 015351109	$93.740	$19,497.92	0.3%	$5,609.00	$13,888.92		
406.0000	ALL	ALLSTATE CORP CUSIP - 020002101	$40.170	$16,309.02	0.2%	$15,171.61	$1,137.41	$357.28	2.2%
254.0000	MO	ALTRIA GROUP INC CUSIP - 02209S103	$31.440	$7,985.76	0.1%	$5,247.37	$2,738.39	$447.04	5.6%
425 0000	AEO	AMERICAN EAGLE OUTFITTERS INC NEW COM CUSIP - 02553E106	$20.510	$8,716.75	0.1%	$8,141.12	$575.63	$187.00	2.1%

FIFTH THIRD
PRIVATE BANK

STILLSON FOUNDATION-CONSOLIDATED

12/01/2012 - 12/31/2012

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
231.0000	AXP	AMERICAN EXPRESS CO CUSIP - 025816109	$57.480	$13,277.88	0.2%	$11,563.21	$1,714.67	$184.80	1.4%
183.0000	AMP	AMERIPRISE FINANCIAL INC CUSIP - 03076C106	$62.630	$11,461.29	0.2%	$7,271.57	$4,189.72	$329.40	2.9%
863.0000	AME	AMETEK INC NEW COM CUSIP - 031100100	$37.570	$32,422.91	0.5%	$22,960.37	$9,462.54	$207.12	0.6%
168.0000	AMGN	AMGEN INC CUSIP - 031162100	$86.200	$14,481.60	0.2%	$8,790.32	$5,691.28	$315.84	2.2%
225.0000	ADI	ANALOG DEVICES INC CUSIP - 032654105	$42.060	$9,463.50	0.1%	$9,270.33	$193.17	$270.00	2.9%
176.0000	APA	APACHE CORP CUSIP - 037411105	$78.500	$13,816.00	0.2%	$17,226.34	$(3,410.34)	$119.68	0.9%
129.0000	AAPL	APPLE INC CUSIP - 037833100	$532.172	$68,650.30	1.0%	$29,428.26	$39,222.04	$1,367.40	2.0%
325.0000	ARIA	ARIAD PHARMACEUTICALS INC CUSIP - 04033A100	$19.180	$6,233.50	0.1%	$4,882.34	$1,351.16		
497.0000	BBT	B B & T CORPORATION COM CUSIP - 054937107	$29.110	$14,467.67	0.2%	$11,726.17	$2,741.50	$397.60	2.7%
784.0000	BP	BP P.L.C. SPONSORED ADR CUSIP - 055622104	$41.640	$32,645.76	0.5%	$31,839.11	$806.65	$1,693.44	5.2%
216.0000	BEAM	BEAM INC CUSIP - 073730103	$61.090	$13,195.44	0.2%	$12,935.41	$260.03	$177.12	1.3%
101.0000	BIIB	BIOGEN IDEC INC CUSIP - 09062X103	$146.370	$14,783.37	0.2%	$8,499.81	$6,283.56		
475.0000	BLMN	BLOOMIN BRANDS INC CUSIP - 094235108	$15.640	$7,429.00	0.1%	$7,392.59	$36.41		

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STILLSON FOUNDATION-CONSOLIDATED

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PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
125.0000	BF B	BROWN FORMAN CORP CL B CUSIP - 115637209	$63.250	$7,906.25	0.1%	$8,267.10	$(360.85)	$127.50	1.6%
250.0000	BC	BRUNSWICK CORP COM CUSIP - 117043109	$29.090	$7,272.50	0.1%	$6,717.63	$554.87	$12.50	0.2%
338.0000	CI	CIGNA CORP CUSIP - 125509109	$53.460	$18,069.48	0.3%	$16,082.94	$1,986.54	$13 52	0.1%
449.0000	CVS	CVS/CAREMARK CORPORATION CUSIP - 126650100	$48.350	$21,709.15	0.3%	$20,947.37	$761.78	$404.10	1.9%
200.0000	COG	CABOT OIL & GAS CUSIP - 127097103	$49.740	$9,948.00	0.1%	$9,648.86	$299.14	$16.00	0.2%
150.0000	CSL	CARLISLE COS INC CUSIP - 142339100	$58.760	$8,814.00	0.1%	$8,269.00	$545.00	$120.00	1.4%
220.0000	CTRX	CATAMARAN CORP CUSIP - 148887102	$47.100	$10,362.00	0.2%	$3,845.28	$6,516.72		
444.0000	CTL	CENTURYLINK INC COM CUSIP - 156700106	$39.120	$17,369.28	0.3%	$15,456.66	$1,912.62	$1,287.60	7.4%
400.0000	CHS	CHICOS FAS INC CUSIP - 168615102	$18.460	$7,384.00	0.1%	$7,372.10	$11.90	$84.00	1.1%
1,987.0000	CSCO	CISCO SYSTEMS INC CUSIP - 17275R102	$19.649	$39,043.36	0.6%	$36,880.28	$2,163.08	$1,112.72	2 8%
1,023.0000	C	CITIGROUP INC CUSIP - 172967424	$39.560	$40,469.88	0.6%	$43,141.02	$(2,671.14)	$40.92	0.1%
722 0000	KO	COCA COLA CO CUSIP - 191216100	$36.250	$26,172.50	0.4%	$21,577.22	$4,595.28	$736.44	2.8%
225.0000	CCE	COCA-COLA ENTERPRISES INC NEW CUSIP - 19122T109	$31.730	$7,139.25	0.1%	$7,272.43	$(133.18)	$144 00	2.0%

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PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
- Equities								(continued)	
225.0000	CFX	COLFAX CORP CUSIP - 194014106	$40.350	$9,078.75	0.1%	$5,518.50	$3,560.25		
150.0000	CVLT	COMMVAULT SYSTEMS CUSIP - 204166102	$69.662	$10,449.36	0.2%	$5,353.46	$5,095.90		
186.0000	COP	CONOCOPHILLIPS CUSIP - 20825C104	$57.990	$10,786.14	0.2%	$10,615.91	$170.23	$491.04	4.6%
173.0000	COO	COOPER COS INC CUSIP - 216648402	$92.480	$15,999.04	0.2%	$14,403.30	$1,595.74	$10.38	0.1%
195.0000	COST	COSTCO WHOLESALE CORP CUSIP - 22160K105	$98.730	$19,252.35	0.3%	$13,791.31	$5,461.04	$214.50	1.1%
200.0000	CREE	CREE, INC COM CUSIP - 225447101	$33.980	$6,796.00	0.1%	$6,948.56	$(152.56)		
150.0000	CCI	CROWN CASTLE INTL COM CUSIP - 228227104	$72.160	$10,824.00	0.2%	$8,955.71	$1,868.29		
123.0000	CMI	CUMMINS INC CUSIP - 231021106	$108.350	$13,327.05	0.2%	$9,767.64	$3,559.41	$246.00	1.8%
320.0000	DSW	DSW INC CL A CUSIP - 23334L102	$65.690	$21,020.80	0.3%	$20,368.57	$652.23	$230.40	1.1%
216.0000	DHR	DANAHER CORP CUSIP - 235851102	$55.900	$12,074.40	0.2%	$7,365.46	$4,708.94	$21.60	0.2%
85.0000	DVA	DAVITA HEALTHCARE PARTNERS INC COMMON CUSIP - 23918K108	$110.530	$9,395.05	0.1%	$9,405.04	$(9.99)		
486.0000	DELL	DELL INC CUSIP - 24702R101	$10.140	$4,928.04	0.1%	$7,584.32	$(2,656.28)	$155.52	3.2%

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PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
8,804.7640	DHSIX	DIAMOND HILL SM CAP - I CUSIP - 25264S858	$25.210	$221,968.10	3.3%	$207,000.00	$14,968.10	$1,355.93	0.6%
424.0000	DISH	DISH NETWORK CORP CL A CUSIP - 25470M109	$36.400	$15,433.60	0.2%	$10,699.02	$4,734.58	$848.00	5.5%
786.0000	DFS	DISCOVER FINANCIAL SERVICES CUSIP - 254709108	$38.550	$30,300.30	0.5%	$19,483.70	$10,816.60	$440.16	1.5%
275.0000	DOW	DOW CHEM CO CUSIP - 260543103	$32.329	$8,890.59	0.1%	$8,561.33	$329.26	$352.00	4.0%
722.0000	EMC	E M C CORP/MASS CUSIP - 268648102	$25.300	$18,266.60	0.3%	$11,287.33	$6,979.27		
123.0000	EOG	EOG RES INC COM CUSIP - 26875P101	$120.790	$14,857.17	0.2%	$13,832.68	$1,024.49	$83.64	0.6%
150 0000	EXP	EAGLE MATERIALS INC-A CUSIP - 26969P108	$58.500	$8,775.00	0.1%	$8,000.11	$774.89	$60.00	0.7%
325.0000	EBAY	EBAY INC COM CUSIP - 278642103	$50.997	$16,574.25	0.2%	$14,531.15	$2,043.10		
209.0000	ECL	ECOLAB INC CUSIP - 278865100	$71.900	$15,027.10	0.2%	$13,804.33	$1,222.77	$192.28	1.3%
95.0000	EQIX	EQUINIX INC CUSIP - 29444U502	$206.200	$19,589.00	0.3%	$17,280.71	$2,308.29		
15,263.0140	AEPFX	EUROPACIFIC GROWTH FD CL F-2 CUSIP - 29875E100	$41.150	$628,073.03	9.3%	$560,000.00	$68,073.03	$12,454.62	2.0%
445.0000	EXC	EXELON CORP CUSIP - 30161N101	$29.740	$13,234.30	0.2%	$19,202.37	$(5,968.07)	$934.50	7.1%
144.0000	ESRX	EXPRESS SCRIPTS HOLDINGS CUSIP - 30219G108	$54.000	$7,776.00	0.1%	$8,954.83	$(1,178.83)		

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PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
325.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	$86.550	$28,128.75	0.4%	$27,062.16	$1,066.59	$741.00	2.6%
125.0000	FEIC	FEI CO CUSIP - 30241L109	$55.470	$6,933.80	0.1%	$5,638.24	$1,295.56	$40.00	0.6%
216.0000	FMC	FMC CORP CUSIP - 302491303	$58.520	$12,640.32	0.2%	$8,237.89	$4,402.43	$116.64	0.9%
267.0000	FAST	FASTENAL CO CUSIP - 311900104	$46.650	$12,455.55	0.2%	$5,693.63	$6,761.92	$224.28	1.8%
260.0000	FISV	FISERV INC CUSIP - 337738108	$79.030	$20,547.80	0.3%	$16,238.69	$4,309.11		
150.0000	FLT	FLEETCOR TECHNOLOGIES INC CUSIP - 339041105	$53.650	$8,047.50	0.1%	$6,941.64	$1,105.86		
444.0000	FLR	FLUOR CORP NEW COM CUSIP - 343412102	$58.740	$26,080.56	0.4%	$26,709.89	$(629.33)	$284.16	1.1%
75.0000	FLS	FLOWSERVE CORP COM CUSIP - 34354P105	$146.800	$11,010.00	0.2%	$10,729.94	$280.06	$108.00	1.0%
625.0000	FBHS	FORTUNE BRANDS HOME & SEC INC CUSIP - 34964C106	$29.220	$18,262.50	0.3%	$17,497.38	$765.12		
428.0000	GD	GENERAL DYNAMICS CORP CUSIP - 369550108	$69.270	$29,647.56	0.4%	$25,145.69	$4,501.87	$873.12	2.9%
1,576 0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	$20.990	$33,080.24	0.5%	$25,202.92	$7,877.32	$1,197.76	3.6%
883.0000	GM	GENERAL MTRS CO CUSIP - 37045V100	$28.830	$25,456.89	0.4%	$19,214.39	$6,242.50		
387.0000	GILD	GILEAD SCIENCES INC COMMON CUSIP - 375558103	$73.450	$28,425.15	0.4%	$19,668.04	$8,757.11		

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PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
114 0000	GS	GOLDMAN SACHS GROUP CUSIP - 38141G104	$127.560	$14,541.84	0.2%	$16,318.58	$(1,776.74)	$228.00	1.6%
18,065.5920	GSMCX	GOLDMAN SACHS MID-CAP VALUE FUND INST CUSIP - 38141W398	$39.290	$709,797.11	10.6%	$650,000.00	$59,797.11	$8,852.14	1.2%
27.0000	GOOG	GOOGLE INC-CL A CUSIP - 38259P508	$707.380	$19,099.26	0.3%	$18,823.85	$275.41		
200.0000	GPOR	GULFPORT ENERGY CORP COM NEW CUSIP - 402635304	$38.220	$7,644.00	0.1%	$7,657.05	$(13.05)		
316.0000	HAL	HALLIBURTON CO CUSIP - 406216101	$34.690	$10,962.04	0.2%	$10,433.56	$528.48	$113.76	1.0%
225.0000	HBI	HANESBRANDS INC. CUSIP - 410345102	$35.820	$8,059.50	0.1%	$8,131.52	$(72.02)		
985.0000	HIG	HARTFORD FINANCIAL SERVICES GRP CUSIP - 416515104	$22.440	$22,103.40	0.3%	$17,781.80	$4,321.60	$394.00	1.8%
313.0000	HSY	THE HERSHEY COMPANY COM CUSIP - 427866108	$72.220	$22,604.86	0.3%	$21,869.31	$735.55	$525.84	2.3%
575.0000	HTZ	HERTZ GLOBAL HOLDINGS INC CUSIP - 42805T105	$16.270	$9,355.25	0.1%	$8,920.80	$434.45		
250.0000	HES	HESS CORP CUSIP - 42809H107	$52.960	$13,240.00	0.2%	$13,856.90	$(616.90)	$100.00	0.8%
332.0000	HD	HOME DEPOT INC CUSIP - 437076102	$61.850	$20,534.20	0.3%	$13,979.64	$6,554.56	$385.12	1.9%
125.0000	ILMN	ILLUMINA INC COMM STK CUSIP - 452327109	$55.590	$6,948.75	0.1%	$7,094.48	$(145.73)		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
195.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	$191.550	$37,352.25	0.6%	$20,173.21	$17,179.04	$663.00	1.8%
14.0000	ISRG	INTUITIVE SURGICAL INC CUSIP - 46120E602	$490.370	$6,865.18	0.1%	$6,975.10	$(109.92)		
289.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	$43.969	$12,707.07	0.2%	$13,878.40	$(1,171.33)	$346.80	2.7%
135.0000	KSU	KANSAS CITY SOUTHERN CUSIP - 485170302	$83.480	$11,269.80	0.2%	$4,922.87	$6,346.93	$105.30	0.9%
2,417.0000	KEY	KEYCORP NEW CUSIP - 493267108	$8.420	$20,351.14	0.3%	$16,562.19	$3,788.95	$483.40	2.4%
1,209.0000	KR	KROGER CO CUSIP - 501044101	$26.020	$31,458.18	0.5%	$27,414.53	$4,043.65	$725.40	2.3%
425.0000	LKQ	LKQ CORP CUSIP - 501889208	$21.100	$8,967.50	0.1%	$9,280.84	$(313.34)		
188.0000	EL	LAUDER ESTEE COS INC CL A CUSIP - 518439104	$59.860	$11,253.68	0.2%	$3,834.25	$7,419.43	$135.36	1.2%
250.0000	LEN	LENNAR CORP CUSIP - 526057104	$38.670	$9,667.50	0.1%	$5,589.62	$4,077.88	$40.00	0.4%
70.0000	LNKD	LINKEDIN CORP COMMON CLASS A CUSIP - 53578A108	$114.820	$8,037.40	0.1%	$6,930.27	$1,107.13		
75.0000	MTB	M & T BK CORP CUSIP - 55261F104	$98.470	$7,385.25	0.1%	$7,657.21	$(271.96)	$210.00	2.8%
548.0000	M	MACYS INC CUSIP - 55616P104	$39.020	$21,382.96	0.3%	$22,439.71	$(1,056.75)	$438.40	2.1%
343.0000	MPC	MARATHON PETE CORP CUSIP - 56585A102	$63.000	$21,609.00	0.3%	$18,063.96	$3,545.04	$480.20	2.2%

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PORTFOLIO POSITIONS (continued)

Equities (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
250.0000	VAC	MARRIOTT VACATIONS WORLDWIDE CORP CUSIP - 57164Y107	$41.670	$10,417.50	0.2%	$8,204.67	$2,212.83		
43.0000	MA	MASTERCARD INC CL A CUSIP - 57636Q104	$491.280	$21,125.04	0.3%	$15,234.77	$5,890.27	$51.60	0.2%
577.0000	MXIM	MAXIM INTEGRATED PRODS INC COM CUSIP - 57772K101	$29.400	$16,963.80	0.3%	$14,618.01	$2,345.79	$553.92	3.3%
202 0000	MCD	MCDONALDS CORP CUSIP - 580135101	$88.210	$17,818.42	0.3%	$9,237.58	$8,580.84	$622.16	3.5%
125.0000	MDSO	MEDIDATA SOLUTIONS INC CUSIP - 58471A105	$39.180	$4,897.50	0.1%	$5,122.13	$(224.63)		
150.0000	MDVN	MEDIVATION INC CUSIP - 58501N101	$51.160	$7,674.00	0.1%	$3,463.06	$4,210.94		
880.0000	MRK	MERCK & CO INC NEW CUSIP - 58933Y105	$40.940	$36,027.20	0.5%	$30,820.97	$5,206.23	$1,513.60	4.2%
69.0000	MTD	METTLER-TOLEDO INTL INC CUSIP - 592688105	$193.300	$13,337.70	0.2%	$12,104.16	$1,233.54		
794.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	$26.709	$21,207.50	0.3%	$25,155.14	$(3,947.64)	$730.48	3 4%
166.0000	MON	MONSANTO CO NEW CUSIP - 61166W101	$94.650	$15,711.90	0.2%	$14,587.98	$1,123.92	$249.00	1.6%
135.0000	N	NETSUITE INC CUSIP - 64118Q107	$67.300	$9,085.50	0.1%	$8,661.43	$424.07		
354.0000	NEE	NEXTERA ENERGY INC CUSIP - 65339F101	$69.190	$24,493.26	0.4%	$18,656.37	$5,836.89	$849.60	3.5%
9,940.7200	NCLEX	NICHOLAS LTD EDITION INC	$21.060	$209,351.56	3.1%	$218,000.00	$(8,648.44)	$39.76	

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PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		COM CUSIP - 653738104							
175.0000	OII	OCEANEERING INTL INC COM CUSIP - 675232102	$53.790	$9,413.25	0.1%	$8,468.63	$944.62	$126.00	1.3%
250.0000	ODFL	OLD DOMINION FGHT LINE INC CUSIP - 679580100	$34.280	$8,570.00	0.1%	$8,496.57	$73.43		
100.0000	ONXX	ONYX PHARMACEUTICALS INC DEL CUSIP - 683399109	$75.530	$7,553.00	0.1%	$7,730.87	$(177.87)		
628.0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	$33.320	$20,924.96	0.3%	$13,895.58	$7,029.38	$150.72	0.7%
8,413.8180	ODVYX	OPPENHEIMER DVLPING MKTS-Y CUSIP - 683974505	$34.880	$293,473.97	4.4%	$255,000.00	$38,473.97	$2,095.04	0.7%
248.0000	PVH	PVH CORP COMMON CUSIP - 693656100	$111.010	$27,530.48	0.4%	$21,092.71	$6,437.77	$37.20	0.1%
90.0000	PXD	PIONEER NATURAL RESOURCES CO COM CUSIP - 723787107	$106.590	$9,593.10	0.1%	$9,638.45	$(45.35)	$7.20	0.1%
400.0000	POL	POLYONE CORP CUSIP - 73179P106	$20.420	$8,168.00	0.1%	$8,026.61	$141.39	$80.00	1.0%
18.0000	PCLN	PRICELINE COM INC COM NEW CUSIP - 741503403	$620.390	$11,167.02	0.2%	$8,546.83	$2,620.19		
534.0000	PFG	PRINCIPAL FINL GROUP INC CUSIP - 74251V102	$28.520	$15,229.68	0.2%	$12,486.77	$2,742.91	$448.56	2.9%
144.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	$67.890	$9,776.16	0.1%	$8,248.44	$1,527.72	$323.71	3.3%
630.0000	PGR	PROGRESSIVE CORP OHIO COM	$21.100	$13,293.00	0.2%	$13,125.86	$167.14	$256.41	1.9%

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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 - 743315103							
258.0000	PRU	PRUDENTIAL FINL INC CUSIP - 744320102	$53.330	$13,759.14	0.2%	$15,545.82	$(1,786.68)	$412.80	3.0%
368.0000	QCOM	QUALCOMM INC COM CUSIP - 747525103	$61.859	$22,764.33	0.3%	$21,753.11	$1,011.22	$368.00	1.6%
115.0000	RAX	RACKSPACE HOSTING INC CUSIP - 750086100	$74.270	$8,541.05	0.1%	$2,474.01	$6,067.04		
200.0000	RJF	RAYMOND JAMES FINL INC CUSIP - 754730109	$38.530	$7,706.00	0.1%	$7,942.92	$(236.92)	$112.00	1.5%
70.0000	REGN	REGENERON PHARMACEUTICALS INC COM CUSIP - 75886F107	$171.070	$11,974.90	0.2%	$5,974.69	$6,000.21		
1,356.0000	RF	REGIONS FINL CORP NEW CUSIP - 7591EP100	$7.130	$9,668.28	0.1%	$5,510.51	$4,157.77	$54.24	0.6%
100.0000	ROK	ROCKWELL AUTOMATION, INC CUSIP - 773903109	$83.990	$8,399.00	0.1%	$8,396.55	$2.45	$188.00	2.2%
100.0000	ROP	ROPER INDS INC NEW COM CUSIP - 776696106	$111.480	$11,148.00	0.2%	$8,695.90	$2,452.10	$66.00	0.6%
349.0000	RDS B	ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS CUSIP - 780259107	$70.890	$24,740.61	0.4%	$25,073.74	$(333.13)	$1,200.56	4.9%
375.0000	RKUS	RUCKUS WIRELESS INC CUSIP - 781220108	$22.530	$8,448.75	0.1%	$6,226.56	$2,222.19		
397.0000	SBH	SALLY BEAUTY CO INC CUSIP - 79546E104	$23.570	$9,357.29	0.1%	$8,272.32	$1,084.97	$206.44	2.2%
474.0000	SNY	SANOFI CHANGED FROM SANOFI-AVENTIS ADR	$47.380	$22,458.12	0.3%	$15,637.02	$6,821.10	$678.29	3.0%

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 - 80105N105							
202.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	$69.298	$13,998.32	0.2%	$15,124.46	$(1,126.14)	$222.20	1.6%
75.0000	SHW	SHERWIN WILLIAMS CO CUSIP - 824348106	$153.820	$11,536.50	0.2%	$10,693.43	$843.07	$117.00	1.0%
150.0000	SIRO	SIRONA DENTAL SYS INC CUSIP - 82966C103	$64.460	$9,669.00	0.1%	$8,570.57	$1,098.43		
100.0000	SNA	SNAP ON INC COM CUSIP - 833034101	$78.990	$7,899.00	0.1%	$6,663.12	$1,235.88	$152.00	1.9%
150.0000	SWI	SOLARWINDS INC CUSIP - 83416B109	$52.450	$7,867.50	0.1%	$8,404.69	$(537.19)		
188.0000	HOT	STARWOOD HOTELS & RESORTS WORLDWIDE INC CUSIP - 85590A401	$57.360	$10,783.68	0.2%	$9,666.44	$1,117.24	$235.00	2.2%
144.0000	SRCL	STERICYCLE INC CUSIP - 858912108	$93.280	$13,432.32	0.2%	$6,763.21	$6,669.11		
368.0000	TJX	TJX COS INC NEW COM CUSIP - 872540109	$42.450	$15,621.60	0.2%	$16,089.77	$(468.17)	$169.28	1.1%
175.0000	TRW	TRW AUTOMOTIVE HLDGS CORP CUSIP - 87264S106	$53.610	$9,381.75	0.1%	$9,021.02	$360.73		
388.0000	TDC	TERADATA CORP DEL CUSIP - 88076W103	$61.890	$24,013.32	0.4%	$18,591.94	$5,421.38		
177.0000	TEVA	TEVA PHARMACEUTICAL INDS LTD ADR CUSIP - 881624209	$37.340	$6,609.18	0.1%	$8,417.28	$(1,808.10)	$142.31	2.2%
150.0000	TCBI	TEXAS CAP BANCSHARES INC CUSIP - 88224Q107	$44.820	$6,723.00	0.1%	$4,547.40	$2,175.60		

FIFTH THIRD PRIVATE BANK

STILLSON FOUNDATION-CONSOLIDATED

12/01/2012 - 12/31/2012

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
175.0000	DDD	3D SYSTEMS CORP COMMON CUSIP - 88554D205	$53.350	$9,336.25	0.1%	$5,051.27	$4,284.98		
202.0000	TIBX	TIBCO SOFTWARE INC CUSIP - 88632Q103	$21.980	$4,439.96	0.1%	$6,257.17	$(1,817.21)		
137.0000	TSCO	TRACTOR SUPPLY CO CUSIP - 892356106	$88.360	$12,105.32	0.2%	$13,039.67	$(934.35)	$109.60	0 9%
85.0000	TDG	TRANSDIGM GROUP INC CUSIP - 893641100	$136.360	$11,590.60	0.2%	$7,560.85	$4,029.75		
100.0000	ULTA	ULTA SALON COSMETICS & FRAGRANCE CUSIP - 90384S303	$98.260	$9,826.00	0.1%	$2,902.58	$6,923.42		
137.0000	UNP	UNION PAC CORP CUSIP - 907818108	$125.720	$17,223.64	0.3%	$11,339.19	$5,884.45	$378.12	2.2%
461.0000	UNH	UNITEDHEALTH GROUP INC CUSIP - 91324P102	$54.240	$25,004.64	0.4%	$12,918.08	$12,086.56	$391.85	1.6%
681.0000	UNM	UNUM GROUP CUSIP - 91529Y106	$20.820	$14,178.42	0.2%	$14,719.99	$(541.57)	$354.12	2.5%
200.0000	URBN	URBAN OUTFITTERS INC CUSIP - 917047102	$39.360	$7,872.00	0.1%	$7,897.34	$(25.34)		
79.0000	VFC	V F CORP CUSIP - 918204108	$150.970	$11,926.63	0.2%	$12,803.49	$(876.86)	$274.92	2 3%
514.0000	VAL	VALSPAR CORPORATION CUSIP - 920355104	$62.400	$32,073.60	0.5%	$20,503.55	$11,570.05	$472.88	1.5%
383.0000	VIAB	VIACOM INC-B CUSIP - 92553P201	$52.740	$20,199.42	0.3%	$11,316.38	$8,883.04	$421.30	2.1%
125.0000	WAB	WABTEC COM CUSIP - 929740108	$87.540	$10,942.50	0.2%	$8,082.61	$2,859.89	$25.00	0.2%
1,669.0000	WFC	WELLS FARGO & COMPANY	$34.180	$57,046.42	0.8%	$54,416.09	$2,630.33	$1,468.72	2.6%

FIFTH THIRD
PRIVATE BANK

STILLSON FOUNDATION-CONSOLIDATED

12/01/2012 - 12/31/2012

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 - 949746101							
433.0000	WEC	WISCONSIN ENERGY CORP COM CUSIP - 976657106	$36.850	$15,956.05	0.2%	$13,804.53	$2,151.52	$588.88	3.7%
1,397.0000	XRX	XEROX CORP COM CUSIP - 984121103	$6.820	$9,527.54	0.1%	$13,524.77	$(3,997.23)	$237.49	2.5%
		Equities - Total		**$4,657,029.57**	**69.3%**	**$4,069,788.43**	**$587,241.14**	**$67,918.69**	**1.5%**
Alternative Strategies									
7,293.0000	IAU	ISHARES COMEX GOLD TRUST CUSIP - 464285105	$16.279	$118,724.21	1.8%	$91,172.75	$27,551.46		
3,202.0000	IGE	S & P NORTH AMERICAN NATURAL RESOURCES SECTOR INDES CUSIP - 464287374	$38.160	$122,188.32	1.8%	$107,908.60	$14,279.72	$1,908.39	1.6%
		Alternative Strategies - Total		**$240,912.53**	**3.6%**	**$199,081.35**	**$41,831.18**	**$1,908.39**	**0.8%**
Real Estate Investments									
789.0000	ICF	ISHARES COHEN & STEERS REALTY CUSIP - 464287564	$78.540	$61,968.06	0.9%	$62,881.17	$(913.11)	$1,874.66	3.0%
		Real Estate Investments - Total		**$61,968.06**	**0.9%**	**$62,881.17**	**$(913.11)**	**$1,874.66**	**3.0%**
Total Portfolio Positions				**$6,722,783.54**	**100.0%**	**$6,143,641.08**	**$579,142.46**	**$125,800.26**	**1.9%**