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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation

ROSEMARY OVENDEN CHAR TR #2

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

Room/suite

P O BOX 630858

City or town, state, and ZIP code

CINCINNATI, OH 45263-0858

A Employer identification number

34-7163405

B Telephone number (see instructions)

513- 534-5310

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 changeH Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,963,306. 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)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		60,497	60,387		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-22,903			
b Gross sales price for all assets on line 6a	29,330				
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	37,594	60,387			
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 2	660	330	NONE	330
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)	STMT 3	1,945	39		
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 4	19,136	18,936		200
24 Total operating and administrative expenses.					
Add lines 13 through 23	21,741	19,305	NONE	530	
25 Contributions, gifts, grants paid	96,210			96,210	
26 Total expenses and disbursements. Add lines 24 and 25	117,951	19,305	NONE	96,740	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-80,357				
b Net investment income (if negative, enter -0-)			41,082		
c Adjusted net income (if negative, enter -0-)					

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		107,440.	34,153.	34,153.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less: allowance for doubtful accounts ►	NONE			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments - U S. and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule)	STMT 5.	1,100,652.	1,102,452.	1,810,235.
	c Investments - corporate bonds (attach schedule)		126,843.	117,976.	118,918.
	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)		1,334,935.	1,254,581.	1,963,306.
	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	
	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		1,334,935.	1,254,581.	
	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)		1,334,935.	1,254,581.	
	31 Total liabilities and net assets/fund balances (see instructions)		1,334,935.	1,254,581.	

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	1,334,935.
2 Enter amount from Part I, line 27a	2	-80,357.
3 Other increases not included in line 2 (itemize) ► ROUNDING	3	3.
4 Add lines 1, 2, and 3	4	1,254,581.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,254,581.

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 29,330.		52,233.	-22,903.		
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			-22,903.		
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	-22,903.	
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	88,591.	1,895,308.	0.046742
2010	86,688.	1,729,410.	0.050126
2009	106,023.	1,703,764.	0.062229
2008	116,936.	2,086,165.	0.056053
2007	102,717.	2,304,310.	0.044576
2 Total of line 1, column (d)			2 0.259726
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 0.051945
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,963,939.
5 Multiply line 4 by line 3			5 102,017.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 411.
7 Add lines 5 and 6			7 102,428.
8 Enter qualifying distributions from Part XII, line 4			8 96,740.
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 ► <input type="checkbox"/> and enter "N/A" on line 1. . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	822.		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b					
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-)	3 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5 Credits/Payments:	2	
3 Add lines 1 and 2				3	822.
4				4	NONE
5				5	822.
6 Credits/Payments:				6a	1,216.
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6b	NONE			
b Exempt foreign organizations - tax withheld at source	6c	NONE			
c Tax paid with application for extension of time to file (Form 8868)	6d				
7 Total credits and payments. Add lines 6a through 6d	7	1,216.			
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	394.			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ► 394. Refunded ►	11				

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b	X
<i>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.</i>		
1c Did the foundation file Form 1120-POL for this year?	1c	X
1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		
(1) On the foundation. ► \$ _____	(2) On foundation managers. ► \$ _____	
1e 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?	2	X
<i>If "Yes," attach a detailed description of the activities.</i>		
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? <i>If "Yes," attach a conformed copy of the changes</i>	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?	5	X
<i>If "Yes," attach the statement required by General Instruction T.</i>		
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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	Telephone no. ► <u>(937) 778-4408</u>	ZIP+4 ► <u>45402</u>
15	and enter the amount of tax-exempt interest received or accrued during the year. ► <u>15</u>	
16	Yes	No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?		
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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?		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► <u> </u>		
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.)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u> </u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here ► c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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 110 N MAIN STREET, DAYTON, OH 45402	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

Total number of other employees paid over \$50,000 ►

Form 990-PF (2012)

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

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 <u>NONE</u>	-----

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 <u>NONE</u>	-----

2	-----

All other program-related investments. See instructions.	
3 <u>NONE</u>	-----

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	1,921,024.
b Average of monthly cash balances	1b	72,823.
c Fair market value of all other assets (see instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	1,993,847.
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	1,993,847.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,908.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,963,939.
6 Minimum investment return. Enter 5% of line 5	6	98,197.

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	98,197.
2a Tax on investment income for 2012 from Part VI, line 5	2a	822.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	822.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	97,375.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	97,375.
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	97,375.

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	96,740.
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	96,740.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	96,740.

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				97,375.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			NONE	
b Total for prior years: 20 ____, 20 ____ 20 ____		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	18,592.			
d From 2010	740.			
e From 2011	NONE			
f Total of lines 3a through e	19,332.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 96,740.				
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				96,740.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a).)	635.			635.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	18,697.			
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				
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)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	18,697.			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	17,957.			
c Excess from 2010	740.			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

- c Any submission deadlines:**

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 8				96,210.
Total			► 3a	96,210.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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					
4 Dividends and interest from securities					
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					
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)					
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)				13	37,594.
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 CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED IN THE GOVERNING AGREEMENT.				
7	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED IN THE GOVERNING AGREEMENT.				
8	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED IN THE GOVERNING AGREEMENT.				
3	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED IN THE GOVERNING AGREEMENT.				

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 SPECIFIED
4	IN THE GOVERNING AGREEMENT.
7	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE CHARI
7	CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED IN THE GOVERNING AG
8	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
8	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED
8	IN THE GOVERNING AGREEMENT.
3	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
3	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED
3	IN THE GOVERNING AGREEMENT.

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

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

| 04/24/2013

Date _____

► Trustee

Title

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

MATTHEW J CAROTHERS		(See instructions.)		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	Firm's name ►	Firm's EIN ►		
	Firm's address ►	Phone no.		

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

LONG-TERM 15% CAPITAL GAIN DIVIDENDS	1.00
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	1.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	1.00

STATEMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	1,197.	1,197.
DOMESTIC DIVIDENDS	54,857.	54,857.
EXEMPT INTEREST NOT SUBJECT TO AMT - STATES	6.	
EXEMPT DIVIDENDS NOT SUBJECT TO AMT - STATES	40.	
EXEMPT INTEREST SUBJECT TO AMT - STATES	7.	
EXEMPT DIVIDENDS SUBJECT TO AMT - STATES	57.	
NONQUALIFIED DOMESTIC DIVIDENDS	4,333.	4,333.
TOTAL	60,497.	60,387.

ROSEMARY OVENDEN CHAR TR #2

34-7163405

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.	330.	

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRIOR YEAR EXCISE TAX PAID	690.	
EXCISE TAX ESTIMATE	1,216.	
FOREIGN TAXES ON QUALIFIED FOR	39.	
TOTALS	1,945.	39.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK SERVICE FEES	9,468.	9,468.	
BANK SERVICE FEES	9,468.	9,468.	
OTHER MISC. EXPENSES	200.		
			200.
TOTALS	19,136.	18,936.	

ROSEMARY OVENDEN CHAR TR #2

FORM 990PF, PART II - CORPORATE STOCK

34-7163405

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EQUITIES	1,102,452.	1,810,235.
TOTALS	1,102,452.	1,810,235.

=====

RECIPIENT NAME:
THE SALVATION ARMY
ADDRESS:
440 W NYACK RD
WEST NYACK, NY 10994
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,064.

RECIPIENT NAME:
REHABILITATION CENTER FOR
ADDRESS:
NEUROLOGICAL DEVELOPMENT
PIQUA, OH 45356
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,064.

RECIPIENT NAME:
YWCA
ADDRESS:
418 N WAYNE ST
PIQUA, OH 45356
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 10,127.

RECIPIENT NAME:
MIAMI COUNTY YMCA- PQUA OH
ADDRESS:
W HIGH & N DOWNING STS
PIQUA, OH 45356
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 10,127.

RECIPIENT NAME:
WESTMINSTER PRESBYTERIAN CHURCH
ADDRESS:
325 W ASH STREET
PIQUA, OH 45356
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 12,659.

RECIPIENT NAME:
PIQUA AREA UNITED WAY
ADDRESS:
326 N MAIN STREET
PIQUA, OH 45356
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,064.

RECIPIENT NAME:
LEHMAN HIGH SCHOOL FOUNDATION
ADDRESS:
2400 ST MARYS AVE
SIDNEY, OH 45365
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,064.

RECIPIENT NAME:
CLEAR CREEK FARMS
ADDRESS:
P O BOX 1433
PIQUA, OH 45356
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,064.

RECIPIENT NAME:

FLESH PUBLIC LIBRARY ASSISTANCE

ADDRESS:

ASSISTANCE DEVELOPMENT FN

PIQUA, OH 45356

PURPOSE OF GRANT:

PROGRAM SERVICES

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 10,127.

RECIPIENT NAME:

PIQUA EDUCATION FOUNDATION

ADDRESS:

719 E ASH STREET

PIQUA, OH 45356

PURPOSE OF GRANT:

PROGRAM SERVICES

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 10,127.

RECIPIENT NAME:

OHIO PRESBYTERIAN RETIREMENT

ADDRESS:

6490 CENTERVILLE BUSINESS

CENTERVILLE, OH 45402

PURPOSE OF GRANT:

PROGRAM SERVICES

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 12,659.

RECIPIENT NAME:

PIQUA COMMUNITY FOUNDATION

ADDRESS:

126 W HIGH STREET

PIQUA, OH 45356

PURPOSE OF GRANT:

PROGRAM SERVICES

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,064.

TOTAL GRANTS PAID:

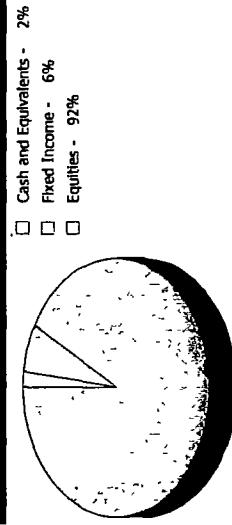
96,210.

STATEMENT 8

12/01/2012 - 12/31/2012

 FIFTH THIRD BANK AS TRUSTEE FOR
 ROSEMARY OVENDEN CHARITABLE
 TRUST #2 DTD 10/22/2002

INVESTMENT ALLOCATION SUMMARY



		Description	Last Statement	This Statement	Percent of Assets	Est. Annual Income	Estimated Yield
<input type="checkbox"/>	Cash and Equivalents		\$48,809.80	\$34,152.81	2%	\$16.73	0.0%
<input type="checkbox"/>	Fixed Income		\$119,237.22	\$118,917.67	6%	\$6,216.22	5.2%
<input type="checkbox"/>	Equities		\$1,800,209.35	\$1,810,235.15	92%	\$53,743.06	3.0%
	Total Account Value		\$1,968,256.37	\$1,963,305.63	100%	\$59,976.01	3.1%

Net change in total account value (0.3) % Decrease

ACCOUNT SUMMARY

	Income Cash	Principal Cash	Investments*	Total	Income Earned	Current Period	YTD
Beginning Balance	\$ (423,453.83)	\$472,263.63	\$1,919,446.57	\$1,968,256.37			
Income	\$11,273.59	\$0.77		\$11,274.36		\$3.94	\$1,472.93
Distributions					Interest		
					Dividends		
Change in Market Value					Total Income Earned		\$11,270.42
Ending Balance	\$ (437,019.97)	\$471,172.78	\$1,929,152.82	\$1,963,305.63	Distributions		\$58,985.89
					Cash		
					Benefits Paid		
					Total Distributions		\$60,458.82
					Security Transactions		
					Purchases		
					Sales		
					YTD		

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

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term Gain/(loss)	\$0.00	\$0.00
Long-term Gain/(loss)	\$0.00	\$ (22,904.36)
Net realized gain/(loss)	\$0.00	\$ (22,904.36)

INVESTMENT OBJECTIVE

Aggressive Growth

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



PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price		% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
			Market Value						
Cash & Equivalents									
0.8100	CASH		\$1,000	\$0.81	0.0%		\$0.81		
34,152.0000	FEDERATED MUNICIPAL OBLIGATIONS FUND		\$1,000	\$34,152.00	1.7%	\$34,152.00		\$16.73	
	INSTITUTIONAL SHARES CUSIP - 99FEDMUN1								
	Cash & Equivalents - Total		\$34,152.81	1.7%	\$34,152.81			\$16.73	0.0%
Fixed Income									
6,522.7710	EIBLX	EATON VANCE MUT FDS TR FLTG RATE FD CLI CUSIP - 277911491	\$9,120	\$59,487.67	3.0%	\$59,000.00	\$487.67	\$2,641.72	4.4%
1,500.0000	PFF	ISHARES S&P PFD STK INDX FN CUSIP - 464288687	\$39,620	\$59,430.00	3.0%	\$58,975.90	\$454.10	\$3,574.50	6.0%
	Fixed Income - Total		\$118,917.67	6.1%	\$117,975.90		\$941.77	\$6,216.22	5.2%
Equities									
1,200.0000	NE	NOBLE CORPORATION CUSIP - H5833N103	\$34.820	\$41,784.00	2.1%	\$30,193.49	\$11,590.51	\$650.40	1.6%
1,000.0000	ABT	ABBOTT LABS CUSIP - 002824100	\$65.500	\$65,500.00	3.3%	\$41,936.62	\$23,563.38	\$560.00	0.9%
450.0000	MO	ALTRIA GROUP INC CUSIP - 022095103	\$31.440	\$14,148.00	0.7%	\$4,161.85	\$9,986.15	\$792.00	5.6%
1,000.0000	BK	BANK OF NEW YORK MELLON CORP CUSIP - 064058100	\$25.700	\$25,700.00	1.3%	\$31,605.00	(\$5,905.00)	\$520.00	2.0%
300.0000	CAT	CATERPILLAR INC CUSIP - 149123101	\$89.608	\$26,882.55	1.4%	\$30,600.00	(\$3,717.45)	\$624.00	2.3%
3,000.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	\$108.140	\$324,420.00	16.5%	\$108,247.50	\$216,172.50	\$10,800.00	3.3%
2,000.0000	KO	COCA COLA CO	\$36.250	\$72,500.00	3.7%	\$43,675.00	\$28,825.00	\$2,040.00	2.8%



ROSEMARY OVENDEN CHAR TR #2

12/01/2012 - 12/31/2012

PORTFOLIO POSITIONS

Quantity Equities	Symbol	Description	PORTFOLIO POSITIONS			Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
			Current Price	Market Value	% of Acct				
(continued)									
2,000.0000	D	DOMINION RESOURCES INC CUSIP - 25746U109	\$51.800	\$103,600.00	5.3%	\$60,520.01	\$43,079.99	\$4,220.00	4.1%
925.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	\$44.978	\$41,605.11	2.1%	\$33,716.16	\$7,888.95	\$1,591.00	3.8%
276.0000	DUK	DUKE ENERGY CORP NEW COM NEW CUSIP - 26441C204	\$63.800	\$17,608.80	0.9%	\$10,431.11	\$7,177.69	\$844.56	4.8%
466.0000	EXC	EXELON CORP CUSIP - 30161N101	\$29.740	\$13,858.84	0.7%	\$13,539.63	\$319.21	\$978.60	7.1%
3,000.0000	XOM	EXXON MOBIL CORP CUSIP - 30231GI02	\$86.550	\$759,650.00	13.2%	\$109,695.00	\$149,955.00	\$6,840.00	2.6%
1,000.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	\$20.990	\$20,990.00	1.1%	\$30,678.00	(\$9,688.00)	\$760.00	3.6%
500.0000	HSY	THE HERSHEY COMPANY COM CUSIP - 427866108	\$72.220	\$36,110.00	1.8%	\$17,573.75	\$18,536.25	\$840.00	2.3%
1,200.0000	INTC	INTEL CORP CUSIP - 458140100	\$20.620	\$24,744.00	1.3%	\$24,000.00	\$744.00	\$1,080.00	4.4%
700.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	\$191.550	\$134,085.00	6.8%	\$57,402.00	\$76,683.00	\$2,380.00	1.8%
300.0000	EFA	ISHARES MSCI EAFF INDEX FD CUSIP - 464287465	\$56.860	\$17,058.00	0.9%	\$24,936.00	(\$7,878.00)	\$527.70	3.1%
1,440.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	\$43.969	\$63,315.50	3.2%	\$45,691.00	\$17,624.50	\$1,728.00	2.7%
800.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	\$70.100	\$56,080.00	2.9%	\$41,546.00	\$14,534.00	\$1,952.00	3.5%
103.0000	KRFT	KRAFT FOODS GROUP INC	\$45.470	\$4,683.41	0.2%	\$1,482.30	\$3,201.11	\$206.00	4.4%



**FIFTH THIRD
PRIVATE BANK**

ROSEMARY OVENDEN CHAR TR #2

12/01/2012 - 12/31/2012

04-1231

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									(continued)
800,0000	LILY	LILLY (ELI) & CO CUSIP - 532457108	\$49.320	\$39,456.00	2.0%	\$50,572.00	(\$11,116.00)	\$1,568.00	4.0%
400,0000	MCD	MCDONALDS CORP CUSIP - 580135101	\$88.210	\$35,284.00	1.8%	\$29,604.00	\$5,680.00	\$1,232.00	3.5%
1,100,0000	MSFT	MICROSOFT CORP CUSIP - 594918104	\$26.709	\$29,380.67	1.5%	\$27,464.25	\$1,916.42	\$1,012.00	3.4%
311,0000	MDLZ	MONDELEZ INTL INC COM CUSIP - 609207105	\$25.453	\$7,915.95	0.4%	\$2,779.46	\$5,136.49	\$161.72	2.0%
1,000,0000	NEE	NEXTERA ENERGY INC CUSIP - 653339F101	\$69.190	\$69,190.00	3.5%	\$31,770.00	\$37,420.00	\$2,400.00	3.5%
1,000,0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	\$33.320	\$33,320.00	1.7%	\$30,279.50	\$3,040.50	\$240.00	0.7%
500,0000	PNC	PNC FINANCIAL SERVICES GROUP CUSIP - 6933475105	\$58.310	\$29,155.00	1.5%	\$30,870.00	(\$1,715.00)	\$800.00	2.7%
450,0000	PM	PHILIP MORRIS INTL INC CUSIP - 718172109	\$83.640	\$37,638.00	1.9%	\$9,483.55	\$28,154.45	\$1,530.00	4.1%
1,000,0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	\$67.890	\$67,890.00	3.5%	\$52,063.75	\$15,826.25	\$2,248.00	3.3%
414,0000	SE	SPECTRA ENERGY CORP CUSIP - 847560109	\$27.380	\$11,335.32	0.6%	\$7,519.51	\$3,815.81	\$505.08	4.5%
300,0000	MMM	3M CO CUSIP - 88579Y101	\$92.850	\$27,855.00	1.4%	\$26,595.00	\$1,260.00	\$708.00	2.5%
1,800,0000	USB	US BANCORP DEL CUSIP - 902973304	\$31.940	\$57,492.00	2.9%	\$41,820.53	\$15,671.47	\$1,404.00	2.4%
		Equities - Total		\$1,810,235.15	92.2%	\$1,102,451.97	\$707,783.18	\$53,743.06	3.0%
		Total Portfolio Positions		\$1,963,305.63	100.0%	\$1,254,580.68	\$708,724.95	\$59,976.01	3.1%