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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 01-01-2012 , and ending 12-31-2012

Name of foundation CAROL ANN AND RALPH V HAILE US BANCORP FOUNDATION TRUST UAD 5/30/03		A Employer identification number 54-2135984	
Number and street (or P O box number if mail is not delivered to street address) 425 WALNUT STREET CN-OH-W11F		Room/suite	
City or town, state, and ZIP code CINCINNATI, OH 45202		B Telephone number (see instructions) (513) 632-4385	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		C If exemption application is pending, check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 229,104,157		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 ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	78,941	78,941		
	4 Dividends and interest from securities.	5,164,627	5,164,627		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,753,685			
	b Gross sales price for all assets on line 6a _____ 37,490,511				
	7 Capital gain net income (from Part IV, line 2)		2,753,685		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	7,997,253	7,997,253		
	13 Compensation of officers, directors, trustees, etc	997,954	79,662		918,293
	14 Other employee salaries and wages	43,790	21,895		21,895
	15 Pension plans, employee benefits	14,708	7,354		7,354
	16a Legal fees (attach schedule) 	9,154	0		9,154
	b Accounting fees (attach schedule) 	13,350	13,350		0
	c Other professional fees (attach schedule) 	1,254,431	1,207,311		47,120
	17 Interest				
	18 Taxes (attach schedule) (see instructions) 	91,575	51,866		39,707
	19 Depreciation (attach schedule) and depletion 	13,588	0		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) 	388,171	30,250		366,601
	24 Total operating and administrative expenses. Add lines 13 through 23	2,826,721	1,411,688		1,410,124
	25 Contributions, gifts, grants paid	10,842,887			10,842,887
	26 Total expenses and disbursements. Add lines 24 and 25	13,669,608	1,411,688		12,253,011
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-5,672,355			
	b Net investment income (if negative, enter -0-)		6,585,565		
	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
Assets	1	Cash—non-interest-bearing		
	2	Savings and temporary cash investments	22,017,367	11,427,259
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	10,000	
	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 page 15 of the instructions)		
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments—U S and state government obligations (attach schedule)	0	960,997
	b	Investments—corporate stock (attach schedule)	46,072,789	39,450,450
	c	Investments—corporate bonds (attach schedule).	22,245,565	28,323,124
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	128,535,308	133,329,619
	14	Land, buildings, and equipment basis ▶ <u>276,773</u> Less accumulated depreciation (attach schedule) ▶ <u>218,124</u>	72,237	58,649
Liabilities	15	Other assets (describe ▶ _____)	60,023	54,746
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	219,013,289	213,604,844
	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe ▶ _____)		
	23	Total liabilities (add lines 17 through 22)	0	0
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.		
	27	Capital stock, trust principal, or current funds	623,375	623,375
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	263,910
	29	Retained earnings, accumulated income, endowment, or other funds	218,389,914	212,717,559
	30	Total net assets or fund balances (see page 17 of the instructions)	219,013,289	213,604,844
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	219,013,289	213,604,844

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	219,013,289
2	Enter amount from Part I, line 27a	2	-5,672,355
3	Other increases not included in line 2 (itemize) ▶ _____	3	263,910
4	Add lines 1, 2, and 3	4	213,604,844
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	213,604,844

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)
1 a	COST DIVERSIFIED FUND	P	2011-12-31	2012-12-31
b	SHORT TERM LOSSES FROM STOCK SALES	P	2011-01-01	2012-12-31
c	LONG TERM STOCK SALES	P	2011-12-31	2012-12-31
d	CAPITAL GAINS DIVIDENDS	P		
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 73,364			73,364
b 9,438,844		9,463,998	-25,154
c 27,663,851		25,272,828	2,391,023
d 314,452			314,452
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			73,364
b			-25,154
c			2,391,023
d			314,452
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	2,753,685
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 page 18 of 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	12,692,746	223,245,770	0 056855
2010	11,804,199	214,457,648	0 055042
2009	10,596,498	190,736,098	0 055556
2008	10,692,507	245,402,144	0 043571
2007	6,861,758	245,470,294	0 027954

2 Total of line 1, column (d).	2	0 238978
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 047796
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	224,867,716
5 Multiply line 4 by line 3.	5	10,747,777
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	65,856
7 Add lines 5 and 6.	7	10,813,633
8 Enter qualifying distributions from Part XII, line 4. 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	8	12,253,011

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	65,856
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	0
3		Add lines 1 and 2.		3	65,856
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	65,856
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	103,280	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	35,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	138,280
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	72,424
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 72,424	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 0 (2) On foundation managers ☒ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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	Yes	
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	Yes	
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶WWW HAILEUSB ORG				
14	The books are in care of ▶CHRIS BOCHENEK Telephone no ▶(513) 632-4381 Located at ▶425 WALNUT STREET CN-OH-W11F CINCINNATI OH ZIP +4 ▶45202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 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		No
See 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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		No
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 ▶ 20____, 20____, 20____, 20____			
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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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).

✓

YesNo

(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

No

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?

✓

YesNo

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

📎

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

✓

No

b

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

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

✓

No

b

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

7b

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TIMOTHY MALONEY	PRESIDENT AND CEO	359,989	33,448	0
425 WALNUT CN-OH-W11F CINCINNATI, OH 45201	40 00			
LESLIE P MALONEY	SENIOR VICE PRESIDENT	174,403	13,137	0
425 WALNUT CN-OH-W11F CINCINNATI, OH 45201	40 00			
CHRISTINE BOCHENEK	VICE PRESIDENT	139,172	20,152	0
425 WALNUT CN-OH-W11F CINCINNATI, OH 45201	40 00			
ERIC AVNER	VICE PRESIDENT	131,855	15,799	0
425 WALNUT CN-OH-W11F CINCINNATI, OH 45201	40 00			

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.

▶

0

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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
US BANK	TRUSTEE AND CUSTODIAN SERVICES	1,172,869
425 WALNUT STREET CINCINNATI, OH 45202		
Total number of others receiving over \$50,000 for professional services. 		0

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	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. 	0

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	213,380,878
b	Average of monthly cash balances.	1b	14,911,219
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	228,292,097
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	228,292,097
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,424,381
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	224,867,716
6	Minimum investment return. Enter 5% of line 5.	6	11,243,386

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	11,243,386
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	65,856
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	65,856
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	11,177,530
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	11,177,530
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	11,177,530

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	12,253,011
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	12,253,011
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	65,856
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	12,187,155
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				11,177,530
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				16,054
d From 2010.				1,153,212
e From 2011.				1,633,707
f Total of lines 3a through e.	2,802,973			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 12,253,011				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				11,177,530
e Remaining amount distributed out of corpus	1,075,481			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,878,454			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	3,878,454			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				16,054
c Excess from 2010. . . .				1,153,212
d Excess from 2011. . . .				1,633,707
e Excess from 2012. . . .				1,075,481

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization 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))

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

2

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

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

a

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

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 Additional Data Table				
Total			3a	10,842,887
b Approved for future payment See Additional Data Table				
Total			3b	2,310,854

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			14	78,941	
4	Dividends and interest from securities. . . .			14	5,164,627	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	2,753,685	
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). .		0		7,997,253	0
13	Total. Add line 12, columns (b), (d), and (e).			13	7,997,253	

[illegible]

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. (2) Other assets. b Other transactions (1) Sales of assets to a noncharitable exempt organization. (2) Purchases of assets from a noncharitable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Reimbursement arrangements. (5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. 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		Yes	No
1a(1)			No
1a(2)			No
1b(1)			No
1b(2)			No
1b(3)			No
1b(4)			No
1b(5)			No
1b(6)			No
1c			No

[illegible]

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 or fiduciary) is based on all information of which preparer has any knowledge.		
	Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ **Yes** ☐ **No**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00280235
	SHARON R REISMAN	SHARON R REISMAN	2013-08-09		
	Firm's name ☐	CLARK SCHAEFER HACKETT AND CO		Firm's EIN ☐ 31-0800053	
		ONE EAST FOURTH ST SUITE 1200			
	Firm's address ☐	CINCINNATI, OH 45202		Phone no (513) 241-3111	

Form 990PF Part XV Line 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				
AMERICAN SIGN MUSEUM 11262 CORNELL PARK DR CINCINNATI, OH 45242	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	3,000
AMERICAN SIGN MUSEUM 11262 CORNELL PARK DR CINCINNATI, OH 45242	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	150,000
AMERICAN SIGN MUSEUM 11262 CORNELL PARK DR CINCINNATI, OH 45242	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	10,000
AMERICAN SIGN MUSEUM 11262 CORNELL PARK DR CINCINNATI, OH 45242	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	15,000
ARCHDIOCESE OF CINCINNATI 100 EAST 8TH STREET CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
ARCHDIOCESE OF CINCINNATI 100 EAST 8TH STREET CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
ART ACADEMY OF CINCINNATI 1212 JACKSON ST CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	10,000
ART OPPORTUNITIES INC 20 E CENTRAL PKWY CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	30,000
ART OPPORTUNITIES INC 20 E CENTRAL PKWY CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
ART OPPORTUNITIES INC 20 E CENTRAL PKWY CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	6,000
ART OPPORTUNITIES INC 20 E CENTRAL PKWY CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	1,500
ART OPPORTUNITIES INC 20 E CENTRAL PKWY CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	5,500
ART OPPORTUNITIES INC 20 E CENTRAL PKWY CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	1,377
ASSISTANCE LEAGUE OF 1957 META DRIVE SUITE A CINCINNATI, OH 45237	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	20,000
ASSOC OF FUNDRAISING PROFESSIONALS 4010 EXECUTIVE PARK DR CINCINNATI, OH 45241	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	15,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
BAKER HUNT FOUNDATION INC 620 GREENUP COVINGTON,KY 41011	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	17,000
BAKER HUNT FOUNDATION INC 620 GREENUP COVINGTON,KY 41011	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	5,000
BAKER HUNT FOUNDATION INC 620 GREENUP COVINGTON,KY 41011	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	5,000
BEECH ACRES PARENTING CENTER 6881 BEECHMONT AVENUE CINCINNATI,OH 45230	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	20,000
BEHRINGER CRAWFORD MUSEUM 1600 MONTAGUE ROAD COVINGTON,KY 41011	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	10,000
BI-OKOTO DRUM & DANCE THEATRE 7030 READING ROAD - SUITE 662 CINCINNATI,OH 45237	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
BOOKS BY THE BANKS 414 WALNUT ST FL 11 CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	10,000
BOYS HOPE GIRLS HOPE 4225 MALSBARY RD SUITE 208 CINCINNATI,OH 45242	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
BREWERY DISTRICT OF CINCINNATI INC 4030 MT CARMEL TOBASCO CINCINNATI,OH 45255	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	4,500
BREWERY DISTRICT OF CINCINNATI INC 4030 MT CARMEL TOBASCO CINCINNATI,OH 45255	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	3,500
BRIGHTON PROPERTIES INC 741 CENTRAL AVE NEWPORT,KY 41071	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	30,000
BUILDING HEALTHY LIVES FOR WOMEN FDN 625 EDEN PARK DR STE 200 CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
BUILDING HEALTHY LIVES FOR WOMEN FDN 625 EDEN PARK DR STE 200 CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
BUILDING HEALTHY LIVES FOR WOMEN FDN 625 EDEN PARK DR STE 200 CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	61,950
BUILDING HEALTHY LIVES FOR WOMEN FDN 625 EDEN PARK DR STE 200 CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CATALYTIC DEVELOPMENT FUNDING CORP 50 EAST RIVERCENTER BOULEVARD COVINGTON,KY 41011	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	60,000
CBC FOUNDATION INC 501 MADISON AVENUE COVINGTON,KY 41011	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
CENTER FOR GREAT NEIGHBORHOODS 1650 RUSSELL STREET COVINGTON,KY 41011	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	5,000
CENTER FOR GREAT NEIGHBORHOODS 1650 RUSSELL STREET COVINGTON,KY 41011	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	135,000
CENTER FOR HOLOCAUST 3101 CLIFTON AVE CINCINNATI,OH 45220	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	10,000
CEOS FOR CITIES NFP 177 N STATE ST CAROL C COLETTA CHICAGO,IL 60601	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	48,250
CEOS FOR CITIES NFP 177 N STATE ST CAROL C COLETTA CHICAGO,IL 60601	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	17,000
CHILDREN INCORPORATED 333 MADISON AVENUE COVINGTON,KY 41011	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
CHILDRENS HOSPITAL MEDICAL CENTER 3333 BURNET AVE CINCINNATI,OH 45229	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	2,500
CHILDREN'S HOSPITAL MEDICAL CENTER 3333 BURNET AVENUE ML 4900 CINCINNATI,OH 45229	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	1,000
CINCINNATI BALLET COMPANY INC 1555 CENTRAL PKWY CINCINNATI,OH 45002	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	45,000
CINCINNATI BALLET COMPANY INC 1555 CENTRAL PKWY CINCINNATI,OH 45002	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
CINCINNATI BALLET COMPANY INC 1555 CENTRAL PKWY CINCINNATI,OH 45002	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
CINCINNATI CENTER CITY DEVELOPMENT 1014 VINE STREET CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	250,000
CINCINNATI CENTER CITY DEVELOPMENT 1410 RACE ST CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CINCINNATI CENTER CITY DEVELOPMENT 1410 RACE ST CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
CINCINNATI DEVELOPMENT FUND INC 1100 WALNUT STREET CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	10,000
CINCINNATI MUSEUM ASSOCIATION DBA 953 EDEN PARK DRIVE CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	250,000
CINCINNATI MUSEUM CENTER 1301 WESTERN AVENUE CINCINNATI,OH 45203	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
CINCINNATI MUSICAL FESTIVAL ASSOC 1241 ELM STREET CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	45,000
CINCINNATI NATURE CENTER ASSOCIATION 4949 TEALTOWN ROAD MILFORD,OH 45150	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	75,000
CINCINNATI OBSERVATORY CENTER 3489 OBSERVATORY PLACE CINCINNATI,OH 45208	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
CINCINNATI OPERA ASSOCIATION 1243 ELM STREET CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	100,000
CINCINNATI OPERA ASSOCIATION 1243 ELM STREET CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
CINCINNATI PARK FOUNDATION 950 EDEN PARK DRIVE CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	20,000
CINCINNATI PARK FOUNDATION 950 EDEN PARK DRIVE CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	9,116
CINCINNATI PLAYHOUSE IN THE PARK PO BOX 6537 CINCINNATI,OH 45206	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	45,000
CINCINNATI PLAYHOUSE IN THE PARK PO BOX 6537 CINCINNATI,OH 45206	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	250,000
CINCINNATI PUBLIC RADIO INC 1223 CENTRAL PKWY CINCINNATI,OH 45214	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	20,000
CINCINNATI PUBLIC SCHOOLS 2651 BURNET AVENUE CINCINNATI,OH 45219	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	120,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CINCINNATI PUBLIC SCHOOLS 2651 BURNET AVENUE CINCINNATI, OH 45219	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
CINCINNATI SYMPHONY ORCHESTRA 1241 ELM STREET CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
CINCINNATI SYMPHONY ORCHESTRA 1241 ELM STREET CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	36,985
CINCINNATI USA REGIONAL CHAMBER FDN 300 CAREW TOWER 441 VINE STREET CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	40,000
CINCINNATI USA REGIONAL CHAMBER FDN 300 CAREW TOWER 441 VINE STREET CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	75,000
CIVIC GARDEN CENTER OF GREATER 2715 READING ROAD CINCINNATI, OH 45206	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	70,000
CIVIC GARDEN CENTER OF GREATER 2715 READING ROAD CINCINNATI, OH 45206	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	70,000
COLLEGE OF MT ST JOSEPH 5701 DELHI RD CINCINNATI, OH 45233	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
COLLEGE OF MT ST JOSEPH 5701 DELHI RD CINCINNATI, OH 45233	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	12,000
COMMONWEALTH FUND FOR KET 560 COOPER DRIVE LEXINGTON, KY 40502	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	2,500
COMPREHENSIVE COMMUNITY CHILD CARE 1924 DANA AVE CINCINNATI, OH 45207	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	5,000
COMPREHENSIVE COMMUNITY CHILD CARE 1924 DANA AVE CINCINNATI, OH 45207	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	500
CONSTELLA CINCINNATI FESTIVAL OF MUSIC AND FINE ARTS 2444 MADISON ROAD 910 CINCINNATI, OH 45208	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	5,000
CONTEMPORARY ARTS CENTER 44 EAST 6TH STREET CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	100,000
CORPORATION FOR FINDLAY MARKET PO BOX 14727 CINCINNATI, OH 45250	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
COVINGTON PROTESTANT CHILDREN'S HOME 200 HOME ROAD COVINGTON,KY 41011	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
CRAYONS TO COMPUTERS INC 1350 TENNESSEE AVENUE CINCINNATI,OH 45229	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	80,000
DOWNTOWN CINCINNATI INC 617 VINE STREET ROOM 1200 CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
EASTER SEALS WORK RESOURCE CENTER 2901 GILBERT AVENUE CINCINNATI,OH 45206	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	8,450
EASTER SEALS WORK RESOURCE CENTER 2901 GILBERT AVENUE CINCINNATI,OH 45206	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	120,000
ELEMENTZ PO BOX 141078 CINCINNATI,OH 45250	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	20,000
ENJOY THE ARTS 1338 MAIN STREET CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	37,000
EVERY CHILD SUCCEEDS 3333 BURNET AVE CINCINNATI,OH 45229	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	2,000
EXECUTIVE SERVICE CORPS 10921 REED HARTMAN HWY SUITE 228 CINCINNATI,OH 45242	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
FORWARD QUEST INC 50 E RIVER CENTER BLVD ROOM 465 COVINGTON,KY 41011	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	250,000
FREESTORE FOODBANK 1250 TENNESSEE AVE CINCINNATI,OH 45229	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	20,000
FREESTORE FOODBANK 1250 TENNESSEE AVE CINCINNATI,OH 45229	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	38,000
FREESTORE FOODBANK 1250 TENNESSEE AVE CINCINNATI,OH 45229	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	5,000
FREESTORE FOODBANK 1250 TENNESSEE AVE CINCINNATI,OH 45229	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
GATEWAY COMMUNITY AND TECHNICAL 500 TECHNOLOGY WAY FLORENCE,KY 41042	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	15,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
GO VIBRANT 3410 CORNELL PL CINCINNATI, OH 45220	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	10,000
GOVERNOR'S SCHOLARS PROGRAM 1024 CAPITAL CENTER DR STE 21 FRANKFORT, KY 40601	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
GREATER CINCINNATI FILM COMMISSION 602 MAIN ST STE 712 CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	15,000
GREATER CINCINNATI FILM COMMISSION 602 MAIN ST STE 712 CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	10,000
GREATER CINCINNATI FOUNDATION 200 WEST FOURTH STREET CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	20,000
GREATER CINCINNATI FOUNDATION 200 WEST FOURTH STREET CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	300,000
GREATER OHIO POLICY CENTER INC 399 E MAIN ST STE 140 COLUMBUS, OH 43215	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	10,000
GREEN UMBRELLA 421 OAK STREET CINCINNATI, OH 45219	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	15,000
GREEN UMBRELLA 421 OAK STREET CINCINNATI, OH 45219	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
HILLFOREST HISTORICAL FOUNDATION INC 213 FIFTH STREET AURORA, IN 47001	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
HOMESTEADING AND URBAN REDEVELOPMENT 100 E CENTRAL PKWY APT 206 CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	15,000
HOSPICE OF THE BLUEGRASS INC 2312 ALEXANDRIA DR LEXINGTON, KY 40504	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	2,500
ITNGREATERCINCINNATI 311 STRAIGHT ST CINCINNATI, OH 45219	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
JEWISH FEDERATION OF CINCINNATI 8499 RIDGE ROAD CINCINNATI, OH 45236	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	10,000
JOY OUTDOOR EDUCATION CENTER PO BOX 157 CLARKSVILLE, OH 45113	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
JOY OUTDOOR EDUCATION CENTER PO BOX 157 CLARKSVILLE,OH 45113	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
JOY OUTDOOR EDUCATION CENTER PO BOX 157 CLARKSVILLE,OH 45113	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	200,000
KENTUCKY PHILANTHROPY INITIATIVE INC 370 S BROADWAY LEXINGTON,KY 40508	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
KENTUCKY PHILANTHROPY INITIATIVE INC 370 S BROADWAY LEXINGTON,KY 40508	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	15,000
KENZIE'S CLOSET PO BOX 43285 CINCINNATI,OH 45243	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	10,000
KNOW THEATRE TRIBE INC 1120 JACKSON ST CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
KNOW THEATRE TRIBE INC 1120 JACKSON ST CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	40,000
KNOWLEDGEWORKS FOUNDATION 1 WEST 4TH STREET SUITE 200 CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
KNOWLEDGEWORKS FOUNDATION 1 WEST 4TH STREET SUITE 200 CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	165,000
KNOWLEDGEWORKS FOUNDATION 1 WEST 4TH STREET SUITE 200 CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	15,000
LEADERSHIP COUNCIL OF HUMAN SERVICE 1650 RUSSELL STREET COVINGTON,KY 41011	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
LEARNING THROUGH ART 1420 SYCAMORE STREET CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
LIVING ARRANGEMENTS FOR THE 3603 VICTORY PARKWAY CINCINNATI,OH 45229	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	15,000
LOCAL INITIATIVES SUPPORT CORP 6 EAST FOURTH ST SUITE 1225 CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
MADCAP PRODUCTIONS 3316 GLENMORE AVE CINCINNATI,OH 45211	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	20,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
MAIN STREET VENTURES 1201 MAIN ST STE 3 CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	87,000
MAYERSON ACADEMY FOR HUMANAN RESOURCES 2650 HIGHLAND AVE CINCINNATI,OH 45219	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	2,030
MAYERSON ACADEMY FOR HUMAN RESOURCES 2650 HIGHLAND AVE CINCINNATI,OH 45219	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
MENTAL HEALTH ASSOCIATION OF NKY INC 513 MADISON AVE FL 3 COVINGTON,KY 41011	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	6,000
MERCANTILE LIBRARY ASSOCIATION 414 WALNUT ST FL 11 CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	15,000
MUSIC RESOURCE CENTER - CINCINNATI PO BOX 44253 CINCINNATI,OH 45244	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	15,000
NATIONAL UNDERGROUND RAILROAD FREEDOM CENTER 50 E FREEDOM WAY CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	100,000
NORTHERN KENTUCKY EDUCATION COUNCIL 7310 TURFWAY RD 115 FLORENCE,KY 41042	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
NORTHERN KENTUCKY UNIVERSITY 822 LUCAS AC HIGHLAND HEIGHTS,KY 41099	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	12,500
NORTHERN KENTUCKY UNIVERSITY 822 LUCAS AC HIGHLAND HEIGHTS,KY 41099	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	3,000,000
NORTHERN KENTUCKY UNIVERSITY 822 LUCAS AC HIGHLAND HEIGHTS,KY 41099	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	15,000
NORTHERN KENTUCKY UNIVERSITY 822 LUCAS AC HIGHLAND HEIGHTS,KY 41099	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	30,360
NORTHERN KENTUCKY UNIVERSITY 822 LUCAS AC HIGHLAND HEIGHTS,KY 41099	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
NORTHERN KY UNIVERSITY FDN INC LUCAS ADMINISTRATIVE CENTER ROOM 221 HIGHLAND HEIGHTS,KY 41099	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	30,360
NORTHSIDE COMMUNITY COUNCIL PO BOX 23324 CINCINNATI,OH 45223	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	5,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
NORTHSIDE COMMUNITY COUNCIL PO BOX 23324 CINCINNATI,OH 45223	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	35,000
OHIO GRANTMAKERS FORUM 37 WEST BROAD STREET SUITE 800 COLUMBUS,OH 43215	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	10,500
OTR ADOPT INC 509 E THIRTEENTH ST CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	20,000
OVER THE RHINE COMMUNITY HOUSING 114 W 14TH ST CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	20,000
OVER THE RHINE REVITALIZATION CORP 222 EAST 14TH ST CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	20,000
PROKIDS 2605 BURNET AVE CINCINNATI,OH 45219	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
RENAISSANCE COVINGTON INC 638 MADISON AVE STE 412 COVINGTON,KY 41011	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
RENAISSANCE COVINGTON INC 638 MADISON AVE STE 412 COVINGTON,KY 41011	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	3,000
RENAISSANCE COVINGTON INC 638 MADISON AVE STE 412 COVINGTON,KY 41011	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	2,500
ROMAN CATHOLIC DIOCESE OF COVINGTON 1140 MADISON AVE COVINGTON,KY 41011	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	10,000
ROSELAWN COMMUNITY URBAN PO BOX 37609 CINCINNATI,OH 45222	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	5,500
SALVATION ARMY NATIONAL CORP 615 SLATERS LN ALEXANDRIA,VA 22313	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	15,000
SEVEN HILLS SCHOOL 5400 RED BANK ROAD CINCINNATI,OH 45227	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
SOCIETY OF ST VINCENT DEPAUL 1125 BANK ST CINCINNATI,OH 45214	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	20,000
SOCIETY OF ST VINCENT DE PAUL 2655 CRESCENT SPRINGS RD CRESCENT SPRINGS,KY 41017	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	10,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SOCIETY OF ST VINCENT DE PAUL 2655 CRESCENT SPRINGS RD CRESCENT SPRINGS,KY 41017	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	7,500
SOCIETY OF ST VINCENT DE PAUL 2655 CRESCENT SPRINGS RD CRESCENT SPRINGS,KY 41017	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	9,913
SPIRIT OF CINCINNATI 525 VINE ST STE 1500 CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	35,000
SPIRIT OF CINCINNATI 525 VINE ST STE 1500 CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	7,500
SPIRIT OF CINCINNATI 525 VINE ST STE 1500 CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	10,000
SPIRIT OF CINCINNATI 525 VINE ST STE 1500 CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	77,533
SPIRIT OF CINCINNATI 525 VINE ST STE 1500 CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	71,892
SPIRIT OF CINCINNATI 525 VINE ST STE 1500 CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	15,000
SPRING GROVE HERITAGE FOUNDATION 4521 SPRING GROVE AVE CINCINNATI,OH 45232	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	21,888
STARTUP WEEKEND 1700 7TH AVE STE 116 147 SEATTLE,WA 98101	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	2,500
TAFT MUSEUM OF ART 316 PIKE ST CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	225,000
TAFT MUSEUM OF ART 316 PIKE ST CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
TAFT MUSEUM OF ART 316 PIKE ST CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
TALBERT HOUSE 2600 VICTORY PARKWAY CINCINNATI,OH 45206	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	21,450
TEACH FOR AMERICA INC 315 WEST 36TH STREET 7TH FLOOR NEW YORK,NY 10018	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
TEACH FOR AMERICA INC 315 WEST 36TH STREET 7TH FLOOR NEW YORK,NY 10018	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
THE CARNEGIE VISUAL & PERFORMING ARTS CENTER 1028 SCOTT BLVD COVINGTON,KY 41011	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	75,000
THE CARNEGIE VISUAL & PERFORMING ARTS CENTER 1028 SCOTT BLVD COVINGTON,KY 41011	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	5,000
THE CHILDREN'S THEATRE OF CINCINNATI 5020 OAKLAWN DRIVE SUITE 2000 CINCINNATI,OH 45227	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
THE CHRIST HOSPITAL 2139 AUBURN AVE CINCINNATI,OH 45219	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	3,000
THE COMMUNITY ARTS INSTITUTE INC 5021 WHETSEL AVE CINCINNATI,OH 45227	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	7,500
THE OHIO RIVER WAY INC PO BOX 43261 CINCINNATI,OH 45243	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	10,000
THE POINT ARC OF NKY INC 104 WEST PIKE STREET COVINGTON,KY 41011	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
THE RESIDENT HOME CORPORATION 3030 WEST FORK ROAD CINCINNATI,OH 45211	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
THOMAS MORE COLLEGE 333 THOMAS MORE PARKWAY CRESTVIEW HILLS,KY 41017	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
TRI-STATE WARBIRD MUSEUM 4021 BORMAN DRIVE BATAVIA,OH 45103	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	100,000
UNITED WAY OF GREATER CINCINNATI 2400 READING ROAD CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	59,500
UNITED WAY OF GREATER CINCINNATI 2400 READING ROAD CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	250,000
UNITED WAY OF GREATER CINCINNATI 2400 READING ROAD CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
UNITED WAY OF GREATER CINCINNATI 2400 READING ROAD CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	100,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
UNIVERSITY OF CINCINNATI FOUNDATION 425 OAK ST CINCINNATI,OH 45219	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
UNIVERSITY OF CINCINNATI FOUNDATION 425 OAK ST CINCINNATI,OH 45219	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	2,000
UNIVERSITY OF CINCINNATI FOUNDATION 425 OAK ST CINCINNATI,OH 45219	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	15,000
UNIVERSITY OF CINCINNATI FOUNDATION 425 OAK ST CINCINNATI,OH 45219	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	20,000
UNIVERSITY OF CINCINNATI FOUNDATION 425 OAK ST CINCINNATI,OH 45219	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	5,000
UNIVERSITY OF CINCINNATI FOUNDATION PO BOX 19970 CINCINNATI,OH 45219	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
UNIVERSITY OF CINCINNATI FOUNDATION 425 OAK ST CINCINNATI,OH 45219	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
VENTURE FOR AMERICA INC 138 WEST 25TH STREET 11TH FLOOR NEW YORK,NY 10001	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
WALNUT HILLS HIGH SCHOOL 3250 VICTORY PARKWAY CINCINNATI,OH 45207	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
WALNUT HILLS REDEVELOPMENT PO BOX 6363 CINCINNATI,OH 45206	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	35,000
WALNUT HILLS REDEVELOPMENT PO BOX 6363 CINCINNATI,OH 45206	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	20,000
WHOLE AGAIN INTERNATIONAL P O BOX 19618 CINCINNATI,OH 45219	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	20,000
WOMEN HELPING WOMEN 215 EAST NINTH ST 7TH FLOOR CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
WOMENS CRISIS CENTER INC 3580 HARGRAVE DRIVE HEBRON,KY 41048	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	50,000
WOOD HUDSON CANCER & RESEARCH LAB 931 ISABELLA STREET NEWPORT,KY 41071	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	15,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
XAVIER UNIVERSITY 3800 VICTORY PKWY CINCINNATI,OH 45207	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	15,000
YMCA OF GREATER CINCINNATI 1105 ELM STREET CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	83,333
ZOOLOGICAL SOCIETY OF CINCINNATI 3400 VINE STREET CINCINNATI,OH 45220	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
ZOOLOGICAL SOCIETY OF CINCINNATI 3400 VINE STREET CINCINNATI,OH 45220	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	5,000
Total			3a	10,842,887

Form 990PF Part XV Line 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)				
b <i>Approved for future payment</i>				
CINCINNATI PRESERVATION ASSOCIATION342 W 4TH STREET CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	RESTORATION OF THE GARDENS AT PINECROFT	300,000
EASTER SEALS WORK RESOURCE 2901 GILBERT AVENUE CINCINNATI, OH 45206	NONE	PUBLIC CHARITY	BUILDING VALUE HVAC UPGRADES	20,000
EASTER SEALS INC233 S WACKER DRIVE SUITE 2400 CHICAGO, IL 60606	NONE	PUBLIC CHARITY	VETERAN EMPLOYMENT PROGRAM	945,854
UNITED WAY OF GREATER CINCINNATI2400 READING ROAD CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	PARTNERS FOR A COMPETITIVE WORKFORCE (2013-2015)	300,000
GOVERNOR'S SCHOLARS PROGRAM 1024 CAPITOL CENTER DRIVE SUITE 2010 FRANKFORT, KY 40601	NONE	PUBLIC CHARITY	NORTHERN KENTUCKY STUDENT SCHOLARSHIPS	50,000
UNIVERSITY OF CINCINNATI FOUNDATIONPO BOX 19970 CINCINNATI, OH 45219	NONE	PUBLIC CHARITY	HEMI HOUSING ASSISTANCE PROGRAM	100,000
CINCINNATI BALLET1555 CENTRAL PARKWAY CINCINNATI, OH 45219	NONE	PUBLIC CHARITY	CINCYDANCE ¹ EDUCATION PROGRAM	50,000
CINCINNATI BALLET1555 CENTRAL PARKWAY CINCINNATI, OH 45214	NONE	PUBLIC CHARITY	50TH ANNIVERSARY BOOK	45,000
DOWNTOWN CINCINNATI INC35 EAST SEVENTH STREET SUITE 202 CINCINNATI, OH 45214	NONE	PUBLIC CHARITY	OVER-THE-RHINE DISTRICT MANAGEMENT PLAN	25,000
CINCINNATI NATURE CENTER4949 TEALTOWN ROAD MILFORD, OH 45202	NONE	PUBLIC CHARITY	SCHOOL PROGRAMS	75,000
CINCINNATI OPERA1243 ELM STREET CINCINNATI, OH 45150	NONE	PUBLIC CHARITY	CO TWO	400,000
Total  3b				2,310,854

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment
Sequence No **179**

Name(s) shown on return
CAROL ANN AND RALPH V HAILE US BANCORP
FOUNDATION TRUST UAD 5/30/03

Business or activity to which this form relates
FORM 990-PF PAGE 1

Identifying number

54-2135984

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
6				
7	Listed property Enter the amount from line 29	7		
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9	Tentative deduction Enter the smaller of line 5 or line 8	9		
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10		
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	13,588
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	13,588
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No						24b If "Yes," is the evidence written? ☐ Yes ☐ No		
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25	
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					
43 Amortization of costs that began before your 2012 tax year				43	5,277
44 Total. Add amounts in column (f) See the instructions for where to report				44	5,277

TY 2012 Accounting Fees Schedule

Name: CAROL ANN AND RALPH V HAILE US BANCORP
FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	13,350	13,350		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Amortization Schedule

Name: CAROL ANN AND RALPH V HAILE US BANCORP
FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
WEBSITE	2008-04-14	10,500	2,625	180 0000000000000	700	0		3,325
WEBSITE	2008-07-31	1,000	229	180 0000000000000	67	0		296
WEBSITE	2008-08-29	3,650	810	180 0000000000000	243	0		1,053
WEBSITE	2008-10-31	20,000	4,221	180 0000000000000	1,333	0		5,554
SOFTWARE	2008-02-26	44,005	11,247	180 0000000000000	2,934	0		14,181

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: CAROL ANN AND RALPH V HAILE US BANCORP

FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FURNITURE AND FIXTURES	2008-05-05	5,056	1,771	200DB	7 0000000000000	224	0		
FURNITURE AND FIXTURES	2008-07-15	1,900	641	200DB	7 0000000000000	88	0		
FURNITURE AND FIXTURES	2008-08-06	5,613	1,893	200DB	7 0000000000000	261	0		
FURNITURE AND FIXTURES	2008-09-10	17,308	5,838	200DB	7 0000000000000	805	0		
FURNITURE AND FIXTURES	2008-10-31	9,657	3,131	200DB	7 0000000000000	485	0		
FURNITURE AND FIXTURES	2008-11-13	57,193	18,547	200DB	7 0000000000000	2,871	0		
FURNITURE AND FIXTURES	2008-12-09	1,830	594	200DB	7 0000000000000	92	0		
FURNITURE AND FIXTURES	2009-01-13	1,055	296	200DB	7 0000000000000	66	0		
LEASEHOLD IMPROVEMENTS	2009-02-06	50,359	5,804	150DB	15 0000000000000	1,938	0		
LEASEHOLD IMPROVEMENTS	2009-02-09	1,474	170	150DB	15 0000000000000	57	0		
FURNITURE AND FIXTURES	2009-03-12	9,493	2,670	200DB	7 0000000000000	593	0		
LEASEHOLD IMPROVEMENTS	2009-03-19	19,851	2,288	150DB	15 0000000000000	764	0		
FURNITURE AND FIXTURES	2009-03-20	55,999	15,755	200DB	7 0000000000000	3,498	0		
LEASEHOLD IMPROVEMENTS	2009-03-20	11,560	1,332	150DB	15 0000000000000	445	0		
FURNITURE AND FIXTURES	2009-03-20	224	63	200DB	7 0000000000000	14	0		
LEASEHOLD IMPROVEMENTS	2009-03-30	1,943	224	150DB	15 0000000000000	75	0		
LEASEHOLD IMPROVEMENTS	2009-04-07	5,001	577	150DB	15 0000000000000	192	0		
FURNITURE AND FIXTURES	2009-05-19	1,835	516	200DB	7 0000000000000	115	0		
LEASEHOLD IMPROVEMENTS	2009-06-18	3,310	382	150DB	15 0000000000000	127	0		
FURNITURE AND FIXTURES	2009-07-02	1,835	516	200DB	7 0000000000000	115	0		
LEASEHOLD IMPROVEMENTS	2009-07-02	1,439	166	150DB	15 0000000000000	55	0		
FURNITURE AND FIXTURES	2009-08-11	268	75	200DB	7 0000000000000	17	0		
FURNITURE AND FIXTURES	2009-09-03	250	71	200DB	7 0000000000000	15	0		
FURNITURE AND FIXTURES	2009-09-30	2,741	771	200DB	7 0000000000000	171	0		
LEASEHOLD IMPROVEMENTS	2009-11-12	2,890	333	150DB	15 0000000000000	111	0		
FURNITURE AND FIXTURES	2009-11-23	5,700	1,604	200DB	7 0000000000000	356	0		
LEASEHOLD IMPROVEMENTS	2009-09-09	990	114	150DB	15 0000000000000	38	0		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Expenditure Responsibility Statement

Name: CAROL ANN AND RALPH V HAILE US BANCORP
FOUNDATION TRUST UAD 5/30/03
EIN: 54-2135984

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
BUILDING HEALTHY LIVES FOR WOMEN FOUNDATION (AKA CLEVER CRAZES FOR KIDS)	625 EDEN PARK DRIVE SUITE 200 CINCINNATI, OH 45202	2012-09-08	50,000	THE GRANT SUPPORTED MATERIALS THAT SUPPORT AN ONLINE WELLNESS PROGRAM FOR CHILDREN THESE MATERIALS WERE PROVIDED TO A 501C(3) CRAYONS TO COMPUTERS, WHO THEN DISTRIBUTED THEM TO TEACHERS		NO FUNDS HAVE BEEN DIVERTED TO ANY OTHER ACTIVITY	9/8/13		THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION OF REPORT WAS MADE
BUILDING HEALTHY LIVES FOR WOMEN FOUNDATION (AKA CLEVER CRAZES FOR KIDS)	625 EDEN PARK DRIVE SUITE 200 CINCINNATI, OH 45202	2012-11-19	61,950	THE GRANT SUPPORTED MATERIALS THAT SUPPORT AN ONLINE WELLNESS PROGRAM FOR CHILDREN THESE MATERIALS WERE PROVIDED TO A 501C(3) CRAYONS TO COMPUTERS, WHO THEN DISTRIBUTED THEM TO TEACHERS		NO FUNDS HAVE BEEN DIVERTED TO ANY OTHER ACTIVITY	8/31/13		THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION OF REPORT WAS MADE
BUILDING HEALTHY LIVES FOR WOMEN FOUNDATION (AKA CLEVER CRAZES FOR KIDS)	625 EDEN PARK DRIVE SUITE 200 CINCINNATI, OH 45202	2012-09-08	25,000	THE GRANT SUPPORTED MATERIALS THAT SUPPORT AN ONLINE WELLNESS PROGRAM FOR CHILDREN THESE MATERIALS WERE PROVIDED TO A 501C(3) CRAYONS TO COMPUTERS, WHO THEN DISTRIBUTED THEM TO TEACHERS		NO FUNDS HAVE BEEN DIVERTED TO ANY OTHER ACTIVITY	9/8/13		THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION OF REPORT WAS MADE
BUILDING HEALTHY LIVES FOR WOMEN FOUNDATION (AKA CLEVER CRAZES FOR KIDS)	625 EDEN PARK DRIVE SUITE 200 CINCINNATI, OH 45202	2012-12-19	50,000	THE GRANT SUPPORTED MATERIALS THAT SUPPORT AN ONLINE WELLNESS PROGRAM FOR CHILDREN THESE MATERIALS WERE PROVIDED TO A 501C(3) CRAYONS TO COMPUTERS, WHO THEN DISTRIBUTED THEM TO TEACHERS		NO FUNDS HAVE BEEN DIVERTED TO ANY OTHER ACTIVITY	12/31/14		THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION OF REPORT WAS MADE

TY 2012 Investments Corporate Bonds Schedule

Name: CAROL ANN AND RALPH V HAILE US BANCORP
FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	28,323,124	30,273,115

**TY 2012 Investments Corporate
Stock Schedule**

Name: CAROL ANN AND RALPH V HAILE US BANCORP
FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS	39,450,450	40,839,637

TY 2012 Investments Government Obligations Schedule

Name: CAROL ANN AND RALPH V HAILE US BANCORP
FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

US Government Securities - End of Year Book Value:	0
US Government Securities - End of Year Fair Market Value:	0
State & Local Government Securities - End of Year Book Value:	960,997
State & Local Government Securities - End of Year Fair Market Value:	941,460

TY 2012 Investments - Other Schedule**Name:** CAROL ANN AND RALPH V HAILE US BANCORP

FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS	AT COST	31,781,401	33,314,442
EXCHANGE TRADED FUNDS	AT COST	61,758,708	70,799,549
EXCHANGE TRADED FUNDS - FIXED INCOME	AT COST	12,913,519	13,620,016
MUTUAL FUNDS - FIXED INCOME	AT COST	12,549,533	12,712,548
REIT	AT COST	220,152	249,889
OTHER ASSETS	AT COST	9,569,606	10,286,557
FOREIGN BOND	AT COST	4,536,700	4,526,290

TY 2012 Land, Etc. Schedule

Name: CAROL ANN AND RALPH V HAILE US BANCORP
FOUNDATION TRUST UAD 5/30/03
EIN: 54-2135984

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE AND FIXTURES	5,056	4,523	533	
FURNITURE AND FIXTURES	1,900	1,679	221	
FURNITURE AND FIXTURES	5,613	4,961	652	
FURNITURE AND FIXTURES	17,308	15,297	2,011	
FURNITURE AND FIXTURES	9,657	8,445	1,212	
FURNITURE AND FIXTURES	57,193	50,015	7,178	
FURNITURE AND FIXTURES	1,830	1,601	229	
WEBSITE	10,500	3,325	7,175	
WEBSITE	1,000	296	704	
WEBSITE	3,650	1,053	2,597	
WEBSITE	20,000	5,554	14,446	
SOFTWARE	44,005	14,181	29,824	
FURNITURE AND FIXTURES	1,055	890	165	
LEASEHOLD IMPROVEMENTS	50,359	32,922	17,437	
LEASEHOLD IMPROVEMENTS	1,474	964	510	
FURNITURE AND FIXTURES	9,493	8,010	1,483	
LEASEHOLD IMPROVEMENTS	19,851	12,978	6,873	
FURNITURE AND FIXTURES	55,999	47,253	8,746	
LEASEHOLD IMPROVEMENTS	11,560	7,557	4,003	
FURNITURE AND FIXTURES	224	189	35	
LEASEHOLD IMPROVEMENTS	1,943	1,271	672	
LEASEHOLD IMPROVEMENTS	5,001	3,270	1,731	
FURNITURE AND FIXTURES	1,835	1,549	286	
LEASEHOLD IMPROVEMENTS	3,310	2,164	1,146	
FURNITURE AND FIXTURES	1,835	1,549	286	
LEASEHOLD IMPROVEMENTS	1,439	941	498	
FURNITURE AND FIXTURES	268	226	42	
FURNITURE AND FIXTURES	250	211	39	
FURNITURE AND FIXTURES	2,741	2,313	428	
LEASEHOLD IMPROVEMENTS	2,890	1,889	1,001	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE AND FIXTURES	5,700	4,810	890	
LEASEHOLD IMPROVEMENTS	990	647	343	

TY 2012 Legal Fees Schedule

Name: CAROL ANN AND RALPH V HAILE US BANCORP
FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	9,154	0		9,154

TY 2012 Other Assets Schedule

Name: CAROL ANN AND RALPH V HAILE US BANCORP
FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SOFTWARE - NET	32,758	29,824	29,824
WEBSITE - NET	27,265	24,922	24,922

TY 2012 Other Expenses Schedule**Name:** CAROL ANN AND RALPH V HAILE US BANCORP

FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EVENTS	1,488	0		1,488
OFFICE SUPPLIES	17,160	0		17,160
MEMBERSHIPS	18,015	0		18,015
SUBSCRIPTIONS	933	0		933
INSURANCE	9,373	0		9,373
ADMINISTRATIVE EXPENSES	293,428	30,250		263,178
OTHER EXPENSES	624	0		14,581
INTERNET EXPENSES	1,148	0		1,148
MISCELLANEOUS	40,725	0		40,725
AMORTIZATION	5,277	0		0

TY 2012 Other Increases Schedule

Name: CAROL ANN AND RALPH V HAILE US BANCORP
FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

Description	Amount
FORT WASHINGTON PRIVATE EQUITY INVESTORS VII, L.P	263,910

TY 2012 Other Professional Fees Schedule

Name: CAROL ANN AND RALPH V HAILE US BANCORP
FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STRATEGIC CONSULTING	47,120	0		47,120
INVESTMENT MANAGEMENT FEES	7,500	7,500		0
PORTFOLIO MANAGEMENT FEES	1,199,811	1,199,811		0

TY 2012 Taxes Schedule

Name: CAROL ANN AND RALPH V HAILE US BANCORP
FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	43,340	43,340		0
STATE TAXES	200	0		200
PAYROLL TAXES	48,035	8,526		39,507