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 04/01 **, 2012, and ending** 03/31,20 13

Name of foundation: H.G., H.F. & L.T. DORNETTE FOUNDATION
FIFTH THIRD BANK. TRUSTEE

A Employer identification number 31-6425317

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

B Telephone number (see instructions) 800- 336-6782

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

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 11,868,759.

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

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

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

		(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	29.	29.		STMT 1
	4 Dividends and interest from securities	258,530.	258,441.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	221,792.			
	b Gross sales price for all assets on line 6a 7,617,178.				
	7 Capital gain net income (from Part IV, line 2)		221,792.		
	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	480,351.	480,262.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	1,320.	660.	NONE	660.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	10,186.	3,827.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 5	85,961.	85,761.		200.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	97,467.	90,248.	NONE	860.
	25 Contributions, gifts, grants paid	870,000.			870,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	967,467.	90,248.	NONE	870,860.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-487,116.			
	b **Net investment income** (if negative, enter -0-)		390,014.		
	c **Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2012)

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing	-69,650.	-34,426.	-34,426.
2	Savings and temporary cash investments	183,106.	373,353.	373,353.
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)	8,051,050.	7,451,418.	9,139,742.
c	Investments - corporate bonds (attach schedule)	2,456,876.	2,379,406.	2,390,090.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	10,621,382.	10,169,751.	11,868,759.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	10,621,382.	10,169,751.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	10,621,382.	10,169,751.	
31	**Total liabilities and net assets/fund balances** (see instructions)	10,621,382.	10,169,751.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,621,382.
2	Enter amount from Part I, line 27a	2	-487,116.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	35,678.
4	Add lines 1, 2, and 3	4	10,169,944.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	193.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,169,751.

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	7,616,813.		7,395,021.	221,792.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				221,792.
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	221,792.
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	735,171.	10,679,788.	0.068838
2010	165,475.	10,844,645.	0.015259
2009	560,475.	9,889,037.	0.056676
2008	530,222.	10,248,123.	0.051738
2007	470,889.	13,656,874.	0.034480

2	**Total** of line 1, column (d)	2	0.226991
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	0.045398
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,369,565.
5	Multiply line 4 by line 3	5	516,156.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,900.
7	Add lines 5 and 6	7	520,056.
8	Enter qualifying distributions from Part XII, line 4	8	870,860.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	3,900.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	3,900.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	3,900.
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 6,000.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	6,000.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	2,100.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 2,100. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ FIFTH THIRD BANK Telephone no ▶ (513)534-4397			
	Located at ▶ 38 FOUNTAIN SQUARE, 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly).			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes	☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			**5b**	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			**6b**	X (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
FIFTH THIRD BANK 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH 45263	TRUSTEE 1	-0-	-0-	-0-

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,179,177.
b	Average of monthly cash balances	1b	363,529.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	11,542,706.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	11,542,706.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	173,141.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,369,565.
6	**Minimum investment return.** Enter 5% of line 5	6	568,478.

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	568,478.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,900.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,900.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	564,578.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	564,578.
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	564,578.

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	870,860.
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	870,860.
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	3,900.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	866,960.

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				564,578.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20 10 ,20 ___ ,20 ___		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007 ... NONE				
b From 2008 ... NONE				
c From 2009 ... NONE				
d From 2010 ... NONE				
e From 2011 ... 142,792.				
f **Total** of lines 3a through e	142,792.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 870,860.				
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				564,578.
e Remaining amount distributed out of corpus	306,282.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	449,074.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	449,074.			
10 Analysis of line 9				
a Excess from 2008 ... NONE				
b Excess from 2009 ... NONE				
c Excess from 2010 ... NONE				
d Excess from 2011 ... 142,792.				
e Excess from 2012 ... 306,282.				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

a The name, address, and telephone number 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED OH	NONE	EXEMPT	PROGRAM SUPPORT	870,000.
Total . . . . . . ▶ **3a**				870,000.
b *Approved for future payment*				
NONE				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	NONE	29.
4 Dividends and interest from securities			14	NONE	258,530.
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	NONE	221,792.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				NONE	480,351.

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 480,351.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
4	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
4	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED IN
4	THE GOVERNING DOCUMENT
8	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
8	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED IN
8	THE GOVERNING DOCUMENT
3	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
3	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED IN
3	THE GOVERNING DOCUMENT

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date: 05/16/2013 | Title: Trustee

MATTHEW CAROTHERS

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	29.	29.
TOTAL	29.	29.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	3,341.	3,341.
FOREIGN DIVIDENDS	38,892.	38,892.
NONDIVIDEND DISTRIBUTIONS	181.	
DOMESTIC DIVIDENDS	130,953.	130,953.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	55.	55.
NONDISTRIBUTIVE DIVIDENDS	-92.	
US GOVERNMENT INTEREST REPORTED AS QUALI	40.	40.
NONQUALIFIED FOREIGN DIVIDENDS	60.	60.
NONQUALIFIED DOMESTIC DIVIDENDS	85,100.	85,100.
TOTAL	258,530.	258,441.

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	1,320.	660.		660.
TOTALS	1,320.	660.	NONE	660.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	787.	787.
PRIOR YEAR EXCISE TAX PAID	359.	
EXCISE TAX ESTIMATE	6,000.	
FOREIGN TAXES ON QUALIFIED FOR	3,040.	3,040.
TOTALS	10,186.	3,827.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	760.	760.	
BANK SERVICE FEES	85,001.	85,001.	
OTHER MISC. EXPENSES	200.		200.
TOTALS	85,961.	85,761.	200.

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

DESCRIPTION	AMOUNT
ROUNDING ON INC, EXP & SALES	10.
COST BASIS ADJUSTMENTS ASSETS	788.
INCOME & LOSSES FROM LP K-1 NOT RECD IN ACCT	106.
DEDUCTIONS FROM LP K-1	760.
ADJ ON SALE LP UNITS	34,014.
TOTAL	35,678.

STATEMENT 6

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

DESCRIPTION	AMOUNT
COST BASIS ADJ ON SALES	50.
COST BASIS ADJ ON SALES FOR ROC	143.
TOTAL	193.

Dornette Foundation
Contributions
Fiscal Year Ending 3/31/2013

Organization	Address	City	St	Zip	Usage	Amt	Date Paid
American Cancer Society East Central Division	Route 422 and Sipe Avenue	Hershey	PA	17033	General Operating Support	$25,000.00	10/26/2012
American Heart Association (Cincinnati)	5211 Madison Road	Cincinnati	OH	45227	Project/Program Support	$25,000 00	10/22/2012
American Lung Association of the Midland States	1950 Arlingate Lane	Columbus	OH	43228	Project/Program Support	$25,000.00	10/22/2012
American Red Cross - Cincinnati Area Chapter	2111 Dana Avenue	Cincinnati	OH	45207	Project/Program Support	$50,000.00	2/7/2013
ArtsWave	20 E. Central Parkway, Suite 200	Cincinnati	OH	45202	Project/Program Support	$25,000 00	7/13/2012
ArtsWave	20 E. Central Parkway, Suite 200	Cincinnati	OH	45202	Project/Program Support	$35,000.00	3/29/2013
CET	1223 Central Parkway	Cincinnati	OH	45214-2812	Capital Fund Support	$100,000.00	12/5/2012
Cincinnati Children's Hospital Medical Center	3333 Burnet Avenue	Cincinnati	OH	45229-3039	Project/Program Support	$150,000.00	10/26/2012
Cincinnati Nature Center Association	4949 Tealtown Road	Milford	OH	45150	Project/Program Support	$50,000.00	2/7/2013
Cincinnati Zoo & Botanical Garden	3400 Vine Street	Cincinnati	OH	45220-1399	Project/Program Support	$250,000.00	11/9/2012
Friends of Sunrock Farm	103 Gibson Lane	Wilder	KY	41076-9703	Project/Program Support	$10,000.00	2/7/2013
Nature Conservancy in Ohio	6375 Riverside Drive, Suite 100	Dublin	OH	43017	Project/Program Support	$25,000.00	10/22/2012
Ronald McDonald House Charities of Greater	350 Erkenbrecher Avenue	Cincinnati	OH	45229	Project/Program Support	$25,000.00	2/7/2013
The Salvation Army	114 East Central Parkway	Cincinnati	OH	45202	Project/Program Support	$25,000.00	7/23/2012
Save the Children Federation	54 Wilton Road	Westport	CT	06880	Project/Program Support	$25,000.00	2/7/2013
World Wildlife Fund	1250 24th Street, NW	Washington	DC	20037-1193	Project/Program Support	$25,000.00	11/23/2012
						$ 870,000.00	

FIFTH THIRD PRIVATE BANK

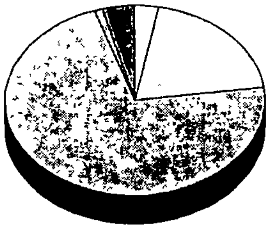
DORNETTE CONSOLIDATED ACCOUNT

03/01/2013 - 03/31/2013

FIFTH THIRD BANK
TRUSTEE FOR HELEN G HENRY
& LOUISE TUECHTER
DORNETT FOUNDATION CONSOLIDATED

Trust Officer: HEIDI B. JARK (513) 579-4397
Portfolio Manager: MAURA KELLY (513) 534-0243

INVESTMENT ALLOCATION SUMMARY



Description	Last Statement	This Statement	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	$388,699.13	$338,926.72	3%	$339.75	0.1%
Fixed Income	$2,394,740.62	$2,390,089.97	20%	$81,990.87	3.4%
Equities	$8,263,273.62	$8,573,815.44	72%	$132,665.81	1.5%
Real Estate Investments	$119,894.46	$122,146.41	1%	$3,627.68	3.0%
Alternative Strategies	$437,341.00	$443,780.45	4%	$3,781.72	0.9%
Total Account Value	**$11,603,948.83**	**$11,868,758.99**	**100%**	**$222,405.83**	**1.9%**

Net change in total account value 2.3 % Increase

ACCOUNT SUMMARY

	Cash	Investments*	Total
Beginning Balance	**$388,699.13**	**$11,215,249.70**	**$11,603,948.83**
Income	$19,262.66		$19,262.66
Distributions	$(42,137.61)		$(42,137.61)
Net Security Transactions	$(26,897.46)	$26,897.46	
Change in Market Value		$287,685.11	$287,685.11
Ending Balance	**$338,926.72**	**$11,529,832.27**	**$11,868,758.99**

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

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	$21,329.90	$24,125.06
Long-term gain/(loss)	$60,212.41	$157,853.91
Net realized gain/(loss)	**$81,542.31**	**$181,978.97**

INVESTMENT OBJECTIVE

Aggressive Growth

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

ACCOUNT OVERVIEW

	Current Period	YTD
Income Earned		
Interest	$27.05	$93.75
Dividends	$19,235.61	$42,035.56
Total Income Earned	$19,262.66	$42,129.31
Contributions		
Cash	$0.00	$186,385 00
Total Contributions	$0.00	$186,385.00
Distributions		
Cash	$(7,137.61)	$(207,776.69)
Benefits Paid	$(35,000.00)	$(195,000.00)
Total Distributions	$(42,137.61)	$(402,776.69)
Security Transactions		
Purchases	$(587,639.99)	$(1,209,966.30)
Sales	$560,742.53	$1,364,893.92
Net Security Transactions	$(26,897.46)	$154,927.62
Change in Market Value	$287,685.11	$679,977.14

FIFTH THIRD
PRIVATE BANK

DORNETTE CONSOLIDATED ACCOUNT

03/01/2013 - 03/31/2013

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
(34,426.2800)		CASH	$1.000	$(34,426.28)	(0.3)%	$(34,426.28)			
373,353.0000		FEDERATED PRIME CASH OBLIGATIONS FUND INSTITUTIONAL SHARES CUSIP - 99FEDPCI5	$1.000	$373,353.00	3.1%	$373,353.00		$339.75	0.1%
		Cash & Equivalents - Total		**$338,926.72**	**2.9%**	**$338,926.72**		**$339.75**	**0.1%**
Fixed Income									
52,439.4940	TOBYX	TOUCHSTONE CORE BOND FUND CL Y (INCOME INVESTMENT) CUSIP - 89154W791	$10.640	$557,956.22	4.7%	$529,426.80	$28,529.42	$19,140.42	3.4%
172,193.0220	TOBYX	TOUCHSTONE CORE BOND FUND CL Y CUSIP - 89154W791	$10.640	$1,832,133.75	15.4%	$1,849,979.07	$(17,845.32)	$62,850.45	3.4%
		Fixed Income - Total		**$2,390,089.97**	**20.1%**	**$2,379,405.87**	**$10,684.10**	**$81,990.87**	**3.4%**
Equities									
46.0000	AHL	ASPEN INSURANCE HOLDINGS LTD CUSIP - G05384105	$38.580	$1,774.68	0.0%	$1,194.18	$580.50	$31.28	1.8%
450.0000	DLPH	DELPHI AUTOMOTIVE PLC SHS CUSIP - G27823106	$44.400	$19,980.00	0.2%	$14,688.35	$5,291.65	$306.00	1.5%
1,184.0000	ETN	EATON CORP PLC SHS CUSIP - G29183103	$61.250	$72,520.00	0.6%	$62,446.24	$10,073.76	$1,989.12	2.7%
35.0000	ENH	ENDURANCE SPECIALTY HOLDING CUSIP - G30397106	$47.810	$1,673.35	0 0%	$1,432.51	$240.84	$44.80	2.7%
310 0000	ESV	ENSCO PLC SHS CLASS A CUSIP - G3157S106	$60.000	$18,600.00	0.2%	$18,464.03	$135.97	$503.75	2.7%
1,530.0000	IVZ	INVESCO LTD ADR CUSIP - G491BT108	$28.960	$44,308.80	0.4%	$27,283.17	$17,025.63	$1,055.70	2.4%
802.0000	STX	SEAGATE TECHNOLOGY PLC SHS	$36.555	$29,317.12	0 2%	$20,098.15	$9,218.97	$1,219.04	4.2%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - G7945M107							
480.0000	NE	NOBLE CORPORATION CUSIP - H5833N103	$38.150	$18,312.00	0.2%	$19,133.02	$(821.02)	$253.92	1.4%
108.0000	AIR	AAR CORP COM CUSIP - 000361105	$18.390	$1,986.12	0.0%	$1,453.62	$532.50	$32 40	1.6%
418.0000	AGCO	AGCO CORP CUSIP - 001084102	$52.120	$21,786.16	0.2%	$20,365.31	$1,420.85	$167.20	0 8%
2,442.0000	T	AT&T INC CUSIP - 00206R102	$36.690	$89,596.98	0.8%	$70,469.04	$19,127.94	$4,395.60	4 9%
339.0000	AEGR	AEGERION PHARMACEUTICALS INC CUSIP - 00767E102	$40.340	$13,675.26	0.1%	$12,436.69	$1,238.57		
615.0000	AMD	ADVANCED MICRO DEVICES INC CUSIP - 007903107	$2.550	$1,568.25	0.0%	$2,041.06	$(472.81)		
1,452.0000	AET	AETNA INC NEW CUSIP - 00817Y108	$51.130	$74,240.76	0.6%	$63,449.90	$10,790.86	$1,161.60	1.6%
150.0000	AMG	AFFILIATED MANAGERS GROUP CUSIP - 008252108	$153.570	$23,035.50	0 2%	$12,426.21	$10,609.29		
675.0000	A	AGILENT TECHNOLOGIES INC CUSIP - 00846U101	$41.970	$28,329.75	0.2%	$21,974.95	$6,354.80	$324.00	1.1%
4,116.0000	AA	ALCOA INC CUSIP - 013817101	$8.520	$35,068.32	0.3%	$35,782.44	$(714.12)	$493.92	1.4%
182.0000	MDRX	ALLSCRIPTS HEALTHCARE SOLUTIONS SOLUTIONS, INC. CUSIP - 01988P108	$13.590	$2,473.38	0.0%	$2,234.25	$239.13		
1,040.0000	ALL	ALLSTATE CORP CUSIP - 020002101	$49.070	$51,032.80	0.4%	$38,560.24	$12,472.56	$1,040.00	2.0%
922.0000	MO	ALTRIA GROUP INC	$34.390	$31,707.58	0.3%	$22,213.94	$9,493.64	$1,622.72	5.1%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 02209S103							
391.0000	AEL	AMERICAN EQUITY INVT LIFE HLDG CUSIP - 025676206	$14.890	$5,821.99	0.0%	$4,937.87	$884.12	$58.65	1.0%
432.0000	AXP	AMERICAN EXPRESS CO CUSIP - 025816109	$67.460	$29,142.72	0.2%	$21,635.56	$7,507.16	$345.60	1.2%
671.0000	AMP	AMERIPRISE FINANCIAL INC CUSIP - 03076C106	$73.650	$49,419.15	0 4%	$31,746.29	$17,672.86	$1,207.80	2.4%
1,573.0000	AME	AMETEK INC NEW COM CUSIP - 031100100	$43.360	$68,205.28	0.6%	$41,545.55	$26,659.73	$377.52	0.6%
432.0000	AMGN	AMGEN INC CUSIP - 031162100	$102.510	$44,284.32	0.4%	$22,724.78	$21,559.54	$812.16	1.8%
310.0000	ADI	ANALOG DEVICES INC CUSIP - 032654105	$46.490	$14,411.90	0.1%	$12,730.64	$1,681.26	$421.60	2 9%
509.0000	APA	APACHE CORP CUSIP - 037411105	$77.160	$39,274 44	0 3%	$50,683.91	$(11,409.47)	$407.20	1.0%
265.0000	AAPL	APPLE INC CUSIP - 037833100	$442.660	$117,304.90	1.0%	$75,537.07	$41,767.83	$2,809.00	2.4%
263.0000	AUQ	AURICO GOLD INC CUSIP - 05155C105	$6.290	$1,654.27	0.0%	$1,576.36	$77.91	$42 08	2.5%
66.0000	AVA	AVISTA CORP COM CUSIP - 05379B107	$27.400	$1,808.40	0.0%	$1,622.52	$185 88	$80.52	4.5%
1,288.0000	BBT	B B & T CORPORATION COM CUSIP - 054937107	$31.390	$40,430.32	0.3%	$30,430.86	$9,999.46	$1,184.96	2.9%
1,988.0000	BP	BP P.L.C. SPONSORED ADR CUSIP - 055622104	$42.350	$84,191.80	0.7%	$79,032.11	$5,159.69	$4,294.08	5.1%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
325.0000	BEAM	BEAM INC CUSIP - 073730103	$63.540	$20,650.50	0.2%	$19,412.33	$1,238.17	$292.50	1.4%
67.0000	BHLB	BERKSHIRE HILLS BANCORP INC CUSIP - 084680107	$25.540	$1,711.18	0.0%	$1,649.84	$61.34	$48.24	2.8%
787.0000	BBY	BEST BUY INC CUSIP - 086516101	$22.150	$17,432.05	0.1%	$16,091.71	$1,340.34	$535.16	3.1%
189.0000	BIIB	BIOGEN IDEC INC CUSIP - 09062X103	$192.618	$36,404.80	0.3%	$16,234.74	$20,170.06		
825.0000	BLMN	BLOOMIN BRANDS INC CUSIP - 094235108	$17.860	$14,734.50	0.1%	$12,854.38	$1,880.12		
538.0000	BA	BOEING CO CUSIP - 097023105	$85.850	$46,187.30	0.4%	$45,996.79	$190.51	$1,043.72	2.3%
321.0000	BCEI	BONANZA CREEK ENERGY INC CUSIP - 097793103	$38.670	$12,413.07	0.1%	$12,856.05	$(442.98)		
220.0000	BF B	BROWN FORMAN CORP CL B CUSIP - 115637209	$71.400	$15,708.00	0.1%	$14,550.10	$1,157.90	$224.40	1.4%
812.0000	BRKR	BRUKER BIOSCIENCES CORP CUSIP - 116794108	$19.100	$15,509.20	0.1%	$15,013.65	$495.55		
400.0000	BC	BRUNSWICK CORP COM CUSIP - 117043109	$34.220	$13,688.00	0.1%	$10,741.66	$2,946.34	$20 00	0.1%
760.0000	CBG	CBRE GROUP INC CUSIP - 12504L109	$25.250	$19,190.00	0.2%	$18,786.03	$403 97		
932.0000	CI	CIGNA CORP CUSIP - 125509109	$62.370	$58,128.84	0.5%	$42,503.97	$15,624.87	$37.28	0.1%
1,452.0000	CVS	CVS/CAREMARK CORPORATION CUSIP - 126650100	$54.990	$79,845.48	0.7%	$69,793.13	$10,052.35	$1,306.80	1.6%

FIFTH THIRD PRIVATE BANK

DORNETTE CONSOLIDATED ACCOUNT

03/01/2013 - 03/31/2013

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
325.0000	COG	CABOT OIL & GAS CUSIP - 127097103	$67 610	$21,973.25	0.2%	$15,697.86	$6,275.39	$26.00	0.1%
235.0000	CAM	CAMERON INTERNATIONAL CORP CUSIP - 13342B105	$65.200	$15,322.00	0.1%	$15,295.47	$26.53		
250.0000	CSL	CARLISLE COS INC CUSIP - 142339100	$67.790	$16,947.50	0.1%	$13,793.20	$3,154.30	$200.00	1.2%
396.0000	CTRX	CATAMARAN CORP CUSIP - 148887102	$53.030	$20,999.88	0.2%	$6,861.63	$14,138.25		
1,228.0000	CTL	CENTURYLINK INC COM CUSIP - 156700106	$35.130	$43,139.64	0.4%	$42,623.67	$515.97	$2,652.48	6.1%
177.0000	CERN	CERNER CORP COM CUSIP - 156782104	$94.740	$16,768.98	0.1%	$15,648 87	$1,120.11		
304.0000	CBI	CHICAGO BRIDGE AND IRON COMP CUSIP - 167250109	$62.100	$18,878.40	0.2%	$16,030.10	$2,848.30	$60.80	0 3%
5,004.0000	CSCO	CISCO SYSTEMS INC CUSIP - 17275R102	$20.895	$104,558.59	0.9%	$94,497.94	$10,060.65	$2,802.24	2.7%
2,615.0000	C	CITIGROUP INC CUSIP - 172967424	$44.240	$115,687.60	1.0%	$84,636.58	$31,051.02	$104.60	0.1%
658.0000	KO	COCA COLA CO CUSIP - 191216100	$40.440	$26,609.52	0.2%	$18,433.93	$8,175.59	$736.96	2.8%
421.0000	CCE	COCA-COLA ENTERPRISES INC NEW CUSIP - 19122T109	$36.920	$15,543.32	0.1%	$13,779.27	$1,764.05	$336.80	2 2%
89.0000	CDE	COEUR D ALENE MINES CORP IDAHO COM CUSIP - 192108504	$18.860	$1,678.54	0.0%	$1,662.52	$16.02		
374 0000	CFX	COLFAX CORP CUSIP - 194014106	$46.540	$17,405.96	0.1%	$8,807.70	$8,598 26		

FIFTH THIRD PRIVATE BANK

DORNETTE CONSOLIDATED ACCOUNT

03/01/2013 - 03/31/2013

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
242.0000	CVLT	COMMVAULT SYSTEMS CUSIP - 204166102	$82.000	$19,844.00	0.2%	$8,636.91	$11,207.09		
466.0000	COP	CONOCOPHILLIPS CUSIP - 20825C104	$60.100	$28,006.60	0.2%	$26,805.56	$1,201.04	$1,230.24	4.4%
53.0000	CGX	CONSOLIDATED GRAPHICS INC COM CUSIP - 209341106	$39.100	$2,072.30	0.0%	$1,971.64	$100.66		
324 0000	COO	COOPER COS INC CUSIP - 216648402	$107.880	$34,953.12	0.3%	$26,953.09	$8,000.03	$19.44	0.1%
365.0000	COST	COSTCO WHOLESALE CORP CUSIP - 22160K105	$106.110	$38,730.15	0.3%	$25,831.67	$12,898.48	$401.50	1.0%
215.0000	CVD	COVANCE INC CUSIP - 222816100	$74.320	$15,978.80	0.1%	$13,183.96	$2,794.84		
325.0000	CREE	CREE, INC COM CUSIP - 225447101	$54.710	$17,780.75	0.1%	$11,291.41	$6,489.34		
151 0000	CUBE	CUBESMART CUSIP - 229663109	$15.800	$2,385.80	0.0%	$2,208.38	$177.42	$66.44	2.8%
230.0000	CMI	CUMMINS INC CUSIP - 231021106	$115.810	$26,636.30	0.2%	$18,016.63	$8,619.67	$460.00	1.7%
483.0000	DHR	DANAHER CORP CUSIP - 235851102	$62.150	$30,018.45	0.3%	$17,242.20	$12,776.25	$48.30	0.2%
998.0000	DAL	DELTA AIR LINES INC CUSIP - 247361702	$16.510	$16,476.98	0.1%	$16,147.44	$329.54		
14,130.5310	DHSIX	DIAMOND HILL SM CAP - I CUSIP - 25264S858	$29.380	$415,155.00	3.5%	$332,208.78	$82,946.22	$2,176.10	0.5%
117.0000	DCOM	DIME CMNTY BANCORP INC COM	$14.360	$1,680.12	0.0%	$1,635.94	$44.18	$65.52	3 9%

FIFTH THIRD
PRIVATE BANK

DORNETTE CONSOLIDATED ACCOUNT

03/01/2013 - 03/31/2013

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 253922108							
340.0000	DIS	DISNEY WALT CO CUSIP - 254687106	$56.800	$19,312.00	0.2%	$19,397.17	$(85.17)	$255.00	1.3%
1,094 0000	DISH	DISH NETWORK CORP CL A CUSIP - 25470M109	$37.900	$41,462.60	0.3%	$29,704.91	$11,757.69	$2,188.00	5 3%
2,210.0000	DFS	DISCOVER FINANCIAL SERVICES CUSIP - 254709108	$44.840	$99,096.40	0.8%	$65,453.77	$33,642.63	$1,237.60	1.2%
716.0000	DOW	DOW CHEM CO CUSIP - 260543103	$31.840	$22,797.44	0.2%	$16,205.46	$6,591.98	$916.48	4.0%
230.0000	EOG	EOG RES INC COM CUSIP - 26875P101	$128.070	$29,456.10	0.2%	$25,828.76	$3,627.34	$172.50	0.6%
230.0000	EXP	EAGLE MATERIALS INC-A CUSIP - 26969P108	$66.630	$15,324.90	0.1%	$12,246.15	$3,078.75	$92.00	0.6%
368.0000	EBAY	EBAY INC COM CUSIP - 278642103	$54.220	$19,952.96	0.2%	$16,235.35	$3,717.61		
109.0000	EBIX	EBIX INC CUSIP - 278715206	$16.220	$1,767.98	0.0%	$1,709.67	$58.31	$32.70	1.8%
392.0000	ECL	ECOLAB INC CUSIP - 278865100	$80.180	$31,430.56	0.3%	$25,889.27	$5,541 29	$360.64	1.1%
81.0000	PERY	ELLIS PERRY INTL INC COM CUSIP - 288853104	$18.190	$1,473.39	0.0%	$1,622.43	$(149.04)		
189.0000	EQIX	EQUINIX INC CUSIP - 29444U502	$216.310	$40,882.59	0.3%	$34,955.02	$5,927.57		
25,620.0600	AEPFX	EUROPACIFIC GROWTH FD CL F-2 CUSIP - 29875E100	$42.330	$1,084,497.14	9.1%	$940,000.00	$144,497.14	$20,905.97	1.9%

FIFTH THIRD PRIVATE BANK

03/01/2013 - 03/31/2013

DORNETTE CONSOLIDATED ACCOUNT

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
303.0000	EVR	EVERCORE PARTNERS INC-CL A CUSIP - 29977A105	$41.600	$12,604.80	0.1%	$13,371.39	$(766.59)	$266.64	2.1%
1,133.0000	EXC	EXELON CORP CUSIP - 30161N101	$34.480	$39,065.84	0.3%	$47,692.68	$(8,626.84)	$2,379.30	6.1%
226.0000	EXPE	EXPEDIA INC. CUSIP - 30212P303	$60.015	$13,563.39	0.1%	$15,022.73	$(1,459.34)	$117.52	0.9%
336.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	$90.110	$30,276.96	0.3%	$27,554.62	$2,722.34	$766.08	2.5%
242.0000	FEIC	FEI CO CUSIP - 30241L109	$64.550	$15,621.10	0.1%	$10,915.94	$4,705.16	$77.44	0.5%
447.0000	FMC	FMC CORP CUSIP - 302491303	$57.030	$25,492.41	0.2%	$17,890.24	$7,602.17	$241.38	0.9%
146.0000	FNB	F N B CORP PA COM CUSIP - 302520101	$12.100	$1,766 60	0.0%	$1,733.01	$33.59	$70.08	4.0%
566.0000	FAST	FASTENAL CO CUSIP - 311900104	$51.330	$29,052.78	0.2%	$12,466.98	$16,585.80	$226.40	0.8%
486.0000	FISV	FISERV INC CUSIP - 337738108	$87.860	$42,699.96	0.4%	$30,372.75	$12,327.21		
265.0000	FLT	FLEETCOR TECHNOLOGIES INC CUSIP - 339041105	$76.670	$20,317.55	0.2%	$12,742.21	$7,575.34		
987 0000	FLR	FLUOR CORP NEW COM CUSIP - 343412102	$66.330	$65,467.71	0.6%	$58,744.88	$6,722.83	$631.68	1.0%
288.0000	FLS	FLOWSERVE CORP COM CUSIP - 34354P105	$167.710	$48,300.48	0.4%	$42,428.60	$5,871.88	$483.84	1 0%
727 0000	FL	FOOT LOCKER INC	$34.240	$24,892.48	0.2%	$24,411.83	$480.65	$581.60	2.3%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 344849104							
1,335.0000	FBHS	FORTUNE BRANDS HOME & SEC INC CUSIP - 34964C106	$37.430	$49,969.05	0.4%	$37,925.75	$12,043.30		
129.0000	FRED	FREDS INC CL A CUSIP - 356108100	$13.680	$1,764.72	0.0%	$1,636.40	$128.32	$30.96	1.8%
1,099 0000	GD	GENERAL DYNAMICS CORP CUSIP - 369550108	$70.510	$77,490.49	0.7%	$66,392.92	$11,097.57	$2,461.76	3.2%
4,100.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	$23.120	$94,792.00	0.8%	$66,161.07	$28,630.93	$3,116.00	3.3%
2,317 0000	GM	GENERAL MTRS CO CUSIP - 37045V100	$27.820	$64,458.94	0.5%	$49,012.34	$15,446.60		
26.0000	GCO	GENESCO INC CUSIP - 371532102	$60.090	$1,562.34	0.0%	$1,465.36	$96.98		
143 0000	GWR	GENESEE & WYO INC CL A CUSIP - 371559105	$93.110	$13,314.73	0.1%	$13,276.75	$37.98		
892 0000	GILD	GILEAD SCIENCES INC COMMON CUSIP - 375558103	$48.940	$43,654.48	0.4%	$25,747.82	$17,906.66		
208 0000	GCA	GLOBAL CASH ACCESS HLDGS INC CUSIP - 378967103	$7.050	$1,466.40	0.0%	$1,668.16	$(201.76)		
372.0000	GS	GOLDMAN SACHS GROUP CUSIP - 38141G104	$147.150	$54,739 80	0.5%	$55,775.72	$(1,035.92)	$744 00	1 4%
61.0000	GOOG	GOOGLE INC-CL A CUSIP - 38259P508	$794.188	$48,445.47	0.4%	$43,449.40	$4,996.07		
167.0000	GLDD	GREAT LAKES DREDGE & DOCK CORP NEW CUSIP - 390607109	$6.730	$1,123.91	0.0%	$1,619.95	$(496.04)	$14.03	1.2%

FIFTH THIRD
PRIVATE BANK

03/01/2013 - 03/31/2013

DORNETTE CONSOLIDATED ACCOUNT

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
769.0000	HAL	HALLIBURTON CO CUSIP - 406216101	$40.410	$31,075.29	0.3%	$25,691.06	$5,384.23	$384.50	1.2%
928.0000	HBI	HANESBRANDS INC. CUSIP - 410345102	$45.560	$42,279.68	0.4%	$35,978.12	$6,301.56		
2,038.0000	HIG	HARTFORD FINANCIAL SERVICES GRP CUSIP - 416515104	$25.800	$52,580.40	0.4%	$37,658.29	$14,922.11	$815.20	1 6%
74.0000	HLX	HELIX ENERGY SOLUTIONS GROUP CUSIP - 42330P107	$22.880	$1,693.12	0.0%	$1,172.50	$520.62		
588.0000	HSY	THE HERSHEY COMPANY COM CUSIP - 427866108	$87.530	$51,467.64	0.4%	$41,541.48	$9,926.16	$987.84	1.9%
846.0000	HTZ	HERTZ GLOBAL HOLDINGS INC CUSIP - 42805T105	$22.260	$18,831.96	0.2%	$13,051.75	$5,780.21		
566.0000	HES	HESS CORP CUSIP - 42809H107	$71.610	$40,531.26	0.3%	$30,977.68	$9,553.58	$226.40	0.6%
580.0000	HD	HOME DEPOT INC CUSIP - 437076102	$69.780	$40,472.40	0.3%	$24,412.47	$16,059.93	$904.80	2 2%
363.0000	HRL	HORMEL FOODS CORP CUSIP - 440452100	$41.320	$14,999.16	0.1%	$13,642.92	$1,356.24	$246.84	1.6%
164.0000	ZINC	HORSEHEAD HLDG CORP CUSIP - 440694305	$10.880	$1,784.32	0.0%	$1,627.80	$156.52		
640.0000	XXIA	IXIA CUSIP - 45071R109	$21.640	$13,849.60	0.1%	$13,480.60	$369.00		
351.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	$213.300	$74,868.30	0.6%	$39,944.69	$34,923.61	$1,193.40	1.6%
2,026.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	$47.460	$96,153.96	0.8%	$94,464.91	$1,689.05	$2,431.20	2.5%
79 0000	KAR	KAR AUCTION SVCS INC	$20.030	$1,582.37	0.0%	$1,641.00	$(58.63)	$60.04	3.8%

FIFTH THIRD
PRIVATE BANK

DORNETTE CONSOLIDATED ACCOUNT

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 48238T109							
242.0000	KSU	KANSAS CITY SOUTHERN CUSIP - 485170302	$110.900	$26,837.80	0.2%	$8,824.54	$18,013.26	$208.12	0.8%
5,267.0000	KEY	KEYCORP NEW CUSIP - 493267108	$9.960	$52,459.32	0.4%	$35,114.30	$17,345.02	$1,053.40	2.0%
2,865.0000	KR	KROGER CO CUSIP - 501044101	$33.140	$94,946.10	0.8%	$66,590.32	$28,355.78	$1,719.00	1.8%
23.0000	LANC	LANCASTER COLONY CORP CUSIP - 513847103	$77.000	$1,771.00	0.0%	$1,647.71	$123.29	$34.96	2.0%
375.0000	EL	LAUDER ESTEE COS INC CL A CUSIP - 518439104	$64.030	$24,011.25	0.2%	$8,620.50	$15,390.75	$270.00	1.1%
367.0000	LEN	LENNAR CORP CUSIP - 526057104	$41.480	$15,223.16	0.1%	$8,205.57	$7,017.59	$58.72	0.4%
107.0000	LNKD	LINKEDIN CORP COMMON CLASS A CUSIP - 53578A108	$176.060	$18,838.42	0.2%	$10,455.31	$8,383.11		
654.0000	LGF	LIONS GATE ENTMT CORP COM NEW CUSIP - 535919203	$23.770	$15,545.58	0.1%	$14,170.60	$1,374.98		
1,295.0000	M	MACYS INC CUSIP - 55616P104	$41.840	$54,182.80	0.5%	$52,621.54	$1,561.26	$1,036.00	1.9%
228.0000	MSG	MADISON SQUARE GARDEN CL A CUSIP - 55826P100	$57.600	$13,132.80	0.1%	$13,133.92	$(1.12)		
267.0000	MAN	MANPOWER INC CUSIP - 56418H100	$56.720	$15,144.24	0.1%	$14,661.21	$483.03	$229.62	1.5%
725.0000	MPC	MARATHON PETE CORP CUSIP - 56585A102	$89.600	$64,960.00	0.5%	$38,338.50	$26,621.50	$1,015.00	1.6%

FIFTH THIRD
PRIVATE BANK

DORNETTE CONSOLIDATED ACCOUNT

03/01/2013 - 03/31/2013

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
113.0000	MRTN	MARTEN TRANS LTD CUSIP - 573075108	$20.130	$2,274.69	0.0%	$2,023.67	$251.02	$11.30	0 5%
81.0000	MA	MASTERCARD INC CL A CUSIP - 57636Q104	$541.130	$43,831.53	0.4%	$28,672.23	$15,159.30	$194.40	0.4%
1,080.0000	MXIM	MAXIM INTEGRATED PRODS INC COM CUSIP - 57772K101	$32.640	$35,251.20	0.3%	$26,852.26	$8,398.94	$1,036.80	2.9%
337.0000	MCD	MCDONALDS CORP CUSIP - 580135101	$99.690	$33,595 53	0.3%	$18,349.65	$15,245.88	$1,037.96	3.1%
651.0000	MIG	MEADOWBROOK INS GROUP INC COM CUSIP - 58319P108	$7.050	$4,589.55	0.0%	$4,395.08	$194.47	$52.08	1 1%
244.0000	MDSO	MEDIDATA SOLUTIONS INC CUSIP - 58471A105	$57.980	$14,147.12	0.1%	$10,209.32	$3,937.80		
2,267.0000	MRK	MERCK & CO INC NEW CUSIP - 58933Y105	$44.200	$100,201.40	0.8%	$80,389.04	$19,812.36	$3,899.24	3.9%
128.0000	MTD	METTLER-TOLEDO INTL INC CUSIP - 592688105	$213.220	$27,292.16	0.2%	$21,858.21	$5,433.95		
1,485.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	$28.605	$42,478.43	0.4%	$47,019.92	$(4,541.49)	$1,366.20	3.2%
312.0000	MON	MONSANTO CO NEW CUSIP - 61166W101	$105.630	$32,956.56	0.3%	$27,420.48	$5,536.08	$468.00	1 4%
140.0000	NCI	NAVIGANT CONSULTING INC CUSIP - 63935N107	$13.140	$1,839.60	0.0%	$1,373.58	$466.02		
225.0000	N	NETSUITE INC CUSIP - 64118Q107	$80.060	$18,013.50	0.2%	$14,474.72	$3,538.78		
892.0000	NEE	NEXTERA ENERGY INC	$77.680	$69,290.56	0.6%	$50,252.84	$19,037.72	$2,354.88	3 4%

FIFTH THIRD
PRIVATE BANK

DORNETTE CONSOLIDATED ACCOUNT

03/01/2013 - 03/31/2013

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities (continued)									
		CUSIP - 65339F101							
16,251.7710	NCLEX	NICHOLAS LTD EDITION INC COM CUSIP - 653738104	$23.440	$380,941.51	3.2%	$355,263.71	$25,677.80	$65.01	
308 0000	OII	OCEANEERING INTL INC COM CUSIP - 675232102	$66.410	$20,454.28	0.2%	$14,907.16	$5,547.12	$221.76	1.1%
153 0000	OMX	OFFICEMAX INC DEL CUSIP - 67622P101	$11.610	$1,776.33	0.0%	$818.38	$957.95	$12.24	0.7%
444.0000	ONB	OLD NATL BANCORP IND CUSIP - 680033107	$13.750	$6,105 00	0.1%	$4,448.23	$1,656.77	$177.60	2 9%
150.0000	ONXX	ONYX PHARMACEUTICALS INC DEL CUSIP - 683399109	$88.860	$13,329.00	0.1%	$11,527.18	$1,801.82		
1,331.0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	$32.330	$43,031.23	0.4%	$34,194.71	$8,836.52	$319.44	0.7%
16,499.7670	ODVYX	OPPENHEIMER DVLPING MKTS-Y CUSIP - 683974505	$34.940	$576,501.86	4.9%	$500,000.00	$76,501.86	$4,108.44	0.7%
220.0000	PVH	PVH CORP COMMON CUSIP - 693656100	$106.810	$23,498.20	0.2%	$16,130.96	$7,367.24	$33.00	0.1%
316.0000	PQ	PETROQUEST ENERGY INC COM CUSIP - 716748108	$4.440	$1,403.04	0.0%	$2,184.97	$(781.93)		
165.0000	PCYC	PHARMACYCLICS INC COM CUSIP - 716933106	$80.410	$13,267.65	0.1%	$14,998.83	$(1,731.18)		
273.0000	PLAB	PHOTRONICS INC COM CUSIP - 719405102	$6.680	$1,823.64	0.0%	$1,791.63	$32.01		
154.0000	PXD	PIONEER NATURAL RESOURCES CO	$124.250	$19,134.50	0.2%	$16,295.83	$2,838.67	$12.32	0.1%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		COM CUSIP - 723787107							
578.0000	POL	POLYONE CORP CUSIP - 73179P106	$24.410	$14,108.98	0.1%	$11,604.55	$2,504.43	$138.72	1.0%
58.0000	POR	PORTLAND GENERAL ELECTRIC CO CUSIP - 736508847	$30.330	$1,759.14	0.0%	$1,617.90	$141.24	$62.64	3.6%
40.0000	PCLN	PRICELINE COM INC COM NEW CUSIP - 741503403	$688.162	$27,526.48	0.2%	$20,644.69	$6,881.79		
476.0000	PFG	PRINCIPAL FINL GROUP INC CUSIP - 74251V102	$34.030	$16,198.28	0.1%	$11,773.46	$4,424.82	$437.92	2.7%
270.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	$77.060	$20,806.20	0.2%	$11,192.60	$9,613.60	$606.96	2.9%
1,045.0000	PRU	PRUDENTIAL FINL INC CUSIP - 744320102	$58.990	$61,644.55	0.5%	$56,840.02	$4,804.53	$1,672.00	2.7%
689.0000	QCOM	QUALCOMM INC COM CUSIP - 747525103	$66.940	$46,121.66	0.4%	$39,706.18	$6,415.48	$689.00	1.5%
350.0000	RJF	RAYMOND JAMES FINL INC CUSIP - 754730109	$46.100	$16,135.00	0.1%	$13,900.11	$2,234.89	$196.00	1.2%
318.0000	RLGY	REALOGY HLDGS CORP CUSIP - 75605Y106	$48.840	$15,531.12	0.1%	$13,553.80	$1,977.32		
96.0000	REGN	REGENERON PHARMACEUTICALS INC COM CUSIP - 75886F107	$176.403	$16,934.69	0.1%	$8,193.85	$8,740.84		
3,480.0000	RF	REGIONS FINL CORP NEW CUSIP - 7591EP100	$8.190	$28,501.20	0.2%	$18,259.80	$10,241.40	$139 20	0 5%
47.0000	RCII	RENT A CTR INC NEW COM	$36.940	$1,736.18	0 0%	$1,636.75	$99.43	$39.48	2.3%

FIFTH THIRD
PRIVATE BANK

DORNETTE CONSOLIDATED ACCOUNT

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 76009N100							
138.0000	RKT	ROCK-TENN CO CL A CUSIP - 772739207	$92.790	$12,805.02	0.1%	$12,312.25	$492.77	$124.20	1.0%
173.0000	ROK	ROCKWELL AUTOMATION, INC CUSIP - 773903109	$86.350	$14,938.55	0.1%	$14,526.03	$412.52	$325.24	2.2%
176.0000	ROP	ROPER INDS INC NEW COM CUSIP - 776696106	$127.310	$22,406.56	0.2%	$15,307.77	$7,098.79	$116.16	0.5%
1,193.0000	RDS B	ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS CUSIP - 780259107	$66 820	$79,716.26	0.7%	$83,232.71	$(3,516.45)	$4,103.92	5.1%
625.0000	RKUS	RUCKUS WIRELESS INC CUSIP - 781220108	$21.000	$13,125.00	0.1%	$10,327.29	$2,797 71		
147.0000	RTEC	RUDOPLH TECHNOLOGIES INC CUSIP - 781270103	$11.780	$1,731.66	0.0%	$1,690.34	$41.32		
128.0000	CRM	SALESFORCE.COM INC CUSIP - 79466L302	$178.830	$22,890.24	0.2%	$22,396.15	$494.09		
668.0000	SBH	SALLY BEAUTY CO INC CUSIP - 79546E104	$29.380	$19,625.84	0.2%	$14,852.79	$4,773.05		
33.0000	SAFM	SANDERSON FARMS INC COM CUSIP - 800013104	$54.620	$1,802.46	0.0%	$1,606.15	$196.31	$22.44	1.2%
1,248 0000	SNY	SANOFI CHANGED FROM SANOFI-AVENTIS ADR CUSIP - 80105N105	$51.080	$63,747.84	0.5%	$42,544 64	$21,203.20	$1,627 39	2.6%
372 0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	$74.890	$27,859.08	0.2%	$27,977.14	$(118.06)	$465.00	1.7%
125.0000	SHW	SHERWIN WILLIAMS CO	$168.890	$21,111.25	0.2%	$17,734.61	$3,376.64	$250.00	1.2%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 824348106							
668.0000	SIRO	SIRONA DENTAL SYS INC CUSIP - 82966C103	$73.730	$49,251.64	0.4%	$41,907.38	$7,344.26		
98 0000	SPTN	SPARTAN STORES INC COM CUSIP - 846822104	$17.550	$1,719.90	0.0%	$1,711.03	$8.87	$31.36	1 8%
97.0000	SPR	SPIRIT AEROSYSTEMS HOLD-CL A CUSIP - 848574109	$18.990	$1,842.03	0.0%	$1,573.66	$268.37		
397.0000	SPLK	SPLUNK INC CUSIP - 848637104	$40.030	$15,891.91	0.1%	$13,768.14	$2,123.77		
504.0000	SBUX	STARBUCKS CORP COM CUSIP - 855244109	$56.950	$28,702.80	0.2%	$28,500.97	$201.83	$423.36	1 5%
405.0000	HOT	STARWOOD HOTELS & RESORTS WORLDWIDE INC CUSIP - 85590A401	$63.730	$25,810.65	0.2%	$21,049.99	$4,760.66	$506.25	2.0%
270 0000	SRCL	STERICYCLE INC CUSIP - 858912108	$106.180	$28,668.60	0.2%	$16,237.49	$12,431.11		
317.0000	SMA	SYMMETRY MED INC CUSIP - 871546206	$11.450	$3,629.65	0.0%	$2,624.41	$1,005.24		
689.0000	TJX	TJX COS INC NEW COM CUSIP - 872540109	$46.750	$32,210.75	0.3%	$30,128.52	$2,082.23	$316.94	1.0%
229.0000	TRW	TRW AUTOMOTIVE HLDGS CORP CUSIP - 87264S106	$55.000	$12,595.00	0.1%	$11,756.52	$838.48		
202.0000	TTMI	TTM TECHNOLOGIES INC COMMON CUSIP - 87305R109	$7.600	$1,535.20	0.0%	$1,853.70	$(318.50)		
312 0000	THC	TENET HEALTHCARE CORP	$47.580	$14,844.96	0.1%	$14,054.20	$790.76		

FIFTH THIRD PRIVATE BANK

DORNETTE CONSOLIDATED ACCOUNT

03/01/2013 - 03/31/2013

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		COM NEW CUSIP - 88033G407							
693 0000	TEVA	TEVA PHARMACEUTICAL INDS LTD ADR CUSIP - 881624209	$39.680	$27,498.24	0.2%	$30,394.71	$(2,896.47)	$605.68	2.2%
424.0000	TSCO	TRACTOR SUPPLY CO CUSIP - 892356106	$104.130	$44,151.12	0.4%	$41,953.15	$2,197.97	$339.20	0.8%
538.0000	TRV	TRAVELERS COS INC/THE CUSIP - 89417E109	$84.190	$45,294.22	0.4%	$45,098.92	$195.30	$989.92	2.2%
167 0000	TGI	TRIUMPH GROUP INC NEW CUSIP - 896818101	$78.500	$13,109.50	0.1%	$13,155.98	$(46.48)	$26.72	0 2%
257.0000	UNP	UNION PAC CORP CUSIP - 907818108	$142.410	$36,599.37	0.3%	$21,425.73	$15,173.64	$709.32	1.9%
127.0000	UBSI	UNITED BANKSHARES INC W VA COM CUSIP - 909907107	$26.610	$3,379.47	0.0%	$3,283.70	$95.77	$157.48	4.7%
277.0000	URI	UNITED RENTALS INC CUSIP - 911363109	$54.970	$15,226.69	0.1%	$15,437.86	$(211.17)		
884.0000	UNH	UNITEDHEALTH GROUP INC CUSIP - 91324P102	$57.210	$50,573.64	0.4%	$20,921.65	$29,651.99	$751.40	1.5%
1,752.0000	UNM	UNUM GROUP CUSIP - 91529Y106	$28.250	$49,494.00	0.4%	$38,534.70	$10,959.30	$911 04	1.8%
159.0000	VFC	V F CORP CUSIP - 918204108	$167.750	$26,672.25	0.2%	$25,870.90	$801 35	$553 32	2.1%
596.0000	VAL	VALSPAR CORPORATION CUSIP - 920355104	$62.250	$37,101.00	0.3%	$22,729.28	$14,371.72	$548.32	1.5%
979.0000	VIAB	VIACOM INC-B CUSIP - 92553P201	$61.480	$60,188.92	0.5%	$28,013.20	$32,175.72	$1,076.90	1.8%

FIFTH THIRD
PRIVATE BANK

Investment Account 01-01-000-4419800
DORNETTE CONSOLIDATED ACCOUNT

03/01/2013 - 03/31/2013

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
96.0000	WTI	W&T OFFSHORE INC CUSIP - 92922P106	$14.200	$1,363.20	0.0%	$1,455.04	$(91.84)	$30.72	2.3%
198.0000	WAB	WABTEC COM CUSIP - 929740108	$102.110	$20,217.78	0.2%	$12,653.22	$7,564.56	$39.60	0.2%
4,003.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	$36.990	$148,070.97	1.2%	$130,250.23	$17,820.74	$4,003.00	2.7%
71.0000	WERN	WERNER ENTERPRISES INC COM CUSIP - 950755108	$24.140	$1,713.94	0.0%	$1,661.02	$52.92	$14.20	0.8%
810.0000	WEC	WISCONSIN ENERGY CORP COM CUSIP - 976657106	$42.890	$34,740.90	0.3%	$25,768.08	$8,972.82	$1,101.60	3.2%
276.0000	WYN	WYNDHAM WORLDWIDE CORP CUSIP - 98310W108	$64.480	$17,796.48	0.1%	$16,819.75	$976.73	$320.16	1.8%
173.0000	ZTS	ZOETIS INC CL A CUSIP - 98978V103	$33.400	$5,778.20	0.0%	$5,628.99	$149.21		
		Equities - Total		**$8,573,815.44**	**72.2%**	**$6,970,640.59**	**$1,603,174.85**	**$132,665.81**	**1.5%**
Alternative Strategies									
13,315.0000	IAU	ISHARES COMEX GOLD TRUST CUSIP - 464285105	$15.520	$206,648.80	1.7%	$165,622.31	$41,026.49		
5,845.0000	IGE	S & P NORTH AMERICAN NATURAL RESOURCES SECTOR INDES CUSIP - 464287374	$40.570	$237,131.65	2.0%	$197,528.96	$39,602.69	$3,781.72	1.6%
		Alternative Strategies - Total		**$443,780.45**	**3.7%**	**$363,151.27**	**$80,629.18**	**$3,781.72**	**0.9%**

FIFTH THIRD
PRIVATE BANK

DORNETTE CONSOLIDATED ACCOUNT

03/01/2013 - 03/31/2013

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Real Estate Investments									
34.0000	EPR	EPR PPTYS COM SH BEN INT CUSIP - 26884U109	$52.050	$1,769.70	0.0%	$1,462.34	$307.36	$107.44	6.1%
122.0000	FPO	FIRST POTOMAC RLTY TR CUSIP - 33610F109	$14.830	$1,809.26	0.0%	$1,659.26	$150.00	$73.20	4.0%
1,409.0000	ICF	ISHARES COHEN & STEERS REALTY CUSIP - 464287564	$82.450	$116,172.05	1 0%	$112,293.50	$3,878.55	$3,325.24	2.9%
203.0000	LXP	LEXINGTON CORPORATE PPTYS TR CUSIP - 529043101	$11.800	$2,395 40	0.0%	$2,210.55	$184.85	$121.80	5.1%
		Real Estate Investments - Total		**$122,146.41**	**1.0%**	**$117,625.65**	**$4,520.76**	**$3,627.68**	**3.0%**
Total Portfolio Positions				**$11,868,758.99**	**100.0%**	**$10,169,750.10**	**$1,699,008.89**	**$222,405.83**	**1.9%**