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 10/01 **, 2012, and ending** 09/30, 2013

Name of foundation: TR U/W JACOB SCHMIDLAPP #1

A Employer identification number: 31-6019680

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): 513- 534-5310

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 55,878,563.

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	229,974.	229,974.		STMT 1
4	Dividends and interest from securities	919,822.	918,430.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	6,573,646.			
b	Gross sales price for all assets on line 6a 64,931,479.				
7	Capital gain net income (from Part IV, line 2)		6,573,646.		
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)	7,767.			STMT 3
12	**Total.** Add lines 1 through 11	7,731,209.	7,722,050.		
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) STMT 4	221.	110.	NONE	110.
b	Accounting fees (attach schedule) STMT 5	660.	330.	NONE	330.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 6	24,109.	15,309.		
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 7	256,977.	256,777.		200.
24	**Total operating and administrative expenses.** Add lines 13 through 23	281,967.	272,526.	NONE	640.
25	Contributions, gifts, grants paid	2,939,000.			2,939,000.
26	**Total expenses and disbursements** Add lines 24 and 25	3,220,967.	272,526.	NONE	2,939,640.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	4,510,242.			
b	**Net investment income** (if negative, enter -0-)		7,449,524.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	54,951.	5.	5.
2	Savings and temporary cash investments	2,215,827.	2,250,469.	2,250,469.
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)	35,249,024.	40,650,150.	45,306,503.
c	Investments - corporate bonds (attach schedule)	9,717,571.	8,696,993.	8,321,586.
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)	47,237,373.	51,597,617.	55,878,563.
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE	
	Foundations that follow SFAS 117, check here ▶ ☐ 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	47,237,373.	51,597,617.	
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)	47,237,373.	51,597,617.	
31	Total liabilities and net assets/fund balances (see instructions)	47,237,373.	51,597,617.	

Lines 1–16: Assets; lines 17–23: Liabilities; lines 24–31: Net Assets or Fund Balances

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	47,237,373.
2	Enter amount from Part I, line 27a	2	4,510,242.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	8,460.
4	Add lines 1, 2, and 3	4	51,756,075.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	158,458.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	51,597,617.

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	64,931,479.		58,357,833.	6,573,646.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				6,573,646.
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	6,573,646.
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	2,761,428.	50,844,519.	0.054311
2010	2,845,167.	52,349,857.	0.054349
2009	2,380,800.	47,707,597.	0.049904
2008	1,888,173.	40,930,958.	0.046131
2007	2,621,526.	58,604,516.	0.044732

2	**Total** of line 1, column (d)	2	0.249427
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	0.049885
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	53,254,978.
5	Multiply line 4 by line 3	5	2,656,625.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	74,495.
7	Add lines 5 and 6	7	2,731,120.
8	Enter qualifying distributions from Part XII, line 4	8	2,939,640.

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	74,495.
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	74,495.
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	74,495.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 17,624.		
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	17,624.
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	56,871.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ NONE **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 PLAZA, CINCINNATI, OH ZIP+4 ▶ 45263

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

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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 [X] 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 [X] No

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . . **6b** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . [ ] Yes [X] 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 45202	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 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	51,769,537.
b	Average of monthly cash balances	1b	2,296,431.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	54,065,968.
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	54,065,968.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	810,990.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	53,254,978.
6	**Minimum investment return.** Enter 5% of line 5	6	2,662,749.

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	2,662,749.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	74,495.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	74,495.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,588,254.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	2,588,254.
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	2,588,254.

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	2,939,640.
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	2,939,640.
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	74,495.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,865,145.

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				2,588,254.
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			NONE	
b	Total for prior years: 20____,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 ...... NONE				
b	From 2008 ...... NONE				
c	From 2009 ...... 11,534.				
d	From 2010 ...... 278,290.				
e	From 2011 ...... 236,844.				
f	Total of lines 3a through e	526,668.			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 2,939,640.				
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				2,588,254.
e	Remaining amount distributed out of corpus	351,386.			
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	878,054.			
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	878,054.			
10	Analysis of line 9:				
a	Excess from 2008 ... NONE				
b	Excess from 2009 ... 11,534.				
c	Excess from 2010 ... 278,290.				
d	Excess from 2011 ... 236,844.				
e	Excess from 2012 ... 351,386.				

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SHEET				2,939,000.
Total . . . . ▶ **3a**				2,939,000.
b *Approved for future payment*				
SEE ATTACHED SHEET	NONE	CHARITABLE	PROGRAM SUPPORT	1,135,000.
Total . . . . ▶ **3b**				1,135,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				NONE	229,974.
4 Dividends and interest from securities				NONE	919,822.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				NONE	6,573,646.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b EXCISE TAX REFUND					7,767.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				NONE	7,731,209.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 7,731,209.

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

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 12/04/2013 | Title Trustee

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		229,974.	229,974.
	TOTAL	229,974.	229,974.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	168.	168.
FOREIGN DIVIDENDS	161,686.	161,686.
NONDIVIDEND DISTRIBUTIONS	1,272.	
DOMESTIC DIVIDENDS	710,856.	710,856.
FOREIGN INTEREST	6,842.	6,842.
EXEMPT INTEREST NOT SUBJECT TO AMT - STA	1,153.	
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	23,846.	23,846.
OID INCOME ON USGI	2,732.	2,732.
NONDISTRIBUTIVE DIVIDENDS	-1,033.	
US GOVERNMENT INTEREST REPORTED AS QUALI	189.	189.
NONQUALIFIED FOREIGN DIVIDENDS	93.	93.
NONQUALIFIED DOMESTIC DIVIDENDS	12,018.	12,018.
TOTAL	919,822.	918,430.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
EXCISE TAX REFUND		7,767.
	TOTALS	7,767.

TR U/W JACOB SCHMIDLAPP #1 31-6019680

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	221.	110.		110.
TOTALS	221.	110.	NONE	110.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	660.	330.		330.
TOTALS	660.	330.	NONE	330.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,451.	1,451.
EXCISE TAX ESTIMATE	8,800.	
FOREIGN TAXES ON QUALIFIED FOR	13,858.	13,858.
TOTALS	24,109.	15,309.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-INCOME	3,782.	3,782.	
BANK SERVICE FEES	252,995.	252,995.	
OTHER MISC. EXPENSES	200.		200.
TOTALS	256,977.	256,777.	200.

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

DESCRIPTION	AMOUNT
ADJ FOR EATON CORP MERGER BASIS ADJ	1,191.
ADJ TO BASIS DUE TO FACTOR REVISIONS	2,947.
ADJ FOR PARTNERSHIP INCOME/EXPENSE	4,313.
ROUNDING	9.
TOTAL	8,460.

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

DESCRIPTION	AMOUNT
ADJ FOR FACTORED ASSET	124.
ADJ FOR OID	2,732.
ADJ FOR ASSETS RECEIVED ON AT INCORRECT BASIS	155,602.
TOTAL	158,458.

RECIPIENT NAME:
THE FOUNDATION OFFICE @ FIFTH THIRD BANK
ADDRESS:
38 FOUNTAIN SQUARE PLAZA, MD 1090 CA
CINCINNATI, OH 45263
RECIPIENT'S PHONE NUMBER: 513-534-4397
FORM, INFORMATION AND MATERIALS:
AVAILABLE UPON REQUEST
SUBMISSION DEADLINES:
AVAILABLE UPON REQUEST
RESTRICTIONS OR LIMITATIONS ON AWARDS:
AWARDS GIVEN TO TAX EXEMPT ORGANIZATIONS FOR CHARITABLE OR EDUCATIONAL PURPOSES, FOR RELIEF IN SICKNESS, SUFFERING AND DISTRESS, THE CARE OF YOUNG CHILDREN AND THE AGED OR THE HELPLESS AND AFFLICTED, FOR THE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
PROMOTION OF EDUCATION, TO IMPROVE LIVING CONDITIONS AND, OR FOR THE GOOD AND WELFARE OF THE STATE OR NATION IN EMERGENCIES.

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
LONG-TERM CAPITAL GAIN DIVIDENDS/DISTRIBUTION	117,415.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		117,415.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		117,415.00

FIFTH THIRD
PRIVATE BANK

Investment Account
TR U/W JACOB SCHMIDLAPP #1-CONS.

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
5.0100		CASH	$1.000	$5.01	0.0%	$5.01			
2,250,469.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES CUSIP - 99FEDPVO1	$1.000	$2,250,469.00	4.0%	$2,250,469.00		$225.05	
		Cash & Equivalents - Total		**$2,250,474.01**	**4.0%**	**$2,250,474.01**		**$225.05**	**0.0%**
Fixed Income									
39,325.2800		ALLY AUTO REC TR 11/04/10 1.350 12/15/15 SERIES 2010-4 CL A-4 CUSIP - 02005PAD7	$100.356	$39,465.28	0.1%	$39,358.04	$107.24	$530.89	1.3%
5,000.0000		AMERICAN EXPRESS CR CORP 07/29/13 2.125 07/27/18 CUSIP - 0258M0DJ5	$100.389	$5,019.45	0.0%	$4,994.80	$24.65	$106.25	2.1%
19,723.8600		AMERICREDIT AUTOMOBILE RECEIVABL 02/08/12 0.910 10/08/15 SERIE 2012-1 CL A2 BKD NTS CUSIP - 03064UAB6	$100.048	$19,733.33	0.0%	$19,737.06	$(3.73)	$179.49	0.9%
15,000.0000		APPLE INC 05/03/13 2.400 05/03/23 CUSIP - 037833AK6	$90.518	$13,577.70	0.0%	$14,980.05	$(1,402.35)	$360.00	2.7%
15,000.0000		BB&T CORP SR MEDIUM TERM NTS 08/14/12 1.600 08/15/17 CUSIP - 05531FAL7	$99.294	$14,894.10	0.0%	$15,211.50	$(317.40)	$240.00	1.6%
10,000.0000		BP CAPITAL MARKETS PLC 09/26/13 3.994 09/26/23 CUSIP - 05565QCJ5	$100.793	$10,079.30	0.0%	$10,000.00	$79.30	$399.40	4.0%
20,000.0000		BNP PARIBAS / BNP PARIBAS US 01/18/11 5.000 01/15/21	$108.180	$21,636.00	0.0%	$22,943.80	$(1,307.80)	$1,000.00	4.6%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		CUSIP - 05567LT31							
20,000.0000		BANK OF AMERICA 05/02/08 5.650 05/01/18 CUSIP - 06051GDX4	$112.852	$22,570.40	0.0%	$23,285.40	$(715.00)	$1,130.00	5.0%
10,000.0000		BANK OF NEW YORK MELLON 09/23/11 3.550 09/23/21 OPT CALL 08/23/2021 @ 100.00 CUSIP - 06406HBY4	$102.373	$10,237.30	0.0%	$10,964.20	$(726.90)	$355.00	3.5%
10,000.0000		CR BARD INC 12/20/10 4.400 01/15/21 CUSIP - 067383AC3	$106.285	$10,628.50	0.0%	$11,346.40	$(717.90)	$440.00	4.1%
10,000.0000		BERKSHIRE HATHAWAY INC DEL SR NT 02/11/13 3.000 02/11/23 CUSIP - 084670BJ6	$96.369	$9,636.90	0.0%	$10,394.00	$(757.10)	$300.00	3.1%
921.0000	CBL P	CBL & ASSOC PROP 7.375 % PFD CUSIP - 124830605	$24.980	$23,006.58	0.0%	$23,430.24	$(423.66)	$1,698.32	7.4%
10,000.0000		CATEPILLAR FINL SVCS MTNS BE 02/28/13 2.625 03/01/23 CUSIP - 14912L5Q0	$92.674	$9,267.40	0.0%	$10,169.40	$(902.00)	$262.50	2.8%
10,000.0000		CHEVRON CORP NEW NT 12/05/12 2.355 12/05/22 CUSIP - 166764AB6	$92.067	$9,206.70	0.0%	$10,104.90	$(898.20)	$235.50	2.6%
5,000.0000		CHEVRON CORP 06/24/13 3.191 06/24/23 CUSIP - 166764AH3	$98.219	$4,910.95	0.0%	$5,000.00	$(89.05)	$159.55	3.2%
20,000.0000		CISCO SYS INC 02/17/09 4.950 02/15/19 CUSIP - 17275RAE2	$113.469	$22,693.80	0.0%	$23,734.40	$(1,040.60)	$990.00	4.4%
20,000.0000		CITIGROUP INC	$114.998	$22,999.60	0.0%	$23,850.60	$(851.00)	$1,225.00	5.3%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		11/21/07 6.125 11/21/17 CUSIP - 172967EM9							
25,000.0000		COCA COLA BOTTLING CO CONS 03/27/03 5.300 04/01/15 CUSIP - 191098AF9	$105.634	$26,408.50	0.0%	$26,907.75	$(499.25)	$1,325.00	5.0%
20,000.0000		COSTCO WHOLESALE CORP NEW 12/07/12 1.700 12/15/19 CUSIP - 22160KAF2	$96.665	$19,333.00	0.0%	$20,218.20	$(885.20)	$340.00	1.8%
20,000.0000		CREDIT SUISSE USA INC 12/15/04 4.875 01/15/15 CUSIP - 22541LAR4	$105.664	$21,132.80	0.0%	$21,436.40	$(303.60)	$975.00	4.6%
20,000.0000		DEUTSCHE BK AG GLOBAL MEDIUM 01/11/11 3.250 01/11/16 CUSIP - 2515A14E8	$104.917	$20,983.40	0.0%	$21,246.80	$(263.40)	$650.00	3.1%
10,000.0000		EBAY INC 10/28/10 3.250 10/15/20 CUSIP - 278642AC7	$102.036	$10,203.60	0.0%	$10,853.60	$(650.00)	$325.00	3.2%
1,924.9700		FG C62740 01/01/02 7.000 01/01/32 CUSIP - 31287NBH0	$113.326	$2,181.49	0.0%	$2,048.28	$133.21	$134.75	6.2%
802.9100		FG C71972 10/01/02 6.500 09/01/32 CUSIP - 31288AFM2	$110.617	$888.15	0.0%	$819.93	$68.22	$52.19	5.9%
1,486.9100		FG C72254 10/01/02 6.500 07/01/32 CUSIP - 31288AQF5	$112.932	$1,679.20	0.0%	$1,523.50	$155.70	$96.65	5.8%
60,000.0000		FEDERAL HOME LOAN BANK 03/16/10 4.125 03/13/20 CUSIP - 3133XXP50	$110.829	$66,497.40	0.1%	$70,953.00	$(4,455.60)	$2,475.00	3.7%
95,000.0000		FEDERAL HOME LOAN BANK	$100.030	$95,028.50	0.2%	$94,688.40	$340.10	$950.00	1.0%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								**(continued)**	
		05/04/12 1.000 06/21/17 CUSIP - 313379DD8							
100,000.0000		FEDERAL HOME LOAN BANK 12/05/12 0.250 01/16/15 CUSIP - 313381H24	$100.043	$100,043.00	0.2%	$100,073.00	$(30.00)	$250.00	0.2%
60,000.0000		FANNIE MAE 10/20/11 1.375 11/15/16 CUSIP - 3135G0ES8	$101.666	$60,999.60	0.1%	$61,873.20	$(873.60)	$825.00	1.4%
55,000.0000		FANNIE MAE 01/05/12 1.250 01/30/17 CUSIP - 3135G0GY3	$101.121	$55,616.55	0.1%	$56,415.80	$(799.25)	$687.50	1.2%
70,000.0000		FANNIE MAE 07/20/12 0.875 08/28/17 CUSIP - 3135G0MZ3	$99.008	$69,305.60	0.1%	$70,591.50	$(1,285.90)	$612.50	0.9%
50,000.0000		FANNIE MAE 09/24/12 0.875 10/26/17 CUSIP - 3135G0PQ0	$98.567	$49,283.50	0.1%	$50,299.00	$(1,015.50)	$437.50	0.9%
35,000.0000		FANNIE MAE 11/16/12 .375 12/21/15 CUSIP - 3135G0SB0	$99.735	$34,907.25	0.1%	$35,042.00	$(134.75)	$131.25	0.4%
20,000.0000		FANNIE MAE 07/19/13 0.625 08/26/16 CUSIP - 3135G0YE7	$99.706	$19,941.20	0.0%	$19,935.80	$5.40	$125.00	0.6%
25,000.0000		FANNIE MAE REMIC TRUST 07/01/12 1.80057 12/25/19 SERIE 2012-M8 CLASS ASQ3 CUSIP - 3136A7MK5	$98.500	$24,625.00	0.0%	$25,503.51	$(878.51)	$450.14	1.8%
25,000.0000		FREDDIE MAC 04/01/12 2.220 12/25/18 SERIE K-707 CLASS A-2 CUSIP - 3137ANMN2	$100.684	$25,171.00	0.0%	$25,968.75	$(797.75)	$555.00	2.2%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
25,000.0000		FANNIE MAE 12/01/12 2.307 08/25/22 SER K023 CL A2 CUSIP - 3137AWQH1	$93.080	$23,270.00	0.0%	$25,498.75	$(2,228.75)	$576.75	2.5%
100,000.0000		FREDDIE MAC 01/13/12 2.375 01/13/22 CUSIP - 3137EADB2	$97.330	$97,330.00	0.2%	$103,969.90	$(6,639.90)	$2,375.00	2.4%
90,000.0000		FREDDIE MAC 01/30/12 1.000 03/08/17 CUSIP - 3137EADC0	$100.310	$90,279.00	0.2%	$91,503.00	$(1,224.00)	$900.00	1.0%
80,000.0000		FREDDIE MAC 02/21/12 0.500 04/17/15 CUSIP - 3137EADD8	$100.352	$80,281.60	0.1%	$80,432.80	$(151.20)	$400.00	0.5%
35,000.0000		FREDDIE MAC 10/02/12 1.250 10/02/19 CUSIP - 3137EADM8	$95.548	$33,441.80	0.1%	$34,088.65	$(646.85)	$437.50	1.3%
60,000.0000		FREDDIE MAC 01/17/13 0.875 03/07/18 CUSIP - 3137EADP1	$97.678	$58,606.80	0.1%	$59,348.00	$(741.20)	$525.00	0.9%
25,000.0000		FEDERAL HOME LN MTG CORP 03/07/13 0.500 05/13/16 CUSIP - 3137EADQ9	$99.741	$24,935.25	0.0%	$25,094.00	$(158.75)	$125.00	0.5%
35,000.0000		FREDDIE MAC 04/04/13 1.375 05/01/20 CUSIP - 3137EADR7	$95.173	$33,310.55	0.1%	$32,720.45	$590.10	$481.25	1.4%
2,005.9400		FN 732269 08/01/98 6.500 08/01/28 CUSIP - 31379XFJ9	$110.522	$2,217.01	0.0%	$2,093.72	$123.29	$130.39	5.9%
425.1100		FN 496848 06/01/99 6.500 06/01/29	$110.522	$469.84	0.0%	$443.67	$26.17	$27.63	5.9%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								**(continued)**	
		CUSIP - 31382Y5H7							
843.0500		FN 540040 07/01/00 7.500 06/01/28 CUSIP - 31385B4Z5	$104.552	$881.43	0.0%	$899.17	$(17.74)	$63.23	7.2%
399.4000		FN 575501 05/01/02 6.000 05/01/17 CUSIP - 31386WKN7	$104.645	$417.95	0.0%	$417.57	$0.38	$23.96	5.7%
338.8900		FN 575515 06/01/02 6.000 06/01/17 CUSIP - 31386WK49	$105.249	$356.68	0.0%	$354.30	$2.38	$20.33	5.7%
338.4900		FN 623876 02/01/02 6.000 02/01/17 CUSIP - 31389FCM2	$104.848	$354.90	0.0%	$353.87	$1.03	$20.31	5.7%
866.7000		FN 626811 06/01/02 6.500 06/01/17 CUSIP - 31389JKY9	$105.718	$916.26	0.0%	$920.31	$(4.05)	$56.34	6.1%
4,697.0700		FN 640291 08/01/02 7.000 08/01/32 CUSIP - 31390AKC3	$112.648	$5,291.16	0.0%	$4,987.70	$303.46	$328.79	6.2%
1,608.1300		FN 644869 06/01/02 7.000 06/01/32 CUSIP - 31390FMS5	$105.778	$1,701.05	0.0%	$1,711.15	$(10.10)	$112.57	6.6%
434.7000		FN 649060 06/01/02 6.000 06/01/17 CUSIP - 31390LB54	$104.852	$455.79	0.0%	$438.41	$17.38	$26.08	5.7%
1,995.9300		FN 653301 07/01/02 6.500 07/01/32 CUSIP - 31390QX67	$110.522	$2,205.94	0.0%	$2,026.22	$179.72	$129.74	5.9%
4,260.9500		FN 653502 07/01/02 6.500 07/01/32	$111.144	$4,735.79	0.0%	$4,384.90	$350.89	$276.96	5.8%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		CUSIP - 31390RAB9							
3,932.9600		FN 670402 10/01/02 6.500 06/01/32 CUSIP - 31391LX75	$113.168	$4,450.85	0.0%	$4,015.65	$435.20	$255.64	5.7%
5,341.0300		FANNIE MAE 06/01/09 4.500 11/25/23 SERIES 2009-52 CLASS DC CUSIP - 31396QLG2	$100.544	$5,370.09	0.0%	$5,468.72	$(98.63)	$240.35	4.5%
1,234.1200		FN 690208 02/01/03 6.500 03/01/33 CUSIP - 31400KYD2	$110.522	$1,363.97	0.0%	$1,261.04	$102.93	$80.22	5.9%
2,742.1200		FN 704460 05/01/03 6.000 05/01/18 CUSIP - 31401CTR4	$105.351	$2,888.85	0.0%	$2,874.11	$14.74	$164.53	5.7%
4,186.0500		FN 895657 08/01/06 6.500 08/01/36 CUSIP - 31410SB22	$108.154	$4,527.38	0.0%	$4,250.15	$277.23	$272.09	6.0%
20,000.0000		GENERAL ELEC CAP CORP 02/11/11 5.300 02/11/21 CUSIP - 369622SM8	$108.758	$21,751.60	0.0%	$23,323.40	$(1,571.80)	$1,060.00	4.9%
20,000.0000		GOLDMAN SACHS GROUP INC MEDIUM 03/08/10 5.375 03/15/20 CUSIP - 38141EA58	$110.150	$22,030.00	0.0%	$23,375.60	$(1,345.60)	$1,075.00	4.9%
15,000.0000		GOOGLE INC NT 05/19/11 2.125 05/19/16 CUSIP - 38259PAC6	$103.640	$15,546.00	0.0%	$15,722.55	$(176.55)	$318.75	2.1%
3,770.6000		GT 1996-5 A6 06/27/96 7.750 07/15/27 CUSIP - 393505NA6	$100.492	$3,789.15	0.0%	$4,147.66	$(358.51)	$292.22	7.7%
5,000.0000		HOME DEPOT INC SR NT	$93.838	$4,691.90	0.0%	$5,102.70	$(410.80)	$135.00	2.9%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		04/05/13 2.700 04/01/23 CUSIP - 437076AZ5							
24,572.1100		HYUNDAI AUTO RECEIVABLES TR 09/11/09 3.150 03/15/16 SERIES 2009-A CLASS A4 CUSIP - 44921AAD3	$100.311	$24,648.53	0.0%	$25,316.96	$(668.43)	$774.02	3.1%
20,000.0000		JP MORGAN CHASE & CO 12/20/07 6.000 01/15/18 CUSIP - 46625HGY0	$114.832	$22,966.40	0.0%	$21,667.00	$1,299.40	$1,200.00	5.2%
25,000.0000		J P MORGAN CHASE COML MTG SECS 07/01/01 VAR 04/15/35 SERIE 2001-CIBC2 CLASS D CUSIP - 46625MCX5	$102.428	$25,607.00	0.0%	$25,656.25	$(49.25)	$1,711.75	6.7%
15,000.0000		MERCK & CO INC 05/20/13 1.300 05/18/18 CUSIP - 58933YAG0	$97.617	$14,642.55	0.0%	$14,965.35	$(322.80)	$195.00	1.3%
5,000.0000		PNC FUNDING CORP 09/19/11 2.700 09/19/16 OPT CALL 08/19/2016 @ 100.00 CUSIP - 693476BM4	$103.931	$5,196.55	0.0%	$5,290.15	$(93.60)	$135.00	2.6%
15,000.0000		PROCTER & GAMBLE CO NOTE 08/15/11 1.450 08/15/16 CUSIP - 742718DV8	$101.627	$15,244.05	0.0%	$15,419.85	$(175.80)	$217.50	1.4%
20,000.0000		RIO TINTO FIN USA PLC NT 08/21/12 1.625 08/21/17 CUSIP - 76720AAE6	$98.533	$19,706.60	0.0%	$20,331.00	$(624.40)	$325.00	1.6%
15,000.0000		SANTANDER DRIVE AUTO 07/17/13 1.110 12/15/17 SER 2013-4 CL A-3 CUSIP - 80283HAC6	$100.160	$15,024.00	0.0%	$14,998.42	$25.58	$166.50	1.1%
10,000.0000		STATE STR CORP SR NT	$97.494	$9,749.40	0.0%	$9,990.40	$(241.00)	$135.00	1.4%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								**(continued)**	
		05/15/13 1.350 05/15/18 CUSIP - 857477AK9							
226,340.0000	FIBZX	TEMPLETON INCOME TR TEMPLETON INTL BD FD ADVISOR CUSIP - 880208806	$11.580	$2,621,017.20	4.7%	$2,720,605.90	$(99,588.70)	$125,166.02	4.8%
10,000.0000		TOTAL CAP CDA LTD GLBL NT 01/17/13 1.450 01/15/18 CUSIP - 89153UAE1	$98.670	$9,867.00	0.0%	$10,150.30	$(283.30)	$145.00	1.5%
347,995.0000	MXIIX	TOUCHSTONE FLEXIBLE INCOME FUND CLASS Y CUSIP - 89154Q596	$10.310	$3,587,828.45	6.4%	$3,819,240.40	$(231,411.95)	$185,133.34	5.2%
20,000.0000		TOYOTA MTR CR CORP MEDIUM TERM 09/15/11 2.000 09/15/16 CUSIP - 89233P5E2	$102.741	$20,548.20	0.0%	$20,790.20	$(242.00)	$400.00	1.9%
60,000.0000		US TREASURY N/B 11/15/04 4.250 11/15/14 CUSIP - 912828DC1	$104.590	$62,754.00	0.1%	$63,742.97	$(988.97)	$2,550.00	4.1%
110,000.0000		UNITED STATES TREAS NTS 05/31/12 0.250 05/31/14 CUSIP - 912828SW1	$100.109	$110,119.90	0.2%	$110,099.61	$20.29	$275.00	0.2%
40,000.0000		TSY INFL IX N/B 01/15/13 0.125 01/15/23 CUSIP - 912828UH1	$98.474	$39,389.72	0.1%	$43,436.45	$(4,046.73)	$50.00	0.1%
40,000.0000		US TREASURY N/B 02/15/13 0.375 02/15/16 CUSIP - 912828UM0	$99.898	$39,959.20	0.1%	$39,882.03	$77.17	$150.00	0.4%
27,760.7300		VALT 2002-1 A4 06/01/02 VAR 05/07/27 CUSIP - 92178PAD9	$104.396	$28,981.09	0.1%	$29,426.38	$(445.29)	$1,823.88	6.3%
25,000.0000		WFRBS COML MTG TR	$99.822	$24,955.50	0.0%	$25,749.67	$(794.17)	$507.25	2.0%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								**(continued)**	
		02/01/13 2.029 03/15/45 SER 2013-C11 CL A2 CUSIP - 92937EAB0							
25,000.0000		WBCMT 2006-C23 AM 03/01/06 VAR 01/15/45 CUSIP - 92976BDV1	$108.392	$27,098.00	0.0%	$27,806.25	$(708.25)	$1,366.50	5.0%
5,000.0000		WAL-MART STORES INC 04/11/13 2.550 04/11/23 OPT CALL 01/11/2023 @ 100.00 CUSIP - 931142DH3	$92.461	$4,623.05	0.0%	$5,053.30	$(430.25)	$127.50	2.8%
20,000.0000		WELLS FARGO & CO 12/10/07 5.625 12/11/17 CUSIP - 949746NX5	$114.886	$22,977.20	0.0%	$23,734.40	$(757.20)	$1,125.00	4.9%
20,000.0000		WESTPAC BKG CORP 08/03/10 3.000 08/04/15 CUSIP - 961214BN2	$104.292	$20,858.40	0.0%	$21,049.20	$(190.80)	$600.00	2.9%
25,000.0000		WESTPAC BKG CORP 12/09/10 3.000 12/09/15 CUSIP - 961214BP7	$104.652	$26,163.00	0.0%	$25,459.25	$703.75	$750.00	2.9%
		Fixed Income - Total		**$8,321,585.61**	**14.9%**	**$8,696,993.02**	**$(375,407.41)**	**$356,969.27**	**4.3%**
Equities									
7,763.0000	STX	SEAGATE TECHNOLOGY PLC SHS CUSIP - G7945M107	$43.760	$339,708.88	0.6%	$170,338.20	$169,370.68	$11,799.76	3.5%
7,678.0000	T	AT&T INC CUSIP - 00206R102	$33.820	$259,669.96	0.5%	$264,550.87	$(4,880.91)	$13,820.40	5.3%
8,146.0000	ABBV	ABBVIE INC CUSIP - 00287Y109	$44.730	$364,370.58	0.7%	$350,010.82	$14,359.76	$13,033.60	3.6%
1,777.0000	ADS	ALLIANCE DATA SYS CUSIP - 018581108	$211.470	$375,782.19	0.7%	$279,667.81	$96,114.38		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
3,266.0000	AMGN	AMGEN INC CUSIP - 031162100	$111.925	$365,547.05	0.7%	$341,062.15	$24,484.90	$6,140.08	1.7%
704.0000	AAPL	APPLE INC CUSIP - 037833100	$476.750	$335,632.00	0.6%	$223,326.66	$112,305.34	$8,588.80	2.6%
8,941.0000	AVT	AVNET INC CUSIP - 053807103	$41.710	$372,929.11	0.7%	$353,504.81	$19,424.30	$5,364.60	1.4%
12,072.0000	BBT	B B & T CORPORATION COM CUSIP - 054937107	$33.750	$407,430.00	0.7%	$353,019.82	$54,410.18	$11,106.24	2.7%
3,366.0000	BA	BOEING CO CUSIP - 097023105	$117.500	$395,505.00	0.7%	$331,203.75	$64,301.25	$6,530.04	1.7%
7,851.0000	CBS	CBS CORP NEW CL B CUSIP - 124857202	$55.160	$433,061.16	0.8%	$362,806.49	$70,254.67	$3,768.48	0.9%
4,433.0000	CI	CIGNA CORP CUSIP - 125509109	$76.860	$340,720.38	0.6%	$239,122.21	$101,598.17	$177.32	0.1%
12,197.0000	CMS	CMS ENERGY CORP CUSIP - 125896100	$26.320	$321,025.04	0.6%	$350,555.20	$(29,530.16)	$12,440.94	3.9%
6,522.0000	CVS	CVS/CAREMARK CORPORATION CUSIP - 126650100	$56.750	$370,123.50	0.7%	$325,486.88	$44,636.62	$5,869.80	1.6%
11,961.0000	CA	CA INC CUSIP - 12673P105	$29.670	$354,882.87	0.6%	$352,402.81	$2,480.06	$11,961.00	3.4%
2,928.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	$121.500	$355,752.00	0.6%	$350,735.17	$5,016.83	$11,712.00	3.3%
7,389.0000	CSCO	CISCO SYSTEMS INC CUSIP - 17275R102	$23.431	$173,131.66	0.3%	$130,185.55	$42,946.11	$5,024.52	2.9%
5,856.0000	COP	CONOCOPHILLIPS CUSIP - 20825C104	$69.510	$407,050.56	0.7%	$343,017.27	$64,033.29	$16,162.56	4.0%

FIFTH THIRD PRIVATE BANK

Investment Account
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PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
17,203.0000	DAL	DELTA AIR LINES INC CUSIP - 247361702	$23.590	$405,818.77	0.7%	$268,581.84	$137,236.93	$4,128.72	1.0%
7,936.0000	DFS	DISCOVER FINANCIAL SERVICES CUSIP - 254709108	$50.540	$401,085.44	0.7%	$215,762.48	$185,322.96	$6,348.80	1.6%
4,487.0000	DOV	DOVER CORP COM CUSIP - 260003108	$89.830	$403,067.21	0.7%	$328,263.54	$74,803.67	$6,730.50	1.7%
4,588.0000	EMN	EASTMAN CHEM CO COM CUSIP - 277432100	$77.900	$357,405.20	0.6%	$306,602.28	$50,802.92	$5,505.60	1.5%
116,774.2230	AEPFX	EUROPACIFIC GROWTH FD CL F-2 CUSIP - 29875E100	$46.020	$5,373,949.74	9.6%	$4,284,446.25	$1,089,503.49	$95,287.77	1.8%
3,856.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	$86.040	$331,770.24	0.6%	$332,116.39	$(346.15)	$9,717.12	2.9%
9,185.0000	GPS	THE GAP INC COM CUSIP - 364760108	$40.280	$369,971.80	0.7%	$421,815.61	$(51,843.81)	$7,348.00	2.0%
8,122.0000	HAL	HALLIBURTON CO CUSIP - 406216101	$48.150	$391,074.30	0.7%	$368,100.41	$22,973.89	$4,061.00	1.0%
6,795.0000	HBI	HANESBRANDS INC. CUSIP - 410345102	$62.310	$423,396.45	0.8%	$340,171.61	$83,224.84	$5,436.00	1.3%
5,214.0000	HP	HELMERICH & PAYNE INC COM CUSIP - 423452101	$68.950	$359,505.30	0.6%	$317,621.24	$41,884.06	$10,428.00	2.9%
14,387.0000	HTZ	HERTZ GLOBAL HOLDINGS INC CUSIP - 42805T105	$22.160	$318,815.92	0.6%	$340,546.05	$(21,730.13)		
13,972.0000	INTC	INTEL CORP CUSIP - 458140100	$22.921	$320,252.21	0.6%	$330,749.38	$(10,497.17)	$12,574.80	3.9%

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PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
1,668.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	$185.180	$308,880.24	0.6%	$190,763.47	$118,116.77	$6,338.40	2.1%
8,076.0000	IP	INTERNATIONAL PAPER CO CUSIP - 460146103	$44.800	$361,804.80	0.6%	$386,893.70	$(25,088.90)	$11,306.40	3.1%
7,876.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	$51.690	$407,110.44	0.7%	$391,449.42	$15,661.02	$11,971.52	2.9%
4,115.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	$86.690	$356,729.35	0.6%	$349,746.07	$6,983.28	$10,863.60	3.0%
10,080.0000	JCI	JOHNSON CTLS INC CUSIP - 478366107	$41.500	$418,320.00	0.7%	$418,283.28	$36.72	$7,660.80	1.8%
3,070.0000	KLAC	KLA TENCOR CORP COM CUSIP - 482480100	$60.850	$186,809.50	0.3%	$164,416.00	$22,393.50	$5,526.00	3.0%
4,501.0000	KMB	KIMBERLY CLARK CORP CUSIP - 494368103	$94.220	$424,084.22	0.8%	$448,542.63	$(24,458.41)	$14,583.24	3.4%
9,764.0000	KR	KROGER CO CUSIP - 501044101	$40.340	$393,879.76	0.7%	$277,744.50	$116,135.26	$6,444.24	1.6%
9,338.0000	LNC	LINCOLN NATL CORP IND CUSIP - 534187109	$41.990	$392,102.62	0.7%	$410,859.26	$(18,756.64)	$4,482.24	1.1%
9,757.0000	LO	LORILLARD INC CUSIP - 544147101	$44.780	$436,918.46	0.8%	$426,000.91	$10,917.55	$21,465.40	4.9%
5,407.0000	MGA	MAGNA INTL INC SEDOL 2554475 ISIN CA5592224011 CUSIP - 559222401	$82.560	$446,401.92	0.8%	$319,406.09	$126,995.83	$6,920.96	1.6%
4,824.0000	MPC	MARATHON PETE CORP CUSIP - 56585A102	$64.320	$310,279.68	0.6%	$317,970.87	$(7,691.19)	$8,104.32	2.6%
8,521.0000	MET	METLIFE INC	$46.950	$400,060.95	0.7%	$371,624.67	$28,436.28	$9,373.10	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 - 59156R108							
11,143.0000	MYL	MYLAN INC. CUSIP - 628530107	$38.170	$425,328.31	0.8%	$320,710.03	$104,618.28		
4,347.0000	NEE	NEXTERA ENERGY INC CUSIP - 65339F101	$80.160	$348,455.52	0.6%	$263,514.45	$84,941.07	$11,476.08	3.3%
7,324.0000	OCR	OMNICARE INC COM CUSIP - 681904108	$55.500	$406,482.00	0.7%	$346,052.93	$60,429.07	$4,101.44	1.0%
11,430.0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	$33.170	$379,133.10	0.7%	$317,111.10	$62,022.00	$5,486.40	1.4%
108,543.1120	ODVYX	OPPENHEIMER DVLPING MKTS-Y CUSIP - 683974505	$36.560	$3,968,336.17	7.1%	$3,506,825.00	$461,511.17	$27,027.23	0.7%
5,065.0000	QCOM	QUALCOMM INC COM CUSIP - 747525103	$67.320	$340,975.80	0.6%	$316,263.69	$24,712.11	$7,091.00	2.1%
42,125.0000	RF	REGIONS FINL CORP NEW CUSIP - 7591EP100	$9.260	$390,077.50	0.7%	$427,834.14	$(37,756.64)	$5,055.00	1.3%
100,700.0000	OTCFX	T ROWE PRICE SMALL CAP STOCK FUND #65 CUSIP - 779572106	$43.140	$4,344,198.00	7.8%	$3,838,826.00	$505,372.00	$12,084.00	0.3%
5,874.0000	STT	STATE STREET CORP CUSIP - 857477103	$65.750	$386,215.50	0.7%	$378,541.23	$7,674.27	$6,108.96	1.6%
4,126.0000	TMO	THERMO FISHER SCIENTIFIC INC CUSIP - 883556102	$92.150	$380,210.90	0.7%	$329,293.58	$50,917.32	$2,475.60	0.7%
437,000.0000	TMPIX	TOUCHSTONE MID CAP FD I SHARES CUSIP - 89155T649	$20.990	$9,172,630.00	16.4%	$8,748,740.00	$423,890.00	$145,084.00	1.6%
2,382.0000	UNP	UNION PAC CORP CUSIP - 907818108	$155.340	$370,019.88	0.7%	$273,089.46	$96,930.42	$7,527.12	2.0%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
3,564.0000	UTX	UNITED TECHNOLOGIES CORP CUSIP - 913017109	$107.820	$384,270.48	0.7%	$339,674.15	$44,596.33	$7,626.96	2.0%
6,091.0000	VZ	VERIZON COMMUNICATIONS CUSIP - 92343V104	$46.675	$284,297.43	0.5%	$308,551.79	$(24,254.36)	$12,912.92	4.5%
5,715.0000	WMT	WAL-MART STORES INC CUSIP - 931142103	$73.960	$422,681.40	0.8%	$442,268.05	$(19,586.65)	$10,744.20	2.5%
8,822.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	$41.320	$364,525.04	0.7%	$280,732.06	$83,792.98	$10,586.40	2.9%
3,376.0000	WHR	WHIRLPOOL CORP COM CUSIP - 963320106	$146.440	$494,381.44	0.9%	$366,566.42	$127,815.02	$8,440.00	1.7%
		Equities - Total		**$43,134,034.93**	**77.2%**	**$38,254,068.50**	**$4,879,966.43**	**$719,933.98**	**1.7%**
Real Estate Investments									
1,298.0000	ARE	ALEXANDRIA REAL ESTATE EQUITIES INC CUSIP - 015271109	$63.850	$82,877.30	0.1%	$91,778.36	$(8,901.06)	$3,530.56	4.3%
1,576.0000	AMRE	AMREIT INC NEW CL B CUSIP - 03216B208	$17.350	$27,343.60	0.0%	$31,308.50	$(3,964.90)	$1,260.80	4.6%
1,961.0000	AIV	APARTMENT INVT & MGMT CO CL A CUSIP - 03748R101	$27.940	$54,790.34	0.1%	$61,918.97	$(7,128.63)	$1,882.56	3.4%
3,171.0000	AEC	ASSOCIATED ESTATES RLTY CORP COM CUSIP - 045604105	$14.910	$47,279.61	0.1%	$57,665.59	$(10,385.98)	$2,409.96	5.1%
520.0000	AVB	AVALONBAY CMNTYS INC COM CUSIP - 053484101	$127.090	$66,086.80	0.1%	$69,247.21	$(3,160.41)	$2,225.60	3.4%

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								(continued)	
654.0000	BXP	BOSTON PPTYS INC CUSIP - 101121101	$106.900	$69,912.60	0.1%	$69,824.63	$87.97	$1,700.40	2.4%
4,235.0000	BDN	BRANDYWINE REALTY TRUST CUSIP - 105368203	$13.180	$55,817.30	0.1%	$63,208.65	$(7,391.35)	$2,541.00	4.6%
2,585.0000	CBL	CBL & ASSOC PPTYS INC CUSIP - 124830100	$19.100	$49,373.50	0.1%	$62,102.56	$(12,729.06)	$2,378.20	4.8%
942.0000	CPT	CAMDEN PPTY TR CUSIP - 133131102	$61.440	$57,876.48	0.1%	$68,237.35	$(10,360.87)	$2,373.84	4.1%
1,060.0000	DLR	DIGITAL RLTY TR INC CUSIP - 253868103	$53.100	$56,286.00	0.1%	$72,885.49	$(16,599.49)	$3,307.20	5.9%
2,833.0000	DEI	DOUGLAS EMMETT INC CUSIP - 25960P109	$23.470	$66,490.51	0.1%	$72,552.28	$(6,061.77)	$2,039.76	3.1%
1,649.0000	EPR	EPR PPTYS COM SH BEN INT CUSIP - 26884U109	$48.740	$80,372.26	0.1%	$87,001.57	$(6,629.31)	$5,210.84	6.5%
1,057.0000	EGP	EAST GROUP PPTYS INC SH BEN INT CUSIP - 277276101	$59.210	$62,584.97	0.1%	$62,660.86	$(75.89)	$2,283.12	3.6%
413.0000	ESS	ESSEX PPTY TR INC CUSIP - 297178105	$147.700	$61,000.10	0.1%	$64,896.60	$(3,896.50)	$1,998.92	3.3%
643.0000	FRT	FEDERAL RLTY INVT TR SH BEN INT NEW CUSIP - 313747206	$101.450	$65,232.35	0.1%	$71,450.74	$(6,218.39)	$2,006.16	3.1%
1,218.0000	HCP	HCP INC CUSIP - 40414L109	$40.950	$49,877.10	0.1%	$62,349.91	$(12,472.81)	$2,557.80	5.1%
1,322.0000	HCN	HEALTH CARE REIT INC COM CUSIP - 42217K106	$62.380	$82,466.36	0.1%	$92,231.84	$(9,765.48)	$4,045.32	4.9%

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								**(continued)**	
2,970.0000	HPT	HOSPITALITY PPTYS TR COM SH BEN INT CUSIP - 44106M102	$28.300	$84,051.00	0.2%	$81,440.07	$2,610.93	$5,583.60	6.6%
4,710.0000	HST	HOST HOTELS AND RESORTS CUSIP - 44107P104	$17.670	$83,225.70	0.1%	$82,754.70	$471.00	$2,260.80	2.7%
1,175.0000	LTC	LTC PPTYS INC COM CUSIP - 502175102	$37.980	$44,626.50	0.1%	$50,238.77	$(5,612.27)	$2,185.50	4.9%
5,529.0000	LXP	LEXINGTON CORPORATE PPTYS TR CUSIP - 529043101	$11.230	$62,090.67	0.1%	$65,539.11	$(3,448.44)	$3,317.40	5.3%
2,423.0000	MNR	MONMOUTH REAL ESTATE INVT CORP CL A CUSIP - 609720107	$9.070	$21,976.61	0.0%	$27,271.22	$(5,294.61)	$1,453.80	6.6%
1,685.0000	NNN	NATIONAL RETAIL PPTYS INC CUSIP - 637417106	$31.820	$53,616.70	0.1%	$62,638.18	$(9,021.48)	$2,729.70	5.1%
1,042.0000	PSA	PUBLIC STORAGE CUSIP - 74460D109	$160.550	$167,293.10	0.3%	$163,362.14	$3,930.96	$5,210.00	3.1%
1,650.0000	RYN	RAYONIER INC CUSIP - 754907103	$55.650	$91,822.50	0.2%	$96,645.95	$(4,823.45)	$3,234.00	3.5%
1,648.0000	O	REALTY INCOME CORP COM CUSIP - 756109104	$39.750	$65,508.00	0.1%	$76,022.24	$(10,514.24)	$3,595.94	5.5%
2,231.0000	SNH	SENIOR HSG PPTYS TR SH BEN INT CUSIP - 81721M109	$23.340	$52,071.54	0.1%	$60,756.38	$(8,684.84)	$3,480.36	6.7%
1,529.0000	SPG	SIMON PPTY GROUP INC NEW CUSIP - 828806109	$148.230	$226,643.67	0.4%	$256,957.01	$(30,313.34)	$7,033.40	3.1%
2,059.0000	SKT	TANGER FACTORY OUTLET CTRS INC COM	$32.650	$67,226.35	0.1%	$76,609.01	$(9,382.66)	$1,853.10	2.8%

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								**(continued)**	
		CUSIP - 875465106							
941.0000	VTR	VENTAS INC COM CUSIP - 92276F100	$61.500	$57,871.50	0.1%	$70,669.85	$(12,798.35)	$2,521.88	4.4%
2,004.0000	WRI	WEINGARTEN RLTY INV CUSIP - 948741103	$29.330	$58,777.32	0.1%	$63,855.86	$(5,078.54)	$2,444.88	4.2%
		Real Estate Investments - Total		**$2,172,468.34**	**3.9%**	**$2,396,081.60**	**$(223,613.26)**	**$90,656.40**	**4.2%**
Total Portfolio Positions				**$55,878,562.89**	**100.0%**	**$51,597,617.13**	**$4,280,945.76**	**$1,167,784.70**	**2.1%**

Jacob G. Schmidlapp Trusts #1
Contributions
Fiscal Year Ending 9/30/2013

Organization	Address	City	St	Zip	Usage	Amt	Date Paid
Art Opportunities / ArtWorks	20 E. Central Parkway	Cincinnati	OH	45202	Project/Program Support	$100,000.00	4/22/2013
ArtsWave	20 E. Central Parkway, Suite 200	Cincinnati	OH	45202	Project/Program Support	$50,000.00	4/22/2013
ArtsWave	20 E. Central Parkway, Suite 200	Cincinnati	OH	45202	Project/Program Support	$50,000.00	4/22/2013
Baptist Convalescent Center Inc.	1452 Donaldson Highway	Erlanger	KY	41018	Capital Fund Support	$50,000.00	4/22/2013
Catholic Inner City Schools Education Fund	100 E. 8th Street	Cincinnati	OH	45202	Project/Program Support	$50,000.00	1/29/2013
Central Clinic	311 Albert Sabin Way	Cincinnati	OH	45229	Project/Program Support	$50,000.00	4/22/2013
Children's Home of Cincinnati	5050 Madison Road	Cincinnati	OH	45227	Project/Program Support	$50,000.00	4/22/2013
Children's Home of Northern Kentucky	200 Home Road, Devou Park	Covington	KY	41011	Project/Program Support	$25,000.00	1/29/2013
Cincinnati Eye Institute Foundation	1945 CEI Drive	Cincinnati	OH	45242	Project/Program Support	$50,000.00	1/29/2013
Cincinnati Opera Association	1243 Elm Street	Cincinnati	OH	45202	Project/Program Support	$30,000.00	2/5/2013
Cincinnati Shakespeare Company	719 Race Street	Cincinnati	OH	45227	Project/Program Support	$15,000.00	2/5/2013
Cincinnati USA Regional Chamber Foundation	300 Carew Tower, 441 Vine St.	Cincinnati	OH	45202	Project/Program Support	$100,000.00	10/17/2012
CityLink Center	800 Bank Street	Cincinnati	OH	45214	General Operating Support	$25,000.00	1/29/2013
Clifton Cultural Arts Center	PO Box 20041, 3711 Clifton Ave	Cincinnati	OH	45220	Capital Fund Support	$25,000.00	1/29/2013
Cris Collinsworth ProScan Foundation	5400 Kennedy Ave.	Cincinnati	OH	45213	Project/Program Support	$25,000.00	4/22/2013
Dayton Art Institute	456 North Belmonte Park North	Dayton	OH	45405	Project/Program Support	$50,000.00	10/17/2012
Economics Center	90 W Daniels St, PO Box 210223	Cincinnati	OH	45221	Project/Program Support	$60,000.00	10/17/2012
Emanuel Community Center, Inc.	1308 Race Street	Cincinnati	OH	45202	Capital Fund Support	($25,000.00)	4/4/2013
Episcopal Retirement Homes, Inc.	3870 Virginia Avenue	Cincinnati	OH	45227	Capital Fund Support	$29,000.00	10/3/2012
Gateway Community and Technical College	500 Technology Way	Florence	KY	41042	Project/Program Support	$100,000.00	9/27/2013
Good Samaritan Hospital	375 Dixmyth Avenue	Cincinnati	OH	45220	Capital Fund Support	$500,000.00	4/22/2013
Leadership Council for Human Service Executives	1650 Russell Street	Covington	KY	41011	General Operating Support	$50,000.00	2/5/2013
Legal Aid Society of Cincinnati	215 East 9th Street, Suite 200	Cincinnati	OH	45208	Project/Program Support	$25,000.00	2/5/2013
LISC Program of Greater Cincinnati & No KY	2400 Reading Road #236	Cincinnati	OH	45202	Project/Program Support	$75,000.00	4/22/2013
Lower Price Hill Community School	2104 St. Michael Street	Cincinnati	OH	45204	Capital Fund Support	$25,000.00	2/5/2013
Madisonville Education & Assistance Center	4600 Erie Avenue	Cincinnati	OH	45227	Capital Fund Support	$25,000.00	10/17/2012
Magnified Giving	209 West Benson Street	Cincinnati	OH	45215	Project/Program Support	$10,000.00	1/29/2013
Maple Knoll Communities	11100 Springfield Pike	Cincinnati	OH	45246	Capital Fund Support	$20,000.00	10/3/2012
Marvin Lewis Community Fund	700 Pete Rose Way, #37	Cincinnati	OH	45203	Project/Program Support	$25,000.00	4/22/2013
May We Help	7525 Wooster Pike	Cincinnati	OH	45227	Project/Program Support	$15,000.00	2/5/2013
New Life Furniture	541 Main Street	Milford	OH	45150	General Operating Support	$20,000.00	1/29/2013
North Fairmount Community Center	2569 St. Leo Place	Cincinnati	OH	45225	Capital Fund Support	$10,000.00	10/3/2012
Partners in Prime	140 Ross Ave	Hamilton	OH	45013	Capital Fund Support	$10,000.00	10/3/2012
Partnership For Innovation In Education	P.O. Box 8722	Cincinnati	OH	45208	Project/Program Support	$10,000.00	2/14/2013
People Working Cooperatively	4612 Paddock Road	Cincinnati	OH	45229-	Project/Program Support	$50,000.00	4/22/2013
Piqua Neighborhood Improvement Inc	201 West Water Street	Piqua	OH	45356	Project/Program Support	$5,000.00	2/5/2013
ProKids	2605 Burnet Avenue	Cincinnati	OH	45219	Project/Program Support	$20,000.00	1/29/2013
Public Library of Cincinnati & Hamilton Cty Fndn	800 Vine Street	Cincinnati	OH	45202	Capital Fund Support	$250,000.00	1/29/2013

Jacob G. Schmidlapp Trusts #1
Contributions
Fiscal Year Ending 9/30/2013

Organization	Address	City	St	Zip	Usage	Amt	Date Paid
Redwood Rehabilitation Center	71 Orphanage Road	Ft. Mitchell	KY	41017	Project/Program Support	$10,000.00	10/3/2012
Society of St. Vincent de Paul	1125 Bank Street	Cincinnati	OH	45214	Project/Program Support	$50,000.00	4/22/2013
Strategies to End Homelessness, Inc.	2368 Victory Parkway, Suite 600	Cincinnati	OH	45206	Capital Fund Support	$500,000.00	3/20/2013
Talbert House	2600 Victory Parkway	Cincinnati	OH	45206	Project/Program Support	$50,000.00	4/22/2013
Teach for America	315 W. 36th Street, 7th Floor	New York	NY	10018	Project/Program Support	$25,000.00	4/29/2013
United Way of Greater Cincinnati	2400 Reading Road	Cincinnati	OH	45202	Project/Program Support	$50,000.00	10/3/2012
United Way of Greater Cincinnati	2400 Reading Road	Cincinnati	OH	45202	Project/Program Support	$50,000 00	2/14/2013
United Way of Greater Cincinnati	2400 Reading Road	Cincinnati	OH	45202	Project/Program Support	$50,000.00	9/27/2013
Urban League of Greater Cincinnati	3458 Reading Road	Cincinnati	OH	45229	Project/Program Support	$50,000.00	1/29/2013
Vision 2015	50 E RiverCenter Blvd., Suite 465	Covington	KY	41011	General Operating Support	$25,000 00	10/30/2012
Vision 2015	50 E RiverCenter Blvd , Suite 465	Covington	KY	41011	General Operating Support	$25,000.00	9/19/2013
						$ 2,939,000.00	

Jacob G. Schmidlapp Trusts #1

Grants Approved for Future Payment
FY Ending 9/30/2013

Grantee	Location	Commitment
ArtsWave	Cincinnati, OH	$ 50,000.00
Dress for Success Cincinnati	Cincinnati, OH	$ 50,000.00
Magnified Giving	Cincinnati, OH	$ 10,000.00
Music Hall Revitalization Company Inc.	Cincinnati, OH	$ 1,000,000.00
Teach for America	New York, NY	$ 25,000.00
		$ 1,135,000.00