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 ELMA M LAPP FDN CONS	A Employer identification number: 31-6229734
Number and street (or P.O box number if mail is not delivered to street address): 38 FOUNTAIN SQUARE PLAZA; Room/suite:	B Telephone number (see instructions): 513- 579-5310
City or town, state, and ZIP code: CINCINNATI, OH 45263-0858	C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 56,728,142.

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 ▶ [X]

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

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	433,756.	433,756.		STMT 1
	4	Dividends and interest from securities	1,163,308.	1,161,370.		STMT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	7,314,292.			
	b	Gross sales price for all assets on line 6a 55,848,833.				
	7	Capital gain net income (from Part IV, line 2)		7,314,292.		
	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	8,911,356.	8,909,418.		
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 3	12,600.	6,300.	NONE	6,300.
	b	Accounting fees (attach schedule) STMT 4	660.	330.	NONE	330.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	1,936.	1,936.		
	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 6	178,648.	178,448.		200.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	193,844.	187,014.	NONE	6,830.
	25	Contributions, gifts, grants paid	2,614,895.			2,614,895.
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,808,739.	187,014.	NONE	2,621,725.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	6,102,617.			
	b	**Net investment income** (if negative, enter -0-)		8,722,404.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
1	Cash - non-interest-bearing		-326,766.	-326,766.
2	Savings and temporary cash investments	1,210,797.	408,292.	408,292.
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)	31,017,481.	42,694,962.	46,490,290.
c	Investments - corporate bonds (attach schedule)	14,527,193.	10,069,220.	10,156,326.
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)	46,755,471.	52,845,708.	56,728,142.
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	46,755,471.	52,845,708.	
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)	46,755,471.	52,845,708.	
31	Total liabilities and net assets/fund balances (see instructions)	46,755,471.	52,845,708.	

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	46,755,471.
2	Enter amount from Part I, line 27a	2	6,102,617.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	603.
4	Add lines 1, 2, and 3	4	52,858,691.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	12,983.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	52,845,708.

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	55,848,832.		48,534,540.	7,314,292.
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				7,314,292.
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** 7,314,292.

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	2,563,746.	50,988,660.	0.050281
2010	2,377,989.	51,501,228.	0.046173
2009	2,349,126.	47,360,328.	0.049601
2008	2,915,524.	41,835,155.	0.069691
2007			

2	**Total** of line 1, column (d)	2	0.215746
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	0.053937
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	53,724,064.
5	Multiply line 4 by line 3	5	2,897,715.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	87,224.
7	Add lines 5 and 6	7	2,984,939.
8	Enter qualifying distributions from Part XII, line 4	8	2,621,725.

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 ▶ ☐ and enter 1% of Part I, line 27b	1	NONE
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	NONE
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	NONE
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
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	NONE
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	NONE
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, TRUSTEE Telephone no. ▶ (513) 579-5310

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)*

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? [ ] Yes [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? *If "Yes" to 6b, file Form 8870.*	6b		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? [ ] Yes [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
THE FIFTH THIRD BANK 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH 45263	TRUSTEE 2	-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	53,460,517.
b	Average of monthly cash balances	1b	1,081,680.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	54,542,197.
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	54,542,197.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	818,133.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	53,724,064.
6	**Minimum investment return.** Enter 5% of line 5	6	2,686,203.

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	2,686,203.
2a	Tax on investment income for 2012 from Part VI, line 5	2a: NONE		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b:		
c	Add lines 2a and 2b		2c	NONE
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,686,203.
4	Recoveries of amounts treated as qualifying distributions		4	NONE
5	Add lines 3 and 4		5	2,686,203.
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	2,686,203.

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	2,621,725.
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	2,621,725.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,621,725.

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				2,686,203.
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 ... 647,325.				
c From 2009 ... NONE				
d From 2010 ... NONE				
e From 2011 ... 14,313.				
f **Total** of lines 3a through e	661,638.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 2,621,725.				
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				2,621,725.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	64,478.			64,478.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	597,160.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	597,160.			
10 Analysis of line 9:				
a Excess from 2008 ... 582,847.				
b Excess from 2009 ... NONE				
c Excess from 2010 ... NONE				
d Excess from 2011 ... 14,313.				
e Excess from 2012 ...				

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).)

NONE

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

NONE

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

Check here ▶ [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*				
UNIVERSITY OF CINCINNATI COLLEGE OF MEDICINE P. O. BOX 210641 CINCINNATI OH 45221	NONE	CHARITY	PROJECT/PROGRAM SUPPORT	1,743,263.
CINCINNATI MUSEUM ASSOCIATION ATTN: RON CROPP 953 EDEN PARK DRIVE CINCINNATI OH 45202	NONE	CHARITY	PROJECT/PROGRAM SUPPORT	290,544.
CINCINNATI SYMPHONY ORCHESTRA C/O DONALD C. A 1241 ELM STREET CINCINNATI OH 45202	NONE	CHARITY	PROJECT/PROGRAM SUPPORT	290,544.
CINCINNATI OPERA ASSOCIATION C/O DARLENE ZOZ, 1243 ELM ST CINCINNATI OH 45202	NONE	CHARITY	PROJECT/PROGRAM SUPPORT	290,544.
Total . . . . ▶ **3a**				2,614,895.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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	433,756.
4 Dividends and interest from securities				NONE	1,163,308.
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	7,314,292.
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	8,911,356.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 8,911,356.

(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 SPECIFIED IN
4	THE GOVERNING AGREEMENT
8	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
8	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED IN
8	THE GOVERNING AGREEMENT
11	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
11	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED IN
11	THE GOVERNING AGREEMENT
3	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
3	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS 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 | 01/15/2014 Date | Tax Officer Title

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

FIFTH THIRD BANK, TRUSTEE

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		433,756.	433,756.
	TOTAL	433,756.	433,756.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	79.	79.
FOREIGN DIVIDENDS	84,782.	84,782.
NONDIVIDEND DISTRIBUTIONS	250.	
DOMESTIC DIVIDENDS	1,020,291.	1,020,291.
FOREIGN INTEREST	7,319.	7,319.
EXEMPT INTEREST NOT SUBJECT TO AMT - STA	1,688.	
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	33,938.	33,938.
OID INCOME ON USGI	4,216.	4,216.
NONQUALIFIED FOREIGN DIVIDENDS	981.	981.
NONQUALIFIED DOMESTIC DIVIDENDS	9,764.	9,764.
TOTAL	1,163,308.	1,161,370.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		12,600.	6,300.		6,300.
	TOTALS	12,600.	6,300.	NONE	6,300.

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	499.	499.
FOREIGN TAXES ON QUALIFIED FOR	1,422.	1,422.
FOREIGN TAXES ON NONQUALIFIED	15.	15.
TOTALS	1,936.	1,936.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK SERVICE FEES	150,870.	150,870.	
BANK SERVICE FEES	27,578.	27,578.	
OTHER MISC. EXPENSES	200.		200.
TOTALS	178,648.	178,448.	200.

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

DESCRIPTION	AMOUNT
ADJUSTMENT FOR EATON MERGER	575.
ROUNDING ON SALES	28.
TOTAL	603.

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

DESCRIPTION	AMOUNT
ADJUSTMENT FOR OID INCOME	4,216.
FACTOR REVISION	8,764.
ROUNDING INCOME & EXPENSES	3.
TOTAL	12,983.

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
LONG-TERM CAPITAL GAIN DIVIDENDS/DISTRIBUTION	6,769.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		6,769.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		6,769.00

FIFTH THIRD PRIVATE BANK

Investment Account
ELMA M LAPP FDN/ME CONS

09/01/2013 - 09/30/2013

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
(326,766.2200)		CASH	$1.000	$(326,766.22)	(0.6)%	$(326,766.22)			
333,384.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES (INCOME INVESTMENT) CUSIP - 99FEDPVO1	$1.000	$333,384.00	0.6%	$333,384.00		$33.33	
74,908.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES CUSIP - 99FEDPVO1	$1.000	$74,908.00	0.1%	$74,908.00		$7.49	
		Cash & Equivalents - Total		**$81,525.78**	**0.1%**	**$81,525.78**		**$40.82**	**0.1%**
Fixed Income									
80,000.0000		ALLY AUTO REC TR 12/10/10 2.450 06/15/16 SERIE 2010-5 CLASS B CUSIP - 02005RAD3	$101.662	$81,329.60	0.1%	$79,090.63	$2,238.97	$1,960.00	2.4%
10,581.0080		AMSI 2003-IA1 A4 10/01/03 VAR 11/25/33 CUSIP - 03072SLD5	$99.814	$10,561.33	0.0%	$9,829.08	$732.25	$525.35	5.0%
50,000.0000		ANHEUSER BUSCH INBEV WORLDWIDE 07/16/12 3.750 07/15/42 CUSIP - 03523TBQ0	$86.480	$43,240.00	0.1%	$43,112.00	$128.00	$1,875.00	4.3%
40,000.0000		AUTOZONE INC SR NT 11/15/10 4.000 11/15/20 CUSIP - 053332AL6	$102.191	$40,876.40	0.1%	$39,018.10	$1,858.30	$1,600.00	3.9%
45,000.0000		BB&T CORPORATION 10/27/04 5.250 11/01/19 CUSIP - 054937AF4	$112.062	$50,427.90	0.1%	$45,468.45	$4,959.45	$2,362.50	4.7%
10,477.4330		BANK OF AMERICA MTG SECURITIES	$100.641	$10,544.59	0.0%	$10,189.31	$355.28	$602.45	5.7%

FIFTH THIRD
PRIVATE BANK

Investment Account
ELMA M LAPP FDN/ME CONS

09/01/2013 - 09/30/2013

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)	
		07/01/04 5.750 08/25/34 SERIES 2004-7 CLASS 2-A-1 CUSIP - 05949AQB9							
65,000.0000		BANK OF AMERICA CORP 10/26/06 5.625 10/14/16 CUSIP - 060505CS1	$111.502	$72,476.30	0.1%	$65,066.30	$7,410.00	$3,656.25	5.0%
95,000.0000		BK OF AMER AUTO TR 04/18/12 1.590 02/15/17 CLASS B SERIES 2012-1 CUSIP - 06052YAE9	$100.981	$95,931.95	0.2%	$96,083.59	$(151.64)	$1,510.50	1.6%
90,000.0000		BANK NEW YORK INC MEDIUM TERM 10/25/12 1.300 01/25/18 OPT CALL 12/25/2017 @ 100.00 CUSIP - 06406HCE7	$97.813	$88,031.70	0.2%	$89,980.20	$(1,948.50)	$1,170.00	1.3%
65,000.0000		BANK NOVA SCOTIA HALIFAX SR NT 01/13/11 4.375 01/13/21 CUSIP - 064149C88	$107.859	$70,108.35	0.1%	$74,176.70	$(4,068.35)	$2,843.75	4.1%
50,000.0000		BARRICK GOLD CORP 04/03/12 3.850 04/01/22 CUSIP - 067901AL2	$88.439	$44,219.50	0.1%	$51,062.50	$(6,843.00)	$1,925.00	4.4%
65,000.0000		BEAR STEARNS COML MTG SECS INC 06/01/05 4.750 06/11/41 SER 2005-PWR8 CL AJ CUSIP - 07383F7Y8	$103.657	$67,377.05	0.1%	$68,661.33	$(1,284.28)	$3,087.50	4.6%
70,000.0000		BERKSHIRE HATHAWAY FIN SR NT 08/15/13 0.950 08/15/16 CUSIP - 084664BX8	$100.130	$70,091.00	0.1%	$69,962.90	$128.10	$665.00	0.9%
70,000.0000		BIOMED RLTY L P 06/28/12 4.250 07/15/22 CUSIP - 09064AAG6	$97.016	$67,911.20	0.1%	$69,388.20	$(1,477.00)	$2,975.00	4.4%
35,000.0000		BOEING CO	$108.216	$37,875.60	0.1%	$34,438.95	$3,436.65	$1,312.50	3.5%

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)	
		11/20/09 3.750 11/20/16 CUSIP - 097023BC8							
50,000.0000		BOSTON PTYS LTD PARTNERSHIP 11/18/10 4.125 05/15/21 CUSIP - 10112RAS3	$102.881	$51,440.50	0.1%	$48,206.31	$3,234.19	$2,062.50	4.0%
40,000.0000		BURLINGTON NORTHN SANTA FE 09/10/10 5.050 03/01/41 CUSIP - 12189LAC5	$99.526	$39,810.40	0.1%	$40,162.40	$(352.00)	$2,020.00	5.1%
35,000.0000		CBS CORP NEW GTD SR NT 06/20/12 1.950 07/01/17 CUSIP - 124857AH6	$100.541	$35,189.35	0.1%	$34,600.30	$589.05	$682.50	1.9%
40,000.0000		CIGNA CORP 11/10/11 4.000 02/15/22 CUSIP - 125509BS7	$102.106	$40,842.40	0.1%	$40,194.80	$647.60	$1,600.00	3.9%
17,184.9900		CWALT INC 12/01/04 5.000 02/25/20 SERIES 2004-30CB CLASS 3-A-1 CUSIP - 12667FJ63	$102.677	$17,645.03	0.0%	$16,442.68	$1,202.35	$859.25	4.9%
7,984.4270		CWHL 2004-J6 1A2 07/01/04 5.250 08/25/24 CUSIP - 12669FY98	$97.484	$7,783.54	0.0%	$7,732.19	$51.35	$419.18	5.4%
30,000.0000		CA INC SR NT 11/13/09 5.375 12/01/19 CUSIP - 12673PAC9	$110.951	$33,285.30	0.1%	$30,683.70	$2,601.60	$1,612.50	4.8%
60,000.0000		CAPITAL ONE FINL DTD 05/24/05 5.500% DUE 06/01/15 CUSIP - 14040HAM7	$107.007	$64,204.20	0.1%	$65,803.80	$(1,599.60)	$3,300.00	5.1%
160,000.0000		CARMAX AUTO TR 03/17/11 2.630 11/15/16 SERIE 2011-1 CLASS B CUSIP - 14313HAE5	$102.447	$163,915.20	0.3%	$166,050.00	$(2,134.80)	$4,208.00	2.6%

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)**	
60,000.0000		CD 2006-CD3 MTG TR 10/01/06 5.648 10/15/48 SER 2006-CD3 CL A-M CUSIP - 14986DAH3	$109.305	$65,583.00	0.1%	$68,219.53	$(2,636.53)	$3,388.80	5.2%
40,000.0000		CHURCH & DWIGHT INC NT 09/26/12 2.875 10/01/22 CUSIP - 171340AH5	$94.050	$37,620.00	0.1%	$39,962.00	$(2,342.00)	$1,150.00	3.1%
25,000.0000		CINTAS CORP NO 2 SR NT 05/23/11 4.300 06/01/21 CUSIP - 17252MAK6	$105.213	$26,303.25	0.0%	$24,981.50	$1,321.75	$1,075.00	4.1%
20,000.0000		CISCO SYS INC 02/17/09 4.950 02/15/19 CUSIP - 17275RAE2	$113.469	$22,693.80	0.0%	$19,954.80	$2,739.00	$990.00	4.4%
50,000.0000		CITIGROUP INC 11/21/07 6.125 11/21/17 CUSIP - 172967EM9	$114.998	$57,499.00	0.1%	$46,812.50	$10,686.50	$3,062.50	5.3%
35,000.0000		CLOROX CO 11/09/09 3.550 11/01/15 CUSIP - 189054AR0	$105.199	$36,819.65	0.1%	$35,106.00	$1,713.65	$1,242.50	3.4%
40,000.0000		COCA COLA BOTTLING CO CONS 03/27/03 5.300 04/01/15 CUSIP - 191098AF9	$105.634	$42,253.60	0.1%	$43,052.40	$(798.80)	$2,120.00	5.0%
35,000.0000		COMCAST CORP 06/18/09 5.700 07/01/19 CUSIP - 20030NAZ4	$116.151	$40,652.85	0.1%	$38,044.40	$2,608.45	$1,995.00	4.9%
30,000.0000		CONOCOPHILLIPS 05/08/08 5.900 05/15/38 CUSIP - 20825CAP9	$117.196	$35,158.80	0.1%	$29,886.60	$5,272.20	$1,770.00	5.0%
47,492.1090		CONSECO FINANCE HOME EQUTY LN TR 04/25/02 STEP CPN 05/15/33	$101.664	$48,282.38	0.1%	$50,341.63	$(2,059.25)	$3,500.17	7.2%

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)**	
		SERIE 2002-B CLASS A3 CUSIP - 20847TBQ3							
60,000.0000		CONTL AIRLINES 09/19/12 4.000 10/29/24 CUSIP - 210795QB9	$96.750	$58,050.00	0.1%	$63,450.00	$(5,400.00)	$2,400.00	4.1%
16,625.2870		CSFB 2004-7 6A1 10/01/04 5.250 10/25/19 CUSIP - 2254W0KD6	$101.424	$16,862.03	0.0%	$16,749.99	$112.04	$872.83	5.2%
55,000.0000		CREDIT SUISSE 03/01/05 VAR 02/15/38 SER 2005-C1 CL A-J CUSIP - 225458DN5	$103.561	$56,958.55	0.1%	$57,685.55	$(727.00)	$2,791.25	4.9%
35,000.0000		DEERE & COMPANY 06/08/12 3.900 06/09/42 CUSIP - 244199BF1	$88.442	$30,954.70	0.1%	$35,797.30	$(4,842.60)	$1,365.00	4.4%
55,000.0000		DUKE ENERGY INDIANA 07/09/10 3.750 07/15/20 CUSIP - 263901AC4	$105.214	$57,867.70	0.1%	$55,117.65	$2,750.05	$2,062.50	3.6%
40,000.0000		ENTERPRISE PRODS OPER LLC 01/13/11 3.200 02/01/16 CUSIP - 29379VAS2	$104.945	$41,978.00	0.1%	$39,960.40	$2,017.60	$1,280.00	3.0%
31,046.6100		FG G18020 11/01/04 4.500 11/01/19 CUSIP - 3128MMAW3	$105.710	$32,819.37	0.1%	$30,361.75	$2,457.62	$1,397.10	4.3%
5,860.3600		FG G12433 11/01/06 4.500 06/01/21 CUSIP - 3128M1SW0	$105.919	$6,207.23	0.0%	$5,741.37	$465.86	$263.72	4.2%
34,990.1900		FG G04356 05/01/08 6.000 05/01/38 CUSIP - 3128M6E53	$108.831	$38,080.17	0.1%	$37,013.06	$1,067.11	$2,099.41	5.5%

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)	
33,808.6230		FG G0-5733 11/01/09 5.000 11/01/39 CUSIP - 3128M7V29	$108.658	$36,735.77	0.1%	$35,720.91	$1,014.86	$1,690.43	4.6%
8,056.6200		FH 1H1348 10/01/06 VAR 10/01/36 CUSIP - 3128NGEV3	$106.666	$8,593.67	0.0%	$8,022.62	$571.05	$279.56	3.3%
32,509.3800		FH 1J1540 02/01/07 VAR 03/01/37 CUSIP - 3128NHV91	$106.041	$34,473.27	0.1%	$32,915.74	$1,557.53	$1,765.91	5.1%
92,298.0100		FG J13584 11/01/10 3.500 11/01/25 CUSIP - 3128PS6V4	$105.395	$97,277.49	0.2%	$92,124.94	$5,152.55	$3,230.43	3.3%
37,093.3700		FH 1G2580 12/01/06 VAR 01/01/37 CUSIP - 3128QS2M7	$105.668	$39,195.82	0.1%	$37,359.96	$1,835.86	$2,291.26	5.8%
46,345.7000		FH 1G2601 01/01/07 VAR 02/01/37 CUSIP - 3128QS3J3	$106.215	$49,226.09	0.1%	$46,544.82	$2,681.27	$2,797.89	5.7%
131,982.9500		FG C0-4037 06/01/12 3.500 06/01/42 CUSIP - 31292LPW9	$101.576	$134,063.00	0.2%	$138,149.02	$(4,086.02)	$4,619.40	3.4%
79,472.0810		FG A97897 03/01/11 4.500 04/01/41 CUSIP - 312946X27	$107.623	$85,530.24	0.2%	$81,756.91	$3,773.33	$3,576.24	4.2%
61,221.0520		FG A14481 10/01/03 4.500 10/01/33 CUSIP - 31296N6S1	$106.751	$65,354.09	0.1%	$64,932.60	$421.49	$2,754.95	4.2%
48,696.9000		FG A30941 01/01/05 5.500 02/01/35 CUSIP - 31297LBJ8	$108.961	$53,060.63	0.1%	$49,290.38	$3,770.25	$2,678.33	5.0%

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)**	
40,000.0000		FREDDIE MAC 02/20/02 6.250 07/15/32 CUSIP - 3134A4KX1	$130.313	$52,125.20	0.1%	$49,121.16	$3,004.04	$2,500.00	4.8%
115,000.0000		FANNIE MAE REMIC TRUST 07/01/12 1.80057 12/25/19 SERIE 2012-M8 CLASS ASQ3 CUSIP - 3136A7MK5	$98.500	$113,275.00	0.2%	$117,242.19	$(3,967.19)	$2,070.66	1.8%
120,000.0000		FANNIE MAE 12/01/12 2.307 08/25/22 SER K023 CL A2 CUSIP - 3137AWQH1	$93.080	$111,696.00	0.2%	$122,394.00	$(10,698.00)	$2,768.40	2.5%
13,579.9700		FN 254193 01/01/02 6.000 02/01/22 CUSIP - 31371KKE0	$109.221	$14,832.18	0.0%	$13,764.55	$1,067.63	$814.80	5.5%
76,507.7180		FN 254880 07/01/03 4.500 08/01/23 CUSIP - 31371LCR8	$106.707	$81,639.09	0.1%	$79,878.83	$1,760.26	$3,442.85	4.2%
42,121.0600		FN 256845 07/01/07 6.500 08/01/37 CUSIP - 31371NHW8	$110.522	$46,553.04	0.1%	$42,871.34	$3,681.70	$2,737.87	5.9%
63,235.7320		FN AH8957 03/01/11 4.000 04/01/41 CUSIP - 3138AA5T4	$105.649	$66,807.92	0.1%	$63,700.12	$3,107.80	$2,529.43	3.8%
108,610.5260		FN AJ1413 09/01/11 4.500 09/01/41 CUSIP - 3138ASSB9	$107.361	$116,605.35	0.2%	$116,620.55	$(15.20)	$4,887.47	4.2%
59,365.5720		FN AH0943 12/01/10 4.000 12/01/40 CUSIP - 3138A2BM0	$105.186	$62,444.27	0.1%	$59,727.30	$2,716.97	$2,374.62	3.8%
61,249.0570		FN AH1018	$105.231	$64,453.00	0.1%	$60,942.83	$3,510.17	$2,449.96	3.8%

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)	
		12/01/10 4.000 12/01/40 CUSIP - 3138A2DY2							
66,281.4430		FN AH6622 02/01/11 4.000 03/01/41 CUSIP - 3138A8LC8	$105.661	$70,033.64	0.1%	$69,533.35	$500.29	$2,651.26	3.8%
115,018.3120		FN AL0150 03/01/11 4.000 02/01/41 CUSIP - 3138EGEY6	$105.182	$120,978.56	0.2%	$120,535.59	$442.97	$4,600.73	3.8%
81,940.4370		FN AL0789 09/01/11 4.000 09/01/41 CUSIP - 3138EG2X1	$105.164	$86,171.84	0.2%	$86,178.31	$(6.47)	$3,277.62	3.8%
103,594.7400		FN AM1291 12/01/12 2.260 12/01/22 CUSIP - 3138L1NH8	$93.782	$97,153.22	0.2%	$105,359.09	$(8,205.87)	$2,341.24	2.4%
78,329.2400		FN AM1855 01/01/13 2.870 01/01/33 CUSIP - 3138L2BZ9	$92.336	$72,326.09	0.1%	$80,630.16	$(8,304.07)	$2,248.05	3.1%
64,641.1990		FN AQ1217 11/01/12 2.500 11/01/27 CUSIP - 3138MGK79	$100.652	$65,062.66	0.1%	$67,681.35	$(2,618.69)	$1,616.03	2.5%
95,744.6500		FN AQ1802 10/01/12 3.500 10/01/42 CUSIP - 3138MHAC7	$101.878	$97,542.73	0.2%	$102,297.18	$(4,754.45)	$3,351.06	3.4%
118,897.9250		FN AR1196 12/01/12 3.000 01/01/43 CUSIP - 3138NXKJ5	$97.778	$116,256.01	0.2%	$116,166.99	$89.02	$3,566.94	3.1%
2,109.7100		FN 596500 07/01/01 6.500 07/01/16 CUSIP - 31387WUZ8	$104.522	$2,205.11	0.0%	$2,153.88	$51.23	$137.13	6.2%
64,927.7500		FNMA	$102.884	$66,800.27	0.1%	$60,719.36	$6,080.91	$3,246.39	4.9%

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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
Fixed Income								(continued)	
		09/01/05 5.000 03/25/34 SERIES 2005-86 CLASS WD CUSIP - 31394UCZ3							
130,000.0000		FREDDIE MAC 11/01/04 5.000 11/15/34 SER 2893 CL PE CUSIP - 31395HWC0	$109.382	$142,196.60	0.3%	$132,275.00	$9,921.60	$6,500.00	4.6%
44,264.0070		FANNIE MAE 10/01/09 4.500 11/25/24 SERIES 2009-88 CLASS HE CUSIP - 31398F4Q1	$107.649	$47,649.76	0.1%	$46,283.56	$1,366.20	$1,991.88	4.2%
25,415.4500		FN 684200 01/01/03 6.000 01/01/33 CUSIP - 31400DDD1	$109.602	$27,855.84	0.0%	$25,475.02	$2,380.82	$1,524.93	5.5%
10,342.9500		FN 697220 07/01/03 5.000 07/01/33 CUSIP - 31400TSH1	$108.314	$11,202.86	0.0%	$11,100.91	$101.95	$517.15	4.6%
83,467.0170		FN 725027 12/01/03 5.000 11/01/33 CUSIP - 31402CPL0	$108.786	$90,800.43	0.2%	$89,244.51	$1,555.92	$4,173.35	4.6%
27,470.2700		FN 725943 10/01/04 5.500 10/01/34 CUSIP - 31402DP46	$109.208	$29,999.73	0.1%	$26,942.32	$3,057.41	$1,510.86	5.0%
33,020.5500		FN 733756 08/01/03 5.000 09/01/33 CUSIP - 31402NE53	$108.735	$35,904.90	0.1%	$31,410.80	$4,494.10	$1,651.03	4.6%
98,489.5300		FN 735230 01/01/05 5.500 02/01/35 CUSIP - 31402QY39	$109.181	$107,531.85	0.2%	$96,704.41	$10,827.44	$5,416.92	5.0%
31,973.4700		FN 745257 01/01/06 6.000 01/01/36	$109.802	$35,107.51	0.1%	$32,048.39	$3,059.12	$1,918.41	5.5%

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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
Fixed Income								(continued)	
		CUSIP - 31403C5S6							
26,572.9110		FN 747562 11/01/03 5.500 11/01/33 CUSIP - 31403FQP2	$109.019	$28,969.52	0.1%	$28,806.71	$162.81	$1,461.51	5.0%
15,818.1000		FN 788519 07/01/04 5.000 07/01/34 CUSIP - 31405GAU4	$108.612	$17,180.35	0.0%	$15,116.18	$2,064.17	$790.91	4.6%
15,757.7600		FN 793372 09/01/04 5.500 09/01/34 CUSIP - 31405MMV6	$109.116	$17,194.24	0.0%	$15,459.83	$1,734.41	$866.68	5.0%
20,931.8100		FN 810961 04/01/05 5.000 04/01/20 CUSIP - 31406H5W3	$106.963	$22,389.29	0.0%	$20,686.53	$1,702.76	$1,046.59	4.7%
8,701.6900		FN 814475 03/01/05 5.000 03/01/35 CUSIP - 31406M2G0	$108.570	$9,447.42	0.0%	$8,277.49	$1,169.93	$435.08	4.6%
10,822.1700		FN 829196 07/01/05 5.000 07/01/35 CUSIP - 31407FGD6	$108.259	$11,715.97	0.0%	$10,294.59	$1,421.38	$541.11	4.6%
41,154.2600		FAMMIE MAE 11/01/06 6.000 11/01/36 CUSIP - 31407JEZ1	$109.175	$44,930.16	0.1%	$41,462.91	$3,467.25	$2,469.26	5.5%
43,046.2300		FN 831926 12/01/06 6.000 12/01/36 CUSIP - 31407JHB1	$110.745	$47,671.55	0.1%	$43,100.05	$4,571.50	$2,582.77	5.4%
63,394.2500		FN 835148 09/01/05 5.000 09/01/35 CUSIP - 31407MZM0	$110.307	$69,928.30	0.1%	$64,919.67	$5,008.63	$3,169.71	4.5%
11,542.2900		FN 897936 09/01/06 5.500 08/01/21	$108.193	$12,487.95	0.0%	$11,531.45	$956.50	$634.83	5.1%

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 - 31410USZ6							
56,809.6280		FN 916933 05/01/07 5.500 05/01/37 CUSIP - 31411WV20	$109.127	$61,994.64	0.1%	$61,017.09	$977.55	$3,124.53	5.0%
93,034.2560		FN 931765 08/01/09 4.500 08/01/39 CUSIP - 31412QFE4	$108.201	$100,664.00	0.2%	$96,493.96	$4,170.04	$4,186.54	4.2%
84,921.3220		FN AA4584 03/01/09 4.500 04/01/39 CUSIP - 31416NCW0	$107.417	$91,219.94	0.2%	$91,423.11	$(203.17)	$3,821.46	4.2%
29,218.5960		FN AA9176 08/01/09 4.500 08/01/39 CUSIP - 31416TFS3	$107.645	$31,452.36	0.1%	$30,506.06	$946.30	$1,314.84	4.2%
75,283.2340		FN AA9346 08/13/09 4.500 08/01/39 CUSIP - 31416TL49	$107.427	$80,874.52	0.1%	$78,953.28	$1,921.24	$3,387.75	4.2%
82,185.0090		FN AB6900 11/01/12 3.000 11/01/42 CUSIP - 31417DU27	$97.801	$80,377.76	0.1%	$86,988.62	$(6,610.86)	$2,465.55	3.1%
128,752.2200		FN MA1138 07/01/12 3.500 #N/A N/A CUSIP - 31418AHQ4	$103.741	$133,568.84	0.2%	$136,155.49	$(2,586.65)	$4,506.33	3.4%
122,231.6530		FN MA1382 02/01/13 3.000 03/01/28 CUSIP - 31418ARC4	$103.721	$126,779.89	0.2%	$129,088.09	$(2,308.20)	$3,666.95	2.9%
42,044.1520		FN AD6193 06/01/10 5.000 06/01/40 CUSIP - 31418T3B1	$108.433	$45,589.74	0.1%	$44,540.54	$1,049.20	$2,102.21	4.6%
33,533.8870		FN AD6369 05/01/10 4.500 05/01/40	$107.475	$36,040.55	0.1%	$34,990.51	$1,050.04	$1,509.02	4.2%

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)**	
		CUSIP - 31418UCF9							
33,074.4360		FN AE0996 02/01/11 4.000 02/01/41 CUSIP - 31419BDA0	$105.196	$34,792.98	0.1%	$33,007.26	$1,785.72	$1,322.98	3.8%
71,675.2100		FN AE2497 09/01/10 4.500 09/01/40 CUSIP - 31419CX32	$107.775	$77,247.96	0.1%	$74,900.61	$2,347.35	$3,225.38	4.2%
105,517.9920		FN AE8736 12/01/10 4.500 12/01/40 CUSIP - 31419KV69	$106.922	$112,821.95	0.2%	$107,875.65	$4,946.30	$4,748.31	4.2%
13,747.9030		FHASI 2004-5 2A1 06/01/04 6.250 08/25/17 CUSIP - 32051D5T5	$102.727	$14,122.81	0.0%	$14,280.63	$(157.82)	$859.24	6.1%
35,000.0000		FLORIDA PWR & LT 03/17/09 5.960 04/01/39 CUSIP - 341081FB8	$120.259	$42,090.65	0.1%	$34,974.45	$7,116.20	$2,086.00	5.0%
45,000.0000		FREEPORT-MCMORAN COPPER & GOLD 02/13/12 3.550 03/01/22 CUSIP - 35671DAU9	$91.970	$41,386.50	0.1%	$44,202.60	$(2,816.10)	$1,597.50	3.9%
76,143.1370		GN AA5813 11/01/12 3.500 11/15/42 CUSIP - 36178DN64	$103.167	$78,554.59	0.1%	$82,686.68	$(4,132.09)	$2,665.01	3.4%
110,000.0000		GS MORTGAGE SECURITIES TRUST 02/01/13 2.943 02/10/46 SER 2013-GC10 CL A5 CUSIP - 36192CAE5	$94.485	$103,933.50	0.2%	$113,298.68	$(9,365.18)	$3,237.30	3.1%
40,000.0000		GENERAL DYNAMICS CORP SR NT 11/06/12 3.600 11/15/42 CUSIP - 369550AT5	$83.451	$33,380.40	0.1%	$39,643.60	$(6,263.20)	$1,440.00	4.3%
50,000.0000		GENERAL ELEC CAP CORP MEDIUM	$114.744	$57,372.00	0.1%	$55,173.00	$2,199.00	$2,812.50	4.9%

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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
Fixed Income								(continued)	
		04/21/08 5.625 05/01/18 CUSIP - 36962G3U6							
20,000.0000		GOLDMAN SACHS GROUP INC 02/13/03 6.125 02/15/33 CUSIP - 38141GCU6	$109.116	$21,823.20	0.0%	$20,430.95	$1,392.25	$1,225.00	5.6%
165,000.0000		GINNIE MAE 11/01/11 2.764 06/16/43 SER 2011-144 CL AD CUSIP - 38376G6X3	$101.370	$167,260.50	0.3%	$166,650.00	$610.50	$4,559.99	2.7%
152,027.0900		GINNIE MAE 09/01/12 1.388 09/16/44 SER 2012-109 CL AB CUSIP - 38378BG29	$97.869	$148,787.39	0.3%	$153,547.37	$(4,759.98)	$2,109.92	1.4%
153,407.7000		GINNIE MAE 04/01/12 1.803 06/16/41 SER 2012-046 CL AC CUSIP - 38378BSQ3	$99.968	$153,358.61	0.3%	$154,941.78	$(1,583.17)	$2,765.71	1.8%
35,000.0000		HOME DEPOT INC SR NT 04/05/13 4.200 04/01/43 CUSIP - 437076BA9	$90.704	$31,746.40	0.1%	$33,470.15	$(1,723.75)	$1,470.00	4.6%
35,000.0000		HUSKY ENERGY INC 05/11/09 5.900 06/15/14 CUSIP - 448055AE3	$103.611	$36,263.85	0.1%	$38,272.15	$(2,008.30)	$2,065.00	5.7%
60,000.0000		IBM CORP 11/27/02 5.875 11/29/32 CUSIP - 459200BB6	$117.778	$70,666.80	0.1%	$64,845.40	$5,821.40	$3,525.00	5.0%
50,991.2100		J P MORGAN MTG TR 08/01/04 4.500 09/25/34 SER 2004-S1 CL 1-A-2 CUSIP - 466247EL3	$102.221	$52,123.72	0.1%	$51,373.64	$750.08	$2,294.60	4.4%
70,000.0000		JP MORGAN CHASE & CO	$114.832	$80,382.40	0.1%	$77,716.50	$2,665.90	$4,200.00	5.2%

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)	
		12/20/07 6.000 01/15/18 CUSIP - 46625HGY0							
100,000.0000		J P MORGAN CHASE COML MTG SECS 07/01/01 VAR 04/15/35 SERIE 2001-CIBC2 CLASS D CUSIP - 46625MCX5	$102.428	$102,428.00	0.2%	$102,600.00	$(172.00)	$6,847.00	6.7%
30,000.0000		JPM CHASE CAPITAL XXI 02/02/07 VAR 02/02/37 CUSIP - 48123KAA4	$74.250	$22,275.00	0.0%	$29,798.70	$(7,523.70)	$364.68	1.6%
50,000.0000		KINDER MORGAN ENERGY PARTNERS 05/14/09 5.625 02/15/15 CUSIP - 494550BA3	$106.353	$53,176.50	0.1%	$56,807.00	$(3,630.50)	$2,812.50	5.3%
25,000.0000		KROGER CO SR NT 03/27/08 6.900 04/15/38 CUSIP - 501044CK5	$117.344	$29,336.00	0.1%	$27,688.50	$1,647.50	$1,725.00	5.9%
46,571.7610		MALT 2004-7 10A1 07/01/04 6.000 06/25/34 CUSIP - 576434TN4	$102.636	$47,799.39	0.1%	$46,950.15	$849.24	$2,794.31	5.8%
8,188.5940		MASTR ALTERNATIVE LOAN TRUST 12/01/04 5.500 01/25/25 SERIE 2004-12 CLASS 8-A-1 CUSIP - 576434ZX5	$100.973	$8,268.27	0.0%	$8,065.77	$202.50	$450.37	5.4%
35,000.0000		METLIFE INC 05/29/09 6.750 06/01/16 CUSIP - 59156RAU2	$114.594	$40,107.90	0.1%	$35,233.80	$4,874.10	$2,362.50	5.9%
41,811.1400		MDST 2005-1 M2 11/01/05 7.079 01/15/40 CUSIP - 595481AC6	$107.216	$44,828.23	0.1%	$27,068.23	$17,760.00	$2,959.81	6.6%
30,000.0000		MORGAN STANLEY 10/18/06 5.750 10/18/16 CUSIP - 61746BDB9	$111.094	$33,328.20	0.1%	$28,653.43	$4,674.77	$1,725.00	5.2%

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)	
0.0100		NAA 206 AF1 3A2 05/01/06 VAR 06/25/36 CUSIP - 65536PAN0	$1.508		0.0%				
45,886.7450		NORTHWEST AIRLNS 8/5/2002 6.264 05/20/2023 CUSIP - 667294BB7	$103.140	$47,327.59	0.1%	$48,984.09	$(1,656.50)	$2,874.35	6.1%
50,000.0000		OMNICOM GROUP INC 08/05/10 4.450 08/15/20 CUSIP - 682134AC5	$104.586	$52,293.00	0.1%	$49,248.50	$3,044.50	$2,225.00	4.3%
60,000.0000		PRUDENTIAL FINL INC MTNS 01/14/10 3.875 01/14/15 CUSIP - 74432QBL8	$103.942	$62,365.20	0.1%	$61,454.60	$910.60	$2,325.00	3.7%
50,000.0000		RPM INTL INC 06/15/04 6.250 12/15/13 CUSIP - 749685AM5	$100.936	$50,468.00	0.1%	$55,888.00	$(5,420.00)	$3,125.00	6.2%
36,292.3690		RAMP 2003-RZ5 A7 12/01/03 STEP CPN 09/25/33 CUSIP - 760985H79	$103.734	$37,647.53	0.1%	$35,566.53	$2,081.00	$1,803.73	4.8%
80,000.0000		RIO TINTO FIN USA PLC NT 08/21/12 2.875 08/21/22 CUSIP - 76720AAF3	$91.887	$73,509.60	0.1%	$80,792.00	$(7,282.40)	$2,300.00	3.1%
60,000.0000		RYDER SYS INC MEDIUM TERM NTS 05/24/11 3.500 06/01/17 CUSIP - 78355HJR1	$104.584	$62,750.40	0.1%	$59,893.20	$2,857.20	$2,100.00	3.3%
35,000.0000		SANTANDER DRIVE AUTO 07/17/13 1.110 12/15/17 SER 2013-4 CL A-3 CUSIP - 80283HAC6	$100.160	$35,056.00	0.1%	$34,996.32	$59.68	$388.50	1.1%
75,000.0000		SIMON PPTY GROUP LP NT 08/16/10 4.375 03/01/21	$106.366	$79,774.50	0.1%	$75,251.25	$4,523.25	$3,281.25	4.1%

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 - 828807CF2							
20,000.0000		TRANS-CANADA PL 03/20/06 5.850 03/15/36 CUSIP - 89352HAB5	$110.783	$22,156.60	0.0%	$21,462.20	$694.40	$1,170.00	5.3%
32,000.0000		UBS AG STAMFORD BRH MEDIUM 04/25/08 5.750 04/25/18 CUSIP - 90261XFA5	$115.373	$36,919.36	0.1%	$34,594.88	$2,324.48	$1,840.00	5.0%
120,000.0000		U S BANCORP MEDIUM TERM NTS- 05/08/12 1.650 05/15/17 OPT CALL 04/15/2017 @ 100.00 CUSIP - 91159HHD5	$100.584	$120,700.80	0.2%	$119,794.80	$906.00	$1,980.00	1.6%
55,000.0000		US TREASURY N/B 02/15/01 5.375 02/15/31 CUSIP - 912810FP8	$127.531	$70,142.05	0.1%	$69,639.45	$502.60	$2,956.25	4.2%
330,000.0000		UNITED STATES TREAS BDS 08/15/13 3.625 08/15/43 CUSIP - 912810RC4	$98.844	$326,185.20	0.6%	$324,495.32	$1,689.88	$11,962.50	3.7%
405,000.0000		US TREASURY N/B 01/15/13 0.375 01/15/16 CUSIP - 912828UG3	$99.938	$404,748.90	0.7%	$404,034.97	$713.93	$1,518.75	0.4%
145,000.0000		TSY INFL IX N/B 01/15/13 0.125 01/15/23 CUSIP - 912828UH1	$98.474	$142,787.72	0.3%	$157,008.98	$(14,221.26)	$181.25	0.1%
310,000.0000		UNITED STATES TREAS NTS 02/28/13 0.750 02/28/18 CUSIP - 912828UR9	$98.063	$303,995.30	0.5%	$301,644.15	$2,351.15	$2,325.00	0.8%
16,193.7400		VALT 2002-1 A4 06/01/02 VAR 05/07/27 CUSIP - 92178PAD9	$104.396	$16,905.62	0.0%	$17,003.41	$(97.79)	$1,063.93	6.3%
25,000.0000		VERIZON COMMUNICATIONS INC	$112.894	$28,223.50	0.0%	$24,970.75	$3,252.75	$1,637.50	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)**	
		09/18/13 6.550 09/15/43 CUSIP - 92343VBT0							
105,000.0000		VERIZON COMMUNICATIONS 09/13/05 4.900 09/15/15 CUSIP - 92344GAW6	$107.462	$112,835.10	0.2%	$114,457.35	$(1,622.25)	$5,145.00	4.6%
25,000.0000		VIRGINIA ELECTRIC POWER 12/04/07 6.350 11/30/37 CUSIP - 927804FE9	$123.305	$30,826.25	0.1%	$24,943.75	$5,882.50	$1,587.50	5.1%
160,000.0000		WFRBS COML MTG TR 02/01/13 2.029 03/15/45 SER 2013-C11 CL A2 CUSIP - 92937EAB0	$99.822	$159,715.20	0.3%	$164,797.92	$(5,082.72)	$3,246.40	2.0%
100,000.0000		WBCMT 2006-C23 AM 03/01/06 VAR 01/15/45 CUSIP - 92976BDV1	$108.392	$108,392.00	0.2%	$111,229.69	$(2,837.69)	$5,466.00	5.0%
100,000.0000		WAL-MART STORES 10/25/10 3.250 10/25/20 CUSIP - 931142CZ4	$103.076	$103,076.00	0.2%	$107,337.00	$(4,261.00)	$3,250.00	3.2%
80,000.0000		WELLS FARGO & CO NEW MTN 02/13/13 3.450 02/13/23 CUSIP - 94974BFJ4	$93.596	$74,876.80	0.1%	$80,104.40	$(5,227.60)	$2,760.00	3.7%
65,000.0000		WESTPAC BKG CORP 12/09/10 3.000 12/09/15 CUSIP - 961214BP7	$104.652	$68,023.80	0.1%	$66,194.05	$1,829.75	$1,950.00	2.9%
		Fixed Income - Total		**$10,156,325.91**	**17.9%**	**$10,069,220.20**	**$87,105.71**	**$368,959.10**	**3.6%**

FIFTH THIRD PRIVATE BANK

Investment Account
ELMA M LAPP FDN/ME CONS

09/01/2013 - 09/30/2013

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
	BMET	BIOMET INC CUSIP - 090613100	$45.990		0.0%	$84,472.92	$(84,472.92)		
	XOM	EXXON MOBIL CORP CUSIP - 30231G102	$86.040		0.0%	$351,319.24	$(351,319.24)		
	ITW	ILLINOIS TOOL WKS INC CUSIP - 452308109	$76.270		0.0%	$274,641.75	$(274,641.75)		
281,000.0000	VEU	VANGUARD FTSE ALL-WORLD EX-U CUSIP - 922042775	$48.600	$13,656,600.00	24.1%	$12,886,641.80	$769,958.20	$424,029.00	3.1%
374,600.0000	VTI	VANGUARD TOTAL STOCK MARKET ETF CUSIP - 922908769	$87.650	$32,833,690.00	57.9%	$29,097,886.10	$3,735,803.90	$645,810.40	2.0%
		Equities - Total		**$46,490,290.00**	**82.0%**	**$42,694,961.81**	**$3,795,328.19**	**$1,069,839.40**	**2.3%**
Total Portfolio Positions				**$56,728,141.69**	**100.0%**	**$52,845,707.79**	**$3,882,433.90**	**$1,438,839.32**	**2.5%**