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, 20 13

Name of foundation JOHN HAUCK FOUNDATION, FIFTH THIRD BANK CO-TRUSTEE

A Employer identification number 31-6366846

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- 579-5498

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 12,740,566.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
3	Interest on savings and temporary cash investments	24,402.	24,402.		STMT 1
4	Dividends and interest from securities	236,947.	236,214.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	739,215.			
b	Gross sales price for all assets on line 6a 4,973,141.				
7	Capital gain net income (from Part IV, line 2)		739,215.		
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)	2.			STMT 3
12	**Total.** Add lines 1 through 11	1,000,566.	999,831.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 4	660.	330.	NONE	330.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	17,169.	2,618.		
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	79,065.	77,915.		1,150.
24	**Total operating and administrative expenses.** Add lines 13 through 23	96,894.	80,863.	NONE	1,480.
25	Contributions, gifts, grants paid	345,900.			345,900.
26	**Total expenses and disbursements** Add lines 24 and 25	442,794.	80,863.	NONE	347,380.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	557,772.			
b	**Net investment income** (if negative, enter -0-)		918,968.		
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
Assets	1 Cash - non-interest-bearing	4.	5.	5.
	2 Savings and temporary cash investments	616,081.	861,179.	861,179.
	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)	7,752,730.	8,016,630.	10,402,956.
	c Investments - corporate bonds (attach schedule)	1,428,279.	1,476,640.	1,476,426.
	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)	9,797,094.	10,354,454.	12,740,566.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	9,797,094.	10,354,454.	
	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)	9,797,094.	10,354,454.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	9,797,094.	10,354,454.	

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	9,797,094.
2 Enter amount from Part I, line 27a	2	557,772.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	6.
4 Add lines 1, 2, and 3	4	10,354,872.
5 Decreases not included in line 2 (itemize) ▶ OID INTEREST	5	418.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,354,454.

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	4,973,141.		4,233,926.	739,215.
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				739,215.
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	739,215.
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	541,430.	10,840,264.	0.049946
2010	553,315.	11,174,642.	0.049515
2009	794,091.	10,535,367.	0.075374
2008	774,311.	9,682,987.	0.079966
2007	531,815.	13,389,656.	0.039718

2	**Total** of line 1, column (d)	2	0.294519
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	0.058904
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,824,038.
5	Multiply line 4 by line 3	5	696,483.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,190.
7	Add lines 5 and 6	7	705,673.
8	Enter qualifying distributions from Part XII, line 4	8	347,380.

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	18,379.
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	18,379.
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	18,379.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 11,500.		
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	11,500.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	1.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	6,880.
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)*

		Line	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)579-5498			
	Located at ▶ 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH ZIP+4 ▶ 45202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Line	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 ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53.4945-5(d).*			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *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 ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FIFTH THIRD BANK 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH 45263	CO-TRUSTEE 1	-0-	-0-	-0-
JOHN W HAUCK , CINCINNATI, OH	CO-TRUSTEE 1	-0-	-0-	-0-
E ALLEN ELLIOTT , CINCINNATI, OH	CO-TRUSTEE 1	-0-	-0-	-0-
NARLEY L HARLEY , CINCINNATI, OH	CO-TRUSTEE 1	-0-	-0-	-0-

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

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

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

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

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

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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 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	11,195,404.
b	Average of monthly cash balances	1b	808,695.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	12,004,099.
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	12,004,099.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	180,061.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,824,038.
6	**Minimum investment return.** Enter 5% of line 5	6	591,202.

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	591,202.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	18,379.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	18,379.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	572,823.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	572,823.
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	572,823.

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	347,380.
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	347,380.
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	347,380.

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					572,823.
2 Undistributed income, if any, as of the end of 2012:					
a Enter amount for 2011 only				NONE	
b Total for prior years. 20 10 ,20___,20___			NONE		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	NONE				
b From 2008	NONE				
c From 2009	70,775.				
d From 2010	5,287.				
e From 2011	10,460.				
f **Total** of lines 3a through e		86,522.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 347,380.					
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					347,380.
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).)*		86,522.			86,522.
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		NONE			
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					138,921.
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		NONE			
10 Analysis of line 9:					
a Excess from 2008	NONE				
b Excess from 2009	NONE				
c Excess from 2010	NONE				
d Excess from 2011	NONE				
e Excess from 2012	NONE				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 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*				
SEE SCHEDULE ATTACHED C/O FIFTH THIRD BANK P.O. BOX 630858 CINCINNATI OH 45263	NONE	CHARITY	PROGRAM SUPPORT	345,900.
Total . . . . ▶ **3a**				345,900.
b *Approved for future payment*				
SEE SCHEDULE ATTACHED	NONE	CHARITY	PROGRAM SUPPORT	248,400.
Total . . . . ▶ **3b**				248,400.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				NONE	24,402.
4 Dividends and interest from securities				NONE	236,947.
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	739,215.
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					2.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				NONE	1,000,566.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,000,566.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
4	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
4	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED IN
4	THE GOVERNING 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: 11/01/2013	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	24,402.	24,402.
TOTAL	24,402.	24,402.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	64.	64.
FOREIGN DIVIDENDS	37,889.	37,889.
NONDIVIDEND DISTRIBUTIONS	999.	
DOMESTIC DIVIDENDS	174,426.	174,426.
FOREIGN INTEREST	7,661.	7,661.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	10,938.	10,938.
OID INCOME ON USGI	418.	418.
NONDISTRIBUTIVE DIVIDENDS	-266.	
NONQUALIFIED FOREIGN DIVIDENDS	168.	168.
NONQUALIFIED DOMESTIC DIVIDENDS	4,650.	4,650.
TOTAL	236,947.	236,214.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
EXCISE TAX REFUND		2.
	TOTALS	2.

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	1,337.	1,337.
PRIOR YEAR EXCISE TAX PAID	3,051.	
EXCISE TAX ESTIMATE	11,500.	
FOREIGN TAXES ON QUALIFIED FOR	1,262.	1,262.
FOREIGN TAXES ON NONQUALIFIED	19.	19.
TOTALS	17,169.	2,618.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK SERVICE FEES	77,915.	77,915.	
OTHER MISC. EXPENSES	1,150.		1,150.
TOTALS	79,065.	77,915.	1,150.

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

DESCRIPTION	AMOUNT
ROUNDING ON INCOME, EXPENSES & SALES	4.
OID ADJUSTMENT	2.
TOTAL	6.

John Hauck Foundation
Contributions
Fiscal Year Ending 9/30/2013

Organization	Address	City	St	Zip	Usage	Amt	Date Paid
Betts House Research Center	416 Clark Street	Cincinnati	OH	45203	Project/Program Support	$5,000.00	12/21/2012
Catholic Inner City Schools Education Fund	100 E. 8th Street	Cincinnati	OH	45202	Capital Fund Support	$5,000.00	10/3/2012
Greater Cincinnati Television Educational Foundation (CET)	1223 Central Parkway	Cincinnati	OH	45214-2812	Project/Program Support	$7,500 00	12/21/2012
Cincinnati Museum Center	1301 Western Avenue	Cincinnati	OH	45203	Project/Program Support	$75,000.00	10/3/2012
Crayons 2 Computers, Inc.	1350 Tennessee Avenue	Cincinnati	OH	45229	Project/Program Support	$20,000.00	4/22/2013
Drop Inn Center	217 West 12th Street	Cincinnati	OH	45202	Project/Program Support	$5,000.00	12/21/2012
Hyde Park Center for Older Adults	2800 Erie Avenue	Cincinnati	OH	45208	Project/Program Support	$5,000.00	10/3/2012
Hyde Park Center for Older Adults	2800 Erie Avenue	Cincinnati	OH	45208	Project/Program Support	$10,000.00	7/16/2013
Joseph House Inc.	P.O. Box 14608	Cincinnati	OH	45250	Project/Program Support	$5,000.00	12/21/2012
Joy Outdoor Education Center	10117 Old 3-C Highway, Box 417	Clarksville	OH	45113	Capital Fund Support	$20,000.00	4/22/2013
Jr Achievement of Gtr Cincinnati & Northern Kentucky	944 Linn Street Suite 1024	Cincinnati	OH	45203	Project/Program Support	$5,000.00	7/16/2013
Ohio Historical Society	1982 Velma Drive	Columbus	OH	43211-2497	Capital Fund Support	$40,000.00	12/24/2012
Prospect House, Inc.	P.O. Box 5117	Cincinnati	OH	45205	Project/Program Support	$5,000.00	12/21/2012
Queen City Foundation	3800 Victory Parkway	Cincinnati	OH	45207	Annual Fund	$5,000.00	10/3/2012
Rollins College	1000 Holt Avenue, 2754	Winter Park	FL	32789-4499	Project/Program Support	$50,000.00	10/3/2012
Ronald McDonald House Charities of Greater Cincinnati	350 Erkenbrecher Avenue	Cincinnati	OH	45229	Project/Program Support	$20,000.00	12/24/2012
Saint Peter Claver Latin School for Boys	P. O. Box 14686	Cincinnati	OH	45250	Project/Program Support	$5,000.00	12/21/2012
Taft Museum of Art	316 Pike Street	Cincinnati	OH	45202	Project/Program Support	$5,000.00	12/21/2012
Xavier University	3800 Victory Parkway	Cincinnati	OH	45207	Project/Program Support	$53,400.00	6/3/2013
						$ 345,900.00	

John Hauck Foundation

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

Grantee	Location	Commitment
Beechwood Home	Cincinnati, OH	$10,000.00
Big Brothers Big Sisters of Greater Cincinnati	Cincinnati, OH	$5,000.00
Catholic Inner City Schools Education Fund	Cincinnati, OH	$5,000.00
Drop Inn Center	Cincinnati, OH	$5,000.00
Rollins College	Winter Park, FL	$ 100,000.00
Ronald McDonald House	Cincinnati, OH	$ 20,000.00
Save the Animals Foundation	Cleveland, OH	$ 40,000.00
Taft Museum of Art	Cincinnati, OH	$ 10,000.00
Xavier University	Cincinnati, OH	$ 53,400.00
		$248,400.00

FIFTH THIRD
PRIVATE BANK

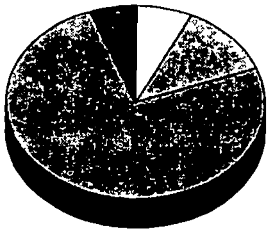
CO-TRS J HAUCK FDN CONS/ME

09/01/2013 - 09/30/2013

THE FIFTH THIRD BANK
AND JOHN W HAUCK CO-TRUSTEES
JOHN HAUCK FOUNDATION
CONSOLIDATED

Trust Officer: PAULA WHARTON (513) 579-5498
Portfolio Manager: C. GREGORY WEIRICH (513) 534-7132
Relationship Mgr: ANDREW CUNNINGHAM (513) 534-3870

INVESTMENT ALLOCATION SUMMARY



Description	Last Statement	This Statement	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	$771,541.37	$861,184.26	7%	$86.12	0.0%
Fixed Income	$1,485,376.05	$1,476,426.11	12%	$35,533.91	2.4%
Equities	$9,367,025.78	$9,632,411.37	76%	$195,756.09	2.0%
Real Estate Investments	$497,690.13	$509,384.57	4%	$18,151.54	3.6%
Alternative Strategies	$259,007.50	$261,160.00	2%	$6,977.50	2.7%
Total Account Value	**$12,380,640.83**	**$12,740,566.31**	**100%**	**$256,505.16**	**2.0%**

Net change in total account value 2.9 % Increase

ACCOUNT SUMMARY

	Income Cash	Principal Cash	Investments*	Total
Beginning Balance	**$145,414.00**	**$626,127.37**	**$11,609,099.46**	**$12,380,640.83**
Income	$26,682.87			$26,682.87
Contributions		$2,856.29		$2,856.29
Distributions	$(9,300.34)			$(9,300.34)
Net Security Transactions		$69,404.07	$(69,404.07)	
Change in Market Value			$339,686.66	$339,686.66
Ending Balance	**$162,796.53**	**$698,387.73**	**$11,879,382.05**	**$12,740,566.31**

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

ACCOUNT OVERVIEW

	Current Period	YTD
Income Earned		
Interest	$3,819.73	$30,915.32
Dividends	$22,863.14	$140,724.37
Total Income Earned	$26,682.87	$171,639.69
Contributions		
Cash	$2,856.29	$489,198.75
Total Contributions	$2,856.29	$489,198.75
Distributions		
Cash	$(9,300.34)	$(563,289.80)
Benefits Paid	$0.00	$(108,400.00)
Security Withdrawals	$0.00	$(0.02)
Total Distributions	$(9,300.34)	$(671,689.82)
Security Transactions		
Purchases	$(440,675.62)	$(3,634,920.65)
Sales	$510,079.69	$4,021,419.02
Net Security Transactions	$69,404.07	$386,498.37
Change in Market Value	$339,686.66	$1,500,342.46

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	$(6,497.70)	$74,647.30
Long-term gain/(loss)	$69,277.50	$514,009.29
Net realized gain/(loss)	**$62,779.80**	**$588,656.59**

INVESTMENT OBJECTIVE

Aggressive Growth

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

FIFTH THIRD
PRIVATE BANK

CO-TRS J HAUCK FDN CONS/ME

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
5.2600		CASH	$1.000	$5.26	0.0%	$5.26			
167,833.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES (INCOME INVESTMENT) CUSIP - 99FEDPVO1	$1.000	$167,833.00	1.3%	$167,833.00		$16.78	
693,346.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES CUSIP - 99FEDPVO1	$1.000	$693,346.00	5.4%	$693,346.00		$69.34	
		Cash & Equivalents - Total		**$861,184.26**	**6.8%**	**$861,184.26**		**$86.12**	**0.0%**
Fixed Income									
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%
5,000.0000		APPLE INC 05/03/13 2.400 05/03/23 CUSIP - 037833AK6	$90.518	$4,525.90	0.0%	$4,993.35	$(467.45)	$120.00	2.7%
10,000.0000		BB&T CORP SR MEDIUM TERM NTS 08/14/12 1.600 08/15/17 CUSIP - 05531FAL7	$99.294	$9,929.40	0.1%	$9,981.80	$(52.40)	$160.00	1.6%
10,000.0000		BNP PARIBAS / BNP PARIBAS US 01/18/11 5.000 01/15/21 CUSIP - 05567LT31	$108.180	$10,818.00	0.1%	$10,025.70	$792.30	$500.00	4.6%
15,000.0000		BANK OF AMERICA 05/02/08 5.650 05/01/18 CUSIP - 06051GDX4	$112.852	$16,927.80	0.1%	$15,197.85	$1,729.95	$847.50	5.0%
10,000.0000		BANK OF NEW YORK MELLON 09/23/11 3.550 09/23/21	$102.373	$10,237.30	0.1%	$9,993.30	$244.00	$355.00	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)	
		OPT CALL 08/23/2021 @ 100.00 CUSIP - 06406HBY4							
5,000.0000		CR BARD INC 12/20/10 4.400 01/15/21 CUSIP - 067383AC3	$106.285	$5,314.25	0.0%	$5,070.45	$243.80	$220.00	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	0.1%	$9,915.40	$(278.50)	$300.00	3.1%
5,000.0000		CATEPILLAR FINL SVCS MTNS BE 02/28/13 2.625 03/01/23 CUSIP - 14912L5Q0	$92.674	$4,633.70	0.0%	$4,971.65	$(337.95)	$131.25	2.8%
5,000.0000		CHEVRON CORP NEW NT 12/05/12 2.355 12/05/22 CUSIP - 166764AB6	$92.067	$4,603.35	0.0%	$5,000.00	$(396.65)	$117.75	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%
10,000.0000		CISCO SYS INC 02/17/09 4.950 02/15/19 CUSIP - 17275RAE2	$113.469	$11,346.90	0.1%	$10,269.40	$1,077.50	$495.00	4.4%
15,000.0000		CITIGROUP INC 11/21/07 6.125 11/21/17 CUSIP - 172967EM9	$114.998	$17,249.70	0.1%	$16,612.20	$637.50	$918.75	5.3%
5,000.0000		COLGATE-PALMOLIVE CO MEDIUM 05/02/13 0.900 05/01/18 CUSIP - 19416QEB2	$96.967	$4,848.35	0.0%	$4,976.15	$(127.80)	$45.00	0.9%
15,000.0000		COSTCO WHOLESALE CORP NEW 12/07/12 1.700 12/15/19 CUSIP - 22160KAF2	$96.665	$14,499.75	0.1%	$14,966.40	$(466.65)	$255.00	1.8%
15,000.0000		CREDIT SUISSE USA INC	$105.664	$15,849.60	0.1%	$15,952.80	$(103.20)	$731.25	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)	
		12/15/04 4.875 01/15/15 CUSIP - 22541LAR4							
10,000.0000		DEERE JOHN CAP CORP MTNS 09/07/12 0.700 09/04/15 CUSIP - 24422ERV3	$100.086	$10,008.60	0.1%	$9,993.20	$15.40	$70.00	0.7%
15,000.0000		DEUTSCHE BK AG GLOBAL MEDIUM 01/11/11 3.250 01/11/16 CUSIP - 2515A14E8	$104.917	$15,737.55	0.1%	$14,988.48	$749.07	$487.50	3.1%
32,000.0000	EIBLX	EATON VANCE MUT FDS TR FLTG RATE FD CL I CUSIP - 277911491	$9.140	$292,480.00	2.3%	$293,120.00	$(640.00)	$12,160.00	4.2%
10,000.0000		EBAY INC 10/28/10 3.250 10/15/20 CUSIP - 278642AC7	$102.036	$10,203.60	0.1%	$9,149.30	$1,054.30	$325.00	3.2%
8,166.2360		FG J1-7629 12/01/11 3.000 01/01/22 CUSIP - 3128PXPN0	$104.379	$8,523.84	0.1%	$8,559.23	$(35.39)	$244.99	2.9%
25,000.0000		FEDERAL HOME LOAN BANK 03/16/10 4.125 03/13/20 CUSIP - 3133XXP50	$110.829	$27,707.25	0.2%	$28,070.20	$(362.95)	$1,031.25	3.7%
15,000.0000		FED FARM CREDIT 04/17/09 2.625 04/17/14 CUSIP - 31331GTJ8	$101.374	$15,206.10	0.1%	$15,011.85	$194.25	$393.75	2.6%
35,000.0000		FEDERAL HOME LOAN BANK 05/04/12 1.000 06/21/17 CUSIP - 313379DD8	$100.030	$35,010.50	0.3%	$34,935.86	$74.64	$350.00	1.0%
65,000.0000		FEDERAL HOME LOAN BANK 12/05/12 0.250 01/16/15 CUSIP - 313381H24	$100.043	$65,027.95	0.5%	$64,948.25	$79.70	$162.50	0.2%
45,000.0000		FREDDIE MAC	$100.729	$45,328.05	0.4%	$45,443.70	$(115.65)	$450.00	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)	
		07/26/11 1.000 08/20/14 CUSIP - 3134G2UA8							
20,000.0000		FREDDIE MAC 01/23/12 2.250 01/23/17 OPT CALL 01/23/2014 @ 100.00 CUSIP - 3134G3JU5	$100.652	$20,130.40	0.2%	$20,595.00	$(464.60)	$450.00	2.2%
35,000.0000		FANNIE MAE 10/20/11 1.375 11/15/16 CUSIP - 3135G0ES8	$101.666	$35,583.10	0.3%	$35,084.35	$498.75	$481.25	1.4%
5,000.0000		FANNIE MAE 11/17/11 0.750 12/19/14 CUSIP - 3135G0FY4	$100.653	$5,032.65	0.0%	$5,041.65	$(9.00)	$37.50	0.7%
30,000.0000		FANNIE MAE 01/05/12 1.250 01/30/17 CUSIP - 3135G0GY3	$101.121	$30,336.30	0.2%	$30,565.20	$(228.90)	$375.00	1.2%
40,000.0000		FANNIE MAE 07/20/12 0.875 08/28/17 CUSIP - 3135G0MZ3	$99.008	$39,603.20	0.3%	$40,152.95	$(549.75)	$350.00	0.9%
25,000.0000		FANNIE MAE 09/24/12 0.875 10/26/17 CUSIP - 3135G0PQ0	$98.567	$24,641.75	0.2%	$24,998.75	$(357.00)	$218.75	0.9%
15,000.0000		FANNIE MAE 11/16/12 .375 12/21/15 CUSIP - 3135G0SB0	$99.735	$14,960.25	0.1%	$14,965.05	$(4.80)	$56.25	0.4%
5,000.0000		FANNIE MAE 07/19/13 0.625 08/26/16 CUSIP - 3135G0YE7	$99.706	$4,985.30	0.0%	$4,983.95	$1.35	$31.25	0.6%
15,000.0000		FANNIE MAE 05/30/12 1.500 11/30/18 CUSIP - 3136G0HK0	$98.476	$14,771.40	0.1%	$15,086.70	$(315.30)	$225.00	1.5%

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)**	
15,000.0000		FHLMC MULTIFAMILY STR PASS THRU 06/01/12 2.130 01/25/19 SER K708 CL A2 CUSIP - 3137AQT24	$100.041	$15,006.15	0.1%	$15,543.75	$(537.60)	$319.50	2.1%
15,000.0000		FANNIE MAE 12/01/12 2.307 08/25/22 SER K023 CL A2 CUSIP - 3137AWQH1	$93.080	$13,962.00	0.1%	$15,299.25	$(1,337.25)	$346.05	2.5%
15,000.0000		FREDDIE MAC 01/01/13 2.573 09/25/22 SER K024 CL A2 CUSIP - 3137AXHP1	$94.987	$14,248.05	0.1%	$15,299.28	$(1,051.23)	$385.95	2.7%
20,000.0000		FREDDIE MAC 01/07/10 2.875 02/09/15 CUSIP - 3137EACH0	$103.551	$20,710.20	0.2%	$20,206.00	$504.20	$575.00	2.8%
45,000.0000		FREDDIE MAC 01/13/12 2.375 01/13/22 CUSIP - 3137EADB2	$97.330	$43,798.50	0.3%	$44,686.00	$(887.50)	$1,068.75	2.4%
45,000.0000		FREDDIE MAC 01/30/12 1.000 03/08/17 CUSIP - 3137EADC0	$100.310	$45,139.50	0.4%	$44,731.10	$408.40	$450.00	1.0%
50,000.0000		FREDDIE MAC 02/21/12 0.500 04/17/15 CUSIP - 3137EADD8	$100.352	$50,176.00	0.4%	$49,885.40	$290.60	$250.00	0.5%
15,000.0000		FREDDIE MAC 10/02/12 1.250 10/02/19 CUSIP - 3137EADM8	$95.548	$14,332.20	0.1%	$14,223.00	$109.20	$187.50	1.3%
30,000.0000		FREDDIE MAC 01/17/13 0.875 03/07/18 CUSIP - 3137EADP1	$97.678	$29,303.40	0.2%	$29,445.60	$(142.20)	$262.50	0.9%

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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)	
15,000.0000		FEDERAL HOME LN MTG CORP 03/07/13 0.500 05/13/16 CUSIP - 3137EADQ9	$99.741	$14,961.15	0.1%	$14,990.25	$(29.10)	$75.00	0.5%
15,000.0000		FREDDIE MAC 04/04/13 1.375 05/01/20 CUSIP - 3137EADR7	$95.173	$14,275.95	0.1%	$14,023.05	$252.90	$206.25	1.4%
6,199.7330		FREDDIE MAC 04/01/10 2.500 03/15/19 SERIES 3659 CLASS DA CUSIP - 31398VU79	$101.671	$6,303.33	0.0%	$6,350.84	$(47.51)	$154.99	2.5%
10,000.0000		GENERAL ELEC CAP CORP 02/11/11 5.300 02/11/21 CUSIP - 369622SM8	$108.758	$10,875.80	0.1%	$10,128.62	$747.18	$530.00	4.9%
10,000.0000		GOLDMAN SACHS GROUP INC MEDIUM 03/08/10 5.375 03/15/20 CUSIP - 38141EA58	$110.150	$11,015.00	0.1%	$10,117.20	$897.80	$537.50	4.9%
10,000.0000		GOOGLE INC NT 05/19/11 2.125 05/19/16 CUSIP - 38259PAC6	$103.640	$10,364.00	0.1%	$9,945.40	$418.60	$212.50	2.1%
15,000.0000		JP MORGAN CHASE & CO 12/20/07 6.000 01/15/18 CUSIP - 46625HGY0	$114.832	$17,224.80	0.1%	$15,906.40	$1,318.40	$900.00	5.2%
15,000.0000		JPMCC 2005-LDP5 A4 12/01/05 VAR 12/15/44 CUSIP - 46625YXP3	$107.175	$16,076.25	0.1%	$16,100.39	$(24.14)	$805.13	5.0%
15,000.0000		MERCEDES-BENZ AUTO LEASE TR 04/24/13 0.590 02/15/16 SER 2013-A CL A3 CUSIP - 58768VAC5	$100.000	$15,000.00	0.1%	$14,998.69	$1.31	$88.50	0.6%
5,000.0000		MERCK & CO INC	$97.617	$4,880.85	0.0%	$4,988.45	$(107.60)	$65.00	1.3%

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)	
		05/20/13 1.300 05/18/18 CUSIP - 58933YAG0							
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%	$4,993.95	$202.60	$135.00	2.6%
10,000.0000		PROCTER & GAMBLE CO NOTE 08/15/11 1.450 08/15/16 CUSIP - 742718DV8	$101.627	$10,162.70	0.1%	$9,919.60	$243.10	$145.00	1.4%
10,000.0000		PUBLIC SERVICE CO COLORADO 03/26/13 2.500 03/15/23 CUSIP - 744448CH2	$92.798	$9,279.80	0.1%	$9,953.70	$(673.90)	$250.00	2.7%
15,000.0000		RIO TINTO FIN USA PLC NT 08/21/12 1.625 08/21/17 CUSIP - 76720AAE6	$98.533	$14,779.95	0.1%	$14,917.80	$(137.85)	$243.75	1.6%
10,000.0000		SANTANDER DRIVE AUTO 07/17/13 1.110 12/15/17 SER 2013-4 CL A-3 CUSIP - 80283HAC6	$100.160	$10,016.00	0.1%	$9,998.95	$17.05	$111.00	1.1%
10,000.0000		SIMON PPTY GROUP LP 01/25/10 4.200 02/01/15 CUSIP - 828807CC9	$103.714	$10,371.40	0.1%	$10,614.40	$(243.00)	$420.00	4.0%
5,000.0000		STATE STR CORP SR NT 05/15/13 1.350 05/15/18 CUSIP - 857477AK9	$97.494	$4,874.70	0.0%	$4,995.20	$(120.50)	$67.50	1.4%
5,000.0000		TOTAL CAP CDA LTD GLBL NT 01/17/13 1.450 01/15/18 CUSIP - 89153UAE1	$98.670	$4,933.50	0.0%	$4,995.20	$(61.70)	$72.50	1.5%
10,000.0000		TOYOTA MTR CR CORP MEDIUM TERM 09/15/11 2.000 09/15/16 CUSIP - 89233P5E2	$102.741	$10,274.10	0.1%	$9,965.50	$308.60	$200.00	1.9%

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)	
15,000.0000		US TREASURY N/B 11/15/04 4.250 11/15/14 CUSIP - 912828DC1	$104.590	$15,688.50	0.1%	$15,697.33	$(8.83)	$637.50	4.1%
25,000.0000		UNITED STATES TREAS NTS 05/31/12 0.250 05/31/14 CUSIP - 912828SW1	$100.109	$25,027.25	0.2%	$25,016.60	$10.65	$62.50	0.2%
30,000.0000		TSY INFL IX N/B 01/15/13 0.125 01/15/23 CUSIP - 912828UH1	$98.474	$29,542.29	0.2%	$32,372.79	$(2,830.50)	$37.50	0.1%
30,000.0000		US TREASURY N/B 02/15/13 0.375 02/15/16 CUSIP - 912828UM0	$99.898	$29,969.40	0.2%	$29,883.60	$85.80	$112.50	0.4%
15,000.0000		WFRBS COML MTG TR 02/01/13 2.029 03/15/45 SER 2013-C11 CL A2 CUSIP - 92937EAB0	$99.822	$14,973.30	0.1%	$15,449.81	$(476.51)	$304.35	2.0%
15,000.0000		WACHOVIA BK COML MTG TR 03/01/06 VAR 01/18/45 SERIE 2006-C23 CLASS A-5 CUSIP - 92976BFE7	$108.660	$16,299.00	0.1%	$16,918.36	$(619.36)	$812.40	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%	$4,988.60	$(365.55)	$127.50	2.8%
10,000.0000		WELLS FARGO & CO 12/10/07 5.625 12/11/17 CUSIP - 949746NX5	$114.886	$11,488.60	0.1%	$10,439.30	$1,049.30	$562.50	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)**	
15,000.0000		WESTPAC BKG CORP 08/03/10 3.000 08/04/15 CUSIP - 961214BN2	$104.292	$15,643.80	0.1%	$15,035.70	$608.10	$450.00	2.9%
		Fixed Income - Total		**$1,476,426.11**	**11.6%**	**$1,476,639.98**	**$(213.87)**	**$35,533.91**	**2.4%**
Equities									
934.0000	AGO	ASSURED GUARANTY LTD CUSIP - G0585R106	$18.750	$17,512.50	0.1%	$22,518.74	$(5,006.24)	$373.60	2.1%
1,519.0000	AXS	AXIS CAPITAL HOLDINGS LTD CUSIP - G0692U109	$43.310	$65,787.89	0.5%	$69,861.03	$(4,073.14)	$1,519.00	2.3%
607.0000	ETN	EATON CORP PLC SHS CUSIP - G29183103	$68.840	$41,785.88	0.3%	$31,506.70	$10,279.18	$1,019.76	2.4%
1,470.0000	IVZ	INVESCO LTD ADR CUSIP - G491BT108	$31.900	$46,893.00	0.4%	$26,584.22	$20,308.78	$1,323.00	2.8%
248.0000	MRH	MONTPELIER RE HOLDINGS LTD CUSIP - G62185106	$26.050	$6,460.40	0.1%	$4,155.78	$2,304.62	$114.08	1.8%
806.0000	STX	SEAGATE TECHNOLOGY PLC SHS CUSIP - G7945M107	$43.760	$35,270.56	0.3%	$20,211.82	$15,058.74	$1,225.12	3.5%
14.0000	WTM	WHITE MOUNTAINS INS GRP COM CUSIP - G9618E107	$567.620	$7,946.68	0.1%	$5,026.76	$2,919.92	$14.00	0.2%
1,222.0000	NE	NOBLE CORPORATION CUSIP - H5833N103	$37.770	$46,154.94	0.4%	$49,781.38	$(3,626.44)	$782.08	1.7%
750.0000	TEL	TE CONNECTIVITY LTD REG SHS CUSIP - H84989104	$51.780	$38,835.00	0.3%	$35,014.12	$3,820.88	$750.00	1.9%
619.0000	AGCO	AGCO CORP CUSIP - 001084102	$60.420	$37,399.98	0.3%	$30,200.62	$7,199.36	$247.60	0.7%
3,296.0000	AES	AES CORP CUSIP - 00130H105	$13.290	$43,803.84	0.3%	$39,238.88	$4,564.96	$527.36	1.2%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
236.0000	ADVS	ADVENT SOFTWARE INC CUSIP - 007974108	$31.750	$7,493.00	0.1%	$4,455.47	$3,037.53		
1,561.0000	AET	AETNA INC NEW CUSIP - 00817Y108	$64.020	$99,935.22	0.8%	$68,343.12	$31,592.10	$1,248.80	1.2%
205.0000	ALB	ALBEMARLE CORP CUSIP - 012653101	$62.940	$12,902.70	0.1%	$8,845.52	$4,057.18	$196.80	1.5%
4,885.0000	AA	ALCOA INC CUSIP - 013817101	$8.120	$39,666.20	0.3%	$40,189.78	$(523.58)	$586.20	1.5%
8.0000	Y	ALLEGHANY CORP DEL COM CUSIP - 017175100	$409.650	$3,277.20	0.0%	$2,457.04	$820.16		
1,170.0000	LNT	ALLIANT CORP CUSIP - 018802108	$49.550	$57,973.50	0.5%	$44,425.82	$13,547.68	$2,199.60	3.8%
68.0000	ATK	ALLIANT TECHSYSTEMS INC CUSIP - 018804104	$97.560	$6,634.08	0.1%	$6,858.98	$(224.90)	$70.72	1.1%
1,197.0000	ALL	ALLSTATE CORP CUSIP - 020002101	$50.550	$60,508.35	0.5%	$44,838.55	$15,669.80	$1,197.00	2.0%
874.0000	MO	ALTRIA GROUP INC CUSIP - 02209S103	$34.350	$30,021.90	0.2%	$16,253.08	$13,768.82	$1,678.08	5.6%
285.0000	AEO	AMERICAN EAGLE OUTFITTERS INC NEW COM CUSIP - 02553E106	$13.990	$3,987.15	0.0%	$3,391.60	$595.55	$142.50	3.6%
1,218.0000	AEP	AMERICAN ELEC PWR INC CUSIP - 025537101	$43.350	$52,800.30	0.4%	$54,103.56	$(1,303.26)	$2,387.28	4.5%
1,552.0000	AIG	AMERICAN INTL GROUP INC CUSIP - 026874784	$48.630	$75,473.76	0.6%	$58,516.00	$16,957.76	$620.80	0.8%
763.0000	AMP	AMERIPRISE FINANCIAL INC CUSIP - 03076C106	$91.080	$69,494.04	0.5%	$36,071.96	$33,422.08	$1,587.04	2.3%

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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)**	
494.0000	AMGN	AMGEN INC CUSIP - 031162100	$111.925	$55,290.95	0.4%	$25,799.18	$29,491.77	$928.72	1.7%
456.0000	BUD	ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR CUSIP - 03524A108	$99.200	$45,235.20	0.4%	$26,220.27	$19,014.93	$843.14	1.9%
824.0000	APA	APACHE CORP CUSIP - 037411105	$85.140	$70,155.36	0.6%	$75,938.26	$(5,782.90)	$659.20	0.9%
341.0000	AAPL	APPLE INC CUSIP - 037833100	$476.750	$162,571.75	1.3%	$124,118.45	$38,453.30	$4,160.20	2.6%
260.0000	ATW	ATWOOD OCEANICS INC CUSIP - 050095108	$55.040	$14,310.40	0.1%	$7,981.53	$6,328.87		
489.0000	ADP	AUTOMATIC DATA PROCESSING INC CUSIP - 053015103	$72.380	$35,393.82	0.3%	$34,878.12	$515.70	$850.86	2.4%
167.0000	AZO	AUTOZONE INC COM CUSIP - 053332102	$422.730	$70,595.91	0.6%	$64,478.90	$6,117.01		
1,179.0000	BBT	B B & T CORPORATION COM CUSIP - 054937107	$33.750	$39,791.25	0.3%	$27,042.14	$12,749.11	$1,084.68	2.7%
2,307.0000	BP	BP P.L.C. SPONSORED ADR CUSIP - 055622104	$42.030	$96,963.21	0.8%	$89,105.04	$7,858.17	$4,983.12	5.1%
1,058.0000	BA	BOEING CO CUSIP - 097023105	$117.500	$124,315.00	1.0%	$94,323.13	$29,991.87	$2,052.52	1.7%
1,347.0000	BMY	BRISTOL MYERS SQUIBB CO CUSIP - 110122108	$46.280	$62,339.16	0.5%	$47,158.06	$15,181.10	$1,885.80	3.0%
1,095.0000	CVS	CVS/CAREMARK CORPORATION CUSIP - 126650100	$56.750	$62,141.25	0.5%	$50,804.69	$11,336.56	$985.50	1.6%
2,365.0000	CA	CA INC	$29.670	$70,169.55	0.6%	$64,035.06	$6,134.49	$2,365.00	3.4%

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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)	
		CUSIP - 12673P105							
279.0000	CAB	CABELAS INC CUSIP - 126804301	$63.030	$17,585.37	0.1%	$4,712.22	$12,873.15		
1,613.0000	CTL	CENTURYLINK INC COM CUSIP - 156700106	$31.380	$50,615.94	0.4%	$54,459.03	$(3,843.09)	$3,484.08	6.9%
410.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	$121.500	$49,815.00	0.4%	$27,373.44	$22,441.56	$1,640.00	3.3%
2,918.0000	C	CITIGROUP INC CUSIP - 172967424	$48.510	$141,552.18	1.1%	$93,851.82	$47,700.36	$116.72	0.1%
1,038.0000	KO	COCA COLA CO CUSIP - 191216100	$37.880	$39,319.44	0.3%	$30,454.78	$8,864.66	$1,162.56	3.0%
104.0000	COLM	COLUMBIA SPORTSWEAR CO CUSIP - 198516106	$60.230	$6,263.92	0.0%	$5,514.74	$749.18	$91.52	1.5%
1,310.0000	CMCSA	COMCAST CORP CL A CUSIP - 20030N101	$45.115	$59,100.65	0.5%	$53,904.24	$5,196.41	$1,021.80	1.7%
829.0000	COP	CONOCOPHILLIPS CUSIP - 20825C104	$69.510	$57,623.79	0.5%	$48,543.19	$9,080.60	$2,288.04	4.0%
3,891.0000	GLW	CORNING INC COM CUSIP - 219350105	$14.590	$56,769.69	0.4%	$60,026.12	$(3,256.43)	$1,556.40	2.7%
395.0000	CXW	CORRECTIONS CORP AMER NEW CUSIP - 22025Y407	$34.550	$13,647.25	0.1%	$10,682.67	$2,964.58	$758.40	5.6%
864.0000	DHR	DANAHER CORP CUSIP - 235851102	$69.320	$59,892.48	0.5%	$49,613.03	$10,279.45	$86.40	0.1%
1,251.0000	DISH	DISH NETWORK CORP CL A CUSIP - 25470M109	$45.010	$56,307.51	0.4%	$31,119.53	$25,187.98	$2,502.00	4.4%
2,008.0000	DFS	DISCOVER FINANCIAL SERVICES CUSIP - 254709108	$50.540	$101,484.32	0.8%	$42,826.62	$58,657.70	$1,606.40	1.6%

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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)**	
541.0000	DOV	DOVER CORP COM CUSIP - 260003108	$89.830	$48,598.03	0.4%	$46,700.48	$1,897.55	$811.50	1.7%
1,089.0000	DOW	DOW CHEM CO CUSIP - 260543103	$38.400	$41,817.60	0.3%	$27,583.13	$14,234.47	$1,393.92	3.3%
2,017.0000	EWBC	EAST WEST BANCORP INC CUSIP - 27579R104	$31.950	$64,443.15	0.5%	$48,075.90	$16,367.25	$1,210.20	1.9%
393.0000	EV	EATON VANCE CORP COM NON VTG CUSIP - 278265103	$38.830	$15,260.19	0.1%	$9,957.01	$5,303.18	$314.40	2.1%
262.0000	ECL	ECOLAB INC CUSIP - 278865100	$98.760	$25,875.12	0.2%	$22,442.19	$3,432.93	$241.04	0.9%
66.0000	ENR	ENERGIZER HLDGS INC CUSIP - 29266R108	$91.150	$6,015.90	0.0%	$5,145.73	$870.17	$132.00	2.2%
232.0000	FDX	FEDEX CORPORATION CUSIP - 31428X106	$114.110	$26,473.52	0.2%	$23,235.68	$3,237.84	$139.20	0.5%
5,000.0000	FITB	FIFTH THIRD BANCORP CUSIP - 316773100	$18.050	$90,250.00	0.7%	$128,566.16	$(38,316.16)	$2,400.00	2.7%
827.0000	FL	FOOT LOCKER INC CUSIP - 344849104	$33.940	$28,068.38	0.2%	$27,835.48	$232.90	$661.60	2.4%
919.0000	GD	GENERAL DYNAMICS CORP CUSIP - 369550108	$87.520	$80,430.88	0.6%	$50,137.28	$30,293.60	$2,058.56	2.6%
1,666.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	$23.890	$39,800.74	0.3%	$35,704.73	$4,096.01	$1,266.16	3.2%
2,135.0000	GM	GENERAL MTRS CO CUSIP - 37045V100	$35.970	$76,795.95	0.6%	$46,414.73	$30,381.22		
1,817.0000	GILD	GILEAD SCIENCES INC COMMON CUSIP - 375558103	$62.870	$114,234.79	0.9%	$45,497.56	$68,737.23		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
428.0000	GS	GOLDMAN SACHS GROUP CUSIP - 38141G104	$158.210	$67,713.88	0.5%	$61,919.99	$5,793.89	$856.00	1.3%
6,707.7530	GSMCX	GOLDMAN SACHS MID-CAP VALUE FUND INST CUSIP - 38141W398	$48.430	$324,856.48	2.5%	$226,252.51	$98,603.97	$3,286.80	1.0%
84.0000	GOOG	GOOGLE INC-CL A CUSIP - 38259P508	$875.910	$73,576.44	0.6%	$41,249.75	$32,326.69		
1,332.0000	HAL	HALLIBURTON CO CUSIP - 406216101	$48.150	$64,135.80	0.5%	$47,775.35	$16,360.45	$666.00	1.0%
2,312.0000	HIG	HARTFORD FINANCIAL SERVICES GRP CUSIP - 416515104	$31.120	$71,949.44	0.6%	$41,233.37	$30,716.07	$1,387.20	1.9%
482.0000	HES	HESS CORP CUSIP - 42809H107	$77.340	$37,277.88	0.3%	$26,436.16	$10,841.72	$482.00	1.3%
2,791.0000	HPQ	HEWLETT PACKARD CO CUSIP - 428236103	$20.990	$58,583.09	0.5%	$67,846.48	$(9,263.39)	$1,621.57	2.8%
20,968.8910	IEDAX	ING EQUITY TR LRG CAP CAL CLA CUSIP - 44981V417	$11.720	$245,755.40	1.9%	$205,294.49	$40,460.91	$3,858.28	1.6%
3,168.0000	INTC	INTEL CORP CUSIP - 458140100	$22.921	$72,613.73	0.6%	$72,700.16	$(86.43)	$2,851.20	3.9%
321.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	$185.180	$59,442.78	0.5%	$32,021.85	$27,420.93	$1,219.80	2.1%
2,500.0000	EEM	ISHARES MSCI EMERGING MKTS IND F CUSIP - 464287234	$40.755	$101,887.50	0.8%	$97,474.50	$4,413.00	$1,922.50	1.9%
10,000.0000	EFA	ISHARES MSCI EAFE INDEX FD CUSIP - 464287465	$63.801	$638,010.00	5.0%	$591,266.34	$46,743.66	$17,610.00	2.8%
3,620.0000	IJK	ISHARES S&P MIDCAP 400 GROWTH CUSIP - 464287606	$139.110	$503,578.20	4.0%	$215,842.50	$287,735.70	$5,267.10	1.0%
2.675.0000	IJJ	ISHARES S&P MIDCAP 400 VALUE	$108.020	$288,953.50	2.3%	$145,021.63	$143,931.87	$4,887.23	1.7%

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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)	
		CUSIP - 464287705							
4,584.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	$51.690	$236,946.96	1.9%	$216,816.17	$20,130.79	$6,967.68	2.9%
1,276.0000	JCI	JOHNSON CTLS INC CUSIP - 478366107	$41.500	$52,954.00	0.4%	$46,454.18	$6,499.82	$969.76	1.8%
1,063.0000	KBR	KBR INC CUSIP - 48242W106	$32.640	$34,696.32	0.3%	$36,947.14	$(2,250.82)	$340.16	1.0%
205.0000	KAMN	KAMAN CORP CUSIP - 483548103	$37.860	$7,761.30	0.1%	$7,121.29	$640.01	$131.20	1.7%
6,051.0000	KEY	KEYCORP NEW CUSIP - 493267108	$11.400	$68,981.40	0.5%	$40,083.42	$28,897.98	$1,331.22	1.9%
242.0000	KRA	KRATON PERFORMANCE POLYMERS INC CUSIP - 50077C106	$19.590	$4,740.78	0.0%	$6,419.14	$(1,678.36)		
1,183.0000	KR	KROGER CO CUSIP - 501044101	$40.340	$47,722.22	0.4%	$25,547.97	$22,174.25	$780.78	1.6%
746.0000	MBI	MBIA INC CUSIP - 55262C100	$10.230	$7,631.58	0.1%	$7,624.34	$7.24		
1,611.0000	M	MACYS INC CUSIP - 55616P104	$43.270	$69,707.97	0.5%	$66,146.89	$3,561.08	$1,611.00	2.3%
895.0000	MPC	MARATHON PETE CORP CUSIP - 56585A102	$64.320	$57,566.40	0.5%	$49,171.72	$8,394.68	$1,503.60	2.6%
51.0000	MLM	MARTIN MARIETTA MATLS INC COM CUSIP - 573284106	$98.170	$5,006.67	0.0%	$4,546.13	$460.54	$81.60	1.6%
137.0000	MA	MASTERCARD INC CL A CUSIP - 57636Q104	$672.780	$92,170.86	0.7%	$21,661.21	$70,509.65	$328.80	0.4%

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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)	
345.0000	MATX	MATSON INC CUSIP - 57686G105	$26.230	$9,049.35	0.1%	$6,692.15	$2,357.20	$220.80	2.4%
294.0000	MCK	MCKESSON CORPORATION COM STK CUSIP - 58155Q103	$128.300	$37,720.20	0.3%	$17,762.54	$19,957.66	$282.24	0.7%
925.0000	MDT	MEDTRONIC INC CUSIP - 585055106	$53.250	$49,256.25	0.4%	$42,004.97	$7,251.28	$1,036.00	2.1%
707.0000	MCRL	MICREL INC CUSIP - 594793101	$9.110	$6,440.77	0.1%	$7,689.81	$(1,249.04)	$141.40	2.2%
1,505.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	$33.280	$50,086.40	0.4%	$44,464.63	$5,621.77	$1,685.60	3.4%
753.0000	MDLZ	MONDELEZ INTL INC COM CUSIP - 609207105	$31.421	$23,660.01	0.2%	$19,428.68	$4,231.33	$421.68	1.8%
808.0000	MNST	MONSTER BEVERAGE CORP COMMON CUSIP - 611740101	$52.250	$42,218.00	0.3%	$46,699.57	$(4,481.57)		
955.0000	MYL	MYLAN INC. CUSIP - 628530107	$38.170	$36,452.35	0.3%	$21,310.28	$15,142.07		
56.0000	NEU	NEWMARKET CORP CUSIP - 651587107	$287.910	$16,122.96	0.1%	$5,252.54	$10,870.42	$201.60	1.3%
788.0000	NEE	NEXTERA ENERGY INC CUSIP - 65339F101	$80.160	$63,166.08	0.5%	$40,562.10	$22,603.98	$2,080.32	3.3%
519.0000	NSC	NORFOLK SOUTHN CORP CUSIP - 655844108	$77.350	$40,144.65	0.3%	$37,693.88	$2,450.77	$1,079.52	2.7%
542.0000	NU	NORTHEAST UTILS CUSIP - 664397106	$41.250	$22,357.50	0.2%	$19,093.04	$3,264.46	$796.74	3.6%
121.0000	NUS	NU SKIN ENTERPRISES INC CL A COM CUSIP - 67018T105	$95.740	$11,584.54	0.1%	$4,755.38	$6,829.16	$145.20	1.3%

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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)**	
1,473.0000	OXY	OCCIDENTAL PETE CORP CUSIP - 674599105	$93.540	$137,784.42	1.1%	$125,230.45	$12,553.97	$3,770.88	2.7%
381.0000	ODFL	OLD DOMINION FGHT LINE INC CUSIP - 679580100	$45.990	$17,522.19	0.1%	$6,573.72	$10,948.47		
886.0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	$33.170	$29,388.62	0.2%	$19,167.15	$10,221.47	$425.28	1.4%
819.0000	PKG	PACKAGING CORP AMER COM CUSIP - 695156109	$57.090	$46,756.71	0.4%	$20,053.14	$26,703.57	$1,310.40	2.8%
158.0000	PSMT	PRICESMART INC CUSIP - 741511109	$95.232	$15,046.66	0.1%	$3,510.23	$11,536.43	$94.80	0.6%
542.0000	PFG	PRINCIPAL FINL GROUP INC CUSIP - 74251V102	$42.820	$23,208.44	0.2%	$12,513.80	$10,694.64	$563.68	2.4%
5,485.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	$75.590	$414,611.15	3.3%	$107,621.41	$306,989.74	$13,196.91	3.2%
1,195.0000	PRU	PRUDENTIAL FINL INC CUSIP - 744320102	$77.980	$93,186.10	0.7%	$56,277.46	$36,908.64	$1,912.00	2.1%
3,700.0000	PHM	PULTE GROUP INC COM CUSIP - 745867101	$16.500	$61,050.00	0.5%	$65,382.05	$(4,332.05)	$740.00	1.2%
3,989.0000	RF	REGIONS FINL CORP NEW CUSIP - 7591EP100	$9.260	$36,938.14	0.3%	$15,975.54	$20,962.60	$478.68	1.3%
270.0000	RBA	RITCHIE BROS AUCTIONEERS INC CUSIP - 767744105	$20.180	$5,448.60	0.0%	$5,416.50	$32.10	$140.40	2.6%
1,981.0000	RDS B	ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS CUSIP - 780259107	$68.850	$136,391.85	1.1%	$136,861.79	$(469.94)	$7,131.60	5.2%
291.0000	SBAC	SBA COMMUNICATIONS CORP	$80.460	$23,413.86	0.2%	$20,080.37	$3,333.49		

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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)	
		COM CUSIP - 78388J106							
1,944.0000	SLM	SLM CORP COMMON STOCK CUSIP - 78442P106	$24.900	$48,405.60	0.4%	$45,730.33	$2,675.27	$1,166.40	2.4%
613.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	$88.360	$54,164.68	0.4%	$47,370.24	$6,794.44	$766.25	1.4%
833.0000	SCI	SERVICE CORP INTL COM CUSIP - 817565104	$18.620	$15,510.46	0.1%	$7,521.43	$7,989.03	$233.24	1.5%
857.0000	STT	STATE STREET CORP CUSIP - 857477103	$65.750	$56,347.75	0.4%	$59,752.49	$(3,404.74)	$891.28	1.6%
105.0000	RGR	STURM RUGER & CO INC COM CUSIP - 864159108	$62.630	$6,576.15	0.1%	$1,010.64	$5,565.51	$273.00	4.2%
32.0000	TRC X	TEJON RANCH CO WTS EXP 08/31/16 CUSIP - 879080133	$2.760	$88.32	0.0%	$0.98	$87.34		
309.0000	THC	TENET HEALTHCARE CORP COM NEW CUSIP - 88033G407	$41.190	$12,727.71	0.1%	$5,324.36	$7,403.35		
965.0000	TEVA	TEVA PHARMACEUTICAL INDS LTD ADR CUSIP - 881624209	$37.780	$36,457.70	0.3%	$39,493.83	$(3,036.13)	$975.62	2.7%
824.0000	TWX	TIME WARNER INC CUSIP - 887317303	$65.810	$54,227.44	0.4%	$53,212.35	$1,015.09	$947.60	1.7%
304.0000	TWC	TIME WARNER CABLE INC CUSIP - 88732J207	$111.600	$33,926.40	0.3%	$27,117.20	$6,809.20	$790.40	2.3%
29,849.9480	FIEIX	TOUCHSTONE INTL VALUE FUND CLASS Y CUSIP - 89154Q646	$8.330	$248,650.07	2.0%	$220,733.63	$27,916.44	$7,462.49	3.0%

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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)	
13,539.5710	TEGAX	TOUCHSTONE MID CAP GROWTH A CUSIP - 89154X880	$25.740	$348,508.56	2.7%	$271,062.21	$77,446.35		
613.0000	TRV	TRAVELERS COS INC/THE CUSIP - 89417E109	$84.770	$51,964.01	0.4%	$51,385.94	$578.07	$1,226.00	2.4%
282.0000	TG	TREDEGAR CORPORATION COM CUSIP - 894650100	$26.000	$7,332.00	0.1%	$5,025.06	$2,306.94	$78.96	1.1%
1,674.0000	TSN	TYSON FOODS INC CL A CUSIP - 902494103	$28.280	$47,340.72	0.4%	$43,513.93	$3,826.79	$334.80	0.7%
315.0000	UNP	UNION PAC CORP CUSIP - 907818108	$155.340	$48,932.10	0.4%	$44,290.01	$4,642.09	$995.40	2.0%
563.0000	UNH	UNITEDHEALTH GROUP INC CUSIP - 91324P102	$71.610	$40,316.43	0.3%	$29,475.81	$10,840.62	$630.56	1.6%
2,004.0000	UNM	UNUM GROUP CUSIP - 91529Y106	$30.440	$61,001.76	0.5%	$42,810.65	$18,191.11	$1,162.32	1.9%
504.0000	VCLK	VALUECLICK INC CUSIP - 92046N102	$20.860	$10,513.44	0.1%	$6,085.57	$4,427.87		
722.0000	VZ	VERIZON COMMUNICATIONS CUSIP - 92343V104	$46.675	$33,699.35	0.3%	$27,995.46	$5,703.89	$1,530.64	4.5%
1,267.0000	VOD	VODAFONE GROUP PLC-SP ADR CUSIP - 92857W209	$35.180	$44,573.06	0.3%	$37,515.74	$7,057.32	$1,965.12	4.4%
599.0000	WMT	WAL-MART STORES INC CUSIP - 931142103	$73.960	$44,302.04	0.3%	$43,065.94	$1,236.10	$1,126.12	2.5%
895.0000	WAG	WALGREEN CO CUSIP - 931422109	$53.800	$48,151.00	0.4%	$31,189.76	$16,961.24	$1,127.70	2.3%
37,471.9060	WAEMX	WASATCH EMER MKTS SMALL CAP CUSIP - 936793884	$2.670	$100,049.99	0.8%	$95,000.00	$5,049.99	$487.13	0.5%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
607.0000	WLP	WELLPOINT INC CUSIP - 94973V107	$83.610	$50,751.27	0.4%	$45,896.24	$4,855.03	$910.50	1.8%
3,584.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	$41.320	$148,090.88	1.2%	$121,875.76	$26,215.12	$4,300.80	2.9%
206.0000	INT	WORLD FUEL SVCS CORP CUSIP - 981475106	$37.310	$7,685.86	0.1%	$7,652.54	$33.32	$30.90	0.4%
4,233.0000	XRX	XEROX CORP COM CUSIP - 984121103	$10.290	$43,557.57	0.3%	$39,192.85	$4,364.72	$973.59	2.2%
		Equities - Total		**$9,632,411.37**	**75.6%**	**$7,244,359.66**	**$2,388,051.71**	**$195,756.09**	**2.0%**
Alternative Strategies									
250,000.0000		UBS STRUCTURED NOTE 12/30/09 VAR 12/30/19 CUSIP - 90261JFM0	$104.464	$261,160.00	2.0%	$250,000.00	$11,160.00	$6,977.50	2.7%
		Alternative Strategies - Total		**$261,160.00**	**2.1%**	**$250,000.00**	**$11,160.00**	**$6,977.50**	**2.7%**
Real Estate Investments									
237.0000	ALEX	ALEXANDER & BALDWIN INC NEW CUSIP - 014491104	$36.020	$8,536.74	0.1%	$4,295.76	$4,240.98		
421.0000	FR	FIRST INDL RLTY TR INC CUSIP - 32054K103	$16.270	$6,849.67	0.1%	$4,250.92	$2,598.75	$143.14	2.1%
212.0000	HTS	HATTERAS FINL CORP CUSIP - 41902R103	$18.710	$3,966.52	0.0%	$5,410.26	$(1,443.74)	$466.40	11.8%
2,500.0000	ICF	ISHARES COHEN & STEERS REALTY CUSIP - 464287564	$76.880	$192,200.00	1.5%	$202,992.99	$(10,792.99)	$6,190.00	3.2%
221.0000	TRC	TEJON RANCH CO COM CUSIP - 879080109	$30.840	$6,815.64	0.1%	$7,771.89	$(956.25)		

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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
Real Estate Investments								**(continued)**	
4,400.0000	VNQ	VANGUARD REIT ETF CUSIP - 922908553	$66.140	$291,016.00	2.3%	$297,548.57	$(6,532.57)	$11,352.00	3.9%
		Real Estate Investments - Total		**$509,384.57**	**4.0%**	**$522,270.39**	**$(12,885.82)**	**$18,151.54**	**3.6%**
Total Portfolio Positions				**$12,740,566.31**	**100.0%**	**$10,354,454.29**	**$2,386,112.02**	**$256,505.16**	**2.0%**