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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012, or tax year beginning 12-01-2012 , and ending 11-30-2013

Name of foundation MOTCH FAMILY FOUNDATION INC		<b>A Employer identification number</b>  31-6032887	
Number and street (or P O box number if mail is not delivered to street address) 530 OLD US ROUTE 52		<b>B Telephone number</b> (see instructions)  (513) 232-8416	
City or town, state, and ZIP code NEW RICHMOND, OH 45157		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 2,463,718		<b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <u>                    </u> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities. . . . .	33,266	33,266		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	143,923			
	<b>b</b> Gross sales price for all assets on line 6a <u>703,713</u>				
	<b>7</b> Capital gain net income (from Part IV , line 2) . . . .		143,923		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .				
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	177,189	177,189		
	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .				
	<b>c</b> Other professional fees (attach schedule) . . . . .				
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	2,031	500		0
	<b>19</b> Depreciation (attach schedule) and depletion . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	11,610	11,610		0
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	13,641	12,110		0
	<b>25</b> Contributions, gifts, grants paid . . . . .	95,000			95,000
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	108,641	12,110		95,000
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	68,548			
	<b>b Net investment income</b> (if negative, enter -0-)		165,079		
	<b>c Adjusted net income</b> (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	109,562	153,047	153,047
	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 page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	826,494	859,791	1,118,867
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	862,118	868,202	1,191,804
	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)	1,798,174	1,881,040	2,463,718	
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) . . . . .	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	1,798,174	1,881,040	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	1,798,174	1,881,040	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	1,798,174	1,881,040	

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	1,798,174
2	Enter amount from Part I, line 27a . . . . .	2	68,548
3	Other increases not included in line 2 (itemize) ▶ _____	3	18,414
4	Add lines 1, 2, and 3 . . . . .	4	1,885,136
5	Decreases not included in line 2 (itemize) ▶ _____	5	4,096
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	1,881,040

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	See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	143,923
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	117,553	2,225,456	0 052822
2010	87,725	2,075,449	0 042268
2009	34,368	1,921,898	0 017882
2008	21,663	1,184,343	0 018291
2007	22,023	348,349	0 063221

2	Total of line 1, column (d). . . . .	2	0 194484
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 038897
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	2,317,224
5	Multiply line 4 by line 3. . . . .	5	90,133
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	1,651
7	Add lines 5 and 6. . . . .	7	91,784
8	Enter qualifying distributions from Part XII, line 4. . . . .  If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	95,000

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	1,651
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2. . . . .		3	1,651
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	1,651
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	760	
b		Exempt foreign organizations—tax withheld at source . . . . .	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	3,050	
d		Backup withholding erroneously withheld . . . . .	6d		
7		Total credits and payments Add lines 6a through 6d. . . . .		7	3,810
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	2,158
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 2,158	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?. . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0			
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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	4a		No
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		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> OH _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶ARTHUR E MOTCH III TRUSTEE Telephone no ▶(513) 553-4140 Located at ▶530 OLD US ROUTE 52 NEW RICHMOND OH ZIP +4 ▶45157			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes  No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes  No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes  No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1 ), (2), or (3), or section 4940(d)(2)? (see instructions).

Yes  No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes  No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes  No

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

6a

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

Yes  No

b

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

6b

No

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

7a

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

Yes  No

b

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

7b

Part VIII

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

1

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

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

Total

number of other employees paid over \$50,000.

0

Form 990-PF (2012)

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		
Total number of others receiving over \$50,000 for professional services. . . . .		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	0



**Part X**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	2,155,559
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	196,953
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	2,352,512
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	2,352,512
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	35,288
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	2,317,224
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	115,861

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	115,861
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b>	1,651
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	1,651
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	114,210
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	114,210
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	114,210

**Part XII**

**Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	95,000
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	95,000
<b>5</b>	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). . . . .	<b>5</b>	1,651
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	93,349
<b>Note:</b> 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				114,210
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			94,303	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .				
b From 2008. . . . .				
c From 2009. . . . .				
d From 2010. . . . .				
e From 2011. . . . .				
f Total of lines 3a through e. . . . .	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 95,000				
a Applied to 2011, but not more than line 2a			94,303	
b Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
c Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
d Applied to 2012 distributable amount. . . . .				697
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				113,513
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

DAVID W MOTCH

b

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	95,000
b Approved for future payment				
Total . . . . .			3b	0

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	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . .					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities. . . .			14	33,266	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	143,923	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e). .		0		177,189	0
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		177,189

[illegible]

<b>1</b> 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?			<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of				
<b>(1)</b> Cash. . . . .		<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .		<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions				
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .		<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .		<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .		<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .		<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .		<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .		<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .		<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received.				

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

*****	2014-07-14	*****	May the IRS discuss this return with the preparer shown below (see instr ) <sup>2</sup> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Signature of officer or trustee	Date	Title	

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00848458
	RONALD C CHRISTIAN	RONALD C CHRISTIAN			
	Firm's name <input checked="checked" type="checkbox"/>	TAFT STETTINIUS & HOLLISTER LLP		Firm's EIN <input checked="checked" type="checkbox"/> 31-0541755	
		425 WALNUT STREET SUITE 1800			
Firm's address <input checked="checked" type="checkbox"/>	CINCINNATI, OH 452023957		Phone no (513) 381-2838		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
70 SHS COOPER INDUSTRIES PLC	P		2012-12-03
235 SHS EATON CORP PLC	P		2012-12-06
100 PPG INDUSTRIES INC	P		2012-12-03
25 SHS ABBOTT LABORATORIES	P	2011-02-14	2013-01-16
200 SHS ABBOTT LABORATORIES	P		2013-01-16
50 SHS XYLEM INC	P	2011-12-27	2013-01-18
200 SHS XYLEM INC	P		2013-01-18
583 SHS BROOKFIELD PROPERTY PARTNERS	P	2013-04-15	2013-04-19
2 SHS BROOKFIELD PROPERTY PARTNERS	P	2013-04-15	2013-04-19
63,472 57 SHS COUNTRY WIDE ASSET	P	2011-06-16	2013-04-17
75 SHS HEALTH CARE REIT INC	P	2011-03-03	2013-04-25
25 SHS HEALTH CARE REIT INC	P		2013-04-25
109 SHS KRAFT FOODS GROUP INC	P	2012-10-31	2013-03-26
666 SHS KRAFT FOODS GROUP INC	P	2011-12-02	2013-03-26
135 SHS M&T BK CORP	P		2013-04-25
350 SHS NYSE EURONEXT	P		2013-03-26
300 SHS SUNCOR ENERGY INC	P		2013-03-26
150 SHS WASTE MANAGEMENT INC	P		2013-04-25
70 SHS INGERSOLL-RAND PLC SEDOL	P	2010-06-09	2013-05-21
235 SHS NABORS INDUSTRIES LTD	P	2010-06-09	2013-05-21
15 SHS PARTNERRE LTD	P	2010-06-09	2013-05-21
395 SHS WEATHERFORD INTL LTD	P	2010-06-09	2013-05-21
185 SHS NOBLE CORPORATION SEDOL	P	2010-06-09	2013-05-21
90 SHS TRANSOCEAN LTD SEDOL	P	2010-06-09	2013-05-21
160 SHS UBS AG - NEW ISIN	P	2010-06-09	2013-05-21
10 SHS CORE LABORATORIES NV	P	2010-06-09	2013-05-21
70 SHS AXA SPONSORED ADR	P	2010-06-09	2013-05-21
40 SHS BASF AG SPONSORED ADR	P	2010-06-09	2013-05-21
35 SHS BRITISH AMERICAN TOBACCO PLC	P	2010-06-09	2013-05-21
45 SHS BROOKFIELD ASSET MANAGEMENT	P	2010-06-09	2013-05-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
50 SHS CANADIAN NATL RAILWAY CO	P		2013-05-21
110 SHS CANADIAN NATURAL RESOURCES	P		2013-05-21
70 SHS CANADIAN PACIFIC RAILWAY LTD	P		2013-05-21
40 SHS ENSIGN ENERGY SERVICES INC	P	2010-06-09	2013-05-21
10 SHS FINNING INTERNATIONAL INC	P	2010-12-29	2013-05-21
75 7230 SHS HARBOR FUND INTERNATIONAL FUND	P	2013-04-30	2013-05-29
60 SHS MANULIFE FINANCIAL CORP	P	2010-06-09	2013-05-21
150 SHS POTASH CORP SASKATCHEWAN INC	P	2010-06-09	2013-05-21
5 SHS RIO TINTO PLC SPONSORED	P	2012-12-14	2013-05-21
105 SHS RIO TINTO PLC SPONSORED	P	2010-06-09	2013-05-21
90 SHS SCHLUMBERGER LTD	P	2010-06-09	2013-05-21
160 SHS SUNCOR ENERGY INC ISIN	P	2010-06-09	2013-05-21
60 SHS TALISMAN ENERGY INC COM	P	2010-06-09	2013-05-21
35 SHS TECK RESOURCES LTD	P	2012-12-13	2013-05-21
110 SHS TENARIS SA ADR	P	2010-06-09	2013-05-21
80 SHS UNILEVER NV NEW YORK SHARES	P	2010-06-09	2013-05-21
150 SHS VALE S A COMMON NEW ADR	P		2013-05-21
110 331 SHS VITTORIA OFFSHORE FUND, LTD	P	2009-12-29	2013-05-13
59 SHS EATON CORP PLC	P		2013-05-29
77 7230 SHS HARBOR FUND INTERNATIONAL FUND	P	2013-04-30	2013-06-05
309 023 SHS HARBOR FUND INTERNATIONAL FUND	P		2013-06-12
25 SHS KIMBERLY-CLARK CORP	P	2010-07-16	2013-05-29
25 SHS PHILIP MORRIS INTERNATIONAL	P	2010-03-05	2013-05-29
10 SHS YARA INTERNATIONAL ADR	P	2010-06-09	2013-05-29
80 SHS BHP LTD SPONSORED ADR	P	2010-06-09	2013-08-26
245 SHS NOVARTIS AG SPONSORED ADR	P		2013-08-26
50 SHS QUALCOMM INC	P	2012-01-25	2013-08-26
85 3320 SHS T ROWE PRICE NEW HORIZONS	P	2012-12-18	2013-08-26
29 3470 SHS T ROWE PRICE NEW HORIZONS	P		2013-08-26
125 SHS 3M COMPANY	P		2013-08-26



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
50 SHS VERIZON COMMUNICATIONS INC	P	2010-11-10	2013-08-26
400 SHS VODAFONE GROUP PLC REV SPLIT	P	2012-01-25	2013-09-03
317 446 SHS HATTERAS CORE ALTERNATIVES	P		2013-10-31
100 SHS DEVON ENERGY CORP NEW	P	2012-07-12	2013-11-04
150 SHS HEALTH CARE REIT INC	P		2013-11-04
200 SHS ISHARES SELECT DIVIDEND ETF	P		2013-11-07
150 SHS MOSAIC CO	P	2012-12-03	2013-11-04
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,741		3,447	-706
12		12	0
12,331		6,316	6,015
820		602	218
6,560		4,817	1,743
1,370		1,250	120
5,480		5,518	-38
13		13	0
43		44	-1
46,018		19,677	26,341
5,500		3,673	1,827
1,833		1,098	735
5,568		4,909	659
3,371		2,518	853
13,508		11,504	2,004
13,310		9,508	3,802
9,063		9,658	-595
6,006		5,019	987
4,056		2,514	1,542
4,009		4,888	-879
1,326		1,081	245
5,653		5,257	396
7,781		5,278	2,503
4,828		4,261	567
2,950		2,022	928
1,464		706	758
1,343		1,042	301
3,862		2,126	1,736
3,982		2,196	1,786
1,710		1,067	643

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,158		3,039	2,119
3,347		4,477	-1,130
9,571		4,042	5,529
636		502	134
223		274	-51
5,000		4,970	30
944		975	-31
6,490		4,910	1,580
226		271	-45
4,739		4,855	-116
6,951		5,144	1,807
5,131		5,064	67
710		1,038	-328
971		1,232	-261
4,729		3,945	784
3,354		2,230	1,124
2,421		4,038	-1,617
257,101		250,000	7,101
3,987		3,063	924
5,000		5,073	-73
20,000		20,025	-25
2,530		1,551	979
2,287		1,274	1,013
441		282	159
5,125		5,038	87
18,394		12,907	5,487
3,353		2,941	412
3,720		2,814	906
1,280		957	323
14,370		10,339	4,031

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,362		1,637	725
12,768		10,928	1,840
31,176		25,599	5,577
6,406		5,484	922
9,718		6,122	3,596
14,158		12,686	1,472
6,976		8,043	-1,067
45,449			45,449

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-706
			0
			6,015
			218
			1,743
			120
			-38
			0
			-1
			26,341
			1,827
			735
			659
			853
			2,004
			3,802
			-595
			987
			1,542
			-879
			245
			396
			2,503
			567
			928
			758
			301
			1,736
			1,786
			643

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,119
			-1,130
			5,529
			134
			-51
			30
			-31
			1,580
			-45
			-116
			1,807
			67
			-328
			-261
			784
			1,124
			-1,617
			7,101
			924
			-73
			-25
			979
			1,013
			159
			87
			5,487
			412
			906
			323
			4,031

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			725
			1,840
			5,577
			922
			3,596
			1,472
			-1,067
			45,449

**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

<b>(a)</b> Name and address	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation <b>(If not paid, enter -0-)</b>	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account, other allowances
ARTHUR E MOTCH III	TRUSTEE 2 00	0	0	0
530 OLD US ROUTE 52 NEW RICHMOND, OH 45157				
DAVID W MOTCH	TRUSTEE 2 00	0	0	0
530 OLD US ROUTE 52 NEW RICHMOND, OH 45157				
ALAN WMOTCH	TRUSTEE 2 00	0	0	0
530 OLD US ROUTE 52 NEW RICHMOND, OH 45157				
OLIVA DEBOLT MOTCH	TRUSTEE 2 00	0	0	0
530 OLD US ROUTE 52 NEW RICHMOND, OH 45157				
DIANA T DWIGHT	TRUSTEE 2 00	0	0	0
530 OLD US ROUTE 52 NEW RICHMOND, OH 45157				



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SPV CINCINNATI 3805 EDWARDS ROAD SUITE 500 CINCINNATI, OH 45209	N/A	PUBLIC CHARITY	GENERAL PURPOSES	6,000
UC FOUNDATION PO BOX 19970 CINCINNATI, OH 45219	N/A	PUBLIC CHARITY	GENERAL PURPOSES	1,000
OHIO HISTORICAL SOCIETY 800 EAST 17TH AVENUE COLUMBUS, OH 43211	N/A	PUBLIC CHARITY	GENERAL PURPOSES	500
DANA-FARBER CANCER INSTITUTE 10 BROOKLINE PLACE WEST 6TH FLOOR BROOKLINE, MA 02445	N/A	PUBLIC CHARITY	GENERAL PURPOSES	4,000
CINCINNATI OPERA 1243 ELM STREET CINCINNATI, OH 45202	N/A	PUBLIC CHARITY	GENERAL PURPOSES	6,000
DUNGKAR GOMPY SOCIETY 2562 BEAVERKILL ROAD LEWBEACH, NY 12758	N/A	PUBLIC CHARITY	GENERAL PURPOSES	4,000
PECONIC LAND TRUST INC 296 HAMPTON ROAD SOUTHAMPTON, NY 11969	N/A	PUBLIC CHARITY	GENERAL PURPOSES	2,000
PIANOFEST PO BOX 639 HUDSON, OH 44236	N/A	PUBLIC CHARITY	GENERAL PURPOSES	1,000
MACHIK CORP 1609 CONNECTICUT AVE WASHINGTON, DC 20009	N/A	PUBLIC CHARITY	GENERAL PURPOSES	1,500
MAIN STREET WARNER INC PO BOX 248 WARNER, NH 03278	N/A	PUBLIC CHARITY	GENERAL PURPOSES	1,000
TRURO CENTER FOR THE ARTS BOX 756 TRURO, MA 02666	N/A	PUBLIC CHARITY	GENERAL PURPOSES	5,000
SISTERS OF THE ORDER OF ST DOMINIC 555 ALBANY AVE AMITYVILLE, NY 11701	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF NORTH FORK SPANISH APOSTOLATE	3,000
BOSTON BALLET 19 CLARENDON STREET BOSTON, MA 02116	N/A	PUBLIC CHARITY	GENERAL PURPOSES	5,000
CINCINNATI SYMPHONY ORCHESTRA 1241 ELM STREET CINCINNATI, OH 45202	N/A	PUBLIC CHARITY	GENERAL PURPOSES	3,000
CINCINNATI ART MUSEUM 953 EDEN PARK DRIVE CINCINNATI, OH 45202	N/A	PUBLIC CHARITY	GENERAL PURPOSES	2,000


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<b>a</b> <i>Paid during the year</i>				
CINCINNATI PARKS FOUNDATION 950 EDEN PARK DRIVE CINCINNATI,OH 45202	N/A	PUBLIC CHARITY	GENERAL PURPOSES	1,000
CINCINNATI PUBLIC RADIO INC (WGUC) 1223 CENTRAL PKWY CINCINNATI,OH 45214	N/A	PUBLIC CHARITY	GENERAL PURPOSES	1,500
3S ARTSPACE PO BOX 4435 PORTSMOUTH,NH 03802	N/A	PUBLIC CHARITY	GENERAL PURPOSES	500
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEWYORK,NY 10011	N/A	PUBLIC CHARITY	GENERAL PURPOSES	3,000
GARDEN CONSERVANCY INC PO BOX 219 COLD SPRING,NY 10516	N/A	PUBLIC CHARITY	GENERAL PURPOSES	1,500
CET 1223 CENTRAL PKWY CINCINNATI,OH 45214	N/A	PUBLIC CHARITY	GENERAL PURPOSES	1,000
CAMP JOY PO BOX 157 CLARKSVILLE,OH 45113	N/A	PUBLIC CHARITY	GENERAL PURPOSES	500
HIGH MOWING SCHOOL 222 ISAAC FRYE HIGHWAY WILTON,NH 03086	N/A	PUBLIC CHARITY	GENERAL PURPOSES	2,000
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE ARLINGTON,VA 22203	N/A	PUBLIC CHARITY	GENERAL PURPOSES	2,500
FREESTORE FOODBANK 1141 CENTRAL PARKWAY CINCINNATI,OH 45202	N/A	PUBLIC CHARITY	GENERAL PURPOSES	2,000
THE BOYS AND GIRLS CLUBS OF CLERMONT COUNTY 213 UNION STREET NEWRICHMOND,OH 45157	N/A	PUBLIC CHARITY	GENERAL PURPOSES	1,500
CIVIC GARDEN CENTER 2715 READING ROAD CINCINNATI,OH 45206	N/A	PUBLIC CHARITY	GENERAL PURPOSES	7,500
THE SEVEN HILLS SCHOOL 5400 RED BANK ROAD CINCINNATI,OH 45227	N/A	PUBLIC CHARITY	GENERAL PURPOSES	1,000
CINCINNATI CHAMBER ORCHESTRA 105 WEST 4TH STREET SUITE 314 CINCINNATI,OH 45202	N/A	PUBLIC CHARITY	GENERAL PURPOSES	1,000
SEATTLE TILTH ASSOCIATION INC 4649 SUNNYSIDE AVE SUITE 100 SEATTLE,WA 98103	N/A	PUBLIC CHARITY	GENERAL PURPOSES	500

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
NEXT STEP 86A SHERMAN STREET CAMBRIDGE,MA 02140	N/A	PUBLIC CHARITY	GENERAL PURPOSES	2,000
MASSACHUSETTS DOWN SYNDROME CONGRESS (MDSC) 20 BURLINGTON MALL ROAD SUITE 261 BURLINGTON,MA 01803	N/A	PUBLIC CHARITY	GENERAL PURPOSES	1,000
PINE STREET INN 444 HARRISON AVENUE BOSTON,MA 02118	N/A	PUBLIC CHARITY	GENERAL PURPOSES	5,000
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK,AR 72202	N/A	PUBLIC CHARITY	GENERAL PURPOSES	1,000
THE TANDANA FOUNDATION 2933 LOWER BELLBROOK ROAD SPRING VALLEY,OH 45370	N/A	PUBLIC CHARITY	GENERAL PURPOSES	1,000
NEW ORLEANS MUSEUM OF ART 1 COLLINS DIBOLL CIRCLE NEW ORLEANS,LA 70179	N/A	PUBLIC CHARITY	GENERAL PURPOSES	500
TENNESSEE WILLIAMSNEW ORLEANS LITERARY FESTIVAL 938 LAFAYETTE STREET SUITE 514 NEW ORLEANS,LA 70113	N/A	PUBLIC CHARITY	GENERAL PURPOSES	500
K9S FOR WARRIORS 260 S ROSCOE BLVE PONTE VEDRA BEACH,FL 32082	N/A	PUBLIC CHARITY	GENERAL PURPOSES	1,500
BRIMMER AND MAY ANNUAL FUND 69 MIDDLESEX ROAD CHESTNUT HILL,MA 02467	N/A	PUBLIC CHARITY	GENERAL PURPOSES	1,000
CINCINNATI MUSICAL FESTIVAL ASSOCIATION (MAY FESTIVAL) 1241 ELM STREET CINCINNATI,OH 45202	N/A	PUBLIC CHARITY	GENERAL PURPOSES	1,000
CONCERT NOVA INC 1110 PRISCILLA LANE CINCINNATI,OH 45208	N/A	PUBLIC CHARITY	GENERAL PURPOSES	500
LONGHOUSE RESERVE 133 HANDS CREEK ROAD EAST HAMPTON,NY 11937	N/A	PUBLIC CHARITY	GENERAL PURPOSES	1,000
MADOO CONSERVANCY 618 SAGG MAIN STREET SAGAPONACK,NY 11962	N/A	PUBLIC CHARITY	GENERAL PURPOSES	500
CINCINNATI ZOO FOUNDATION 3400 VINE STEET CINCINNATI,OH 45220	N/A	PUBLIC CHARITY	GENERAL PURPOSES	1,500
CRAYONS TO COMPUTERS 1350 TENNESSEE AVENUE CINCINNATI,OH 45229	N/A	PUBLIC CHARITY	GENERAL PURPOSES	1,000

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
DOCTORS WITHOUT BORDERS USA INC 333 SEVENTH AVE 2ND FLOOR NEW YORK,NY 10001	N/A	PUBLIC CHARITY	GENERAL PURPOSES	1,000
FRIENDS OF ST ALPHONSUS PO BOX 57143 NEW ORLEANS,LA 70157	N/A	PUBLIC CHARITY	GENERAL PURPOSES	500
PROSPECT PARK ALLIANCE INC 95 PROSPECT PARK WEST BROOKLYN,NY 11215	N/A	PUBLIC CHARITY	GENERAL PURPOSES	500
P S 295 PARENT TEACHER ASSOCIATION INC 330 18TH STREET BROOKLYN,NY 11215	N/A	PUBLIC CHARITY	GENERAL PURPOSES	1,000
NATIONAL AUTISM ASSOCIATION INC PO BOX 261209 PLANO,TX 75026	N/A	PUBLIC CHARITY	GENERAL PURPOSES	1,000
<b>Total . . . . .</b>  <b>3a</b>				95,000

TY 2012 Investments Corporate

Stock Schedule

Name:

MOTCH FAMILY FOUNDATION INC

EIN:

31-6032887

Name of Stock	End of Year Book Value	End of Year Fair Market Value
127.195 SHS ARTISAN MID CAP VALUE FUND (INCOME)	2,613	3,350
60.398 SHS PERKINS SMALL CAP VALUE FUND (INCOME)	1,241	1,611
34.623 SHS T ROWE PRICE MID CAP GROWTH (INCOME)	1,831	2,587
23.781 SHS T ROWE PRICE NEW HORIZONDS FD (INCOME)	750	1,141
1000 SHS SPDR BARCLAYS HIGH YIELD BD	39,240	40,750
5,112.104 SHS FIDELITY ADVISOR FLOATING HIGH INC FD	50,000	51,019
150 SHS HOME DEPOT	4,537	12,101
300 SHS JOHNSON CONTROLS INC	9,369	15,153
250 SHS LIMITED BRANDS INC	11,286	16,248
125 SHS MCDONALDS CORP	9,155	12,171
200 SHS COCA COLA CO	6,658	8,038
300 SHS CONAGRA FOODS INC	10,653	9,897
40 SHS DIAGEO PLC	2,551	5,107
100 SHS KIMBERLY CLARK CORP	6,204	10,916
85 SHS NESTLE S A	4,010	6,214
125 SHS PHILIP MORRIS INTERNATIONAL	6,269	10,693
400 SHS SEADRILL LTD	14,308	17,084
300 SHS CONOCOPHILLIPS	13,865	21,840
200 SHS DEVON ENERGY CORP	10,968	12,124
200 SHS MARATHON PETROLEUM CORP	15,093	16,548
200 SHS OCCIDENTAL PETROLEUM CORP	15,819	18,992
500 SHS BB&T CORP	15,427	17,370
175 SHS CHUBB CORP	9,325	16,879
250 SHS DISCOVER FINANCIAL W/I	11,083	13,325
500 SHS FIDELITY NATIONAL FINANCIAL INC	12,611	14,535
75 SHS GOLDMAN SACHS GROUP	11,992	12,671
300 SHS JP MORGAN CHASE	11,934	17,166
1,000 SHS KEYCORP NEW	11,930	12,750
300 SHS METLIFE INC	11,565	15,657
200 SHS PRICE T ROWE GROUP	10,554	16,092

Name of Stock	End of Year Book Value	End of Year Fair Market Value
150 SHS VENTAS INC	9,860	8,525
300 SHS ABBVIE INC	8,531	14,535
350 SHS BRISTOL MYERS SQUIBB CO	11,200	17,983
300 SHS GLAXO SMITHKLINE	15,603	15,876
400 SHS PFIZER INC	7,754	12,692
350 SHS TEVA PHARMACEUTICAL INDS	16,034	14,266
200 SHS EATON CORP	10,331	14,532
100 SHS BOEING CO	7,503	13,425
150 SHS GENERAL DYNAMICS CORP	12,711	13,749
150 SHS UNITED PARCEL SERVICE	12,868	15,357
15 SHS APPLE INC	7,539	8,341
500 SHS CORNING INC	7,615	8,540
500 SHS INTEL CORP	10,658	11,920
200 SHS QUALCOMM	10,416	14,716
100 SHS LYONDELLBASELL INDUSTRIES	7,414	7,718
250 SHS DUPONT E I DE NEMOURS	10,765	15,345
350 SHS VERIZON COMMUNICATIONS	12,518	17,367
300 SHS AMERICAN WATER WORKS CO	7,368	12,705
150 SHS NEXTERA ENERGY	7,981	12,689
1000 SHS ISHARES TR DJ SELECT	51,955	70,170
500 SHS THE JPMORGAN ALERIAN MLP INDEX	19,500	22,785
500 SHS VANGUARD REIT	31,022	32,750
4,037.108 SHS ARTISAN MID CAP VALUE FUND	76,482	106,337
1,840.853 SHS PERKINS SMALL CAP VALUE FUND	40,422	49,096
1,416.225 SHS T ROWE PRICE MID CAP GROWTH	73,923	105,806
1,075.487 SHS T ROWE PRICE NEW HORIZONDS FD	28,977	51,613
63,472.570 SHS COUNTRY WIDE ASSET BACKED	0	0
250 SHS HEALTH CARE REIT	0	0
135 SHS M&T BK CORP	0	0
350 SHS NYSE EURONEXT	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
225 SHS ABBOTT LABORATORIES INC	0	0
200 SHS NOVARTIS AG	0	0
125 SHS 3M COMPANY	0	0
150 SHS WASTE MANAGEMENT	0	0
250 SHS XYLEM INC	0	0
100 SHS PPG INDUSTRIES	0	0
35 SHS BRITISH AMERICAN TOBACCO PLC	0	0
80 SHS UNILEVER NV NEW YORK SHARES	0	0
235 SHS NABORS INDUSTRIES	0	0
395 SHS WEATHERFORD INTL	0	0
185 SHS NOBLE CORPORATION	0	0
90 SHS TRANSOCEAN LTD	0	0
10 SHS CORE LABORATORIES	0	0
110 SHS CANADIAN NATURAL RESOURCES	0	0
40 SHS ENSIGN ENERGY SERVICES INC	0	0
90 SHS SCHLUMBERGER LTD	0	0
160 SHS SUNCOR ENERGY INC	0	0
60 SHS TALISMAN ENERGY INC	0	0
110 SHS TENARIS SA	0	0
15 SHS PARTNERRE LTD	0	0
160 SHS UBS AG NEW	0	0
70 SHS AXA	0	0
45 SHS BROOKFIELD ASSET MANAGEMENT	0	0
60 SHS MANULIFE FINANCIAL CORP	0	0
45 SHS NOVARTIS AG	0	0
70 SHS COOPER INDUSTRIES PLC	0	0
70 SHS INGERSOLL-RAND PLC	0	0
50 SHS CANADIAN NATL RAILWAY CO	0	0
70 SHS CP RAILWAY LIMITED	0	0
10 SHS FINNING INTERNATIONAL INC	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
40 SHS BASF SE	0	0
80 SHS BHP BILLITON	0	0
150 SHS POTASH CORP SASKATCHEWAN	0	0
105 SHS RIO TINTO PLC	0	0
150 SHS VALE SA COMMON	0	0
10 SHS YARA INTERNATIONAL	0	0
175 SHS KRAFT FOODS GROUP	0	0
300 SHS SUNCOR ENERGY INC	0	0
400 SHS VODAFONE GROUP PLC	0	0



**TY 2012 Investments - Other Schedule****Name:** MOTCH FAMILY FOUNDATION INC**EIN:** 31-6032887

<b>Category / Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
25.302 SHS FIDELITY ADVISOR FLOATING HIGH INC FD (INCOME)	AT COST	250	253
2,250 SHS ISHARES MSCI JAPAN	AT COST	24,908	27,135
32,321.903 SHS EDGEWOOD GROWTH FUND	AT COST	380,000	639,680
1,549.251 SHS HARBOR INTERNATIONAL FUND	AT COST	98,433	110,059
6,160.295 SHS HARDING LOEVNER INTERNATIONAL	AT COST	100,000	110,208
4,982.610 SHS VIRTUS EMERGING MARKETS	AT COST	50,000	48,182
2,162.713 SHS HATTERAS MULTI STRATEGY TCI FND	AT COST	174,401	216,077
110.125 SHS VITTORIA OFFSHORE FUND	AT COST	0	0
AUSAF ABS 1	AT COST	40,210	40,210

**TY 2012 Other Decreases Schedule****Name:** MOTCH FAMILY FOUNDATION INC**EIN:** 31-6032887

Description	Amount
VANGUARD ASSET EXCHANGE/COST BASIS ADJUSTMENT	292
HEALTH CARE ASSET EXCHANGE/COST BASIS ADJUSTMENT	334
NYSE EURONEXT ASSET EXCHANGE/COST BASIS ADJUSTMENT	382
INGERSOLL-RAND ASSET EXCHANGE/COST BASIS ADJUSTMENT	45
AUSAF COST BASIS ADJUSTMENT	2,845
OTHER COST BASIS ADJUSTMENT	198

**TY 2012 Other Expenses Schedule****Name:** MOTCH FAMILY FOUNDATION INC**EIN:** 31-6032887

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PNC IMA FEES	9,196	9,196		0
FOREIGN PROCESSING FEE	7	7		0
AUSAF - AURIGA EXPENSES	803	803		0
AUSAF - AURIGA MANAGEMENT FEES	1,604	1,604		0

**TY 2012 Other Increases Schedule****Name:** MOTCH FAMILY FOUNDATION INC**EIN:** 31-6032887

Description	Amount
EATON CORP ASSET EXCHANGE/COST BASIS ADJUSTMENT	4,345
VITTORIA COST BASIS ADJUSTMENT	14,013
BROOKFIELD ASSET EXCHANGE/COST BASIS ADJUSTMENT	56

**TY 2012 Taxes Schedule****Name:** MOTCH FAMILY FOUNDATION INC**EIN:** 31-6032887

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2010-2011 TAX DUE IRS	1,100	0		0
2011-2012 TAX DEPOSIT	431	0		0
FOREIGN TAXES PAID	500	500		0