



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation THE OLIVER FAMILY FOUNDATION CO US BANK		A Employer identification number 31-1365209
Number and street (or P O box number if mail is not delivered to street address) Room/suite P O BOX 1118 ML CN-OH-W10X		B Telephone number (see instructions) (513) 632-4292
City or town, state or province, country, and ZIP or foreign postal code CINCINNATI, OH 452011118		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 15,134,499	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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	1 Contributions, gifts, grants, etc., received (attach schedule)	1,362,541			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	449,874	426,309	23,564	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,052,640			
	b Gross sales price for all assets on line 6a 4,469,494				
	7 Capital gain net income (from Part IV, line 2)		1,052,640		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	2,865,055	1,478,949	23,564		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)	3,835	0	0	3,835
	b Accounting fees (attach schedule)	1,500	0	0	1,500
	c Other professional fees (attach schedule)	28,225	25,403		2,822
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	22,684	6,434		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	1,159	22		1,137
	24 Total operating and administrative expenses. Add lines 13 through 23	57,403	31,859	0	9,294
	25 Contributions, gifts, grants paid	999,000			999,000
26 Total expenses and disbursements. Add lines 24 and 25	1,056,403	31,859	0	1,008,294	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,808,652				
b Net investment income (if negative, enter -0-)		1,447,090			
c Adjusted net income (if negative, enter -0-)			23,564		

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	605,444	597,936	597,936		
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0		
	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 ▶ _____ 0					
	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)	8,997,856	10,790,448	14,536,563		
	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)			0		
	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)	9,603,300	11,388,384	15,134,499			
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			
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	9,603,300	11,388,384			
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 page 17 of the instructions)	9,603,300	11,388,384				
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,603,300	11,388,384				

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	9,603,300
2	Enter amount from Part I, line 27a	2	1,808,652
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	11,411,952
5	Decreases not included in line 2 (itemize) ▶ _____	5	23,568
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,388,384

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			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV 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	1,052,640
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))
2012	428,411	10,794,750	0.039687
2011	447,274	8,003,611	0.055884
2010	292,848	6,705,674	0.043672
2009	380,771	5,815,554	0.065475
2008	428,048	7,646,155	0.055982
2	Total of line 1, column (d).		2 0.2607
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 0.05214
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 13,553,115
5	Multiply line 4 by line 3.		5 706,659
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 14,471
7	Add lines 5 and 6.		7 721,130
8	Enter qualifying distributions from Part XII, line 4.		8 1,008,294

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 page 18 of the instructions)

Table with 11 main rows and sub-rows (a-e) for credits and payments. Includes amounts like 14,471, 13,050, and 1,421.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) and sub-rows (a-e) for activities. Includes questions about political activities, tax on political expenditures, and state reporting.

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? Website address N/A	13	Yes	
14	The books are in care of U S BANK NA Telephone no (513) 632-4393 Located at P O BOX 1118 CN-OH-W10X CINCINNATI OH ZIP+4 45201			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —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 2013, 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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country N/A	16	Yes	No

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 checked="" type="checkbox"/> Yes <input 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? (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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b	No
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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 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	No
c	If the provisions of section 4942(a)(2) are being applied to any 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 2013 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 2013.</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 2013?	4b	No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b Yes</p> <p>If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p>	
---	--

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**

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	

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	13,086,199
b	Average of monthly cash balances.	1b	673,309
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	13,759,508
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	13,759,508
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	206,393
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,553,115
6	Minimum investment return. Enter 5% of line 5.	6	677,656

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	677,656
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	14,471
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	14,471
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	663,185
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	663,185
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	663,185

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	1,008,294
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,008,294
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	14,471
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	993,823

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				663,185
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			355,593	
b Total for prior years 2011, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	0			
b From 2009.	0			
c From 2010.	0			
d From 2011.	0			
e From 2012.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>1,008,294</u>				
a Applied to 2012, but not more than line 2a			355,593	
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 2013 distributable amount.				652,701
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				10,484
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 2008 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2009.	0			
b Excess from 2010.	0			
c Excess from 2011.	0			
d Excess from 2012.	0			
e Excess from 2013.	0			

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 2013, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 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))

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 or e-mail address of the person to whom applications should be addressed

U S BANK N A AGENT
 PO BOX 1118 CN-OH-W7PT
 CINCINNATI, OH 452011118
 (513) 632-4292

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

NONE

c Any submission deadlines

NONE

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

SHOULD BE LIMITED TO THE GREATER CINCINNATI AREA

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 <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 999,000
b <i>Approved for future payment</i>				
Total				▶ 3b

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

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.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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

Table with 4 columns: (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
Table with 3 columns: (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.
Signature of officer or trustee: ***** Date: 2014-05-03 Title: *****

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

Paid Preparer Use Only
Print/Type preparer's name: SCOTT MAIR VICE, PRESIDENT
Preparer's Signature
Date: 2014-05-03
Check if self-employed
Firm's name: US BANK NA
Firm's EIN
Firm's address: PO BOX 1118 MLCN-OH-W10X CINCINNATI, OH
Phone no: (513) 632-4393

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)
4545 ABBOTT LABS		2011-03-14	2013-01-16
510 ABBOTT LABS		2012-11-20	2013-01-16
310 CRESCENT PT ENERGY CORP		2012-11-20	2013-01-16
2735 CRESCENT PT ENERGY CORP		2009-04-01	2013-01-16
1015 UNITED TECHNOLOGIES CORP		2012-11-20	2013-01-16
860 UNITED TECHNOLOGIES CORP		2009-04-22	2013-01-16
270 VERMILION ENERGY INC		2012-11-20	2013-01-16
988 VERMILION ENERGY INC		2008-11-10	2013-01-16
1382 VERMILION ENERGY INC		2008-11-10	2013-01-17
1190 HJ HEINZ CO		2012-11-20	2013-02-19
2240 HJ HEINZ CO		2012-02-08	2013-02-19
390 RPM INTERNATIONAL INC		2012-11-20	2013-02-19
3281 RPM INTERNATIONAL INC		2011-09-21	2013-02-19
2409 RPM INTERNATIONAL INC		2008-10-31	2013-02-20
1345 CANADIAN IMPERIAL BK OF COMMERCE		2011-10-05	2013-03-14
90 CANADIAN IMPERIAL BK OF COMMERCE		2012-11-20	2013-03-14
3305 HJ HEINZ CO		2010-12-06	2013-03-14
250 PRAXAIR INC		2012-11-20	2013-05-06
2240 PRAXAIR INC		2012-02-08	2013-05-06
845 AUTOMATIC DATA PROCESSING INC		2013-03-14	2013-05-15
160 DIGITAL REALTY TRUST INC		2012-08-09	2013-05-15
2090 DIGITAL REALTY TRUST INC		2012-02-08	2013-05-15
1000 BRISTOL-MYERS SQUIBB CO		2012-11-20	2013-06-07
1900 BRISTOL-MYERS SQUIBB CO		2012-02-08	2013-06-07
290 BANK OF NOVA SCOTIA		2013-06-19	2013-07-02
3275 BANK OF NOVA SCOTIA		2006-01-18	2013-07-02
2295 ACCENTURE PLC CL A		2013-06-19	2013-07-02
510 BLACKROCK INC		2012-07-09	2013-08-01
150 BLACKROCK INC		2013-06-19	2013-08-01
1760 DIGITAL REALTY TRUST INC		2011-09-21	2013-08-01

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)
310 DIGITAL REALTY TRUST INC		2013-06-19	2013-08-01
590 ANALOG DEVICES INC		2013-06-19	2013-08-20
2755 ANALOG DEVICES INC		2012-08-09	2013-08-20
450 NATIONAL RETAIL PROPERTIES INC		2013-06-19	2013-08-20
5240 NATIONAL RETAIL PROPERTIES INC		2012-08-09	2013-08-20
2045 UNITED TECHNOLOGIES CORP		2009-04-01	2013-08-20
30 UNITED TECHNOLOGIES CORP		2013-06-19	2013-08-20
290 GENUINE PARTS CO		2013-06-19	2013-09-13
960 GENUINE PARTS CO		2012-08-09	2013-09-13
6395 KINDER MORGAN INC		2012-08-09	2013-09-13
880 KINDER MORGAN INC		2013-06-19	2013-09-13
120 BRISTOL-MYERS SQUIBB CO		2013-06-19	2013-11-15
2550 BRISTOL-MYERS SQUIBB CO		2008-11-10	2013-11-15
90 BRISTOL-MYERS SQUIBB CO		2013-10-29	2013-11-15
640 SOUTHERN CO		2013-10-29	2013-11-15
6285 SOUTHERN CO		2012-08-09	2013-11-15
1540 AUTOMATIC DATA PROCESSING INC		2013-10-29	2013-12-06
490 AUTOMATIC DATA PROCESSING INC		2012-11-20	2013-12-06
50 KINDER MORGAN INC		2013-10-29	2013-12-06
3695 KINDER MORGAN INC		2011-11-14	2013-12-06
1685 HCP INC		2013-10-29	2013-12-12
733 027 HCP INC		2012-11-20	2013-12-12
326 973 HCP INC		2012-02-08	2013-12-12
227 06624 HEALTH CARE REIT INC		2013-05-15	2013-12-12
137 93376 HEALTH CARE REIT INC		2013-06-19	2013-12-12
1754 99981 VENTAS INC		2013-05-15	2013-12-12
70 00019 VENTAS INC		2013-05-15	2013-12-12
CAPITAL GAIN 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)
149,213		91,392	57,821
16,743		15,635	1,108
11,951		12,554	-603
105,439		61,893	43,546
86,587		76,032	10,555
73,364		39,540	33,824
13,994		13,130	864
51,208		25,537	25,671
70,900		35,720	35,180
85,816		67,572	18,244
161,537		115,043	46,494
12,199		10,501	1,698
102,625		51,657	50,968
74,038		34,037	40,001
107,704		96,153	11,551
7,207		7,027	180
239,513		161,046	78,467
28,464		26,618	1,846
255,041		189,741	65,300
59,827		54,611	5,216
10,351		12,181	-1,830
135,207		136,549	-1,342
47,057		31,980	15,077
89,408		54,196	35,212
15,411		15,639	-228
174,033		127,978	46,055
164,773		171,524	-6,751
145,503		90,771	54,732
42,795		29,512	13,283
96,120		107,949	-11,829

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)
16,930		19,365	-2,435
28,264		24,348	3,916
131,978		109,741	22,237
14,104		14,262	-158
164,238		85,228	79,010
209,089		88,486	120,603
3,067		2,863	204
23,142		18,853	4,289
76,610		56,801	19,809
225,365		185,689	39,676
31,012		30,431	581
6,293		5,602	691
133,721		53,038	80,683
4,720		4,802	-82
26,979		27,340	-361
264,938		234,327	30,611
122,104		100,584	21,520
38,851		27,291	11,560
1,670		1,783	-113
123,408		101,231	22,177
59,920		81,217	-21,297
26,067		32,726	-6,659
11,627		13,663	-2,036
12,111		17,122	-5,011
7,357		9,598	-2,241
96,486		142,332	-45,846
3,848		5,677	-1,829
			3,873

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	
			57,821
			1,108
			-603
			43,546
			10,555
			33,824
			864
			25,671
			35,180
			18,244
			46,494
			1,698
			50,968
			40,001
			11,551
			180
			78,467
			1,846
			65,300
			5,216
			-1,830
			-1,342
			15,077
			35,212
			-228
			46,055
			-6,751
			54,732
			13,283
			-11,829

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	
			-2,435
			3,916
			22,237
			-158
			79,010
			120,603
			204
			4,289
			19,809
			39,676
			581
			691
			80,683
			-82
			-361
			30,611
			21,520
			11,560
			-113
			22,177
			-21,297
			-6,659
			-2,036
			-5,011
			-2,241
			-45,846
			-1,829

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

(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
RICHARD D OLIVER C/O US BANK POB 1118 CN-OH-W10X CINCINNATI, OH 45202	TRUSTEE 0	0		
JOHN C OLIVER C/O US BANK POB 1118 CN-OH-W10X CINCINNATI, OH 45202	TRUSTEE 0	0		
DEBRA OLIVER C/O US BANK POB 1118 CN-OH-W10X CINCINNATI, OH 45202	TRUSTEE 0	0		
VERE W GAYNOR C/O US BANK POB 1118 CN-OH-W10X CINCINNATI, OH 45202	TRUSTEE 0	0		
CHRISTINE A BUTTRESS ESQ C/O US BANK POB 1118 CN-OH-W10X CINCINNATI, OH 45202	TRUSTEE 0	0		

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)				
a <i>Paid during the year</i>				
INDIAN HILL CHURCH 6000 DRAKE ROAD CINCINNATI, OH 45243	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
CIVIC GARDEN CENTER OF GREATER CINCINNATI 2715 READING ROAD CINCINNATI, OH 45206	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
JOY OUTDOOR EDUCATION CENTER FOUNDATION INC PO BOX 157 CLARKSVILLE, OH 45113	NONE	PUBLIC	CHARITABLE PURPOSES	3,000
HISTORIC SOUTHWEST OHIO ATTN JANE MCCONE EXEC DIRECTOR PO BOX 62475 CINCINNATI, OH 452620475	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
CRAYONS TO COMPUTERS 1350 TENNESSEE AVE CINCINNATI, OH 45229	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
NEEDIEST KIDS OF ALL 312 ELM STREET CINCINNATI, OH 452022739	NONE	PUBLIC	CHARITABLE PURPOSES	2,500
ARTSWAVE 20 E CENTRAL PARKWAY CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
ARTWORKS 20 E CENTRAL PARKWAY 200 CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
ATWILL MEMORIAL CHAPEL 105 N NORTHCOTT DRIVE NORTHPORT, MI 49670	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
BEECHWOOD HOME 2140 POGUE AVENUE CINCINNATI, OH 45208	NONE	PUBLIC	CHARITABLE PURPOSES	140,000
BETTS HOUSE RESEARCH CENTER 416 CLARK STREET CINCINNATI, OH 45203	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
BOYS & GIRLS CLUB OF CLERMONT CTY 213 UNION STREET NEW RICHMOND, OH 45157	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
BOYS & GIRLS CLUB OF GREATER CINTI 600 DALTON AVENUE CINCINNATI, OH 452031214	NONE	PUBLIC	CHARITABLE PURPOSES	63,000
BOYS HOME GIRLS HOPE 4225 MALSBURY ROAD BLUE ASH, OH 45242	NONE	PUBLIC	CHARITABLE PURPOSES	3,000
CINCINNATI CHILDRENS HOSPITAL MEDICAL CENTER PO BOX 5202 CINCINNATI, OH 452015202	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
Total				999,000

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)				
a <i>Paid during the year</i>				
CHILDRENS HOME OF CINCINNATI 5050 MADISON ROAD CINCINNATI, OH 45227	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
CINCINNATI BALLET 1555 CENTRAL PARKWAY CINCINNATI, OH 452142863	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
CINCINNATI MUSEUM CENTER 1301 WESTERN AVENUE CINCINNATI, OH 45203	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
CINCINNATI NAUTRE CENTER 4949 TEALTOWN ROAD MILFORD, OH 45150	NONE	PUBLIC	CHARITABLE PURPOSES	130,000
CINCINNATI ZOO & BOTANICAL GARDEN 3400 VINE STREET CINCINNATI, OH 452201399	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
CINCINNATI ART MUSEUM 953 EDEN PARK DRIVE CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
CINCINNATI PARKS FOUNDATION 950 EDEN PARK DRIVE CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	250,000
CONVALESCENT HOSPITAL FOR CHILDREN ASSOCIATION OF VOLUNTEERS 3333 BURNET AVENUE CINCINNATI, OH 45229	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
CINCINNATI SYMPHONY ORCHESTRA 1241 ELM STREET CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	20,000
DRESS FOR SUCCESS CINCINNATI 135 WEST 4TH STREET CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	2,500
DARKNESS TO LIGHT 7 RADCLIFFE STREET STE 200 CHARLESTON, SC 49403	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
FREESTORE FOODBANK 1141 CENTRAL PARKWAY CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
HABITAT FOR HUMANITY 4910 PARA DRIVE CINCINNATI, OH 45237	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
THE SEVEN HILLS SCHOOL 5400 RED BANK ROAD CINCINNATI, OH 452271198	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
THE HILLSIDE TRUST 710 TUSCULUM AVENUE CINCINNATI, OH 45226	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
Total				999,000

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)				
a <i>Paid during the year</i>				
HOSPICE OF CINCINNATI P O BOX 633597 CINCINNATI,OH 452633597	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
INTERLOCHEN CENTER FOR THE ARTS PO BOX 199 INTERLOCHEN,MI 49643	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
KENZIE'S CLOSET PO BOX 43285 CINCINNATI,OH 45243	NONE	PUBLIC	CHARITABLE PURPOSES	2,500
LADD 3603 VICTORY PKWY CINCINNATI,OH 452992207	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
LEELANAU CONSERVANCY PO BOX 1007 LEELAND,MI 496541007	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
LEELANAU CHILDRENS CENTER P O BOX 317 LELAND,MI 49654	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
LINDER CENTER OF HOPE 4075 OLD WESTERN ROW ROAD MASON,OH 45040	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
THE LOWELL WHITEMAN SCHOOL 42605 ROUTT COUNTY ROAD 36 STEAMBOAT SPRINGS,CO 80487	NONE	PUBLIC	CHARITABLE PURPOSES	2,500
LIGHTHOUSE YOUTH SERVICES INC C/O DEVELOPMENT 401 EAST MCMILLAN ST CINCINNATI,OH 45206	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
CINCINNATI PRESERVATION ASSOCIATION 342 WEST FOURTH ST CINCINNATI,OH 452022603	NONE	PUBLIC	CHARITABLE PURPOSES	2,000
OTF FOUNDATION 2335 BEECHCREEK LANE CINCINNATI,OH 45233	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
RUFFED GROUS SOCIETY 451 MCCORMICK ROAD CORAOPOLIS,PA 15108	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
STEPPING STONES CENTER 5650 GIVEN ROAD CINCINNATI,OH 45243	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
TAFT MUSEUM OF ART DEVELOPMENT OFFICE 316 PIKE STREET CINCINNATI,OH 452024293	NONE	PUBLIC	CHARITABLE PURPOSES	190,000
TRAILBLAZERS BOOSTER CLUB 100 OLYMPIC DRIVE MILFORD,OH 45040	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
Total				999,000

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)				
a <i>Paid during the year</i>				
UNITED WAY 2400 READING ROAD CINCINNATI, OH 452021468	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
VISITING NURSE ASSOCIATION 2400 READING ROAD CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
WOMENS COMMITTEE OF SRP 950 EDEN PARK DRIVE CINCINNATI, OH 45233	NONE	PUBLIC	CHARITABLE PURPOSES	2,500
WOUNDED WARRIORS PO BOX 758517 TOKEKA, KS 66675	NONE	PUBLIC	CHARITABLE PURPOSES	2,500
YWCA OF CINCINNATI 898 WALNUT STREET CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
Total				999,000

▶ 3a

Schedule B
(Form 990, 990-EZ, or 990-PF)

Schedule of Contributors

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 990, 990-EZ, or 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**

2013

Name of the organization
THE OLIVER FAMILY FOUNDATION CO US BANK

Employer identification number
31-1365209

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
THE OLIVER FAMILY FOUNDATION CO US BANK

Employer identification number
31-1365209

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GERTRUDE M OLIVER NON EXEMPT CLT #2 C/O JOHN J KROPP TRUSTEE 511 WALNUT STREET SUITE 1900 CINCINNATI, OH45202	\$ 1,152,456	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	OLIVER CHARITABLE LEAD TRUST 1 C/O JOHN J KROPP TRUSTEE 511 WALNUT STREET SUITE 1900 CINCINNATI, OH45202	\$ 150,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	GERTRUDE M OLIVER GST EXEMPT CLT #2 C/O JOHN J KROPP TRUSTEE 511 WALNUT STREET SUITE 1900 CINCINNATI, OH45202	\$ 60,085	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
THE OLIVER FAMILY FOUNDATION CO US BANK

Employer identification number
31-1365209

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization
THE OLIVER FAMILY FOUNDATION CO US BANK

Employer identification number
31-1365209

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter the total of exclusively religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

TY 2013 Accounting Fees Schedule

Name: THE OLIVER FAMILY FOUNDATION CO US BANK

EIN: 31-1365209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	1,500			1,500

**TY 2013 Investments Corporate
Stock Schedule****Name:** THE OLIVER FAMILY FOUNDATION CO US BANK**EIN:** 31-1365209

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES		
ALTRIA GROUP INC	200,329	337,256
AUTOMATIC DATA PROCESSING	140,329	291,038
BRISTOL-MYERS SQUIBB CO	102,456	247,148
COCA COLA COMPANY	245,898	326,679
EMERSON ELEC CO	247,660	455,117
GENUINE PARTS CO	105,252	211,303
HCP INC	116,028	185,050
HEALTH CARE REIT INC	208,926	267,314
AT&T INC	176,165	203,049
INTEL CORP	418,167	485,099
JOHNSON & JOHNSON	430,128	557,325
KIMBERLY CLARK CORP	308,909	502,453
MCDONALDS CORP	391,550	575,388
NATIONAL RETAIL PROPERTIES INC		
PHILIP MORRIS INTL	209,557	383,721
PRAXAIR INC		
REALTY INCOME CORP	79,743	109,377
RPM INTERNATIONAL INC		
SOUTHERN CO		
QUALCOMM INC	320,846	370,136
UNITED TECHNOLOGIES CORP		
BANK OF NOVA SCOTIA		
CULLEN FROST BANKERS	367,111	384,059
GLAXO SMITHKLINE PLC ADR	224,022	278,162
NOVARTIS AG ADR	248,133	376,580
VERMILION ENERGY TR		
LOCKHEED MARTIN CORP	340,301	409,558
HJ HEINZ		
NEXTERA ENERGY INC	76,696	152,147

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ONEOK INC	289,321	555,267
CANADIAN IMPERIAL BK OF COMM		
CRESENT PT ENERGY CORP		
MICROSOFT CORP	306,328	409,078
BLACKROCK INC	110,854	207,288
PAYCHEX INC	186,431	210,121
DIGITAL REALTY TRUST INC		
KINDER MORGAN INC		
MATTEL INC	238,457	422,035
MERCK AND CO INC NEW	299,868	348,598
SPECTRA ENERGY CORP	352,858	376,682
BCE INC	230,011	267,316
ANALOG DEVICES INC	166,733	221,036
ARTHUR J GALLAGHER CO	198,158	256,942
BAXTER INTL INC	223,192	253,162
CHEVRON CORP	410,656	467,788
CISCO SYS INC	376,984	412,376
GENERAL ELEC CO	424,161	545,604
KRAFT FOODS GROUP INC	382,024	437,210
WILLIAM COS INC	348,654	448,569
ABBVIE INC	267,055	423,800
APPLE INC	209,536	280,510
TUPPERWARE BRANDS	146,905	174,408
US BANCORP	366,775	420,968
VENTAS INC	9,160	6,874
WISCONSIN ENERGY CORP	288,121	282,972

TY 2013 Legal Fees Schedule

Name: THE OLIVER FAMILY FOUNDATION CO US BANK

EIN: 31-1365209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES - INCOME (ALLOCABLE)	3,835			3,835

TY 2013 Other Decreases Schedule

Name: THE OLIVER FAMILY FOUNDATION CO US BANK

EIN: 31-1365209

Description	Amount
ROUNDING ADJUSTMENT	4
RETURN OF CAPITAL BASIS ADJUSTMENTS 2013	23,564

TY 2013 Other Expenses Schedule

Name: THE OLIVER FAMILY FOUNDATION CO US BANK

EIN: 31-1365209

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NON-ALLOCABLE EXPENSE -	1,137	0		1,137
OTHER NONALLOCABLE EXPENSES -	22	22		0

TY 2013 Other Professional Fees Schedule

Name: THE OLIVER FAMILY FOUNDATION CO US BANK

EIN: 31-1365209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSES - 2%	6,531	5,878		653
INVESTMENT MGMT FEES- SUBJECT T	21,694	19,525		2,169

TY 2013 Taxes Schedule

Name: THE OLIVER FAMILY FOUNDATION CO US BANK

EIN: 31-1365209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	6,434	6,434		0
FEDERAL TAX PAYMENT - PRIOR YE	6,500	0		0
FEDERAL ESTIMATES - PRINCIPAL	9,750	0		0