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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.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation
GEORGE B QUATMAN FOUNDATION

A Employer identification number
31-6068296

Number and street (or P.O. box number if mail is not delivered to street address) | Room/suite
P O BOX 630858

B Telephone number (see instructions)
513-534-5310

City or town, state or province, country, and ZIP or foreign postal code
CINCINNATI, OH 45263-0858

C If exemption application is pending, check here . . . . . ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 5,216,191.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc , received (attach schedule)	10,000.			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	20,950.	20,950.		STMT 1
4	Dividends and interest from securities	103,565.	101,987.		STMT 2
5a	Gross rents				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10	81,106.			
b	Gross sales price for all assets on line 6a 1,051,532.				
7	Capital gain net income (from Part IV, line 2)		81,106.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	215,621.	204,043.		
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	660.	330.	NONE	330.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	4,072.	1,067.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 5	37,297.	37,097.		200.
24	**Total operating and administrative expenses.** Add lines 13 through 23	42,029.	38,494.	NONE	530.
25	Contributions, gifts, grants paid	233,500.			233,500.
26	**Total expenses and disbursements** Add lines 24 and 25	275,529.	38,494.	NONE	234,030.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-59,908.			
b	**Net investment income** (if negative, enter -0-)		165,549.		
c	**Adjusted net income** (if negative, enter -0-)				

Operating and Administrative Expenses

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,085.	1.	1.
	2 Savings and temporary cash investments	458,125.	310,068.	310,068.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	2,310,347.	2,683,517.	4,248,795.
	c Investments - corporate bonds (attach schedule)	927,961.	643,580.	657,327.
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,698,518.	3,637,166.	5,216,191.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, ▶ ☒ check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,698,518.	3,637,166.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	3,698,518.	3,637,166.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	3,698,518.	3,637,166.	

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	3,698,518.
2	Enter amount from Part I, line 27a	2	-59,908.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,638,610.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	1,444.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,637,166.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,051,532.		970,426.	81,106.
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				81,106.
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	81,106.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	209,930.	4,554,530.	0.046093
2011	239,448.	4,471,127.	0.053554
2010	243,208.	4,358,755.	0.055798
2009	155,875.	4,149,027.	0.037569
2008	257,226.	4,802,914.	0.053556

2	**Total** of line 1, column (d)	2	0.246570
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	0.049314
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,823,656.
5	Multiply line 4 by line 3	5	237,874.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,655.
7	Add lines 5 and 6	7	239,529.
8	Enter qualifying distributions from Part XII, line 4	8	234,030.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	3,311.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	3,311.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	3,311.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 2,184.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	2,184.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,127.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ _____ (2) On foundation managers ▶ $ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* STMT 7	10		X

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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FIFTH THIRD BANK Telephone no. ▶ (937)227-6447

Located at ▶ 110 N MAIN STREET, DAYTON, OH ZIP+4 ▶ 45402

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

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

			Yes	No
16	At any time during calendar year 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ 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 X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FIFTH THIRD BANK OF WESTERN OHIO 110 N MAIN STREET, DAYTON, OH 45402	TRUSTEE 1	-0-	-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over $50,000 for professional services ▶ NONE

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,701,840.
b	Average of monthly cash balances	1b	195,273.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,897,113.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,897,113.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	73,457.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,823,656.
6	**Minimum investment return.** Enter 5% of line 5	6	241,183.

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	241,183.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,311.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,311.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	237,872.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	237,872.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.			7	237,872.

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	234,030.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	234,030.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	234,030.

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				237,872.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			809.	
b Total for prior years: 20 11 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 NONE				
b From 2009 NONE				
c From 2010 NONE				
d From 2011 NONE				
e From 2012 NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 234,030.				
a Applied to 2012, but not more than line 2a			809.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				233,221.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				4,651.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009 NONE				
b Excess from 2010 NONE				
c Excess from 2011 NONE				
d Excess from 2012 NONE				
e Excess from 2013 NONE				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ▶ ☐ 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:

SEE STATEMENT 8

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED	NONE	CHARITY	PROGRAM SUPPORT	233,500.
Total ▶ **3a**				233,500.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				NONE	20,950.
4 Dividends and interest from securities				NONE	103,565.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				NONE	81,106.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				NONE	205,621.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	205,621.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee | Date: 04/30/2014 | Title: Trustee

MATTHEW J CAROTHERS

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no.

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2013

Name of the organization | **Employer identification number**

GEORGE B QUATMAN FOUNDATION | 31-6068296

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 33 1/3 % 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 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 to 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 990-PF, 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	Employer identification number
GEORGE B QUATMAN FOUNDATION	31-6068296

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	WRIGHT-DUNBAR, INC 1105 W. 3RD STREET DAYTON, OH 45402	$ 10,000.	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	20,950.	20,950.
TOTAL	20,950.	20,950.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	143.	143.
FOREIGN DIVIDENDS	10,535.	10,535.
NONDIVIDEND DISTRIBUTIONS	2,129.	
DOMESTIC DIVIDENDS	48,931.	48,931.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	4,500.	4,500.
EXEMPT DIVIDENDS NOT SUBJECT TO AMT - ST	28.	
EXEMPT DIVIDENDS SUBJECT TO AMT - STATES	25.	
NONDISTRIBUTIVE DIVIDENDS	-604.	
NONQUALIFIED FOREIGN DIVIDENDS	3,888.	3,888.
NONQUALIFIED DOMESTIC DIVIDENDS	33,990.	33,990.
TOTAL	103,565.	101,987.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRIOR YEAR EXCISE TAX PAID	821.	
EXCISE TAX ESTIMATE	2,184.	
FOREIGN TAXES ON QUALIFIED FOR	820.	820.
FOREIGN TAXES ON NONQUALIFIED	247.	247.
TOTALS	4,072.	1,067.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-INCOME	30.	30.	
BANK SERVICE FEES	37,067.	37,067.	
OTHER MISC. EXPENSES	200.		200.
TOTALS	37,297.	37,097.	200.

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

DESCRIPTION	AMOUNT
ROUNDING ADJUSTMENT	1.
RETURN OF CAPITAL ADJUSTMENT	1,443.
TOTAL	1,444.

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS

WRIGHT-DUNBAR, INC
1105 W. 3RD STREET
DAYTON, OH 45402

RECIPIENT NAME:
FIFTH THIRD BANK, GEORGE BRACK
ADDRESS:
110 N. MAIN STREET
DAYTON, OH 45402
RECIPIENT'S PHONE NUMBER: 937-227-6447
FORM, INFORMATION AND MATERIALS:
LETTER
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NONE

George B. Quatman Foundation
Contributions
Fiscal Year Ending 12/31/2013

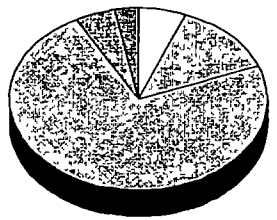
Organization	Address	City	St	Zip	Fdn Status	Usage	Amt
Air Camp Inc.	P.O. Box 752332	Dayton	OH	45475-2332	PC	Project/Program Support	$10,000.00
Big Brothers Big Sisters Of The Greater Miami Valley	2211 Arbor Boulevard	Moraine	OH	45439-1521	PC	Project/Program Support	$30,000.00
Crayons to Classrooms	1511 Kuntz Road	Dayton	OH	45404	PC	Capital Fund Support	$25,000 00
The Dragonfly Foundation	P.O. Box 334	Mason	OH	45040	PC	Project/Program Support	$2,500.00
Eaton Community Schools /The St Clair Foundation	110 West Main Street	Eaton	OH	45320-1746	PC	Capital Fund Support	$25,000.00
El Puente Learning Center / Wright State University	3640 Colonel Glenn Hwy.	Dayton	OH	45435	PC	Project/Program Support	$15,000.00
Learn to Earn / University of Dayton	300 College Park	Dayton	OH	45469-1657	PC	Project/Program Support	$10,000.00
Parity, Inc.	907 West 5th Street	Dayton	OH	45402	PC	Project/Program Support	$3,000.00
Partnership for Violence Free Families	658 W Market Street, Ste 212	Lima	OH	45801-5605	PC	Project/Program Support	$10,000.00
Places, Inc.	11 W. Monument Avenue -7th Fl	Dayton	OH	45402	PC	Project/Program Support	$15,000.00
Raise The Roof For The Arts	126 1/2 E. Poplar Street	Sidney	OH	45365-0484	PC	Capital Fund Support	$10,000.00
Sisters of St. Joseph of Carondelet	6400 Minnesota Avenue	Saint	MO	63111-2807	PC	Project/Program Support	$13,000.00
Think TV	110 S. Jefferson Street	Dayton	OH	45402-2415	PC	Project/Program Support	$25,000.00
Tiger Woods Learning Center Foundation	121 Innovation Drive, Ste 150	Irvine	CA	92617-3093	PC	Project/Program Support	$35,000.00
We Care Arts	3035 Wilmington Pike	Kettering	OH	45429-4001	PC	Project/Program Support	$5,000.00
							$ 233,500.00

FIFTH THIRD BANK

GEORGE B QUATMAN FOUNDATION

GEORGE B QUATMAN FOUNDATION

INVESTMENT ALLOCATION SUMMARY



Description	Last Statement Market Value	This Statement Market Value	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	$243,784.59	$310,068.59	6%	$31.01	0.0%
Fixed Income	$663,108.22	$657,327.36	13%	$32,424.48	4.9%
Equities	$3,774,588.45	$3,833,651.40	73%	$56,848.10	1.5%
Alternative Strategies	$272,577.11	$264,191.53	5%	$3,600.71	1.4%
Real Estate Investments	$201,411.00	$150,952.00	3%	$6,613.70	4.4%
Total Account Value	**$5,155,469.37**	**$5,216,190.88**	**100%**	**$99,518.00**	**1.9%**

Net change in total account value 1.2 % Increase

ACCOUNT SUMMARY

	Income Cash	Principal Cash	Investments*	Total
Beginning Balance	**$218,259.91**	**$25,524.68**	**$4,911,684.78**	**$5,155,469.37**
Income	$16,066.92	$21,891.00		$37,957.92
Distnbutions	$(3,244.39)			$(3,244.39)
Net Securnty Transactions		$31,570.47	$(31,570.47)	
Change in Market Value			$26,007.98	$26,007.98
Ending Balance	**$231,082.44**	**$78,986.15**	**$4,906,122.29**	**$5,216,190.88**

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

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	$0.00	$(17,850.11)
Long-term gain/(loss)	$6,717.26	$89,475.58
Net realized gain/(loss)	**$6,717.26**	**$71,625.47**

INVESTMENT OBJECTIVE

Aggressive Growth

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

ACCOUNT OVERVIEW

	Current Period	Calendar YTD
Income Earned		
Interest	$2.37	$25,502.68
Dividends	$37,955.55	$107,394.27
Total Income Earned	$37,957.92	$132,896.95
Contributions		
Cash	$0.00	$10,000.00
Total Contributions	$0.00	$10,000.00
Distributions		
Cash	$(3,244.39)	$(274,432.20)
Total Distributions	$(3,244.39)	$(274,432.20)
Security Transactions		
Purchases	$(15,798.75)	$(1,061,259.46)
Sales	$47,369.22	$1,042,653.42
Net Security Transactions	$31,570.47	$(18,606.04)
Change in Market Value	$26,007.98	$762,334.45

FIFTH THIRD BANK

GEORGE B QUATMAN FOUNDATION

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
0.5900		CASH	$1.000	$0.59	0.0%	$0.59			
231,082.0000		FEDERATED MUNICIPAL OBLIGATIONS FUND INSTITUTIONAL SHARES (INCOME INVESTMENT) CUSIP - 99FEDMUN1	$1.000	$231,082.00	4.4%	$231,082.00		$23.11	
78,986.0000		FEDERATED MUNICIPAL OBLIGATIONS FUND INSTITUTIONAL SHARES CUSIP - 99FEDMUN1	$1.000	$78,986.00	1.5%	$78,986.00		$7.90	
		Cash & Equivalents - Total		**$310,068.59**	**5.9%**	**$310,068.59**		**$31.01**	
Fixed Income									
22,913.8580	EIBLX	EATON VANCE MUT FDS TR FLTG RATE FD CL I CUSIP - 277911491	$9.190	$210,578.36	4.0%	$210,000.00	$578.36	$8,226.08	3.9%
3,700.0000	PFF	ISHARES S&P PFD STK INDX FN CUSIP - 464288687	$36.830	$136,271.00	2.6%	$135,998.90	$272.10	$8,998.40	6.6%
100,000.0000		PITNEY BOWES INC 03/22/05 5.000 03/15/15 CUSIP - 724479AG5	$104.104	$104,104.00	2.0%	$98,921.00	$5,183.00	$5,000.00	4.8%
200,000.0000		SBC COMMUNICATION 11/03/04 5.100 09/15/14 CUSIP - 78387GAP8	$103.187	$206,374.00	4.0%	$198,660.00	$7,714.00	$10,200.00	4.9%
		Fixed Income - Total		**$657,327.36**	**12.6%**	**$643,579.90**	**$13,747.46**	**$32,424.48**	**4.9%**

FIFTH THIRD BANK

GEORGE B QUATMAN FOUNDATION

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
1,300.0000	NE	NOBLE CORP PLC ISIN# GB00BFG3KF26 SEDOL# BFG3KF2 CUSIP - G65431101	$37.470	$48,711.00	0.9%	$48,877.66	$(166.66)	$988.00	2.0%
1,000.0000	TEL	TE CONNECTIVITY LTD REG SHS CUSIP - H84989104	$55.110	$55,110.00	1.1%	$53,099.60	$2,010.40	$1,000.00	1.8%
700.0000	AXP	AMERICAN EXPRESS CO CUSIP - 025816109	$90.730	$63,511.00	1.2%	$52,842.23	$10,668.77	$644.00	1.0%
650.0000	AMGN	AMGEN INC CUSIP - 031162100	$114.080	$74,152.00	1.4%	$55,577.47	$18,574.53	$1,586.00	2.1%
160.0000	AAPL	APPLE INC CUSIP - 037833100	$561.020	$89,763.20	1.7%	$39,914.20	$49,849.00	$1,952.00	2.2%
550.0000	BCR	BARD C R INC CUSIP - 067383109	$133.940	$73,667.00	1.4%	$42,239.95	$31,427.05	$462.00	0.6%
1,000.0000	CVS	CVS/CAREMARK CORPORATION CUSIP - 126650100	$71.570	$71,570.00	1.4%	$43,560.00	$28,010.00	$1,100.00	1.5%
1,600.0000	CERN	CERNER CORP COM CUSIP - 156782104	$55.740	$89,184.00	1.7%	$28,094.72	$61,089.28		
500.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	$124.910	$62,455.00	1.2%	$10,595.00	$51,860.00	$2,000.00	3.2%
1,800.0000	CMCSA	COMCAST CORP CL A CUSIP - 20030N101	$51.965	$93,537.00	1.8%	$43,936.92	$49,600.08	$1,404.00	1.5%
700.0000	DOV	DOVER CORP COM CUSIP - 260003108	$96.540	$67,578.00	1.3%	$62,823.67	$4,754.33	$1,050.00	1.6%
1,000.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	$64.970	$64,970.00	1.2%	$38,288.30	$26,681.70	$1,800.00	2.8%

FIFTH THIRD BANK

GEORGE B QUATMAN FOUNDATION

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
2,800.0000	EMC	E M C CORP/MASS CUSIP - 268648102	$25.150	$70,420.00	1.4%	$47,628.00	$22,792.00	$1,120.00	1.6%
2,400.0000	EWBC	EAST WEST BANCORP INC CUSIP - 27579R104	$34.970	$83,928.00	1.6%	$52,518.00	$31,410.00	$1,440.00	1.7%
2,200.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	$28.030	$61,666.00	1.2%	$51,061.78	$10,604.22	$1,936.00	3.1%
700.0000	GILD	GILEAD SCIENCES INC COMMON CUSIP - 375558103	$75.100	$52,570.00	1.0%	$44,344.93	$8,225.07		
90.0000	GOOG	GOOGLE INC-CL A CUSIP - 38259P508	$1,120.710	$100,863.90	1.9%	$41,403.50	$59,460.40		
750.0000	HON	HONEYWELL INTL INC CUSIP - 438516106	$91.370	$68,527.50	1.3%	$50,214.53	$18,312.97	$1,350.00	2.0%
400.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	$187.570	$75,028.00	1.4%	$33,443.20	$41,584.80	$1,520.00	2.0%
3,700.0000	EEM	ISHARES MSCI EMERGING MKTS IND F CUSIP - 464287234	$41.795	$154,641.50	3.0%	$154,285.30	$356.20	$3,174.60	2.1%
2,500.0000	EFA	ISHARES MSCI EAFE INDEX FD CUSIP - 464287465	$67.095	$167,737.50	3.2%	$142,609.00	$25,128.50	$4,257.50	2.5%
3,000.0000	IJR	ISHARES CORE S&P SMALL-CAP ETF CUSIP - 464287804	$109.130	$327,390.00	6.3%	$163,674.65	$163,715.35	$3,279.00	1.0%
800.0000	SCZ	ISHARES MSCI EAFE SM CAPIDX CUSIP - 464288273	$50.980	$40,784.00	0.8%	$33,424.00	$7,360.00	$976.00	2.4%
700.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	$91.590	$64,113.00	1.2%	$45,637.76	$18,475.24	$1,848.00	2.9%
700.0000	MCK	MCKESSON CORPORATION COM STK CUSIP - 58155Q103	$161.400	$112,980.00	2.2%	$54,576.95	$58,403.05	$672.00	0.6%
2,400.0000	MYL	MYLAN INC.	$43.400	$104,160.00	2.0%	$54,541.92	$49,618.08		

FIFTH THIRD BANK

GEORGE B QUATMAN FOUNDATION

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
		CUSIP - 628530107							
900.0000	NOV	NATIONAL-OILWELL INC COM CUSIP - 637071101	$79.530	$71,577.00	1.4%	$36,972.00	$34,605.00	$936.00	1.3%
1,200.0000	NEE	NEXTERA ENERGY INC CUSIP - 65339F101	$85.620	$102,744.00	2.0%	$35,154.00	$67,590.00	$3,168.00	3.1%
2,000.0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	$38.260	$76,520.00	1.5%	$36,120.00	$40,400.00	$960.00	1.3%
800.0000	PNC	PNC FINANCIAL SERVICES GROUP CUSIP - 693475105	$77.580	$62,064.00	1.2%	$47,852.00	$14,212.00	$1,408.00	2.3%
1,300.0000	PKG	PACKAGING CORP AMER COM CUSIP - 695156109	$63.280	$82,264.00	1.6%	$51,050.48	$31,213.52	$2,080.00	2.5%
650.0000	PM	PHILIP MORRIS INTL INC CUSIP - 718172109	$87.130	$56,634.50	1.1%	$45,552.00	$11,082.50	$2,444.00	4.3%
650.0000	PX	PRAXAIR INC CUSIP - 74005P104	$130.030	$84,519.50	1.6%	$41,697.50	$42,822.00	$1,560.00	1.8%
900.0000	TROW	PRICE T ROWE GROUP INC COM CUSIP - 74144T108	$83.770	$75,393.00	1.4%	$20,211.39	$55,181.61	$1,368.00	1.8%
1,000.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	$81.410	$81,410.00	1.6%	$14,245.08	$67,164.92	$2,406.00	3.0%
1,100.0000	SNDK	SANDISK CORP CUSIP - 80004C101	$70.540	$77,594.00	1.5%	$51,666.67	$25,927.33	$990.00	1.3%
800.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	$90.110	$72,088.00	1.4%	$15,140.00	$56,948.00	$1,000.00	1.4%
1,500.0000	SBUX	STARBUCKS CORP COM CUSIP - 855244109	$78.390	$117,585.00	2.3%	$35,128.95	$82,456.05	$1,560.00	1.3%

FIFTH THIRD BANK

GEORGE B QUATMAN FOUNDATION

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
2,200.0000	TJX	TJX COS INC NEW COM CUSIP - 872540109	$63.730	$140,206.00	2.7%	$45,255.96	$94,950.04	$1,276.00	0.9%
12,090.6660	TGVYX	TOUCHSTONE GROWTH OPP FD SER RIC CLASS Y CUSIP - 89154X559	$32.590	$394,034.80	7.6%	$304,710.36	$89,324.44	$133.00	
		Equities - Total		**$3,833,651.40**	**73.5%**	**$2,269,969.63**	**$1,563,681.77**	**$56,848.10**	**1.5%**
Alternative Strategies									
10,236.0380	AQRIX	AQR FDS RISK PARITY FD CL I CUSIP - 00203H826	$10.770	$110,242.13	2.1%	$114,999.90	$(4,757.77)	$2,784.20	2.5%
5,000.0000	AEDNX	ARBITRAGE FDS EVENT DRIVEN FD CL I CUSIP - 03875R403	$10.190	$50,950.00	1.0%	$50,000.00	$950.00	$365.00	0.7%
2,000.0000	DJP	IPATH DOW JONES-UBS COMMDTY CUSIP - 06738C778	$36.750	$73,500.00	1.4%	$83,528.00	$(10,028.00)		
1,376.5470	MALOX	BLACKROCK GLOBAL ALLOCATIO-I CUSIP - 09251T509	$21.430	$29,499.40	0.6%	$27,239.74	$2,259.66	$451.51	1.5%
		Alternative Strategies - Total		**$264,191.53**	**5.1%**	**$275,767.64**	**$(11,576.11)**	**$3,600.71**	**1.4%**
Real Estate Investments									
1,000.0000	RWX	SPDR DJ INTL REAL ESTATE ETF CUSIP - 78463X863	$41.200	$41,200.00	0.8%	$39,040.00	$2,160.00	$1,869.00	4.5%
1,700.0000	VNQ	VANGUARD REIT ETF CUSIP - 922908553	$64.560	$109,752.00	2.1%	$98,739.54	$11,012.46	$4,744.70	4.3%
		Real Estate Investments - Total		**$150,952.00**	**2.9%**	**$137,779.54**	**$13,172.46**	**$6,613.70**	**4.4%**
Total Portfolio Positions				**$5,216,190.88**	**100.0%**	**$3,637,165.30**	**$1,579,025.58**	**$99,518.00**	**1.9%**