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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

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▶ 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

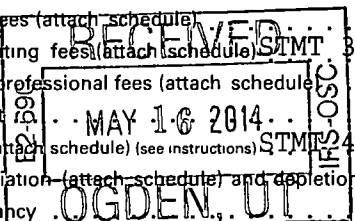
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Name of foundation ARNOLD E MENKE MEMORIAL TR		A Employer identification number 35-6500493
Number and street (or P O box number if mail is not delivered to street address) Room/suite P O BOX 630858		B Telephone number (see instructions) 513-534-5310
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 ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) ▶ \$ 4,912,135.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☒
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				
	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	14,610.	14,610.		STMT 1
4 Dividends and interest from securities	102,777.	89,753.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	313,788.			
b Gross sales price for all assets on line 6a	2,169,751.			
7 Capital gain net income (from Part IV, line 2)		313,788.		
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	431,175.	418,151.		
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)	660.	330.	NONE	330.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	15,972.	1,651.		
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)	66,516.	66,499.		17.
24 Total operating and administrative expenses. Add lines 13 through 23	83,148.	68,480.	NONE	347.
25 Contributions, gifts, grants paid	218,796.			218,796.
26 Total expenses and disbursements. Add lines 24 and 25	301,944.	68,480.	NONE	219,143.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	129,231.			
b Net investment income (if negative, enter -0-)		349,671.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	-58.	-39.	-39.
	2	Savings and temporary cash investments	68,299.	83,943.	83,943.
	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) . STMT 6	3,176,037.	2,910,006.	3,934,488.
	c	Investments - corporate bonds (attach schedule) . STMT 7	505,298.	882,439.	893,743.
	11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶ (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 8				
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)	3,749,576.	3,876,349.	4,912,135.	
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	3,749,576.	3,876,349.	
	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)	3,749,576.	3,876,349.	
31	Total liabilities and net assets/fund balances (see instructions)	3,749,576.	3,876,349.		

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	3,749,576.
2	Enter amount from Part I, line 27a	2	129,231.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,878,807.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	2,458.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,876,349.

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 2,169,751.		1,855,963.	313,788.		
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) 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			313,788.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	313,788.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	205,304.	4,315,506.	0.047574
2011	218,016.	4,244,683.	0.051362
2010	206,417.	3,997,296.	0.051639
2009	176,035.	3,620,922.	0.048616
2008	251,679.	4,227,436.	0.059535
2 Total of line 1, column (d)			0.258726
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			0.051745
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4,638,094.
5 Multiply line 4 by line 3			239,998.
6 Enter 1% of net investment income (1% of Part I, line 27b)			3,497.
7 Add lines 5 and 6			243,495.
8 Enter qualifying distributions from Part XII, line 4			219,143.

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)	1	NONE
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2	3	NONE
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	NONE
6 Credits/Payments:		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	9,521.
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	9,521.
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,521.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ NONE Refunded ☐	11	9,521.

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ IN		
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.	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.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

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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. (812) 456-3215			
	Located at PO BOX 719, EVANSVILLE, IN ZIP+4 47705			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country 16	Yes	No	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ 1b		
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 2a		
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. 2c		
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

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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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.**6b**

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 PO BOX 719, EVANSVILLE, IN 47705	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) Contribution 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**

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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	

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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	4,586,889.
b	Average of monthly cash balances	1b	121,836.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,708,725.
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	4,708,725.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	70,631.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,638,094.
6	Minimum investment return. Enter 5% of line 5	6	231,905.

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	231,905.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	NONE
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	NONE
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	231,905.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	231,905.
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	231,905.

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	219,143.
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	219,143.
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	219,143.

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				231,905.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 42,320.				
b From 2009 NONE				
c From 2010 7,545.				
d From 2011 8,444.				
e From 2012 NONE				
f Total of lines 3a through e	58,309.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 219,143.				
a Applied to 2012, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				219,143.
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))	12,762.			12,762.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	45,547.			
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			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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) . . .	29,558.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	15,989.			
10 Analysis of line 9:				
a Excess from 2009 NONE				
b Excess from 2010 7,545.				
c Excess from 2011 8,444.				
d Excess from 2012 NONE				
e Excess from 2013 NONE				

NOT APPLICABLE

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(3) or	4942(1)(5)
---------------	------------

(4) Gross investment income .

[illegible]

1 Information Regarding Foundation Managers:

N/A

N/A

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
EVANSVILLE MUSEUM OF ARTS & AND SCIENCE 411 SE RIVERSIDE DRIVE EVANSVILLE IN 47713	NONE	EXEMPT	SUPPORTING ORGANIZATION	218,796.
Total			▶ 3a	218,796.
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	14,610.
4 Dividends and interest from securities				NONE	102,777.
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	313,788.
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	431,175.
13 Total. Add line 12, columns (b), (d), and (e) 13					431,175.

(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 CHARI
 4 CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED BY THE GOVERNING AG
 8 INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE CHARI
 8 CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED BY THE GOVERNING AG
 3 INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE CHARI
 3 CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED BY THE GOVERNING DO



FIFTH THIRD
PRIVATE BANK

ARNOLD MENKE CONSOLIDATED

04-1231

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
(39,1700)		CASH	\$1.000	\$(39,17)	0.0%	\$(39,17)			
5,940.0000		FIFTH THIRD BANKSAFE TRUST (INCOME INVESTMENT) CUSIP - 316775907	\$1.000	\$5,940.00	0.1%	\$5,940.00		\$0.17	
78,003.0000		FIFTH THIRD BANKSAFE TRUST CUSIP - 316775907	\$1.000	\$78,003.00	1.6%	\$78,003.00		\$2.34	
		Cash & Equivalents - Total		\$83,903.83	1.7%	\$83,903.83		\$2.51	
Fixed Income									
75,000.0000		BOTTLING GROUP LLC 01/20/09 5.125 01/15/19 CUSIP - 10138MAK1	\$112.917	\$84,687.75	1.7%	\$85,223.25	\$(535.50)	\$3,843.75	4.5%
50,000.0000		CATERPILLAR INC 08/08/06 5.700 08/15/16 CUSIP - 149123BM2	\$111.489	\$55,744.50	1.1%	\$49,314.00	\$6,430.50	\$2,850.00	5.1%
10,845.9870	EIBLX	EATON VANCE MUT FDS TR FLTG RATE FD CL I CUSIP - 277911491	\$9.190	\$99,674.62	2.0%	\$100,000.00	\$(325.38)	\$3,893.71	3.9%
75,000.0000		EBAY INC 10/28/10 3.250 10/15/20 CUSIP - 278642AC7	\$101.736	\$76,302.00	1.6%	\$75,621.00	\$681.00	\$2,437.50	3.2%
61,858.1400		FN 848491 12/01/05 5.500 12/01/35 CUSIP - 31408DUQ5	\$109.967	\$68,023.54	1.4%	\$61,152.56	\$6,870.98	\$3,402.20	5.0%
500.0000	TIP	ISHARES BARCLAYS TIPS BOND FUND CUSIP - 464287176	\$109.900	\$54,950.00	1.1%	\$53,664.95	\$1,285.05	\$631.00	1.1%
50,000.0000		ELI LILLY & CO 03/14/07 5.200 03/15/17 CUSIP - 532457BB3	\$111.662	\$55,831.00	1.1%	\$52,020.85	\$3,810.15	\$2,600.00	4.7%



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PORTFOLIO POSITIONS							(continued)	
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income Yield
Fixed Income								
75,000.0000		PHILIP MORRIS INTL INC 05/16/08 5.650 05/16/18 CUSIP - 718172AA7	\$114.852	\$86,139.00	1.8%	\$86,826.75	\$(687.75)	4.9%
10,695.1870	TGEIX	TCW FDS INC EMERGING MKTS INCOME FD CL I CUSIP - 87234N765	\$8.400	\$89,839.57	1.8%	\$100,000.00	\$(10,160.43)	5.8%
75,000.0000		TOTAL CAPITAL SA 10/02/09 3.125 10/02/15 CUSIP - 89152UAA0	\$104.357	\$78,267.75	1.6%	\$78,638.25	\$(370.50)	3.0%
8,995.0870	MXIIX	TOUCHSTONE FLEXIBLE INCOME FUND CLASS Y CUSIP - 89154Q596	\$10.340	\$93,009.20	1.9%	\$89,683.17	\$3,326.03	5.1%
50,000.0000		WELLS FARGO CO 10/01/09 3.750 10/01/14 CUSIP - 94974BET3	\$102.548	\$51,274.00	1.0%	\$50,294.50	\$979.50	3.7%
Fixed Income - Total				\$893,742.93	18.2%	\$882,439.28	\$11,303.65	4.3%

Equities								
323.0000	ACT	ACTAVIS PLC SHS CUSIP - G0083B108	\$168.000	\$54,264.00	1.1%	\$44,019.92	\$10,244.08	
500.0000	MRH	MONTPELIER RE HOLDINGS LTD CUSIP - G62185106	\$29.100	\$14,550.00	0.3%	\$8,169.72	\$6,380.28	1.7%
27.0000	WTM	WHITE MOUNTAINS INS GRP COM CUSIP - G9618E107	\$603.080	\$16,283.16	0.3%	\$5,943.96	\$10,339.20	0.2%
543.0000	UBS	UBS AG-NEW CUSIP - H89231338	\$19.250	\$10,452.75	0.2%	\$8,255.54	\$2,197.21	0.8%
540.0000	T	AT&T INC CUSIP - 00206R102	\$35.160	\$18,986.40	0.4%	\$15,134.24	\$3,852.16	5.2%



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PORTFOLIO POSITIONS (continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
460.0000	ABT	ABBOTT LABS CUSIP - 002824100	\$38.330	\$17,631.80	0.4%	\$17,646.70	\$(14.90)	\$404.80	2.3%
198.0000	ADDY	ADIDAS AG-SPONSORED ADR CUSIP - 00687A107	\$63.826	\$12,637.55	0.3%	\$7,051.72	\$5,585.83	\$125.14	1.0%
477.0000	ADVS	ADVENT SOFTWARE INC CUSIP - 007974108	\$34.952	\$16,672.10	0.3%	\$6,185.65	\$10,486.45		
316.0000	A	AGILENT TECHNOLOGIES INC CUSIP - 00846U101	\$57.190	\$18,072.04	0.4%	\$12,154.66	\$5,917.38	\$166.85	0.9%
462.0000	ALB	ALBEMARLE CORP CUSIP - 012653101	\$63.390	\$29,286.18	0.6%	\$14,396.15	\$14,890.03	\$443.52	1.5%
17.0000	Y	ALLEGHANY CORP DEL COM CUSIP - 017175100	\$399.960	\$6,799.32	0.1%	\$4,239.04	\$2,560.28		
156.0000	ADS	ALLIANCE DATA SYS CUSIP - 018581108	\$262.930	\$41,017.08	0.8%	\$20,328.69	\$20,688.39		
136.0000	ATK	ALLIANT TECHSYSTEMS INC CUSIP - 018804104	\$121.680	\$16,548.48	0.3%	\$13,717.95	\$2,830.53	\$141.44	0.9%
352.0000	ALL	ALLSTATE CORP CUSIP - 020002101	\$54.540	\$19,198.08	0.4%	\$13,323.20	\$5,874.88	\$352.00	1.8%
549.0000	AEO	AMERICAN EAGLE OUTFITTERS INC NEW COM CUSIP - 02553E106	\$14.400	\$7,905.60	0.2%	\$6,015.00	\$1,890.60	\$274.50	3.5%
340.0000	AXP	AMERICAN EXPRESS CO CUSIP - 025816109	\$90.730	\$30,848.20	0.6%	\$18,968.60	\$11,879.60	\$312.80	1.0%
450.0000	ALG	AMERICAN INTL GROUP INC CUSIP - 026874784	\$51.050	\$22,972.50	0.5%	\$17,711.96	\$5,260.54	\$180.00	0.8%
1,093.0000	ABC	AMERISOURCEBERGEN CORP CUSIP - 03073E105	\$70.310	\$76,848.83	1.6%	\$51,081.24	\$25,767.59	\$1,027.42	1.3%

(continued)



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PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
143.0000	AMGN	AMGEN INC CUSIP - 031162100	\$114.080	\$16,313.44	0.3%	\$14,871.51	\$1,441.93	\$348.92	2.1%
903.0000	AAUKY	ANGLO AMERN PLC ADR NEW CUSIP - 03485P201	\$10.931	\$9,870.69	0.2%	\$11,235.38	\$(1,364.69)	\$347.66	3.5%
220.0000	APA	APACHE CORP CUSIP - 037411105	\$85.940	\$18,906.80	0.4%	\$20,437.54	\$(1,530.74)	\$176.00	0.9%
50.0000	AAPL	APPLE INC CUSIP - 037833100	\$561.020	\$28,051.00	0.6%	\$19,849.47	\$8,201.53	\$610.00	2.2%
236.0000	ARMH	ARM HLDGS PLC SPONSORED ADR CUSIP - 042068106	\$54.731	\$12,916.52	0.3%	\$8,933.51	\$3,983.01	\$47.67	0.4%
501.0000	ATW	ATWOOD OCEANICS INC CUSIP - 050095108	\$53.390	\$26,748.39	0.5%	\$9,963.58	\$16,784.81		
302.0000	BNPQY	BNP PARIBAS-ADR COMMON STOCK CUSIP - 05565A202	\$39.030	\$11,787.06	0.2%	\$8,813.30	\$2,973.76	\$205.06	1.7%
971.0000	BBVA	BANCO BILBAO VIZCAYA ARGENTARIA S A SPONSORED ADR CUSIP - 05946K101	\$12.390	\$12,030.69	0.2%	\$9,091.88	\$2,938.81	\$425.30	3.5%
579.0000	BK	BANK OF NEW YORK MELLON CORP CUSIP - 064058100	\$34.940	\$20,230.26	0.4%	\$12,830.23	\$7,400.03	\$347.40	1.7%
351.0000	BAX	BAXTER INTL INC CUSIP - 071813109	\$69.550	\$24,412.05	0.5%	\$20,628.27	\$3,783.78	\$687.96	2.8%
250.0000	BEAV	B/E AEROSPACE, INC. CUSIP - 073302101	\$87.030	\$21,757.50	0.4%	\$17,380.00	\$4,377.50		
101.0000	BHP	BHP BILLITON LTD SPONSORED ADR	\$68.200	\$6,888.20	0.1%	\$6,896.09	\$(7.89)	\$234.32	3.4%



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PORTFOLIO POSITIONS										(continued)	
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield		
Equities											
		CUSIP - 088606108									
108.0000	BIIB	BIOGEN IDEC INC CUSIP - 09062X103	\$279.572	\$30,193.78	0.6%	\$11,195.27	\$18,998.51				
364.0000	BWA	BORG-WARNER AUTOMOTIVE INC CUSIP - 099724106	\$55.910	\$20,351.24	0.4%	\$12,963.24	\$7,388.00	\$182.00	0.9%		
628.0000	BRDCY	BRIDGESTONE CORP ADR CUSIP - 108441205	\$18.933	\$11,889.92	0.2%	\$6,917.46	\$4,972.46	\$113.67	1.0%		
343.0000	CBS	CBS CORP NEW CL B CUSIP - 124857202	\$63.740	\$21,862.82	0.4%	\$12,234.81	\$9,628.01	\$164.64	0.8%		
232.0000	CI	CIGNA CORP CUSIP - 125509109	\$87.480	\$20,295.36	0.4%	\$17,993.83	\$2,301.53	\$9.28			
529.0000	CAB	CABELAS INC CUSIP - 126804301	\$66.660	\$35,263.14	0.7%	\$7,034.06	\$28,229.08				
218.0000	CNI	CANADIAN NATIONAL RAILWAY CO SEDOL 2180632 ISIN CA1363751027 CUSIP - 136375102	\$57.020	\$12,430.36	0.3%	\$3,561.67	\$8,868.69	\$182.25	1.5%		
360.0000	CNQ	CANADIAN NAT RES LTD CUSIP - 136385101	\$33.840	\$12,182.40	0.2%	\$11,589.90	\$592.50	\$276.48	2.3%		
146.0000	CELG	CELGENE CORP CUSIP - 151020104	\$168.968	\$24,669.33	0.5%	\$22,461.19	\$2,208.14				
291.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	\$124.910	\$36,348.81	0.7%	\$25,924.62	\$10,424.19	\$1,164.00	3.2%		
123.0000	SNP	CHINA PETE & CHEM CORP SPONSORED ADR REPSTG H SHS CUSIP - 16941R108	\$82.170	\$10,106.91	0.2%	\$9,927.78	\$179.13	\$401.72	4.0%		
749.0000	CSCO	CISCO SYSTEMS INC	\$22.430	\$16,800.07	0.3%	\$18,335.44	\$(1,535.37)	\$509.32	3.0%		



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PORTFOLIO POSITIONS							(continued)	
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income Yield
Equities								
193.0000	CLX	CUSIP - 17275R102 CLOROX CO COM	\$92.760	\$17,902.68	0.4%	\$16,300.78	\$1,601.90	3.1%
84.0000	KOF	CUSIP - 189054109 COCA-COLA FEMSA S A DE C V SPONSORED ADR REPTG 10 SHS	\$121.770	\$10,228.68	0.2%	\$8,077.87	\$2,150.81	1.9%
203.0000	COLM	CUSIP - 191241108 COLUMBIA SPORTSWEAR CO	\$78.750	\$15,986.25	0.3%	\$10,688.92	\$5,297.33	1.3%
281.0000	COP	CUSIP - 198516106 CONOCOPHILLIPS	\$70.650	\$19,852.65	0.4%	\$16,005.76	\$3,846.89	3.9%
780.0000	CXW	CUSIP - 20825C104 CORRECTIONS CORP AMER NEW	\$32.070	\$25,014.60	0.5%	\$16,768.64	\$8,245.96	6.0%
338.0000	DECK	CUSIP - 22025Y407 DECKERS OUTDOOR CORP	\$84.460	\$28,547.48	0.6%	\$20,747.99	\$7,799.49	
213.0000	DE	CUSIP - 243537107 DEERE & CO	\$91.330	\$19,453.29	0.4%	\$15,716.15	\$3,737.14	2.2%
959.0000	DAL	CUSIP - 244199105 DELTA AIR LINES INC	\$27.470	\$26,343.73	0.5%	\$26,319.76	\$23.97	0.9%
89.0000	DEO	CUSIP - 247361702 DIAGEO PLC ADR	\$132.420	\$11,785.38	0.2%	\$9,279.79	\$2,505.59	2.3%
335.0000	DOV	CUSIP - 25243Q205 DOVER CORP	\$96.540	\$32,340.90	0.7%	\$19,256.54	\$13,084.36	1.6%
608.0000	EMC	CUSIP - 260003108 E M C CORP/MASS	\$25.150	\$15,291.20	0.3%	\$16,379.52	\$(1,088.32)	1.6%
770.0000	EV	CUSIP - 268648102 EATON VANCE CORP COM NON VTG	\$42.790	\$32,948.30	0.7%	\$16,543.04	\$16,405.26	2.1%



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PORTFOLIO POSITIONS							(continued)	
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income Yield
Equities								

389.0000	EBAY	EBAY INC COM CUSIP - 278642103	\$54.865	\$21,342.49	0.4%	\$17,208.85	\$4,133.64	
185.0000	ECL	ECOLAB INC CUSIP - 278865100	\$104.270	\$19,289.95	0.4%	\$18,654.35	\$635.60	\$203.50 1.1%
67.0000	ENR	ENERGIZER HLDGS INC CUSIP - 29266R108	\$108.240	\$7,252.08	0.1%	\$3,596.24	\$3,655.84	\$134.00 1.8%
486.0000	EADSY	EUROPEAN AERO DEFENSE SPACE CO UNSPONSORED ADR CUSIP - 29875W100	\$19.226	\$9,343.84	0.2%	\$8,786.26	\$557.58	\$74.84 0.8%
585.0000	EXPGY	EXPERIAN PLC SPON ADR CUSIP - 30215C101	\$18.451	\$10,793.84	0.2%	\$8,649.10	\$2,144.74	\$187.79 1.7%
283.0000	ESRX	EXPRESS SCRIPTS HOLDINGS CUSIP - 30219G108	\$70.240	\$19,877.92	0.4%	\$17,486.57	\$2,391.35	
481.0000	FIS	FIDELITY NATL INFORMATION CUSIP - 31620M106	\$53.680	\$25,820.08	0.5%	\$22,256.83	\$3,563.25	\$423.28 1.6%
193.0000	FLT	FLEETCOR TECHNOLOGIES INC CUSIP - 339041105	\$117.170	\$22,613.81	0.5%	\$14,475.99	\$8,137.82	
125.0000	FMX	FOMENTO ECONOMICO MEXICANO S A DE C V NEW SPONSORED ADR REPSTG UNIT 1 CUSIP - 344419106	\$97.870	\$12,233.75	0.2%	\$9,164.72	\$3,069.03	\$389.63 3.2%
620.0000	FCX	FREEPORT-MCMORAN COPPER & GOLD CUSIP - 35671D857	\$37.740	\$23,398.80	0.5%	\$22,885.15	\$513.65	\$775.00 3.3%
1,628.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	\$28.030	\$45,632.84	0.9%	\$27,221.91	\$18,410.93	\$1,432.64 3.1%
115.0000	GS	GOLDMAN SACHS GROUP CUSIP - 38141G104	\$177.260	\$20,384.90	0.4%	\$14,004.96	\$6,379.94	\$253.00 1.2%



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PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
203.0000	HSBC	HSBC HLDGS PLC SPONSORED ADR NEW CUSIP - 404280406	\$55.130	\$11,191.39	0.2%	\$8,273.37	\$2,918.02	\$487.20	4.4%
416.0000	HAL	HALLIBURTON CO CUSIP - 406216101	\$50.750	\$21,112.00	0.4%	\$14,548.19	\$6,563.81	\$249.60	1.2%
200.0000	HSY	THE HERSHEY COMPANY COM CUSIP - 427866108	\$97.230	\$19,446.00	0.4%	\$14,360.49	\$5,085.51	\$388.00	2.0%
361.0000	HES	HESS CORP CUSIP - 42809H107	\$83.000	\$29,963.00	0.6%	\$17,817.66	\$12,145.34	\$361.00	1.2%
155.0000	HTHIY	HITACHI LTD ADR 10 COM CUSIP - 433578507	\$75.734	\$11,738.77	0.2%	\$5,810.82	\$5,927.95	\$133.61	1.1%
284.0000	HON	HONEYWELL INTL INC CUSIP - 438516106	\$91.370	\$25,949.08	0.5%	\$16,707.72	\$9,241.36	\$511.20	2.0%
953.0000	INTC	INTEL CORP CUSIP - 458140100	\$25.955	\$24,735.12	0.5%	\$24,855.04	\$(119.92)	\$857.70	3.5%
111.0000	ICE	INTERCONTINENTALEXCHANGE GROUP INC CUSIP - 45866F104	\$224.920	\$24,966.12	0.5%	\$24,882.87	\$83.25	\$288.60	1.2%
724.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	\$58.480	\$42,339.52	0.9%	\$29,971.58	\$12,367.94	\$1,100.48	2.6%
152.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	\$91.590	\$13,921.68	0.3%	\$13,366.88	\$554.80	\$401.28	2.9%
230.0000	KAMN	KAMAN CORP CUSIP - 483548103	\$39.730	\$9,137.90	0.2%	\$7,833.56	\$1,304.34	\$147.20	1.6%
215.0000	KSS	KOHL'S CORP COM CUSIP - 500255104	\$56.750	\$12,201.25	0.2%	\$10,863.95	\$1,337.30	\$301.00	2.5%

(continued)



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PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
334.0000	PHG	KONINKLIJKE PHILIPS N.V.RS SPONSORED ADR CUSIP - 500472303	\$36.970	\$12,347.98	0.3%	\$9,320.09	\$3,027.89	\$276.89	2.2%
149.0000	KUBY	KUBOTA LTD ADR CUSIP - 501173207	\$82.727	\$12,326.32	0.3%	\$9,279.05	\$3,047.27	\$123.37	1.0%
305.0000	LEA	LEAR CORP CUSIP - 521865204	\$80.970	\$24,695.85	0.5%	\$24,965.01	\$(269.16)	\$207.40	0.8%
120.0000	LNKD	LINKEDIN CORP COMMON CLASS A CUSIP - 53578A108	\$216.830	\$26,019.60	0.5%	\$20,308.80	\$5,710.80		
636.0000	LOW	LOWES COS INC CUSIP - 548661107	\$49.550	\$31,513.80	0.6%	\$20,462.98	\$11,050.82	\$457.92	1.5%
1,509.0000	MBI	MBIA INC CUSIP - 55262C100	\$11.940	\$18,017.46	0.4%	\$15,421.68	\$2,595.78		
97.0000	MLM	MARTIN MARIETTA MATLS INC COM CUSIP - 573284106	\$99.940	\$9,694.18	0.2%	\$7,906.10	\$1,788.08	\$155.20	1.6%
466.0000	MATX	MATSON INC CUSIP - 57686G105	\$26.110	\$12,167.26	0.2%	\$4,465.08	\$7,702.18	\$298.24	2.5%
153.0000	MCK	MCKESSON CORPORATION COM STK CUSIP - 58155Q103	\$161.400	\$24,694.20	0.5%	\$16,252.27	\$8,441.93	\$146.88	0.6%
556.0000	MPEL	MELCO CROWN ENTERTAINMENT LIMITED ADR CUSIP - 58546A100	\$39.220	\$21,806.32	0.4%	\$18,876.14	\$2,930.18		
630.0000	MCRL	MICREL INC CUSIP - 594793101	\$9.870	\$6,218.10	0.1%	\$6,308.43	\$(90.33)	\$126.00	2.0%
513.0000	MSFT	MICROSOFT CORP	\$37.410	\$19,191.33	0.4%	\$16,247.56	\$2,943.77	\$574.56	3.0%



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PORTFOLIO POSITIONS										(continued)	
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield		
Equities										(continued)	

1,548.0000	MU	CUSIP - 594918104 MICRON TECHNOLOGY INC CUSIP - 595112103	\$21.750	\$33,669.00	0.7%	\$30,460.00	\$3,209.00				
261.0000	MR	MINDRAY MED INTL LTD-ADR CUSIP - 602675100	\$36.360	\$9,489.96	0.2%	\$8,615.96	\$874.00	\$120.06	1.3%		
625.0000	MYL	MYLAN INC. CUSIP - 628530107	\$43.400	\$27,125.00	0.6%	\$17,793.75	\$9,331.25				
115.0000	NPSNY	NASPERS LTD SPONSORED ADR REPSTG CL N SHS CUSIP - 631512100	\$104.644	\$12,034.06	0.2%	\$2,160.75	\$9,873.31	\$35.77	0.3%		
158.0000	NSRGY	NESTLE S A SPONSORED ADR REPSTG REG SH CUSIP - 641069406	\$73.424	\$11,600.99	0.2%	\$7,633.86	\$3,967.13	\$286.93	2.5%		
110.0000	NEU	NEWMARKET CORP CUSIP - 651587107	\$334.150	\$36,756.50	0.7%	\$3,946.41	\$32,810.09	\$484.00	1.3%		
272.0000	NEE	NEXTERA ENERGY INC CUSIP - 65339F101	\$85.620	\$23,288.64	0.5%	\$15,014.28	\$8,274.36	\$718.08	3.1%		
280.0000	NICE	NICE SYSTEMS LTD SPONS ADR CUSIP - 653656108	\$40.960	\$11,468.80	0.2%	\$10,025.06	\$1,443.74	\$114.24	1.0%		
631.0000	NI	NISOURCE INC CUSIP - 65473P105	\$32.880	\$20,747.28	0.4%	\$15,901.20	\$4,846.08	\$631.00	3.0%		
1,313.0000	NMR	NOMURA HLDGS INC SPONSORED ADR CUSIP - 65535H208	\$7.770	\$10,202.01	0.2%	\$10,495.87	\$(293.86)	\$165.44	1.6%		
67.0000	NVO	NOVO-NORDISK A S ADR CUSIP - 670100205	\$184.760	\$12,378.92	0.3%	\$5,538.60	\$6,840.32	\$151.69	1.2%		
236.0000	NUS	NU SKIN ENTERPRISES INC CL A CUSIP - 670100205	\$138.220	\$32,619.92	0.7%	\$9,274.05	\$23,345.87	\$283.20	0.9%		



ARNOLD MENKE CONSOLIDATED

PORTFOLIO POSITIONS							(continued)	
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income Yield
Equities								
COM								
256.0000	OXY	CUSIP - 67018T105 OCCIDENTAL PETE CORP	\$95.100	\$24,345.60	0.5%	\$21,175.89	\$3,169.71	\$655.36 2.7%
730.0000	ODFL	CUSIP - 674599105 OLD DOMINION FGHT LINE INC	\$53.020	\$38,704.60	0.8%	\$11,757.24	\$26,947.36	
447.0000	ORCL	CUSIP - 679580100 ORACLE CORPORATION	\$38.260	\$17,102.22	0.3%	\$14,061.77	\$3,040.45	\$214.56 1.3%
5,813.9530	ODVX	CUSIP - 68389X105 OPPENHEIMER DVLPG MKTS-Y	\$37.560	\$218,372.07	4.4%	\$200,000.00	\$18,372.07	\$947.67 0.4%
111.0000	PPG	CUSIP - 683974505 PPG INDS INC	\$189.660	\$21,052.26	0.4%	\$15,661.30	\$5,390.96	\$270.84 1.3%
171.0000	PM	CUSIP - 693506107 PHILIP MORRIS INTL INC	\$87.130	\$14,899.23	0.3%	\$15,762.78	\$(863.55)	\$642.96 4.3%
305.0000	PSMT	CUSIP - 718172109 PRICESMART INC	\$115.540	\$35,239.70	0.7%	\$5,191.04	\$30,048.66	\$183.00 0.5%
492.0000	PFG	CUSIP - 741511109 PRINCIPAL FINL GROUP INC	\$49.310	\$24,260.52	0.5%	\$24,191.64	\$68.88	\$511.68 2.1%
219.0000	PG	CUSIP - 74251V102 PROCTER & GAMBLE CO	\$81.410	\$17,828.79	0.4%	\$14,605.84	\$3,222.95	\$526.91 3.0%
212.0000	PUK	CUSIP - 742718109 PRUDENTIAL PLC	\$45.000	\$9,540.00	0.2%	\$9,031.41	\$508.59	\$198.64 2.1%
514.0000	PEG	ADR CUSIP - 74435K204 PUBLIC SVC ENTERPRISE GROUP	\$32.040	\$16,468.56	0.3%	\$16,812.94	\$(344.38)	\$740.16 4.5%
308.0000	QIHU	CUSIP - 744573106 QIHOO 360 TECHNOLOGIES CO ADR	\$82.050	\$25,271.40	0.5%	\$23,054.32	\$2,217.08	
369.0000	RTN	CUSIP - 74734M109 RAYTHEON CO	\$90.700	\$33,468.30	0.7%	\$20,729.28	\$12,739.02	\$811.80 2.4%



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ARNOLD MENKE CONSOLIDATED

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 - 755111507											
331.0000	RBA	RITCHIE BROS AUCTIONEERS INC CUSIP - 767744105	\$22.930	\$7,589.83	0.2%	\$6,621.23	\$968.60	\$172.12	2.3%		
168.0000	RHHBY	ROCHE HLDG LTD SPONSORED ADR CUSIP - 771195104	\$70.051	\$11,768.57	0.2%	\$6,700.11	\$5,068.46	\$272.83	2.3%		
597.0000	SKM	SK TELECOM CO COM CUSIP - 78440P108	\$24.620	\$14,698.14	0.3%	\$12,904.69	\$1,793.45	\$34.03	0.2%		
839.0000	SWY	SAFEWAY INC COM NEW CUSIP - 786514208	\$32.570	\$27,326.23	0.6%	\$27,976.29	\$(650.06)	\$671.20	2.5%		
208.0000	SNDK	SANDISK CORP CUSIP - 80004C101	\$70.540	\$14,672.32	0.3%	\$8,846.13	\$5,826.19	\$187.20	1.3%		
139.0000	SAP	SAP AG SPONSORED ADR CUSIP - 803054204	\$87.140	\$12,112.46	0.2%	\$10,212.38	\$1,900.08	\$110.92	0.9%		
1,625.0000	SCI	SERVICE CORP INTL COM CUSIP - 817565104	\$18.130	\$29,461.25	0.6%	\$9,290.04	\$20,171.21	\$455.00	1.5%		
470.0000	SGSOY	SGS SA ADR CUSIP - 818800104	\$23.073	\$10,844.31	0.2%	\$9,264.08	\$1,580.23	\$78.49	0.7%		
89.0000	SI	SIEMENS A G SPONSORED ADR CUSIP - 826197501	\$138.510	\$12,327.39	0.3%	\$9,488.96	\$2,838.43	\$266.64	2.2%		
331.0000	SFUN	SOUFUND HLDGS LTD ADR CUSIP - 836034108	\$82.410	\$27,277.71	0.6%	\$25,320.28	\$1,957.43	\$648.76	2.4%		
1,231.0000	LUV	SOUTHWEST AIRLCS CO COM	\$18.840	\$23,192.04	0.5%	\$17,664.85	\$5,527.19	\$196.96	0.8%		



ARNOLD MENKE CONSOLIDATED

PORTFOLIO POSITIONS										(continued)	
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield	(continued)	
Equities											

CUSIP - 844741108											
300.0000	SDISY	SPORTS DIRECT INTL PLC ADR CUSIP - 84918E104	\$23.685	\$7,105.50	0.1%	\$7,246.08	\$(140.58)				
303.0000	RGR	STURM RUGER & CO INC COM CUSIP - 864159108	\$73.090	\$22,146.27	0.5%	\$8,317.16	\$13,829.11	\$702.96	3.2%		
427.0000	SWDBY	SWEDBANK A B SPON ADR CUSIP - 870195104	\$28.182	\$12,033.71	0.2%	\$5,552.21	\$6,481.50	\$548.70	4.6%		
656.0000	TSM	TAIWAN SEMICONDUCTOR ADR CUSIP - 874039100	\$17.440	\$11,440.64	0.2%	\$11,471.57	\$(30.93)	\$263.06	2.3%		
460.0000	TKPPY	TECHNIP ADR CUSIP - 878546209	\$24.066	\$11,070.36	0.2%	\$6,862.42	\$4,207.94	\$176.64	1.6%		
66.0000	TRC X	TEJON RANCH CO WTS EXP 08/31/16 CUSIP - 879080133	\$5.489	\$362.27	0.0%	\$0.99	\$361.28				
498.0000	TPX	TEMPUR SEALY INTERNATIONAL, INC. CUSIP - 88023U101	\$53.960	\$26,872.08	0.5%	\$20,391.47	\$6,480.61				
624.0000	THC	TENET HEALTHCARE CORP COM NEW CUSIP - 88033G407	\$42.120	\$26,282.88	0.5%	\$9,421.99	\$16,860.89				
358.0000	TMO	THERMO FISHER SCIENTIFIC INC CUSIP - 883556102	\$111.350	\$39,863.30	0.8%	\$29,561.74	\$10,301.56	\$214.80	0.5%		
203.0000	MMM	3M CO CUSIP - 88579Y101	\$140.250	\$28,470.75	0.6%	\$26,429.00	\$2,041.75	\$694.26	2.4%		
287.0000	TWX	TIME WARNER INC CUSIP - 887317303	\$69.720	\$20,009.64	0.4%	\$17,209.43	\$2,800.21	\$330.05	1.6%		
184.0000	TWC	TIME WARNER CABLE INC CUSIP - 88732J207	\$135.500	\$24,932.00	0.5%	\$16,356.74	\$8,575.26	\$478.40	1.9%		



FIFTH THIRD
PRIVATE BANK

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ARNOLD MENKE CONSOLIDATED

PORTFOLIO POSITIONS										(continued)	
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield		
Equities											
338.0000	TSCO	TRACTOR SUPPLY CO CUSIP - 892356106	\$77.580	\$26,222.04	0.5%	\$25,423.72	\$798.32	\$175.76	0.7%		
541.0000	TG	TREDEGAR CORPORATION COM CUSIP - 894650100	\$28.810	\$15,586.21	0.3%	\$8,839.30	\$6,746.91	\$151.48	1.0%		
420.0000	USB	US BANCORP DEL CUSIP - 902973304	\$40.400	\$16,968.00	0.3%	\$13,834.80	\$3,133.20	\$386.40	2.3%		
303.0000	UOVEY	UNITED OVERSEAS BK LTD SPONSORED ADR CUSIP - 911271302	\$33.645	\$10,194.44	0.2%	\$8,201.38	\$1,993.06	\$287.55	2.8%		
219.0000	UTX	UNITED TECHNOLOGIES CORP CUSIP - 913017109	\$113.800	\$24,922.20	0.5%	\$17,245.21	\$7,676.99	\$516.84	2.1%		
470.0000	VCLK	VALUECLICK INC CUSIP - 92046N102	\$23.370	\$10,983.90	0.2%	\$5,502.45	\$5,481.45				
177.0000	V	VISA INC CL A CUSIP - 92826C839	\$222.680	\$39,414.36	0.8%	\$22,804.68	\$16,609.68	\$283.20	0.7%		
297.0000	VOD	VODAFONE GROUP PLC-SP ADR CUSIP - 92857W209	\$39.310	\$11,675.07	0.2%	\$8,521.87	\$3,153.20	\$472.23	4.0%		
225.0000	VLKAY	VOLKSWAGEN A G SPONSORED ADR CUSIP - 928662303	\$54.263	\$12,209.18	0.2%	\$9,423.32	\$2,785.86	\$150.75	1.2%		
110.0000	WPPGY	WPP PLC NEW ADR CUSIP - 92937A102	\$114.860	\$12,634.60	0.3%	\$5,737.07	\$6,897.53	\$253.33	2.0%		
367.0000	WMT	WAL-MART STORES INC CUSIP - 931142103	\$78.690	\$28,879.23	0.6%	\$27,022.21	\$1,857.02	\$689.96	2.4%		
915.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	\$45.400	\$41,541.00	0.8%	\$30,877.31	\$10,663.69	\$1,098.00	2.6%		
200.0000	INT	WORLD FUEL SVCS CORP	\$43.160	\$8,632.00	0.2%	\$7,415.52	\$1,216.48	\$30.00	0.3%		



FIFTH THIRD
PRIVATE BANK

ARNOLD MENKE CONSOLIDATED

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PORTFOLIO POSITIONS										(continued)
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield	
Equities										(continued)

Equities									
		CUSIP - 981475106							
642.0000	YHOO	YAHOO INC COM	\$40.440	\$25,962.48	0.5%	\$17,134.98	\$8,827.50		
		CUSIP - 984332106							
Equities - Total				\$3,297,973.17	67.1%	\$2,380,983.88	\$916,989.29	\$47,951.23	1.5%

Alternative Strategies									
23,014.7440	PAUPX	PIMCO ALL ASSET ALL AUTH FUND CUSIP - 72201M438	\$9.900	\$227,845.97	4.6%	\$250,000.00	\$(22,154.03)	\$13,187.45	5.8%
8,927.5790	MLPTX	STEELPATH MLP FDS TR SELECT 40 FD CL I CUSIP - 858268204	\$12.280	\$109,630.67	2.2%	\$100,000.00	\$9,630.67	\$6,302.87	5.7%
Alternative Strategies - Total				\$337,476.64	6.9%	\$350,000.00	\$(12,523.36)	\$19,490.32	5.8%

Real Estate Investments									
461.0000	ALEX	ALEXANDER & BALDWIN INC NEW CUSIP - 014491104	\$41.730	\$19,237.53	0.4%	\$4,956.29	\$14,281.24	\$73.76	0.4%
740.0000	CHEUY	CHEUNG KONG HLDGS-UNSPON ADR CUSIP - 166744201	\$15.786	\$11,681.64	0.2%	\$11,287.11	\$394.53	\$270.10	2.3%
1,211.0000	FR	FIRST INDL RLTY TR INC CUSIP - 32054K103	\$17.450	\$21,131.95	0.4%	\$13,794.48	\$7,337.47	\$411.74	1.9%
342.0000	HTS	HATTERAS FINL CORP CUSIP - 41902R103	\$16.340	\$5,588.28	0.1%	\$7,741.63	\$(2,153.35)	\$684.00	12.2%
420.0000	TRC	TEJON RANCH CO COM CUSIP - 879080109	\$36.760	\$15,439.20	0.3%	\$10,003.19	\$5,436.01		



PORTFOLIO POSITIONS									
(continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Real Estate Investments									
3,500.0000	VNQ	VANGUARD REIT ETF CUSIP - 922908553	\$64.560	\$225,960.00	4.6%	\$131,239.90	\$94,720.10	\$9,768.50	4.3%
Real Estate Investments - Total									
				\$299,038.60	6.1%	\$179,022.60	\$120,016.00	\$11,208.10	3.7%
Total Portfolio Positions									
				\$4,912,135.17	100.0%	\$3,876,349.59	\$1,035,785.58	\$116,792.60	2.4%

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MONEY MARKET INTEREST	14,610.	14,610.
	-----	-----
TOTAL	14,610.	14,610.
	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,531.	1,531.
FOREIGN DIVIDENDS	12,125.	12,125.
NONDIVIDEND DISTRIBUTIONS	13,024.	
DOMESTIC DIVIDENDS	49,061.	49,061.
FOREIGN INTEREST	267.	267.
NONQUALIFIED FOREIGN DIVIDENDS	1,344.	1,344.
NONQUALIFIED DOMESTIC DIVIDENDS	25,425.	25,425.
	-----	-----
TOTAL	102,777.	89,753.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

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

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	1,416.	1,416.
PRIOR YEAR EXCISE TAX PAID	4,800.	
EXCISE TAX ESTIMATE	9,521.	
FOREIGN TAXES ON QUALIFIED FOR	235.	235.
	-----	-----
TOTALS	15,972.	1,651.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSE-PRINCI	1.	1.	
OTHER ALLOCABLE EXPENSE-INCOME	207.	207.	
BANK SERVICE FEES	66,291.	66,291.	
MISC. CHARITABLE EXPENSE	17.		17.
TOTALS	----- 66,516. =====	----- 66,499. =====	----- 17. =====

ARNOLD E MENKE MEMORIAL TR

35-6500493

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION

EQUITIES
ALTERNATIVE STRATEGIES
REAL ESTATE INVESTMENTS

TOTALS

ARNOLD E MENKE MEMORIAL TR

35-6500493

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION

INVESTMENTS - CORPORATE BONDS

TOTALS

ARNOLD E MENKE MEMORIAL TR

35-6500493

FORM 990PF, PART II - OTHER INVESTMENTS
=====

COST/
FMV
C OR F

DESCRIPTION

INVESTMENTS - ALT STRATEGIES C
INVESTMENTS - REAL ESTATE INV C

TOTALS

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

=====

DESCRIPTION

AMOUNT

ROC 2012 ADJUSTMENT

2,363.

ROC 2012 ADJUSTMENT ON SALE

40.

REVERSAL OF PRIOR YEAR ROUNDING ADJUSTMENT

55.

TOTAL

2,458.
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