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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. By law, the IRS cannot redact the information on the form.

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation CAROL ANN AND RALPH V HAILE US BANCORP FOUNDATION TRUST UAD 5/30/03		A Employer identification number 54-2135984	
Number and street (or P O box number if mail is not delivered to street address) 425 WALNUT STREET CN-OH-W11F		B Telephone number (see instructions) (513) 632-4385	
City or town, state or province, country, and ZIP or foreign postal code CINCINNATI, OH 45202		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)▶\$ 247,825,204		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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	26,238	34,516		
	4 Dividends and interest from securities.	5,377,612	5,379,059		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	4,475,051			
	b Gross sales price for all assets on line 6a 112,460,838				
	7 Capital gain net income (from Part IV, line 2) . . .		4,471,128		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)		67,259		
	12 Total. Add lines 1 through 11	9,878,901	9,951,962		
	13 Compensation of officers, directors, trustees, etc	1,108,183	88,609		1,019,573
	14 Other employee salaries and wages	49,670	0		49,670
	15 Pension plans, employee benefits	11,537	5,769		5,768
	16a Legal fees (attach schedule)	1,470	0		1,470
	b Accounting fees (attach schedule)	15,000	7,500		7,500
	c Other professional fees (attach schedule)	1,064,603	1,057,943		6,660
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	49,056	6,715		42,341
	19 Depreciation (attach schedule) and depletion . . .	11,285	0		
	20 Occupancy				
	21 Travel, conferences, and meetings	9,305	0		9,305
	22 Printing and publications				
	23 Other expenses (attach schedule)	329,877	353,438		214,303
	24 Total operating and administrative expenses. Add lines 13 through 23	2,649,986	1,519,974		1,356,590
	25 Contributions, gifts, grants paid	11,426,020			11,426,020
	26 Total expenses and disbursements. Add lines 24 and 25	14,076,006	1,519,974		12,782,610
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-4,197,105			
	b Net investment income (if negative, enter -0-)		8,431,988		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	11,427,259	4,030,821	4,030,821
	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 ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	960,997	 859,725	790,479
	b	Investments—corporate stock (attach schedule)	39,450,450	 32,809,336	40,934,112
	c	Investments—corporate bonds (attach schedule).	28,323,124	 27,897,833	28,371,821
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	133,329,619	 143,713,190	173,601,137
	14	Land, buildings, and equipment basis ▶ _____ 355,929 Less accumulated depreciation (attach schedule) ▶ 259,095	58,649	 96,834	96,834
15	Other assets (describe ▶ _____)	 54,746	 0	 0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	213,604,844	209,407,739	247,825,204	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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	623,375	623,375	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	263,910	263,910	
	29	Retained earnings, accumulated income, endowment, or other funds	212,717,559	208,520,454	
	30	Total net assets or fund balances (see page 17 of the instructions)	213,604,844	209,407,739	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	213,604,844	209,407,739	

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	213,604,844
2	Enter amount from Part I, line 27a	2	-4,197,105
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	209,407,739
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	209,407,739

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)
1 a	TOTAL SHORT TERM GAINS			
b	TOTAL LONG TERM GAINS			
c	K-1 CAPITAL GAINS			
d	CAPITAL GAINS DIVIDENDS	P		
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 37,710,840		38,853,137	-1,142,297
b 74,082,128		69,132,650	4,949,478
c		3,923	-3,923
d 667,870			667,870
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-1,142,297
b			4,949,478
c			-3,923
d			667,870
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	4,471,128
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	12,187,155	224,867,716	0 054197
2011	12,692,746	223,245,770	0 056855
2010	11,804,199	214,457,648	0 055042
2009	10,596,498	190,736,098	0 055556
2008	10,692,507	245,402,144	0 043571

2 Total of line 1, column (d).	2	0 265221
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 053044
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	233,911,863
5 Multiply line 4 by line 3.	5	12,407,621
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	84,320
7 Add lines 5 and 6.	7	12,491,941
8 Enter qualifying distributions from Part XII, line 4.	8	12,782,610

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
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	84,320
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3 Add lines 1 and 2.	3	84,320
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	84,320
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	72,424
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	15,000
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	87,424
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	3,104
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☒ 3,104 Refunded ☒	11	0

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ 0 (2) On foundation managers ☒ \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
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? <i>If "No," attach explanation.</i>	8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ WWW HAILEUSB ORG	13	Yes	
14	The books are in care of ▶ CHRIS BOCHENEK Telephone no ▶ (513) 632-4381 Located at ▶ 425 WALNUT STREET CN-OH-W11F CINCINNATI OH ZIP +4 ▶ 45202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶	16	Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☒ 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

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

5a

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

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

Yes

No

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

Yes

No

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

Yes

No

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

Yes

No

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

Yes

No

b

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

5b

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

c

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

Yes

No

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

6a

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

Yes

No

b

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

6b

No

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

7a

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

Yes

No

b

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

7b

Part VIII

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

1

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TIMOTHY MALONEY	PRESIDENT AND CEO	509,215	37,580	0
425 WALNUT CN-OH-W11F CINCINNATI, OH 45201	40 00			
LESLIE P MALONEY	SENIOR VICE PRESIDENT	201,258	15,387	0
425 WALNUT CN-OH-W11F CINCINNATI, OH 45201	40 00			
CHRISTINE BOCHENEK	VICE PRESIDENT	156,339	20,879	0
425 WALNUT CN-OH-W11F CINCINNATI, OH 45201	40 00			
ERIC AVNER	VICE PRESIDENT	149,589	17,935	0
425 WALNUT CN-OH-W11F CINCINNATI, OH 45201	40 00			

2

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

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

Total

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

0

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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
US BANK	TRUSTEE AND CUSTODIAN SERVICES	1,057,943
425 WALNUT STREET CINCINNATI, OH 45202		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

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	224,898,196
b	Average of monthly cash balances.	1b	12,575,777
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	237,473,973
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	237,473,973
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,562,110
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	233,911,863
6	Minimum investment return. Enter 5% of line 5.	6	11,695,593

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	11,695,593
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	84,320
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	84,320
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	11,611,273
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	11,611,273
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	11,611,273

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	12,782,610
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	12,782,610
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	84,320
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	12,698,290
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				11,611,273
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.	16,054			
c From 2010.	1,153,212			
d From 2011.	1,633,707			
e From 2012.	1,075,481			
f Total of lines 3a through e.	3,878,454			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 12,782,610				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				11,611,273
e Remaining amount distributed out of corpus	1,171,337			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,049,791			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	5,049,791			
10 Analysis of line 9				
a Excess from 2009. . . .	16,054			
b Excess from 2010. . . .	1,153,212			
c Excess from 2011. . . .	1,633,707			
d Excess from 2012. . . .	1,075,481			
e Excess from 2013. . . .	1,171,337			

Part XIV

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. . . .

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

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

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

1 Information Regarding Foundation Managers:

■ 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))

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

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

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

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

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

c Any submission deadlines

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	11,426,020
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.		
	***** _____ Signature of officer or trustee	2014-11-05 _____ Date	***** _____ Title
	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No		

Paid Preparer Use Only	Print/Type preparer's name JANE E PFEIFER	Preparer's Signature	Date 2014-11-05	Check if self-employed ☒	PTIN P00014949
	Firm's name ☒	CLARK SCHAEFER HACKETT & CO			Firm's EIN ☒ 31-0800053
	Firm's address ☒	ONE EAST FOURTH ST SUITE 1200 CINCINNATI, OH 45202			Phone no (513) 241-3111

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN SIGN MUSEUM 11262 CORNELL PARK DR CINCINNATI, OH 45242	NONE	PC	UNRESTRICTED GRANT	150,000
AMERICAN SIGN MUSEUM 11262 CORNELL PARK DR CINCINNATI, OH 45242	NONE	PC	UNRESTRICTED GRANT	15,000
ARCHDIOCESE OF CINCINNATI 100 EAST 8TH STREET CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	100,000
ARCHITECTURAL FDN OF CINCINNATI INC 2449 FAIRVIEW AVE CINCINNATI, OH 45219	NONE	PC	UNRESTRICTED GRANT	10,000
ARMED FORCES TICKET ASSOCIATION 11758 LOCKSLEY CT CINCINNATI, OH 45241	NONE	PC	UNRESTRICTED GRANT	50,000
ART OPPORTUNITIES INC 20 E CENTRAL PKWY CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	150,000
ART OPPORTUNITIES INC 20 E CENTRAL PKWY CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	50,000
ART OPPORTUNITIES INC 20 E CENTRAL PKWY CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	40,000
ART OPPORTUNITIES INC 20 E CENTRAL PKWY CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	200,000
BAKER-HUNT FOUNDATION INC 620 GREENUP COVINGTON, KY 41011	NONE	PC	UNRESTRICTED GRANT	5,000
BEHRINGER-CRAWFORD MUSEUM BOARD OF 1600 MONTAGUE ROAD COVINGTON, KY 41011	NONE	PC	UNRESTRICTED GRANT	10,000
BI-OKOTO DRUM & DANCE THEATRE 7030 READING ROAD - SUITE 662 CINCINNATI, OH 45237	NONE	PC	UNRESTRICTED GRANT	30,000
BOOKS BY THE BANKS 414 WALNUT ST FL 11 CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	15,000
BOYS HOPE GIRLS HOPE 4225 MALSBAR Y RD SUITE 208 CINCINNATI, OH 45242	NONE	PC	UNRESTRICTED GRANT	120,000
BREWERY DISTRICT OF CINCINNATI INC 4030 MT CARMEL TOBASCO CINCINNATI, OH 45255	NONE	PC	UNRESTRICTED GRANT	25,000
Total  3a				11,426,020

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BRIGHTON PROPERTIES INC 741 CENTRAL AVE NEWPORT,KY 41071	NONE	PC	UNRESTRICTED GRANT	100,000
BRIGHTON PROPERTIES INC 741 CENTRAL AVE NEWPORT,KY 41071	NONE	PC	UNRESTRICTED GRANT	100,000
CASA OF KENTON COUNTY INC 303 COURT STREET SUITE 707 COVINGTON,KY 41011	NONE	PC	UNRESTRICTED GRANT	25,000
CATALYTIC DEVELOPMENT FUNDING CORP 50 EAST RIVERCENTER BOULEVARD COVINGTON,KY 41011	NONE	PC	UNRESTRICTED GRANT	10,000
CBC FOUNDATION INC 501 MADISON AVENUE COVINGTON,KY 41011	NONE	PC	UNRESTRICTED GRANT	50,000
CENTER FOR GREAT NEIGHBORHOODS 1650 RUSSELL STREET COVINGTON,KY 41011	NONE	PC	UNRESTRICTED GRANT	10,000
CENTER FOR GREAT NEIGHBORHOODS OF 1650 RUSSELL STREET COVINGTON,KY 41011	NONE	PC	UNRESTRICTED GRANT	135,000
CEOS FOR CITIES NFP 177 N STATE ST CAROL C COLETTA CHICAGO,IL 60601	NONE	PC	UNRESTRICTED GRANT	12,500
CET 1223 CENTRAL PARKWAY CINCINNATI,OH 45214	NONE	PC	UNRESTRICTED GRANT	50,000
CHILDREN INCORPORATED 333 MADISON AVENUE COVINGTON,KY 41011	NONE	PC	UNRESTRICTED GRANT	50,000
CHILDREN'S HOME OF NORTHERN KENTUCKY 200 HOME ROAD DEVOU PARK COVINGTON,KY 41011	NONE	PC	UNRESTRICTED GRANT	100,000
CHILDRENS HOSPITAL MEDICAL CENTER 3333 BURNET AVE CINCINNATI,OH 45229	NONE	PC	UNRESTRICTED GRANT	5,000
CHRIST HOSPITAL 2139 AUBURN AVE CINCINNATI,OH 45219	NONE	PC	UNRESTRICTED GRANT	3,000
CINCINNATI BALLET COMPANY INC 1555 CENTRAL PKWY CINCINNATI,OH 45002	NONE	PC	UNRESTRICTED GRANT	45,000
CINCINNATI BALLET COMPANY INC 1555 CENTRAL PKWY CINCINNATI,OH 45002	NONE	PC	UNRESTRICTED GRANT	25,000
Total  3a				11,426,020

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CINCINNATI BALLET COMPANY INC 1555 CENTRAL PKWY CINCINNATI,OH 45002	NONE	PC	UNRESTRICTED GRANT	25,000
CINCINNATI CENTER CITY DEVELOPMENT 1014 VINE STREET CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	250,000
CINCINNATI CENTER CITY DEVELOPMENT 1014 VINE STREET CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	7,000
CINCINNATI CENTER CITY DEVELOPMENT 1014 VINE STREET CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	50,000
CINCINNATI CENTER CITY DEVELOPMENT 1014 VINE STREET CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	15,000
CINCINNATI DEVELOPMENT FUND INC 1100 WALNUT STREET CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	52,000
CINCINNATI EARLY LEARNING 1301 E MCMILLAN ST CINCINNATI,OH 45206	NONE	PC	UNRESTRICTED GRANT	25,500
CINCINNATI MUSEUM CENTER 1301 WESTERN AVENUE CINCINNATI,OH 45203	NONE	PC	UNRESTRICTED GRANT	75,000
CINCINNATI MUSEUM CENTER 1301 WESTERN AVENUE CINCINNATI,OH 45203	NONE	PC	UNRESTRICTED GRANT	250,000
CINCINNATI MUSICAL FESTIVAL ASSOC 1241 ELM STREET CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	45,000
CINCINNATI NATURE CENTER ASSOCIATION 4949 TEALTOWN ROAD MILFORD,OH 45150	NONE	PC	UNRESTRICTED GRANT	75,000
CINCINNATI OPERA ASSOCIATION 1243 ELM STREET CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	100,000
CINCINNATI OPERA ASSOCIATION 1243 ELM STREET CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	25,000
CINCINNATI PARK FOUNDATION 950 EDEN PARK DRIVE CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	10,000
CINCINNATI PARK FOUNDATION 950 EDEN PARK DRIVE CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	1,000
Total  3a				11,426,020

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CINCINNATI PLAYHOUSE IN THE PARK PO BOX 6537 CINCINNATI,OH 45206	NONE	PC	UNRESTRICTED GRANT	45,000
CINCINNATI PLAYHOUSE IN THE PARK PO BOX 6537 CINCINNATI,OH 45206	NONE	PC	UNRESTRICTED GRANT	98,000
CINCINNATI PRESERVATION ASSOCIATION 342 W4TH STREET CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	150,000
CINCINNATI PRESERVATION ASSOCIATION 342 W4TH STREET CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	2,500
CINCINNATI PUBLIC RADIO INC 1223 CENTRAL PKWY CINCINNATI,OH 45214	NONE	PC	UNRESTRICTED GRANT	50,000
CINCINNATI PUBLIC SCHOOLS 2651 BURNET AVENUE CINCINNATI,OH 45219	NONE	PC	UNRESTRICTED GRANT	120,000
CINCINNATI PUBLIC SCHOOLS 2651 BURNET AVENUE CINCINNATI,OH 45219	NONE	PC	UNRESTRICTED GRANT	75,000
CINCINNATI PUBLIC SCHOOLS 2651 BURNET AVENUE CINCINNATI,OH 45219	NONE	PC	UNRESTRICTED GRANT	150,000
CINCINNATI SYMPHONY ORCHESTRA 1241 ELM STREET CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	62,500
CINCINNATI SYMPHONY ORCHESTRA 1241 ELM STREET CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	13,015
CINCINNATI SYMPHONY ORCHESTRA 1241 ELM STREET CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	200,000
CINCINNATI SYMPHONY ORCHESTRA 1241 ELM STREET CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	124,854
CINCINNATI UNION COOPERATIVE 707 FROOME AVE CINCINNATI,OH 45232	NONE	PC	UNRESTRICTED GRANT	15,000
CINCINNATI USA REGIONAL CHAMBER FOUNDATION 300 CAREW TOWER 441 VINE STREET CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	75,000
CINCINNATI USA REGIONAL CHAMBER FOUNDATION 300 CAREW TOWER 441 VINE STREET CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	40,000
Total  3a				11,426,020

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CINCINNATI YOUTH COLLABORATIVE 301 OAK STREET CINCINNATI,OH 45219	NONE	PC	UNRESTRICTED GRANT	10,000
CINCINNATI-HAMILTON COUNTYCONTINUUM 2260 PARK AVE STE 402 CINCINNATI,OH 45206	NONE	PC	UNRESTRICTED GRANT	100,000
CITY OF COVINGTON 638 MADISON AVENUE COVINGTON,KY 41011	NONE	PC	UNRESTRICTED GRANT	10,000
COLLEGE OF MOUNT ST JOSEPH 5701 DELHI RD CINCINNATI,OH 45233	NONE	PC	UNRESTRICTED GRANT	100,000
COLLEGE OF MOUNT ST JOSEPH 5701 DELHI RD CINCINNATI,OH 45233	NONE	PC	UNRESTRICTED GRANT	84,000
COMMONWEALTH FUND FOR KET INC 560 COOPER DRIVE LEXINGTON,KY 40502	NONE	PC	UNRESTRICTED GRANT	2,500
COMMUNITY DEVELOPMENT CORPORATIONS 2859 COLERAIN AVE CINCINNATI,OH 45225	NONE	PC	UNRESTRICTED GRANT	10,000
COMMUNITY FOUNDATION OF 1270 MARKET ST CHATANOOGA,TN 37402	NONE	PC	UNRESTRICTED GRANT	15,000
COMPREHENSIVE COMMUNITY CHILD CARE 1924 DANA AVE CINCINNATI,OH 45207	NONE	PC	UNRESTRICTED GRANT	50,000
COMPREHENSIVE COMMUNITY CHILD CARE 1924 DANA AVE CINCINNATI,OH 45207	NONE	PC	UNRESTRICTED GRANT	10,000
CONSTELLA CINCINNATI FESTIVAL OF 2444 MADISON ROAD 910 CINCINNATI,OH 45208	NONE	PC	UNRESTRICTED GRANT	15,000
CONTEMPORARY ARTS CENTER 44 EAST 6TH STREET CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	100,000
CONTEMPORARY ARTS CENTER 44 EAST 6TH STREET CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	11,000
CONTEMPORARY ARTS CENTER 44 EAST 6TH STREET CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	50,000
CORPORATION FOR FINDLAY MARKET PO BOX 14727 CINCINNATI,OH 45250	NONE	PC	UNRESTRICTED GRANT	15,000
Total  3a				11,426,020

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CORPORATION FOR FINDLAY MARKET PO BOX 14727 CINCINNATI,OH 45250	NONE	PC	UNRESTRICTED GRANT	6,500
CORPORATION FOR FINDLAY MARKET OF PO BOX 14727 CINCINNATI,OH 45250	NONE	PC	UNRESTRICTED GRANT	100,000
COVINGTON EDUCATION FOUNDATION INC 2500 MADISON AVE COVINGTON,KY 41014	NONE	PC	UNRESTRICTED GRANT	2,500
COVINGTON PARTNERS IN PREVENTION PO BOX 0426 COVINGTON,KY 41012	NONE	PC	UNRESTRICTED GRANT	25,000
CRAYONS TO COMPUTERS INC 1350 TENNESSEE AVENUE CINCINNATI,OH 45229	NONE	PC	UNRESTRICTED GRANT	80,000
DEPARTMENT OF VETERAN AFFAIRS 3200 VINE ST M 151 CINCINNATI,OH 45220	NONE	PC	UNRESTRICTED GRANT	15,500
DESIGN IMPACT 205 WEST FOURTH STREET SUITE 1140 CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	52,000
DESIGN IMPACT 205 WEST FOURTH STREET SUITE 1140 CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	1,500
DESIGN IMPACT 205 WEST FOURTH STREET SUITE 1140 CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	75,000
DESIGNER DONATIONS FOR CINCINNATI 3905 WINDING WAY CINCINNATI,OH 45229	NONE	PC	UNRESTRICTED GRANT	5,000
DOWNTOWN CINCINNATI INC 617 VINE STREET ROOM 1200 CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	25,000
EASTER SEALS TRISTATE 2901 GILBERT AVENUE CINCINNATI,OH 45206	NONE	PC	UNRESTRICTED GRANT	25,000
EASTER SEALS WORK RESOURCE CENTER 2901 GILBERT AVENUE CINCINNATI,OH 45206	NONE	PC	UNRESTRICTED GRANT	20,000
EASTER SEALS WORK RESOURCE CENTER 2901 GILBERT AVENUE CINCINNATI,OH 45206	NONE	PC	UNRESTRICTED GRANT	50,000
EASTER SEALS INC 2901 GILBERT AVENUE CINCINNATI,OH 45206	NONE	PC	UNRESTRICTED GRANT	315,285
Total  3a				11,426,020

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ELEMENTZ PO BOX 141078 CINCINNATI,OH 45250	NONE	PC	UNRESTRICTED GRANT	30,000
EMERGENCY SHELTER OF NORTHERN PO BOX 176601 COVINGTON,KY 41017	NONE	PC	UNRESTRICTED GRANT	25,000
ENJOY THE ARTS 1338 MAIN STREET CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	24,000
ENSEMBLE THEATRE OF CINCINNATI 1127 VINE ST CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	30,000
EVERY CHILD SUCCEEDS 3333 BURNET AVE CINCINNATI,OH 45229	NONE	PC	UNRESTRICTED GRANT	10,000
EXECUTIVE SERVICE CORPS 10921 REED HARTMAN HWY SUITE 228 CINCINNATI,OH 45242	NONE	PC	UNRESTRICTED GRANT	10,000
FORWARD QUEST INC 50 E RIVER CENTER BLVD ROOM 465 COVINGTON,KY 41011	NONE	PC	UNRESTRICTED GRANT	250,000
FORWARD QUEST INC 50 E RIVER CENTER BLVD ROOM 465 COVINGTON,KY 41011	NONE	PC	UNRESTRICTED GRANT	17,000
FORWARD QUEST INC 50 E RIVER CENTER BLVD ROOM 465 COVINGTON,KY 41011	NONE	PC	UNRESTRICTED GRANT	3,000
FORWARD QUEST INC 50 E RIVER CENTER BLVD ROOM 465 COVINGTON,KY 41011	NONE	PC	UNRESTRICTED GRANT	15,000
FOUNDATION FIGHTING BLINDNESS INC 11435 CRONHILL DRIVE OWINGS MILLS,MD 21117	NONE	PC	UNRESTRICTED GRANT	15,000
GIVE BACK CINCINNATI 312 WALNUT STREET CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	10,000
GO VIBRANT 3410 CORNELL PL CINCINNATI,OH 45220	NONE	PC	UNRESTRICTED GRANT	25,000
GO VIBRANT 3410 CORNELL PL CINCINNATI,OH 45220	NONE	PC	UNRESTRICTED GRANT	17,000
GOVERNOR'S SCHOLARS PROGRAM 1024 CAPITAL CENTER DR STE 21 FRANKFORT,KY 40601	NONE	PC	UNRESTRICTED GRANT	25,000
Total  3a				11,426,020

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GREATER CINCINNATI FILM COMMISION 602 MAIN ST STE 712 CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	40,000
GREATER CINCINNATI FOUNDATION 200 WEST FOURTH STREET CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	300,000
GREATER CINCINNATI FOUNDATION 200 WEST FOURTH STREET CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	250,000
GREATER CINCINNATI WORLD AFFAIRS NORTHERN KENTUCKY UNIVERSITY FH 521 HIGHLAND HEIGHTS, KY 41099	NONE	PC	UNRESTRICTED GRANT	10,000
GREEN UMBRELLA 421 OAK STREET CINCINNATI, OH 45219	NONE	PC	UNRESTRICTED GRANT	15,000
GREEN UMBRELLA 421 OAK STREET CINCINNATI, OH 45219	NONE	PC	UNRESTRICTED GRANT	5,000
GREEN UMBRELLA 421 OAK STREET CINCINNATI, OH 45219	NONE	PC	UNRESTRICTED GRANT	250,000
INTERACT FOR CHANGE 3805 EDWARDS ROAD SUITE 500 CINCINNATI, OH 45209	NONE	PC	UNRESTRICTED GRANT	40,000
INTERFAITH HOSPITALITY NETWORK INC PO BOX 72136 NEWPORT, KY 41072	NONE	PC	UNRESTRICTED GRANT	25,000
ITNGREATERCINCINNATI 311 STRAIGHT ST CINCINNATI, OH 45219	NONE	PC	UNRESTRICTED GRANT	25,000
JEWISH FEDERATION OF CINCINNATI 8499 RIDGE ROAD CINCINNATI, OH 45236	NONE	PC	UNRESTRICTED GRANT	50,000
JOSH CARES INC 117 EAST COURT STREET CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	20,000
KNOWTHEATRE TRIBE INC 1120 JACKSON STREET CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	35,000
KNOWLEDGEWORKS FOUNDATION 1 WEST 4TH STREET SUITE 200 CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	13,250
KNOWLEDGEWORKS FOUNDATION 1 WEST 4TH STREET SUITE 200 CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	150,000
Total  3a				11,426,020

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
KNOWLEDGEWORKS FOUNDATION 1 WEST 4TH STREET SUITE 200 CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	3,050
KNOWLEDGEWORKS FOUNDATION 1 WEST 4TH STREET SUITE 200 CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	20,000
KNOWLEDGEWORKS FOUNDATION 1 WEST 4TH STREET SUITE 200 CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	50,000
LEARNING THROUGH ART 1420 SYCAMORE STREET CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	50,000
LEARNING THROUGH ART 1420 SYCAMORE STREET CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	1,000
LEARNING THROUGH ART 1420 SYCAMORE STREET CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	25,000
LIFE LEARNING CENTER INC 315 E 15TH STREET COVINGTON, KY 41011	NONE	PC	UNRESTRICTED GRANT	100,000
LIGHTHOUSE YOUTH SERVICES INC 401 E MCMILLAN STREET CINCINNATI, OH 45206	NONE	PC	UNRESTRICTED GRANT	65,000
MAIN STREET VENTURES 1201 MAIN ST STE 3 CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	35,000
MAIN STREET VENTURES 1201 MAIN ST STE 3 CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	5,000
MAIN STREET VENTURES 1201 MAIN ST STE 3 CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	5,000
MAIN STREET VENTURES 1201 MAIN ST STE 3 CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	60,000
MAIN STREET VENTURES 1201 MAIN ST STE 3 CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	10,000
MUSIC RESOURCE CENTER - CINCINNATI PO BOX 44253 CINCINNATI, OH 45244	NONE	PC	UNRESTRICTED GRANT	15,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY 4440 LAKE FOREST DRIVE SUITE 120 CINCINNATI, OH 45242	NONE	PC	UNRESTRICTED GRANT	1,000
Total  3a				11,426,020

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NATIONAL UNDERGROUND RAILROAD 50 E FREEDOM WAY CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	35,000
NORTHERN KENTUCKY EDUCATION 7310 TURFWAY RD 115 FLORENCE,KY 41042	NONE	PC	UNRESTRICTED GRANT	20,000
NORTHERN KENTUCKY EDUCATION COUNCIL 7310 TURFWAY RD 115 FLORENCE,KY 41042	NONE	PC	UNRESTRICTED GRANT	25,000
NORTHERN KENTUCKY UNIVERSITY 822 LUCAS AC HIGHLAND HEIGHTS,KY 41099	NONE	PC	UNRESTRICTED GRANT	100,000
NORTHERN KENTUCKY UNIVERSITY 822 LUCAS AC HIGHLAND HEIGHTS,KY 41099	NONE	PC	UNRESTRICTED GRANT	12,500
NORTHERN KENTUCKY UNIVERSITY 822 LUCAS AC HIGHLAND HEIGHTS,KY 41099	NONE	PC	UNRESTRICTED GRANT	44,793
NORTHSIDE COMMUNITY COUNCIL PO BOX 23324 CINCINNATI,OH 45223	NONE	PC	UNRESTRICTED GRANT	20,000
NORTHSIDE COMMUNITY COUNCIL PO BOX 23324 CINCINNATI,OH 45223	NONE	PC	UNRESTRICTED GRANT	15,000
OHIO GRANTMAKERS FORUM 37 WEST BROAD STREET SUITE 800 COLUMBUS,OH 43215	NONE	PC	UNRESTRICTED GRANT	12,500
OTR ADOPT INC 509 E THIRTEENTH ST CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	20,000
OVER THE RHINE REVITALIZATION CORP 222 EAST 14TH ST CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	1,500
PEOPLE WORKING COOPERATIVELY 4612 PADDOCK RD CINCINNATI,OH 45229	NONE	PC	UNRESTRICTED GRANT	50,000
PETS IN NEED OF GREATER CINCINNATI 520 W WYOMING AVENUE CINCINNATI,OH 45215	NONE	PC	UNRESTRICTED GRANT	10,000
PHILANTHROPY OHIO 37 W BROAD STREET SUITE 800 COLUMBUS,OH 43215	NONE	PC	UNRESTRICTED GRANT	10,000
PROKIDS 2605 BURNET AVE CINCINNATI,OH 45219	NONE	PC	UNRESTRICTED GRANT	50,000
Total  3a				11,426,020

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PROKIDS 2605 BURNET AVE CINCINNATI,OH 45219	NONE	PC	UNRESTRICTED GRANT	50,000
ROMAN CATHOLIC DIOCESE OF COVINGTON 1140 MADISON AVE COVINGTON,KY 41011	NONE	PC	UNRESTRICTED GRANT	25,000
ROMAN CATHOLIC DIOCESE OF COVINGTON 1140 MADISON AVE COVINGTON,KY 41011	NONE	PC	UNRESTRICTED GRANT	10,000
SAD BEE INC 1457 HILLTREE DR CINCINNATI,OH 45255	NONE	PC	UNRESTRICTED GRANT	6,000
SOCIETY OF ST VINCENT DEPAUL 1125 BANK ST CINCINNATI,OH 45214	NONE	PC	UNRESTRICTED GRANT	50,000
SOCIETY OF ST VINCENT DEPAUL 1125 BANK ST CINCINNATI,OH 45214	NONE	PC	UNRESTRICTED GRANT	20,000
SOCIETY OF ST VINCENT DEPAUL 1125 BANK ST CINCINNATI,OH 45214	NONE	PC	UNRESTRICTED GRANT	49,279
SOCIETY OF ST VINCENT DE PAUL 2655 CRESCENT SPRINGS RD CRESCENT SPRINGS,KY 41017	NONE	PC	UNRESTRICTED GRANT	75,000
SPIRIT OF CINCINNATI 525 VINE ST STE 1500 CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	45,000
SPIRIT OF CINCINNATI 525 VINE ST STE 1500 CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	1,700
STARFIRE COUNCIL OF GREATER 5030 OAKLAWN DR CINCINNATI,OH 45227	NONE	PC	UNRESTRICTED GRANT	25,000
STARFIRE COUNCIL OF GREATER 5030 OAKLAWN DR CINCINNATI,OH 45227	NONE	PC	UNRESTRICTED GRANT	30,000
STRATEGIES TO END HOMELESSNESS INC 2368 VICTORY PARKWAY SUITE 600 CINCINNATI,OH 45206	NONE	PC	UNRESTRICTED GRANT	25,000
STRATEGIES TO END HOMELESSNESS INC 2368 VICTORY PARKWAY SUITE 600 CINCINNATI,OH 45206	NONE	PC	UNRESTRICTED GRANT	50,000
STUDENT ACTIVITY FOUNDATION FOR THE 2330 VICTORY PKWY STE 307 CINCINNATI,OH 45206	NONE	PC	UNRESTRICTED GRANT	25,000
Total			 3a	11,426,020

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
STUDENT ACTIVITY FOUNDATION FOR THE 2330 VICTORY PKWY STE 307 CINCINNATI,OH 45206	NONE	PC	UNRESTRICTED GRANT	25,000
TAFT MUSEUM OF ART 316 PIKE ST CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	100,000
TAFT MUSEUM OF ART 316 PIKE ST CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	9,732
THE CARNEGIE VISUAL & 1028 SCOTT BLVD COVINGTON,KY 41011	NONE	PC	UNRESTRICTED GRANT	75,000
THE CARNEGIE VISUAL & 1028 SCOTT BLVD COVINGTON,KY 41011	NONE	PC	UNRESTRICTED GRANT	5,000
THE CARNEGIE VISUAL & PERFORMING 1028 SCOTT BLVD COVINGTON,KY 41011	NONE	PC	UNRESTRICTED GRANT	5,000
THE CENTER FOR HOLOCAUST 8401 MONTGOMERY ROAD CINCINNATI,OH 45236	NONE	PC	UNRESTRICTED GRANT	10,000
THE CHILDREN'S THEATRE OF CINCINNATI 5020 OAKLAWN DRIVE SUITE 2000 CINCINNATI,OH 45227	NONE	PC	UNRESTRICTED GRANT	25,000
THE POINTARC OF NORTHERN 104 WEST PIKE STREET COVINGTON,KY 41011	NONE	PC	UNRESTRICTED GRANT	25,000
THE RONALD MCDONALD HOUSE CHARITIES 8401 MONTGOMERY ROAD CINCINNATI,OH 45236	NONE	PC	UNRESTRICTED GRANT	64,200
THE SALVATION ARMY 615 SLATERS LN ALEXANDRIA,VA 22313	NONE	PC	UNRESTRICTED GRANT	6,500
THE SEVEN HILLS SCHOOLS 5400 RED BANK ROAD CINCINNATI,OH 45227	NONE	PC	UNRESTRICTED GRANT	25,000
THOMAS MORE COLLEGE 333 THOMAS MORE PARKWAY CRESTVIEW HILLS,KY 41017	NONE	PC	UNRESTRICTED GRANT	50,000
TOOLBANK USA INC 425 WALNUT STREET CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	15,000
UNITED WAY OF GREATER CINCINNATI 2400 READING ROAD CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	500,000
Total 3a				11,426,020

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
UNITED WAY OF GREATER CINCINNATI 2400 READING ROAD CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	73,529
UNITED WAY OF GREATER CINCINNATI 2400 READING ROAD CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	100,000
UNITED WAY OF GREATER CINCINNATI 2400 READING ROAD CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	1,000,000
UNITED WAY OF GREATER CINCINNATI 2400 READING ROAD CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	250,000
UNITED WAY OF GREATER CINCINNATI 2400 READING ROAD CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	100,000
UNITED WAY OF GREATER CINCINNATI 2400 READING ROAD CINCINNATI,OH 45202	NONE	PC	UNRESTRICTED GRANT	25,000
UNIVERSITY OF CINCINNATI FOUNDATION 425 OAK ST CINCINNATI,OH 45219	NONE	PC	UNRESTRICTED GRANT	2,000
UNIVERSITY OF CINCINNATI FOUNDATION 425 OAK ST CINCINNATI,OH 45219	NONE	PC	UNRESTRICTED GRANT	50,000
UNIVERSITY OF CINCINNATI FOUNDATION 425 OAK ST CINCINNATI,OH 45219	NONE	PC	UNRESTRICTED GRANT	12,000
UNIVERSITY OF CINCINNATI FOUNDATION 425 OAK ST CINCINNATI,OH 45219	NONE	PC	UNRESTRICTED GRANT	50,000
UNIVERSITY OF CINCINNATI FOUNDATION 425 OAK ST CINCINNATI,OH 45219	NONE	PC	UNRESTRICTED GRANT	25,000
UNIVERSITY OF CINCINNATI FOUNDATION 425 OAK ST CINCINNATI,OH 45219	NONE	PC	UNRESTRICTED GRANT	50,000
UNIVERSITY OF CINCINNATI FOUNDATION 425 OAK ST CINCINNATI,OH 45219	NONE	PC	UNRESTRICTED GRANT	50,000
VILLAGE LIFE OUTREACH PROJECT INC 3120 BURNET AVE STE 304 CINCINNATI,OH 45229	NONE	PC	UNRESTRICTED GRANT	2,000
WALNUT HILLS HIGH SCHOOL ALUMNI 3250 VICTORY PARKWAY CINCINNATI,OH 45207	NONE	PC	UNRESTRICTED GRANT	50,000
Total ▶ 3a				11,426,020

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WALNUT HILLS REDEVELOPMENT PO BOX 6363 CINCINNATI, OH 45206	NONE	PC	UNRESTRICTED GRANT	2,500
WALNUT HILLS REDEVELOPMENT PO BOX 6363 CINCINNATI, OH 45206	NONE	PC	UNRESTRICTED GRANT	50,000
WHOLE AGAIN INTERNATIONAL P O BOX 19618 CINCINNATI, OH 45219	NONE	PC	UNRESTRICTED GRANT	30,000
WOMENS CRISIS CENTER INC 3580 HARGRAVE DRIVE HEBRON, KY 41048	NONE	PC	UNRESTRICTED GRANT	40,000
WOOD HUDSON CANCER RESEARCH 931 ISABELLA STREET NEWPORT, KY 41071	NONE	PC	UNRESTRICTED GRANT	15,000
WORDPLAY 4041 HAMILTON AVE CINCINNATI, OH 45223	NONE	PC	UNRESTRICTED GRANT	30,000
YMCA OF GREATER CINCINNATI 1105 ELM STREET CINCINNATI, OH 45202	NONE	PC	UNRESTRICTED GRANT	83,333
ZOOLOGICAL SOCIETY OF CINCINNATI 3400 VINE STREET CINCINNATI, OH 45220	NONE	PC	UNRESTRICTED GRANT	5,000
Total			 3a	11,426,020

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2013

Attachment
Sequence No **179**

Name(s) shown on return
CAROL ANN AND RALPH V HAILE US BANCORP
FOUNDATION TRUST UAD 5/30/03

Business or activity to which this form relates
FORM 990-PF PAGE 1

Identifying number

54-2135984

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
7	Listed property Enter the amount from line 29	7		
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9	Tentative deduction Enter the smaller of line 5 or line 8	9		
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10		
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A			
17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	11,285
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions.)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	11,285
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No						24b If "Yes," is the evidence written? ☐ Yes ☐ No		
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%			S/L -			
		%			S/L -			
		%			S/L -			
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1					28			
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions)					
43 Amortization of costs that began before your 2013 tax year				43	5,277
44 Total. Add amounts in column (f) See the instructions for where to report				44	5,277

TY 2013 Accounting Fees Schedule

Name: CAROL ANN AND RALPH V HAILE US BANCORP
FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	15,000	7,500		7,500

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Amortization Schedule

Name: CAROL ANN AND RALPH V HAILE US BANCORP
FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
WEBSITE	2008-04-14	10,500	3,325	180 0000000000000	700	0		4,025
WEBSITE	2008-07-31	1,000	296	180 0000000000000	67	0		363
WEBSITE	2008-08-29	3,650	1,053	180 0000000000000	243	0		1,296
WEBSITE	2008-10-31	20,000	5,554	180 0000000000000	1,333	0		6,887
SOFTWARE	2008-02-26	44,005	14,181	180 0000000000000	2,934	0		17,115

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: CAROL ANN AND RALPH V HAILE US BANCORP

FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FURNITURE AND FIXTURES	2008-05-05	5,056	1,995	200DB	7 0000000000000	224	0		
FURNITURE AND FIXTURES	2008-07-15	1,900	729	200DB	7 0000000000000	84	0		
FURNITURE AND FIXTURES	2008-08-06	5,613	2,154	200DB	7 0000000000000	248	0		
FURNITURE AND FIXTURES	2008-09-10	17,308	6,643	200DB	7 0000000000000	766	0		
FURNITURE AND FIXTURES	2008-10-31	9,657	3,616	200DB	7 0000000000000	422	0		
FURNITURE AND FIXTURES	2008-11-13	57,193	21,418	200DB	7 0000000000000	2,497	0		
FURNITURE AND FIXTURES	2008-12-09	1,830	686	200DB	7 0000000000000	80	0		
FURNITURE AND FIXTURES	2009-01-13	1,055	362	200DB	7 0000000000000	47	0		
LEASEHOLD IMPROVEMENTS	2009-02-06	50,359	7,742	150DB	15 0000000000000	1,744	0		
LEASEHOLD IMPROVEMENTS	2009-02-09	1,474	227	150DB	15 0000000000000	51	0		
FURNITURE AND FIXTURES	2009-03-12	9,493	3,263	200DB	7 0000000000000	424	0		
LEASEHOLD IMPROVEMENTS	2009-03-19	19,851	3,052	150DB	15 0000000000000	687	0		
FURNITURE AND FIXTURES	2009-03-20	55,999	19,253	200DB	7 0000000000000	2,499	0		
LEASEHOLD IMPROVEMENTS	2009-03-20	11,560	1,777	150DB	15 0000000000000	400	0		
FURNITURE AND FIXTURES	2009-03-20	224	77	200DB	7 0000000000000	10	0		
LEASEHOLD IMPROVEMENTS	2009-03-30	1,943	299	150DB	15 0000000000000	67	0		
LEASEHOLD IMPROVEMENTS	2009-04-07	5,001	769	150DB	15 0000000000000	173	0		
FURNITURE AND FIXTURES	2009-05-19	1,835	631	200DB	7 0000000000000	82	0		
LEASEHOLD IMPROVEMENTS	2009-06-18	3,310	509	150DB	15 0000000000000	115	0		
FURNITURE AND FIXTURES	2009-07-02	1,835	631	200DB	7 0000000000000	82	0		

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LEASEHOLD IMPROVEMENTS	2009-07-02	1,439	221	150DB	15 0000000000000	50	0		
FURNITURE AND FIXTURES	2009-08-11	268	92	200DB	7 0000000000000	12	0		
FURNITURE AND FIXTURES	2009-09-03	250	86	200DB	7 0000000000000	11	0		
FURNITURE AND FIXTURES	2009-09-30	2,741	942	200DB	7 0000000000000	122	0		
LEASEHOLD IMPROVEMENTS	2009-11-12	2,890	444	150DB	15 0000000000000	100	0		
FURNITURE AND FIXTURES	2009-11-23	5,700	1,960	200DB	7 0000000000000	254	0		
LEASEHOLD IMPROVEMENTS	2009-09-09	990	152	150DB	15 0000000000000	34	0		

TY 2013 Investments Corporate Bonds Schedule

Name: CAROL ANN AND RALPH V HAILE US BANCORP
FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	27,897,833	28,371,821

**TY 2013 Investments Corporate
Stock Schedule**

Name: CAROL ANN AND RALPH V HAILE US BANCORP
FOUNDATION TRUST UAD 5/30/03
EIN: 54-2135984

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS	32,809,336	40,934,112

TY 2013 Investments Government Obligations Schedule

Name: CAROL ANN AND RALPH V HAILE US BANCORP
FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

US Government Securities - End of	
Year Book Value:	0
US Government Securities - End of	
Year Fair Market Value:	0
State & Local Government	
Securities - End of Year Book	
Value:	859,725
State & Local Government	
Securities - End of Year Fair	
Market Value:	790,479

TY 2013 Investments - Other Schedule

Name: CAROL ANN AND RALPH V HAILE US BANCORP

FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS	AT COST	40,933,272	43,999,945
EXCHANGE TRADED FUNDS	AT COST	79,981,498	105,063,715
EXCHANGE TRADED FUNDS - FIXED INCOME	AT COST	6,195,218	6,262,184
MUTUAL FUNDS - FIXED INCOME	AT COST	2,731,881	2,445,474
REIT	AT COST	100,000	100,000
OTHER ASSETS	AT COST	11,477,784	13,513,223
FOREIGN BOND	AT COST	2,293,537	2,216,596

TY 2013 Land, Etc. Schedule

Name: CAROL ANN AND RALPH V HAILE US BANCORP
FOUNDATION TRUST UAD 5/30/03
EIN: 54-2135984

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE AND FIXTURES	5,056	4,747	309	309
FURNITURE AND FIXTURES	1,900	1,763	137	137
FURNITURE AND FIXTURES	5,613	5,209	404	404
FURNITURE AND FIXTURES	17,308	16,063	1,245	1,245
FURNITURE AND FIXTURES	9,657	8,867	790	790
FURNITURE AND FIXTURES	57,193	52,512	4,681	4,681
FURNITURE AND FIXTURES	1,830	1,681	149	149
WEBSITE	10,500	4,025	6,475	6,475
WEBSITE	1,000	363	637	637
WEBSITE	3,650	1,296	2,354	2,354
WEBSITE	20,000	6,887	13,113	13,113
SOFTWARE	44,005	17,115	26,890	26,890
FURNITURE AND FIXTURES	1,055	937	118	118
LEASEHOLD IMPROVEMENTS	50,359	34,666	15,693	15,693
LEASEHOLD IMPROVEMENTS	1,474	1,015	459	459
FURNITURE AND FIXTURES	9,493	8,434	1,059	1,059
LEASEHOLD IMPROVEMENTS	19,851	13,665	6,186	6,186
FURNITURE AND FIXTURES	55,999	49,752	6,247	6,247
LEASEHOLD IMPROVEMENTS	11,560	7,957	3,603	3,603
FURNITURE AND FIXTURES	224	199	25	25
LEASEHOLD IMPROVEMENTS	1,943	1,338	605	605
LEASEHOLD IMPROVEMENTS	5,001	3,443	1,558	1,558
FURNITURE AND FIXTURES	1,835	1,631	204	204
LEASEHOLD IMPROVEMENTS	3,310	2,279	1,031	1,031
FURNITURE AND FIXTURES	1,835	1,631	204	204
LEASEHOLD IMPROVEMENTS	1,439	991	448	448
FURNITURE AND FIXTURES	268	238	30	30
FURNITURE AND FIXTURES	250	222	28	28
FURNITURE AND FIXTURES	2,741	2,435	306	306
LEASEHOLD IMPROVEMENTS	2,890	1,989	901	901

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE AND FIXTURES	5,700	5,064	636	636
LEASEHOLD IMPROVEMENTS	990	681	309	309

TY 2013 Legal Fees Schedule

Name: CAROL ANN AND RALPH V HAILE US BANCORP
FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,470	0		1,470

TY 2013 Other Assets Schedule

Name: CAROL ANN AND RALPH V HAILE US BANCORP

FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SOFTWARE - NET	29,824		
WEBSITE - NET	24,922		

TY 2013 Other Expenses Schedule**Name:** CAROL ANN AND RALPH V HAILE US BANCORP

FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO DEDUCTIONS FROM K- 1S	0	272,308		0
EVENTS	10,000	0		10,000
OFFICE SUPPLIES	7,170	0		7,170
MEMBERSHIPS	11,500	0		0
SUBSCRIPTIONS	10,331	0		0
INSURANCE	9,963	0		9,963
ADMINISTRATIVE EXPENSES	162,261	81,130		81,130
INTERNET EXPENSES	1,299	0		1,299
MISCELLANEOUS	112,076	0		104,741
AMORTIZATION	5,277	0		0

TY 2013 Other Professional Fees Schedule

Name: CAROL ANN AND RALPH V HAILE US BANCORP
FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STRATEGIC CONSULTING	6,660	0		6,660
PORTFOLIO MANAGEMENT FEES	1,057,943	1,057,943		0

TY 2013 Taxes Schedule

Name: CAROL ANN AND RALPH V HAILE US BANCORP
FOUNDATION TRUST UAD 5/30/03

EIN: 54-2135984

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE TAXES	200	0		200
PAYROLL TAXES	48,856	6,715		42,141