Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 10/01 , 2013, and ending 09/30, 2014

Name of foundation THE CHARLOTTE R SCHMIDLAPP FUND FIFTH THIRD BANK, TRUSTEE

A Employer identification number 31-0532641

Number and street (or P O box number if mail is not delivered to street address) P O BOX 630858

Room/suite

B Telephone number (see instructions) 513-579-5310

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

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 28,226,836.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	11,909.	11,909.		STMT 1
	4 Dividends and interest from securities	441,651.	439,482.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,674,565.			
	b Gross sales price for all assets on line 6a 21,857,937.				
	7 Capital gain net income (from Part IV, line 2)		1,674,565.		
	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)	22,686.	22,686.		STMT 3
	12 **Total.** Add lines 1 through 11	2,150,811.	2,148,642.		
Operating and Administrative Expenses	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) STMT 4	100.	50.	NONE	50.
	b Accounting fees (attach schedule) STMT 5	660.	330.	NONE	330.
	c Other professional fees (attach schedule) STMT 6	17,556.	17,556.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 7	78,768.	11,112.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 8	203,531.	141,978.		61,553.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	300,615.	171,026.	NONE	61,933.
	25 Contributions, gifts, grants paid	545,000.			545,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	845,615.	171,026.	NONE	606,933.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	1,305,196.			
	b **Net investment income** (if negative, enter -0-)		1,977,616.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing	9,837.	23,572.	23,572.
2	Savings and temporary cash investments	1,329,453.	720,019.	720,019.
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)	18,893,452.	23,418,838.	26,143,191.
c	Investments - corporate bonds (attach schedule)	4,011,322.	1,368,585.	1,340,054.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	24,244,064.	25,531,014.	28,226,836.
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	24,244,064.	25,531,014.	
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)	24,244,064.	25,531,014.	
31	**Total liabilities and net assets/fund balances** (see instructions)	24,244,064.	25,531,014.	

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	24,244,064.
2	Enter amount from Part I, line 27a	2	1,305,196.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	2,942.
4	Add lines 1, 2, and 3	4	25,552,202.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	21,188.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,531,014.

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	21,857,937.		20,183,372.	1,674,565.
b				
c				
d				
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				1,674,565.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 1,674,565.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . . **3**

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	257,326.	24,549,499.	0.010482
2011	422,839.	22,437,559.	0.018845
2010	1,485,611.	22,731,038.	0.065356
2009	1,481,947.	20,945,007.	0.070754
2008	1,408,252.	18,363,711.	0.076687

2	**Total** of line 1, column (d)	2	0.242124
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	0.048425
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	27,512,473.
5	Multiply line 4 by line 3	5	1,332,292.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	19,776.
7	Add lines 5 and 6	7	1,352,068.
8	Enter qualifying distributions from Part XII, line 4	8	606,933.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	39,552.
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	39,552.
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	39,552.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 65,000.		
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	65,000.
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	25,448.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 25,448. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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. ▶ (513)579-5310

Located at ▶ 38 FOUNTAIN SQUARE PLAZA, 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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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 ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FIFTH THIRD BANK 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH 45263	TRUSTEE 1	-0-	-0-	-0-

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		-0-	-0-	-0-

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	26,521,745.
b	Average of monthly cash balances	1b	1,409,700.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	27,931,445.
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	27,931,445.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	418,972.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,512,473.
6	**Minimum investment return.** Enter 5% of line 5	6	1,375,624.

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	1,375,624.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	39,552.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	39,552.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,336,072.
4	Recoveries of amounts treated as qualifying distributions			4	2,500.
5	Add lines 3 and 4			5	1,338,572.
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	1,338,572.

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	606,933.
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	606,933.
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	606,933.

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				1,338,572.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			NONE	
b	Total for prior years 20 11 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2013				
a	From 2008 ... 498,800.				
b	From 2009 ... 438,794.				
c	From 2010 ... 368,660.				
d	From 2011 ... NONE				
e	From 2012 ... NONE				
f	**Total** of lines 3a through e	1,306,254.			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 606,933.				
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				606,933.
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).)*	731,639.			731,639.
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	574,615.			
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)	NONE			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	574,615.			
10	Analysis of line 9:				
a	Excess from 2009 ... 205,955.				
b	Excess from 2010 ... 368,660.				
c	Excess from 2011 ... NONE				
d	Excess from 2012 ... NONE				
e	Excess from 2013 ... NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 11

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED C/O FIFTH THIRD BANK P.O BOX 630858 CINCINNATI OH 45263	NONE	PC	PROGRAM SUPPORT	545,000.
Total . . . . ▶ 3a				545,000.
b *Approved for future payment*				
SEE ATTACHED SCHEDULE	NONE	PC	PROGRAM SUPPORT	1,050,000.
Total . . . . ▶ 3b				1,050,000.

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	11,909.
4 Dividends and interest from securities				NONE	441,651.
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				NONE	22,686.
8 Gain or (loss) from sales of assets other than inventory				NONE	1,674,565.
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	2,150,811.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,150,811.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | 11/03/2014 Date | Trustee Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	11,909.	11,909.
TOTAL	11,909.	11,909.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	100.	100.
FOREIGN DIVIDENDS	75,383.	75,383.
NONDIVIDEND DISTRIBUTIONS	2,169.	
DOMESTIC DIVIDENDS	281,328.	281,328.
FOREIGN INTEREST	286.	286.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	698.	698.
OID INCOME	31.	31.
OID INCOME ON USGI	94.	94.
US GOVERNMENT INTEREST REPORTED AS QUALI	88.	88.
NONQUALIFIED FOREIGN DIVIDENDS	5,269.	5,269.
NONQUALIFIED DOMESTIC DIVIDENDS	76,205.	76,205.
TOTAL	441,651.	439,482.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PORTFOLIO INCOME FROM FEG K-1	22,686.	22,686.
TOTALS	22,686.	22,686.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	100.	50.		50.
TOTALS	100.	50.	NONE	50.

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 - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	17,556.	17,556.
TOTALS	17,556.	17,556.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	374.	374.
PRIOR YEAR EXCISE TAX PAID	2,656.	
EXCISE TAX ESTIMATE	65,000.	
FOREIGN TAXES ON QUALIFIED FOR	10,738.	10,738.
TOTALS	78,768.	11,112.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK SERVICE FEES	200,509.	140,356.	60,153.
OAG FILING FEE	200.		200.
OTHER MISC. EXPENSES	1,200.		1,200.
PORTFOLIO DEDUCTIONS FEG K-1	1,622.	1,622.	
TOTALS	203,531.	141,978.	61,553.

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

DESCRIPTION	AMOUNT
ROUNDING ON INCOME, EXPENSES AND SALES	8.
ADJ INCOME FACTORED TO NONTAXABLE T/C 905	434.
PRIOR YEAR CONTRIBUTION RETURNED	2,500.
TOTAL	2,942.

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

DESCRIPTION	AMOUNT
DIFFERENCE BETWEEN INC AND EXP ON K-1 (NO CASH RECD)	21,064.
OID ADJUSTMENT	124.
TOTAL	21,188.

FORM 990PF, PART XV - LINES 2a - 2d

RECIPIENT NAME:
FIFTH THIRD BANK FOUNDATION OFFICE
ADDRESS:
38 FOUNTAIN SQUARE PLAZA MD1090CA
CINCINNATI, OH 45263
RECIPIENT'S PHONE NUMBER: 513-534-4397
FORM, INFORMATION AND MATERIALS:
AVAILABLE ON REQUEST
SUBMISSION DEADLINES:
AVAILABLE ON REQUEST
RESTRICTIONS OR LIMITATIONS ON AWARDS:
TO SUPPORT INITIATIVES THAT EMPOWER AND ASSIST
WOMEN AND GIRLS IN ACHIEVING SELF-SUFFICIENCY

Charlotte R. Schmidlapp Fund
Contributions
Fiscal Year Ending 9/30/2014

Organization	Address	City	St	Zip	Fndn Status	Usage	Amt
Cincinnati Children's Hospital Medical Center	3333 Burnet Avenue, MLC 9002	Cincinnati	OH	45229	PC	Endowment	$250,000.00
Marvin Lewis Community Fund	700 West Pete Rose Way	Cincinnati	OH	45203	PC	Project/Program Support	$25,000.00
Ohio Foundation of Independent Colleges, Inc.	250 East Broad Street, Suite 1700	Columbus	OH	43215	PC	Project/Program Support	$100,000.00
Union Institute	440 East McMillan	Cincinnati	OH	45206	PC	Project/Program Support	$50,000.00
University of Cincinnati Foundation	P.O. Box 19970	Cincinnati	OH	45219	PC	Scholarship	$20,000.00
YWCA Greater Cincinnati	898 Walnut Street	Cincinnati	OH	45202	PC	Project/Program Support	$100,000.00
							$ 545,000.00

Charlotte R. Schmidlapp Fund

Grants Approved for Future Payment
FY Ending 9/30/2014

Grantee	Fndn Status	Location	Commitment
Cincinnati Children's Hospital Medical Center	PC	Cincinnati, OH	$250,000
Ohio Foundation of Independent Colleges, Inc.	PC	Columbus, OH	$200,000
Strategies to End Homelessness, Inc.	PC	Cincinnati, OH	$500,000
The Women's Fund/Greater Cincinnati Fndn	PC	Cincinnati, OH	$100,000
			$ 1,050,000.00

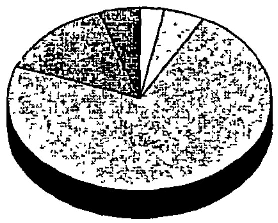
FIFTH THIRD
PRIVATE BANK

TR C R SCHMIDLAPP FD - CONS.

09/01/2014 - 09/30/2014

THE FIFTH THIRD BANK
TR C R SCHMIDLAPP FUND
CONSOLIDATED

INVESTMENT ALLOCATION SUMMARY



Description	Last Statement Market Value	This Statement Market Value	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	$1,123,027.22	$743,591.01	3%	$71.99	0.0%
Fixed Income	$1,349,040.36	$1,340,054.43	5%	$40,805.01	3.0%
Equities	$21,079,192.59	$20,678,284.10	73%	$272,911.27	1.3%
Alternative Strategies	$3,959,775.51	$3,965,875.40	14%	$15,245.20	0.4%
Real Estate Investments	$1,610,416.29	$1,499,031.66	5%	$63,146.83	4.2%
Total Account Value	**$29,121,451.97**	**$28,226,836.60**	**100%**	**$392,180.30**	**1.4%**

Net change in total account value (3.1) % Decrease

ACCOUNT SUMMARY

	Cash	Investments*	Total
Beginning Balance	**$1,123,027.22**	**$27,998,424.75**	**$29,121,451.97**
Income	$29,580.64		$29,580.64
Contributions	$365,000.00		$365,000.00
Distributions	$(411,497.70)		$(411,497.70)
Net Security Transactions	$(362,519.15)	$362,519.15	
Change in Market Value		$(877,698.31)	$(877,698.31)
Ending Balance	**$743,591.01**	**$27,483,245.59**	**$28,226,836.60**

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

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	$63,767.26	$513,267.75
Long-term gain/(loss)	$127,157.49	$428,304.02
Net realized gain/(loss)	**$190,924.75**	**$941,571.77**

INVESTMENT OBJECTIVE

Aggressive Growth

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

ACCOUNT OVERVIEW

	Current Period	Calendar YTD
Income Earned		
Interest	$1,215.21	$6,227.26
Dividends	$28,365.43	$254,652.10
Total Income Earned	$29,580.64	$260,879.36
Contributions		
Cash	$365,000.00	$5,416,530.59
Security Deposits	$0.00	$37,854.48
Total Contributions	$365,000.00	$5,454,385.07
Distributions		
Cash	$(411,497.70)	$(6,198,029.06)
Security Withdrawals	$0.00	$(0.02)
Total Distributions	$(411,497.70)	$(6,198,029.08)
Security Transactions		
Purchases	$(1,757,280.31)	$(12,360,679.28)
Sales	$1,394,761.16	$11,658,291.00
Net Security Transactions	$(362,519.15)	$(702,388.28)
Change in Market Value	$(877,698.31)	$997,934.09

FIFTH THIRD
PRIVATE BANK

TR C R SCHMIDLAPP FD - CONS.

09/01/2014 - 09/30/2014

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
23,572.0100		CASH	$1.000	$23,572.01	0.1%	$23,572.01			
720,019.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES CUSIP - 99FEDPVO1	$1.000	$720,019.00	2.6%	$720,019.00		$71.99	
		Cash & Equivalents - Total		**$743,591.01**	**2.6%**	**$743,591.01**		**$71.99**	
Fixed Income									
5,000.0000		AMERICAN EXPRESS CR CORP 07/29/13 2.125 07/27/18 CUSIP - 0258M0DJ5	$100.541	$5,027.05	0.0%	$4,994.80	$32.25	$106.25	2.1%
5,000.0000		APPLE INC 05/03/13 2.400 05/03/23 CUSIP - 037833AK6	$94.557	$4,727.85	0.0%	$4,993.35	$(265.50)	$120.00	2.5%
5,000.0000		BB&T CORP SR MEDIUM TERM NTS 08/14/12 1.600 08/15/17 CUSIP - 05531FAL7	$100.274	$5,013.70	0.0%	$4,990.90	$22.80	$80.00	1.6%
5,000.0000		BANK OF NEW YORK MELLON 09/23/11 3.550 09/23/21 OPT CALL 08/23/2021 @ 100.00 CUSIP - 06406HBY4	$103.876	$5,193.80	0.0%	$4,996.65	$197.15	$177.50	3.4%
5,000.0000		BERKSHIRE HATHAWAY INC DEL SR NT 02/11/13 3.000 02/11/23 CUSIP - 084670BJ6	$99.355	$4,967.75	0.0%	$4,957.70	$10.05	$150.00	3.0%
5,000.0000		BLACKROCK INC 03/18/14 3.500 03/18/24 CUSIP - 09247XAL5	$100.820	$5,041.00	0.0%	$5,081.55	$(40.55)	$175.00	3.5%
9,634.2360		CWALT INC 12/01/04 5.000 02/25/20 SERIES 2004-30CB CLASS 3-A-1	$103.241	$9,946.48	0.0%	$9,266.56	$679.92	$481.71	4.8%

FIFTH THIRD
PRIVATE BANK

TR C R SCHMIDLAPP FD - CONS.

09/01/2014 - 09/30/2014

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		CUSIP - 12667FJ63							
3,088.5700		CWALT 2005-J3 3A1 03/01/05 6.500 09/25/34 CUSIP - 12667GEC3	$99.744	$3,080.66	0.0%	$3,115.72	$(35.06)	$200.76	6.5%
8,603.2500		CWHL 2004-J6 1A2 07/01/04 5.250 08/25/24 CUSIP - 12669FY98	$99.118	$8,527.37	0.0%	$8,432.90	$94.47	$451.67	5.3%
5,000.0000		COLGATE-PALMOLIVE CO MEDIUM 05/02/13 0.900 05/01/18 CUSIP - 19416QEB2	$97.704	$4,885.20	0.0%	$4,976.15	$(90.95)	$45.00	0.9%
5,000.0000		DEUTSCHE BK AG GLOBAL MEDIUM 01/11/11 3.250 01/11/16 CUSIP - 2515A14E8	$103.068	$5,153.40	0.0%	$5,190.10	$(36.70)	$162.50	3.2%
5,000.0000		EBAY INC 10/28/10 3.250 10/15/20 CUSIP - 278642AC7	$102.374	$5,118.70	0.0%	$5,213.90	$(95.20)	$162.50	3.2%
10,000.0000		FEDERAL HOME LOAN BANK 04/11/14 0.875 05/24/17 CUSIP - 3130A1NN4	$99.736	$9,973.60	0.0%	$9,990.60	$(17.00)	$87.50	0.9%
15,000.0000		FEDERAL HOME LOAN BANK 03/16/10 4.125 03/13/20 CUSIP - 3133XXP50	$109.549	$16,432.35	0.1%	$16,765.20	$(332.85)	$618.75	3.8%
15,000.0000		FEDERAL HOME LOAN BANK 05/04/12 1.000 06/21/17 CUSIP - 313379DD8	$100.001	$15,000.15	0.1%	$15,042.00	$(41.85)	$150.00	1.0%
10,000.0000		FANNIE MAE 10/20/11 1.375 11/15/16 CUSIP - 3135G0ES8	$101.493	$10,149.30	0.0%	$10,294.80	$(145.50)	$137.50	1.4%
5,000.0000		FANNIE MAE 01/05/12 1.250 01/30/17	$100.925	$5,046.25	0.0%	$5,082.15	$(35.90)	$62.50	1.2%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		CUSIP - 3135G0GY3							
20,000.0000		FANNIE MAE 07/20/12 0.875 08/28/17 CUSIP - 3135G0MZ3	$99.328	$19,865.60	0.1%	$19,896.00	$(30.40)	$175.00	0.9%
15,000.0000		FANNIE MAE 09/24/12 0.875 10/26/17 CUSIP - 3135G0PQ0	$99.051	$14,857.65	0.1%	$14,883.30	$(25.65)	$131.25	0.9%
10,000.0000		FANNIE MAE 07/19/13 0.625 08/26/16 CUSIP - 3135G0YE7	$100.054	$10,005.40	0.0%	$9,967.90	$37.50	$62.50	0.6%
10,000.0000		FEDERAL NATL MTG ASSN 09/08/14 2.630 09/06/24 CUSIP - 3135G0ZR7	$98.367	$9,836.70	0.0%	$9,908.70	$(72.00)	$262.50	2.7%
10,000.0000		FHLMC MULTIFAMILY STR PASS THRU 06/01/12 2.130 01/25/19 SER K708 CL A2 CUSIP - 3137AQT24	$100.734	$10,073.40	0.0%	$10,362.50	$(289.10)	$213.00	2.1%
10,000.0000		FANNIE MAE 12/01/12 2.307 08/25/22 SER K023 CL A2 CUSIP - 3137AWQH1	$96.781	$9,678.10	0.0%	$10,199.50	$(521.40)	$230.70	2.4%
10,000.0000		FREDDIE MAC 01/01/13 2.573 09/25/22 SER K024 CL A2 CUSIP - 3137AXHP1	$98.568	$9,856.80	0.0%	$10,199.52	$(342.72)	$257.30	2.6%
15,000.0000		FREDDIE MAC 01/13/12 2.375 01/13/22 CUSIP - 3137EADB2	$99.422	$14,913.30	0.1%	$15,025.50	$(112.20)	$356.25	2.4%
20,000.0000		FREDDIE MAC 01/30/12 1.000 03/08/17 CUSIP - 3137EADC0	$100.283	$20,056.60	0.1%	$20,083.00	$(26.40)	$200.00	1.0%

PORTFOLIO POSITIONS (continued)

Fixed Income (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
20,000.0000		FREDDIE MAC 02/21/12 0.500 04/17/15 CUSIP - 3137EADD8	$100.217	$20,043.40	0.1%	$20,054.00	$(10.60)	$100.00	0.5%
20,000.0000		FREDDIE MAC 10/02/12 1.250 10/02/19 CUSIP - 3137EADM8	$97.136	$19,427.20	0.1%	$19,432.20	$(5.00)	$250.00	1.3%
10,000.0000		FREDDIE MAC 01/17/13 0.875 03/07/18 CUSIP - 3137EADP1	$98.297	$9,829.70	0.0%	$9,850.30	$(20.60)	$87.50	0.9%
5,000.0000		FEDERAL HOME LN MTG CORP 03/07/13 0.500 05/13/16 CUSIP - 3137EADQ9	$100.055	$5,002.75	0.0%	$5,006.00	$(3.25)	$25.00	0.5%
10,000.0000		FREDDIE MAC 04/04/13 1.375 05/01/20 CUSIP - 3137EADR7	$96.401	$9,640.10	0.0%	$9,637.10	$3.00	$137.50	1.4%
62.3200		FN 575501 05/01/02 6.000 05/01/17 CUSIP - 31386WKN7	$102.907	$64.13	0.0%	$65.15	$(1.02)	$3.74	5.8%
92.3800		FN 575515 06/01/02 6.000 06/01/17 CUSIP - 31386WK49	$103.777	$95.87	0.0%	$96.57	$(0.70)	$5.54	5.8%
85.8000		FN 623876 02/01/02 6.000 02/01/17 CUSIP - 31389FCM2	$103.419	$88.73	0.0%	$89.70	$(0.97)	$5.15	5.8%
219.0000		FN 626811 06/01/02 6.500 06/01/17 CUSIP - 31389JKY9	$104.171	$228.13	0.0%	$232.55	$(4.42)	$14.24	6.2%
2,430.2800		FN 637252 05/01/02 7.000 05/01/32 CUSIP - 31389V5M5	$109.112	$2,651.73	0.0%	$2,560.71	$91.02	$170.12	6.4%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
52.4000		FN 649060 06/01/02 6.000 06/01/17 CUSIP - 31390LB54	$100.897	$52.87	0.0%	$54.78	$(1.91)	$3.14	5.9%
16,239.6300		FNR 2005-56 SP 06/25/05 VAR 08/25/33 CUSIP - 31394D6V7	$105.221	$17,087.50	0.1%	$16,036.61	$1,050.89	$974.38	5.7%
488.4600		FN 704460 05/01/03 6.000 05/01/18 CUSIP - 31401CTR4	$104.377	$509.84	0.0%	$511.96	$(2.12)	$29.31	5.7%
		FN 733368 7/1/2003 5.500 8/1/2018 CUSIP - 31402MW55	$105.923		0.0%	$117.41	$(117.41)		
4,904.7600		FN 737375 08/01/03 6.000 09/01/18 CUSIP - 31402TFQ3	$104.984	$5,149.21	0.0%	$5,126.24	$22.97	$294.29	5.7%
		FN 778899 5/1/2004 4.500 5/1/2034 CUSIP - 31404UKL3	$108.239		0.0%	$0.09	$(0.09)		
5,000.0000		GOOGLE INC SR GLBL NT 02/25/14 3.375 02/25/14 CUSIP - 38259PAD4	$102.079	$5,103.95	0.0%	$5,139.20	$(35.25)	$168.75	3.3%
2,844.7800		JPMMT 2005-A1 2A1 01/01/05 VAR 02/25/35 CUSIP - 466247LK7	$101.528	$2,888.25	0.0%	$2,858.10	$30.15	$68.66	2.4%
5,000.0000		JP MORGAN CHASE & CO 05/13/14 3.625 05/13/24 CUSIP - 46625HJX9	$99.333	$4,966.65	0.0%	$5,002.05	$(35.40)	$181.25	3.6%
10,000.0000		JPMCC 2005-LDP5 A4 12/01/05 VAR 12/15/44 CUSIP - 46625YXP3	$102.942	$10,294.20	0.0%	$11,181.64	$(887.44)	$540.45	5.3%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								**(continued)**	
4,987.7200		JPMMT 2006-A4 2A2 05/01/06 VAR 06/25/36 CUSIP - 46628LAG3	$90.658	$4,521.77	0.0%	$4,994.74	$(472.97)	$118.05	2.6%
10,000.0000		MERCEDES-BENZ AUTO LEASE TR 04/24/13 0.590 02/15/16 SER 2013-A CL A3 CUSIP - 58768VAC5	$100.040	$10,004.00	0.0%	$9,999.13	$4.87	$59.00	0.6%
		MSM 2004-4 3A 08/01/04 5.000 08/25/19 CUSIP - 61748HDV0	$102.108		0.0%	$0.11	$(0.11)		
5,000.0000		PNC FUNDING CORP 09/19/11 2.700 09/19/16 OPT CALL 08/19/2016 @ 100.00 CUSIP - 693476BM4	$103.187	$5,159.35	0.0%	$4,993.95	$165.40	$135.00	2.6%
5,000.0000		PROCTER & GAMBLE CO NOTE 08/15/11 1.450 08/15/16 CUSIP - 742718DV8	$101.253	$5,062.65	0.0%	$4,959.80	$102.85	$72.50	1.4%
5,000.0000		RIO TINTO FIN USA PLC NT 08/21/12 1.625 08/21/17 CUSIP - 76720AAE6	$100.538	$5,026.90	0.0%	$5,062.95	$(36.05)	$81.25	1.6%
5,000.0000		SANTANDER DRIVE AUTO 07/17/13 1.110 12/15/17 SER 2013-4 CL A-3 CUSIP - 80283HAC6	$100.419	$5,020.95	0.0%	$4,999.25	$21.70	$55.50	1.1%
5,000.0000		SIMON PPTY GROUP LP 01/25/10 4.200 02/01/15 CUSIP - 828807CC9	$100.293	$5,014.65	0.0%	$5,246.65	$(232.00)	$210.00	4.2%
5,000.0000		STATE STR CORP SR NT 05/15/13 1.350 05/15/18 CUSIP - 857477AK9	$98.251	$4,912.55	0.0%	$4,995.20	$(82.65)	$67.50	1.4%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								**(continued)**	
46,017.0710	FIBZX	TEMPLETON INCOME TR TEMPLETON INTL BD FD ADVISOR CUSIP - 880208806	$11.630	$535,178.54	1.9%	$550,108.97	$(14,930.43)	$14,955.55	2.8%
5,000.0000		TOTAL CAP CDA LTD GLBL NT 01/17/13 1.450 01/15/18 CUSIP - 89153UAE1	$99.369	$4,968.45	0.0%	$4,995.20	$(26.75)	$72.50	1.5%
27,137.1270	TFSLX	TOUCHSTONE FLEXIBLE TR FLEXIBLE INCOME FD INSTL CL CUSIP - 89154Q588	$10.560	$286,568.06	1.0%	$296,608.80	$(10,040.74)	$14,084.17	4.9%
20,000.0000		UNITED STATES TREAS NTS 11/30/13 1.250 11/30/18 CUSIP - 912828A34	$98.625	$19,725.00	0.1%	$19,763.49	$(38.49)	$250.00	1.3%
15,000.0000		UNITED STATES TREAS NTS 02/28/14 0.250 02/29/16 CUSIP - 912828B82	$99.918	$14,987.70	0.1%	$14,983.01	$4.69	$37.50	0.3%
10,000.0000		UNITED STATES TREAS NTS 08/31/14 0.500 08/31/16 CUSIP - 912828D64	$99.898	$9,989.80	0.0%	$9,998.44	$(8.64)	$50.00	0.5%
25,000.0000		UNITED STATES TREAS NOTE 05/31/14 2.000 05/31/21 CUSIP - 912828WN6	$98.844	$24,711.00	0.1%	$24,906.63	$(195.63)	$500.00	2.0%
10,000.0000		UNITED STATES TREAS NTS 06/30/14 1.625 06/30/19 CUSIP - 912828WS5	$99.469	$9,946.90	0.0%	$9,989.45	$(42.55)	$162.50	1.6%
12,676.3100		VALT 2002-1 A4 06/01/02 VAR 05/07/27 CUSIP - 92178PAD9	$103.803	$13,158.39	0.0%	$13,436.89	$(278.50)	$832.83	6.3%
10,000.0000		WFRBS COML MTG TR 02/01/13 2.029 03/15/45 SER 2013-C11 CL A2	$100.595	$10,059.50	0.0%	$10,299.87	$(240.37)	$202.90	2.0%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								**(continued)**	
		CUSIP - 92937EAB0							
10,000.0000		WACHOVIA BK COML MTG TR 03/01/06 VAR 01/18/45 SERIE 2006-C23 CLASS A-5 CUSIP - 92976BFE7	$104.859	$10,485.90	0.0%	$11,278.91	$(793.01)	$541.60	5.2%
		Fixed Income - Total		**$1,340,054.43**	**4.7%**	**$1,368,584.75**	**$(28,530.32)**	**$40,805.01**	**3.0%**
Equities									
3,459.0000	DOX	AMDOCS LIMITED CUSIP - G02602103	$45.880	$158,698.92	0.6%	$156,614.47	$2,084.45	$2,144.58	1.4%
3,330.0000	STX	SEAGATE TECHNOLOGY PLC SHS CUSIP - G7945M107	$57.270	$190,709.10	0.7%	$129,984.82	$60,724.28	$5,727.60	3.0%
2,997.0000	TEL	TE CONNECTIVITY LTD REG SHS CUSIP - H84989104	$55.290	$165,704.13	0.6%	$184,333.92	$(18,629.79)	$3,476.52	2.1%
1,465.0000	LYB	LYONDELLBASELL INDUSTRIES SEDOL # B3SPXZ ISIN # NL0009434992 CUSIP - N53745100	$108.660	$159,186.90	0.6%	$115,779.82	$43,407.08	$4,102.00	2.6%
2,784.0000	RCL	ROYAL CARIBBEAN CRUISES LTD CUSIP - V7780T103	$67.290	$187,335.36	0.7%	$142,073.97	$45,261.39	$3,340.80	1.8%
2,894.0000	T	AT&T INC CUSIP - 00206R102	$35.240	$101,984.56	0.4%	$98,187.68	$3,796.88	$5,324.96	5.2%
3,098.0000	ABBV	ABBVIE INC CUSIP - 00287Y109	$57.760	$178,940.48	0.6%	$125,294.00	$53,646.48	$5,204.64	2.9%
2,265.0000	AET	AETNA INC NEW CUSIP - 00817Y108	$81.000	$183,465.00	0.6%	$166,262.04	$17,202.96	$2,038.50	1.1%
3,140.0000	ALL	ALLSTATE CORP CUSIP - 020002101	$61.370	$192,701.80	0.7%	$170,406.53	$22,295.27	$3,516.80	1.8%
1,577.0000	AMP	AMERIPRISE FINANCIAL INC	$123.380	$194,570.26	0.7%	$174,652.93	$19,917.33	$3,658.64	1.9%

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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)	
		CUSIP - 03076C106							
1,296.0000	AMGN	AMGEN INC CUSIP - 031162100	$140.460	$182,036.16	0.6%	$126,517.34	$55,518.82	$3,162.24	1.7%
1,760.0000	AAPL	APPLE INC CUSIP - 037833100	$100.750	$177,320.00	0.6%	$52,215.12	$125,104.88	$3,308.80	1.9%
1,263.0000	BA	BOEING CO CUSIP - 097023105	$127.380	$160,880.94	0.6%	$134,103.69	$26,777.25	$3,687.96	2.3%
4,541.0000	CMS	CMS ENERGY CORP CUSIP - 125896100	$29.660	$134,686.06	0.5%	$123,343.19	$11,342.87	$4,904.28	3.6%
2,261.0000	CVS	CVS HEALTH CORPORATION CUSIP - 126650100	$79.590	$179,952.99	0.6%	$124,403.86	$55,549.13	$2,487.10	1.4%
1,493.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	$119.320	$178,144.76	0.6%	$177,488.77	$655.99	$6,390.04	3.6%
7,148.0000	CSCO	CISCO SYSTEMS INC CUSIP - 17275R102	$25.170	$179,915.16	0.6%	$178,647.10	$1,268.06	$5,432.48	3.0%
3,758.0000	CCE	COCA-COLA ENTERPRISES INC NEW CUSIP - 19122T109	$44.360	$166,704.88	0.6%	$166,187.50	$517.38	$3,758.00	2.3%
3,362.0000	CMCSA	COMCAST CORP CL A CUSIP - 20030N101	$53.780	$180,808.36	0.6%	$171,923.85	$8,884.51	$3,025.80	1.7%
2,322.0000	COP	CONOCOPHILLIPS CUSIP - 20825C104	$76.520	$177,679.44	0.6%	$146,486.62	$31,192.82	$6,780.24	3.8%
4,466.0000	DAL	DELTA AIR LINES INC CUSIP - 247361702	$36.150	$161,445.90	0.6%	$79,403.75	$82,042.15	$1,607.76	1.0%
2,952.0000	DFS	DISCOVER FINANCIAL SERVICES CUSIP - 254709108	$64.390	$190,079.28	0.7%	$130,496.44	$59,582.84	$2,833.92	1.5%
100,444.1900	AEPFX	EUROPACIFIC GROWTH FD CL F-2 CUSIP - 29875E100	$48.610	$4,882,592.08	17.3%	$4,213,649.50	$668,942.58	$57,654.97	1.2%
1,913.0000	XOM	EXXON MOBIL CORP	$94.050	$179,917.65	0.6%	$174,784.08	$5,133.57	$5,279.88	2.9%

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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)	
		CUSIP - 30231G102							
703.0000	GEO	GEO GROUP INC NEW CUSIP - 36162J106	$38.220	$26,868.66	0.1%	$23,707.91	$3,160.75	$1,602.84	6.0%
1,748.0000	GILD	GILEAD SCIENCES INC COMMON CUSIP - 375558103	$106.450	$186,074.60	0.7%	$185,392.71	$681.89		
1,798.0000	HBI	HANESBRANDS INC. CUSIP - 410345102	$107.440	$193,177.12	0.7%	$89,382.86	$103,794.26	$2,157.60	1.1%
1,893.0000	HP	HELMERICH & PAYNE INC COM CUSIP - 423452101	$97.870	$185,267.91	0.7%	$136,686.97	$48,580.94	$5,205.75	2.8%
5,120.0000	INTC	INTEL CORP CUSIP - 458140100	$34.820	$178,278.40	0.6%	$178,134.02	$144.38	$4,608.00	2.6%
919.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	$189.830	$174,453.77	0.6%	$137,852.31	$36,601.46	$4,043.60	2.3%
1,785.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	$106.590	$190,263.15	0.7%	$154,962.32	$35,300.83	$4,998.00	2.6%
1,658.0000	KMB	KIMBERLY CLARK CORP CUSIP - 494368103	$107.570	$178,351.06	0.6%	$160,051.87	$18,299.19	$5,570.88	3.1%
3,417.0000	KR	KROGER CO CUSIP - 501044101	$52.000	$177,684.00	0.6%	$178,340.32	$(656.32)	$2,528.58	1.4%
3,374.0000	LNC	LINCOLN NATL CORP IND CUSIP - 534187109	$53.580	$180,778.92	0.6%	$154,523.96	$26,254.96	$2,159.36	1.2%
3,165.0000	M	MACYS INC CUSIP - 55616P104	$58.180	$184,139.70	0.7%	$182,390.79	$1,748.91	$3,956.25	2.1%
1,796.0000	MGA	MAGNA INTL INC SEDOL 2554475 ISIN CA5592224011 CUSIP - 559222401	$94.910	$170,458.36	0.6%	$111,815.49	$58,642.87	$2,729.92	1.6%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
952.0000	MCK	MCKESSON CORPORATION COM STK CUSIP - 58155Q103	$194.670	$185,325.84	0.7%	$159,017.59	$26,308.25	$913.92	0.5%
3,305.0000	MET	METLIFE INC CUSIP - 59156R108	$53.720	$177,544.60	0.6%	$151,640.04	$25,904.56	$4,627.00	2.6%
4,295.0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	$38.280	$164,412.60	0.6%	$133,385.54	$31,027.06	$2,061.60	1.3%
121,280.6280	ODVYX	OPPENHEIMER DVLPING MKTS-Y CUSIP - 683974505	$38.420	$4,659,601.73	16.5%	$4,537,201.48	$122,400.25	$19,768.74	0.4%
2,051.0000	PNC	PNC FINANCIAL SERVICES GROUP CUSIP - 693475105	$85.580	$175,524.58	0.6%	$179,644.02	$(4,119.44)	$3,937.92	2.2%
2,541.0000	PKG	PACKAGING CORP AMER COM CUSIP - 695156109	$63.820	$162,166.62	0.6%	$179,571.69	$(17,405.07)	$4,065.60	2.5%
2,325.0000	QCOM	QUALCOMM INC COM CUSIP - 747525103	$74.770	$173,840.25	0.6%	$152,904.98	$20,935.27	$3,906.00	2.2%
1,572.0000	RTN	RAYTHEON CO CUSIP - 755111507	$101.620	$159,746.64	0.6%	$141,463.09	$18,283.55	$3,804.24	2.4%
19,379.1320	OTCFX	T ROWE PRICE SMALL CAP STOCK FUND #65 CUSIP - 779572106	$43.630	$845,511.53	3.0%	$735,244.25	$110,267.28	$2,325.50	0.3%
1,821.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	$101.690	$185,177.49	0.7%	$163,264.12	$21,913.37	$2,913.60	1.6%
3,120.0000	SWKS	SKYWORKS SOLUTIONS INC CUSIP - 83088M102	$58.050	$181,116.00	0.6%	$115,736.85	$65,379.15	$1,372.80	0.8%
4,479.0000	STI	SUNTRUST BKS INC COM CUSIP - 867914103	$38.030	$170,336.37	0.6%	$180,088.05	$(9,751.68)	$3,583.20	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	Est. Yield
Equities								**(continued)**	
47,649.7630	TMPIX	TOUCHSTONE MID CAP FD I SHARES CUSIP - 89155T649	$23.850	$1,136,446.85	4.0%	$936,794.35	$199,652.50	$2,716.04	0.2%
3,394.0000	TRN	TRINITY INDS INC COM CUSIP - 896522109	$46.720	$158,567.68	0.6%	$142,478.67	$16,089.01	$1,357.60	0.9%
4,705.0000	TSN	TYSON FOODS INC CL A CUSIP - 902494103	$39.370	$185,235.85	0.7%	$177,727.14	$7,508.71	$1,411.50	0.8%
1,497.0000	UNP	UNION PAC CORP CUSIP - 907818108	$108.420	$162,304.74	0.6%	$80,365.32	$81,939.42	$2,994.00	1.8%
1,517.0000	UTX	UNITED TECHNOLOGIES CORP CUSIP - 913017109	$105.600	$160,195.20	0.6%	$148,616.32	$11,578.88	$3,580.12	2.2%
1,620.0000	UHS	UNIVERSAL HEALTH SVCS CL B COM CUSIP - 913903100	$104.500	$169,290.00	0.6%	$183,408.62	$(14,118.62)	$648.00	0.4%
2,261.0000	VZ	VERIZON COMMUNICATIONS CUSIP - 92343V104	$49.990	$113,027.39	0.4%	$107,357.16	$5,670.23	$4,974.20	4.4%
3,301.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	$51.870	$171,222.87	0.6%	$115,618.55	$55,604.32	$4,621.40	2.7%
1,213.0000	WHR	WHIRLPOOL CORP COM CUSIP - 963320106	$145.650	$176,673.45	0.6%	$143,383.29	$33,290.16	$3,639.00	2.1%
4,400.0000	XEL	XCEL ENERGY INC COM CUSIP - 98389B100	$30.400	$133,760.00	0.5%	$123,029.81	$10,730.19	$5,280.00	3.9%
		Equities - Total		**$20,678,284.10**	**73.3%**	**$18,144,423.45**	**$2,533,860.65**	**$272,911.27**	**1.3%**

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Alternative Strategies									
52,389.0000	MASFX	LITMAN GREGORY MASTER ALT STRATEGIES INSTL CUSIP - 53700T801	$11.600	$607,712.40	2.2%	$613,999.08	$(6,286.68)	$15,245.20	2.5%
878.3390		SKYBRIDGE MULTI ADVISOR HEDGE FD SERIES G CUSIP - 9941106L3	$1,324.929	$1,163,736.90	4.1%	$1,097,711.10	$66,025.80		
1,892.3690		FEG AAF TEI LLC CUSIP - 9941132U1	$1,159.618	$2,194,426.10	7.8%	$2,100,000.00	$94,426.10		
		Alternative Strategies - Total		**$3,965,875.40**	**14.1%**	**$3,811,710.18**	**$154,165.22**	**$15,245.20**	**0.4%**
Real Estate Investments									
809.0000	ARE	ALEXANDRIA REAL ESTATE EQUITIES INC CUSIP - 015271109	$73.750	$59,663.75	0.2%	$55,400.84	$4,262.91	$2,329.92	3.9%
297.0000	RESI	ALTISOURCE RESIDENTIAL CORP CL B CUSIP - 02153W100	$24.000	$7,128.00	0.0%	$7,934.11	$(806.11)	$653.40	9.2%
467.0000	AMH	AMERICAN HOMES 4 RENT CL A CUSIP - 02665T306	$16.890	$7,887.63	0.0%	$7,802.21	$85.42	$93.40	1.2%
1,843.0000	AMRE	AMREIT INC NEW CL B CUSIP - 03216B208	$22.970	$42,333.71	0.1%	$32,719.79	$9,613.92	$1,474.40	3.5%
1,225.0000	AIV	APARTMENT INVT & MGMT CO CL A CUSIP - 03748R101	$31.820	$38,979.50	0.1%	$35,983.01	$2,996.49	$1,274.00	3.3%
325.0000	AVB	AVALONBAY CMNTYS INC COM CUSIP - 053484101	$140.970	$45,815.25	0.2%	$41,393.05	$4,422.20	$1,508.00	3.3%
407.0000	BXP	BOSTON PPTYS INC	$115.760	$47,114.32	0.2%	$43,057.00	$4,057.32	$1,058.20	2.2%

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								(continued)	
		CUSIP - 101121101							
2,645.0000	BDN	BRANDYWINE REALTY TRUST CUSIP - 105368203	$14.070	$37,215.15	0.1%	$37,469.92	$(254.77)	$1,587.00	4.3%
1,614.0000	CBL	CBL & ASSOC PPTYS INC CUSIP - 124830100	$17.900	$28,890.60	0.1%	$34,588.57	$(5,697.97)	$1,581.72	5.5%
588.0000	CPT	CAMDEN PPTY TR CUSIP - 133131102	$68.530	$40,295.64	0.1%	$38,988.18	$1,307.46	$1,552.32	3.9%
662.0000	DLR	DIGITAL RLTY TR INC CUSIP - 253868103	$62.380	$41,295.56	0.1%	$42,546.94	$(1,251.38)	$2,197.84	5.3%
1,632.0000	DEI	DOUGLAS EMMETT INC CUSIP - 25960P109	$25.670	$41,893.44	0.1%	$41,120.46	$772.98	$1,305.60	3.1%
1,030.0000	EPR	EPR PPTYS COM SH BEN INT CUSIP - 26884U109	$50.680	$52,200.40	0.2%	$51,421.73	$778.67	$3,522.60	6.7%
660.0000	EGP	EAST GROUP PPTYS INC SH BEN INT CUSIP - 277276101	$60.590	$39,989.40	0.1%	$39,132.21	$857.19	$1,504.80	3.8%
627.0000	ELS	EQUITY LIFESTYLE PPTYS INC CUSIP - 29472R108	$42.360	$26,559.72	0.1%	$22,672.09	$3,887.63	$815.10	3.1%
705.0000	EQY	EQUITY ONE INC CUSIP - 294752100	$21.630	$15,249.15	0.1%	$16,338.38	$(1,089.23)	$620.40	4.1%
258.0000	ESS	ESSEX PPTY TR INC CUSIP - 297178105	$178.750	$46,117.50	0.2%	$39,500.99	$6,616.51	$1,341.60	2.9%
402.0000	FRT	FEDERAL RLTY INVT TR SH BEN INT NEW CUSIP - 313747206	$118.460	$47,620.92	0.2%	$42,345.00	$5,275.92	$1,398.96	2.9%
761.0000	HCP	HCP INC CUSIP - 40414L109	$39.710	$30,219.31	0.1%	$36,008.16	$(5,788.85)	$1,658.98	5.5%

FIFTH THIRD
PRIVATE BANK

TR C R SCHMIDLAPP FD - CONS.

09/01/2014 - 09/30/2014

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								(continued)	
826.0000	HCN	HEALTH CARE REIT INC COM CUSIP - 42217K106	$62.370	$51,517.62	0.2%	$53,954.92	$(2,437.30)	$2,626.68	5.1%
2,245.0000	HPT	HOSPITALITY PPTYS TR COM SH BEN INT CUSIP - 44106M102	$26.850	$60,278.25	0.2%	$62,753.83	$(2,475.58)	$4,400.20	7.3%
3,321.0000	HST	HOST HOTELS AND RESORTS CUSIP - 44107P104	$21.330	$70,836.93	0.3%	$59,152.24	$11,684.69	$2,656.80	3.8%
734.0000	LTC	LTC PPTYS INC COM CUSIP - 502175102	$36.890	$27,077.26	0.1%	$29,102.29	$(2,025.03)	$1,497.36	5.5%
3,414.0000	LXP	LEXINGTON CORPORATE PPTYS TR CUSIP - 529043101	$9.790	$33,423.06	0.1%	$40,405.78	$(6,982.72)	$2,321.52	6.9%
1,513.0000	MNR	MONMOUTH REAL ESTATE INVT CORP CL A CUSIP - 609720107	$10.120	$15,311.56	0.1%	$15,963.68	$(652.12)	$907.80	5.9%
1,058.0000	NNN	NATIONAL RETAIL PPTYS INC CUSIP - 637417106	$34.570	$36,575.06	0.1%	$36,756.45	$(181.39)	$1,777.44	4.9%
621.0000	PSA	PUBLIC STORAGE CUSIP - 74460D109	$165.840	$102,986.64	0.4%	$96,575.05	$6,411.59	$3,477.60	3.4%
1,029.0000	O	REALTY INCOME CORP COM CUSIP - 756109104	$40.790	$41,972.91	0.1%	$44,323.66	$(2,350.75)	$2,260.71	5.4%
1,393.0000	SNH	SENIOR HSG PPTYS TR SH BEN INT CUSIP - 81721M109	$20.920	$29,141.56	0.1%	$34,909.86	$(5,768.30)	$2,173.08	7.5%
422.0000	SBY	SILVER BAY RLTY TR CORP CUSIP - 82735Q102	$16.210	$6,840.62	0.0%	$6,506.64	$333.98	$67.52	1.0%
779.0000	SPG	SIMON PPTY GROUP INC NEW	$164.420	$128,083.18	0.5%	$116,628.08	$11,455.10	$4,050.80	3.2%

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								**(continued)**	
		CUSIP - 828806109							
1,283.0000	SKT	TANGER FACTORY OUTLET CTRS INC COM CUSIP - 875465106	$32.720	$41,979.76	0.1%	$45,110.36	$(3,130.60)	$1,231.68	2.9%
588.0000	VTR	VENTAS INC COM CUSIP - 92276F100	$61.950	$36,426.60	0.1%	$39,943.39	$(3,516.79)	$1,705.20	4.7%
267.0000	VNO	VORNADO REALTY TRUST CUSIP - 929042109	$99.960	$26,689.32	0.1%	$23,985.28	$2,704.04	$779.64	2.9%
389.0000	WPG	WASHINGTON PRIME GROUP INC CUSIP - 939647103	$17.480	$6,799.72	0.0%	$7,517.33	$(717.61)	$389.00	5.7%
1,252.0000	WRI	WEINGARTEN RLTY INV CUSIP - 948741103	$31.500	$39,438.00	0.1%	$38,766.72	$671.28	$1,627.60	4.1%
1,481.0000	WY	WEYERHAEUSER CO COM CUSIP - 962166104	$31.860	$47,184.66	0.2%	$43,926.16	$3,258.50	$1,717.96	3.6%
		Real Estate Investments - Total		**$1,499,031.66**	**5.3%**	**$1,462,704.36**	**$36,327.30**	**$63,146.83**	**4.2%**
Total Portfolio Positions				**$28,226,836.60**	**100.0%**	**$25,531,013.75**	**$2,695,822.85**	**$392,180.30**	**1.4%**