



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



Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

▶ 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 **OHIO VALLEY FOUNDATION, FIFTH THIRD BANK, AGENT****A Employer identification number**
31-6008508

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

Room/suite

B Telephone number (see instructions)**P O BOX 630858****513-579-5498**

City or town, state or province, country, and ZIP or foreign postal code

CINCINNATI, OH 45263-0858**G Check all that apply:**☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**H Check type of organization:** ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I Fair market value of all assets at**

end of year (from Part II, col. (c), line

16) ▶ \$ 7,253,579.**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				
4 Dividends and interest from securities	117,665.	117,098.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	455,869.			
b Gross sales price for all assets on line 6a	5,911,980.			
7 Capital gain net income (from Part IV, line 2)		455,869.		
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)	6,049.	6,049.		STMT 2
12 Total. Add lines 1 through 11	579,583.	579,016.		
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)				
b Accounting fees (attach schedule)	825.	413.	NONE	413.
c Other professional fees (attach schedule)	8,307.	8,307.		
17 Interest				
18 Taxes (attach schedule) (see instructions)	22,462.	2,897.		
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)	61,514.	42,192.		19,322.
24 Total operating and administrative expenses. Add lines 13 through 23	93,108.	53,809.	NONE	19,735.
25 Contributions, gifts, grants paid	375,000.			375,000.
26 Total expenses and disbursements. Add lines 24 and 25	468,108.	53,809.	NONE	394,735.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	111,475.			
b Net investment income (if negative, enter -0-)		525,207.		
c Adjusted net income (if negative, enter -0-)				

SCANNED JAN 18 2015

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		4.	2,474.	2,474.
	2	Savings and temporary cash investments		244,033.	129,814.	129,814.
	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)	5,217,756.	6,046,217.	6,755,492.	
	c	Investments - corporate bonds (attach schedule)	985,922.	375,191.	365,799.	
	Liabilities	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)	6,447,715.	6,553,696.	7,253,579.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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	6,447,715.	6,553,696.		
	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)	6,447,715.	6,553,696.		
	31	Total liabilities and net assets/fund balances (see instructions)	6,447,715.	6,553,696.		

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	6,447,715.
2	Enter amount from Part I, line 27a	2	111,475.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	122.
4	Add lines 1, 2, and 3	4	6,559,312.
5	Decreases not included in line 2 (itemize) ▶ DIFFERENCE LP INCOME & EXPENSES RECD & REPORTED ON	5	5,616.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,553,696.

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 5,911,980.		5,456,111.	455,869.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			455,869.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	455,869.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	322,521.	6,641,801.	0.048559
2011	328,502.	6,202,539.	0.052963
2010	312,841.	6,372,394.	0.049093
2009	185,733.	5,676,346.	0.032721
2008	237,888.	4,822,312.	0.049331
2 Total of line 1, column (d)			2 0.232667
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 0.046533
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 7,184,377.
5 Multiply line 4 by line 3			5 334,311.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,252.
7 Add lines 5 and 6			7 339,563.
8 Enter qualifying distributions from Part XII, line 4			8 394,735.

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	5,252.
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	5,252.
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	5,252.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	18,000.	
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	18,000.	
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	12,748.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 5,252. Refunded ☐	11	7,496.	

Part VII-A Statements Regarding Activities

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

Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► FIFTH THIRD BANK Telephone no. ► (513) 579-5476			
	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			
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►			X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ►		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes	☒ No
If "Yes," list the years ►		
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

Form 990-PF (2013)

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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

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

5b

6b

7b

X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8				

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

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

Total number of other employees paid over \$50,000 ☐

NONE

Form 990-PF (2013)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2013)

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	6,925,422.
b	Average of monthly cash balances	1b	368,362.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	7,293,784.
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	7,293,784.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	109,407.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	7,184,377.
6	Minimum investment return. Enter 5% of line 5	6	359,219.

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	359,219.
2a	Tax on investment income for 2013 from Part VI, line 5 2a		5,252.
b	Income tax for 2013. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	5,252.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	353,967.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	353,967.
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	353,967.

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	394,735.
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	394,735.
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	5,252.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	389,483.

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				353,967.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	2,795.			
d From 2011	19,547.			
e From 2012	8,084.			
f Total of lines 3a through e	30,426.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>394,735.</u>				
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				353,967.
e Remaining amount distributed out of corpus	40,768.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	71,194.			
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				NONE
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	71,194.			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	2,795.			
c Excess from 2011	19,547.			
d Excess from 2012	8,084.			
e Excess from 2013	40,768.			

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	375,000.
Total ▶ 3a				375,000.
b Approved for future payment				
SEE SCHEDULE ATTACHED	NONE	PC	PROGRAM SUPPORT	50,000.
Total ▶ 3b				50,000.

Enter gross amounts unless otherwise indicated

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

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.)

NOT APPLICABLE

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	55.	55.
FOREIGN DIVIDENDS	19,631.	19,631.
NONDIVIDEND DISTRIBUTIONS	567.	
DOMESTIC DIVIDENDS	75,676.	75,676.
US GOVERNMENT INTEREST REPORTED AS QUALI	23.	23.
NONQUALIFIED FOREIGN DIVIDENDS	969.	969.
NONQUALIFIED DOMESTIC DIVIDENDS	20,744.	20,744.
	-----	-----
TOTAL	117,665.	117,098.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INCOME	6,049.	6,049.
	-----	-----
TOTALS	6,049.	6,049.
	=====	=====

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	825.	413.		413.
TOTALS	825.	413.	NONE	413.
	=====	=====	=====	=====

OHIO VALLEY FOUNDATION, FIFTH THIRD BANK,

31-6008508

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES-SUBJECT T	8,307.	8,307.
TOTALS	8,307.	8,307.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	97.	97.
PRIOR YEAR EXCISE TAX PAID	1,565.	
EXCISE TAX ESTIMATE	18,000.	
FOREIGN TAXES ON QUALIFIED FOR	2,800.	2,800.
	-----	-----
TOTALS	22,462.	2,897.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
BANK SERVICE FEES	59,656.	41,759.	17,897.
OAG FILING FEE	200.		200.
OTHER DEDUCTIONS FEG LLC K-1	433.	433.	
OTHER MISC EXPENSES	1,225.		1,225.
TOTALS	61,514.	42,192.	19,322.

OHIO VALLEY FOUNDATION, FIFTH THIRD BANK,

31-6008508

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

DESCRIPTION -----	AMOUNT -----
ROUNDING ON SALES, INCOME & EXPENSES	8.
ADJ FOR INCOME POSTING TO NONTAXABLE T/C 900	114.

TOTAL	122.
	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

THOMAS SCHILLER, FIFTH THIRD BANK

ADDRESS:

38 FOUNTAIN SQUARE PLAZA

CINCINNATI, OH 45263

TITLE:

CHAIRMAN, BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

MIKE MICHAEL, FIFTH THIRD BANK

ADDRESS:

38 FOUNTAIN SQUARE PLAZA

CINCINNATI, OH 45263

TITLE:

BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

DUDLEY TAFT, TAFT BROADCASTING CO.

ADDRESS:

312 WALNUT STREET, SUITE #3550

CINCINNATI, OH 45202

TITLE:

BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

PHILLIP LONG

ADDRESS:

4795 BURLEY HILLS DRIVE

CINCINNATI, OH 45243

TITLE:

SECR/TREAS & BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

CAROLYN McCOY

ADDRESS:

3580 ZUMSTEIN

CINCINNATI, OH 45208

TITLE:

BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

LEIGH PROP, FIFTH THIRD BANK

ADDRESS:

38 FOUNTAIN SQUARE PLAZA

CINCINNATI, OH 45263

TITLE:

BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JANN SEIDENFADEN, BERTELSMAN,

ADDRESS:

122 N. FORT THOMAS AVENUE

FORT THOMAS, KY 41075

TITLE:

BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

MITCHEL D. LIVINGSTON, PhD

ADDRESS:

P.O. BOX 210638

CINCINNATI, OH 45221

TITLE:

BOARD MEMBER

OHIO VALLEY FOUNDATION, FIFTH THIRD BANK,
FORM 990PF, PART XV - LINES 2a - 2d

31-6008508

=====

RECIPIENT NAME:

FIFTH THIRD BANK FOUNDATION OFFICE

ADDRESS:

38 FOUNTAIN SQUARE PLAZA M/D 1090CA
CINCINNATI, OH 45263

RECIPIENT'S PHONE NUMBER: 513/534-8786

FORM, INFORMATION AND MATERIALS:

AVAILABLE UPON REQUEST

SUBMISSION DEADLINES:

AVAILABLE UPON REQUEST

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SHOULD BE LIMITED TO THE GREATER CINCINNATI AREA,
MUST BE A TAX-EXEMPT ORGANIZATION AND PREFER
NOT TO MAKE GRANTS FOR RELIGIOUS OR POLITICAL PURPOSES

**Ohio Valley Foundation
Contributions
Fiscal Year Ending 9/30/2014**

Organization	Address	City	St	Zip	Fndn Status	Usage	Amt
ArtsWave	20 East Central Parkway, Ste 200	Cincinnati	OH	45202	PC	Capital Fund Support	\$15,000.00
Beechwood Home	2140 Pogue Avenue	Cincinnati	OH	45208	PC	Project/Program Support	\$11,000.00
Catholic Inner City Schools Education Fund	100 E. 8th Street	Cincinnati	OH	45202	PC	Capital Fund Support	\$25,000.00
Cincinnati Area Senior Services	2368 Victory Parkway, Suite 300	Cincinnati	OH	45206	PC	Project/Program Support	\$10,000.00
Contemporary Arts Center	44 East Sixth Street	Cincinnati	OH	45202	PC	Capital Fund Support	\$25,000.00
Dan Beard Council/Boy Scouts of America	10078 Reading Road	Cincinnati	OH	45241	PC	Project/Program Support	\$12,000.00
Friars Club	2316 Harrywood Court	Cincinnati	OH	45239	PC	Capital Fund Support	\$20,000.00
Greater Cincinnati Television Educational Foundation (CET)	1223 Central Parkway	Cincinnati	OH	45214	PC	Project/Program Support	\$25,000.00
HealthPoint Family Care	1401 Madison Ave.	Covington	KY	41014	PC	Project/Program Support	\$25,000.00
Holly Hill Children's Home, Inc.	9599 Summer Hill Road	California	KY	41007	PC	Project/Program Support	\$20,000.00
Hoxworth Blood Center/University of Cincinnati	51 Goodman Dr, University Hall, Ste 100	Cincinnati	OH	45219	PC	Capital Fund Support	\$10,000.00
L.A.D.D.	3603 Victory Parkway	Cincinnati	OH	45229	PC	Capital Fund Support	\$25,000.00
Life Learning Center Inc	315 E. 15th Street	Covington	KY	41011	PC	Project/Program Support	\$25,000.00
Manifest Gallery	PO Box 6218	Cincinnati	OH	45206	PC	Project/Program Support	\$15,000.00
Public Library of Cincinnati and Hamilton County Foundation	800 Vine Street	Cincinnati	OH	45202	PC	Project/Program Support	\$25,000.00
Saint Joseph Orphanage	5400 Edalbert Drive	Cincinnati	OH	45239	PC	Capital Fund Support	\$25,000.00
The Salvation Army	114 East Central Parkway	Cincinnati	OH	45202	PC	Capital Fund Support	\$25,000.00
Society of St. Vincent de Paul, Council of Northern Kentucky	2655 Crescent Springs Road	Covington	KY	41017	PC	Project/Program Support	\$12,000.00
Visiting Nurse Association	2400 Reading Road	Cincinnati	OH	45202	PC	Project/Program Support	\$25,000.00
							<u>\$ 375,000.00</u>

Ohio Valley Foundation

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

<u>Grantee</u>	<u>Fndn Status</u>	<u>Location</u>	<u>Commitment</u>
Boys Hope Girls Hope of Greater Cincinnati	PC	Cincinnati, OH	\$ 25,000.00
Hospice of Cincinnati	PC	Cincinnati, OH	\$ 25,000.00
			<u>\$ 50,000.00</u>

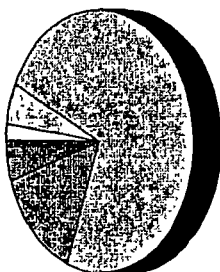
09/01/2014 - 09/30/2014

AGT/OHIO VALLEY FDN-CONSOLIDATED

FIFTH THIRD BANK
AGENT FOR
THE OHIO VALLEY FOUNDATION
CONSOLIDATED ACCOUNT

INVESTMENT ALLOCATION SUMMARY

- ☐ Cash and Equivalents - 2%
☐ Fixed Income - 5%
☐ Equities - 73%
☒ Alternative Strategies - 14%
☒ Real Estate Inv. - 5%



Description	Last Statement Market Value	This Statement Market Value	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	\$238,134.40	\$132,288.08	2%	\$12.98	0.0%
Fixed Income	\$371,257.15	\$365,798.85	5%	\$12,777.79	3.5%
Equities	\$5,469,069.32	\$5,316,295.55	73%	\$70,335.34	1.3%
Alternative Strategies	\$1,047,258.41	\$1,048,962.30	14%	\$3,922.97	0.4%
Real Estate Investments	\$419,225.28	\$390,233.84	5%	\$16,437.70	4.2%
Total Account Value	\$7,544,944.56	\$7,253,578.62	100%	\$103,486.78	1.4%

Net change in total account value (3.9) % Decrease

ACCOUNT SUMMARY

	Cash	Investments*	Total
Beginning Balance	\$238,134.40	\$7,306,810.16	\$7,544,944.56
Income	\$7,738.90		\$7,738.90
Contributions	\$100,000.00		\$100,000.00
Distributions	\$(171,873.61)		\$(171,873.61)
Net Security Transactions	\$(41,711.61)	\$41,711.61	
Change in Market Value		\$(227,231.23)	\$(227,231.23)
Ending Balance	\$132,288.08	\$7,121,290.54	\$7,253,578.62

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

ACCOUNT OVERVIEW

	Current Period	Calendar YTD
Income Earned		
Interest	\$2.99	\$27.58
Dividends	\$7,735.91	\$68,732.13
Total Income Earned	\$7,738.90	\$68,759.71
Contributions		
Cash	\$100,000.00	\$1,065,000.00
Security Deposits	\$0.00	\$9,999.01
Total Contributions	\$100,000.00	\$1,074,999.01
Distributions		
Cash	\$(171,873.61)	\$(1,445,786.28)
Total Distributions	\$(171,873.61)	\$(1,445,786.28)
Security Transactions		
Purchases	\$(446,537.99)	\$(3,210,492.98)
Sales	\$404,826.38	\$3,083,684.20
Net Security Transactions	\$(41,711.61)	\$(126,808.78)
Change in Market Value	\$(227,231.23)	\$265,511.72

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	\$18,010.26	\$136,412.51
Long-term gain/(loss)	\$33,029.39	\$116,246.13
Net realized gain/(loss)	\$51,039.65	\$252,658.64

INVESTMENT OBJECTIVE

Aggressive Growth

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



FIFTH THIRD
PRIVATE BANK

09/01/2014 - 09/30/2014

AGT/OHIO VALLEY FDN-CONSOLIDATED

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
2,474.0800		CASH	\$11.000	\$2,474.08	0.0%	\$2,474.08			
129,814.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES CUSIP - 99FEDPVO1	\$1.000	\$129,814.00	1.8%	\$129,814.00		\$12.98	
Cash & Equivalents - Total						\$132,288.08	1.8%	\$132,288.08	\$12.98
Fixed Income									
11,989.7630	FIBZX	TEMPLETON INCOME TR TEMPLETON INTL BD FD ADVISOR CUSIP - 880208806	\$11.630	\$139,440.94	1.9%	\$143,497.92	\$(4,056.98)	\$3,896.67	2.8%
7,255.5150	TFSIX	TOUCHSTONE FLEXIBLE TR FLEXIBLE INCOME FD INSTL CL CUSIP - 89154Q588	\$10.560	\$76,618.24	1.1%	\$79,302.78	\$(2,684.54)	\$3,765.61	4.9%
14,329.1550	TOBYX	TOUCHSTONE ACTIVE BOND BOND - Y CUSIP - 89154W791	\$10.450	\$149,739.67	2.1%	\$152,390.13	\$(2,650.46)	\$5,115.51	3.4%
Fixed Income - Total						\$365,798.85	5.0%	\$375,190.83	\$12,777.79
Equities									
897.0000	DOX	AMDOCS LIMITED CUSIP - G02602103	\$45.880	\$41,154.36	0.6%	\$40,608.86	\$545.50	\$556.14	1.4%
863.0000	STX	SEAGATE TECHNOLOGY PLC SHS CUSIP - G7945M107	\$57.270	\$49,424.01	0.7%	\$33,747.83	\$15,676.18	\$1,484.36	3.0%
777.0000	TEL	TE CONNECTIVITY LTD REG SHS CUSIP - H84989104	\$55.290	\$42,960.33	0.6%	\$47,790.27	\$(4,829.94)	\$901.32	2.1%
381.0000	LYB	LYONDELLBASELL INDUSTRIES SEDOL # B3SPXZ ISIN # NL0009434992 CUSIP - N53745100	\$108.660	\$41,399.46	0.6%	\$30,111.58	\$11,287.88	\$1,066.80	2.6%



FIFTH THIRD
PRIVATE BANK

09/01/2014 - 09/30/2014

AGT/OHIO VALLEY FDN-CONSOLIDATED

PORTFOLIO POSITIONS (continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities (continued)									
725.0000	RCL	ROYAL CARIBBEAN CRUISES LTD CUSIP - V7780T103	\$67.290	\$48,785.25	0.7%	\$36,998.22	\$11,787.03	\$870.00	1.8%
750.0000	T	AT&T INC CUSIP - 00206R102	\$35.240	\$26,430.00	0.4%	\$25,409.26	\$1,020.74	\$1,380.00	5.2%
803.0000	ABBV	ABBVIE INC CUSIP - 00287Y109	\$57.760	\$46,381.28	0.6%	\$32,534.97	\$13,846.31	\$1,349.04	2.9%
587.0000	AET	AETNA INC NEW CUSIP - 00817Y108	\$81.000	\$47,547.00	0.7%	\$43,081.68	\$4,465.32	\$528.30	1.1%
814.0000	ALL	ALLSTATE CORP CUSIP - 020002101	\$61.370	\$49,955.18	0.7%	\$44,141.20	\$5,813.98	\$911.68	1.8%
409.0000	AMP	AMERIPRISE FINANCIAL INC CUSIP - 03076C106	\$123.380	\$50,462.42	0.7%	\$45,299.86	\$5,162.56	\$948.88	1.9%
337.0000	AMGN	AMGEN INC CUSIP - 031162100	\$140.460	\$47,335.02	0.7%	\$32,999.65	\$14,335.37	\$822.28	1.7%
458.0000	AAPL	APPLE INC CUSIP - 037833100	\$100.750	\$46,143.50	0.6%	\$15,661.32	\$30,482.18	\$861.04	1.9%
329.0000	BA	BOEING CO CUSIP - 097023105	\$127.380	\$41,908.02	0.6%	\$35,028.59	\$6,879.43	\$960.68	2.3%
1,177.0000	CMS	CMS ENERGY CORP CUSIP - 125896100	\$29.660	\$34,909.82	0.5%	\$31,945.02	\$2,964.80	\$1,271.16	3.6%
586.0000	CVS	CVS HEALTH CORPORATION CUSIP - 126650100	\$79.590	\$46,639.74	0.6%	\$32,284.02	\$14,355.72	\$644.60	1.4%
389.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	\$119.320	\$46,415.48	0.6%	\$46,234.69	\$180.79	\$1,664.92	3.6%
1,861.0000	CSCO	CISCO SYSTEMS INC CUSIP - 17275R102	\$25.170	\$46,841.37	0.6%	\$46,511.23	\$330.14	\$1,414.36	3.0%
974.0000	CCE	COCA-COLA ENTERPRISES INC NEW CUSIP - 19122T109	\$44.360	\$43,206.64	0.6%	\$43,063.32	\$143.32	\$974.00	2.3%



FIFTH THIRD
PRIVATE BANK

04-0930

09/01/2014 - 09/30/2014

AGT/OHIO VALLEY FDN-CONSOLIDATED

PORTFOLIO POSITIONS (continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
875.0000	CMCSA	COMCAST CORP CL A CUSIP - 20030N101	\$53.780	\$47,057.50	0.6%	\$44,835.67	\$2,221.83	\$787.50	1.7%
605.0000	COP	CONOCOPHILLIPS CUSIP - 20825C104	\$76.520	\$46,294.60	0.6%	\$38,254.11	\$8,040.49	\$1,766.60	3.8%
1,158.0000	DAL	DELTA AIR LINES INC CUSIP - 247361702	\$36.150	\$41,861.70	0.6%	\$20,746.15	\$21,115.55	\$416.88	1.0%
765.0000	DFS	DISCOVER FINANCIAL SERVICES CUSIP - 254709108	\$64.390	\$49,258.35	0.7%	\$33,835.52	\$15,422.83	\$734.40	1.5%
25,175.7160	AEPFX	EUROPACIFIC GROWTH FD CL F-2 CUSIP - 29875E100	\$48.610	\$1,223,791.55	16.9%	\$1,041,484.86	\$182,306.69	\$14,450.86	1.2%
498.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	\$94.050	\$46,836.90	0.6%	\$45,486.48	\$1,350.42	\$1,374.48	2.9%
183.0000	GEO	GEO GROUP INC NEW CUSIP - 36162J106	\$38.220	\$6,994.26	0.1%	\$6,171.48	\$822.78	\$417.24	6.0%
455.0000	GILD	GILEAD SCIENCES INC COMMON CUSIP - 375558103	\$106.450	\$48,434.75	0.7%	\$48,257.25	\$177.50		
466.0000	HBI	HANESBRANDS INC. CUSIP - 410345102	\$107.440	\$50,067.04	0.7%	\$23,146.86	\$26,920.18	\$559.20	1.1%
493.0000	HP	HELMERICH & PAYNE INC COM CUSIP - 423452101	\$97.870	\$48,249.91	0.7%	\$35,499.46	\$12,750.45	\$1,355.75	2.8%
1,333.0000	INTC	INTEL CORP CUSIP - 458140100	\$34.820	\$46,415.06	0.6%	\$46,377.47	\$37.59	\$1,199.70	2.6%
239.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	\$189.830	\$45,369.37	0.6%	\$34,968.12	\$10,401.25	\$1,051.60	2.3%
463.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	\$106.590	\$49,351.17	0.7%	\$40,171.91	\$9,179.26	\$1,296.40	2.6%
432.0000	KMB	KIMBERLY CLARK CORP	\$107.570	\$46,470.24	0.6%	\$41,769.45	\$4,700.79	\$1,451.52	3.1%



04-0930

FIFTH THIRD
PRIVATE BANK

AGT/OHIO VALLEY FDN-CONSOLIDATED

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 Yield
Equities								

890.0000	KR	KROGER CO CUSIP - 501044101	\$52.000	\$46,280.00	0.6%	\$46,450.84	\$(170.84)	\$658.60 1.4%
875.0000	LNC	LINCOLN NATL CORP IND CUSIP - 534187109	\$53.580	\$46,882.50	0.6%	\$40,096.11	\$6,786.39	\$560.00 1.2%
824.0000	M	MACYS INC CUSIP - 55616P104	\$58.180	\$47,940.32	0.7%	\$47,489.37	\$450.95	\$1,030.00 2.1%
468.0000	MGA	MAGNA INTL INC SEDOL 2554475 ISIN CA5592224011 CUSIP - 559222401	\$94.910	\$44,417.88	0.6%	\$29,356.18	\$15,061.70	\$711.36 1.6%
247.0000	MCK	MCKESSON CORPORATION COM STK CUSIP - 58155Q103	\$194.670	\$48,083.49	0.7%	\$41,266.03	\$6,817.46	\$237.12 0.5%
857.0000	MET	METLIFE INC CUSIP - 59156R108	\$53.720	\$46,038.04	0.6%	\$39,336.13	\$6,701.91	\$1,199.80 2.6%
1,114.0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	\$38.280	\$42,643.92	0.6%	\$45,813.96	\$(3,170.04)	\$534.72 1.3%
31,266.3500	ODVX	OPPENHEIMER DVLPNG MKTS-Y CUSIP - 683974505	\$38.420	\$1,201,253.17	16.6%	\$1,163,593.17	\$37,660.00	\$5,096.42 0.4%
532.0000	PNC	PNC FINANCIAL SERVICES GROUP CUSIP - 693475105	\$85.580	\$45,528.56	0.6%	\$46,597.08	\$(1,068.52)	\$1,021.44 2.2%
662.0000	PKG	PACKAGING CORP AMER COM CUSIP - 695156109	\$63.820	\$42,248.84	0.6%	\$46,779.14	\$(4,530.30)	\$1,059.20 2.5%
603.0000	QCOM	QUALCOMM INC COM CUSIP - 747525103	\$74.770	\$45,086.31	0.6%	\$39,441.59	\$5,644.72	\$1,013.04 2.2%
408.0000	RTN	RAYTHEON CO	\$101.620	\$41,460.96	0.6%	\$36,723.54	\$4,737.42	\$987.36 2.4%



04-0930

09/01/2014 - 09/30/2014

AGT/OHIO VALLEY FDN-CONSOLIDATED

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

4,974.0710	OTCFX	T ROWE PRICE SMALL CAP STOCK FUND #65 CUSIP - 779572106	\$43.630	\$217,018.72	3.0%	\$190,606.40	\$26,412.32	\$596.89	0.3%
474.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	\$101.690	\$48,201.06	0.7%	\$42,489.03	\$5,712.03	\$758.40	1.6%
812.0000	SWKS	SKYWORKS SOLUTIONS INC CUSIP - 83088M102	\$58.050	\$47,136.60	0.6%	\$30,128.06	\$17,008.54	\$357.28	0.8%
1,161.0000	STI	SUNTRUST BKS INC COM CUSIP - 867914103	\$38.030	\$44,152.83	0.6%	\$46,680.56	\$(2,527.73)	\$928.80	2.1%
12,391.6510	TMPDX	TOUCHSTONE MID CAP FD I SHARES CUSIP - 89155T649	\$23.850	\$295,540.88	4.1%	\$243,619.86	\$51,921.02	\$706.32	0.2%
884.0000	TRN	TRINITY INDS INC COM CUSIP - 896522109	\$46.720	\$41,300.48	0.6%	\$37,110.15	\$4,190.33	\$353.60	0.9%
1,225.0000	TSN	TYSON FOODS INC CL A CUSIP - 902494103	\$39.370	\$48,228.25	0.7%	\$46,273.27	\$1,954.98	\$367.50	0.8%
390.0000	UNP	UNION PAC CORP CUSIP - 907818108	\$108.420	\$42,283.80	0.6%	\$20,329.80	\$21,954.00	\$780.00	1.8%
395.0000	UTX	UNITED TECHNOLOGIES CORP CUSIP - 913017109	\$105.600	\$41,712.00	0.6%	\$38,753.79	\$2,958.21	\$932.20	2.2%
422.0000	UHS	UNIVERSAL HEALTH SVCS CL B COM CUSIP - 913903100	\$104.500	\$44,099.00	0.6%	\$47,776.81	\$(3,677.81)	\$168.80	0.4%
586.0000	VZ	VERIZON COMMUNICATIONS CUSIP - 92343V104	\$49.990	\$29,294.14	0.4%	\$27,810.61	\$1,483.53	\$1,289.20	4.4%
856.0000	WFC	WELLS FARGO & COMPANY	\$51.870	\$44,400.72	0.6%	\$29,658.57	\$14,742.15	\$1,198.40	2.7%



04-0930

FIFTH THIRD
PRIVATE BANK

AGT/OHIO VALLEY FDN-CONSOLIDATED

09/01/2014 - 09/30/2014

(continued)

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est Annual Income	Est Yield
Equities									
		CUSIP - 949746101							
316.0000	WHR	WHIRLPOOL CORP COM	\$145.650	\$46,025.40	0.6%	\$37,459.19	\$8,566.21	\$948.00	2.1%
		CUSIP - 963320106							
1,141.0000	XEL	XCEL ENERGY INC COM	\$30.400	\$34,686.40	0.5%	\$31,895.61	\$2,790.79	\$1,369.20	3.9%
		CUSIP - 98389B100							
Equities - Total				\$5,316,295.55	73.3%	\$4,657,991.21	\$658,304.34	\$70,335.34	1.3%

Alternative Strategies

13,481.0000	MASFX	LITMAN GREGORY MASTER ALT STRATEGIES INSTL CUSIP - 53700T801	\$11.600	\$156,379.60	2.2%	\$157,997.32	\$(1,617.72)	\$3,922.97	2.5%
232.0140		SKYBRIDGE MULTI ADVISOR HEDGE FD SERIES G CUSIP - 9941106L3	\$1,324.929	\$307,402.10	4.2%	\$289,961.43	\$17,440.67		
504.6320		FEG AAF TEI LLC CUSIP - 9941132U1	\$1,159.618	\$585,180.60	8.1%	\$560,000.00	\$25,180.60		
Alternative Strategies - Total				\$1,048,962.30	14.5%	\$1,007,958.75	\$41,003.55	\$3,922.97	0.4%

Real Estate Investments

211.0000	ARE	ALEXANDRIA REAL ESTATE EQUITIES INC CUSIP - 015271109	\$73.750	\$15,561.25	0.2%	\$14,477.10	\$1,084.15	\$607.68	3.9%
77.0000	RESI	ALTSOURCE RESIDENTIAL CORP CL B CUSIP - 02153W100	\$24.000	\$1,848.00	0.0%	\$2,056.99	\$(208.99)	\$169.40	9.2%
122.0000	AMH	AMERICAN HOMES 4 RENT CL A CUSIP - 02665T306	\$16.890	\$2,060.58	0.0%	\$2,038.27	\$22.31	\$24.40	1.2%



FIFTH THIRD
PRIVATE BANK

04-0930

09/01/2014 - 09/30/2014

AGT/OHIO VALLEY FDN-CONSOLIDATED

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)									
480.0000	AMRE	AMREIT INC NEW CL B CUSIP - 03216B208	\$22.970	\$11,025.60	0.2%	\$8,511.79	\$2,513.81	\$384.00	3.5%
319.0000	ATV	APARTMENT INVT & MGMT CO CL A CUSIP - 03748R101	\$31.820	\$10,150.58	0.1%	\$9,365.78	\$784.80	\$331.76	3.3%
84.0000	AVB	AVALONBAY CMNTYS INC COM CUSIP - 053484101	\$140.970	\$11,841.48	0.2%	\$10,682.39	\$1,159.09	\$389.76	3.3%
106.0000	BXP	BOSTON PPTYS INC CUSIP - 101121101	\$115.760	\$12,270.56	0.2%	\$11,191.51	\$1,079.05	\$275.60	2.2%
688.0000	BDN	BRANDYWINE REALTY TRUST CUSIP - 105368203	\$14.070	\$9,680.16	0.1%	\$9,745.26	\$(65.10)	\$412.80	4.3%
420.0000	CBL	CBL & ASSOC PPTYS INC CUSIP - 124830100	\$17.900	\$7,518.00	0.1%	\$8,988.52	\$(1,470.52)	\$411.60	5.5%
153.0000	CPT	CAMDEN PPTY TR CUSIP - 133131102	\$68.530	\$10,485.09	0.1%	\$10,139.70	\$345.39	\$403.92	3.9%
172.0000	DLR	DIGITAL RLTY TR INC CUSIP - 253868103	\$62.380	\$10,729.36	0.1%	\$11,203.35	\$(473.99)	\$571.04	5.3%
425.0000	DEI	DOUGLAS EMMETT INC CUSIP - 25960P109	\$25.670	\$10,909.75	0.2%	\$10,708.41	\$201.34	\$340.00	3.1%
268.0000	EPR	EPR PPTYS COM SH BEN INT CUSIP - 26884U109	\$50.680	\$13,582.24	0.2%	\$13,346.73	\$235.51	\$916.56	6.7%
172.0000	EGP	EAST GROUP PPTYS INC SH BEN INT CUSIP - 277276101	\$60.590	\$10,421.48	0.1%	\$10,168.62	\$252.86	\$392.16	3.8%
163.0000	ELS	EQUITY LIFESTYLE PPTYS INC CUSIP - 29472R108	\$42.360	\$6,904.68	0.1%	\$5,894.02	\$1,010.66	\$211.90	3.1%



04-0930

FIFTH THIRD
PRIVATE BANK

AGT/OHIO VALLEY FDN-CONSOLIDATED

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)									
183.0000	EQY	EQUITY ONE INC CUSIP - 294752100	\$21.630	\$3,958.29	0.1%	\$4,241.02	\$(282.73)	\$161.04	4.1%
67.0000	ESS	ESSEX PPTY TR INC CUSIP - 297178105	\$178.750	\$11,976.25	0.2%	\$10,181.88	\$1,794.37	\$348.40	2.9%
105.0000	FRT	FEDERAL RLTY INVT TR SH BEN INT NEW CUSIP - 313747206	\$118.460	\$12,438.30	0.2%	\$11,047.05	\$1,391.25	\$365.40	2.9%
198.0000	HCP	HCP INC CUSIP - 40414L109	\$39.710	\$7,862.58	0.1%	\$9,405.09	\$(1,542.51)	\$431.64	5.5%
215.0000	HCN	HEALTH CARE REIT INC COM CUSIP - 42217K106	\$62.370	\$13,409.55	0.2%	\$13,983.10	\$(573.55)	\$683.70	5.1%
584.0000	HPT	HOSPITALITY PPTYS TR COM SH BEN INT CUSIP - 44106M102	\$26.850	\$15,680.40	0.2%	\$16,331.79	\$(651.39)	\$1,144.64	7.3%
869.0000	HST	HOST HOTELS AND RESORTS CUSIP - 44107P104	\$21.330	\$18,535.77	0.3%	\$15,424.52	\$3,111.25	\$695.20	3.8%
191.0000	LTC	LTC PPTYS INC COM CUSIP - 502175102	\$36.890	\$7,045.99	0.1%	\$7,538.78	\$(492.79)	\$389.64	5.5%
889.0000	LXP	LEXINGTON CORPORATE PPTYS TR CUSIP - 529043101	\$9.790	\$8,703.31	0.1%	\$10,521.11	\$(1,817.80)	\$604.52	6.9%
394.0000	MNR	MONMOUTH REAL ESTATE INVT CORP CL A CUSIP - 609720107	\$10.120	\$3,987.28	0.1%	\$4,155.10	\$(167.82)	\$236.40	5.9%
275.0000	NNN	NATIONAL RETAIL PPTYS INC CUSIP - 637417106	\$34.570	\$9,506.75	0.1%	\$9,463.63	\$43.12	\$462.00	4.9%
162.0000	PSA	PUBLIC STORAGE CUSIP - 74460D109	\$165.840	\$26,866.08	0.4%	\$25,019.33	\$1,846.75	\$907.20	3.4%



FIFTH THIRD
PRIVATE BANK

04-0930

09/01/2014 - 09/30/2014

AGT/OHIO VALLEY FDN-CONSOLIDATED

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)									
268.0000	O	REALTY INCOME CORP COM CUSIP - 756109104	\$40.790	\$10,931.72	0.2%	\$11,519.76	\$(588.04)	\$588.80	5.4%
363.0000	SNH	SENIOR HSG PPTYS TR SH BEN INT CUSIP - 81721M109	\$20.920	\$7,593.96	0.1%	\$9,096.14	\$(1,502.18)	\$566.28	7.5%
109.0000	SBY	SILVER BAY RLTY TR CORP CUSIP - 82735Q102	\$16.210	\$1,766.89	0.0%	\$1,680.42	\$86.47	\$17.44	1.0%
203.0000	SPG	SIMON PPTY GROUP INC NEW CUSIP - 828806109	\$164.420	\$33,377.26	0.5%	\$30,390.48	\$2,986.78	\$1,055.60	3.2%
334.0000	SKT	TANGER FACTORY OUTLET CTRS INC COM CUSIP - 875465106	\$32.720	\$10,928.48	0.2%	\$11,745.48	\$(817.00)	\$320.64	2.9%
153.0000	VTR	VENTAS INC COM CUSIP - 92276F100	\$61.950	\$9,478.35	0.1%	\$10,382.24	\$(903.89)	\$443.70	4.7%
69.0000	VNO	VORNADO REALTY TRUST CUSIP - 929042109	\$99.960	\$6,897.24	0.1%	\$6,198.44	\$698.80	\$201.48	2.9%
101.0000	WPG	WASHINGTON PRIME GROUP INC CUSIP - 939647103	\$17.480	\$1,765.48	0.0%	\$1,946.43	\$(180.95)	\$101.00	5.7%
326.0000	WRI	WEINGARTEN RLTY INV CUSIP - 948741103	\$31.500	\$10,269.00	0.1%	\$10,057.88	\$211.12	\$423.80	4.1%
385.0000	WY	WEYERHAEUSER CO COM CUSIP - 962166104	\$31.860	\$12,266.10	0.2%	\$11,419.02	\$847.08	\$446.60	3.6%
Real Estate Investments - Total				\$390,233.84	5.4%	\$380,267.13	\$9,966.71	\$16,437.70	4.2%
Total Portfolio Positions				\$7,253,578.62	100.0%	\$6,553,696.00	\$699,882.62	\$103,486.78	1.4%