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Form **990-PF** | Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052 | **2014** | Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation: STILLSON FOUNDATION FIFTH THIRD BANK

A Employer identification number: 31-1327107

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

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

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 ▶ ☐

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 ▶ ☐

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation 04

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 7,795,800.

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	131,024.	128,886.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	358,215.			
	b Gross sales price for all assets on line 6a 4,000,400.				
	7 Capital gain net income (from Part IV, line 2)		358,215.		
	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)	49,073.	49,073.		STMT 2
	12 **Total.** Add lines 1 through 11	538,312.	536,174.		
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) STMT 3	660.	330.	NONE	330.
	c Other professional fees (attach schedule) STMT 4	7,078.	7,078.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	25,276.	4,276.		
	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 6	77,936.	54,955.		22,981.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	110,950.	66,639.	NONE	23,311.
	25 Contributions, gifts, grants paid	210,000.			210,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	320,950.	66,639.	NONE	233,311.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	217,362.			
	b **Net investment income** (if negative, enter -0-)		469,535.		
	c **Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	3,363.	4.	4.
2	Savings and temporary cash investments	536,111.	328,484.	328,484.
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			
10a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)	5,915,508.	6,371,102.	7,078,666.
c	Investments - corporate bonds (attach schedule)	481,444.	405,614.	388,646.
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)	6,936,426.	7,105,204.	7,795,800.
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	6,936,426.	7,105,204.	
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)	6,936,426.	7,105,204.	
31	**Total liabilities and net assets/fund balances** (see instructions)	6,936,426.	7,105,204.	

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	6,936,426.
2	Enter amount from Part I, line 27a	2	217,362.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	570.
4	Add lines 1, 2, and 3	4	7,154,358.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	49,154.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,105,204.

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	4,000,400.		3,642,185.	358,215.
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				358,215.
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	358,215.
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))
2013	227,982.	7,092,207.	0.032145
2012	375,046.	6,594,674.	0.056871
2011	240,631.	6,554,455.	0.036713
2010	109,257.	5,989,942.	0.018240
2009	278,722.	5,226,935.	0.053324

2	**Total** of line 1, column (d)	2	0.197293
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	0.039459
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	7,700,965.
5	Multiply line 4 by line 3	5	303,872.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,695.
7	Add lines 5 and 6	7	308,567.
8	Enter qualifying distributions from Part XII, line 4	8	233,311.

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	9,391.
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	9,391.
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	9,391.
6	Credits/Payments.				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	21,423.		
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	21,423.
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	12,032.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 9,392. **Refunded** ▶			11	2,640.

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 2014 or the taxable year beginning in 2014 (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

2

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)534-5310

Located at ▶ 38 FOUNTAIN SQ. PLZ, CINCINNATI, OH ZIP+4 ▶ 45263

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 2014, 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 FinCEN Form 114, (formerly 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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 2014 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 2014.)*	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 2014?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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 SQ. PLZ, 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 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 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	7,385,778.
b	Average of monthly cash balances	1b	432,461.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	7,818,239.
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	7,818,239.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	117,274.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,700,965.
6	**Minimum investment return.** Enter 5% of line 5	6	385,048.

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	385,048.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	9,391.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	9,391.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	375,657.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	375,657.
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	375,657.

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	233,311.
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	233,311.
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	233,311.

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.

31-1327107

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1	Distributable amount for 2014 from Part XI, line 7				375,657.
2	Undistributed income, if any, as of the end of 2014				
a	Enter amount for 2013 only			NONE	
b	Total for prior years 20 12 ,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2014				
a	From 2009 ...... 19,506.				
b	From 2010 ...... NONE				
c	From 2011 ...... NONE				
d	From 2012 ...... 47,720.				
e	From 2013 ...... NONE				
f	**Total** of lines 3a through e	67,226.			
4	Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 233,311.				
a	Applied to 2013, 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 2014 distributable amount				233,311.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	67,226.			67,226.
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2013 Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				75,120.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9:				
a	Excess from 2010 ... NONE				
b	Excess from 2011 ... NONE				
c	Excess from 2012 ... NONE				
d	Excess from 2013 ... NONE				
e	Excess from 2014 ... 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 2014, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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).)

N/A

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.

N/A

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 9

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED				
	NONE	PC	PROGRAM SUPPORT	210,000.
Total . . . . . . ▶ **3a**				210,000.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
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	
4 Dividends and interest from securities				NONE	131,024.
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					49,073.
8 Gain or (loss) from sales of assets other than inventory				NONE	358,215.
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	538,312.

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 538,312.

(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 AGREEEMENT
8	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
8	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED IN
8	THE GOVERNING AGREEEMENT
3	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
3	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED IN
3	THE GOVERNING AGREEEMENT

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: [signature] | Date: 09/15/2015 | Title: Trustee

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 - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	28,360.	28,360.
NONDIVIDEND DISTRIBUTIONS	2,503.	
DOMESTIC DIVIDENDS	59,224.	59,224.
NONDISTRIBUTIVE DIVIDENDS	-365.	
US GOVERNMENT INTEREST REPORTED AS QUALI	35.	35.
NONQUALIFIED FOREIGN DIVIDENDS	2,589.	2,589.
NONQUALIFIED DOMESTIC DIVIDENDS	38,678.	38,678.
TOTAL	131,024.	128,886.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME		49,073.	49,073.
	TOTALS	49,073.	49,073.

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	7,078.	7,078.
TOTALS	7,078.	7,078.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	111.	111.
EXCISE TAX ESTIMATE	21,000.	
FOREIGN TAXES ON QUALIFIED FOR	4,105.	4,105.
FOREIGN TAXES ON NONQUALIFIED	60.	60.
TOTALS	25,276.	4,276.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK SERVICE FEES	75,937.	53,156.	22,781.
OAG FILING FEE	200.		200.
PORTFOLIO DEDUCTIONS LP K-1	1,799.	1,799.	
TOTALS	77,936.	54,955.	22,981.

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

DESCRIPTION	AMOUNT
ADJ AMOUNTS FACTORED TO NONTAXABLE T/C 900	558.
ROUNDING ON INCOME, EXPENSES AND SALES	12.
TOTAL	570.

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

DESCRIPTION	AMOUNT
COST BASIS ADJUSTMENT FOR ROC	1,202.
ADJ FOR PARTNERSHIP K-1 AMTS AND CASH RECD	47,274.
COST BASIS ADJ ON SALES	678.
TOTAL	49,154.

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

RECIPIENT NAME:
  FIFTH THIRD BANK, C/O KERI RANDALL
ADDRESS:
  38 FOUNTAIN SQUARE PLAZA MD1090CA
  CINCINNATI, OH 45263
RECIPIENT'S PHONE NUMBER: 513-534-8786
FORM, INFORMATION AND MATERIALS:
  AVAILABLE ON REQUEST
SUBMISSION DEADLINES:
  AVAILABLE ON REQUEST
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  GREATER CINCINNATI AREA

Stillson Foundation
Contributions
Fiscal Year Ending 12/31/2014

Organization	Address	City	St	Zip	Fdn Status	Usage	Amt
Cincinnati Art Museum	953 Eden Park Drive	Cincinnati	OH	45202	PC	Project/Program Support	$25,000.00
Cincinnati Music and Arts Program	PO Box 745	Cincinnati	OH	45201	PC	General Operating Suppo	$5,000.00
Cincinnati Youth Collaborative	301 Oak Street	Cincinnati	OH	45219	PC	Project/Program Support	$100,000.00
Gabriel's Place	3618 Reading Road	Cincinnati	OH	45229	PC	Project/Program Support	$10,000.00
Greater Cincinnati Television Educational Foundation	1223 Central Parkway	Cincinnati	OH	45214	PC	Project/Program Support	$25,000.00
The Inner-City Tennis Project	6504 Plainfield Road	Cincinnati	OH	45213	PC	Project/Program Support	$5,000.00
Josh Cares	P.O. Box 43295	Cincinnati	OH	45243	PC	Project/Program Support	$10,000.00
Ronald McDonald House Charities of Greater Cincinnati	350 Erkenbrecher Avenue	Cincinnati	OH	45229	PC	Project/Program Support	$30,000.00
							$ 210,000.00

FIFTH THIRD
PRIVATE BANK

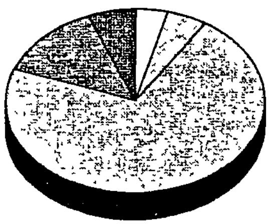
STILLSON FOUNDATION-CONSOLIDATED

12/01/2014 - 12/31/2014

FIFTH THIRD BANK TRUST UNDER
AGREEMENT WITH HERMINE STILLSON/
STILLSON FOUNDATION
CONSOLIDATED

Trust Officer: KERI RANDALL (513) 534-8786
Portfolio Manager: MAURA KELLY (513) 534-0243
Relationship Mgr: HEIDI B. JARK (513) 579-4397

INVESTMENT ALLOCATION SUMMARY



- Cash and Equivalents - 4%
- Fixed Income - 5%
- Equities - 72%
- Alternative Strategies - 13%
- Real Estate Inv. - 6%

Description	Last Statement Market Value	This Statement Market Value	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	$267,838.25	$328,488.05	4%	$32.85	0.0%
Fixed Income	$393,445.64	$388,645.65	5%	$13,720.67	3.5%
Equities	$5,770,847.10	$5,599,023.31	72%	$81,763.41	1.5%
Alternative Strategies	$1,002,839.86	$1,008,344.74	13%	$5,153.92	0.5%
Real Estate Investments	$467,173.26	$471,297.93	6%	$17,634.54	3.7%
Total Account Value	**$7,902,144.11**	**$7,795,799.68**	**100%**	**$118,305.39**	**1.5%**

Net change in total account value (1.3) % Decrease

ACCOUNT SUMMARY

	Cash	Investments*	Total
Beginning Balance	**$267,838.25**	**$7,634,305.86**	**$7,902,144.11**
Income	$77,888.82		$77,888.82
Distributions	$(7,098.95)		$(7,098.95)
Net Security Transactions	$(10,140.07)	$10,140.07	
Change in Market Value		$(177,134.30)	$(177,134.30)
Ending Balance	**$328,488.05**	**$7,467,311.63**	**$7,795,799.68**

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

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	$(2,419.59)	$168,028.91
Long-term gain/(loss)	$0.00	$146,448.62
Net realized gain/(loss)	**$(2,419.59)**	**$314,477.53**

INVESTMENT OBJECTIVE

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

ACCOUNT OVERVIEW

	Current Period	Calendar YTD
Income Earned		
Interest	$2.62	$69.46
Dividends	$77,886.20	$159,326.72
Total Income Earned	$77,888.82	$159,396.18
Contributions		
Cash	$0.00	$1,027,000.00
Security Deposits	$0.00	$9,999.01
Total Contributions	$0.00	$1,036,999.01
Distributions		
Cash	$(7,098.95)	$(1,341,875.04)
Total Distributions	$(7,098.95)	$(1,341,875.04)
Security Transactions		
Purchases	$(59,048.92)	$(4,030,612.90)
Sales	$48,908.85	$3,975,105.86
Net Security Transactions	$(10,140.07)	$(55,507.04)
Change in Market Value	$(177,134.30)	$285,392.48

FIFTH THIRD
PRIVATE BANK

STILLSON FOUNDATION-CONSOLIDATED

12/01/2014 - 12/31/2014

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
4.0500		CASH	$1.000	$4.05	0.0%	$4.05			
328,484.0000		FEDERATED PRIME VALUE OBLIGATION SERVICE SHARES CUSIP - 99FEDPVO1	$1.000	$328,484.00	4.2%	$328,484.00		$32.85	
		Cash & Equivalents - Total		**$328,488.05**	**4.2%**	**$328,488.05**		**$32.85**	
Fixed Income									
7,015.0000	FIBZX	TEMPLETON INTERNATIONAL BOND ADV CUSIP - 880208806	$10.920	$76,603.80	1.0%	$83,804.00	$(7,200.20)	$2,357.04	3.1%
8,120.0000	MXIIX	TOUCHSTONE FLEXIBLE INCOME FUND CLASS Y CUSIP - 89154Q596	$10.580	$85,909.60	1.1%	$88,995.20	$(3,085.60)	$4,165.56	4.8%
21,680.9440	TOBYX	TOUCHSTONE ACTIVE BOND BOND - Y CUSIP - 89154W791	$10.430	$226,132.25	2.9%	$232,814.58	$(6,682.33)	$7,198.07	3.2%
		Fixed Income - Total		**$388,645.65**	**5.0%**	**$405,613.78**	**$(16,968.13)**	**$13,720.67**	**3.5%**
Equities									
934.0000	DOX	AMDOCS LIMITED CUSIP - G02602103	$46.655	$43,575.77	0.6%	$42,280.12	$1,295.65	$579.08	1.3%
753.0000	STX	SEAGATE TECHNOLOGY PLC SHS CUSIP - G7945M107	$66.500	$50,074.50	0.6%	$29,335.08	$20,739.42	$1,626.48	3.2%
809.0000	TEL	TE CONNECTIVITY LTD REG SHS CUSIP - H84989104	$63.250	$51,169.25	0.7%	$49,757.61	$1,411.64	$938.44	1.8%
397.0000	LYB	LYONDELLBASELL INDUSTRIES SEDOL # B3SPXZ ISIN # NL0009434992 CUSIP - N53745100	$79.390	$31,517.83	0.4%	$31,438.33	$79.50	$1,111.60	3.5%
755.0000	RCL	ROYAL CARIBBEAN CRUISES LTD CUSIP - V7780T103	$82.430	$62,234.65	0.8%	$38,524.64	$23,710.01	$906.00	1.5%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
782.0000	T	AT&T INC CUSIP - 00206R102	$33.590	$26,267.38	0.3%	$26,610.00	$(342.62)	$1,470.16	5.6%
837.0000	ABBV	ABBVIE INC CUSIP - 00287Y109	$65.440	$54,773.28	0.7%	$36,147.87	$18,625.41	$1,640.52	3.0%
612.0000	AET	AETNA INC CUSIP - 00817Y108	$88.830	$54,363.96	0.7%	$44,914.31	$9,449.65	$612.00	1.1%
848.0000	ALL	ALLSTATE CORP CUSIP - 020002101	$70.250	$59,572.00	0.8%	$46,217.88	$13,354.12	$949.76	1.6%
426.0000	AMP	AMERIPRISE FINANCIAL INC CUSIP - 03076C106	$132.250	$56,338.50	0.7%	$47,185.97	$9,152.53	$988.32	1.8%
351.0000	AMGN	AMGEN INC CUSIP - 031162100	$159.290	$55,910.79	0.7%	$38,732.72	$17,178.07	$1,109.16	2.0%
478.0000	AAPL	APPLE INC CUSIP - 037833100	$110.380	$52,761.64	0.7%	$14,642.47	$38,119.17	$898.64	1.7%
343.0000	BA	BOEING CO CUSIP - 097023105	$129.980	$44,583.14	0.6%	$37,358.10	$7,225.04	$1,248.52	2.8%
1,487.0000	CDW	CDW CORP CUSIP - 12514G108	$35.170	$52,297.79	0.7%	$52,083.83	$213.96	$401.49	0.8%
1,227.0000	CMS	CMS ENERGY CORP CUSIP - 125896100	$34.750	$42,638.25	0.5%	$34,341.28	$8,296.97	$1,325.16	3.1%
611.0000	CVS	CVS HEALTH CORPORATION CUSIP - 126650100	$96.310	$58,845.41	0.8%	$35,492.16	$23,353.25	$855.40	1.5%
405.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	$112.180	$45,432.90	0.6%	$48,183.27	$(2,750.37)	$1,733.40	3.8%
1,939.0000	CSCO	CISCO SYSTEMS INC CUSIP - 17275R102	$27.815	$53,933.29	0.7%	$48,460.65	$5,472.64	$1,473.64	2.7%
912.0000	CMCSA	COMCAST CORP CL A CUSIP - 20030N101	$58.010	$52,905.12	0.7%	$46,231.31	$6,673.81	$820.80	1.6%

FIFTH THIRD PRIVATE BANK

STILLSON FOUNDATION-CONSOLIDATED

12/01/2014 - 12/31/2014

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
630.0000	COP	CONOCOPHILLIPS CUSIP - 20825C104	$69.060	$43,507.80	0.6%	$40,490.87	$3,016.93	$1,839.60	4.2%
1,206.0000	DAL	DELTA AIR LINES INC CUSIP - 247361702	$49.190	$59,323.14	0.8%	$20,195.21	$39,127.93	$434.16	0.7%
797.0000	DFS	DISCOVER FINANCIAL SERVICES CUSIP - 254709108	$65.490	$52,195.53	0.7%	$36,568.82	$15,626.71	$765.12	1.5%
719.0000	DPS	DR PEPPER SNAPPLE GROUP INC CUSIP - 26138E109	$71.680	$51,537.92	0.7%	$52,286.17	$(748.25)	$1,179.16	2.3%
26,701.6970	AEPFX	EUROPACIFIC GROWTH FD CL F-2 CUSIP - 29875E100	$47.020	$1,255,513.79	16.1%	$1,120,528.46	$134,985.33	$21,067.64	1.7%
519.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	$92.450	$47,981.55	0.6%	$48,193.06	$(211.51)	$1,432.44	3.0%
191.0000	GEO	GEO GROUP INC CUSIP - 36162J106	$40.360	$7,708.76	0.1%	$6,441.26	$1,267.50	$473.68	6.1%
474.0000	GILD	GILEAD SCIENCES INC CUSIP - 375558103	$94.260	$44,679.24	0.6%	$50,272.39	$(5,593.15)		
753.0000	HCA	HCA HOLDINGS INC CUSIP - 40412C101	$73.390	$55,262.67	0.7%	$52,331.54	$2,931.13		
485.0000	HBI	HANESBRANDS INC. CUSIP - 410345102	$111.620	$54,135.70	0.7%	$26,125.59	$28,010.11	$582.00	1.1%
513.0000	HP	HELMERICH & PAYNE INC CUSIP - 423452101	$67.420	$34,586.46	0.4%	$35,375.32	$(788.86)	$1,410.75	4.1%
1,389.0000	INTC	INTEL CORP CUSIP - 458140100	$36.290	$50,406.81	0.6%	$48,325.81	$2,081.00	$1,250.10	2.5%
249.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	$160.440	$39,949.56	0.5%	$37,887.94	$2,061.62	$1,095.60	2.7%
482.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	$104.570	$50,402.74	0.6%	$42,075.70	$8,327.04	$1,349.60	2.7%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
450.0000	KMB	KIMBERLY CLARK CORP CUSIP - 494368103	$115.540	$51,993.00	0.7%	$44,572.94	$7,420.06	$1,512.00	2.9%
927.0000	KR	KROGER CO CUSIP - 501044101	$64.210	$59,522.67	0.8%	$48,382.02	$11,140.65	$685.98	1.2%
911.0000	LNC	LINCOLN NATL CORP IND CUSIP - 534187109	$57.670	$52,537.37	0.7%	$42,123.01	$10,414.36	$728.80	1.4%
859.0000	M	MACYS INC CUSIP - 55616P104	$65.750	$56,479.25	0.7%	$49,507.51	$6,971.74	$1,073.75	1.9%
487.0000	MGA	MAGNA INTL INC SEDOL 2554475 ISIN CA5592224011 CUSIP - 559222401	$108.690	$52,932.03	0.7%	$31,501.40	$21,430.63	$740.24	1.4%
257.0000	MCK	MCKESSON CORPORATION CUSIP - 58155Q103	$207.580	$53,348.06	0.7%	$43,211.39	$10,136.67	$246.72	0.5%
893.0000	MET	METLIFE INC CUSIP - 59156R108	$54.090	$48,302.37	0.6%	$41,280.18	$7,022.19	$1,250.20	2.6%
1,160.0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	$44.970	$52,165.20	0.7%	$32,564.47	$19,600.73	$556.80	1.1%
32,919.4870	ODVYX	OPPENHEIMER DVLPING MKTS-Y CUSIP - 683974505	$35.060	$1,154,157.21	14.8%	$1,285,586.23	$(131,429.02)	$7,373.97	0.6%
554.0000	PNC	PNC FINANCIAL SERVICES GROUP CUSIP - 693475105	$91.230	$50,541.42	0.6%	$48,524.02	$2,017.40	$1,063.68	2.1%
689.0000	PKG	PACKAGING CORP AMER CUSIP - 695156109	$78.050	$53,776.45	0.7%	$48,694.87	$5,081.58	$1,102.40	2.0%
425.0000	RTN	RAYTHEON CO CUSIP - 755111507	$108.170	$45,972.25	0.6%	$38,528.23	$7,444.02	$1,028.50	2.2%
6,109.9560	OTCFX	T ROWE PRICE SMALL-CAP STOCK CUSIP - 779572106	$44.320	$270,793.25	3.5%	$228,634.55	$42,158.70	$305.50	0.1%

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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)**	
494.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	$85.410	$42,192.54	0.5%	$44,516.04	$(2,323.50)	$790.40	1.9%
846.0000	SWKS	SKYWORKS SOLUTIONS INC CUSIP - 83088M102	$72.710	$61,512.66	0.8%	$31,393.39	$30,119.27	$439.92	0.7%
1,210.0000	STI	SUNTRUST BKS INC CUSIP - 867914103	$41.900	$50,699.00	0.7%	$48,650.72	$2,048.28	$968.00	1.9%
11,859.0330	TMPIX	TOUCHSTONE MID CAP FD I SHARES CUSIP - 89155T649	$25.180	$298,610.45	3.8%	$231,013.96	$67,596.49	$806.41	0.3%
921.0000	TRN	TRINITY INDS INC CUSIP - 896522109	$28.010	$25,797.21	0.3%	$38,662.74	$(12,865.53)	$368.40	1.4%
1,276.0000	TSN	TYSON FOODS INC CUSIP - 902494103	$40.090	$51,154.84	0.7%	$48,199.75	$2,955.09	$510.40	1.0%
406.0000	UNP	UNION PAC CORP CUSIP - 907818108	$119.130	$48,366.78	0.6%	$21,457.56	$26,909.22	$812.00	1.7%
412.0000	UTX	UNITED TECHNOLOGIES CORP CUSIP - 913017109	$115.000	$47,380.00	0.6%	$41,046.64	$6,333.36	$972.32	2.1%
611.0000	VZ	VERIZON COMMUNICATIONS CUSIP - 92343V104	$46.780	$28,582.58	0.4%	$29,931.06	$(1,348.48)	$1,344.20	4.7%
892.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	$54.820	$48,899.44	0.6%	$31,262.08	$17,637.36	$1,248.80	2.6%
280.0000	WHR	WHIRLPOOL CORP CUSIP - 963320106	$193.740	$54,247.20	0.7%	$32,416.74	$21,830.46	$840.00	1.5%
1,188.0000	XEL	XCEL ENERGY INC CUSIP - 98389B100	$35.920	$42,672.96	0.5%	$33,637.63	$9,035.33	$1,425.60	3.3%
		Equities - Total		**$5,599,023.31**	**71.8%**	**$4,980,334.87**	**$618,688.44**	**$81,763.41**	**1.5%**

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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
Alternative Strategies									
2,798.0000	MLPI	UBS E-TRACS ALERIAN MLP INFRASTR ETN ETF CUSIP - 902641646	$40.600	$113,598.80	1.5%	$124,768.67	$(11,169.87)	$5,153.92	4.5%
232.0140		SKYBRIDGE MULTI ADVISOR HEDGE FD SERIES G CUSIP - 9941106L3	$1,307.995	$303,473.18	3.9%	$289,961.43	$13,511.75		
509.1370		FEG AAF TEI LLC CUSIP - 9941132U1	$1,161.323	$591,272.76	7.6%	$565,000.00	$26,272.76		
		Alternative Strategies - Total		**$1,008,344.74**	**12.9%**	**$979,730.10**	**$28,614.64**	**$5,153.92**	**0.5%**
Real Estate Investments									
220.0000	ARE	ALEXANDRIA REAL ESTATE EQUITIES INC CUSIP - 015271109	$88.740	$19,522.80	0.3%	$14,970.40	$4,552.40	$651.20	3.3%
81.0000	RESI	ALTISOURCE RESIDENTIAL CORP CUSIP - 02153W100	$19.400	$1,571.40	0.0%	$2,163.85	$(592.45)	$178.20	11.3%
127.0000	AMH	AMERICAN HOMES 4 RENT CUSIP - 02665T306	$17.030	$2,162.81	0.0%	$2,121.80	$41.01	$25.40	1.2%
501.0000	AMRE	AMREIT INC CUSIP - 03216B208	$26.540	$13,296.54	0.2%	$8,998.63	$4,297.91	$400.80	3.0%
333.0000	AIV	APARTMENT INVT & MGMT CO CUSIP - 03748R101	$37.150	$12,370.95	0.2%	$9,978.69	$2,392.26	$346.32	2.8%
88.0000	AVB	AVALONBAY CMNTYS INC CUSIP - 053484101	$163.390	$14,378.32	0.2%	$11,294.96	$3,083.36	$408.32	2.8%
110.0000	BXP	BOSTON PPTYS INC CUSIP - 101121101	$128.690	$14,155.90	0.2%	$11,341.60	$2,814.30	$286.00	2.0%
718.0000	BDN	BRANDYWINE REALTY TRUST CUSIP - 105368203	$15.980	$11,473.64	0.1%	$10,490.62	$983.02	$430.80	3.8%
438.0000	CBL	CBL & ASSOC PPTYS INC	$19.420	$8,505.96	0.1%	$9,520.04	$(1,014.08)	$464.28	5.5%

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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
Real Estate Investments								(continued)	
		CUSIP - 124830100							
160.0000	CPT	CAMDEN PPTY TR CUSIP - 133131102	$73.840	$11,814.40	0.2%	$10,805.48	$1,008.92	$422.40	3.6%
180.0000	DLR	DIGITAL RLTY TR INC CUSIP - 253868103	$66.300	$11,934.00	0.2%	$10,998.65	$935.35	$597.60	5.0%
443.0000	DEI	DOUGLAS EMMETT INC CUSIP - 25960P109	$28.400	$12,581.20	0.2%	$10,947.78	$1,633.42	$372.12	3.0%
280.0000	EPR	EPR PPTYS CUSIP - 26884U109	$57.630	$16,136.40	0.2%	$14,323.36	$1,813.04	$957.60	5.9%
179.0000	EGP	EAST GROUP PPTYS INC SH BEN INT CUSIP - 277276101	$63.320	$11,334.28	0.1%	$10,839.06	$495.22	$408.12	3.6%
170.0000	ELS	EQUITY LIFESTYLE PPTYS INC CUSIP - 29472R108	$51.550	$8,763.50	0.1%	$6,147.09	$2,616.41	$221.00	2.5%
191.0000	EQY	EQUITY ONE INC CUSIP - 294752100	$25.360	$4,843.76	0.1%	$4,409.80	$433.96	$168.08	3.5%
70.0000	ESS	ESSEX PPTY TR INC CUSIP - 297178105	$206.600	$14,462.00	0.2%	$10,773.26	$3,688.74	$364.00	2.5%
109.0000	FRT	FEDERAL RLTY INVT TR SH BEN INT NEW CUSIP - 313747206	$133.460	$14,547.14	0.2%	$11,689.98	$2,857.16	$379.32	2.6%
1,653.0000	GPT	GRAMERCY PPTY TR INC CUSIP - 38489R100	$6.900	$11,405.70	0.1%	$9,808.00	$1,597.70	$330.60	2.9%
207.0000	HCP	HCP INC CUSIP - 40414L109	$44.030	$9,114.21	0.1%	$9,815.13	$(700.92)	$451.26	5.0%
224.0000	HCN	HEALTH CARE REIT INC CUSIP - 42217K106	$75.670	$16,950.08	0.2%	$14,943.10	$2,006.98	$712.32	4.2%
610.0000	HPT	HOSPITALITY PPTYS TR	$31.000	$18,910.00	0.2%	$17,186.59	$1,723.41	$1,195.60	6.3%

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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
Real Estate Investments								**(continued)**	
		CUSIP - 44106M102							
907.0000	HST	HOST HOTELS AND RESORTS CUSIP - 44107P104	$23.770	$21,559.39	0.3%	$16,082.34	$5,477.05	$725.60	3.4%
199.0000	LTC	LTC PPTYS INC CUSIP - 502175102	$43.170	$8,590.83	0.1%	$8,163.45	$427.38	$405.96	4.7%
938.0000	LXP	LEXINGTON CORPORATE PPTYS TR CUSIP - 529043101	$10.980	$10,299.24	0.1%	$10,816.20	$(516.96)	$637.84	6.2%
411.0000	MNR	MONMOUTH REAL ESTATE INVT CORP CUSIP - 609720107	$11.070	$4,549.77	0.1%	$4,240.32	$309.45	$246.60	5.4%
287.0000	NNN	NATIONAL RETAIL PPTYS INC CUSIP - 637417106	$39.370	$11,299.19	0.1%	$10,110.93	$1,188.26	$482.16	4.3%
169.0000	PSA	PUBLIC STORAGE CUSIP - 74460D109	$184.850	$31,239.65	0.4%	$27,068.29	$4,171.36	$946.40	3.0%
280.0000	O	REALTY INCOME CORP CUSIP - 756109104	$47.710	$13,358.80	0.2%	$12,406.89	$951.91	$616.28	4.6%
378.0000	SNH	SENIOR HSG PPTYS TR SH BEN INT CUSIP - 81721M109	$22.110	$8,357.58	0.1%	$9,680.16	$(1,322.58)	$589.68	7.1%
126.0000	SBY	SILVER BAY RLTY TR CORP CUSIP - 82735Q102	$16.560	$2,086.56	0.0%	$1,944.48	$142.08	$30.24	1.4%
211.0000	SPG	SIMON PPTY GROUP INC CUSIP - 828806109	$182.110	$38,425.21	0.5%	$31,835.16	$6,590.05	$1,097.20	2.9%
348.0000	SKT	TANGER FACTORY OUTLET CTRS INC CUSIP - 875465106	$36.960	$12,862.08	0.2%	$12,383.10	$478.98	$334.08	2.6%
160.0000	VTR	VENTAS INC CUSIP - 92276F100	$71.700	$11,472.00	0.1%	$11,104.88	$367.12	$505.60	4.4%
72.0000	VNO	VORNADO REALTY TRUST CUSIP - 929042109	$117.710	$8,475.12	0.1%	$6,467.94	$2,007.18	$210.24	2.5%

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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
Real Estate Investments								**(continued)**	
127.0000	WPG	WASHINGTON PRIME GROUP INC CUSIP - 939647103	$17.220	$2,186.94	0.0%	$2,459.45	$(272.51)	$127.00	5.8%
340.0000	WRI	WEINGARTEN RLTY INV CUSIP - 948741103	$34.920	$11,872.80	0.2%	$10,782.23	$1,090.57	$442.00	3.7%
402.0000	WY	WEYERHAEUSER CO CUSIP - 962166104	$35.890	$14,427.78	0.2%	$11,923.24	$2,504.54	$466.32	3.2%
		Real Estate Investments - Total		**$471,297.93**	**6.0%**	**$411,036.93**	**$60,261.00**	**$17,634.54**	**3.7%**
Total Portfolio Positions				**$7,795,799.68**	**100.0%**	**$7,105,203.73**	**$690,595.95**	**$118,305.39**	**1.5%**