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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation
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 ► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation

ROSEMARY OVENDEN CHAR TR #2

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

Room/suite

P O BOX 630858

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

CINCINNATI, OH 45263-0858

Check all that apply:

Initial return	Initial return of a former public charity
Final return	Amended return
Address change	Name change

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 J Accounting method: Cash Accrual
 end of year (from Part II, col. (c), line 16) ► \$ 2,309,849. (Part I, column (d) must be on cash basis.)

A Employer identification number

34-7163405

B Telephone number (see instructions)

513-534-5310

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 ►

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	69,182.	69,180.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-6,045.		RECEIVED	
b Gross sales price for all assets on line 6a	91,039.			IRS-CSC
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain			1427	
9 Income modifications			MAY 18 2015	
10a Gross sales less returns and allowances				
b Less: Cost of goods sold			OGDEN, UT	
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	63,137.	69,180.		
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. 2	660.	330.	NONE 330.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	STMT. 3	2,935.		
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. 4	21,516.	21,316.	200.
24 Total operating and administrative expenses.				
Add lines 13 through 23.	25,111.	21,646.	NONE	530.
25 Contributions, gifts, grants paid	107,730.			107,730.
26 Total expenses and disbursements. Add lines 24 and 25	132,841.	21,646.	NONE	108,260.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-69,704.			
b Net investment income (if negative, enter -0-)		47,534.		
c Adjusted net income (if negative, enter -0-)				

SCANNED MAY 19 2015

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. 2	660.	330.	NONE 330.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	STMT. 3	2,935.		
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. 4	21,516.	21,316.	200.
24 Total operating and administrative expenses.				
Add lines 13 through 23.	25,111.	21,646.	NONE	530.
25 Contributions, gifts, grants paid	107,730.			107,730.
26 Total expenses and disbursements. Add lines 24 and 25	132,841.	21,646.	NONE	108,260.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-69,704.			
b Net investment income (if negative, enter -0-)		47,534.		
c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	-7,484.	1.	1.
	2	Savings and temporary cash investments	NONE	19,897.	19,897.
	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)	1,136,365.	1,039,281.	2,172,673.
	c	Investments - corporate bonds (attach schedule)	117,920.	117,920.	117,278.
	11	Investments - land, buildings, and equipment: basis ►			
		Less: accumulated depreciation ►			
Liabilities	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment: basis ►			
		Less: accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,246,801.	1,177,099.	2,309,849.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)		NONE	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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, . . . ► <input checked="" type="checkbox"/> check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,246,801.	1,177,099.	
	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)	1,246,801.	1,177,099.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,246,801.	1,177,099.	

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	1,246,801.
2	Enter amount from Part I, line 27a	2	-69,704.
3	Other increases not included in line 2 (itemize) ► ROUNDING	3	2.
4	Add lines 1, 2, and 3	4	1,177,099.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,177,099.

Form 990-PF (2014)

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 91,039.		97,084.	-6,045.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/89					
(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			-6,045.		
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	-6,045.	
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	100,222.	2,122,229.	0.047225
2012	96,740.	1,963,939.	0.049258
2011	88,591.	1,895,308.	0.046742
2010	86,688.	1,729,410.	0.050126
2009	106,023.	1,703,764.	0.062229

- 2 Total of line 1, column (d) 2 0.255580
- 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 0.051116
- 4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 4 2,261,039.
- 5 Multiply line 4 by line 3 5 115,575.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 475.
- 7 Add lines 5 and 6 7 116,050.
- 8 Enter qualifying distributions from Part XII, line 4 8 108,260.

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 ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)	1	951.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0)	2		
3	Add lines 1 and 2	3		951.
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		951.
Credits/Payments:				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,900.	
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		1,900.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 10	10		949.
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax ► 949. Refunded ► 11	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

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?

1b 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.

1c Did the foundation file Form 1120-POL for this year?

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____

1e 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.

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b 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.

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?

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*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► OH

8b 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*

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*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	Telephone no. ► (937) 778-4408	
Located at ► 110 N MAIN STREET, DAYTON, OH ZIP+4 ► 45402		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► 15	
16	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? 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.		
1a	Yes	No
During the year did the foundation (either directly or indirectly):		
(1)	Yes	X No
(2)	Yes	X No
(3)	Yes	X No
(4)	Yes	X No
(5)	Yes	X No
(6)	Yes	X No
b	1b	
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)? Organizations relying on a current notice regarding disaster assistance check here ► 1b		
c	1c	X
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?		
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? If "Yes," list the years ► 2a		
b	2b	X
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.)		
c		
If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 2b		
3a		
Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 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? 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		

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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	X
	<i>If "Yes" to 6b, file Form 8870.</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 110 N MAIN STREET, DAYTON, OH 45402	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		NONE	NONE	NONE

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	NONE	
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	2,278,151.
b	Average of monthly cash balances	1b	17,320.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,295,471.
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	2,295,471.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	34,432.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,261,039.
6	Minimum investment return. Enter 5% of line 5	6	113,052.

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	113,052.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	951.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	951.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	112,101.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	112,101.
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	112,101.

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	108,260.
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	108,260.
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	108,260.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				112,101.
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	13,927.			
b From 2010	740.			
c From 2011	NONE			
d From 2012	NONE			
e From 2013	NONE			
f Total of lines 3a through e	14,667.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 108,260.				
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				108,260.
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).)	3,841.			3,841.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	10,826.			
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				NONE
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)	10,086.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	740.			
10 Analysis of line 9:				
a Excess from 2010	740.			
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)																																																																																					
<table border="1"> <thead> <tr> <th rowspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2014</th> <th>(b) 2013</th> <th>(c) 2012</th> <th>(d) 2011</th> </tr> </thead> <tbody> <tr> <td>2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>b 85% of line 2a</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>c Qualifying distributions from Part XII, line 4 for each year listed</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>d Amounts included in line 2c not used directly for active conduct of exempt activities</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>3 Complete 3a, b, or c for the alternative test relied upon:</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>a "Assets" alternative test - enter:</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(1) Value of all assets</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(2) Value of assets qualifying under section 4942(j)(3)(B)(i).</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>c "Support" alternative test - enter:</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(3) Largest amount of support from an exempt organization.</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(4) Gross investment income</td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>					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				
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Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 8				107,730.
Total			► 3a	107,730.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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****4 Dividends and interest from securities****5 Net rental income or (loss) from real estate:****a Debt-financed property****b Not debt-financed property****6 Net rental income or (loss) from personal property****7 Other investment income****8 Gain or (loss) from sales of assets other than inventory****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)**13 Total. Add line 12, columns (b), (d), and (e)**

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

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					NONE
4 Dividends and interest from securities					NONE
5 Net rental income or (loss) from real estate:					69,182.
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					NONE
9 Net income or (loss) from special events					-6,045.
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
13 Total. Add line 12, columns (b), (d), and (e)					13
(See worksheet in line 13 instructions to verify calculations.)					63,137.

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 SPECIFIED
4	IN THE GOVERNING AGREEMENT.
7	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE CHARI
7	CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED IN THE GOVERNING AG
8	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
8	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED
8	IN THE GOVERNING AGREEMENT.
3	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
3	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED
3	IN THE GOVERNING AGREEMENT.

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

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash	1a(1)	X
(2) Other assets.	1a(2)	X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)	X
(3) Rental of facilities, equipment, or other assets	1b(3)	X
(4) Reimbursement arrangements	1b(4)	X
(5) Loans or loan guarantees	1b(5)	X
(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

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

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

**Sign
Here**

21st

04/17/2015

Dat

► Trustee

Title

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

MATTHEW J CAROTHERS					
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> 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	1,800.	1,800.
DOMESTIC DIVIDENDS	63,503.	63,503.
EXEMPT DIVIDENDS NOT SUBJECT TO AMT - ST	1.	1.
EXEMPT DIVIDENDS SUBJECT TO AMT - STATES	1.	1.
NONQUALIFIED DOMESTIC DIVIDENDS	3,877.	3,877.
TOTAL	69,182.	69,180.

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.	330.	NONE

FORM 990PF, PART I - TAXES

=====

DESCRIPTION

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
PRIOR YEAR EXCISE TAX PAID	1,035.
EXCISE TAX ESTIMATE	1,900.

TOTALS	2,935.
--------	--------

=====

ROSEMARY OVENDEN CHAR TR #2

34-7163405

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK SERVICE FEES	- 10,658.	10,658.	
BANK SERVICE FEES	10,658.	10,658.	
OTHER MISC. EXPENSES	200.	200.	
 TOTALS	 21,516.	 21,316.	 200.

ROSEMARY OVENDEN CHAR TR #2

34-7163405

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

THE SALVATION ARMY
LEGAL DEPT.

ADDRESS:

440 W NYACK RD
WEST NYACK, NY 10994

PURPOSE OF GRANT:

PROGRAM SERVICES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,670.

RECIPIENT NAME:

REHABILITATION CENTER FOR

ADDRESS:

NEUROLOGICAL DEVELOPMENT
PIQUA, OH 45356

PURPOSE OF GRANT:

PROGRAM SERVICES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,670.

RECIPIENT NAME:

YWCA

ADDRESS:

418 N WAYNE ST
PIQUA, OH 45356-2291

PURPOSE OF GRANT:

PROGRAM SERVICES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 11,340.

ROSEMARY OVENDEN CHAR TR #2

34-7163405

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

MIAMI COUNTY YMCA- PIQUA OH
ATTN: JIM MCMKEN

ADDRESS:

W HIGH & N DOWNING STS
PIQUA, OH 45356

PURPOSE OF GRANT:

PROGRAM SERVICES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 11,340.

RECIPIENT NAME:

WESTMINSTER PRESBYTERIAN CHURCH

ADDRESS:

325 W ASH STREET
PIQUA, OH 45356-2295

PURPOSE OF GRANT:

PROGRAM SERVICES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 14,175.

RECIPIENT NAME:

PIQUA AREA UNITED WAY

ADDRESS:

326 N MAIN STREET
PIQUA, OH 45356-2316

PURPOSE OF GRANT:

PROGRAM SERVICES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,670.

STATEMENT 6

ROSEMARY OVENDEN CHAR TR #2

34-7163405

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

LEHMAN HIGH SCHOOL FOUNDATION

ADDRESS:

2400 ST MARYS AVE
SIDNEY, OH 45365-9399

PURPOSE OF GRANT:

PROGRAM SERVICES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,670.

RECIPIENT NAME:

CLEAR CREEK FARMS

ADDRESS:

P O BOX 1433
PIQUA, OH 45356-1033

PURPOSE OF GRANT:

PROGRAM SERVICES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,670.

RECIPIENT NAME:

FLESH PUBLIC LIBRARY ASSISTANCE

ATTN: JAMES ODA

ADDRESS:

ASSISTANCE DEVELOPMENT FN
PIQUA, OH 45356

PURPOSE OF GRANT:

PROGRAM SERVICES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 11,340.

STATEMENT 7

ROSEMARY OVENDEN CHAR TR #2
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

34-7163405

=====

RECIPIENT NAME:
PIQUA EDUCATION FOUNDATION

ADDRESS:
719 E ASH STREET
PIQUA, OH 45356-2411

PURPOSE OF GRANT:
PROGRAM SERVICES

FOUNDATION STATUS OF RECIPIENT:
PC

AMOUNT OF GRANT PAID 11,340.

RECIPIENT NAME:
OHIO PRESBYTERIAN RETIREMENT
DOROTHY LOVE LIVING CARE FUND

ADDRESS:
6490 CENTERVILLE BUSINESS
CENTERVILLE, OH 45402

PURPOSE OF GRANT:
PROGRAM SERVICES

FOUNDATION STATUS OF RECIPIENT:
PC

AMOUNT OF GRANT PAID 14,175.

RECIPIENT NAME:
PIQUA COMMUNITY FOUNDATION

ADDRESS:
126 W HIGH STREET
PIQUA, OH 45356-2310

PURPOSE OF GRANT:
PROGRAM SERVICES

FOUNDATION STATUS OF RECIPIENT:
PC

AMOUNT OF GRANT PAID 5,670.

TOTAL GRANTS PAID: 107,730.

INVESTMENT ALLOCATION SUMMARY

	1%	Description	Last Statement Market Value	This Statement Market Value	Percent of Assets	Est. Annual Income	Estimated Yield
<input type="checkbox"/> Cash and Equivalents	5%		\$18,699.49	\$19,897.54	1%	\$1.99	0.0%
<input type="checkbox"/> Fixed Income	94%	Cash and Equivalents	\$118,845.17	\$117,277.89	5%	\$5,980.33	5.1%
<input checked="" type="checkbox"/> Equities		Fixed Income	\$2,181,874.62	\$2,172,672.94	94%	\$61,727.40	2.8%
Total Account Value		Total Account Value	\$2,319,419.28	\$2,309,848.37	100%	\$67,709.72	2.9%

Net change in total account value (0.4) % Decrease

ACCOUNT SUMMARY

	Cash	Investments*	Total	Income Earned	Current Period	Calendar YTD
Beginning Balance	\$18,699.49	\$2,300,719.79	\$2,319,419.28			
Income	\$11,815.94		\$11,815.94	Interest	\$0.15	\$1.99
Distributions	\$(28,725.48)		\$(28,725.48)	Dividends	\$11,815.79	\$59,181.25
Net Security Transactions	\$18,107.59	\$(18,107.59)		Total Income Earned	\$11,815.94	\$59,183.24
Change in Market Value		\$7,338.63	\$7,338.63	Distributions		
Ending Balance	\$19,897.54	\$2,289,950.83	\$2,309,848.37	Cash	\$(28,725.48)	\$(132,838.67)
* Investments represent the activity in your equity, bond & other security holdings						

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	\$0.00	\$0.00
Long-term gain/(loss)	\$(8,367.57)	\$(6,102.04)
Net realized gain/(loss)	\$(8,367.57)	\$(6,102.04)

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

ROSEMARY OVENDEN CHAR TB #2

PORTFOLIO POSITIONS						
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis
Cash & Equivalents						
0.5400	CASH		\$1,000	\$0.54	0.0%	\$0.54
19,897.0000	FEDERATED MUNICIPAL OBLIGATIONS CUSIP - 99FEDMUN1		\$1,000	\$19,897.00	0.9%	\$19,897.00
	Cash & Equivalents - Total			\$19,897.54	0.9%	\$19,897.54
						\$1.99
Fixed Income						
6,522.7710	EIBLX	EATON VANCE FLOATING RATE I CUSIP - 277911491	\$8.910	\$58,117.89	2.5%	\$58,944.43
1,500.0000	PFF	ISHARES S&P PFD STK INDX FN CUSIP - 464288687	\$39.440	\$59,160.00	2.6%	\$58,975.90
	Fixed Income - Total			\$117,277.89	5.1%	\$117,920.33
						(\$642.44)
						\$5,980.33
						5.1%
Equities						
1,000.0000	ABT	ABBOTT LABS CUSIP - 002824100	\$45.020	\$45,020.00	1.9%	\$20,119.13
1,000.0000	ABBV	ABBYIE INC CUSIP - 002871109	\$65.440	\$65,440.00	2.8%	\$21,817.49
450.0000	MO	ALTRIA GROUP INC CUSIP - 022095103	\$49.270	\$22,171.50	1.0%	\$4,161.85
700.0000	AAPL	APPLE INC CUSIP - 037833100	\$110.380	\$77,266.00	3.3%	\$45,231.00
1,000.0000	BK	BANK OF NEW YORK MELLON CORP CUSIP - 064058100	\$40.570	\$40,570.00	1.8%	\$31,605.00
300.0000	CAT	CATERPILLAR INC CUSIP - 149123101	\$91.530	\$27,459.00	1.2%	\$30,600.00
2,500.0000	CVX	CHEVRON CORPORATION CUSIP - 166754100	\$112.180	\$280,450.00	12.1%	\$90,206.25
2,000.0000	KO	COCA COLA CO CUSIP - 002824100	\$42.220	\$84,440.00	3.7%	\$43,675.00



FIFTH THIRD
PRIVATE BANK

ROSEMARY OVENDEN CHAR TR #2

POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
Cash & Equivalents									
1,000.0000	CMCSA	COMCAST CORP CL A CUSIP - 20030N101	\$58.010	\$58,010.00	2.5%	\$41,110.00	\$16,900.00	\$900.00	1.6%
2,000.0000	D	DOMINION RESOURCES INC CUSIP - 25746U109	\$76.900	\$153,800.00	6.7%	\$60,520.01	\$93,279.99	\$4,800.00	3.1%
925.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	\$73.940	\$68,394.50	3.0%	\$33,716.16	\$34,678.34	\$1,739.00	2.5%
276.0000	DUK	DUKE ENERGY CORP CUSIP - 26441C204	\$83.540	\$23,057.04	1.0%	\$10,431.11	\$12,625.93	\$877.68	3.8%
3,000.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	\$92.450	\$277,350.00	12.0%	\$109,695.00	\$167,655.00	\$8,280.00	3.0%
1,000.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	\$25.270	\$25,270.00	1.1%	\$30,678.00	(\$5,408.00)	\$920.00	3.6%
500.0000	HSY	THE HERSHEY COMPANY CUSIP - 427866108	\$103.930	\$51,965.00	2.2%	\$17,573.75	\$34,391.25	\$1,070.00	2.1%
1,200.0000	INTC	INTEL CORP CUSIP - 458140100	\$36.290	\$43,548.00	1.9%	\$24,000.00	\$19,548.00	\$1,080.00	2.5%
600.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	\$160.440	\$96,264.00	4.2%	\$49,434.00	\$46,830.00	\$2,640.00	2.7%
1,440.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	\$62.580	\$90,115.20	3.9%	\$45,691.00	\$44,424.20	\$2,304.00	2.6%
800.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	\$104.570	\$83,656.00	3.6%	\$41,546.00	\$42,110.00	\$2,240.00	2.7%
400.0000	MCD	MCDONALDS CORP CUSIP - 580135101	\$93.700	\$37,480.00	1.6%	\$29,604.00	\$7,876.00	\$1,360.00	3.6%
1,100.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	\$46.450	\$51,095.00	2.2%	\$27,464.25	\$23,630.75	\$1,364.00	2.7%
1,000.0000	NEE	NEXTERA ENERGY INC	\$106.290	\$106,290.00	4.6%	\$31,770.00	\$74,520.00	\$2,900.00	2.7%



FIFTH THIRD
PRIVATE BANK

04-1231

ROSEMARY OVENDEN CHAR TR #2

PORTFOLIO POSITIONS							(continued)		
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
									(continued)
Equities									
1,000.0000	ORCL	ORACLE CORPORATION CUSIP - 68389Y105	\$44.970	\$44,970.00	1.9%	\$30,279.50	\$14,690.50	\$480.00	1.1%
500.0000	PNC	PNC FINANCIAL SERVICES GROUP CUSIP - 693475105	\$91.230	\$45,615.00	2.0%	\$30,870.00	\$14,745.00	\$960.00	2.1%
450.0000	PM	PHILIP MORRIS INTL INC CUSIP - 718172109	\$81.450	\$36,652.50	1.6%	\$9,483.55	\$27,168.95	\$1,800.00	4.9%
1,000.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	\$91.090	\$91,090.00	3.9%	\$52,063.75	\$39,026.25	\$2,574.00	2.8%
414.0000	SE	SPECTRA ENERGY CORP CUSIP - 847560109	\$36.300	\$15,028.20	0.7%	\$7,519.51	\$7,508.69	\$612.72	4.1%
300.0000	MMM	3M CO CUSIP - 88579Y101	\$164.320	\$49,296.00	2.1%	\$26,595.00	\$22,701.00	\$1,230.00	2.5%
1,800.0000	USB	US BANCORP DEL CUSIP - 902973304	\$44.950	\$80,910.00	3.5%	\$41,820.53	\$39,089.47	\$1,764.00	2.2%
		Equities - Total		\$2,172,672.94	94.1%	\$1,039,280.84	\$1,133,392.10	\$61,727.40	2.8%
		Total Portfolio Positions		\$2,309,848.37	100.0%	\$1,177,098.71	\$1,132,749.66	\$67,709.72	2.9%