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 10/01 , 2014, and ending 09/30, 2015

Name of foundation: JOHN HAUCK FOUNDATION, FIFTH THIRD BANK CO-TRUSTEE

A Employer identification number: 31-6366846

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

Room/suite:

B Telephone number (see instructions): 513-579-5498

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 13,116,347.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	17,150.	17,150.		STMT 1
4	Dividends and interest from securities	314,664.	312,754.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,297,381.			
b	Gross sales price for all assets on line 6a 6,956,267.				
7	Capital gain net income (from Part IV, line 2)		1,297,381.		
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)	2,386.	2,386.		STMT 3
12	**Total.** Add lines 1 through 11	1,631,581.	1,629,671.		
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 4	660.	330.	NONE	330.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	31,075.	2,622.		
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	89,492.	88,342.		1,150.
24	**Total operating and administrative expenses.** Add lines 13 through 23	121,227.	91,294.	NONE	1,480.
25	Contributions, gifts, grants paid	452,400.			452,400.
26	**Total expenses and disbursements** Add lines 24 and 25	573,627.	91,294.	NONE	453,880.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	1,057,954.			
b	**Net investment income** (if negative, enter -0-)		1,538,377.		
c	**Adjusted net income** (if negative, enter -0-)				

Revenue: lines 1–12. Operating and Administrative Expenses: lines 13–26.

JSA **For Paperwork Reduction Act Notice, see instructions.**
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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	6.	4.	4.
	2	Savings and temporary cash investments	524,564.	700,311.	700,311.
	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)	8,894,996.	9,944,349.	11,066,341.
	c	Investments - corporate bonds (attach schedule)	1,506,055.	1,338,439.	1,349,691.
	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)	10,925,621.	11,983,103.	13,116,347.
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	10,925,621.	11,983,103.	
	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)	10,925,621.	11,983,103.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	10,925,621.	11,983,103.	

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	10,925,621.
2	Enter amount from Part I, line 27a	2	1,057,954.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,983,575.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	472.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,983,103.

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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	6,956,267.		5,658,886.	1,297,381.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1,297,381.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,297,381.
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	525,380.	13,556,906.	0.038754
2012	347,380.	11,824,038.	0.029379
2011	541,430.	10,840,264.	0.049946
2010	553,315.	11,174,642.	0.049515
2009	794,091.	10,535,367.	0.075374

2	**Total** of line 1, column (d)	2	0.242968
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	0.048594
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	13,904,792.
5	Multiply line 4 by line 3	5	675,689.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	15,384.
7	Add lines 5 and 6	7	691,073.
8	Enter qualifying distributions from Part XII, line 4	8	453,880.

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	30,768.
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	30,768.
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	30,768.
6	Credits/Payments:				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	25,000.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	25,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	5.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	5,773.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ NONE **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FIFTH THIRD BANK Telephone no. ▶ (513)579-5498

Located at ▶ 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH ZIP+4 ▶ 45202

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 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 SQUARE PLAZA, CINCINNATI, OH 45263	CO-TRUSTEE 1	-0-	-0-	-0-
JOHN W HAUCK , CINCINNATI, OH	CO-TRUSTEE 1	-0-	-0-	-0-
E ALLEN ELLIOTT , CINCINNATI, OH	CO-TRUSTEE 1	-0-	-0-	-0-
NARLEY L HARLEY , CINCINNATI, OH	CO-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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over $50,000 for professional services . . . . ▶ NONE

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 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	13,334,515.
b	Average of monthly cash balances			1b	782,025.
c	Fair market value of all other assets (see instructions)			1c	NONE
d	**Total** (add lines 1a, b, and c)			1d	14,116,540.
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	14,116,540.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	211,748.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	13,904,792.
6	**Minimum investment return.** Enter 5% of line 5			6	695,240.

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	695,240.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	30,768.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	30,768.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	664,472.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	664,472.
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	664,472.

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	453,880.
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	453,880.
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	453,880.

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.

Form **990-PF** (2014)

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					664,472.
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only				268,933.	
b Total for prior years 20 12 ,20____,20____			NONE		
3 Excess distributions carryover, if any, to 2014:					
a From 2009	NONE				
b From 2010	NONE				
c From 2011	NONE				
d From 2012	NONE				
e From 2013	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 453,880.					
a Applied to 2013, but not more than line 2a				268,933.	
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					184,947.
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).)*		NONE			NONE
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					
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015					479,525.
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			
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED C/O FIFTH THIRD BANK P.O. BOX 630858 CINCINNATI OH 45263	NONE	PC	PROGRAM SUPPORT	452,400.
Total . . . . ▶ **3a**				452,400.
b *Approved for future payment*				
SEE SCHEDULE ATTACHED	NONE	PC	PROGRAM SUPPORT	317,800.
Total . . . . ▶ **3b**				317,800.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments				NONE	
3 Interest on savings and temporary cash investments				NONE	17,150.
4 Dividends and interest from securities				NONE	314,664.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income				NONE	2,386.
8 Gain or (loss) from sales of assets other than inventory				NONE	1,297,381.
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	1,631,581.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . . 13 1,631,581.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee

Date 12/16/2015

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 - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST		17,150.	17,150.
	TOTAL	17,150.	17,150.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	55.	55.
FOREIGN DIVIDENDS	37,268.	37,268.
NONDIVIDEND DISTRIBUTIONS	1,910.	
DOMESTIC DIVIDENDS	205,458.	205,458.
FOREIGN INTEREST	8,044.	8,044.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	4,792.	4,792.
OID INCOME	4.	4.
NONQUALIFIED FOREIGN DIVIDENDS	3,971.	3,971.
NONQUALIFIED DOMESTIC DIVIDENDS	53,162.	53,162.
TOTAL	314,664.	312,754.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME		2,386.	2,386.
	TOTALS	2,386.	2,386.

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 - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,658.	1,658.
PRIOR YEAR EXCISE TAX PAID	3,453.	
EXCISE TAX ESTIMATE	25,000.	
FOREIGN TAXES ON QUALIFIED FOR	603.	603.
FOREIGN TAXES ON NONQUALIFIED	361.	361.
TOTALS	31,075.	2,622.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK SERVICE FEES		88,342.	88,342.	
OTHER MISC. EXPENSES		1,150.		1,150.
	TOTALS	89,492.	88,342.	1,150.

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

DESCRIPTION	AMOUNT
ROUNDING ON INCOME, EXPENSES & SALES	3.
OID ADJUSTMENT	4.
COST BASIS ADJ	465.
TOTAL	472.

John Hauck Foundation
Contributions
Fiscal Year Ending 9/30/2015

Organization	Address	City	St	Zip	Fdn Status	Usage	Amt
Big Brothers & Big Sisters of Greater Cincinnati, Inc	2400 Reading Road	Cincinnati	OH	45202	PC	Project/Program Support	$5,000.00
Catholic Inner City Schools Education Fund	100 E. 8th Street	Cincinnati	OH	45202	PC	Capital Fund Support	$5,000.00
Cincinnati Nature Center Association	4949 Tealtown Road	Milford	OH	45150	PC	Project/Program Support	$5,000.00
Cincinnati Preservation Association	342 West 4th Street	Cincinnati	OH	45202-2603	PC	Project/Program Support	$14,000.00
Civic Garden Center	2715 Reading Road	Cincinnati	OH	45206	PC	Project/Program Support	$10,000.00
Crayons to Computers, Inc.	1350 Tennessee Avenue	Cincinnati	OH	45229	PC	Project/Program Support	$25,000.00
Drop Inn Center	411 Gest Street, Suite 1	Cincinnati	OH	45203	PC	Project/Program Support	$7,500.00
EPIC House, Inc.	910 York Street	Cincinnati	OH	45214	PC	Project/Program Support	$5,000.00
Grtr Cincinnati Television Educational Foundation	1223 Central Parkway	Cincinnati	OH	45214	PC	Project/Program Support	$7,500.00
Hyde Park Center for Older Adults	2800 Erie Avenue	Cincinnati	OH	45208	PC	Project/Program Support	$10,000.00
Joy Outdoor Education Center Foundation	P.O. Box 157	Clarksville	OH	45113	PC	Capital Fund Support	$15,000.00
Junior League of Cincinnati	3500 Columbia Parkway	Cincinnati	OH	45226	PC	Project/Program Support	$5,000.00
Ohio History Connection	800 E. 17th Avenue	Columbus	OH	43211	PC	Capital Fund Support	$50,000.00
Prospect House, Inc.	P.O. Box 5117	Cincinnati	OH	45205	PC	Project/Program Support	$5,000.00
Rollins College	1000 Holt Avenue, 2754	Winter Park	FL	32789-4499	PC	Project/Program Support	$50,000.00
Ronald McDonald House Charities of Greater	350 Erkenbrecher Avenue	Cincinnati	OH	45229	PC	Project/Program Support	$20,000.00
Ronald McDonald House Charities of Greater	350 Erkenbrecher Avenue	Cincinnati	OH	45229	PC	Endowment	$25,000.00
The Salvation Army	114 East Central Parkway	Cincinnati	OH	45202	PC	Project/Program Support	$5,000.00
Save the Animals Foundation	P.O. Box 932086	Cleveland	OH	44193	PC	Project/Program Support	$40,000.00
The Seven Hills School	5400 Red Bank Road	Cincinnati	OH	45227-1198	PC	Endowment	$50,000.00
Stepping Stones Center	5650 Given Road	Cincinnati	OH	45243-3426	PC	Project/Program Support	$5,000.00
Taft Museum of Art	P.O. Box 631419	Cincinnati	OH	45263	PC	Project/Program Support	$10,000.00
Xavier University	3800 Victory Parkway	Cincinnati	OH	45207	PC	Project/Program Support	$53,400.00
YWCA Greater Cincinnati	898 Walnut Street	Cincinnati	OH	45202	PC	Project/Program Support	$25,000.00
							$ 452,400.00

John Hauck Foundation

Grants Approved This Year for Future Payment

FY Ending 9/30/2015

Grantee	Location	Fndn Status	Commitment
Catholic Inner City Schools Education Fund	Cincinnati, OH	PC	$ 7,500.00
Ohio History Connection	Columbus, OH	PC	$ 105,000.00
Rollins College	Winter Park, FL	PC	$ 150,000.00
Xavier University	Cincinnati, OH	PC	$ 55,300.00
			$ 317,800.00

FIFTH THIRD
PRIVATE BANK

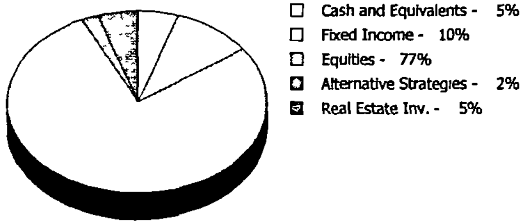
CO-TRS J HAUCK FDN CONS/ME

09/01/2015 - 09/30/2015

THE FIFTH THIRD BANK
AND JOHN W HAUCK CO-TRUSTEES
JOHN HAUCK FOUNDATION
CONSOLIDATED

Trust Officer: PAULA WHARTON (513) 534-5498
Portfolio Manager: C. GREGORY WEIRICH (513) 534-7132
Relationship Mgr: ANDREW CUNNINGHAM (513) 534-3870

INVESTMENT ALLOCATION SUMMARY



Description	Last Statement Market Value	This Statement Market Value	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	$687,442.41	$700,315.46	5%	$70.02	0.0%
Fixed Income	$1,343,930.06	$1,349,691.07	10%	$28,858.25	2.1%
Equities	$10,549,864.12	$10,152,786.06	77%	$239,644.82	2.4%
Alternative Strategies	$251,545.00	$251,112.50	2%	$6,500.00	2.6%
Real Estate Investments	$656,817.05	$662,442.36	5%	$27,504.34	4.2%
Total Account Value	**$13,489,598.64**	**$13,116,347.45**	**100%**	**$302,577.43**	**2.3%**

Net change in total account value (2.8) % Decrease

ACCOUNT SUMMARY

	Income Cash	Principal Cash	Investments*	Total
Beginning Balance	**$186,948.92**	**$500,493.49**	**$12,802,156.23**	**$13,489,598.64**
Income	$30,018.23			$30,018.23
Contributions		$4,914.53		$4,914.53
Distributions	$(11,702.20)	$(10,000.00)	$(0.02)	$(21,702.22)
Net Security Transactions		$(357.51)	$357.51	
Change in Market Value			$(386,481.73)	$(386,481.73)
Ending Balance	**$205,264.95**	**$495,050.51**	**$12,416,031.99**	**$13,116,347.45**

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

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	$451.88	$3,868.48
Long-term gain/(loss)	$23,432.70	$684,704.49
Net realized gain/(loss)	**$23,884.58**	**$688,572.97**

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	$3,840.96	$23,458.12
Dividends	$26,177.27	$189,352.53
Total Income Earned	$30,018.23	$212,810.65
Contributions		
Cash	$4,914.53	$1,014,898.11
Total Contributions	$4,914.53	$1,014,898.11
Distributions		
Cash	$(21,702.20)	$(1,418,914.86)
Security Withdrawals	$(0.02)	$(0.02)
Total Distributions	$(21,702.22)	$(1,418,914.88)
Security Transactions		
Purchases	$(173,374.32)	$(4,557,947.29)
Sales	$173,016.81	$4,476,420.42
Net Security Transactions	$(357.51)	$(81,526.87)
Change in Market Value	$(386,481.73)	$(933,817.66)

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
4.4600		CASH	$1.000	$4.46	0.0%	$4.46			
199,787.0000		FEDERATED PRIME VALUE OBLIGATION SERVICE SHARES (INCOME INVESTMENT) CUSIP - 99FEDPVO1	$1.000	$199,787.00	1.5%	$199,787.00		$19.98	
500,524.0000		FEDERATED PRIME VALUE OBLIGATION SERVICE SHARES CUSIP - 99FEDPVO1	$1.000	$500,524.00	3.8%	$500,524.00		$50.04	
		Cash & Equivalents - Total		**$700,315.46**	**5.3%**	**$700,315.46**		**$70.02**	
Fixed Income									
5,000.0000		APPLE INC 05/03/13 2.400 05/03/23 CUSIP - 037833AK6	$96.918	$4,845.90	0.0%	$4,993.35	$(147.45)	$120.00	2.5%
10,000.0000		BB&T CORP SR MEDIUM TERM NTS 08/14/12 1.600 08/15/17 OPT CALL 7/14/2017 @ 100 CUSIP - 05531FAL7	$100.501	$10,050.10	0.1%	$9,981.80	$68.30	$160.00	1.6%
10,000.0000		BNP PARIBAS / BNP PARIBAS US 01/18/11 5.000 01/15/21 CUSIP - 05567LT31	$112.228	$11,222.80	0.1%	$10,025.70	$1,197.10	$500.00	4.5%
15,000.0000		BANK OF AMERICA 05/02/08 5.650 05/01/18 CUSIP - 06051GDX4	$109.111	$16,366.65	0.1%	$15,197.85	$1,168.80	$847.50	5.2%
10,000.0000		BANK OF NEW YORK MELLON 09/23/11 3.550 09/23/21 OPT CALL 08/23/2021 @ 100.00 CUSIP - 06406HBY4	$105.067	$10,506.70	0.1%	$9,993.30	$513.40	$355.00	3.4%
5,000.0000		CR BARD INC 12/20/10 4.400 01/15/21	$107.644	$5,382.20	0.0%	$5,070.45	$311.75	$220.00	4.1%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		CUSIP - 067383AC3							
5,000.0000		BERKSHIRE HATHAWAY FIN CORP SR 10/15/13 2.900 10/15/20 CUSIP - 084664BZ3	$103.836	$5,191.80	0.0%	$4,990.25	$201.55	$145.00	2.8%
10,000.0000		BERKSHIRE HATHAWAY INC DEL SR NT 02/11/13 3.000 02/11/23 CUSIP - 084670BJ6	$101.051	$10,105.10	0.1%	$9,915.40	$189.70	$300.00	3.0%
10,000.0000		BLACKROCK INC 03/18/14 3.500 03/18/24 CUSIP - 09247XAL5	$102.726	$10,272.60	0.1%	$9,966.60	$306.00	$350.00	3.4%
10,000.0000		CABELAS CR CARD MASTER NT TR 03/16/15 2.260 03/15/23 SERIE 2015-I CLASS A-1 CUSIP - 126802DC8	$101.256	$10,125.60	0.1%	$9,997.47	$128.13	$226.00	2.2%
5,000.0000		CHEVRON CORP NEW NT 12/05/12 2.355 12/05/22 CUSIP - 166764AB6	$96.705	$4,835.25	0.0%	$5,000.00	$(164.75)	$117.75	2.4%
5,000.0000		CHEVRON CORP 06/24/13 3.191 06/24/23 CUSIP - 166764AH3	$101.341	$5,067.05	0.0%	$5,000.00	$67.05	$159.55	3.1%
10,000.0000		CISCO SYS INC 02/17/09 4.950 02/15/19 CUSIP - 17275RAE2	$110.346	$11,034.60	0.1%	$10,269.40	$765.20	$495.00	4.5%
15,000.0000		CITIGROUP INC 11/21/07 6.125 11/21/17 CUSIP - 172967EM9	$109.005	$16,350.75	0.1%	$16,612.20	$(261.45)	$918.75	5.6%
5,000.0000		COLGATE-PALMOLIVE CO MEDIUM 05/02/13 0.900 05/01/18 CUSIP - 19416QEB2	$99.310	$4,965.50	0.0%	$4,976.15	$(10.65)	$45.00	0.9%
15,000.0000		COSTCO WHOLESALE CORP NEW	$100.011	$15,001.65	0.1%	$14,966.40	$35.25	$255.00	1.7%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		12/07/12 1.700 12/15/19 CUSIP - 22160KAF2							
15,000.0000		DEUTSCHE BK AG GLOBAL MEDIUM 01/11/11 3.250 01/11/16 CUSIP - 2515A14E8	$100.664	$15,099.60	0.1%	$14,992.96	$106.64	$487.50	3.2%
12,000.0000	EIBLX	EATON VANCE FLOATING RATE I CUSIP - 277911491	$8.700	$104,400.00	0.8%	$109,920.00	$(5,520.00)	$4,308.00	4.1%
5,374.5860		FG J1-7629 12/01/11 3.000 01/01/22 CUSIP - 3128PXPN0	$104.538	$5,618.48	0.0%	$5,633.24	$(14.76)	$161.24	2.9%
20,000.0000		FEDERAL HOME LOAN BANK 04/11/14 0.875 05/24/17 CUSIP - 3130A1NN4	$100.447	$20,089.40	0.2%	$19,961.40	$128.00	$175.00	0.9%
25,000.0000		FEDERAL HOME LOAN BANK 03/16/10 4.125 03/13/20 CUSIP - 3133XXP50	$111.612	$27,903.00	0.2%	$28,070.20	$(167.20)	$1,031.25	3.7%
35,000.0000		FEDERAL HOME LOAN BANK 05/04/12 1.000 06/21/17 CUSIP - 313379DD8	$100.673	$35,235.55	0.3%	$34,935.86	$299.69	$350.00	1.0%
30,000.0000		FANNIE MAE 01/05/12 1.250 01/30/17 CUSIP - 3135G0GY3	$100.955	$30,286.50	0.2%	$30,565.20	$(278.70)	$375.00	1.2%
40,000.0000		FANNIE MAE 07/20/12 0.875 08/28/17 CUSIP - 3135G0MZ3	$100.139	$40,055.60	0.3%	$40,152.95	$(97.35)	$350.00	0.9%
25,000.0000		FANNIE MAE 09/24/12 0.875 10/26/17 CUSIP - 3135G0PQ0	$100.300	$25,075.00	0.2%	$24,998.75	$76.25	$218.75	0.9%
30,000.0000		FEDERAL NATL MTG ASSN 09/08/14 2.630 09/06/24	$102.405	$30,721.50	0.2%	$30,344.45	$377.05	$787.50	2.6%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		CUSIP - 3135G0ZR7							
10,000.0000		FANNIE MAE 01/01/14 VAR 11/25/18 SER 2014-M1 CL ASQ2 CUSIP - 3136AHUV0	$102.710	$10,271.00	0.1%	$10,099.58	$171.42	$232.30	2.3%
10,000.0000		FNMA REMIC TRUST 03/01/14 3.501 01/25/24 SERIE 2014-M3 CLASS A2 CUSIP - 3136AJLC8	$108.193	$10,819.30	0.1%	$10,099.88	$719.42	$350.10	3.2%
15,000.0000		FHLMC MULTIFAMILY STR PASS THRU 06/01/12 2.130 01/25/19 SER K708 CL A2 CUSIP - 3137AQT24	$102.156	$15,323.40	0.1%	$15,543.75	$(220.35)	$319.50	2.1%
15,000.0000		FANNIE MAE 12/01/12 2.307 08/25/22 SER K023 CL A2 CUSIP - 3137AWQH1	$100.254	$15,038.10	0.1%	$15,299.25	$(261.15)	$346.05	2.3%
15,000.0000		FREDDIE MAC 01/01/13 2.573 09/25/22 SER K024 CL A2 CUSIP - 3137AXHP1	$101.816	$15,272.40	0.1%	$15,299.28	$(26.88)	$385.95	2.5%
10,000.0000		FREDDIE MAC 09/01/15 VAR 06/25/25 SER K-048 CL A-2 CUSIP - 3137BLAC2	$103.780	$10,378.00	0.1%	$10,299.86	$78.14	$328.40	3.2%
65,000.0000		FREDDIE MAC 01/13/12 2.375 01/13/22 CUSIP - 3137EADB2	$102.991	$66,944.15	0.5%	$64,733.80	$2,210.35	$1,543.75	2.3%
35,000.0000		FREDDIE MAC 01/30/12 1.000 03/08/17 CUSIP - 3137EADC0	$100.636	$35,222.60	0.3%	$34,752.60	$470.00	$350.00	1.0%

PORTFOLIO POSITIONS (continued)

Fixed Income (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
35,000.0000		FREDDIE MAC 10/02/12 1.250 10/02/19 CUSIP - 3137EADM8	$99.797	$34,928.95	0.3%	$33,299.20	$1,629.75	$437.50	1.3%
20,000.0000		FREDDIE MAC 01/17/13 0.875 03/07/18 CUSIP - 3137EADP1	$100.085	$20,017.00	0.2%	$19,566.80	$450.20	$175.00	0.9%
35,000.0000		FREDDIE MAC 04/04/13 1.375 05/01/20 CUSIP - 3137EADR7	$99.909	$34,968.15	0.3%	$33,707.20	$1,260.95	$481.25	1.4%
2,675.1130		FREDDIE MAC 04/01/10 2.500 03/15/19 SERIES 3659 CLASS DA CUSIP - 31398VU79	$101.671	$2,719.81	0.0%	$2,740.30	$(20.49)	$66.88	2.5%
10,000.0000		GENERAL ELEC CAP CORP 02/11/11 5.300 02/11/21 CUSIP - 369622SM8	$115.031	$11,503.10	0.1%	$10,128.62	$1,374.48	$530.00	4.6%
10,000.0000		GOLDMAN SACHS GROUP INC MEDIUM 03/08/10 5.375 03/15/20 CUSIP - 38141EA58	$111.548	$11,154.80	0.1%	$10,117.20	$1,037.60	$537.50	4.8%
10,000.0000		GOOGLE INC SR GLBL NT 02/25/14 3.375 02/25/24 CUSIP - 38259PAD4	$103.739	$10,373.90	0.1%	$9,998.30	$375.60	$337.50	3.3%
10,000.0000		JPMORGAN CHASE & CO 05/13/14 3.625 05/13/24 CUSIP - 46625HJX9	$101.389	$10,138.90	0.1%	$10,004.10	$134.80	$362.50	3.6%
5,000.0000		MERCK & CO INC 05/20/13 1.300 05/18/18 CUSIP - 58933YAG0	$100.049	$5,002.45	0.0%	$4,988.45	$14.00	$65.00	1.3%
10,000.0000		MORGAN STANLEY 10/23/14 3.700 10/23/24	$100.477	$10,047.70	0.1%	$10,189.10	$(141.40)	$370.00	3.7%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		CUSIP - 61761JVL0							
5,000.0000		PNC FUNDING CORP 09/19/11 2.700 09/19/16 OPT CALL 08/19/2016 @ 100.00 CUSIP - 693476BM4	$101.425	$5,071.25	0.0%	$4,993.95	$77.30	$135.00	2.7%
15,000.0000		PEPSICO INC 04/30/15 2.750 04/30/25 CUSIP - 713448CT3	$96.893	$14,533.95	0.1%	$14,937.60	$(403.65)	$412.50	2.8%
10,000.0000		PROCTER & GAMBLE CO NOTE 08/15/11 1.450 08/15/16 CUSIP - 742718DV8	$100.865	$10,086.50	0.1%	$9,919.60	$166.90	$145.00	1.4%
10,000.0000		PUBLIC SERVICE CO COLORADO 03/26/13 2.500 03/15/23 CUSIP - 744448CH2	$97.297	$9,729.70	0.1%	$9,953.70	$(224.00)	$250.00	2.6%
1,444.5500		SANTANDER DRIVE AUTO 07/17/13 1.110 12/15/17 SER 2013-4 CL A-3 CUSIP - 80283HAC6	$100.016	$1,444.78	0.0%	$1,444.40	$0.38	$16.03	1.1%
5,000.0000		STATE STR CORP SR NT 05/15/13 1.350 05/15/18 CUSIP - 857477AK9	$99.713	$4,985.65	0.0%	$4,995.20	$(9.55)	$67.50	1.4%
5,000.0000		STATE STREET CORP 11/19/13 3.700 11/20/23 CUSIP - 857477AM5	$104.496	$5,224.80	0.0%	$4,988.00	$236.80	$185.00	3.5%
5,000.0000		TOTAL CAP CDA LTD GLBL NT 01/17/13 1.450 01/15/18 CUSIP - 89153UAE1	$100.178	$5,008.90	0.0%	$4,995.20	$13.70	$72.50	1.4%
5,000.0000		TOYOTA MTR CR CORP MEDIUM TERM 01/17/14 2.100 01/17/19 CUSIP - 89236TBB0	$101.142	$5,057.10	0.0%	$5,020.20	$36.90	$105.00	2.1%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
65,000.0000		UNITED STATES TREAS NTS 11/30/13 1.250 11/30/18 CUSIP - 912828A34	$100.802	$65,521.30	0.5%	$64,202.93	$1,318.37	$812.50	1.2%
5,000.0000		UNITED STATES TREAS NTS 02/15/14 2.750 02/15/24 CUSIP - 912828B66	$106.281	$5,314.05	0.0%	$5,038.27	$275.78	$137.50	2.6%
40,000.0000		UNITED STATES TREAS NTS 08/31/14 0.500 08/31/16 CUSIP - 912828D64	$100.111	$40,044.40	0.3%	$39,981.44	$62.96	$200.00	0.5%
10,000.0000		UNITED STATES TREAS NTS 11/15/14 2.250 11/15/24 CUSIP - 912828G38	$101.870	$10,187.00	0.1%	$10,165.03	$21.97	$225.00	2.2%
65,000.0000		UNITED STATES TREAS NTS 01/15/15 0.875 01/15/18 CUSIP - 912828H37	$100.268	$65,174.20	0.5%	$64,990.43	$183.77	$568.75	0.9%
10,000.0000		UNITED STATES TREAS NTS 02/15/15 2.000 02/15/25 CUSIP - 912828J27	$99.609	$9,960.90	0.1%	$9,889.65	$71.25	$200.00	2.0%
45,000.0000		US TREASURY N/B 11/30/12 1.000 11/30/19 CUSIP - 912828UB4	$99.003	$44,551.35	0.3%	$44,043.94	$507.41	$450.00	1.0%
25,000.0000		UNITED STATES TREAS NTS 05/31/13 1.375 05/31/20 CUSIP - 912828VF4	$100.180	$25,045.00	0.2%	$24,835.94	$209.06	$343.75	1.4%
40,000.0000		UNITED STATES TREAS NTS 10/15/13 0.625 10/15/16 CUSIP - 912828WA4	$100.228	$40,091.20	0.3%	$40,022.26	$68.94	$250.00	0.6%
40,000.0000		US TREASURY NT 10/31/13 1.250 10/31/18 CUSIP - 912828WD8	$100.854	$40,341.60	0.3%	$40,119.14	$222.46	$500.00	1.2%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								**(continued)**	
40,000.0000		UNITED STATES TREAS NOTE 05/31/14 2.000 05/31/21 CUSIP - 912828WN6	$102.388	$40,955.20	0.3%	$39,708.39	$1,246.81	$800.00	2.0%
20,000.0000		UNITED STATES TREAS NTS 06/30/14 1.625 06/30/19 CUSIP - 912828WS5	$101.767	$20,353.40	0.2%	$19,982.03	$371.37	$325.00	1.6%
15,000.0000		US TREASURY NOTE 04/30/15 1.750 04/30/22 CUSIP - 912828WZ9	$100.188	$15,028.20	0.1%	$14,954.30	$73.90	$262.50	1.7%
15,000.0000		WFRBS COML MTG TR 02/01/13 2.029 03/15/45 SER 2013-C11 CL A2 CUSIP - 92937EAB0	$100.972	$15,145.80	0.1%	$15,449.81	$(304.01)	$304.35	2.0%
15,000.0000		WACHOVIA BK COML MTG TR 03/01/06 VAR 01/18/45 SERIE 2006-C23 CLASS A-5 CUSIP - 92976BFE7	$100.467	$15,070.05	0.1%	$16,918.36	$(1,848.31)	$812.40	5.4%
10,000.0000		WAL-MART STORES INC 04/11/13 2.550 04/11/23 OPT CALL 01/11/2023 @ 100.00 CUSIP - 931142DH3	$98.790	$9,879.00	0.1%	$9,613.10	$265.90	$255.00	2.6%
10,000.0000		WELLS FARGO & CO NEW MTN 02/13/13 3.450 02/13/23 CUSIP - 94974BFJ4	$99.532	$9,953.20	0.1%	$9,877.30	$75.90	$345.00	3.5%
		Fixed Income - Total		**$1,349,691.07**	**10.3%**	**$1,338,438.77**	**$11,252.30**	**$28,858.25**	**2.1%**

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
243.0000	ALLE	ALLEGION PUB LTD CO ORD SHS CUSIP - G0176J109	$57.660	$14,011.38	0.1%	$15,526.92	$(1,515.54)	$97.20	0.7%
199.0000	AGN	ALLERGAN PLC SHS ISIN# IE00BY9D5467 SEDOL# BY9D546 CUSIP - G0177J108	$271.810	$54,090.19	0.4%	$42,970.33	$11,119.86		
1,193.0000	LAZ	LAZARD LTD CUSIP - G54050102	$43.300	$51,656.90	0.4%	$58,748.45	$(7,091.55)	$1,670.20	3.2%
714.0000	MDT	MEDTRONIC PLC SEDOL BTN1Y11 ISIN IE00BTN1Y115 CUSIP - G5960L103	$66.940	$47,795.16	0.4%	$32,237.17	$15,557.99	$1,085.28	2.3%
646.0000	NCLH	NORWEGIAN CRUISE LINE HLDGS LT CUSIP - G66721104	$57.300	$37,015.80	0.3%	$20,206.88	$16,808.92		
405.0000	SIG	SIGNET JEWELERS CUSIP - G81276100	$136.130	$55,132.65	0.4%	$44,774.65	$10,358.00	$356.40	0.6%
10.0000	WTM	WHITE MOUNTAINS INS GRP CUSIP - G9618E107	$747.300	$7,473.00	0.1%	$3,126.60	$4,346.40	$10.00	0.1%
750.0000	TEL	TE CONNECTIVITY LTD REG SHS CUSIP - H84989104	$59.890	$44,917.50	0.3%	$35,014.12	$9,903.38	$990.00	2.2%
801.0000	AMC	AMC ENTERTAINMENT HOLDINGS CUSIP - 00165C104	$25.190	$20,177.19	0.2%	$24,425.53	$(4,248.34)	$640.80	3.2%
5,360.0000	T	AT&T INC CUSIP - 00206R102	$32.580	$174,628.80	1.3%	$182,681.29	$(8,052.49)	$10,076.80	5.8%
725.0000	AET	AETNA INC CUSIP - 00817Y108	$109.410	$79,322.25	0.6%	$38,702.33	$40,619.92	$725.00	0.9%
192.0000	ALXN	ALEXION PHARMACEUTICALS INC CUSIP - 015351109	$156.390	$30,026.88	0.2%	$31,174.35	$(1,147.47)		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
1,129.0000	MO	ALTRIA GROUP INC CUSIP - 02209S103	$54.400	$61,417.60	0.5%	$56,677.95	$4,739.65	$2,551.54	4.2%
151.0000	AMZN	AMAZON.COM INC CUSIP - 023135106	$511.890	$77,295.39	0.6%	$53,629.89	$23,665.50		
913.0000	AAL	AMERICAN AIRLINES GROUP INC CUSIP - 02376R102	$38.830	$35,451.79	0.3%	$45,764.90	$(10,313.11)	$365.20	1.0%
200.0000	AEO	AMERICAN EAGLE OUTFITTERS INC CUSIP - 02553E106	$15.630	$3,126.00	0.0%	$2,460.31	$665.69	$100.00	3.2%
497.0000	AIG	AMERICAN INTL GROUP INC CUSIP - 026874784	$56.820	$28,239.54	0.2%	$22,493.87	$5,745.67	$556.64	2.0%
609.0000	AMP	AMERIPRISE FINANCIAL INC CUSIP - 03076C106	$109.130	$66,460.17	0.5%	$24,561.19	$41,898.98	$1,632.12	2.5%
264.0000	BUD	ANHEUSER BUSCH INBEV SA/NV ADR CUSIP - 03524A108	$106.320	$28,068.48	0.2%	$28,210.56	$(142.08)	$753.98	2.7%
1,770.0000	AAPL	APPLE INC CUSIP - 037833100	$110.300	$195,231.00	1.5%	$91,979.66	$103,251.34	$3,681.60	1.9%
214.0000	ASH	ASHLAND INC CUSIP - 044209104	$100.620	$21,532.68	0.2%	$22,311.64	$(778.96)	$333.84	1.6%
291.0000	ATW	ATWOOD OCEANICS INC CUSIP - 050095108	$14.810	$4,309.71	0.0%	$9,890.80	$(5,581.09)	$291.00	6.8%
727.0000	AVT	AVNET INC CUSIP - 053807103	$42.680	$31,028.36	0.2%	$29,491.29	$1,537.07	$494.36	1.6%
1,705.0000	BP	BP PLC ADR CUSIP - 055622104	$30.560	$52,104.80	0.4%	$63,897.91	$(11,793.11)	$4,057.90	7.8%
3,273.0000	BAC	BANK AMER CORP CUSIP - 060505104	$15.580	$50,993.34	0.4%	$54,414.96	$(3,421.62)	$654.60	1.3%

PORTFOLIO POSITIONS (continued)

Equities (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
1,038.0000	BIG	BIG LOTS INC CUSIP - 089302103	$47.920	$49,740.96	0.4%	$49,544.81	$196.15	$788.88	1.6%
210.0000	BIIB	BIOGEN INC CUSIP - 09062X103	$291.810	$61,280.10	0.5%	$66,567.79	$(5,287.69)		
798.0000	BA	BOEING CO CUSIP - 097023105	$130.950	$104,498.10	0.8%	$82,590.68	$21,907.42	$2,904.72	2.8%
759.0000	BMY	BRISTOL MYERS SQUIBB CO CUSIP - 110122108	$59.200	$44,932.80	0.3%	$28,149.02	$16,783.78	$1,123.32	2.5%
2,789.0000	BRCD	BROCADE COMMUNICATIONS SYS INC COM NEW CUSIP - 111621306	$10.380	$28,949.82	0.2%	$29,075.07	$(125.25)	$502.02	1.7%
513.0000	CVS	CVS HEALTH CORPORATION CUSIP - 126650100	$96.480	$49,494.24	0.4%	$46,074.08	$3,420.16	$718.20	1.5%
186.0000	CAB	CABELAS INC CUSIP - 126804301	$45.600	$8,481.60	0.1%	$3,470.27	$5,011.33		
1,611.0000	COF	CAPITAL ONE FINL CORP CUSIP - 14040H105	$72.520	$116,829.72	0.9%	$130,011.72	$(13,182.00)	$2,577.60	2.2%
398.0000	CELG	CELGENE CORP CUSIP - 151020104	$108.170	$43,051.66	0.3%	$45,604.02	$(2,552.36)		
234.0000	CERN	CERNER CORP CUSIP - 156782104	$59.960	$14,030.64	0.1%	$14,512.68	$(482.04)		
2,078.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	$78.880	$163,912.64	1.2%	$205,106.71	$(41,194.07)	$8,893.84	5.4%
5,389.0000	CSCO	CISCO SYSTEMS INC CUSIP - 17275R102	$26.250	$141,461.25	1.1%	$117,384.36	$24,076.89	$4,526.76	3.2%
4,942.0000	C	CITIGROUP INC CUSIP - 172967424	$49.610	$245,172.62	1.9%	$209,847.78	$35,324.84	$988.40	0.4%
755.0000	CMCSA	COMCAST CORP CL A	$56.880	$42,944.40	0.3%	$31,587.80	$11,356.60	$755.00	1.8%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 20030N101							
669.0000	COP	CONOCOPHILLIPS CUSIP - 20825C104	$47.960	$32,085.24	0.2%	$41,041.61	$(8,956.37)	$1,980.24	6.2%
1,469.0000	ED	CONSOLIDATED EDISON, INC CUSIP - 209115104	$66.850	$98,202.65	0.7%	$89,408.61	$8,794.04	$3,819.40	3.9%
2,786.0000	GLW	CORNING INC CUSIP - 219350105	$17.120	$47,696.32	0.4%	$66,090.30	$(18,393.98)	$1,337.28	2.8%
299.0000	CXW	CORRECTIONS CORP AMER CUSIP - 22025Y407	$29.540	$8,832.46	0.1%	$8,306.89	$525.57	$645.84	7.3%
84.0000	DST	DST SYS INC DEL CUSIP - 233326107	$105.140	$8,831.76	0.1%	$8,971.10	$(139.34)	$100.80	1.1%
342.0000	DAN	DANA HOLDING CORP CUSIP - 235825205	$15.880	$5,430.96	0.0%	$8,139.13	$(2,708.17)	$82.08	1.5%
503.0000	DHR	DANAHER CORP CUSIP - 235851102	$85.210	$42,860.63	0.3%	$43,247.79	$(387.16)	$271.62	0.6%
107.0000	DECK	DECKERS OUTDOOR CORP CUSIP - 243537107	$58.060	$6,212.42	0.0%	$6,568.15	$(355.73)		
1,694.0000	DAL	DELTA AIR LINES INC CUSIP - 247361702	$44.870	$76,009.78	0.6%	$63,301.16	$12,708.62	$914.76	1.2%
1,796.0000	DFS	DISCOVER FINANCIAL SERVICES CUSIP - 254709108	$51.990	$93,374.04	0.7%	$61,148.20	$32,225.84	$2,011.52	2.2%
1,469.0000	DOW	DOW CHEM CO CUSIP - 260543103	$42.400	$62,285.60	0.5%	$45,899.13	$16,386.47	$2,467.92	4.0%
138.0000	EOG	EOG RES INC CUSIP - 26875P101	$72.800	$10,046.40	0.1%	$14,063.27	$(4,016.87)	$92.46	0.9%
1,606.0000	ETFC	E TRADE FINANCIAL CORP CUSIP - 269246401	$26.330	$42,285.98	0.3%	$35,155.03	$7,130.95		
136.0000	EV	EATON VANCE CORP	$33.420	$4,545.12	0.0%	$3,161.99	$1,383.13	$136.00	3.0%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 278265103							
123.0000	ECL	ECOLAB INC CUSIP - 278865100	$109.720	$13,495.56	0.1%	$10,535.84	$2,959.72	$162.36	1.2%
178.0000	ENR	ENERGIZER HLDGS INC NEW COM CUSIP - 29272W109	$38.710	$6,890.38	0.1%	$7,437.47	$(547.09)	$178.00	2.6%
3,725.0000	EXC	EXELON CORP CUSIP - 30161N101	$29.700	$110,632.50	0.8%	$128,054.86	$(17,422.36)	$4,619.00	4.2%
766.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	$74.350	$56,952.10	0.4%	$71,899.92	$(14,947.82)	$2,236.72	3.9%
369.0000	FTI	FMC TECHNOLOGIES INC CUSIP - 30249U101	$31.000	$11,439.00	0.1%	$19,768.27	$(8,329.27)		
1,088.0000	FB	FACEBOOK INC CUSIP - 30303M102	$89.900	$97,811.20	0.7%	$90,074.94	$7,736.26		
276.0000	FDX	FEDEX CORPORATION CUSIP - 31428X106	$143.980	$39,738.48	0.3%	$46,928.28	$(7,189.80)	$276.00	0.7%
5,000.0000	FITB	FIFTH THIRD BANCORP CUSIP - 316773100	$18.910	$94,550.00	0.7%	$128,566.16	$(34,016.16)	$2,600.00	2.7%
1,725.0000	FEYE	FIREEYE INC CUSIP - 31816Q101	$31.820	$54,889.50	0.4%	$68,526.90	$(13,637.40)		
2,822.0000	FE	FIRST ENERGY CUSIP - 337932107	$31.310	$88,356.82	0.7%	$96,568.23	$(8,211.41)	$4,063.68	4.6%
834.0000	FL	FOOT LOCKER INC CUSIP - 344849104	$71.970	$60,022.98	0.5%	$46,505.64	$13,517.34	$834.00	1.4%
1,725.0000	FCX	FREEPORT-MCMORAN INC CUSIP - 35671D857	$9.690	$16,715.25	0.1%	$62,785.80	$(46,070.55)	$345.00	2.1%
153.0000	GMT	GATX CORP CUSIP - 361448103	$44.150	$6,754.95	0.1%	$8,107.46	$(1,352.51)	$232.56	3.4%
1,042.0000	GME	GAMESTOP CORP	$41.210	$42,940.82	0.3%	$43,295.71	$(354.89)	$1,500.48	3.5%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 36467W109							
981.0000	GD	GENERAL DYNAMICS CORP CUSIP - 369550108	$137.950	$135,328.95	1.0%	$55,717.09	$79,611.86	$2,707.56	2.0%
2,839.0000	GM	GENERAL MTRS CO CUSIP - 37045V100	$30.020	$85,226.78	0.6%	$97,368.61	$(12,141.83)	$4,088.16	4.8%
715.0000	GILD	GILEAD SCIENCES INC CUSIP - 375558103	$98.190	$70,205.85	0.5%	$19,439.08	$50,766.77	$1,229.80	1.8%
618.0000	GS	GOLDMAN SACHS GROUP CUSIP - 38141G104	$173.760	$107,383.68	0.8%	$92,388.39	$14,995.29	$1,606.80	1.5%
6,707.7530	GSMCX	GOLDMAN SACHS MID-CAP VALUE FUND INST CUSIP - 38141W398	$37.350	$250,534.57	1.9%	$226,252.51	$24,282.06	$2,676.39	1.1%
144.0000	GOOGL	GOOGLE INC-CL A CUSIP - 38259P508	$638.370	$91,925.28	0.7%	$94,564.10	$(2,638.82)		
8,650.0000	HAINX	HARBOR INTERNATIONAL INST CUSIP - 411511306	$60.570	$523,930.50	4.0%	$608,224.00	$(84,293.50)	$12,265.70	2.3%
2,712.0000	HIG	HARTFORD FINANCIAL SERVICES GRP CUSIP - 416515104	$45.780	$124,155.36	0.9%	$56,713.80	$67,441.56	$2,278.08	1.8%
687.0000	HD	HOME DEPOT INC CUSIP - 437076102	$115.490	$79,341.63	0.6%	$54,941.98	$24,399.65	$1,621.32	2.0%
2,301.0000	HUN	HUNTSMAN CORP CUSIP - 447011107	$9.690	$22,296.69	0.2%	$51,354.02	$(29,057.33)	$1,150.50	5.2%
2,459.0000	INTC	INTEL CORP CUSIP - 458140100	$30.140	$74,114.26	0.6%	$67,991.35	$6,122.91	$2,360.64	3.2%
10,000.0000	EFA	ISHARES MSCI EAFE INDEX FD CUSIP - 464287465	$57.320	$573,200.00	4.4%	$591,266.34	$(18,066.34)	$16,960.00	3.0%
3,620.0000	IJK	ISHARES S&P MIDCAP 400 GROWTH	$157.090	$568,665.80	4.3%	$215,842.50	$352,823.30	$6,237.26	1.1%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 464287606							
2,675.0000	IJJ	ISHARES S&P MIDCAP 400 VALUE CUSIP - 464287705	$115.345	$308,549.48	2.4%	$145,021.63	$163,527.85	$5,852.90	1.9%
3,008.0000	JPM	JPMORGAN CHASE & CO CUSIP - 46625H100	$60.970	$183,397.76	1.4%	$179,745.02	$3,652.74	$5,294.08	2.9%
2,544.0000	JBL	JABIL CIRCUIT INC CUSIP - 466313103	$22.370	$56,909.28	0.4%	$54,261.04	$2,648.24	$814.08	1.4%
3,181.0000	JNS	JANUS CAP GROUP INC CUSIP - 47102X105	$13.600	$43,261.60	0.3%	$56,258.77	$(12,997.17)	$1,145.16	2.6%
86.0000	KAMN	KAMAN CORP CUSIP - 483548103	$35.850	$3,083.10	0.0%	$2,958.64	$124.46	$61.92	2.0%
7,044.0000	KEY	KEYCORP CUSIP - 493267108	$13.010	$91,642.44	0.7%	$53,959.02	$37,683.42	$2,113.20	2.3%
702.0000	KSS	KOHLS CORP CUSIP - 500255104	$46.310	$32,509.62	0.2%	$52,024.89	$(19,515.27)	$1,263.60	3.9%
124.0000	LSTR	LANDSTAR SYS INC CUSIP - 515098101	$63.470	$7,870.28	0.1%	$8,531.88	$(661.60)	$39.68	0.5%
365.0000	EL	LAUDER ESTEE COS INC CUSIP - 518439104	$80.680	$29,448.20	0.2%	$26,654.48	$2,793.72	$350.40	1.2%
627.0000	LEA	LEAR CORP CUSIP - 521865204	$108.780	$68,205.06	0.5%	$70,005.07	$(1,800.01)	$627.00	0.9%
536.0000	MBI	MBIA INC CUSIP - 55262C100	$6.080	$3,258.88	0.0%	$5,490.72	$(2,231.84)		
4,298.0000	MTG	MGIC INVT CORP WIS CUSIP - 552848103	$9.260	$39,799.48	0.3%	$36,356.93	$3,442.55		
202.0000	MRC	MRC GLOBAL INC CUSIP - 55345K103	$11.150	$2,252.30	0.0%	$6,429.90	$(4,177.60)		
1,197.0000	MGA	MAGNA INTL INC	$48.010	$57,467.97	0.4%	$63,390.14	$(5,922.17)	$1,053.36	1.8%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		SEDOL 2554475 ISIN CA5592224011 CUSIP - 559222401							
2,643.0000	MPC	MARATHON PETROLEUM CORP CUSIP - 56585A102	$46.330	$122,450.19	0.9%	$101,251.11	$21,199.08	$3,383.04	2.8%
691.0000	MA	MASTERCARD INC CUSIP - 57636Q104	$90.120	$62,272.92	0.5%	$11,180.20	$51,092.72	$442.24	0.7%
173.0000	MATX	MATSON INC CUSIP - 57686G105	$38.490	$6,658.77	0.1%	$4,092.76	$2,566.01	$124.56	1.9%
216.0000	MCK	MCKESSON CORPORATION CUSIP - 58155Q103	$185.030	$39,966.48	0.3%	$13,050.03	$26,916.45	$241.92	0.6%
213.0000	MJN	MEAD JOHNSON NUTRITION COMPANY CUSIP - 582839106	$70.400	$14,995.20	0.1%	$20,797.63	$(5,802.43)	$351.45	2.3%
2,175.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	$44.260	$96,265.50	0.7%	$70,566.01	$25,699.49	$3,132.00	3.3%
236.0000	MNST	MONSTER BEVERAGE CORP NEW CUSIP - 61174X109	$135.140	$31,893.04	0.2%	$22,950.41	$8,942.63		
282.0000	MCO	MOODYS CORP CUSIP - 615369105	$98.200	$27,692.40	0.2%	$28,783.12	$(1,090.72)	$383.52	1.4%
898.0000	NYLDA	NRG YIELD INC CL A NEW CUSIP - 62942X306	$11.150	$10,012.70	0.1%	$21,714.05	$(11,701.35)	$754.32	7.5%
39.0000	NEU	NEWMARKET CORP CUSIP - 651587107	$357.000	$13,923.00	0.1%	$4,133.35	$9,789.65	$218.40	1.6%
584.0000	NSC	NORFOLK SOUTHN CORP CUSIP - 655844108	$76.400	$44,617.60	0.3%	$43,290.24	$1,327.36	$1,378.24	3.1%
218.0000	OXY	OCCIDENTAL PETE CORP CUSIP - 674599105	$66.150	$14,420.70	0.1%	$18,422.86	$(4,002.16)	$654.00	4.5%
430.0000	OLN	OLIN CORP	$16.810	$7,228.30	0.1%	$11,786.17	$(4,557.87)	$344.00	4.8%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									(continued)
		CUSIP - 680665205							
190.0000	OA	ORBITAL ATK INC CUSIP - 68557N103	$71.870	$13,655.30	0.1%	$10,539.67	$3,115.63	$197.60	1.4%
975.0000	PNC	PNC FINANCIAL SERVICES GROUP CUSIP - 693475105	$89.200	$86,970.00	0.7%	$84,425.68	$2,544.32	$1,989.00	2.3%
3,105.0000	PPL	PPL CORP CUSIP - 69351T106	$32.890	$102,123.45	0.8%	$100,092.77	$2,030.68	$4,688.55	4.6%
594.0000	PAG	PENSKE AUTO GROUP INC CUSIP - 70959W103	$48.440	$28,773.36	0.2%	$27,188.85	$1,584.51	$570.24	2.0%
115.0000	PII	POLARIS INDS INC CUSIP - 731068102	$119.870	$13,785.05	0.1%	$15,020.26	$(1,235.21)	$243.80	1.8%
112.0000	PSMT	PRICESMART INC CUSIP - 741511109	$77.340	$8,662.08	0.1%	$2,455.24	$6,206.84	$78.40	0.9%
2,745.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	$71.940	$197,475.30	1.5%	$65,219.31	$132,255.99	$7,279.74	3.7%
666.0000	PRU	PRUDENTIAL FINL INC CUSIP - 744320102	$76.210	$50,755.86	0.4%	$24,810.20	$25,945.66	$1,545.12	3.0%
986.0000	DGX	QUEST DIAGNOSTICS INC CUSIP - 74834L100	$61.470	$60,609.42	0.5%	$67,288.76	$(6,679.34)	$1,498.72	2.5%
417.0000	RBC	REGAL BELOIT CORP COM CUSIP - 758750103	$56.450	$23,539.65	0.2%	$31,575.74	$(8,036.09)	$383.64	1.6%
1,136.0000	RAI	REYNOLDS AMERICAN INC CUSIP - 761713106	$44.270	$50,290.72	0.4%	$37,322.98	$12,967.74	$1,635.84	3.3%
1,997.0000	RDS B	ROYAL DUTCH SHELL PLC CL B ADR CUSIP - 780259107	$47.480	$94,817.56	0.7%	$129,367.14	$(34,549.58)	$7,508.72	7.9%
390.0000	SBAC	SBA COMMUNICATIONS CORP	$104.740	$40,848.60	0.3%	$31,653.33	$9,195.27		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 78388J106							
2,064.0000	SNY	SANOFI CUSIP - 80105N105	$47.470	$97,978.08	0.7%	$102,234.76	$(4,256.68)	$2,243.57	2.3%
276.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	$68.970	$19,035.72	0.1%	$25,936.33	$(6,900.61)	$552.00	2.9%
412.0000	SCI	SERVICE CORP INTL CUSIP - 817565104	$27.100	$11,165.20	0.1%	$3,107.71	$8,057.49	$197.76	1.8%
57.0000	SHW	SHERWIN WILLIAMS CO CUSIP - 824348106	$222.780	$12,698.46	0.1%	$14,489.01	$(1,790.55)	$152.76	1.2%
263.0000	SHPG	SHIRE PLC ADR CUSIP - 82481R106	$205.230	$53,975.49	0.4%	$59,558.87	$(5,583.38)	$183.84	0.3%
111.0000	RGR	STURM RUGER & CO INC CUSIP - 864159108	$58.690	$6,514.59	0.0%	$4,058.17	$2,456.42	$109.89	1.7%
395.0000	SPN	SUPERIOR ENERGY SVCS INC CUSIP - 868157108	$12.630	$4,988.85	0.0%	$7,962.07	$(2,973.22)	$126.40	2.5%
1,006.0000	TGT	TARGET CORP CUSIP - 87612E106	$78.660	$79,131.96	0.6%	$75,029.86	$4,102.10	$2,253.44	2.8%
183.0000	TPX	TEMPUR SEALY INTERNATIONAL, INC. CUSIP - 88023U101	$71.430	$13,071.69	0.1%	$7,520.90	$5,550.79		
228.0000	THC	TENET HEALTHCARE CORP CUSIP - 88033G407	$36.920	$8,417.76	0.1%	$4,500.45	$3,917.31		
1,668.0000	TEVA	TEVA PHARMACEUTICAL INDUSTRIES ADR CUSIP - 881624209	$56.460	$94,175.28	0.7%	$71,118.44	$23,056.84	$1,903.19	2.0%
575.0000	TWX	TIME WARNER INC CUSIP - 887317303	$68.750	$39,531.25	0.3%	$40,085.24	$(553.99)	$805.00	2.0%
29,849.9480	FIEIX	TOUCHSTONE INTL VALUE FUND CLASS Y	$7.550	$225,367.11	1.7%	$220,733.63	$4,633.48	$8,656.48	3.8%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 89154Q646							
1,603.0000	TRV	TRAVELERS COS INC/THE CUSIP - 89417E109	$99.530	$159,546.59	1.2%	$150,529.32	$9,017.27	$3,911.32	2.5%
121.0000	TG	TREDEGAR CORPORATION CUSIP - 894650100	$13.080	$1,582.68	0.0%	$2,427.66	$(844.98)	$53.24	3.4%
1,543.0000	TRN	TRINITY INDS INC CUSIP - 896522109	$22.670	$34,979.81	0.3%	$71,526.28	$(36,546.47)	$678.92	1.9%
2,253.0000	TSN	TYSON FOODS INC CUSIP - 902494103	$43.100	$97,104.30	0.7%	$72,457.00	$24,647.30	$901.20	0.9%
345.0000	USG	USG CORP CUSIP - 903293405	$26.620	$9,183.90	0.1%	$9,391.45	$(207.55)		
2,792.0000	UNM	UNUM GROUP CUSIP - 91529Y106	$32.080	$89,567.36	0.7%	$69,065.19	$20,502.17	$2,066.08	2.3%
2,148.0000	VZ	VERIZON COMMUNICATIONS CUSIP - 92343V104	$43.510	$93,459.48	0.7%	$99,803.52	$(6,344.04)	$4,854.48	5.2%
212.0000	VSTO	VISTA OUTDOOR INC CUSIP - 928377100	$44.430	$9,419.16	0.1%	$6,272.90	$3,146.26		
437.0000	WBC	WABCO HLDGS INC CUSIP - 92927K102	$104.830	$45,810.71	0.3%	$48,985.52	$(3,174.81)		
216.0000	WDR	WADDELL & REED FINL INC CUSIP - 930059100	$34.770	$7,510.32	0.1%	$11,021.50	$(3,511.18)	$371.52	4.9%
944.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	$51.350	$48,474.40	0.4%	$47,663.22	$811.18	$1,416.00	2.9%
6,635.0000	HEDJ	WISDOMTREE EUROPE HEDGED EQUITY FUND	$54.650	$362,602.75	2.8%	$443,470.13	$(80,867.38)	$9,554.40	2.6%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
		CUSIP - 97717X701							
74.0000	INT	WORLD FUEL SVCS CORP CUSIP - 981475106	$35.800	$2,649.20	0.0%	$2,743.74	$(94.54)	$17.76	0.7%
		Equities - Total		**$10,152,786.06**	**77.4%**	**$9,082,280.82**	**$1,070,505.24**	**$239,644.82**	**2.4%**
Alternative Strategies									
250,000.0000		UBS STRUCTURED NOTE 12/30/09 VAR 12/30/19 CUSIP - 90261JFM0	$100.445	$251,112.50	1.9%	$250,000.00	$1,112.50	$6,500.00	2.6%
		Alternative Strategies - Total		**$251,112.50**	**1.9%**	**$250,000.00**	**$1,112.50**	**$6,500.00**	**2.6%**
Real Estate Investments									
169.0000	ALEX	ALEXANDER & BALDWIN INC CUSIP - 014491104	$34.330	$5,801.77	0.0%	$2,820.50	$2,981.27	$33.80	0.6%
2,791.0000	CLNY	COLONY CAPITAL INC CUSIP - 19624R106	$19.560	$54,591.96	0.4%	$66,675.57	$(12,083.61)	$4,242.32	7.8%
444.0000	FR	FIRST INDL RLTY TR INC CUSIP - 32054K103	$20.950	$9,301.80	0.1%	$6,316.86	$2,984.94	$226.44	2.4%
2,500.0000	ICF	ISHARES COHEN & STEERS REALTY CUSIP - 464287564	$92.620	$231,550.00	1.8%	$202,992.99	$28,557.01	$7,882.50	3.4%
1,024.0000	RLJ	RLJ LODGING TR CUSIP - 74965L101	$25.270	$25,876.48	0.2%	$31,563.11	$(5,686.63)	$1,351.68	5.2%
135.0000	TRC	TEJON RANCH CO CUSIP - 879080109	$21.810	$2,944.35	0.0%	$4,150.43	$(1,206.08)		
4,400.0000	VNQ	VANGUARD REIT ETF CUSIP - 922908553	$75.540	$332,376.00	2.5%	$297,548.57	$34,827.43	$13,767.60	4.1%
		Real Estate Investments - Total		**$662,442.36**	**5.1%**	**$612,068.03**	**$50,374.33**	**$27,504.34**	**4.2%**
Total Portfolio Positions				**$13,116,347.45**	**100.0%**	**$11,983,103.08**	**$1,133,244.37**	**$302,577.43**	**2.3%**