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Return of Private Foundation

OMB No 1545-0052

or Section 4947(a)(1) Trust Treated as Private Foundation
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2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, 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)

P O BOX 630858

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

CINCINNATI, OH 45263-0858

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

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

I Fair market value of all assets at J Accounting method: Cash Accrual
 end of year (from Part II, col. (c), line 16) Other (specify)
 16) ► \$ 2,323,251. (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	4		STMT 1
4 Dividends and interest from securities	68,222	68,133		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	5,516			
b Gross sales price for all assets on line 6a	52,841			
7 Capital gain net income (from Part IV, line 2)		5,516		
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)	99			STMT 3
12 Total. Add lines 1 through 11	73,841	73,653		
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	1,000	500	NONE	500
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)				
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 5	22,368	22,168		200
24 Total operating and administrative expenses.	23,368	22,668	NONE	700
Add lines 13 through 23.				
25 Contributions, gifts, grants paid	92,153			92,153
26 Total expenses and disbursements. Add lines 24 and 25	115,521	22,668	NONE	92,853
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	-41,680			
b Net investment income (if negative, enter -0-)		50,985		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2016)

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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
	1 Cash - non-interest-bearing		1.	1.	1.
	2 Savings and temporary cash investments		36,878.	42,523.	42,523.
Assets	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)		1,037,652.	1,005,961.	2,264,442.
	c Investments - corporate bonds (attach schedule)		32,169.	16,422.	16,285.
	11 Investments- land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
Liabilities	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)		1,106,700.	1,064,907.	2,323,251.
	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, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds		1,106,700.	1,064,907.	
	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)		1,106,700.	1,064,907.	
	31 Total liabilities and net assets/fund balances (see instructions)		1,106,700.	1,064,907.	

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	1,106,700.
2 Enter amount from Part I, line 27a	2	-41,680.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	1,065,020.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 6	5	113.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,064,907.

Form 990-PF (2016)

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.)
1 a 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 52,841.		47,325.	5,516.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			5,516.		
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	5,516.	
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))
2015	117,286.	2,091,009.	0.056091
2014	108,260.	2,261,039.	0.047881
2013	100,222.	2,122,229.	0.047225
2012	96,740.	1,963,939.	0.049258
2011	88,591.	1,895,308.	0.046742
2 Total of line 1, column (d)			2 0.247197
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 0.049439
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 2,122,928.
5 Multiply line 4 by line 3.			5 104,955.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 510.
7 Add lines 5 and 6			7 105,465.
8 Enter qualifying distributions from Part XII, line 4 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.			8 92,853.

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	1,020.
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		1,020.
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		1,020.
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a		476.
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		476.
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		544.
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 2017 estimated tax ► <input type="checkbox"/> NONE Refunded ► <input type="checkbox"/> 11			

Part VII-A Statements Regarding Activities

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	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
1c	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		X
2	Did the foundation file Form 1120-POL for this year?	2		X
3	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			
4a	(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____			
4b	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____	4b		
5	Has the foundation engaged in any activities that have not previously been reported to the IRS?	5		X
6	If "Yes," attach a detailed description of the activities			
6a	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	6a		X
6b	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	6b		
6c	If "Yes," has it filed a tax return on Form 990-T for this year?	6c		
7	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	7		
8a	If "Yes," attach the statement required by General Instruction T			
8b	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	8b		
8c	• By language in the governing instrument, or			
8d	• 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?	8d		
9	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?	9		
10	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV.	10		X
11	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	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)	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	X
14	The books are in care of ► <u>FIFTH THIRD BANK</u> Located at ► <u>110 N MAIN STREET, DAYTON, OH</u>	Telephone no. ► <u>(937) 778-4408</u>	ZIP+4 ► <u>45402</u>	
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 ► <u>15</u>	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
16	At any time during calendar year 2016, 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. If "Yes," enter the name of the foreign country ► <u> </u>	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	X

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

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

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <u> </u>			
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 2016?			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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	If "Yes," list the years ► <u> </u> , <u> </u> , <u> </u> , <u> </u> , <u> </u>			
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.)			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u> </u> , <u> </u> , <u> </u> , <u> </u> , <u> </u>			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2016 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 2016.)			
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 2016?			

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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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			
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			X
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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 <u>NONE</u>	
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 <u>NONE</u>	
2	
All other program-related investments. See instructions	
3 <u>NONE</u>	
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	2,125,294.
b Average of monthly cash balances	1b	29,963.
c Fair market value of all other assets (see instructions).	1c	NONE
d Total (add lines 1a, b, and c)	1d	2,155,257.
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	2,155,257.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	32,329.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,122,928.
6 Minimum investment return. Enter 5% of line 5	6	106,146.

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	106,146.
2a Tax on investment income for 2016 from Part VI, line 5	2a	1,020.
b Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,020.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	105,126.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	105,126.
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	105,126.

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	92,853.
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	92,853.
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	92,853.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				105,126.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			NONE	
b Total for prior years 20 14 ,20 20		NONE		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	NONE			
b From 2012	NONE			
c From 2013	NONE			
d From 2014	NONE			
e From 2015	13,684.			
f Total of lines 3a through e	13,684.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 92,853.				
a Applied to 2015, 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 2016 distributable amount.				92,853.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a).)	12,273.			12,273.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,411.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017.				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 2011 not applied on line 5 or line 7 (see instructions)		NONE		
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,411.			
10 Analysis of line 9:				
a Excess from 2012	NONE			
b Excess from 2013	NONE			
c Excess from 2014	NONE			
d Excess from 2015	1,411.			
e Excess from 2016				

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 SCHEDULE ATTACHED				92,153.
Total			► 3a	92,153.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments-					NONE 4.
4 Dividends and interest from securities					NONE 68,222.
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					NONE 5,516.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a					
b EXCISE TAX REFUND					99.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				NONE	73,841.
13 Total. Add line 12, columns (b), (d), and (e)				13	73,841.

Part 11: Summary of the Audit Report (SF 112)

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 CHARITABLE
7	CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED IN THE GOVERNING AGREEMENT.
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

b If "Yes," complete the following schedule.

(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**

05/10/2017

Date

► 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. _____

ROSEMARY OVENDEN CHAR TR #2

34-7163405

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	4.	4.
TOTAL	4.	4.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	5.	5.
NONDIVIDEND DISTRIBUTIONS	14.	
DOMESTIC DIVIDENDS	67,336.	67,336.
EXEMPT DIVIDENDS NOT SUBJECT TO AMT - ST	40.	
EXEMPT DIVIDENDS SUBJECT TO AMT - STATES	35.	
NONQUALIFIED DOMESTIC DIVIDENDS	792.	792.
TOTAL	68,222.	68,133.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
EXCISE TAX REFUND	99.
TOTALS	99.

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	1,000.	500.	500.	
TOTALS	1,000.	500.	500.	

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK SERVICE FEES	7,252.	7,252.	
BANK SERVICE FEES	7,252.	7,252.	
OTHER MISC. EXPENSES	200.		
BANK SERVICE FEES	3,832.	3,832.	
BANK SERVICES FEES	3,832.	3,832.	
TOTALS	22,368.	22,168.	200.

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

DESCRIPTION	AMOUNT
RETURN OF CAPITAL ADJUSTMENT	27.
DU PONT MERGER ADJUSTMENT	85.
ROUNDING	1.
TOTAL	113.

STATEMENT 6

Rosemary Ovenden Charitable Trust #2

Contributions

Fiscal Year Ending 12/31/2016

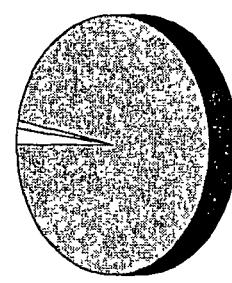
Organization	Address	City	St	Zip	Fdn Status	Usage	Amt	Date Paid
Ohio Presbyterian Retirement	1001 Kingsmill Parkway	Columbus	OH	43229	PC	Project/Program Support	\$12,125.39	6/30/2016
Westminster Presbyterian Church	325 W Ash St	Piqua	OH	45356	PC	Project/Program Support	\$12,125.39	6/30/2016
Flesh Public Library Assistance	1116 W High St	Piqua	OH	45356	PC	Project/Program Support	\$9,700.32	6/30/2016
Miami County YMCA	223 W High St	Piqua	OH	45356	PC	Project/Program Support	\$9,700.32	6/30/2016
Piqua Education Foundation	719 E Ash St	Piqua	OH	45356	PC	Project/Program Support	\$9,700.32	6/30/2016
YWCA	418 N Wayne St	Piqua	OH	45356	PC	Project/Program Support	\$9,700.32	6/30/2016
Clear Creek Farm	PO Box 1433	Piqua	OH	45356	PC	Project/Program Support	\$4,850.16	6/30/2016
Lehman High School Foundation	2400 St Marys Ave	Sidney	OH	45365	PC	Project/Program Support	\$4,850.16	6/30/2016
Piqua Area United Way	PO Box 631	Piqua	OH	45356	PC	Project/Program Support	\$4,850.16	6/30/2016
Piqua Community Foundation	PO Box 703	Piqua	OH	45356	PC	Project/Program Support	\$4,850.16	6/30/2016
Rehabilitation Center for Neurological Development	13006 Garbry Rd	Piqua	OH	45356	PC	Project/Program Support	\$4,850.16	6/30/2016
The Salvation Army	440 West Nyack Rd	West Nyack	NY	10994	PC	Project/Program Support	\$4,850.16	6/30/2016
							\$92,153.02	



FIFTH THIRD
PRIVATE BANK

ROSEMARY OVENDEN CHAR TR #2

INVESTMENT ALLOCATION SUMMARY		
Description	Last Statement Market Value	This Statement Market Value
Cash and Equivalents - 2%	\$32,465.00	\$42,523.57
Fixed Income - 1%	\$16,120.98	\$16,284.74
Equities - 97%	\$2,185,908.37	\$2,264,442.48
Total Account Value	\$2,234,494.35	\$2,323,250.79



ACCOUNT OVERVIEW		
	Current Period	Calendar YTD
Cash		
Investments*		
Total		
Beginning Balance	\$32,465.00	\$2,234,494.35
Income	\$11,971.31	\$11,971.31
Distributions	(\$1,912.74)	(\$1,912.74)
Change in Market Value	\$78,697.87	\$78,697.87
Ending Balance	\$42,523.57	\$2,320,727.22
REALIZED GAIN/(LOSS) SUMMARY		
	Current Period	YTD
Short-term gain/(loss)	\$0.00	\$0.00
Long-term gain/(loss)	\$0.00	\$5,515.84
Net realized gain/(loss)	\$0.00	\$5,515.84
INVESTMENT OBJECTIVE		
Aggressive Growth		
Long-term capital appreciation through aggressive long term growth of capital, an expectation of a high degree of principal fluctuation.		

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



FIFTH THIRD
PRIVATE BANK

ROSEMARY OVENDEN CHAR TR #2

PORTFOLIO POSITIONS						
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis
Cash & Equivalents						
0.5700	CASH		\$1.000	\$0.57	0.0%	\$0.57
42,523.0000	FIFTH THIRD BANKSAFE TRUST CUSIP - 316775507		\$1.000	\$42,523.00	1.8%	\$42,523.00
	Cash & Equivalents - Total		\$42,523.57	1.8%	\$42,523.57	\$136.50 0.3%
Fixed Income						
1,819.5240	EIBLX	EATON VANCE FLOATING RATE I CUSIP - 277911491	\$8.950	\$16,284.74	0.7%	\$16,421.73
	Fixed Income - Total		\$16,284.74	0.7%	\$16,421.73	(\$136.99) 4.1%
Equities						
1,000.0000	ABT	ABBOTT LABS CUSIP - 002824100	\$38.410	\$38,410.00	1.7%	\$20,119.13
1,000.0000	ABBY	ABBVIE INC CUSIP - 00287Y109	\$62.620	\$62,620.00	2.7%	\$21,817.49
450.0000	MO	ALTRIA GROUP INC CUSIP - 02209S103	\$67.620	\$30,429.00	1.3%	\$4,161.85
700.0000	AAPL	APPLE INC CUSIP - 037833100	\$115.820	\$81,074.00	3.5%	\$45,231.00
300.0000	CAT	CATERPILLAR INC CUSIP - 149123101	\$92.740	\$27,822.00	1.2%	\$30,600.00
2,500.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	\$117.700	\$294,250.00	12.7%	\$90,206.25
2,000.0000	KO	COCA COLA CO CUSIP - 191216100	\$41.460	\$82,920.00	3.6%	\$43,675.00
1,000.0000	CMCSA	COMCAST CORP CL A CUSIP - 20030N101	\$69.050	\$69,050.00	3.0%	\$41,110.00
2,000.0000	D	DOMINION RESOURCES INC	\$76.590	\$153,180.00	6.6%	\$60,520.01
	Equities - Total		\$92,659.99	13.6%	\$92,659.99	\$5,600.00 3.7%
	Unrealized Gain/(Loss)		\$136.50	0.3%		
	Est. Annual Income					
	Est. Yield					



FIFTH THIRD
PRIVATE BANK

12/01/2016 - 12/31/2016

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
Equities									
		CUSIP - 25746U109							(continued)
925,0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	\$73.400	\$67,895.00	2.9%	\$32,001.69	\$35,893.31	\$1,406.00	2.1%
276,0000	DUK	DUKE ENERGY CORP CUSIP - 26441C204	\$77.620	\$21,423.12	0.9%	\$10,431.11	\$10,992.01	\$943.92	4.4%
3,000,0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	\$90.260	\$270,780.00	11.7%	\$109,695.00	\$161,085.00	\$9,000.00	3.3%
1,000,0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	\$31.600	\$31,600.00	1.4%	\$30,678.00	\$922.00	\$960.00	3.0%
500,0000	HSY	THE HERSHEY COMPANY CUSIP - 427866108	\$103.430	\$51,715.00	2.2%	\$17,573.75	\$34,141.25	\$1,236.00	2.4%
1,200,0000	INTC	INTEL CORP CUSIP - 458140100	\$36.270	\$43,524.00	1.9%	\$24,000.00	\$19,524.00	\$1,248.00	2.9%
600,0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	\$165.990	\$99,594.00	4.3%	\$49,434.00	\$50,160.00	\$3,360.00	3.4%
1,440,0000	JPM	JPMORGAN CHASE & CO CUSIP - 46625H100	\$86.290	\$124,257.60	5.3%	\$45,691.00	\$78,566.60	\$2,764.80	2.2%
800,0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	\$115.210	\$92,168.00	4.0%	\$41,546.00	\$50,622.00	\$2,560.00	2.8%
400,0000	MCD	MCDONALDS CORP CUSIP - 580135101	\$121.720	\$48,688.00	2.1%	\$29,604.00	\$19,084.00	\$1,504.00	3.1%
1,100,0000	MSFT	MICROSOFT CORP CUSIP - 594918104	\$62.140	\$68,354.00	2.9%	\$27,464.25	\$40,889.75	\$1,716.00	2.5%
1,000,0000	NEE	NEXTERA ENERGY INC CUSIP - 65339F101	\$119.460	\$119,460.00	5.1%	\$31,770.00	\$87,690.00	\$3,480.00	2.9%
1,000,0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	\$38.450	\$38,450.00	1.7%	\$30,279.50	\$8,170.50	\$600.00	1.6%
500,0000	PNC	PNC FINANCIAL SERVICES GROUP	\$116.960	\$58,480.00	2.5%	\$30,870.00	\$27,610.00	\$1,100.00	1.9%



FIFTH THIRD
PRIVATE BANK

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
Equities									
		CUSIP - 693475105							
450.0000	PM	PHILIP MORRIS INTL INC CUSIP - 718172109	\$91.490	\$41,170.50	1.8%	\$9,483.55	\$31,686.95	\$1,872.00	4.5%
1,000.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	\$84.080	\$84,080.00	3.6%	\$52,063.75	\$32,016.25	\$2,678.00	3.2%
414.0000	SE	SPECTRA ENERGY CORP CUSIP - 847560109	\$41.090	\$17,011.26	0.7%	\$7,519.51	\$9,491.75	\$670.68	3.9%
300.0000	MMM	3M CO CUSIP - 88579Y101	\$178.570	\$53,571.00	2.3%	\$26,595.00	\$26,976.00	\$1,332.00	2.5%
1,800.0000	USB	US BANCORP DEL CUSIP - 902973304	\$51.370	\$92,466.00	4.0%	\$41,820.53	\$50,645.47	\$2,016.00	2.2%
		Equities - Total		\$2,264,442.48	97.5%	\$1,005,961.37	\$1,258,481.11	\$67,985.40	3.0%
		Total Portfolio Positions		\$2,323,250.79	100.0%	\$1,064,906.67	\$1,258,344.12	\$68,795.12	3.0%