

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2012
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☒ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>THE WESTERN AND SOUTHERN AFFILIATED COMPANIES RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶ <u>006</u> 1c Effective date of plan <u>01/01/1992</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>THE WESTERN AND SOUTHERN LIFE INSURANCE COMPANY</u> <u>400 BROADWAY</u> <u>CINCINNATI, OH 45202</u>	2b Employer Identification Number (EIN) <u>31-0487145</u> 2c Sponsor's telephone number <u>513-629-1800</u> 2d Business code (see instructions) <u>524140</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/14/2013</u>	<u>STEPHEN G. HUSSEY</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 551
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	310
b Retired or separated participants receiving benefits.....	6b	8
c Other retired or separated participants entitled to future benefits.....	6c	171
d Subtotal. Add lines 6a , 6b , and 6c	6d	489
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	490
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	490
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	6
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan THE WESTERN AND SOUTHERN AFFILIATED COMPANIES RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 006
C Plan sponsor's name as shown on line 2a of Form 5500 THE WESTERN AND SOUTHERN LIFE INSURANCE COMPANY	D Employer Identification Number (EIN) 31-0487145

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIFTH THIRD BANK RETIREMENT SERVICE 38 FOUNTAIN SQUARE PLAZA
CINCINNATI, OH 45263

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>THE WESTERN AND SOUTHERN AFFILIATED COMPANIES RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>006</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE WESTERN AND SOUTHERN LIFE INSURANCE COMPANY</u>	D Employer Identification Number (EIN) <u>31-0487145</u>	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	-870	-348
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	29977	23198
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	525250	406052
(2) U.S. Government securities.....	1c(2)	2096351	2791361
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	1944423	1479286
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	3487317	3605458
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	5590322	5508114
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	13672770	13813121

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	13672770	13813121
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAS, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	51	
(B) U.S. Government securities	2b(1)(B)	61334	
(C) Corporate debt instruments	2b(1)(C)	44872	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	45774	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		152031
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	48197	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	116608	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		164805
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	20676087	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	20498733	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		177354
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	427855	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		427855

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		715769
c Other income.....	2c		3322
d Total income. Add all income amounts in column (b) and enter total.....	2d		1641136

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1500785	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1500785
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1500785

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		140351
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: ERNST & YOUNG

(2) EIN: 34-6565596

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>THE WESTERN AND SOUTHERN AFFILIATED COMPANIES RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>006</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE WESTERN AND SOUTHERN LIFE INSURANCE COMPANY</u>	D Employer Identification Number (EIN) <u>31-0487145</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>20-3691658</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

Western & Southern Affiliated Companies
Retirement Plan
December 31, 2012 and 2011, and
Year Ended December 31, 2012
With Report of Independent Auditors

Ernst & Young LLP

Western & Southern Affiliated Companies
Retirement Plan

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011, and Year Ended December 31, 2012

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Report of Independent Auditors

The Benefits Committee
The Western and Southern Life Insurance Company

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Western & Southern Affiliated Companies Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified investment information described in Note 4, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2012 and 2011, and for the year ended December 31, 2012, stating that the investment information provided to the plan administrator is complete and accurate.

Disclaimer of Opinion on Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Disclaimer of Opinion on Supplemental Schedules

The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2012, and reportable transactions for the year then ended are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Report on Compliance of Form and Content with Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the certified investment information, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads 'Ernst & Young LLP'.

October 4, 2013

Western & Southern Affiliated Companies
Retirement Plan

Statements of Net Assets Available for Benefits

	December 31	
	2012	2011
Assets		
Cash (overdraft)	\$ (348)	\$ (870)
Investments, at fair value	13,790,271	13,643,662
Total investments	13,789,923	13,642,792
Receivables:		
Interest income	23,198	29,978
Total receivables	23,198	29,978
Net assets available for benefits	\$ 13,813,121	\$ 13,672,770

See accompanying notes.

Western & Southern Affiliated Companies
Retirement Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2012

Additions

Interest income	\$ 152,031
Dividends	164,805
Net realized and unrealized appreciation in fair value of investments	1,320,978
Net transfers/other additions	<u>3,322</u>
Total additions	<u>1,641,136</u>

Deductions

Participants' benefits	<u>1,500,785</u>
Total deductions	<u>1,500,785</u>

Net increase in net assets available for benefits	140,351
Net assets available for benefits, beginning of year	<u>13,672,770</u>
Net assets available for benefits, end of year	<u><u>\$ 13,813,121</u></u>

See accompanying notes.

Western & Southern Affiliated Companies Retirement Plan

Notes to Financial Statements

December 31, 2012

1. Description of the Plan

The Western & Southern Affiliated Companies Retirement Plan (the Plan) is a defined contribution plan, established on January 1, 1992, to provide eligible participants with additional income after retirement. Eligible participants include employees of certain subsidiaries (Participating Companies) of The Western and Southern Life Insurance Company (the Sponsor) who are over 21 years old with more than 1,000 hours of service during a 12-month period and who are not active participants of The Western and Southern Life Insurance Company Pension Plan. Under the Plan prior to September 22, 2010, each participant was provided with an allocation of a Participating Company's contribution. Each plan year, a Participating Company contributed to the trust an amount determined by resolution of the Board of Directors of each Participating Company. On September 22, 2010, the Sponsor adopted a plan amendment that results in the Plan no longer accepting new participants. The Plan will continue to operate on behalf of participants in the Plan as of December 31, 2010. Specifically, plan participants will continue to receive appreciation or depreciation on their individual account values based on the performance of the underlying investments. All amounts in participant accounts are nonparticipant directed. The Plan is subject to provisions of the Employee Retirement Income Security Act of 1974 (ERISA). A more complete description of the Plan's provisions is contained in the plan document and Summary Plan Description. Copies of these documents are available from the Sponsor.

Contributions

Prior to September 22, 2010, each Participating Company contributed to the Plan based on a percentage of eligible employees' compensation. The contribution percentages were determined by resolution of the Board of Directors of the Participating Companies. Subsequent to September 22, 2010, all employer contributions are discretionary. Forfeiture balances of terminated participants' nonvested accounts are used to offset employer discretionary contributions in accordance with plan provisions. There were no contributions or forfeitures for 2012 or 2011.

Priority of Distributions Upon Termination

Although it has not expressed intent to do so, the Sponsor may terminate the Plan at any time. If the Plan is terminated, the assets of the Plan will be distributed, net of any administrative costs, to each of the participants based on their vested share of the related assets.

Western & Southern Affiliated Companies Retirement Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Vesting Provisions

Participants employed by a Participating Company become fully vested after five years of service.

2. Summary of Significant Accounting Policies

Basis of Presentation

The following describes the significant accounting policies followed in the preparation of these financial statements, which have been prepared on the accrual basis of accounting.

Investments

The Plan's investments consist primarily of money market funds, mutual funds, debt securities, U.S. government securities, partnerships/joint venture, and common stocks. All investments are stated at fair value.

Fair value is defined as the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's financial assets and liabilities carried at fair value have been classified, for disclosure purposes, based on the following hierarchy that prioritizes inputs to valuation techniques used to measure fair value into three levels.

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 – Inputs to the valuation methodology include:
 - Quoted prices for similar assets or liabilities in active markets
 - Quoted prices for identical or similar assets or liabilities in inactive markets
 - Inputs other than quoted prices that are observable for the asset or liability

Western & Southern Affiliated Companies
Retirement Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

- Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation techniques and inputs used for each major class of the Plan's assets measured at fair value. There have been no changes in the methodologies used in 2012 and 2011:

U.S. government securities: U.S. government securities are valued at the closing price reported in the active market in which the individual securities are traded.

Corporate debt securities: The fair values of debt securities have been determined through inputs from third-party pricing services utilizing market observable inputs. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings.

Common stocks: The fair values of actively traded equity securities have been determined utilizing publicly quoted prices obtained from third-party pricing services.

Mutual funds: The mutual funds are valued at the net asset value (NAV) of shares held by the Plan at year end.

Money market fund: The money market funds are valued at amortized cost, which approximates fair value.

Western & Southern Affiliated Companies
Retirement Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Partnerships/joint venture: The fair value of the partnership investment has been determined using the NAV, of the fund, as determined by the partnerships/joint venture management. NAV is used as a practical expedient in determining the fair value of the Plan's interests in the fund. The Sponsor validates the fair value assessment based on the fund's audited financial statements, when they become available, by reconciling the audited numbers to the Plan's accounting records.

Assets measured at fair value on a recurring basis at December 31, 2012, are outlined below:

		Fair Value Hierarchy Level		
	Total	Level 1	Level 2	Level 3
Assets:				
U.S. government securities	\$ 2,791,361	\$ 2,791,361	\$ —	\$ —
Corporate debt securities	1,479,286	—	1,479,286	—
Common stock:				
Focused equity strategy	1,866,886	1,866,886	—	—
Small cap growth strategy	1,738,440	1,738,440	—	—
Large cap core strategy	132	132	—	—
Total common stock	3,605,458	3,605,458	—	—
Mutual funds:				
International stock fund	1,745,244	1,745,244	—	—
Large cap growth stock fund	1,854,727	1,854,727	—	—
Small cap growth stock fund	9,054	9,054	—	—
Large cap core stock fund	1,566,510	1,566,510	—	—
Total mutual funds	5,175,535	5,175,535	—	—
Money market fund	406,052	406,052	—	—
Partnerships/joint venture ^(a)	332,579	—	332,579	—
Total assets	<u>\$ 13,790,271</u>	<u>\$ 11,978,406</u>	<u>\$ 1,811,865</u>	<u>\$ —</u>

Western & Southern Affiliated Companies
Retirement Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Assets measured at fair value on a recurring basis at December 31, 2011, are outlined below:

	Total	Fair Value Hierarchy Level		
		Level 1	Level 2	Level 3
Assets:				
U.S. government securities	\$ 2,096,351	\$ 2,096,351	\$ —	\$ —
Corporate debt securities	1,944,422	—	1,944,422	—
Common stock:				
Focused equity strategy	1,852,029	1,852,029	—	—
Small cap growth strategy	1,635,288	1,635,288	—	—
Total common stock	3,487,317	3,487,317	—	—
Mutual funds:				
International stock fund	1,518,560	1,518,560	—	—
Large cap growth stock fund	1,849,280	1,849,280	—	—
Small cap growth stock fund	24,427	24,427	—	—
Large cap core stock fund	1,380,500	1,380,500	—	—
Total mutual funds	4,772,767	4,772,767	—	—
Money market fund	525,250	525,250	—	—
Partnerships/joint venture ^(a)	817,555	—	817,555	—
Total assets	\$ 13,643,662	\$ 10,881,685	\$ 2,761,977	\$ —

^(a) This private fund invests primarily in domestic fixed income securities. The Plan has the right to redeem its limited partnership investment at its net asset value. The Plan has no future funding commitments associated with this investment. During 2011, the fair value of this partnership/joint venture was misclassified as Level 3. The proper prior period disclosure has been corrected to reflect this partnership/joint venture as Level 2. Total Level 3 securities as previously reported and as corrected were \$817,555 and \$0, respectively.

Net Realized and Unrealized Appreciation (Depreciation) on Investments

The Plan presents in the statement of changes in net assets available for benefits the net realized and unrealized appreciation (depreciation) in the value of its investments, which consists of the realized gains or losses and the unrealized appreciation or depreciation on those investments.

Western & Southern Affiliated Companies
Retirement Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

New Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 amended Accounting Standards Codification (ASC) 820, *Fair Value Measurement*, to converge the fair value measurement guidance in U.S. generally accepted accounting principles (GAAP) and International Financial Reporting Standards (IFRS). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. ASU 2011-04 requires additional fair value disclosures although certain aspects of these new disclosures are not required for nonpublic entities. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Adoption of ASU 2011-04 did not have an effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

Administrative Expenses

All administrative expenses of the Plan are paid by the Sponsor.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and supplemental schedules. Actual results could differ from these estimates.

Subsequent Events

Management has evaluated subsequent events through October 4, 2013, the date the financial statements were available to be issued.

Western & Southern Affiliated Companies
Retirement Plan

Notes to Financial Statements (continued)

3. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated September 20, 2012, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2009.

Western & Southern Affiliated Companies
Retirement Plan

Notes to Financial Statements (continued)

4. Investments

The fair values of individual investments that represent 5% or more of the Plan's net assets available for benefits are as follows:

	December 31	
	2012	2011
ISHARES DJ US Russell 1000 Growth Fund	\$ 1,854,727	\$ 1,849,280
ISHARES DJ US MSCI EAFE	1,360,944	1,185,500
SPDR Trust Series 1	1,566,510	1,380,500
Fort Washington High Yield LLC*	(a)	817,555

* Party in interest

(a) Investment is less than 5%

All investment information included in the accompanying financial statements and supplemental schedules, including investments held and interest income receivable at December 31, 2012 and 2011, and the net realized and unrealized appreciation in the fair value of investments and interest income and dividends for the year ended December 31, 2012, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fifth Third Bank, the custodian.

	December 31	
	2012	2011
Investments at fair value:		
U.S. government securities	\$ 2,791,361	\$ 2,096,351
Corporate debt securities	1,479,286	1,944,422
Common stocks	3,605,458	3,487,317
Mutual funds	5,175,535	4,772,767
Money market funds	406,052	525,250
Partnerships/joint ventures	332,579	817,555
Total	<u>\$ 13,790,271</u>	<u>\$ 13,643,662</u>

Western & Southern Affiliated Companies
Retirement Plan

Notes to Financial Statements (continued)

4. Investments (continued)

During 2012, the Plan's investments, including investments bought, sold, and held during the year, appreciated (depreciated) in fair value as follows:

	<u>Net Realized and Unrealized Appreciation (Depreciation) in Fair Value of Investments</u>
U.S. government securities	\$ 4,128
Corporate debt securities	62,377
Common stocks	538,696
Mutual funds	645,753
Partnerships/joint ventures	70,024
Total	<u>\$ 1,320,978</u>

5. Risks and Uncertainties

The Plan invests in various securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Supplemental Schedules

Western & Southern Affiliated Companies
Retirement Plan

EIN #31-0487145 Plan #006

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
U.S. government securities					
FGLMC # A95946	January 01, 2041	4.00 %	28,823	\$ 29,637	\$ 30,797
FGLMC # B11645	January 01, 2019	5.50	6,439	6,519	6,989
FGLMC # G06031	March 01, 2040	5.50	25,855	28,109	27,930
FHR K501 A2	November 25, 2016	1.66	45,000	45,181	46,368
FNMA # 535751	December 01, 2030	7.50	727	742	884
FNMA # 697068	May 01, 2018	4.50	11,113	11,275	11,985
FNMA # 899079	March 01, 2037	5.00	27,537	29,539	29,829
FNMA # 931995	September 01, 2039	5.00	64,282	67,434	70,654
FNMA # 961812	February 01, 2038	5.00	67,123	70,572	75,605
FNMA # 974403	April 01, 2023	4.50	22,168	22,593	24,104
FNMA # 995220	November 01, 2023	6.00	25,595	26,611	28,127
FNMA # AD3795	April 01, 2040	4.50	25,275	26,581	27,391
FNMA # AD4038	April 01, 2040	4.50	89,563	91,329	99,437
FNMA # AE0831	September 01, 2039	6.00	15,629	17,226	17,111
FNMA # AE2498	September 01, 2040	4.50	104,071	106,064	115,870
FNMA # AI0805	July 01, 2041	4.50	31,194	32,815	33,863
FNMA # MA0471	July 01, 2040	5.50	91,292	97,529	100,104
FNMA # MA0519	September 01, 2040	5.50	71,799	76,704	79,785
FNMA # 357711	February 01, 2020	4.50	5,795	5,780	6,250
FNMA # AI2999	June 01, 2026	3.50	32,731	34,504	34,742

Western & Southern Affiliated Companies
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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
U.S. government securities (continued)					
FNMA # AI6697	September 01, 2026	3.00 %	23,778	\$ 24,803	\$ 25,116
G2 # 8580	January 20, 2025	2.00	812	825	843
G2SF 5305	February 20, 2042	4.00	42,068	45,548	45,834
GNMA – CMO 2003-11 GJ	October 17, 2029	4.00	1,256	1,256	1,363
GNMA # 434792	July 15, 2030	8.00	458	461	523
GNMA # 748495	August 15, 2040	4.00	34,926	37,833	38,568
U.S. TREASURY	February 15, 2042	3.13	150,000	153,238	156,281
U.S. TREASURY	March 31, 2014	0.25	20,000	20,000	20,009
U.S. TREASURY	March 31, 2017	1.00	200,000	203,434	203,578
U.S. TREASURY	May 15, 2042	3.00	10,000	10,196	10,150
U.S. TREASURY	August 15, 2042	2.75	15,000	14,529	14,430
U.S. TREASURY	August 31, 2017	0.63	235,000	234,374	234,706
U.S. TREASURY	August 31, 2019	1.00	80,000	79,386	79,469
U.S. TREASURY	September 15, 2015	0.25	25,000	24,934	24,945
U.S. TREASURY	September 30, 2014	0.25	400,000	399,577	400,078
U S TREASURY	November 15, 2022	1.63	675,000	673,788	667,643
				2,750,926	2,791,361

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Corporate debt securities					
AT&T Inc	February 01, 2018	5.50 %	35,000	\$ 37,198	\$ 41,680
BACM 2005-4 A3	July 10, 2045	4.89	40,718	40,919	40,772
BACM 2006-2 A3	May 10, 2045	5.70	50,000	50,314	50,218
BACM 2006-6 A3	October 10, 2045	5.37	50,000	51,506	54,456
BACM 2007-2 AAB	April 10, 2049	5.58	53,817	55,923	58,362
Bank of America Corp	May 13, 2021	5.00	20,000	19,923	22,811
Barrick Gold Corp	April 01, 2022	3.85	15,000	14,991	15,861
Brandywine Oper Partners	November 01, 2014	5.40	15,000	14,763	16,022
BSCMS 2005-PWR9 A4A	September 11, 2042	4.87	40,000	39,558	43,941
BSCMS 2006-PW13 A3	September 11, 2041	5.52	50,000	50,966	51,743
BSCMS 2007-PW16 A4	June 11, 2040	5.72	55,000	54,427	65,134
BSKYB FINANCE UK	October 15, 2015	5.63	25,000	25,565	27,984
Burlington North Santa Fe	January 15, 2015	4.88	20,000	19,575	21,605
Burlington North Santa Fe	May 01, 2040	5.75	10,000	10,153	12,293
California St	April 01, 2016	5.95	15,000	15,037	17,007
Canadian Natl Resources	December 01, 2014	4.90	25,000	24,655	26,915
CBS Corp	April 30, 2016	6.25	20,000	19,669	23,180
CSFB 2004-C3 A5	July 15, 2036	5.11	30,000	29,821	31,719
Directv Hlds/Fn	March 15, 2017	2.40	15,000	14,987	15,360

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Corporate debt securities (continued)					
Disney	December 01, 2042	3.70 %	15,000	\$ 14,892	\$ 14,965
Enterprise Products Oper	February 01, 2016	3.20	15,000	14,991	15,846
Enterprise Products Oper	September 01, 2020	5.20	50,000	49,258	59,627
Fedex Corp	January 15, 2014	7.38	25,000	25,000	26,715
GCCFC 2005-GG3 A3	August 10, 2042	4.57	31,233	31,483	31,301
Goldman Sachs Group	February 15, 2019	7.50	15,000	14,877	18,860
Health Care REIT	April 15, 2020	6.13	5,000	5,324	5,851
Home Depot	April 01, 2041	5.95	15,000	14,929	20,194
JP Morgan Chase & Co	May 15, 2038	6.40	20,000	18,589	26,737
JPMCC 2006-CB14 A3B	December 12, 2044	5.68	49,575	49,839	50,543
LBUBS 2006-C3 A3	March 15, 2032	5.69	50,000	50,021	50,044
Meag Txb Plt	April 01, 2057	6.66	25,000	25,119	29,686
MSC 2006-HQ9 A3	July 12, 2044	5.71	54,894	55,262	55,622
News America Inc	March 01, 2019	6.90	25,000	24,988	31,309
Norfolk Southern Corp	April 01, 2018	5.75	15,000	14,871	17,907
PepsiAmericas Inc	February 15, 2014	4.38	25,000	24,960	26,048
Phillips 66	April 01, 2022	4.30	15,000	14,966	16,743
Ppl Energy Supply LLC	May 01, 2018	6.50	20,000	20,833	23,940
Republic Services Inc	June 01, 2022	3.55	10,000	10,529	10,415
Rockies Express Pipeline	July 15, 2013	6.25	25,000	25,098	25,563

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Corporate debt securities (continued)					
Rogers Wireless Inc	March 15, 2015	7.50 %	20,000	\$ 20,496	\$ 22,777
TIAA	December 16, 2039	6.85	15,000	14,981	20,289
Time Warner Cable Inc	February 15, 2021	4.13	15,000	14,717	16,407
Time Warner Inc	July 15, 2015	3.15	20,000	19,987	21,148
United Technologies	July 15, 2038	6.13	30,000	29,652	39,831
Verizon Communications	February 15, 2018	5.50	50,000	52,923	60,022
Wal-Mart Stores	April 15, 2038	6.20	15,000	14,782	20,327
WBCMT 2007-C34 APB	May 15, 2046	5.62	46,841	48,510	50,590
WEA FIN LLC/WCI FIN LLC	October 01, 2016	5.70	15,000	15,064	17,124
Xstrata Finance Canada	January 15, 2017	3.60	15,000	14,990	15,792
				1,341,881	1,479,286
Common stocks					
Acorda Therapeutics Inc			882	22,100	21,927
Adobe Systems Inc			1,249	31,382	47,062
Align Technology Inc			540	16,189	14,985
Alliant Techsystems			1,602	103,174	99,260
Allstate Corp			2,376	71,248	95,444
Apple Inc			117	67,587	62,264
Applied Industrial Tech			450	13,257	18,905

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Common stocks (continued)					
Arrow Electronics Inc			1,140	\$ 35,468	\$ 43,411
Aruba Networks Inc			1,174	24,608	24,349
Aspen Technology Inc			1,000	15,601	27,640
Auxilium Pharmaceuticals			1,160	31,329	21,506
Bancorpsouth Inc			770	10,746	11,196
Bank of America Corp			11,330	148,927	131,541
Bank of New York Mellon			2,810	63,269	72,217
Bankrate Inc			1,065	12,441	13,259
Belden Inc			515	17,488	23,170
Biomarin Pharmaceutical			775	15,120	38,130
BJs Restaurants Inc			409	15,956	13,456
Blackbaud Inc			855	23,828	19,520
Boston Beer Inc			75	7,769	10,084
Buckeye Technologies Inc			545	15,154	15,647
Buffalo Wild Wings Inc			270	16,874	19,661
Cadence Design Systems			1,790	17,422	24,183
Carnival Corp			1,454	46,207	53,464
Cash America Intl Inc			510	17,837	20,232
Cato Corp			609	14,744	16,705
Chemtura Corp			815	14,159	17,327

Western & Southern Affiliated Companies
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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Common stocks (continued)					
Chicos Fas Inc			1,455	\$ 16,966	\$ 26,859
Cinemark Holdings Inc			1,013	23,565	26,318
Clarcor Inc			245	8,699	11,706
Coinstar Inc			543	21,543	28,241
Comscore Inc			1,026	11,552	14,138
Darling International			1,190	17,496	19,088
Devon Energy Corp			756	49,953	39,342
Dexcom Inc			935	9,351	12,707
Dril-Quip Inc			310	21,211	22,646
Emcor Group Inc			438	14,539	15,159
Encore Capital Group Inc			354	6,101	10,839
Endologix Inc			1,055	14,698	15,023
Energizer Holdings Inc			290	19,396	23,194
Energy XXI (Bermuda) Ltd			730	26,076	23,484
Enersys Inc			470	17,345	17,686
Esco Technologies Inc			477	16,481	17,845
Esterline Technologies			656	37,676	41,728
Exxon Mobil Corp			583	46,239	50,459
Ezcorp Inc			1,095	14,906	21,780
Fei Co			420	18,753	23,297

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Common stocks (continued)					
First Cash Financial			540	\$ 9,017	\$ 26,795
Fluidigm Corp			1,496	21,662	21,408
Forward Air Corp			561	19,518	19,641
France Telecom Sa-Spons Adr			3,908	59,552	43,183
Genomic Health Inc			644	6,388	17,543
Goldman Sachs Group Inc			742	99,408	94,650
Google Inc			96	58,971	67,908
Gulfport Energy Corp			820	19,071	31,340
Halliburton Co			883	24,346	30,631
Hewlett Packard Co			1,642	61,887	23,399
HMS Holdings Corp			365	3,736	9,461
Impax Laboratories Inc			1,200	26,567	24,588
Insulet Corp			1,306	19,453	27,713
International Speedway			1,587	35,833	43,881
Interpublic Group Of Cos			12	174	132
Interxion Holding NV			910	16,910	21,622
J2 Global Inc			639	12,473	19,553
Kddi Corp-Unsponsored Adr			3,231	54,663	56,930
Kennametal Inc			474	15,816	18,960
Lancaster Colony Corp			258	17,719	17,851

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Common stocks (continued)					
Life Time Fitness Inc			480	\$ 21,531	\$ 23,621
Lindsay Corp			140	8,659	11,217
Lowes Cos Inc			1,079	27,976	38,326
LSB Industries Inc			738	19,376	26,140
Maximus Inc			493	15,203	31,167
Micros Systems Inc			376	11,695	15,957
Microsemi Corp			1,070	15,036	22,513
Microsoft Corp			979	28,832	26,149
Middleby Corp			173	16,240	22,180
Mondelez International			2,801	74,254	71,285
Multi-Fineline Electron			410	7,715	8,286
National Oilwell Varco			539	37,565	36,841
Nxstage Medical Inc			1,794	30,623	20,183
Oasis Pete Inc			745	22,207	23,691
Old Dominion Freight			592	17,391	20,294
Old National Bancorp			900	10,635	10,683
Onyx Pharmaceuticals Inc			545	21,970	41,164
Oshkosh Corp			1,724	42,152	51,117
Owens & Minor Inc			2,070	59,372	59,016
Papa Johns International			525	26,541	28,838

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Common stocks (continued)					
Parametric Technology			663	\$ 9,446	\$ 14,924
Petroquest Energy Inc			3,530	24,504	17,474
Portfolio Recovery Assoc			173	4,757	18,487
Power Integrations Inc			310	11,522	10,419
Pricesmart Inc			110	6,637	8,469
Raven Industries Inc			327	8,609	8,620
Rentech Inc			6,030	16,132	15,859
Rollins Inc			515	9,337	11,351
Royal Caribbean Cruises			1,120	30,398	38,080
Rti Biologics Inc			4,330	19,792	18,489
Rue21 Inc			435	11,401	12,350
Salix Pharmaceuticals			415	10,979	16,795
Skyworks Solutions Inc			797	11,764	16,179
Sotheby's			603	18,516	20,273
Spectranetics Corp			2,515	21,080	37,147
Speedway Motorsports Inc			2,056	30,214	36,679
Steiner Leisure Ltd			430	18,378	20,778
Sykes Enterprises Inc			1,320	20,994	20,090
Synaptics Inc			410	13,134	12,288
Synnex Corp			405	14,494	13,924

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Common stocks (continued)					
Sysco Corp			2,027	\$ 58,756	\$ 64,175
Tesco Plc Receipts			1,676	25,056	27,788
Tetra Tech Inc			960	25,133	25,411
Texas Roadhouse Inc			1,420	23,184	23,856
Thoratec Corp			835	27,718	31,329
Time Warner Cable Inc			868	30,512	84,361
Trex Inc			425	15,034	15,823
Triumph Group Inc			275	14,549	17,958
True Religion Apparel			721	19,048	18,328
United Therapeutics			205	6,464	10,951
Universal Forest Prods			1,890	60,157	71,896
Vera Bradley Inc			921	34,034	23,117
Virtusa Corp			1,016	10,367	16,693
Vistaprint NV			465	11,171	15,280
Vocera Communications			744	16,741	18,674
Wabtec Corp			142	4,529	12,425
Wellpoint Inc			1,017	58,935	61,956
World Fuel Svcs Corp			972	35,121	40,017
Wright Medical Group Inc			610	12,810	12,804
				3,201,974	3,605,458

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Mutual funds					
ISHARES DJ US MSCI EAFE			23,935	\$ 1,256,029	\$ 1,360,944
ISHARES DJ US RUSSELL 1000 GROWTH FUND			28,300	1,539,682	1,854,727
ISHARES DJ US RUSSELL 2000 GROWTH			95	8,872	9,054
SPDR Trust Series 1			11,000	1,070,321	1,566,510
Vanguard Ftse All-World Ex-U Closed End Fund			8,400	340,449	384,300
				4,215,353	5,175,535
Partnerships/joint ventures					
*Fort Washington High Yield LLC			1,082	197,078	332,579
Money market funds					
Fidelity U.S. Treas Money Mkt			406,052	406,052	406,052
Total investments				\$ 12,113,264	\$ 13,790,271

* Party-in-interest

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Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2012

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Gain (Loss)
Category (iii) – Series of transactions in excess of 5% of plan assets						
Fidelity U.S. Treas Money Mkt	Money Market Fund	\$ 1,806,752	\$ –	\$ 1,806,752	\$ 1,806,752	\$ –
Fidelity U.S. Treas Money Mkt	Money Market Fund	–	2,650,499	2,650,499	2,650,499	–
U.S. TREASURY 11/15/21 2.000	U.S. Government Security	1,712,050	–	1,712,050	1,712,050	–
U.S. TREASURY 11/15/21 2.000	U.S. Government Security	–	2,116,547	2,112,542	2,116,547	4,005
U.S. TREASURY 11/15/41 3.125	U.S. Government Security	256,148	–	256,148	256,148	–
U.S. TREASURY 11/15/41 3.125	U.S. Government Security	–	464,730	459,638	464,730	5,092
U.S. TREASURY 11/30/13 0.250	U.S. Government Security	1,824,727	–	1,824,727	1,824,727	–
U.S. TREASURY 11/30/13 0.250	U.S. Government Security	–	2,084,615	2,084,815	2,084,615	(200)
U.S. TREASURY 03/31/14 0.250	U.S. Government Security	1,955,097	–	1,955,097	1,955,097	–
U.S. TREASURY 03/31/14 0.250	U.S. Government Security	–	1,934,322	1,935,249	1,934,322	(927)
U.S. TREASURY 02/15/22 2.000	U.S. Government Security	1,073,227	–	1,073,227	1,073,227	–
U.S. TREASURY 02/15/22 2.000	U.S. Government Security	–	1,078,916	1,073,145	1,078,916	5,771

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Schedule H, Line 4j – Schedule of Reportable Transactions (continued)

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Gain (Loss)
Category (iii) – Series of transactions in excess of 5% of plan assets (continued)						
U.S. TREASURY 01/15/22 0.125	U.S. Government Security	\$ 570,814	\$ –	\$ 570,814	\$ 570,814	\$ –
U.S. TREASURY 01/15/22 0.125	U.S. Government Security	–	575,686	573,047	575,686	2,639
U.S. TREASURY 04/15/14 1.250	U.S. Government Security	914,502	–	914,502	914,502	–
U.S. TREASURY 04/15/14 1.250	U.S. Government Security	–	912,920	882,755	912,920	30,165
U.S. TREASURY 05/15/22 1.750	U.S. Government Security	1,875,293	–	1,875,293	1,875,293	–
U.S. TREASURY 05/15/22 1.750	U.S. Government Security	–	1,875,353	1,875,229	1,875,353	124
U.S. TREASURY 07/15/22 0.125	U.S. Government Security	710,897	–	710,897	710,897	–
U.S. TREASURY 07/15/22 0.125	U.S. Government Security	–	713,621	711,383	713,621	2,238
U.S. TREASURY 08/15/22 1.625	U.S. Government Security	2,170,596	–	2,170,596	2,170,596	–
U.S. TREASURY 08/15/22 1.625	U.S. Government Security	–	2,176,720	2,170,728	2,176,720	5,992
U.S. TREASURY 09/30/14 0.250	U.S. Government Security	659,470	–	659,470	659,470	–
U.S. TREASURY 09/30/14 0.250	U.S. Government Security	–	259,919	259,939	259,919	(20)

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Schedule H, Line 4j – Schedule of Reportable Transactions (continued)

Identity of Issue, Borrower, Lessor, or Similar Party		Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Gain (Loss)
Category (iii) – Series of transactions in excess of 5% of plan assets (continued)							
U.S. TREASURY 11/30/14 0.250		U.S. Government Security	\$ 505,092	\$ –	\$ 505,092	\$ 505,092	\$ –
U.S. TREASURY 11/30/14 0.250		U.S. Government Security	–	505,026	505,091	505,026	(65)
U.S. TREASURY 11/15/22 1.625		U.S. Government Security	1,009,085	–	1,009,085	1,009,085	–
U.S. TREASURY 11/15/22 1.625		U.S. Government Security	–	336,400	335,301	336,400	1,099

There were no category (i), (ii), or (iv) reportable transactions during 2012.

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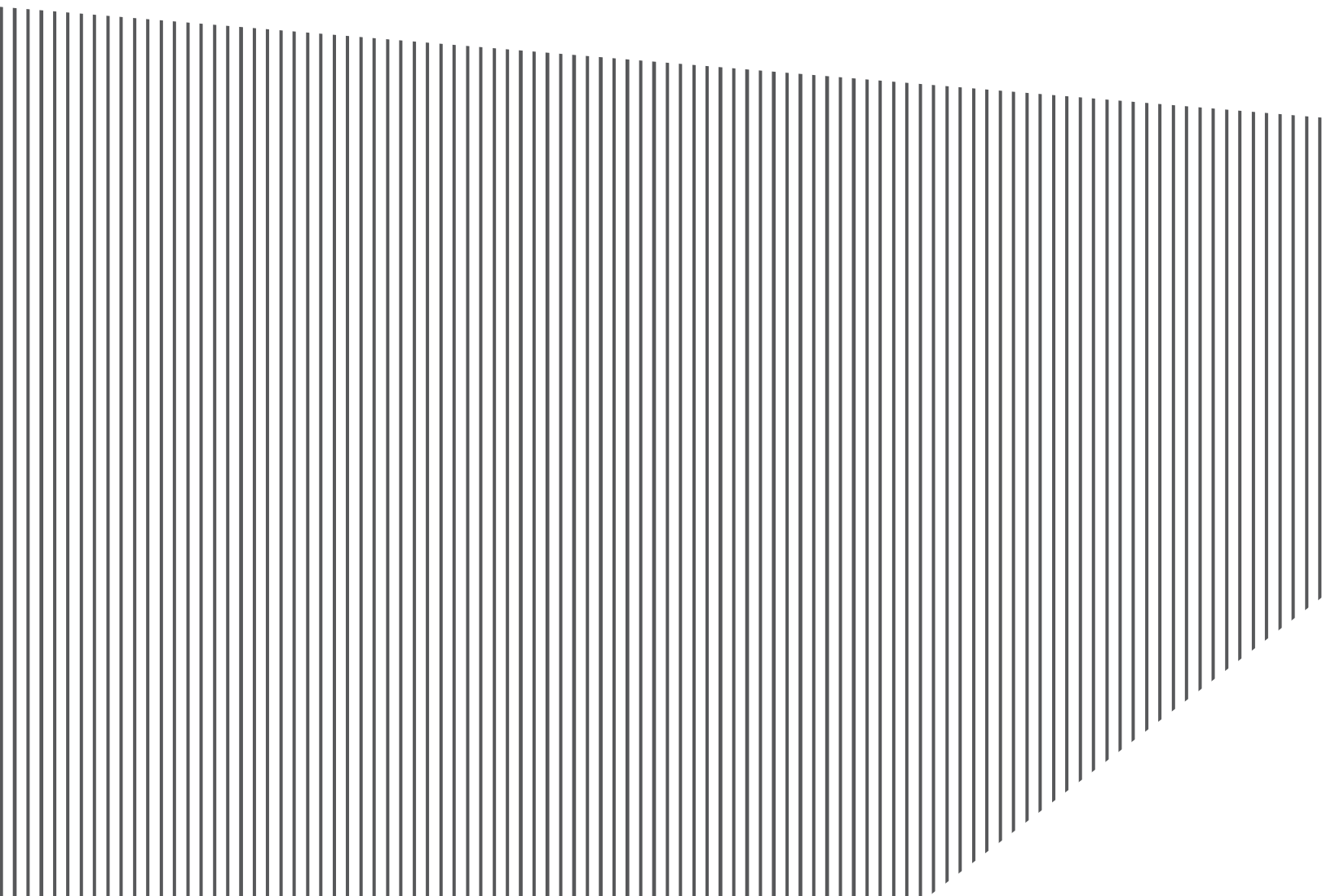
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Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2012

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Gain / (Loss)
Category (iii) – Series of transactions in excess of 5% of plan assets						
Fidelity Us Treas Money Mkt	Money Market Fund	\$ 1,806,752		\$ 1,806,752	\$ 1,806,752	-
Fidelity Us Treas Money Mkt	Money Market Fund		\$ 2,650,499	2,650,499	2,650,499	\$ -
U S TREASURY 11/15/21 2.000	U.S. Government Security	1,712,050		1,712,050	1,712,050	
U S TREASURY 11/15/21 2.000	U.S. Government Security		2,116,547	2,112,542	2,116,547	4,005
U S TREASURY 11/15/41 3.125	U.S. Government Security	256,148		256,148	256,148	
U S TREASURY 11/15/41 3.125	U.S. Government Security		464,730	459,638	464,730	5,092
U S TREASURY 11/30/13 0.250	U.S. Government Security	1,824,727		1,824,727	1,824,727	
U S TREASURY 11/30/13 0.250	U.S. Government Security		2,084,615	2,084,815	2,084,615	(200)
U S TREASURY 03/31/14 0.250	U.S. Government Security	1,955,097		1,955,097	1,955,097	
U S TREASURY 03/31/14 0.250	U.S. Government Security		1,934,322	1,935,249	1,934,322	(927)
U S TREASURY 02/15/22 2.000	U.S. Government Security	1,073,227		1,073,227	1,073,227	
U S TREASURY 02/15/22 2.000	U.S. Government Security		1,078,916	1,073,145	1,078,916	5,771
U S TREASURY 01/15/22 0.125	U.S. Government Security	\$ 570,814		\$ 570,814	\$ 570,814	
U S TREASURY 01/15/22 0.125	U.S. Government Security		\$ 575,686	573,047	575,686	\$ 2,639

Western & Southern Affiliated Companies
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Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2012

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Gain / (Loss)
U S TREASURY 04/15/14 1.250	U.S. Government Security	914,502		914,502	914,502	
U S TREASURY 04/15/14 1.250	U.S. Government Security		912,920	882,755	912,920	30,165
U S TREASURY 05/15/22 1.750	U.S. Government Security	1,875,293		1,875,293	1,875,293	
U S TREASURY 05/15/22 1.750	U.S. Government Security		1,875,353	1,875,229	1,875,353	124
U S TREASURY 07/15/22 0.125	U.S. Government Security	710,897		710,897	710,897	
U S TREASURY 07/15/22 0.125	U.S. Government Security		713,621	711,383	713,621	2,238
U S TREASURY 08/15/22 1.625	U.S. Government Security	2,170,596		2,170,596	2,170,596	
U S TREASURY 08/15/22 1.625	U.S. Government Security		2,176,720	2,170,728	2,176,720	5,992
U S TREASURY 09/30/14 0.250	U.S. Government Security	659,470		659,470	659,470	
U S TREASURY 09/30/14 0.250	U.S. Government Security		259,919	259,939	259,919	(20)
U S TREASURY 11/30/14 0.250	U.S. Government Security	505,092		505,092	505,092	
U S TREASURY 11/30/14 0.250	U.S. Government Security		505,026	505,091	505,026	(65)
U S TREASURY 11/15/22 1.625	U.S. Government Security	1,009,085		1,009,085	1,009,085	
U S TREASURY 11/15/22 1.625	U.S. Government Security		336,400	335,301	336,400	1,099

There were no category (i), (ii) or (iv) reportable transactions during 2012.

Western & Southern Affiliated Companies
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Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
U.S. government securities					
FGLMC # A95946	1/1/2041	4.00 %	28,823	\$ 29,637	\$ 30,797
FGLMC # B11645	1/1/2019	5.50	6,439	6,519	6,989
FGLMC # G06031	3/1/2040	5.50	25,855	28,109	27,930
FHR K501 A2	11/25/2016	1.66	45,000	45,181	46,368
FNMA # 535751	12/1/2030	7.50	727	742	884
FNMA # 697068	5/1/2018	4.50	11,113	11,275	11,985
FNMA # 899079	3/1/2037	5.00	27,537	29,539	29,829
FNMA # 931995	9/1/2039	5.00	64,282	67,434	70,654
FNMA # 961812	2/1/2038	5.00	67,123	70,572	75,605
FNMA # 974403	4/1/2023	4.50	22,168	22,593	24,104
FNMA # 995220	11/1/2023	6.00	25,595	26,611	28,127
FNMA # AD3795	4/1/2040	4.50	25,275	26,581	27,391
FNMA # AD4038	4/1/2040	4.50	89,563	91,329	99,437
FNMA # AE0831	9/1/2039	6.00	15,629	17,226	17,111
FNMA # AE2498	9/1/2040	4.50	104,071	106,064	115,870
FNMA # AI0805	7/1/2041	4.50	31,194	32,815	33,863
FNMA # MA0471	7/1/2040	5.50	91,292	97,529	100,104
FNMA # MA0519	9/1/2040	5.50	71,799	76,704	79,785
FNMA #357711	2/1/2020	4.50	5,795	5,780	6,250
FNMA AI2999	6/1/2026	3.50	32,731	34,504	34,742
U.S. government securities (continued)					
FNMA AI6697	9/1/2026	3.00 %	23,778	\$ 24,803	\$ 25,116
G2 # 8580	1/20/2025	2.00	812	825	843
G2SF 5305	2/20/2042	4.00	42,068	45,548	45,834
GNMA - CMO 2003-11 GJ	10/17/2029	4.00	1,256	1,256	1,363
GNMA # 434792	7/15/2030	8.00	458	461	523
GNMA 748495	8/15/2040	4.00	34,926	37,833	38,568
U S TREASURY	2/15/2042	3.13	150,000	153,238	156,281
U S TREASURY	3/31/2014	0.25	20,000	20,000	20,009
U S TREASURY	3/31/2017	1.00	200,000	203,434	203,578

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

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Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
U S TREASURY	5/15/2042	3.00	10,000	10,196	10,150
U S TREASURY	8/15/2042	2.75	15,000	14,529	14,430
U S TREASURY	8/31/2017	0.63	235,000	234,374	234,706
U S TREASURY	8/31/2019	1.00	80,000	79,386	79,469
U S TREASURY	9/15/2015	0.25	25,000	24,934	24,945
U S TREASURY	9/30/2014	0.25	400,000	399,577	400,078
U S TREASURY	11/15/2022	1.63	675,000	673,788	667,643
				2,750,926	2,791,361
Corporate debt securities					
AT&T INC	2/1/2018	5.50	35,000	37,198	41,680
BACM 2005-4 A3	7/10/2045	4.89	40,718	40,919	40,772
Corporate debt securities (continued)					
BACM 2006-2 A3	5/10/2045	5.70 %	50,000	\$ 50,314	\$ 50,218
BACM 2006-6 A3	10/10/2045	5.37	50,000	51,506	54,456
BACM 2007-2 AAB	4/10/2049	5.58	53,817	55,923	58,362
Bank Of America Corp	5/13/2021	5.00	20,000	19,923	22,811
Barrick Gold Corp	4/1/2022	3.85	15,000	14,991	15,861
Brandywine Oper Partners	11/1/2014	5.40	15,000	14,763	16,022
BSCMS 2005-PWR9 A4A	9/11/2042	4.87	40,000	39,558	43,941
BSCMS 2006-PW13 A3	9/11/2041	5.52	50,000	50,966	51,743
BSCMS 2007-PW16 A4	6/11/2040	5.72	55,000	54,427	65,134
BSKYB FINANCE UK	10/15/2015	5.63	25,000	25,565	27,984
Burlington North Santa Fe	1/15/2015	4.88	20,000	19,575	21,605
Burlington North Santa Fe	5/1/2040	5.75	10,000	10,153	12,293
California St	4/1/2016	5.95	15,000	15,037	17,007
Canadian Natl Resources	12/1/2014	4.90	25,000	24,655	26,915
CBS Corp	4/30/2016	6.25	20,000	19,669	23,180
CSFB 2004-C3 A5	7/15/2036	5.11	30,000	29,821	31,719
Directv Hlds/Fn	3/15/2017	2.40	15,000	14,987	15,360
Disney	12/1/2042	3.70	15,000	14,892	14,965
Enterprise Products Oper	2/1/2016	3.20	15,000	14,991	15,846
Enterprise Products Oper	9/1/2020	5.20	50,000	49,258	59,627

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Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Fedex Corp	1/15/2014	7.38	25,000	25,000	26,715
Corporate debt securities (continued)					
GCCFC 2005-GG3 A3	8/10/2042	4.57 %	31,233	\$ 31,483	\$ 31,301
Goldman Sachs Group	2/15/2019	7.50	15,000	14,877	18,860
Health Care Reit	4/15/2020	6.13	5,000	5,324	5,851
Home Depot	4/1/2041	5.95	15,000	14,929	20,194
Jp Morgan Chase & Co	5/15/2038	6.40	20,000	18,589	26,737
JPMCC 2006-CB14 A3B	12/12/2044	5.68	49,575	49,839	50,543
LBUBS 2006-C3 A3	3/15/2032	5.69	50,000	50,021	50,044
Meag Txb Plt	4/1/2057	6.66	25,000	25,119	29,686
MSC 2006-HQ9 A3	7/12/2044	5.71	54,894	55,262	55,622
News America Inc	3/1/2019	6.90	25,000	24,988	31,309
Norfolk Southern Corp	4/1/2018	5.75	15,000	14,871	17,907
PepsiAmericas Inc	2/15/2014	4.38	25,000	24,960	26,048
Phillips 66	4/1/2022	4.30	15,000	14,966	16,743
Ppl Energy Supply Llc	5/1/2018	6.50	20,000	20,833	23,940
Republic Services Inc	6/1/2022	3.55	10,000	10,529	10,415
Rockies Express Pipeline	7/15/2013	6.25	25,000	25,098	25,563
Rogers Wireless Inc	3/15/2015	7.50	20,000	20,496	22,777
TIAA	12/16/2039	6.85	15,000	14,981	20,289
Time Warner Cable Inc	2/15/2021	4.13	15,000	14,717	16,407
Time Warner Inc	7/15/2015	3.15	20,000	19,987	21,148
United Technologies	7/15/2038	6.13	30,000	29,652	39,831
Corporate debt securities (continued)					
Verizon Communications	2/15/2018	5.50 %	50,000	\$ 52,923	\$ 60,022
Wal-Mart Stores	4/15/2038	6.20	15,000	14,782	20,327
WBCMT 2007-C34 APB	5/15/2046	5.62	46,841	48,510	50,590
WEA FIN LLC / WCI FIN LLC	10/1/2016	5.70	15,000	15,064	17,124
Xstrata Finance Canada	1/15/2017	3.60	15,000	14,990	15,792
				<u>1,341,881</u>	<u>1,479,286</u>
Common stocks					
Acorda Therapeutics Inc			882	22,100	21,927

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

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Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Adobe Systems Inc			1,249	31,382	47,062
Align Technology Inc			540	16,189	14,985
Alliant Techsystems			1,602	103,174	99,260
Allstate Corp			2,376	71,248	95,444
Apple Inc			117	67,587	62,264
Applied Industrial Tech			450	13,257	18,905
Arrow Electronics Inc			1,140	35,468	43,411
Aruba Networks Inc			1,174	24,608	24,349
Aspen Technology Inc			1,000	15,601	27,640
Auxilium Pharmaceuticals			1,160	31,329	21,506
Bancorpsouth Inc			770	10,746	11,196
Bank of America Corp			11,330	148,927	131,541
Common stocks (continued)					
Bank of New York Mellon			2,810	\$ 63,269	\$ 72,217
Bankrate Inc			1,065	12,441	13,259
Belden Inc			515	17,488	23,170
Biomarin Pharmaceutical			775	15,120	38,130
Bjs Restaurants Inc			409	15,956	13,456
Blackbaud Inc			855	23,828	19,520
Boston Beer Inc			75	7,769	10,084
Buckeye Technologies Inc			545	15,154	15,647
Buffalo Wild Wings Inc			270	16,874	19,661
Cadence Design Systems			1,790	17,422	24,183
Carnival Corp			1,454	46,207	53,464
Cash America Intl Inc			510	17,837	20,232
Cato Corp			609	14,744	16,705
Chemtura Corp			815	14,159	17,327
Chicos Fas Inc			1,455	16,966	26,859
Cinemark Holdings Inc			1,013	23,565	26,318
Clarcor Inc			245	8,699	11,706
Coinstar Inc			543	21,543	28,241
Comscore Inc			1,026	11,552	14,138
Darling International			1,190	17,496	19,088

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Devon Energy Corp			756	49,953	39,342
Common stocks (continued)					
Dexcom Inc			935	\$ 9,351	\$ 12,707
Dril-Quip Inc			310	21,211	22,646
Emcor Group Inc			438	14,539	15,159
Encore Capital Group Inc			354	6,101	10,839
Endologix Inc			1,055	14,698	15,023
Energizer Holdings Inc			290	19,396	23,194
Energy Xxi (Bermuda) Ltd			730	26,076	23,484
Enersys Inc			470	17,345	17,686
Esco Technologies Inc			477	16,481	17,845
Esterline Technologies			656	37,676	41,728
Exxon Mobil Corp			583	46,239	50,459
Ezcorp Inc			1,095	14,906	21,780
Fei Co			420	18,753	23,297
First Cash Financial			540	9,017	26,795
Fluidigm Corp			1,496	21,662	21,408
Forward Air Corp			561	19,518	19,641
France Telecom Sa-Spons Adr			3,908	59,552	43,183
Genomic Health Inc			644	6,388	17,543
Goldman Sachs Group Inc			742	99,408	94,650
Google Inc			96	58,971	67,908
Gulfport Energy Corp			820	19,071	31,340
Common stocks (continued)					
Halliburton Co			883	\$ 24,346	\$ 30,631
Hewlett Packard Co			1,642	61,887	23,399
Hms Holdings Corp			365	3,736	9,461
Impax Laboratories Inc			1,200	26,567	24,588
Insulet Corp			1,306	19,453	27,713
International Speedway			1,587	35,833	43,881
Interpublic Group Of Cos			12	174	132
Interxion Holding Nv			910	16,910	21,622
J2 Global Inc			639	12,473	19,553

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Kddi Corp-Unsponsored Adr			3,231	54,663	56,930
Kennametal Inc			474	15,816	18,960
Lancaster Colony Corp			258	17,719	17,851
Life Time Fitness Inc			480	21,531	23,621
Lindsay Corp			140	8,659	11,217
Lowes Cos Inc			1,079	27,976	38,326
LSB Industries Inc			738	19,376	26,140
Maximus Inc			493	15,203	31,167
Micros Systems Inc			376	11,695	15,957
Microsemi Corp			1,070	15,036	22,513
Microsoft Corp			979	28,832	26,149
Middleby Corp			173	16,240	22,180
Common stocks (continued)					
Mondelez International			2,801	\$ 74,254	\$ 71,285
Multi-Fineline Electron			410	7,715	8,286
National Oilwell Varco			539	37,565	36,841
Nxstage Medical Inc			1,794	30,623	20,183
Oasis Pete Inc			745	22,207	23,691
Old Dominion Freight			592	17,391	20,294
Old National Bancorp			900	10,635	10,683
Onyx Pharmaceuticals Inc			545	21,970	41,164
Oshkosh Corp			1,724	42,152	51,117
Owens & Minor Inc			2,070	59,372	59,016
Papa Johns International			525	26,541	28,838
Parametric Technology			663	9,446	14,924
Petroquest Energy Inc			3,530	24,504	17,474
Portfolio Recovery Assoc			173	4,757	18,487
Power Integrations Inc			310	11,522	10,419
Pricesmart Inc			110	6,637	8,469
Raven Industries Inc			327	8,609	8,620
Rentech Inc			6,030	16,132	15,859
Rollins Inc			515	9,337	11,351
Royal Caribbean Cruises			1,120	30,398	38,080

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Rti Biologics Inc			4,330	19,792	18,489
Common stocks (continued)					
Rue21 Inc			435	\$ 11,401	\$ 12,350
Salix Pharmaceuticals			415	10,979	16,795
Skyworks Solutions Inc			797	11,764	16,179
Sotheby's			603	18,516	20,273
Spectranetics Corp			2,515	21,080	37,147
Speedway Motorsports Inc			2,056	30,214	36,679
Steiner Leisure Ltd			430	18,378	20,778
Sykes Enterprises Inc			1,320	20,994	20,090
Synaptics Inc			410	13,134	12,288
Synnex Corp			405	14,494	13,924
Sysco Corp			2,027	58,756	64,175
Tesco Plc Receipts			1,676	25,056	27,788
Tetra Tech Inc			960	25,133	25,411
Texas Roadhouse Inc			1,420	23,184	23,856
Thoratec Corp			835	27,718	31,329
Time Warner Cable Inc			868	30,512	84,361
Trex Inc			425	15,034	15,823
Triumph Group Inc			275	14,549	17,958
True Religion Apparel			721	19,048	18,328
United Therapeutics			205	6,464	10,951
Universal Forest Prods			1,890	60,157	71,896
Common stocks (continued)					
Vera Bradley Inc			921	\$ 34,034	\$ 23,117
Virtusa Corp			1,016	10,367	16,693
Vistaprint N V			465	11,171	15,280
Vocera Communications			744	16,741	18,674
Wabtec Corp			142	4,529	12,425
Wellpoint Inc			1,017	58,935	61,956
World Fuel Svcs Corp			972	35,121	40,017
Wright Medical Group Inc			610	12,810	12,804
				<u>3,201,974</u>	<u>3,605,458</u>

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including			Cost	Current Value
	Maturity Date	Rate of Interest	Par Value/ Shares		
Mutual funds					
ISHARES DJ US MSCI EAFE			23,935	1,256,029	1,360,944
ISHARES DJ US RUSSELL 1000 GROWTH FUND			28,300	1,539,682	1,854,727
ISHARES DJ US RUSSELL 2000 GROWTH			95	8,872	9,054
SPDR Trust Series 1			11,000	1,070,321	1,566,510
Vanguard Ftse All-World Ex-U Closed End Fund			8,400	340,449	384,300
				4,215,353	5,175,535
Partnerships/joint ventures					
*Fort Washington High Yield Llc			1,082	197,078	332,579
Money market funds					
Fidelity Us Treas Money Mkt			406,052	\$ 406,052	\$ 406,052
Total investments				\$ 12,113,264	\$ 13,790,271

* Party-in-interest