

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
Fifth Third LifeModel Moderate Fund		XX-XXXXXXX	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
Touchstone Investments	1-800-543-0407	TI-CONTACT@TOUCHSTONEINVESTMENTS.COM	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and Zip code of contact	
P.O. BOX 9878		Providence, RI 02940-8078	
<b>8</b> Date of action		<b>9</b> Classification and description	
September 10, 2012		Regulated Investment Company - Class A, B, C, and I (Institutional) shares	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
See Attached	N/A	See Attached	N/A

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶

On September 10, 2012, Touchstone Balanced Allocation Fund acquired all of the assets and assumed all of the liabilities of the issuer in exchange for voting shares of beneficial interest. (Details below.) Pursuant to the same plan, the issuer liquidated and dissolved shortly after the transaction. The merger of Fifth Third LifeModel Moderate Fund qualifies as a tax-free reorganization within the meaning of Internal Revenue Code §368(a).

The exchange is based on the number and value of shares outstanding at the close of business on September 7, 2012 (Valuation Date). The merger effective date is September 10, 2012 (Closing Date).

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶

A shareholder's aggregate basis in the shares of Touchstone Balanced Allocation Fund they received in exchange for their shares of Fifth Third LifeModel Moderate Fund will be the same as their aggregate basis in shares of Fifth Third LifeModel Moderate Fund. The number of Touchstone Balanced Allocation Fund shares that were received for each share of Fifth Third LifeModel Moderate Fund surrendered in the exchange is as follows:

0.985301 Touchstone Balanced Allocation Fund class A shares for one Fifth Third LifeModel Moderate Fund class A share  
 0.980677 Touchstone Balanced Allocation Fund class A shares for one Fifth Third LifeModel Moderate Fund class B share  
 0.982036 Touchstone Balanced Allocation Fund class C shares for one Fifth Third LifeModel Moderate Fund class C share  
 0.984467 Touchstone Balanced Allocation Fund class Y shares for one Fifth Third LifeModel Moderate Fund class I share

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ There was no change in aggregate basis as a result of the above described organizational action. The net asset value of Fifth Third LifeModel Moderate Fund shares that were surrendered in the exchange for each share of Touchstone Balanced Allocation Fund is as follows: A Shares - The net asset value for each share surrendered from Fifth Third LifeModel Moderate Fund in the exchange was \$11.2280. The net asset value for each share received from Touchstone Balanced Allocation Fund in the exchange was \$11.3955. B Shares - The net asset value for each share surrendered from Fifth Third LifeModel Moderate Fund in the exchange was \$11.1753. The net asset value for each share received from Touchstone Balanced Allocation Fund in the exchange was \$11.3955. C Shares - The net asset value for each share surrendered from Fifth Third LifeModel Moderate Fund in the exchange was \$11.1684. The net asset value for each share received from Touchstone Balanced Allocation Fund in the exchange was \$11.3727. I Shares - The net asset value for each share surrendered from Fifth Third LifeModel Moderate Fund in the exchange was \$11.2373. The net asset value for each share received from Touchstone Balanced Allocation Fund in the exchange was \$11.4146. The net asset values above are as of the close of business on September 7, 2012.

**Part II Organizational Action** (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ \_\_\_\_\_

Internal Revenue Code §368(a), §368(b), §358, §354

**18** Can any resulting loss be recognized? ▶ \_\_\_\_\_

There was no gain or loss on the transaction. Accordingly, each investor's aggregate basis in the shares of Touchstone Balanced Allocation Fund received in the exchange will be the same as the aggregate basis in their shares of Fifth Third LifeModel Moderate Fund surrendered.

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ \_\_\_\_\_

The above described organizational action is reportable in tax year 2012.

**Sign Here**

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

Signature ▶ \_\_\_\_\_ Date ▶ \_\_\_\_\_

Print your name ▶ A signed copy is maintained by the issuer Title ▶ \_\_\_\_\_

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

**Fifth Third LifeModel Moderate Fund  
Form 8937 Attachment  
September 10, 2012**

**Fifth Third LifeModel Moderate Fund**

<b><u>Share Class</u></b>	<b><u>Box 10, CUSIP</u></b>	<b><u>Box 12, Ticker Symbol</u></b>
Class A	31678R163	LMDAX
Class B	31678R155	LMDBX
Class C	31678R148	LMDCX
Class I	31678R189	LMDIX

**Touchstone Balanced Allocation Fund**

<b><u>Share Class</u></b>	<b><u>Box 10, CUSIP</u></b>	<b><u>Box 12, Ticker Symbol</u></b>
Class A	89154Q794	TBAAX
Class C	89154Q786	TBACX
Class Y	89154Q778	TBAYX