Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052 **2012** Open to public Inspection

For calendar year 2012 or tax year beginning , **and ending**

Name of foundation: LOVETT & RUTH PETERS FOUNDATION

A Employer identification number: 20-8934367

Number and street (or P O box number if mail is not delivered to street address): 1500 CHIQUITA CENTER; 250 EAST FIFTH ST | Room/suite

B Telephone number: 513-562-1550

City or town, state, and ZIP code: CINCINNATI, OH 45202

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 12,605,245.

J Accounting method: ☐ Cash ☐ Accrual [X] Other (specify) MODIFIED CASH *(Part I, column (d) must be on cash basis.)*

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	8,312,479.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	223,442.	223,442.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<342,152.>			
	b Gross sales price for all assets on line 6a 3,323,853.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	47,696.	37,811.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	8,241,465.	261,253.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	180,000.	18,000.		162,000.
	14 Other employee salaries and wages	56,774.	5,677.		51,097.
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	1,346.	0.		1,346.
	b Accounting fees STMT 4	13,298.	0.		11,798.
	c Other professional fees STMT 5	77,516.	60,954.		16,562.
	17 Interest	346.	323.		0.
	18 Taxes STMT 6	3,051.	3,051.		0.
	19 Depreciation and depletion				
	20 Occupancy	10,339.	0.		10,339.
	21 Travel, conferences, and meetings	48,669.	0.		48,669.
	22 Printing and publications				
	23 Other expenses STMT 7	371,495.	365,086.		6,141.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	762,834.	453,091.		307,952.
	25 Contributions, gifts, grants paid	1,776,500.			1,776,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,539,334.	453,091.		2,084,452.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	5,702,131.			
	b **Net investment income** (if negative, enter -0-)		0.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2012)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	699,374.	1,145,490.	1,145,490.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 8	1,843,888.	1,444,061.	1,444,061.
	c	Investments - corporate bonds	5,990.		
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	3,514,470.	8,847,676.	8,847,676.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 10)	0.	1,168,018.	1,168,018.
	16	**Total assets** (to be completed by all filers)	6,063,722.	12,605,245.	12,605,245.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	6,063,722.	12,605,245.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	6,063,722.	12,605,245.	
	31	**Total liabilities and net assets/fund balances**	6,063,722.	12,605,245.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,063,722.
2	Enter amount from Part I, line 27a	2	5,702,131.
3	Other increases not included in line 2 (itemize) ▶ CHANGE IN UNREALIZED GAIN	3	839,392.
4	Add lines 1, 2, and 3	4	12,605,245.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,605,245.

Part IV | Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SALE OF MARKETABLE SECURITIES	P	VARIOUS	VARIOUS
b	STEPSTONE PRIVATE EQUITY PARTNERS LP	P	VARIOUS	VARIOUS
c	GMO FORESTRY FUND 1, LP	P	VARIOUS	VARIOUS
d	LOOMIS SAYLES	P	VARIOUS	VARIOUS
e	TEMPLETON GLOBAL BOND FUND	P	VARIOUS	VARIOUS

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,273,853.		3,885,746.	<611,893.>
b				264,146.
c				<5,913.>
d				2,545.
e	50,000.		48,322.	1,678.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<611,893.>
b				264,146.
c				<5,913.>
d				2,545.
e				1,678.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	<349,437.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V | Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,808,480.	2,409,041.	.750705
2010	1,346,456.	3,208,017.	.419716
2009	1,898,497.	2,181,546.	.870253
2008	1,362,199.	831,750.	1.637751
2007	599,852.	280,458.	2.138830

2 **Total** of line 1, column (d)	2	5.817255
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	1.163451
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,390,556.
5 Multiply line 4 by line 3	5	10,925,452.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	10,925,452.
8 Enter qualifying distributions from Part XII, line 4	8	2,084,452.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	0.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12,902.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	17,902.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	17,902.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	17,902.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH,DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ 513-562-1550

Located at ▶ 250 EAST FIFTH STREET, CINCINNATI, OH ZIP+4 ▶ 45202

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

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

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*		3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DANIEL S. PETERS 1500 CHIQUITA CENTER; 250 EAST 5TH ST CINCINNATI, OH 45202	PRESIDENT 40.00	175,000.	47,410.	0.
KATHLEEN PETERS 1500 CHIQUITA CENTER; 250 EAST 5TH ST CINCINNATI, OH 45202	TRUSTEE 10.00	0.	0.	0.
ED KIRBY 1500 CHIQUITA CENTER; 250 EAST 5TH ST CINCINNATI, OH 45202	TRUSTEE 5.00	0.	0.	0.
STEPHANIE SAROKI 1500 CHIQUITA CENTER; 250 EAST 5TH ST CINCINNATI, OH 45202	TRUSTEE 5.00	5,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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12-05-12

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
MORGAN STANLEY 4449 EASTON WAY, STE 300, COLUMBUS, OH 43219	INVESTMENT MANAGEMENT	60,954.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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223561
12-05-12

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,836,503.
b	Average of monthly cash balances	1b	1,697,056.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	9,533,559.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,533,559.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	143,003.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,390,556.
6	**Minimum investment return.** Enter 5% of line 5	6	469,528.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	469,528.
2a	Tax on investment income for 2012 from Part VI, line 5 2a		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b 2,157.		
c	Add lines 2a and 2b	2c	2,157.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	467,371.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	467,371.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	467,371.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,084,452.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,084,452.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,084,452.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				467,371.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 599,852.				
b From 2008 1,320,935.				
c From 2009 1,789,426.				
d From 2010 1,190,743.				
e From 2011 1,695,108.				
f **Total** of lines 3a through e	6,596,064.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 2,084,452.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				467,371.
e Remaining amount distributed out of corpus	1,617,081.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,213,145.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	599,852.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	7,613,293.			
10 Analysis of line 9:				
a Excess from 2008 1,320,935.				
b Excess from 2009 1,789,426.				
c Excess from 2010 1,190,743.				
d Excess from 2011 1,695,108.				
e Excess from 2012 1,617,081.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATTACHMENT B	N/A	PUBLIC CHARITIES	GENERAL	1,776,500.
Total			▶ 3a	1,776,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	223,442.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	7,285.	18	<349,437.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a PARTNERSHIP INCOME	525990	9,885.	01	37,811.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		17,170.		<88,184.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 <71,014.>

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

▶ Daniel S. Peters | 11/14/13 | ▶ President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
THOMAS F. BLANEY		11/14/13		P00234022
Firm's name ▶ O'CONNOR DAVIES, LLP			Firm's EIN ▶ 27-1728945	
Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022			Phone no. (212)286-2600	

Form **990-PF** (2012)

223622 12-05-12

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization	Employer identification number
LOVETT & RUTH PETERS FOUNDATION	20-8934367

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
LOVETT & RUTH PETERS FOUNDATION	20-8934367

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LOVETT C. PETERS TRUST 1500 CHIQUITA CENTER; 250 EAST FIFTH ST CINCINNATI, OH 45202	$ 4,416,416.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	LOVETT C. PETERS ESTATE 1500 CHIQUITA CENTER; 250 EAST FIFTH ST CINCINNATI, OH 45202	$ 1,804,137.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	LOVETT C. PETERS ESTATE 1500 CHIQUITA CENTER; 250 EAST FIFTH ST CINCINNATI, OH 45202	$ 625,636.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
4	LOVETT C. PETERS TRUST 1500 CHIQUITA CENTER; 250 EAST FIFTH ST CINCINNATI, OH 45202	$ 835,997.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
5	LOVETT C. PETERS TRUST 1500 CHIQUITA CENTER; 250 EAST FIFTH ST CINCINNATI, OH 45202	$ 630,293.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
LOVETT & RUTH PETERS FOUNDATION	20-8934367

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	10.99% STRATEGIC SCIENCE & TECHNOLOGIES, LLC	$ 625,636.	01/01/12
4	44,373.491 SHARES WILLIAM BLAIR INTERNATIONAL GROWTH FUND	$ 835,997.	01/05/12
5	.296% HANCOCK TIMBERLAND FUND IX	$ 630,293.	03/21/12
		$	
		$	
		$	

Name of organization: LOVETT & RUTH PETERS FOUNDATION

Employer identification number: 20-8934367

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns **(a)** through **(e)** and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once.) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DOUBLELINE TOTAL RETURN	15,434.	0.	15,434.
LOOMIS SAYLES	23,337.	0.	23,337.
MORGAN STANLEY SMITH BARNEY	75,735.	0.	75,735.
STEPSTONE PRIVATE EQUITY PARTNERS LP	55,360.	0.	55,360.
STRATEGIC SCIENCE & TECHNOLOGIES, LLC	49.	0.	49.
TEMPLETON GLOBAL BOND FUND	53,527.	0.	53,527.
TOTAL TO FM 990-PF, PART I, LN 4	223,442.	0.	223,442.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	47,696.	37,811.	
TOTAL TO FORM 990-PF, PART I, LINE 11	47,696.	37,811.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANLEY BURKE	1,346.	0.		1,346.
TO FM 990-PF, PG 1, LN 16A	1,346.	0.		1,346.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
O'CONNOR DAVIES, LLP	13,298.	0.		11,798.
TO FORM 990-PF, PG 1, LN 16B	13,298.	0.		11,798.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TOWERS WATSON PENNSYLVANIA	3,092.	0.		3,092.
SUE KOZMINSKI	324.	0.		324.
INVESTMENT MANAGEMENT FEES	60,954.	60,954.		0.
OTHER PROFESSIONAL FEES	1,146.	0.		1,146.
DEFINING MOMENTS CONSULTING	12,000.	0.		12,000.
TO FORM 990-PF, PG 1, LN 16C	77,516.	60,954.		16,562.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	3,051.	3,051.		0.
TO FORM 990-PF, PG 1, LN 18	3,051.	3,051.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL FEES	1,213.	0.		1,213.
INSURANCE	2,198.	0.		2,198.
DUES AND SUBSCRIPTIONS	1,695.	0.		1,695.
COMPUTER EXPENSE	1,035.	0.		1,035.
PARTNERSHIP EXPENSES	364,579.	364,311.		0.
BANK AND ADR FEES	775.	775.		0.
TO FORM 990-PF, PG 1, LN 23	371,495.	365,086.		6,141.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ATTACHMENT A-1	263.	263.
ATTACHMENT A-2	1,443,798.	1,443,798.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,444,061.	1,444,061.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GMO FORESTRY FUND 1, LP	FMV	90,902.	90,902.
TEMPLETON GLOBAL BOND FUND	FMV	946,600.	946,600.
STEPSTONE PRIVATE EQUITY PARTNERS LP	FMV	1,864,467.	1,864,467.
LOOMIS SAYLES	FMV	926,911.	926,911.
DOUBLELINE TOTAL RETURN	FMV	1,183,595.	1,183,595.
HANCOCK TIMBERLAND	FMV	696,832.	696,832.
CANYON VALUE REALIZATION FUND	FMV	749,020.	749,020.
GOLDEN TREE OFFSHORE FUND, LTD.	FMV	474,478.	474,478.
STRATEGIC SCIENCE & TECHNOLOGIES, LLC	FMV	384,380.	384,380.
STRATEGIC SCIENCE & TECHNOLOGIES-A, LLC	FMV	615.	615.
STRATEGIC SCIENCE & TECHNOLOGIES-C, LLC	FMV	<14,657.>	<14,657.>
STRATEGIC SCIENCE & TECHNOLOGIES-D, LLC	FMV	21,832.	21,832.

STRATEGIC SCIENCE & TECHNOLOGIES-F, LLC	FMV	615.	615.
STRATEGIC SCIENCE & TECHNOLOGIES-H, LLC	FMV	32,554.	32,554.
MUTUAL FUNDS - ATTACHMENT A-3	FMV	1,489,532.	1,489,532.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,847,676.	8,847,676.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT MADE ADVANCE	0.	1,000,000.	1,000,000.
REDEMPTION RECEIVABLE	0.	168,018.	168,018.
TO FORM 990-PF, PART II, LINE 15	0.	1,168,018.	1,168,018.

Morgan Stanley

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
FOOT LOCKER INC (FL)		—	$0 000	$0 00	$0 00			
Short Term Reinvestments		5 154		159 40	165.54	6 14 ST		
	Total	5.154		159 40	**165.54**	6 14 ST	3 71	2 24
Share Price $32 120, Rating Morgan Stanley 2, Citigroup 1, S&P 1, Next Dividend Payable 01/2013								
SONY CORP ADR 1974 NEW (SNE)		—	0 000	0 00	0 00			
Short Term Reinvestments		8 706		113 17	97 50	(15 67) ST		
	Total	8.706		113.17	**97 50**	(15 67) ST	2 44	2 50
Share Price $11 200, Rating S&P 2								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
STOCKS		**$272.57**	**$263.04**	**$(9.53) ST**	**$6.15** **$0 00**	**2.34%**

ATTACHMENT A-1: PAGE 1 OF 1

Morgan Stanley

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
3M COMPANY (MMM)	5/3/12	45.000	$89.247	$4,016.12	**$4,178.25**	$162 13 ST	$106.20	2.54
Share Price: $92.850; Next Dividend Payable 03/2013								
ABBOTT LABORATORIES (ABT)	5/3/12	62.000	63.057	3,909.54	**4,061.00**	151.46 ST	34.72	0.85
Share Price: $65.500; Next Dividend Payable 02/2013								
ACE LTD (ACE)	5/3/12	41.000	76.840	3,150.44	**3,271.80**	121 36 ST	80.36	2.45
Share Price: $79.800; Next Dividend Payable 03/2013								
ACI WORLDWIDE INC (ACIW)	5/3/12	128.000	40.363	5,166.48	**5,592.32**	425.84 ST	—	—
Share Price: $43.690								
AFC ENTERPRISES INC (AFCE)	5/3/12	238.000	17 517	4,169.14	**6,218.94**	2,049.80 ST	—	—
Share Price: $26 130								
AFFILIATED MGRS GROUP INC (AMG)	5/3/12	29.000	109.470	3,174.63	**3,774.35**	599.72 ST	—	—
Share Price: $130.150								
AKAMAI TECHNOLOGIES INC (AKAM)	5/3/12	147.000	33.305	4,895.84	**6,013.77**	1,117.93 ST	—	—
Share Price: $40.910								
ALBEMARLE CORPORATION (ALB)	5/3/12	66.000	65.523	4,324.50	**4,099.92**	(224.58) ST	52.80	1.28
Share Price: $62.120; Next Dividend Payable 01/01/13								
ALLERGAN INC (AGN)	10/17/12	43.000	95.251	4,095.78	**3,944.39**	(151.39) ST	8.60	0.21
Share Price: $91.730; Next Dividend Payable 03/2013								
ALLIANCE DATA SYSTEMS CORP (ADS)	5/23/12	37.000	121.476	4,494.63	5,356 12	861.49 ST		
	7/23/12	10.000	128 196	1,281.96	1,447.60	165.64 ST		
	Total	47.000		5,776.59	**6,803.72**	1,027 13 ST	—	—
Share Price: $144.760								
ALTRA HLDGS INC (AIMC)	5/3/12	246.000	17.046	4,193.32	5,424.30	1,230.98 ST		
	5/21/12	51.000	16.752	854.37	1,124.55	270.18 ST		
	Total	297.000		5,047.69	**6,548.85**	1,501.16 ST	71.28	1.08
Share Price: $22.050; Next Dividend Payable 03/2013								
AMAZON COM INC (AMZN)	5/3/12	40.000	228.765	9,150.60	10,034.80	884.20 ST		
	5/9/12	8.000	221.400	1,771.20	2,006.96	235.76 ST		
	6/6/12	9.000	217.462	1,957.16	2,257.83	300 67 ST		

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	57.000		12,878.96	**14,299.59**	1,420.63 ST	—	—
Share Price: $250.870								
AMER INTL GP INC NEW (AIG)	8/16/12	116.000	34.510	4,003.17	4,094.80	91.63 ST		
	10/10/12	114.000	35.581	4,056.26	4,024.20	(32.06) ST		
	Total	230.000		8,059.43	**8,119.00**	59.57 ST	—	—
Share Price: $35.300								
AMERICAN EXPRESS CO (AXP)	5/3/12	57.000	60.808	3,466.03	**3,276.36**	(189.67) ST	45.60	1.39
Share Price: $57.480; Next Dividend Payable 02/2013								
ANALOGIC CORPORATION (ALOG)	5/3/12	81 000	66.052	5,350.23	**6,018.30**	668 07 ST	32.40	0.53
Share Price: $74.300; Next Dividend Payable 03/2013								
ANHEUSER BUSCH INBEV SA SPON (BUD)	9/4/12	46 000	85.810	3,947.26	4,020.86	73.60 ST		
	10/11/12	44.000	86.968	3,826.58	3,846.04	19.46 ST		
	Total	90.000		7,773.84	**7,866.90**	93 06 ST	116.37	1.47
Share Price: $87.410								
APPLE INC (AAPL)	5/3/12	49.000	581.873	28,511.75	**26,076.47**	(2,435.28) ST	519.40	1.99
Share Price $532.173; Next Dividend Payable 02/2013								
APPLIED IND TECH INC (AIT)	5/3/12	169.000	38.908	6,575.45	7,099.69	524.24 ST		
	8/16/12	19.000	40.831	775.79	798.19	22.40 ST		
	Total	188.000		7,351.24	**7,897.88**	546.64 ST	157.92	1.99
Share Price. $42.010; Next Dividend Payable 02/2013								
ASML HOLDING NV NY REG NEW (ASML)	5/3/12	96.000	65.333	6,271.94	6,181.44	(90.50) ST		
	6/14/12	21 000	61.033	1,281.69	1,352.19	70.50 ST		
	12/7/12	25.000	62.712	1,567.81	1,609.75	41.94 ST		
	Total	142.000		9,121.44	**9,143.38**	21 94 ST	95.57	1.04
Share Price: $64.390								
ASTEC IND INC (ASTE)	5/3/12	83.000	29.996	2,489.67	2,768.88	279.21 ST		
	5/16/12	19.000	30.250	574.75	633.84	59.09 ST		
	Total	102.000		3,064.42	**3,402.72**	338.30 ST	—	—
Share Price: $33.360								
AT&T INC (T)	5/3/12	210.000	32.977	6,925.17	**7,079.10**	153.93 ST	378.00	5.33
Share Price: $33.710; Next Dividend Payable 02/2013								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AUTOLIV INC (ALV)	5/3/12	90.000	62.420	5,617.79	**6,065.10**	447.31 ST	180.00	2.96
Share Price: $67.390; Next Dividend Payable 03/2013								
AUTONATION INC (AN)	5/3/12	107.000	35.038	3,749.02	**4,247.90**	498.88 ST	—	—
Share Price: $39.700								
BANK OF NOVA SCOTIA (BNS)	5/3/12	84.000	53.998	4,535.81	**4,861.92**	326.11 ST	193.20	3.97
Share Price: $57.880; Next Dividend Payable 01/29/13								
BEACON ROOFING SUPPLY INC (BECN)	10/3/12	174.000	28.830	5,016.39	**5,790.72**	774.33 ST	—	—
Share Price: $33.280								
BHP BILLITON LTD (BHP)	5/3/12	105.000	73.459	7,713.20	**8,234.10**	520.90 ST	235.20	2.85
Share Price: $78.420; Next Dividend Payable 03/2013								
BIOGEN IDEC INC (BIIB)	5/3/12	35.000	134.150	4,695.25	**5,122.95**	427.70 ST	—	—
Share Price: $146.370								
BOB EVANS FARMS INC (BOBE)	6/11/12	111.000	39.330	4,365.63	4,462.20	96.57 ST		
	7/23/12	40.000	38.156	1,526.22	1,608.00	81.78 ST		
	11/5/12	36.000	37.344	1,344.37	1,447 20	102.83 ST		
	Total	187.000		7,236.22	**7,517.40**	281 18 ST	205.70	2.73
Share Price: $40.200; Next Dividend Payable 03/2013								
BOEING CO (BA)	5/3/12	60.000	76.627	4,597.62	**4,521.60**	(76.02) ST	116.40	2.57
Share Price: $75.360; Next Dividend Payable 03/2013								
BORG WARNER INC (BWA)	5/3/12	51.000	79.650	4,062.15	**3,652.62**	(409.53) ST	—	—
Share Price: $71.620								
BRISTOL MYERS SQUIBB CO (BMY)	5/3/12	219.000	33.497	7,335.85	7,137.21	(198.64) ST		
	5/3/12	6.000	33.497	200.98	195.54	(5.44) ST		
	8/24/12	175.000	32.685	5,719.89	5,703.25	(16.64) ST		
	9/21/12	65.000	33.658	2,187.78	2,118.35	(69.43) ST		
	Total	465.000		15,444.50	**15,154.35**	(290.15) ST	651.00	4.29
Share Price: $32.590; Next Dividend Payable 02/2013								
CAMERON INTNL CORP (CAM)	12/17/12	38.000	53.852	2,046.38	**2,145.48**	99.10 ST	—	—
Share Price: $56.460								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CANADIAN NATL RAILWAY CO (CNI)	5/3/12	60.000	84.560	5,073.57	**5,460.60**	387.03 ST	90.60	1.65
Share Price: $91.010; Next Dividend Payable 03/2013								
CARDTRONICS INC (CATM)	5/3/12	48.000	29.880	1,434.24	1,139.52	(294.72) ST		
	6/4/12	10.000	26.520	265.20	237.40	(27.80) ST		
	Total	58.000		1,699.44	**1,376.92**	(322.52) ST	—	—
Share Price: $23.740								
CATERPILLAR INC (CAT)	5/3/12	96.000	100.579	9,655.58	**8,602.41**	(1,053.17) ST	199.68	2.32
Share Price: $89.609; Next Dividend Payable 03/2013								
CBRE GROUP INC (CBG)	5/3/12	305.000	18.617	5,678.19	**6,069.50**	391.31 ST	—	—
Share Price: $19.900								
CENTURYLINK INC (CTL)	5/3/12	96.000	38.708	3,715.93	**3,755.52**	39.59 ST	278.40	7.41
Share Price: $39.120; Next Dividend Payable 03/2013								
CERNER CORP (CERN)	5/3/12	33.000	82.000	2,706.00	2,557.83	(148.17) ST		
	5/10/12	21.000	79.414	1,667.70	1,627.71	(39.99) ST		
	Total	54.000		4,373.70	**4,185.54**	(188.16) ST	—	—
Share Price: $77.510								
CHEMTURA CORP COM NEW (CHMT)	11/20/12	252.000	19.546	4,925.62	**5,357.52**	431.90 ST	—	—
Share Price: $21.260								
CHEVRON CORP (CVX)	5/3/12	98.000	105.708	10,359.36	**10,597.72**	238.36 ST	352.80	3.32
Share Price: $108.140; Next Dividend Payable 03/2013								
CHUBB CORP (CB)	5/3/12	78.000	73.739	5,751.65	**5,874.96**	123.31 ST	127.92	2.17
Share Price: $75.320; Next Dividend Payable 01/08/13								
COCA COLA CO (KO)	5/3/12	142.000	38.709	5,496.61	5,147.50	(349.11) ST		
	5/3/12	224.000	38.708	8,670.70	8,120.00	(550.70) ST		
	6/26/12	102.000	37.669	3,842.24	3,697.50	(144.74) ST		
	Total	468.000		18,009.55	**16,965.00**	(1,044.55) ST	477.36	2.81
Share Price: $36.250; Next Dividend Payable 03/2013								
COINSTAR INC (CSTR)	5/3/12	106.000	64.035	6,787.67	**5,513.06**	(1,274.61) ST	—	—
Share Price: $52.010								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
COMCAST CORP CL A SPECIAL NEW (CMCSK)	5/3/12	115.000	29.818	3,429.08	**4,130.80**	701.72 ST	74.75	1.80
Share Price: $35.920; Next Dividend Payable 01/23/13								
CONOCOPHILLIPS (COP)	5/3/12	63.000	54.106	3,408.65	**3,653.37**	244.72 ST	166.32	4.55
Share Price: $57.990; Next Dividend Payable 03/2013								
CONSOL ENERGY INC (CNX)	5/3/12	60.000	33.540	2,012.40	**1,926.00**	(86.40) ST	30.00	1 55
Share Price: $32.100; Next Dividend Payable 03/2013								
CORE MARK HOLDING CO INC (CORE)	5/3/12	82.000	38.194	3,131.95	**3,882.70**	750.75 ST	62.32	1.60
Share Price: $47.350; Next Dividend Payable 03/2013								
CROWN CASTLE INTL (CCI)	5/3/12	107 000	56.596	6,055.77	7,721 12	1,665.35 ST		
	6/12/12	43.000	56.484	2,428.82	3,102.88	674.06 ST		
	Total	150.000		8,484.59	**10,824.00**	2,339.41 ST	—	—
Share Price: $72.160								
CUBIC CORP (CUB)	5/3/12	94.000	46.080	4,331 52	4,509.18	177.66 ST		
	6/26/12	20.000	46.923	938.45	959.40	20.95 ST		
	Total	114 000		5,269.97	**5,468.58**	198.61 ST	27 36	0.50
Share Price: $47.970; Next Dividend Payable 03/2013								
CULLEN FROST BANKERS INC (CFR)	5/3/12	73.000	59.069	4,312.04	**3,961.71**	(350.33) ST	140.16	3.53
Share Price: $54.270; Next Dividend Payable 03/2013								
DANAHER CORPORATION (DHR)	5/3/12	69.000	53.870	3,717 03	3,857.10	140.07 ST		
	5/10/12	35 000	53 813	1,883 47	1,956.50	73.03 ST		
	Total	104.000		5,600.50	**5,813.60**	213.10 ST	10.40	0.17
Share Price: $55.900; Next Dividend Payable 03/2013								
DEERE & CO (DE)	5/3/12	87.000	82.429	7,171.28	**7,518.54**	347.26 ST	160.08	2.12
Share Price: $86.420; Next Dividend Payable 02/01/13								
DIAGEO PLC SPON ADR NEW (DEO)	5/3/12	77.000	103.438	7,964.75	**8,976.66**	1,011.91 ST	213.60	2.37
Share Price: $116.580; Next Dividend Payable 04/2013								
DICE HOLDINGS INC (DHX)	5/3/12	196.000	10.256	2,010.23	**1,799.28**	(210.95) ST	—	—
Share Price: $9.180								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
DILLARDS INC CL A (DDS)	9/24/12	42.000	75.752	3,181.59	**3,518.34**	336.75 ST	8.40	0.23
Share Price: $83.770; Next Dividend Payable 03/2013								
DISCOVERY COMMUNICATIONS SER A (DISCA)	6/27/12	71.000	53.335	3,786.77	**4,507.08**	720 31 ST	—	—
Share Price: $63.480								
DOLBY CLA A COM STK (DLB)	5/3/12	83.000	38.016	3,155 33	2,434.39	(720.94) ST		
	5/23/12	34.000	43.338	1,473.48	997.22	(476.26) ST		
	Total	117.000		4,628.81	**3,431.61**	(1,197 20) ST	—	—
Share Price: $29.330								
DOMINION RES INC (NEW) (D)	5/3/12	127 000	51.997	6,603.62	**6,578.60**	(25.02) ST	267.97	4.07
Share Price: $51.800; Next Dividend Payable 03/2013								
DOW CHEMICAL CO (DOW)	5/3/12	78.000	32.989	2,573.14	**2,521.69**	(51.45) ST	99.84	3.95
Share Price: $32.329; Next Dividend Payable 03/2013								
DREW IND INC (DW)	5/3/12	220.000	29.010	6,382.20	**7,095.00**	712.80 ST	—	—
Share Price: $32.250								
DSW INC CL A (DSW)	6/14/12	51.000	57.929	2,954.36	3,350.19	395.83 ST		
	8/1/12	6.000	58.318	349.91	394.14	44.23 ST		
	Total	57.000		3,304.27	**3,744.33**	440.06 ST	41.04	1.09
Share Price: $65.690; Next Dividend Payable 03/2013								
DU PONT EI DE NEMOURS & CO (DD)	5/3/12	162.000	53.277	8,630.87	**7,286.51**	(1,344.36) ST	278.64	3.82
Share Price: $44.979; Next Dividend Payable 03/2013								
DUFF & PHELPS CORP NEW CL A (DUF)	5/3/12	414.000	15.515	6,423.04	6,466.68	43.64 ST		
	12/28/12	66.000	12.999	857.93	1,030.92	172.99 ST		
	Total	480.000		7,280.97	**7,497.60**	216.63 ST	172 80	2 30
Share Price: $15.620; Next Dividend Payable 02/2013								
EAGLE MATLS INC (EXP)	7/23/12	78.000	38.907	3,034.78	**4,563.00**	1,528.22 ST	31.20	0.68
Share Price: $58.500; Next Dividend Payable 01/23/13								
EASTGROUP PROPERTIES INC (EGP)	5/3/12	167.000	50.186	8,381.06	**8,986.27**	605 21 ST	354.04	3.93
Share Price: $53.810; Next Dividend Payable 03/2013								
EDWARD LIFESCIENCES CORP (EW)	12/5/12	45.000	90.592	4,076.62	**4,057.65**	(18.97) ST	—	—
Share Price: $90.170								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
EMC CORP MASS (EMC)	5/3/12	183.000	28 199	5,160.42	4,629.90	(530.52) ST		
	8/1/12	72.000	26.045	1,875.27	1,821.60	(53.67) ST		
	8/10/12	30.000	26.820	804.60	759.00	(45.60) ST		
	Total	285.000		7,840 29	**7,210.50**	(629 79) ST	—	—
Share Price: $25.300								
EMCOR GROUP INC (EME)	5/3/12	241.000	29 452	7,097 93	**8,341.01**	1,243 08 ST	57.84	0.69
Share Price: $34.610; Next Dividend Payable 03/2013								
ENBRIDGE INC (ENB)	5/3/12	146.000	40.935	5,976.58	**6,324.72**	348.14 ST	185.57	2.93
Share Price: $43.320; Next Dividend Payable 03/2013								
ENERSYS (ENS)	7/18/12	47.000	35.630	1,674.61	1,768.61	94.00 ST		
	7/23/12	17.000	34.251	582.26	639.71	57.45 ST		
	Total	64.000		2,256.87	**2,408.32**	151 45 ST	—	—
Share Price: $37.630								
ENTEGRIS INC (ENTG)	5/3/12	359.000	8.738	3,136.94	3,295 62	158.68 ST		
	11/30/12	2.000	9.134	18.27	18.36	0.09 ST		
	11/30/12	484.000	9.134	4,420.61	4,443.12	22.51 ST		
	Total	845.000		7,575.82	**7,757.10**	181.28 ST	—	—
Share Price: $9.180								
EOG RESOURCES INC (EOG)	11/16/12	26.000	115.858	3,012.30	**3,140.54**	128.24 ST	17.68	0.56
Share Price: $120.790; Next Dividend Payable 01/2013								
EQT CORPORATION COM NEW (EQT)	5/3/12	58.000	49.434	2,867 17	**3,420.84**	553.67 ST	51.04	1.49
Share Price: $58.980; Next Dividend Payable 03/2013								
EXPEDIA INC NEW (EXPE)	5/3/12	104.000	41.457	4,311.53	6,389 76	2,078.23 ST		
	5/4/12	49.000	41.078	2,012.83	3,010.56	997.73 ST		
	Total	153.000		6,324.36	**9,400.32**	3,075.96 ST	79.56	0.84
Share Price: $61.440; Next Dividend Payable 03/2013								
EXPRESS SCRIPTS HLDG CO COM (ESRX)	5/3/12	87.000	56.369	4,904.10	4,698.00	(206.10) ST		
	11/6/12	59 000	54.670	3,225.52	3,186.00	(39.52) ST		
	Total	146.000		8,129.62	**7,884.00**	(245.62) ST	—	—
Share Price: $54.000								
EXXON MOBIL CORP (XOM)	5/3/12	131.000	85.649	11,220.02	**11,338.05**	118.03 ST	298.68	2.63
Share Price: $86.550; Next Dividend Payable 03/2013								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
FACEBOOK INC CL-A (FB)	5/18/12	45.000	41.729	1,877.81	1,197.88	(679.93) ST		
	11/19/12	50.000	23.549	1,177.45	1,330.98	153.53 ST		
	Total	95.000		3,055.26	**2,528.87**	(526 40) ST	—	—
Share Price: $26.620								
FAIR ISAAC & CO INC (FICO)	11/5/12	107 000	43.336	4,636.97	4,497.21	(139.76) ST		
	11/28/12	30 000	42.020	1,260.60	1,260.90	0 30 ST		
	Total	137.000		5,897.57	**5,758.11**	(139.46) ST	10.96	0.19
Share Price: $42.030; Next Dividend Payable 03/2013								
FAMILY DOLLAR STORES (FDO)	5/3/12	88.000	68.620	6,038.56	5,580.08	(458 48) ST		
	5/9/12	28.000	67 295	1,884.26	1,775.48	(108.78) ST		
	Total	116.000		7,922.82	**7,355.56**	(567 26) ST	97.44	1.32
Share Price: $63.410; Next Dividend Payable 03/2013								
FEDEX CORP (FDX)	5/3/12	42.000	89.070	3,740.94	**3,852.24**	111.30 ST	23 52	0 61
Share Price: $91.720; Next Dividend Payable 03/2013								
FEI COMPANY (FEIC)	5/3/12	63 000	50.379	3,173.89	3,494.63	320.74 ST		
	5/3/12	131.000	50.379	6,599.68	7,266.61	666.93 ST		
	Total	194.000		9,773.57	**10,761.25**	987.67 ST	62.08	0.57
Share Price: $55.470; Next Dividend Payable 01/2013								
FIFTH 3RD BANCORP OHIO (FITB)	12/24/12	218.000	15.182	3,309.72	**3,313.60**	3.88 ST	87.20	2.63
Share Price: $15.200; Next Dividend Payable 01/17/13								
FIRSTENERGY CORP (FE)	5/3/12	68.000	46.517	3,163.16	**2,839.68**	(323.48) ST	149.60	5.26
Share Price: $41.760; Next Dividend Payable 03/2013								
FIRSTMERIT CORPORATION (FMER)	5/3/12	450.000	16.759	7,541.64	6,385.50	(1,156.14) ST		
	10/15/12	39.000	14.281	556.96	553.41	(3.55) ST		
	Total	489 000		8,098.60	**6,938.91**	(1,159.69) ST	312.96	4.51
Share Price: $14.190; Next Dividend Payable 03/2013								
FLEETCOR TECHNOLOGIES (FLT)	5/15/12	76.000	39.248	2,982.85	**4,077.40**	1,094 55 ST	—	—
Share Price: $53.650								
FORUM ENERGY TECHNOLOGIES (FET)	9/5/12	208.000	23.240	4,834.02	5,148.00	313.98 ST		
	9/25/12	61 000	25.201	1,537.25	1,509.75	(27.50) ST		
	Total	269.000		6,371.27	**6,657.75**	286.48 ST	—	—
Share Price: $24.750								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
FULLER H B & COMPANY (FUL)	5/3/12	151.000	32.179	4,859.03	5,257.82	398.79 ST		
	11/28/12	37.000	32.122	1,188.51	1,288.34	99.83 ST		
	Total	188.000		6,047.54	**6,546.16**	498.62 ST	63.92	0.97
Share Price: $34.820; Next Dividend Payable 01/2013								
GARTNER INC (IT)	6/18/12	68.000	43.525	2,959.71	3,129.36	169.65 ST		
	7/25/12	49.000	43.679	2,140.26	2,254.98	114.72 ST		
	Total	117.000		5,099.97	**5,384.34**	284.37 ST	—	—
Share Price: $46.020								
GENERAL ELECTRIC CO (GE)	5/3/12	339.000	19.608	6,647.01	7,115.61	468 60 ST		
	11/5/12	286.000	21.398	6,119.86	6,003.14	(116.72) ST		
	Total	625.000		12,766.87	**13,118.75**	351.88 ST	475.00	3.62
Share Price: $20.990; Next Dividend Payable 01/25/13								
GENERAL MILLS INC (GIS)	5/3/12	75.000	38.477	2,885.78	**3,031.50**	145.72 ST	99.00	3.26
Share Price: $40.420; Next Dividend Payable 02/2013								
GENL DYNAMICS CORP (GD)	5/3/12	55.000	68.055	3,743.00	**3,809.85**	66.85 ST	112.20	2.94
Share Price: $69.270; Next Dividend Payable 03/2013								
GENOMIC HEALTH INC (GHDX)	7/19/12	46.000	35.984	1,655.26	**1,253.04**	(402.22) ST	—	—
Share Price: $27.240								
GILEAD SCIENCE (GILD)	11/12/12	27.000	73.116	1,974.14	1,983.15	9.01 ST		
	11/13/12	26.000	74.641	1,940.66	1,909.70	(30.96) ST		
	Total	53.000		3,914.80	**3,892.85**	(21.95) ST	—	—
Share Price: $73.450								
GOOGLE INC-CL A (GOOG)	5/3/12	17.000	611 100	10,388.70	**12,025.46**	1,636.76 ST	—	—
Share Price: $707.380								
HANGER INC (HGR)	7/18/12	62.000	26 635	1,651.34	**1,696.32**	44.98 ST	—	—
Share Price: $27.360								
HEARTLAND PAYMENT SYS INC (HPY)	5/3/12	124.000	32.421	4,020.19	**3,658.00**	(362.19) ST	29.76	0.81
Share Price: $29.500; Next Dividend Payable 03/2013								
HELMERICH & PAYNE (HP)	5/3/12	75 000	49.265	3,694.84	**4,200.75**	505.91 ST	45.00	1.07
Share Price: $56.010; Next Dividend Payable 02/2013								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
HERTZ GLOBAL HOLDINGS, INC (HTZ)	—	433.000	—	Please Provide	**7,044.91**	N/A	—	—
Share Price: $16.270								
HEXCEL CORP NEW (HXL)	5/3/12	232.000	27.108	6,288.99	**6,254.72**	(34.27) ST	—	—
Share Price: $26.960								
HOME DEPOT INC (HD)	5/3/12	104.000	52.297	5,438.89	**6,432.40**	993.51 ST	120.64	1.87
Share Price: $61.850; Next Dividend Payable 03/2013								
HONEYWELL INTERNATIONAL INC (HON)	5/3/12	52.000	60.169	3,128.79	**3,300.44**	171.65 ST	85.28	2.58
Share Price: $63.470; Next Dividend Payable 03/2013								
HORACE MANN EDUCATORS CP (HMN)	5/3/12	415.000	17.359	7,204.15	**8,283.40**	1,079.25 ST	265.60	3.20
Share Price. $19.960; Next Dividend Payable 03/2013								
IAC INTERACTIVECORP COM (IACI)	5/3/12	124.000	49.985	6,198.09	5,858.00	(340.09) ST		
	6/13/12	43 000	44.891	1,930.31	2,031.40	101.09 ST		
	Total	167.000		8,128.40	**7,889.41**	(239.00) ST	160.32	2.03
Share Price: $47.242; Next Dividend Payable 03/2013								
IBERIA BK CORP (IBKC)	5/3/12	141.000	50.550	7,127.55	**6,925.92**	(201.63) ST	191.76	2.76
Share Price: $49.120; Next Dividend Payable 01/25/13								
ICU MEDICAL INC (ICUI)	5/3/12	107.000	52.630	5,631.41	**6,519.51**	888.10 ST	—	—
Share Price: $60.930								
ILLUMINA INC (ILMN)	—	75.000	—	Please Provide	4,169.25	N/A		
	—	48.000	—	Please Provide	2,668.32	N/A		
	—	5.000	—	Please Provide	277.95	N/A		
	5/3/12	64.000	45.493	2,911.52	3,557.76	646.24 ST		
	5/3/12	68.000	45.493	3,093.49	3,780.12	686.63 ST		
	Total	260.000		6,005.01	**14,453.40**	1,332.87 ST	—	—
Share Price: $55.590								
INCYTE CORP (INCY)	5/3/12	88.000	22.678	1,995.64	**1,461.68**	(533.96) ST	—	—
Share Price: $16.610								
INDEPENDENT BK MASS (INDB)	5/3/12	244.000	28.300	6,905.20	7,063.80	158.60 ST		
	7/12/12	31.000	29.663	919.55	897.45	(22.10) ST		
	Total	275.000		7,824.75	**7,961.25**	136.50 ST	231.00	2.90
Share Price: $28.950; Next Dividend Payable 03/2013								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
INFORMATICA CORP (INFA)	5/3/12	72.000	47.676	3,432.67	**2,183.04**	(1,249.63) ST	—	—
Share Price: $30.320								
INNOPHOS HLDGS INC (IPHS)	5/3/12	129.000	48.420	6,246.18	**5,998.50**	(247.68) ST	180.60	3.01
Share Price: $46.500; Next Dividend Payable 02/2013								
INTEGRA LIFESCIENCES CRP NEW (IART)	9/26/12	117.000	42.422	4,963.43	**4,559.49**	(403 94) ST	—	—
Share Price: $38.970								
INTEL CORP (INTC)	5/3/12	152.000	28.548	4,339.29	**3,134.24**	(1,205.05) ST	136.80	4.36
Share Price: $20.620; Next Dividend Payable 03/2013								
INTL BUSINESS MACHINES CORP (IBM)	5/3/12	40.000	206.933	8,277.30	7,662.00	(615.30) ST		
	9/5/12	25 000	195.212	4,880.30	4,788.75	(91.55) ST		
	9/21/12	9.000	207.142	1,864.28	1,723.95	(140.33) ST		
	9/21/12	1.000	207.140	207.14	191.55	(15.59) ST		
	Total	75.000		15,229.02	**14,366.25**	(862.77) ST	255.00	1 77
Share Price: $191.550; Next Dividend Payable 03/2013								
INVACARE CORP (IVC)	5/3/12	186.000	15.408	2,865.83	**3,031.80**	165.97 ST	9.30	0.30
Share Price: $16.300; Next Dividend Payable 01/2013								
IRON MOUNTAIN INC (DE) (IRM)	5/3/12	130.000	31 009	4,031.17	4,036.50	5.33 ST		
	Purchases	130.000		4,031.17	**4,036.50**	5.33 ST		
Short Term Reinvestments		11.000		361.57	341.55	(20.02) ST		
	Total	141.000		4,392.74	**4,378.05**	(14.69) ST	152.28	3.47
Share Price: $31.050; Next Dividend Payable 01/17/13								
IXIA (XXIA)	10/1/12	73.000	16.091	1,174.61	1,239.54	64.93 ST		
	10/8/12	71.000	16.713	1,186.65	1,205.58	18.93 ST		
	Total	144.000		2,361.26	**2,445.12**	83.86 ST	—	—
Share Price: $16.980								
J&J SNACK FOODS (JJSF)	5/3/12	116.000	54.292	6,297 83	**7,410.43**	1,112.60 ST	74.24	1.00
Share Price: $63.883; Next Dividend Payable 03/2013								
JABIL CIRCUIT INC (JBL)	5/3/12	246.000	22.919	5,637.95	**4,745.34**	(892.61) ST	78.72	1.65
Share Price: $19.290; Next Dividend Payable 03/2013								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
JANUS CAPITAL GROUP INC (JNS)	5/3/12	360.000	7.240	2,606.40	**3,067.20**	460.80 ST	86.40	2.81
Share Price: $8.520; Next Dividend Payable 03/2013								
JARDEN CORP (JAH)	5/3/12	83.000	41.250	3,423.75	4,291.10	867 35 ST		
	5/4/12	36.000	40.919	1,473.09	1,861.20	388.11 ST		
	Total	119.000		4,896.84	**6,152.30**	1,255.46 ST	—	—
Share Price: $51.700								
JOHNSON & JOHNSON (JNJ)	5/3/12	62.000	65.397	4,054.61	4,346.20	291.59 ST		
	8/29/12	14.000	67 540	945.56	981.40	35.84 ST		
	10/18/12	72.000	71.700	5,162.38	5,047.20	(115.18) ST		
	Total	148.000		10,162.55	**10,374.80**	212.25 ST	361.12	3.48
Share Price· $70.100; Next Dividend Payable 03/2013								
JOHNSON CONTROLS INCORPORATED (JCI)	5/3/12	71.000	32.477	2,305.87	**2,177.57**	(128.30) ST	53.96	2.47
Share Price: $30 670; Next Dividend Payable 03/2013								
JOY GLOBAL INC (JOY)	5/3/12	74.000	68 600	5,076.39	4,719.72	(356.67) ST		
	5/17/12	36.000	59.663	2,147.87	2,296.08	148.21 ST		
	Total	110.000		7,224.26	**7,015.80**	(208.46) ST	77.00	1.09
Share Price: $63.780; Next Dividend Payable 03/2013								
JPMORGAN CHASE & CO (JPM)	5/3/12	277.000	42.827	11,863.08	12,179.43	316.35 ST		
	5/3/12	3.000	42.827	128.48	131.90	3.42 ST		
	Total	280.000		11,991.56	**12,311.34**	319.77 ST	336 00	2.72
Share Price: $43.969; Next Dividend Payable 01/2013								
KAPSTONE PAPER AND PACKAGING (KS)	5/3/12	83.000	16.950	1,406.85	1,841.77	434.92 ST		
	6/4/12	20.000	15.280	305.60	443.80	138.20 ST		
	Total	103.000		1,712.45	**2,285.57**	573.12 ST	—	—
Share Price: $22.190								
KIMBERLY CLARK CORP (KMB)	5/3/12	47.000	78 649	3,696.49	**3,968.21**	271.72 ST	139.12	3.50
Share Price: $84.430; Next Dividend Payable 01/03/13								

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
KINDER MORGAN INCORP (KMI)	8/2/12	164.000	35.717	5,857.56	**5,794.12**	(63.44) ST	236.16	4.07
Share Price: $35.330; Next Dividend Payable 02/2013								
KRAFT FOODS GROUP INC COM (KRFT)	5/3/12	51.000	41.839	2,133.78	2,318.97	185.19 ST		
	6/20/12	13.000	39.969	519.60	591.11	71.51 ST		
	10/10/12	48.000	46.895	2,250.94	2,182.56	(68.38) ST		
	Total	112.000		4,904.32	**5,092.64**	188.32 ST	224.00	4.39
Share Price: $45.470; Next Dividend Payable 01/14/13								
LA Z BOY INCORPORATED (LZB)	9/13/12	284.000	15.288	4,341.65	**4,018.60**	(323.05) ST	45.44	1.13
Share Price: $14.150; Next Dividend Payable 03/2013								
LANCASTER COLONY CRP (LANC)	5/3/12	98.000	65.040	6,373.92	**6,780.62**	406 70 ST	148.96	2.19
Share Price: $69.190; Next Dividend Payable 03/2013								
LENDER PROCESSING SERV (LPS)	5/3/12	159.000	24.598	3,911.02	**3,914.58**	3.56 ST	63.60	1.62
Share Price. $24.620; Next Dividend Payable 03/2013								
LIMITED BRANDS INC (LTD)	5/3/12	103.000	51.429	5,297.19	**4,847.18**	(450.01) ST	103.00	2.12
Share Price: $47.060; Next Dividend Payable 03/2013								
LINKEDIN CORP-A (LNKD)	5/17/12	21 000	107.965	2,267.27	2,411.22	143.95 ST		
	5/25/12	10.000	97.515	975.15	1,148.20	173.05 ST		
	7/16/12	16.000	103.725	1,659.60	1,837.12	177.52 ST		
	Total	47.000		4,902.02	**5,396.54**	494.52 ST	—	—
Share Price: $114.820								
LITHIA MOTORS INC A (LAD)	10/15/12	114.000	35.504	4,047.51	4,265.88	218.37 ST		
	11/5/12	39.000	34.334	1,339.02	1,459.38	120.36 ST		
	Total	153.000		5,386 53	**5,725.26**	338.73 ST	61.20	1.06
Share Price: $37.420; Next Dividend Payable 03/2013								
LITTELFUSE INC (LFUS)	5/3/12	112.000	64.370	7,209.44	**6,911.52**	(297.92) ST	89.60	1.29
Share Price: $61.710; Next Dividend Payable 03/2013								
LKQ CORPORATION (LKQ)	6/15/12	124.000	17.749	2,200.83	**2,616.40**	415.57 ST	—	—
Share Price: $21.100								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
LORILLARD INC (LO)	5/3/12	40.000	133.669	5,346.76	**4,666.80**	(679 96) ST	248.00	5.31
Share Price: $116.670; Next Dividend Payable 03/2013								
M K S INSTRUMENTS (MKSI)	5/3/12	145.000	26.714	3,873.53	3,738.10	(135.43) ST		
	6/5/12	27.000	26.112	705 03	696.06	(8.97) ST		
	Total	172.000		4,578.56	**4,434.16**	(144.40) ST	110.08	2.48
Share Price: $25.780; Next Dividend Payable 03/2013								
MARATHON OIL CO (MRO)	5/3/12	103.000	27.758	2,859.05	**3,157.98**	298.93 ST	70.04	2.21
Share Price: $30.660; Next Dividend Payable 03/2013								
MARATHON PETROLEUM CORP (MPC)	5/3/12	49.000	40.250	1,972.25	**3,087.00**	1,114.75 ST	68.60	2.22
Share Price: $63.000; Next Dividend Payable 03/2013								
MC DONALDS CORP (MCD)	5/3/12	90.000	97.119	8,740.71	7,938 90	(801.81) ST		
	5/3/12	1.000	97.119	97.12	88.21	(8.91) ST		
	Total	91.000		8,837 83	**8,027.11**	(810.72) ST	280.28	3.49
Share Price: $88.210; Next Dividend Payable 03/2013								
MEADWESTVACO CORP (MWV)	5/3/12	110.000	28.647	3,151.17	**3,505.70**	354.53 ST	110.00	3.13
Share Price: $31.870; Next Dividend Payable 03/2013								
MERCADOLIBRE INC (MELI)	5/3/12	74.000	94.690	7,007.06	**5,812.70**	(1,194.36) ST	32 26	0.55
Share Price: $78.550; Next Dividend Payable 01/15/13								
MERCK & CO INC NEW COM (MRK)	5/3/12	125 000	39.149	4,893.63	**5,117.50**	223.87 ST	215.00	4.20
Share Price: $40.940; Next Dividend Payable 01/08/13								
MGE ENERGY INC (MGEE)	5/3/12	111.000	45.230	5,020.53	**5,655.45**	634.92 ST	175.38	3.10
Share Price. $50.950; Next Dividend Payable 03/2013								
MICROSOFT CORP (MSFT)	5/3/12	135.000	31 650	4,272.66	3,605.80	(666.86) ST		
	5/3/12	366.000	31.649	11,583.71	9,775.74	(1,807.97) ST		
	5/3/12	10.000	31.650	316.52	267.09	(49.43) ST		
	5/17/12	64.000	30.038	1,922.41	1,709.41	(213.00) ST		
	7/12/12	40.000	28.850	1,154.00	1,068.38	(85.62) ST		
	8/1/12	33.000	29.490	973.17	881.41	(91.76) ST		
	8/1/12	7.000	29.490	206.43	186.96	(19.47) ST		
	Total	655.000		20,428.90	**17,494.84**	(2,934.11) ST	602 60	3.44
Share Price: $26.710; Next Dividend Payable 03/2013								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
MID AMER APART COMM INC (MAA)	5/3/12	125.000	69.216	8,651.94	**8,093.75**	(558.19) ST	347.50	4.29
Share Price: $64.750; Next Dividend Payable 01/2013								
MINE SAFETY APPLIANCES CO (MSA)	5/3/12	151.000	41.764	6,306.33	**6,449.21**	142.88 ST	169.12	2.62
Share Price: $42.710; Next Dividend Payable 03/2013								
MONDELEZ INTL INC COM (MDLZ)	5/3/12	154 000	25.631	3,947.18	3,919.79	(27.39) ST		
	6/20/12	38.000	25.294	961 17	967.22	6.05 ST		
	Total	192.000		4,908.35	**4,887.01**	(21.34) ST	99.84	2.04
Share Price: $25.453; Next Dividend Payable 01/14/13								
MONSANTO CO/NEW (MON)	5/3/12	128.000	75.129	9,616 51	**12,115.20**	2,498.69 ST	192.00	1.58
Share Price: $94.650; Next Dividend Payable 01/2013								
MYRIAD GENETIC INC (MYGN)	7/25/12	63.000	25.754	1,622 50	**1,716.75**	94.25 ST	—	—
Share Price: $27.250								
NEXTERA ENERGY INC COM (NEE)	5/3/12	89.000	63.647	5,664.58	6,157.91	493.33 ST		
	5/3/12	1.000	63.647	63.65	69.19	5.54 ST		
	10/11/12	72.000	69.907	5,033.33	4,981.68	(51.65) ST		
	Total	162.000		10,761.56	**11,208.78**	447.22 ST	388.80	3.46
Share Price: $69.190; Next Dividend Payable 03/2013								
NORDSON CP (NDSN)	5/3/12	75.000	53.470	4,010 25	**4,734.00**	723.75 ST	45.00	0.95
Share Price: $63.120; Next Dividend Payable 01/08/13								
NORTHEAST UTILITIES (NU)	5/3/12	86.000	35.897	3,087.14	**3,360.88**	273.74 ST	117.99	3 51
Share Price: $39.080; Next Dividend Payable 03/2013								
NORTHROP GRUMMAN CP(HLDG CO) (NOC)	5/3/12	55.000	62.784	3,453.12	**3,716.90**	263.78 ST	121.00	3.25
Share Price: $67.580; Next Dividend Payable 03/2013								
NXP SEMICONDUCTORS NV (NXPI)	5/3/12	158.000	25.199	3,981.52	**4,158.57**	177 05 ST	—	—
Share Price: $26.320								
O'REILLY AUTOMOTIVE INC NEW (ORLY)	7/19/12	63 000	93.682	5,901.94	**5,633.46**	(268.48) ST	—	—
Share Price. $89.420								
OCCIDENTAL PETROLEUM CORP DE (OXY)	5/3/12	69.000	89.757	6,193.23	5,286.09	(907.14) ST		
	5/3/12	1.000	89.757	89.76	76.61	(13.15) ST		
	Total	70.000		6,282.99	**5,362.70**	(920.29) ST	151.20	2.81
Share Price: $76.610; Next Dividend Payable 01/15/13								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ONYX PHARMACEUTICALS INC (ONXX)	7/23/12	21.000	76.007	1,596.14	**1,586.13**	(10.01) ST	—	—
Share Price. $75.530								
P H GLATFELTER (GLT)	5/3/12	373.000	15.129	5,643.01	6,520.04	877.03 ST		
	8/27/12	72.000	16.561	1,192.42	1,258.56	66 14 ST		
	Total	445.000		6,835.43	**7,778.60**	943.17 ST	160.20	2.05
Share Price. $17 480; Next Dividend Payable 02/2013								
PANERA BREAD COMPANY CL A (PNRA)	5/3/12	28.000	158.680	4,443.04	**4,447.24**	4.20 ST	—	—
Share Price: $158.830								
PAREXEL INTL CORP (PRXL)	6/19/12	107.000	28.056	3,001.99	3,166.13	164.14 ST		
	11/16/12	64.000	31.378	2,008.20	1,893.76	(114.44) ST		
	Total	171.000		5,010.19	**5,059.89**	49.70 ST	—	—
Share Price: $29.590								
PEABODY ENERGY CORP (BTU)	5/3/12	57.000	30.258	1,724.72	**1,516.77**	(207.95) ST	19.38	1.27
Share Price: $26.610; Next Dividend Payable 02/2013								
PENN NATIONAL GAMING (PENN)	6/14/12	67.000	43 637	2,923.65	**3,290.37**	366.72 ST	—	—
Share Price: $49.110								
PETSMART INC (PETM)	5/3/12	113 000	58.785	6,642 76	**7,722.42**	1,079.66 ST	74.58	0.96
Share Price. $68.340; Next Dividend Payable 03/2013								
PFIZER INC (PFE)	5/3/12	205.000	22.579	4,628.70	5,141.25	512.55 ST		
	7/13/12	248 000	22.821	5,659.68	6,219.65	559.97 ST		
	7/13/12	12.000	22.822	273.86	300.95	27.09 ST		
	Total	465.000		10,562.24	**11,661.86**	1,099.61 ST	446.40	3.82
Share Price. $25.079; Next Dividend Payable 03/2013								
PHILIP MORRIS INTL INC (PM)	5/3/12	3.000	89.709	269.13	250.92	(18.21) ST		
	5/3/12	22.000	89.709	1,973.60	1,840.08	(133.52) ST		
	5/3/12	94.000	89.709	8,432.65	7,862.16	(570.49) ST		
	5/3/12	4 000	89.709	358.84	334 56	(24.28) ST		
	5/3/12	3 000	89.709	269.13	250.92	(18.21) ST		
	6/13/12	20.000	85.624	1,712.48	1,672.80	(39.68) ST		

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	6/13/12	4,000	85.625	342.50	334.56	(7 94) ST		
	6/20/12	4.000	88.623	354.49	334.56	(19.93) ST		
	6/20/12	20 000	88.624	1,772.47	1,672.80	(99.67) ST		
	Total	174 000		15,485.29	**14,553.36**	(931.93) ST	591.60	4.06
Share Price: $83 640; Next Dividend Payable 01/11/13								
PHILLIPS 66 COM (PSX)	5/8/12	38 000	29.745	1,130.32	**2,017.80**	887.48 ST	38.00	1.88
Share Price: $53.100; Next Dividend Payable 03/2013								
POLARIS INDUSTRIES INC (PII)	5/3/12	45.000	81.890	3,685.05	3,786.75	101.70 ST		
	5/4/12	22.000	80.636	1,773.99	1,851.30	77.31 ST		
	Total	67 000		5,459.04	**5,638.05**	179.01 ST	99.16	1.75
Share Price: $84 150; Next Dividend Payable 03/2013								
PORTLAND GENERAL ELEC CO (POR)	5/3/12	262.000	25.106	6,577 64	**7,168.32**	590.68 ST	282.96	3.94
Share Price: $27.360, Next Dividend Payable 01/15/13								
PRAXAIR INC (PX)	5/3/12	45 000	116.125	5,225.63	**4,925.25**	(300 38) ST	99.00	2.01
Share Price: $109.450; Next Dividend Payable 03/2013								
PRECISION CASTPARTS CORP (PCP)	5/3/12	47.000	176.870	8,312.89	8,902.74	589.85 ST		
	6/13/12	8.000	166.734	1,333.87	1,515.36	181.49 ST		
	Total	55.000		9,646.76	**10,418.10**	771 34 ST	6.60	0.06
Share Price: $189.420; Next Dividend Payable 03/2013								
PROCTER & GAMBLE (PG)	5/3/12	70.000	64.377	4,506.39	4,752.30	245.91 ST		
	5/3/12	95.000	64.377	6,115.81	6,449.55	333.74 ST		
	5/3/12	1.000	64.377	64.38	67.89	3 51 ST		
	10/23/12	3.000	67.483	202.45	203.67	1.22 ST		
	10/23/12	55 000	67.485	3,711.67	3,733.95	22.28 ST		
	Total	224.000		14,600 70	**15,207.36**	606.66 ST	503.55	3.31
Share Price: $67.890; Next Dividend Payable 02/2013								
PROSPERITY BANCSHARES (PB)	5/3/12	152.000	45.148	6,862.50	**6,384.00**	(478 50) ST	130.72	2.04
Share Price: $42 000; Next Dividend Payable 03/2013								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
PROTECTIVE LIFE CP (PL)	5/3/12	312.000	28.668	8,944.42	**8,916.96**	(27.46) ST	224.64	2.51
Share Price: $28.580; Next Dividend Payable 03/2013								
PRUDENTIAL FINANCIAL INC (PRU)	5/3/12	51.000	54.668	2,788.05	2,719.83	(68.22) ST		
	8/30/12	21 000	53.954	1,133.04	1,119 93	(13.11) ST		
	Total	72.000		3,921.09	**3,839.76**	(81.33) ST	115.20	3.00
Share Price: $53.330; Next Dividend Payable 12/2013								
PUBLIC SERVICE ENTERPRISE GP (PEG)	5/3/12	91.000	31 549	2,870.96	**2,784.60**	(86.36) ST	129.22	4.64
Share Price: $30.600; Next Dividend Payable 03/2013								
PVH CORPORATION (PVH)	9/21/12	35.000	92.695	3,244.34	**3,885.35**	641.01 ST	5.25	0.13
Share Price: $111.010; Next Dividend Payable 03/2013								
QUALCOMM INC (QCOM)	5/3/12	148.000	63.557	9,406.44	**9,155.22**	(251.22) ST	148.00	1.61
Share Price: $61.860; Next Dividend Payable 03/2013								
RACKSPACE HOSTING INC COM (RAX)	5/3/12	96.000	58.727	5,637.79	**7,129.92**	1,492.13 ST	—	—
Share Price: $74.270								
RANGE RESOURCES CORP (RRC)	5/3/12	115.000	64.359	7,401.29	7,225.45	(175.84) ST		
	6/15/12	31.000	57.068	1,769.11	1,947.73	178.62 ST		
	Total	146.000		9,170.40	**9,173.18**	2.78 ST	23.36	0.25
Share Price: $62.830; Next Dividend Payable 03/2013								
RAYTHEON CO (NEW) (RTN)	5/3/12	118.000	53.999	6,371.83	**6,792.08**	420.25 ST	236.00	3 47
Share Price: $57.560; Next Dividend Payable 02/07/13								
RIO TINTO PLC SPON ADR (RIO)	5/3/12	63.000	53.946	3,398 61	**3,659.67**	261.06 ST	104 27	2.84
Share Price: $58.090								
ROBERT HALF INT (RHI)	7/25/12	114.000	26.201	2,986.90	**3,627.48**	640.58 ST	68.40	1.88
Share Price: $31.820; Next Dividend Payable 03/2013								
ROSETTA RESOURCES INC (ROSE)	5/3/12	187.000	46.780	8,747.86	**8,474.84**	(273.02) ST	—	—
Share Price: $45.320								
SALLY BEAUTY HLDGS INC (SBH)	6/13/12	81.000	26.338	2,133.39	**1,909.17**	(224.22) ST	—	—
Share Price: $23.570								
SANDISK CORP (SNDK)	5/3/12	82.000	36.740	3,012.64	**3,567.00**	554.36 ST	—	—
Share Price: $43.500								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
SANDRIDGE ENERGY INC (SD)	5/3/12	400.000	6.938	2,775.08	**2,540.00**	(235.08) ST	—	—
Share Price: $6.350								
SCANSOURCE INC (SCSC)	5/3/12	106.000	32.786	3,475.36	**3,367.62**	(107 74) ST	—	—
Share Price: $31.770								
SCHLUMBERGER LTD (SLB)	5/3/12	51.000	72 708	3,708.09	3,534.22	(173.87) ST		
	5/3/12	87.000	72.708	6,325.57	6,028.96	(296.61) ST		
	Total	138 000		10,033.66	**9,563.19**	(470.48) ST	151.80	1.58
Share Price: $69.299; Next Dividend Payable 01/11/13								
SELECT MEDICAL HLDGS CP (SEM)	7/19/12	147.000	11.430	1,680.20	**1,386.21**	(293.99) ST	—	—
Share Price: $9.430								
SEMPRA ENERGY (SRE)	5/3/12	44.000	64.530	2,839 32	**3,121.36**	282.04 ST	105.60	3 38
Share Price. $70 940; Next Dividend Payable 01/15/13								
SENSIENT TECH CORP (SXT)	5/3/12	117.000	36 460	4,265.87	**4,160.52**	(105.35) ST	102.96	2.47
Share Price: $35.560; Next Dividend Payable 03/2013								
SHERWIN WILLIAMS COMPANY OHIO (SHW)	8/10/12	28.000	140.300	3,928.39	**4,306.96**	378.57 ST	43.68	1.01
Share Price: $153.820; Next Dividend Payable 02/2013								
SIGNET JEWELERS LIMITED (SIG)	5/3/12	137.000	48.300	6,617.10	**7,315.80**	698.70 ST	65.76	0.89
Share Price: $53.400; Next Dividend Payable 02/2013								
SILGAN HLDGS INC (SLGN)	5/3/12	128.000	44.033	5,636.25	**5,317.12**	(319 13) ST	61.44	1.15
Share Price: $41.540; Next Dividend Payable 03/2013								
SOLARWINDS INC (SWI)	5/3/12	109.000	47.109	5,134.90	**5,717.05**	582 15 ST	—	—
Share Price: $52.450								
SOUTHERN CO (SO)	5/3/12	114.000	45 238	5,157.09	**4,880.34**	(276.75) ST	223.44	4.57
Share Price: $42.810; Next Dividend Payable 03/2013								
STARBUCKS CORP WASHINGTON (SBUX)	5/3/12	126.000	56.890	7,168.14	6,757.38	(410.76) ST		
	12/6/12	76 000	53 694	4,080.77	4,075.88	(4.89) ST		
	Total	202.000		11,248.91	**10,833.26**	(415.65) ST	169.68	1.56
Share Price: $53.630; Next Dividend Payable 02/2013								
STERIS CORPORATION (STE)	12/28/12	119.000	34.815	4,142.94	**4,132.87**	(10.07) ST	90.44	2.18
Share Price: $34.730; Next Dividend Payable 03/2013								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
SWIFT ENERGY CO (HOLDING CO) (SFY)	5/3/12	256 000	26.450	6,771.20	**3,939.84**	(2,831.36) ST	—	—
Share Price: $15.390								
TAL INTERNATIONAL GROUP INC (TAL)	5/3/12	104.000	41.630	4,329.52	3,783.52	(546.00) ST		
	7/2/12	28.000	33.700	943.60	1,018.64	75.04 ST		
	12/19/12	33.000	36.290	1,197.57	1,200.54	2.97 ST		
	Total	165.000		6,470.69	**6,002.70**	(467.99) ST	409.20	6.81
Share Price: $36.380; Next Dividend Payable 03/2013								
TELEDYNE TECH INC (TDY)	5/3/12	83 000	64.012	5,312.99	**5,400.81**	87.82 ST	—	—
Share Price: $65.070								
TENNANT CO (TNC)	5/3/12	69.000	44 320	3,058.08	3,032.55	(25.53) ST		
	8/2/12	35 000	41.543	1,454.02	1,538.25	84.23 ST		
	Total	104.000		4,512.10	**4,570.80**	58.70 ST	74.88	1.63
Share Price: $43.950; Next Dividend Payable 03/2013								
TERADATA CORP (TDC)	7/3/12	27.000	71.950	1,942.64	1,671 03	(271.61) ST		
	7/16/12	34.000	64.641	2,197.81	2,104.26	(93.55) ST		
	Total	61.000		4,140.45	**3,775.29**	(365.16) ST	—	—
Share Price: $61.890								
THE ADT CORPORATION COM (ADT)	11/28/12	93.000	43.974	4,089.54	**4,323.57**	234.03 ST	46.50	1.07
Share Price: $46.490; Next Dividend Payable 03/2013								
TIBCO SOFTWARE INC (TIBX)	5/3/12	248.000	33.248	8,245.50	**5,451.04**	(2,794.46) ST	—	—
Share Price: $21.980								
TORONTO DOM BK NEW (TD)	5/3/12	34.000	82.820	2,815.88	2,867.22	51.34 ST		
	8/30/12	14.000	81.234	1,137.27	1,180.62	43.35 ST		
	Total	48.000		3,953.15	**4,047.84**	94.69 ST	149.09	3.68
Share Price: $84.330; Next Dividend Payable 01/2013								
TOTAL S A SPON ADR (TOT)	5/3/12	109.000	47.378	5,164.20	**5,669.09**	504.89 ST	273.26	4.82
Share Price. $52.010; Next Dividend Payable 01/10/13								
TOTAL SYSTEM SVCS (TSS)	7/23/12	197.000	23.649	4,658.77	4,219.74	(439.03) ST		
	9/21/12	47.000	24.297	1,141.97	1,006.74	(135.23) ST		
	Total	244.000		5,800.74	**5,226.48**	(574.26) ST	97.60	1.86
Share Price: $21 420; Next Dividend Payable 03/2013								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
TOWERS WATSON & CO CL A (TW)	5/3/12	96.000	65.610	6,298 56	**5,396.16**	(902 40) ST	44.16	0.81
Share Price: $56.210; Next Dividend Payable 03/2013								
TRACTOR SUPPLY CO (TSCO)	5/3/12	52.000	99.820	5,190.64	**4,594.72**	(595.92) ST	41.60	0.90
Share Price: $88.360; Next Dividend Payable 03/2013								
TRAVELERS COMPANIES INC COM (TRV)	5/3/12	134.000	64.808	8,684.22	**9,623.88**	939.66 ST	246 56	2.56
Share Price: $71.820; Next Dividend Payable 03/2013								
U S BANCORP COM NEW (USB)	5/3/12	171.000	31.969	5,466.70	**5,461.74**	(4 96) ST	133.38	2.44
Share Price: $31.940; Next Dividend Payable 01/15/13								
UIL HLDGS CORP (UIL)	5/3/12	169.000	33.758	5,705.10	**6,051.89**	346.79 ST	292.03	4.82
Share Price: $35.810; Next Dividend Payable 01/02/13								
ULTA SALON COS & FRAGR INC (ULTA)	5/3/12	38.000	90.440	3,436.72	**3,733.88**	297.16 ST	—	—
Share Price: $98.260								
UNILEVER NV NY SH NEW (UN)	5/3/12	201.000	34.469	6,928.27	7,698 30	770.03 ST		
	10/17/12	109.000	37.273	4,062.80	4,174.70	111.90 ST		
	Total	310.000		10,991.07	**11,873.00**	881.93 ST	323.02	2.72
Share Price. $38.300								
UNION PACIFIC CORP (UNP)	5/3/12	40.000	114.127	4,565 08	5,028.80	463.72 ST		
	7/30/12	19.000	123.103	2,338.95	2,388 68	49.73 ST		
	Total	59.000		6,904.03	**7,417.48**	513 45 ST	162.84	2.19
Share Price. $125.720; Next Dividend Payable 01/02/13								
UNITED RENTALS INC (URI)	5/3/12	159.000	43.608	6,933.63	**7,237.68**	304.05 ST	—	—
Share Price: $45.520								
UNITED TECHNOLOGIES CORP (UTX)	5/3/12	99.000	80.770	7,996.20	**8,118.99**	122.79 ST	211.86	2.60
Share Price: $82.010; Next Dividend Payable 03/2013								
UNITED THERAPEUTICS CORP (UTHR)	7/25/12	32.000	50.287	1,609.19	1,709.44	100.25 ST		
	9/21/12	23.000	58.543	1,346.48	1,228.66	(117.82) ST		
	Total	55.000		2,955.67	**2,938.10**	(17.57) ST	—	—
Share Price: $53.420								
UNITEDHEALTH GP INC (UNH)	5/3/12	56.000	55.797	3,124.63	**3,037.44**	(87.19) ST	47.60	1.56
Share Price: $54.240, Next Dividend Payable 03/2013								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
UNIVERSAL HEALTH SERVICES B (UHS)	7/23/12	120.000	38.850	4,661.95	**5,802.00**	1,140.05 ST	24.00	0.41
Share Price: $48.350; Next Dividend Payable 03/2013								
US ECOLOGY INC NEW (ECOL)	5/3/12	326.000	16.976	5,534.02	**7,674.04**	2,140.02 ST	234.72	3 05
Share Price. $23 540; Next Dividend Payable 03/2013								
V F CORPORATION (VFC)	5/3/12	24.000	153.371	3,680.91	3,623.28	(57.63) ST		
	5/3/12	47.000	153.371	7,208.46	7,095.59	(112.87) ST		
	5/3/12	2.000	153 371	306.74	301.94	(4.80) ST		
	Total	73 000		11,196.11	**11,020.81**	(175.30) ST	254.04	2.30
Share Price: $150.970; Next Dividend Payable 03/2013								
VALMONT INDUSTRIES (VMI)	5/8/12	26.000	116.743	3,035.31	3,550.30	514.99 ST		
	7/25/12	11.000	124.425	1,368.68	1,502.05	133.37 ST		
	Total	37.000		4,403.99	**5,052.35**	648.36 ST	33.30	0.65
Share Price: $136.550; Next Dividend Payable 01/15/13								
VERIZON COMMUNICATIONS (VZ)	5/3/12	147.000	40.587	5,966.29	6,360 69	394.40 ST		
	5/3/12	52.000	40.587	2,110.52	2,250.04	139.52 ST		
	5/3/12	142.000	40.587	5,763 35	6,144.34	380.99 ST		
	5/3/12	52.000	40.587	2,110.53	2,250.04	139.51 ST		
	6/12/12	142 000	42.932	6,096.39	6,144 34	47.95 ST		
	7/27/12	45.000	44.727	2,012.73	1,947.15	(65.58) ST		
	Total	580.000		24,059.81	**25,096.60**	1,036.79 ST	1,194.80	4.76
Share Price: $43.270; Next Dividend Payable 02/2013								
VERTEX PHARMACEUTICALS (VRTX)	6/4/12	65.000	57.591	3,743.44	2,723.50	(1,019.94) ST		
	6/29/12	31.000	54.773	1,697.96	1,298.90	(399.06) ST		
	11/2/12	86.000	44.385	3,817.14	3,603.40	(213.74) ST		
	Total	182.000		9,258.54	**7,625.80**	(1,632.74) ST	—	—
Share Price: $41 900								
VODAFONE GP PLC ADS NEW (VOD)	5/3/12	123.000	28.007	3,444.86	**3,098.37**	(346.49) ST	184.50	5.95
Share Price: $25.190; Next Dividend Payable 02/06/13								
VOLCANO CORP (VOLC)	5/3/12	167.000	29.278	4,889.43	**3,942.87**	(946.56) ST	—	—
Share Price· $23.610								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
WABTEC (WAB)	5/3/12	47.000	78.580	3,693.26	**4,114.38**	421.12 ST	9.40	0.22
Share Price. $87.540; Next Dividend Payable 02/2013								
WAL MART STORES INC (WMT)	5/3/12	68.000	58.917	4,006.36	**4,639.64**	633.28 ST	108.12	2.33
Share Price: $68.230; Next Dividend Payable 03/2013								
WATTS WTR TECH INC A (WTS)	8/27/12	122.000	37.347	4,556.35	**5,244.78**	688 43 ST	53.68	1.02
Share Price: $42.990; Next Dividend Payable 02/2013								
WELLS FARGO & CO NEW (WFC)	5/3/12	303.000	33.387	10,116.26	**10,356.54**	240.28 ST	266.64	2.57
Share Price: $34.180; Next Dividend Payable 03/2013								
WEST PHARMACEUTICAL SVCS INC (WST)	5/3/12	105.000	44.446	4,666.83	**5,748.75**	1,081.92 ST	79 80	1.38
Share Price. $54.750; Next Dividend Payable 02/2013								
WESTERN REFINING, INC (WNR)	5/3/12	137.000	18.470	2,530.39	**3,862.03**	1,331.64 ST	43.84	1.13
Share Price: $28.190; Next Dividend Payable 03/2013								
WEYERHAEUSER CO (WY)	5/3/12	183.000	20.449	3,742.17	**5,091.06**	1,348.89 ST	124.44	2.44
Share Price: $27.820; Next Dividend Payable 02/2013								
WILLIAMS SONOMA (WSM)	9/20/12	74.000	43.819	3,242.64	**3,238.98**	(3.66) ST	65.12	2.01
Share Price: $43.770, Next Dividend Payable 02/2013								
WYNDHAM WORLDWIDE CORP (WYN)	5/3/12	93 000	51.518	4,791.19	**4,948.53**	157.34 ST	85.56	1.72
Share Price· $53.210; Next Dividend Payable 03/2013								
XL GROUP PLC NEW (XL)	5/3/12	174.000	21.409	3,725.17	**4,360.44**	635.27 ST	76.56	1.75
Share Price: $25.060, Next Dividend Payable 03/2013								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
STOCKS	**48.1%**	**$1,392,494.42**	**$1,443,798.05**	**$0.00 LT** **$37,143.09 ST**	**$26,630.59** **$0.00**	**1.84%**

Morgan Stanley

MUTUAL FUNDS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
FIRST EAGLE GLOBAL I (SGIIX)	5/3/12	6,561.993	$48.070	$315,435.00	**$319,962.78**	$4,527.78 ST	$4,154.00	1 29
Total Purchases vs Market Value				315,435.00	319,962.78			
Cumulative Cash Distributions					14,725.10			
Net Value Increase/(Decrease)					19,252.88			
Share Price. $48 760; Dividend Cash, Capital Gains Cash								
THORNBURG INTL VALUE I (TGVIX)	5/3/12	14,841.479	27.050	401,462.00	**416,897.15**	15,435.15 ST	5,862.00	1 40
Total Purchases vs Market Value				401,462.00	416,897.15			
Cumulative Cash Distributions					4,086.30			
Net Value Increase/(Decrease)					19,521.45			
Share Price· $28.090; CG IAR Status: FL, Dividend Cash, Capital Gains Cash								
VIRTUS INSIGHT EMERG MKTS I (HIEMX)	5/3/12	32,253.067	9 780	315,435.00	**332,529.12**	17,094.12 ST	2,451.00	0.73
Total Purchases vs Market Value				315,435 00	332,529.12			
Cumulative Cash Distributions					3,551.06			
Net Value Increase/(Decrease)					20,645.18			
Share Price· $10.310, CG IAR Status FL; Dividend Cash; Capital Gains Cash								
WILLIAM BLAIR INTL GROWTH I (BIGIX)	5/3/12	18,314.872	21.920	401,462.00	**420,143.16**	18,681 16 ST	13,443 00	3.19
Total Purchases vs Market Value				401,462.00	420,143.16			
Cumulative Cash Distributions					13,448.98			
Net Value Increase/(Decrease)					32,130.14			
Share Price: $22 940; CG IAR Status: FL; Dividend Cash, Capital Gains Cash								
				$1,433,794.00	$1,489,532.21			

LOVETT & RUTH PETERS FOUNDATION CONTRIBUTIONS

EIN #: 20-8934367

FORM 990PF - PART XV

GRANTS PAID DURING THE YEAR

Year Ended December 31, 2012

Recipient	Address	Tax Status	Amount
1851 Center	208 East State St , Columbus, OH 43215	501(c)(3) Public Charity	$ 25,000
Agudath Israel	42 Broadway, Suite 1400; New York, NY 10004	501(c)(3) Public Charity	55,000
Alliance for School Choice	1660 L St NW, Washington, DC 20036	501(c)(3) Public Charity	25,000
American Enterprise Institute	1150 17th Street NW, Washington, DC 20036	501(c)(3) Public Charity	25,000
American Friends of the IEA	1201 L Street NW; Washington, DC 20005	501(c)(3) Public Charity	55,000
Atlas Economic Research Foundation	1201 L Street NW; Washington, DC 20005	501(c)(3) Public Charity	25,000
Breakthrough Charter Schools	1417 East 36th Street, Clevelend, OH 44114	501(c)(3) Public Charity	50,000
Buckeye Institute	88 E. Broad St., Suite 1120; Columbus, OH 43215	501(c)(3) Public Charity	100,000
Business Alliance for Higher Ed & Economy	41 South High St., Columbus, OH 43215	501(c)(3) Public Charity	10,000
Carpe Diem Collegiate High School	3777 West 22nd Lane; Yuma, AZ 85364	501(c)(3) Public Charity	200,000
Center for Education Reform	4825 Bethesda Ave , Suite 220, Bethesda, MD 20814	501(c)(3) Public Charity	25,000
Charles River Center	59 East Militia Heights Rd.; Needham, MA 02492	501(c)(3) Public Charity	25,000
Charter School Growth Fund	350 Interlocken Blvd., Suite 390, Broomfield, CO 80021	501(c)(3) Public Charity	3,000
Children's Scholarship Fund	10979 Reed Hartman Hwy., Suite 138B, Cincinnati, OH 45242	501(c)(3) Public Charity	15,000
Donors Trust	109 N. Henry St , Alexandria, VA 22314	501(c)(3) Public Charity	150,000
Education Action Group Foundation	801 West Norton; Muskegon, MI 49441	501(c)(3) Public Charity	50,000
Foundation for Economic Education	30 South Broadway; Irvington-on-Hudson, NY 10533	501(c)(3) Public Charity	25,000
Friedman Foundation for Educational Choice	One American Square, Suite 2420, Indianapolis, IN 46282	501(c)(3) Public Charity	25,000
Heritage Foundation	214 Massachusetts Ave. NE, Washington, DC 20002	501(c)(3) Public Charity	25,000
Hillsdale College	Hillsdale, MI 49242	501(c)(3) Public Charity	25,000
Innosight Institute	100 West El Camino Real, #74B, Mountain View, CA 94040	501(c)(3) Public Charity	10,000
Innovative Learning Stratagems	2002 Quail Creek Drive, Lawrence, KS 66047	501(c)(3) Public Charity	25,000
Institute for Humane Studies	3301 N Fairfax Dr., Suite 440, Arlington, VA 22201	501(c)(3) Public Charity	60,000
Institute for Justice	901 N. Glebe Road, Suite 900, Arlington, VA 22203	501(c)(3) Public Charity	5,000
Mackinac Center for Public Policy	P.O. Box 568; Midland, MI 48640	501(c)(3) Public Charity	25,000
Manhattan Institute	52 Vanderbilt Ave.; New York, NY 10017	501(c)(3) Public Charity	110,000
New Common School Foundation	6861 E Nevada, Suite 300; Detroit, MI 48234	501(c)(3) Public Charity	50,000
Ohio Assoc. of Public Charter Schools	33 N Third Street, Suite 600, Columbus, OH 43215	501(c)(3) Public Charity	10,000
Pacific Research Institute	One Embarcadero Center, Suite 350, San Francisco, CA 94111	501(c)(3) Public Charity	120,000
Parents for Choice in Education	352 S. Denver Street, Suite 308, Salt Lake City, UT 84111	501(c)(3) Public Charity	25,000

Recipient	Address	Tax Status	Amount
Philanthropy Roundtable	1150 17th St. NW, Suite 503, Washington, DC 20036	501(c)(3) Public Charity	25,000
Pioneer Institute	85 Devonshire Street, 8th Floor, Boston, MA 02109	501(c)(3) Public Charity	100,000
Reason Foundation	3415 S Sepulveda Blvd , Suite 400; Los Angeles, CA 90034	501(c)(3) Public Charity	25,000
Rhode Island Foundation	255 Westminster Street, Providence, RI 02903	501(c)(3) Public Charity	65,000
School Choice Ohio	88 East Broad St , Suite 640, Columbus, OH 43215	501(c)(3) Public Charity	75,000
St Xavier High School	600 W North Bend Road, Cincinnati, OH 45224	501(c)(3) Public Charity	50,000
State Policy Network	1655 N Myer St., Suite 360, Arlington, VA 22209	501(c)(3) Public Charity	12,500
Teach for America	P O Box 6702, Cincinnati, OH 45206	501(c)(3) Public Charity	35,000
Thomas B Fordham Institute	1016 16th St NW, 8th Floor, Washington, DC 20036	501(c)(3) Public Charity	11,000
			$ 1,776,500

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. LOVETT & RUTH PETERS FOUNDATION	Employer identification number (EIN) or 20-8934367
	Number, street, and room or suite no If a P.O. box, see instructions. 1500 CHIQUITA CENTER; 250 EAST FIFTH ST	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CINCINNATI, OH 45202	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ THE FOUNDATION 250 EAST FIFTH STREET - CINCINNATI, OH 45202
  Telephone No ▶ 513-562-1550 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______ , and ending ______

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 17,902.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 12,902.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 5,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions LOVETT & RUTH PETERS FOUNDATION	Employer identification number (EIN) or 20-8934367
	Number, street, and room or suite no If a P O box, see instructions. 1500 CHIQUITA CENTER; 250 EAST FIFTH ST	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CINCINNATI, OH 45202	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ THE FOUNDATION 250 EAST FIFTH STREET - CINCINNATI, OH 45202

Telephone No.▶ 513-562-1550 FAX No ▶

• If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013

5 For calendar year 2012 , or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO ACCUMULATE THE NECESSARY INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 17,902.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 17,902.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Karen McGlentz Title ▶ CPA Date ▶ 8/7/13

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01-21-13