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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

, 2012, and ending

, 20

Name of foundation

FRANK W. LAWSON CHARITABLE TRUST

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

P O BOX 630858

City or town, state, and ZIP code

CINCINNATI, OH 45263-0858

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col. (c), line

16) \$ 3,860,598.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

A Employer identification number

26-1094646

B Telephone number (see instructions)

513- 534-5310

C If exemption application is
pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	3.	3.		STMT 1
4 Dividends and interest from securities	77,961.	77,416.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	96,411.			
b Gross sales price for all assets on line 6a	1,630,367.			
7 Capital gain net income (from Part IV, line 2)		96,411.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	174,375.	173,830.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	660.	330.	NONE	330.
c Other professional fees (attach schedule)	4,161.	4,161.		
17 Interest				
18 Taxes (attach schedule) (see instructions)	4,149.	439.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)	45,198.	44,998.		200.
24 Total operating and administrative expenses. Add lines 13 through 23	54,168.	49,928.	NONE	530.
25 Contributions, gifts, grants paid	192,048.			192,048.
26 Total expenses and disbursements. Add lines 24 and 25	246,216.	49,928.	NONE	192,578.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-71,841.			
b Net investment income (if negative, enter -0-)		123,902.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	3.	3.	3.
	2	Savings and temporary cash investments	39,081.	794,616.	794,616.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule) . STMT 7 .	1,469,034.	1,505,081.	1,679,251.
	c	Investments - corporate bonds (attach schedule) . STMT 8 .	1,023,027.	990,158.	1,059,924.
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 9 .	1,134,521.	290,073.	326,804.
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,665,666.	3,579,931.	3,860,598.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds	3,665,666.	3,579,931.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
	30	Total net assets or fund balances (see instructions)	3,665,666.	3,579,931.	
	31	Total liabilities and net assets/fund balances (see instructions)	3,665,666.	3,579,931.	

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	3,665,666.
2	Enter amount from Part I, line 27a	2	-71,841.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,593,825.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	13,894.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,579,931.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,630,367.		1,533,956.	96,411.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			96,411.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	96,411.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	179,750.	3,783,308.	0.047511
2010	156,635.	3,561,911.	0.043975
2009	196,520.	3,080,275.	0.063799
2008	236,624.	3,243,100.	0.072962
2007	87,139.	4,423,725.	0.019698
2 Total of line 1, column (d)			2 0.247945
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.049589
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 3,804,937.
5 Multiply line 4 by line 3			5 188,683.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,239.
7 Add lines 5 and 6			7 189,922.
8 Enter qualifying distributions from Part XII, line 4			8 192,578.

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)		1	1,239.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .		2	
3 Add lines 1 and 2		3	1,239.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,239.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,000.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,000.	
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	1,761.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 1,761. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ OH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ n/a				
14	The books are in care of ▶ FIFTH THIRD BANK, TRUSTEE Telephone no. ▶ (513) 579-5324			
Located at ▶ 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH		ZIP+4 ▶ 45263		
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				
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	Yes	No 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.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 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	
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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

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**7b****b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FIFTH THIRD BANK 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH 45263	TRUSTEE 1		- 0 -	- 0 -

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total number of other employees paid over \$50,000 ☐

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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	3,758,420.
b	Average of monthly cash balances	1b	104,460.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,862,880.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,862,880.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	57,943.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,804,937.
6	Minimum investment return. Enter 5% of line 5	6	190,247.

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	190,247.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,239.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,239.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	189,008.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	189,008.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	189,008.

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	192,578.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	192,578.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,239.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	191,339.

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				189,008.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			NONE	
b Total for prior years: 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	47,586.			
c From 2009	43,456.			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	91,042.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>192,578.</u>				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				189,008.
e Remaining amount distributed out of corpus	3,570.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	94,612.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	94,612.			
10 Analysis of line 9:				
a Excess from 2008	47,586.			
b Excess from 2009	43,456.			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	3,570.			

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

NOT APPLICABLE

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

N/A

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.

N/A

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				
AMERICAN BIBLE SOCIETY 1865 BROADWAY NEW YORK NY 10023	NONE	CHARITY	PROGRAM SUPPORT	64,016.
THE GIDEON'S INTERNATIONAL 50 CENTURY BLVD NASHVILLE TN 37214	NONE	CHARITY	PROGRAM SUPPORT	64,016.
WORLD RADIO MISSIONARY FELLOWSHIP 1065 GARDEN OF THE GODS ROAD COLORADO SPRING	NONE	CHARITY	PROGRAM SUPPORT	64,016.
Total ► 3a				192,048.
b Approved for future payment				
Total ► 3b				

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

- | | | | |
|----------|--|--------------|-----------|
| 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? | Yes | No |
| 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. | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

04/22/2013
Date

Trustee
Title

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

TRUST TAX OFFICER

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed	PTIN
---	------

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MONEY MARKET INTEREST	3.	3.
	-----	-----
TOTAL	3.	3.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	3,455.	3,455.
FOREIGN DIVIDENDS	3,061.	3,061.
NONDIVIDEND DISTRIBUTIONS	545.	
DOMESTIC DIVIDENDS	34,984.	34,984.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	43.	43.
NONQUALIFIED FOREIGN DIVIDENDS	496.	496.
NONQUALIFIED DOMESTIC DIVIDENDS	35,377.	35,377.
	-----	-----
TOTAL	77,961.	77,416.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	660.	330.		330.
TOTALS	660.	330.	NONE	330.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES-NOT SUBJE	4,161.	4,161.
TOTALS	4,161.	4,161.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	109.	109.
PRIOR YEAR EXCISE TAX PAID	710.	
EXCISE TAX ESTIMATE	3,000.	
FOREIGN TAXES ON QUALIFIED FOR	254.	254.
FOREIGN TAXES ON NONQUALIFIED	76.	76.
	-----	-----
TOTALS	4,149.	439.
	=====	=====

FRANK W. LAWSON CHARITABLE TRUST

26-1094646

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSE-PRINCI	2.	2.	
OTHER ALLOCABLE EXPENSE-INCOME	8.	8.	
BANK SERVICE FEES	44,988.	44,988.	
OTHER MISC. EXPENSES	200.		200.
TOTALS	45,198.	44,998.	200.
	=====	=====	=====

FRANK W. LAWSON CHARITABLE TRUST

26-1094646

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE SCHEDULE ATTACHED	1,469,034. -----	1,505,081. -----	1,679,251. -----
TOTALS	1,469,034. =====	1,505,081. =====	1,679,251. =====

FRANK W. LAWSON CHARITABLE TRUST

26-1094646

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE SCHEDULE ATTACHED	1,023,027.	990,158.	1,059,924.
	-----	-----	-----
TOTALS	1,023,027.	990,158.	1,059,924.
	=====	=====	=====

FRANK W. LAWSON CHARITABLE TRUST

26-1094646

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
SEE SCHEDULE ATTACHED	C	1,134,521.	290,073.	326,804.
		-----	-----	-----
TOTALS		1,134,521.	290,073.	326,804.
		=====	=====	=====

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

DESCRIPTION -----	AMOUNT -----
ADJUSTMENT FOR POWERSHARES INCOME - SCHEDULE K-1	673.
COST BASIS ADJUSTMENT ON SALE OF POWERSHARES	11,783.
COST BASIS ADJUSTED FOR RETURN OF CAPITAL	1,438.

TOTAL	13,894.
	=====

12/01/2012 - 12/31/2012

FRANK LAWSON/ME CONS

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
3,2200		CASH	\$1.000	\$3.22	0.0%	\$3.22			
21,747.0000		FIFTH THIRD BANKSAFE TRUST (INCOME INVESTMENT) CUSIP - 316775907	\$1.000	\$21,747.00	0.6%	\$21,747.00		\$0.65	
772,869.0000		FIFTH THIRD BANKSAFE TRUST CUSIP - 316775907	\$1.000	\$772,869.00	20.0%	\$772,869.00		\$23.19	
Cash & Equivalents - Total				\$794,619.22	20.6%	\$794,619.22		\$23.84	0.0%
Fixed Income									
44,187.7260	DODIX	DODGE & COX INCOME FD COM CUSIP - 256210105	\$13.860	\$612,441.88	15.9%	\$560,300.36	\$52,141.52	\$21,386.86	3.5%
1,450.0000	TIP	ISHARES BARCLAYS TIPS BOND FUND CUSIP - 464287176	\$121.410	\$176,044.50	4.6%	\$153,158.70	\$22,885.80	\$3,904.85	2.2%
5,100.0000	PFF	ISHARES S&P PFD STK INDX FN CUSIP - 464288687	\$39.620	\$202,062.00	5.2%	\$208,080.00	\$(6,018.00)	\$12,153.30	6.0%
4,775.9710	PHLPX	PIMCO HIGH YIELD FUND CUSIP - 72201M735	\$9.640	\$46,040.36	1.2%	\$43,509.10	\$2,531.26	\$2,707.98	5.9%
2,164.7180	MXIIX	TOUCHSTONE STRATEGIC INCOME FUND CLASS Y CUSIP - 89154Q596	\$10.780	\$23,335.66	0.6%	\$25,110.02	\$(1,774.36)	\$1,151.63	4.9%
Fixed Income - Total				\$1,059,924.40	27.5%	\$990,158.18	\$69,766.22	\$41,304.62	3.9%

12/01/2012 - 12/31/2012

FRANK LAWSON/ME CONS

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
417.0000	STX	SEAGATE TECHNOLOGY PLC SHS CUSIP - G7945M107	\$30.420	\$12,685.14	0.3%	\$12,521.34	\$163.80	\$633.84	5.0%
161.0000	ASML	ASML HOLDING NV NY REGISTRY SHS CUSIP - N07059210	\$64.390	\$10,366.79	0.3%	\$9,763.91	\$602.88	\$108.35	1.0%
587.0000	T	AT&T INC CUSIP - 00206R102	\$33.710	\$19,787.77	0.5%	\$19,923.82	\$(136.05)	\$1,056.60	5.3%
237.0000	A	AGILENT TECHNOLOGIES INC CUSIP - 00846U101	\$40.940	\$9,702.78	0.3%	\$9,118.33	\$584.45	\$94.80	1.0%
133.0000	ALXN	ALEXION PHARMACEUTICALS INC CUSIP - 015351109	\$93.740	\$12,467.42	0.3%	\$12,257.61	\$209.81		
150.0000	ADS	ALLIANCE DATA SYS CUSIP - 018581108	\$144.760	\$21,714.00	0.6%	\$16,591.08	\$5,122.92		
266.0000	ALL	ALLSTATE CORP CUSIP - 020002101	\$40.170	\$10,685.22	0.3%	\$7,899.06	\$2,786.16	\$234.08	2.2%
257.0000	AXP	AMERICAN EXPRESS CO CUSIP - 025816109	\$57.480	\$14,772.36	0.4%	\$10,991.89	\$3,780.47	\$205.60	1.4%
263.0000	AMT	AMERICAN TOWER CORP CUSIP - 03027X100	\$77.270	\$20,322.01	0.5%	\$17,613.69	\$2,708.32	\$252.48	1.2%
403.0000	ABC	AMERISOURCEBERGEN CORP CUSIP - 03073E105	\$43.180	\$17,401.54	0.5%	\$8,340.08	\$9,061.46	\$338.52	1.9%
166.0000	APA	APACHE CORP CUSIP - 037411105	\$78.500	\$13,031.00	0.3%	\$22,592.60	\$(9,561.60)	\$112.88	0.9%
36.0000	AAPL	APPLE INC CUSIP - 037833100	\$532.172	\$19,158.22	0.5%	\$6,822.36	\$12,335.86	\$381.60	2.0%
291.0000	BCE	BCE INC CUSIP - 05534B760	\$42.940	\$12,495.54	0.3%	\$9,541.89	\$2,953.65	\$660.57	5.3%
437.0000	BK	BANK OF NEW YORK MELLON CORP CUSIP - 064058100	\$25.700	\$11,230.90	0.3%	\$15,065.88	\$(3,834.98)	\$227.24	2.0%

12/01/2012 - 12/31/2012

FRANK LAWSON/ME CONS

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
265.0000	BAX	BAXTER INTL INC CUSIP - 071813109	\$66.660	\$17,664.90	0.5%	\$12,371.43	\$5,293.47	\$477.00	2.7%
157.0000	BEAM	BEAM INC CUSIP - 073730103	\$61.090	\$9,591.13	0.2%	\$8,459.67	\$1,131.46	\$128.74	1.3%
111.0000	BIIB	BIOGEN IDEC INC CUSIP - 09062X103	\$146.370	\$16,247.07	0.4%	\$9,975.39	\$6,271.68		
138.0000	BWA	BORG-WARNER AUTOMOTIVE INC CUSIP - 099724106	\$71.620	\$9,883.56	0.3%	\$8,688.45	\$1,195.11	\$66.24	0.7%
258.0000	CBS	CBS CORP NEW CL B CUSIP - 124857202	\$38.050	\$9,816.90	0.3%	\$8,349.19	\$1,467.71	\$123.84	1.3%
215.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	\$108.140	\$23,250.10	0.6%	\$20,777.60	\$2,472.50	\$774.00	3.3%
270.0000	CHD	CHURCH & DWIGHT INC COM CUSIP - 171340102	\$53.570	\$14,463.90	0.4%	\$15,496.22	\$(1,032.32)	\$259.20	1.8%
349.0000	CMCSA	COMCAST CORP CL A CUSIP - 20030N101	\$37.360	\$13,038.64	0.3%	\$11,949.62	\$1,089.02	\$226.85	1.7%
212.0000	COP	CONOCOPHILLIPS CUSIP - 20825C104	\$57.990	\$12,293.88	0.3%	\$11,226.12	\$1,067.76	\$559.68	4.6%
128.0000	COST	COSTCO WHOLESALE CORP CUSIP - 22160K105	\$98.730	\$12,637.44	0.3%	\$10,728.59	\$1,908.85	\$140.80	1.1%
195.0000	CCI	CROWN CASTLE INTL COM CUSIP - 228227104	\$72.160	\$14,071.20	0.4%	\$12,199.04	\$1,872.16		
161.0000	DE	DEERE & CO CUSIP - 244199105	\$86.420	\$13,913.62	0.4%	\$11,879.32	\$2,034.30	\$296.24	2.1%
237.0000	DIS	DISNEY WALT CO	\$49.790	\$11,800.23	0.3%	\$12,333.84	\$(533.61)	\$177.75	1.5%

12/01/2012 - 12/31/2012

FRANK LAWSON/ME CONS

PORTFOLIO POSITIONS (continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									

394.0000	DFS	DISCOVER FINANCIAL SERVICES CUSIP - 254709108	\$38.550	\$15,188.70	0.4%	\$16,394.26	\$(1,205.56)	\$220.64	1.5%
248.0000	DG	DOLLAR GEN CORP NEW CUSIP - 256677105	\$44.090	\$10,934.32	0.3%	\$11,829.60	\$(895.28)		
253.0000	DOV	DOVER CORP COM CUSIP - 260003108	\$65.710	\$16,624.63	0.4%	\$13,358.40	\$3,266.23	\$354.20	2.1%
459.0000	EMC	E M C CORP/MASS CUSIP - 268648102	\$25.300	\$11,612.70	0.3%	\$9,801.44	\$1,811.26		
578.0000	EBAY	EBAY INC COM CUSIP - 278642103	\$50.997	\$29,476.67	0.8%	\$21,722.46	\$7,754.21		
107.0000	EQIX	EQUINIX INC CUSIP - 29444U502	\$206.200	\$22,063.40	0.6%	\$16,202.41	\$5,860.99		
213.0000	ESRX	EXPRESS SCRIPTS HOLDINGS CUSIP - 30219G108	\$54.000	\$11,502.00	0.3%	\$11,126.74	\$375.26		
332.0000	FL	FOOT LOCKER INC CUSIP - 344849104	\$32.120	\$10,663.84	0.3%	\$12,072.48	\$(1,408.64)	\$239.04	2.2%
468.0000	FOX	FREEMONT-MCMORAN COPPER & GOLD CL B CUSIP - 35671D857	\$34.200	\$16,005.60	0.4%	\$16,264.09	\$(258.49)	\$585.00	3.7%
1,202.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	\$20.990	\$25,229.98	0.7%	\$14,980.60	\$10,249.38	\$913.52	3.6%
87.0000	GS	GOLDMAN SACHS GROUP CUSIP - 38141G104	\$127.560	\$11,097.72	0.3%	\$11,485.74	\$(388.02)	\$174.00	1.6%
314.0000	HAL	HALLIBURTON CO CUSIP - 406216101	\$34.690	\$10,892.66	0.3%	\$11,393.26	\$(500.60)	\$113.04	1.0%

12/01/2012 - 12/31/2012

FRANK LAWSON/ME CONS

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est Annual Income	Est Yield
(continued)									
157.0000	HSY	THE HERSHEY COMPANY COM CUSIP - 427866108	\$72.220	\$11,338.54	0.3%	\$11,022.09	\$316.45	\$263.76	2.3%
272.0000	HES	HESS CORP CUSIP - 42809H107	\$52.960	\$14,405.12	0.4%	\$15,717.31	\$(1,312.19)	\$108.80	0.8%
244.0000	HD	HOME DEPOT INC CUSIP - 437076102	\$61.850	\$15,091.40	0.4%	\$11,988.92	\$3,102.48	\$283.04	1.9%
214.0000	HON	HONEYWELL INTL INC CUSIP - 438516106	\$63.470	\$13,582.58	0.4%	\$10,146.81	\$3,435.77	\$350.96	2.6%
481.0000	INTC	INTEL CORP CUSIP - 458140100	\$20.620	\$9,918.22	0.3%	\$11,457.42	\$(1,539.20)	\$432.90	4.4%
2,532.0000	EEM	ISHARES MSCI EMERGING MKTS IND F CUSIP - 464287234	\$44.350	\$112,294.20	2.9%	\$111,344.45	\$949.75	\$1,886.34	1.7%
2,517.0000	IWR	ISHARES RUSSELL MIDCAP INDEX FD CUSIP - 464287499	\$113.100	\$284,672.70	7.4%	\$263,179.97	\$21,492.73	\$5,164.88	1.8%
1,523.0000	IJR	ISHARES CORE S&P SMALL-CAP ETF CUSIP - 464287804	\$78.100	\$118,946.30	3.1%	\$102,465.11	\$16,481.19	\$1,969.24	1.7%
408.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	\$43.969	\$17,939.39	0.5%	\$18,628.36	\$(688.97)	\$489.60	2.7%
163.0000	KSS	KOHL'S CORP COM CUSIP - 500255104	\$42.980	\$7,005.74	0.2%	\$8,995.81	\$(1,990.07)	\$208.64	3.0%
106.0000	LH	LABORATORY CORP AMER HLDGS CUSIP - 50540R409	\$86.620	\$9,181.72	0.2%	\$8,212.88	\$968.84		
159.0000	LMT	LOCKHEED MARTIN CORP COM CUSIP - 539830109	\$92.290	\$14,674.11	0.4%	\$14,411.33	\$262.78	\$731.40	5.0%
495.0000	LOW	LOWES COS INC	\$35.520	\$17,582.40	0.5%	\$15,926.38	\$1,656.02	\$316.80	1.8%

12/01/2012 - 12/31/2012

FRANK LAWSON/ME CONS

PORTFOLIO POSITIONS									
(continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									

383.0000	M	CUSIP - 548661107 MACYS INC	\$39.020	\$14,944.66	0.4%	\$15,507.55	\$(562.89)	\$306.40	2.1%
247.0000	MPC	CUSIP - 55616P104 MARATHON PETE CORP	\$63.000	\$15,561.00	0.4%	\$15,538.60	\$22.40	\$345.80	2.2%
32.0000	MA	CUSIP - 56585A102 MASTERCARD INC	\$491.280	\$15,720.96	0.4%	\$9,762.37	\$5,958.59	\$38.40	0.2%
		CL A							
275.0000	MRK	CUSIP - 57636Q104 MERCK & CO INC NEW	\$40.940	\$11,258.50	0.3%	\$12,105.17	\$(846.67)	\$473.00	4.2%
382.0000	MSFT	CUSIP - 58933Y105 MICROSOFT CORP	\$26.709	\$10,203.11	0.3%	\$7,973.14	\$2,229.97	\$351.44	3.4%
156.0000	MOS	CUSIP - 594918104 MOSAIC CO NEW	\$56.630	\$8,834.28	0.2%	\$8,874.12	\$(39.84)	\$156.00	1.8%
493.0000	MYL	CUSIP - 61945C103 MYLAN INC.	\$27.450	\$13,532.85	0.4%	\$14,035.71	\$(502.86)	\$118.32	0.9%
205.0000	NEE	CUSIP - 628530107 NEXTERA ENERGY INC	\$69.190	\$14,183.95	0.4%	\$11,454.19	\$2,729.76	\$492.00	3.5%
503.0000	NI	CUSIP - 65339F101 NISOURCE INC	\$24.890	\$12,519.67	0.3%	\$11,065.85	\$1,453.82	\$482.88	3.9%
192.0000	OXY	CUSIP - 65473P105 OCCIDENTAL PETE CORP	\$76.610	\$14,709.12	0.4%	\$15,981.78	\$(1,272.66)	\$414.72	2.8%
337.0000	ORCL	CUSIP - 674599105 ORACLE CORPORATION	\$33.320	\$11,228.84	0.3%	\$10,894.60	\$334.24	\$80.88	0.7%
129.0000	PM	CUSIP - 68389X105 PHILIP MORRIS INTL INC	\$83.640	\$10,789.56	0.3%	\$6,757.02	\$4,032.54	\$438.60	4.1%
163.0000	PG	CUSIP - 718172109 PROCTER & GAMBLE CO	\$67.890	\$11,066.07	0.3%	\$10,611.30	\$454.77	\$366.42	3.3%

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FRANK LAWSON/ME CONS

PORTFOLIO POSITIONS										(continued)	
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield	(continued)	
388.0000	PEG	PUBLIC SVC ENTERPRISE GROUP CUSIP - 744573106	\$30.600	\$11,872.80	0.3%	\$16,230.04	\$(4,357.24)	\$550.96	4.6%		
108.0000	DGX	QUEST DIAGNOSTICS INC CUSIP - 74834L100	\$58.270	\$6,293.16	0.2%	\$5,424.84	\$868.32	\$129.60	2.1%		
287.0000	RTN	RAYTHEON CO CUSIP - 755111507	\$57.560	\$16,519.72	0.4%	\$16,122.77	\$396.95	\$574.00	3.5%		
233.0000	SNDK	SANDISK CORP CUSIP - 80004C101	\$43.500	\$10,135.50	0.3%	\$11,495.31	\$(1,359.81)				
186.0000	SRE	SEMPRA ENERGY CUSIP - 816851109	\$70.940	\$13,194.84	0.3%	\$13,537.15	\$(342.31)	\$446.40	3.4%		
411.0000	TJX	TJX COS INC NEW COM	\$42.450	\$17,446.95	0.5%	\$5,671.18	\$11,775.77	\$189.06	1.1%		
139.0000	TWC	TIME WARNER CABLE INC CUSIP - 88732J207	\$97.190	\$13,509.41	0.3%	\$7,410.76	\$6,098.65	\$311.36	2.3%		
360.0000	TOL	TOLL BROS INC COM	\$32.330	\$11,638.80	0.3%	\$12,910.64	\$(1,271.84)				
680.0000	USB	US BANCORP DEL CUSIP - 902973304	\$31.940	\$21,719.20	0.6%	\$23,272.77	\$(1,553.57)	\$530.40	2.4%		
168.0000	ULTA	ULTA SALON COSMETICS & FRAGRANCE CUSIP - 90384S303	\$98.260	\$16,507.68	0.4%	\$15,874.52	\$633.16				
165.0000	UTX	UNITED TECHNOLOGIES CORP CUSIP - 913017109	\$82.010	\$13,531.65	0.4%	\$11,472.89	\$2,058.76	\$353.10	2.6%		
138.0000	V	VISA INC CL A CUSIP - 92826C839	\$151.580	\$20,918.04	0.5%	\$14,246.86	\$6,671.18	\$182.16	0.9%		
427.0000	WMT	WAL-MART STORES INC CUSIP - 931142103	\$68.230	\$29,134.21	0.8%	\$24,438.96	\$4,695.25	\$678.93	2.3%		

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FRANK LAWSON/ME CONS

PORTFOLIO POSITIONS**(continued)**

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
143.0000	WPI	WATSON PHARMACEUTICAL INC COM CUSIP - 942683103	\$86.000	\$12,298.00	0.3%	\$4,132.70	\$8,165.30		
675.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	\$34.180	\$23,071.50	0.6%	\$19,789.98	\$3,281.52	\$594.00	2.6%
201.0000	WFM	WHOLE FOODS MARKET INC COMMON CUSIP - 966837106	\$91.160	\$18,323.16	0.5%	\$13,770.17	\$4,552.99	\$160.80	0.9%
368.0000	WMB	WILLIAMS COS INC COM FORMERLY WILLIAMS COS CUSIP - 969457100	\$32.740	\$12,048.32	0.3%	\$12,613.46	\$(565.14)	\$478.40	4.0%
264.0000	WYN	WYNDHAM WORLDWIDE CORP CUSIP - 98310W108	\$53.210	\$14,047.44	0.4%	\$11,647.68	\$2,399.76	\$242.88	1.7%
377.0000	XEL	XCEL ENERGY INC COM CUSIP - 98389B100	\$26.710	\$10,069.67	0.3%	\$10,850.85	\$(781.18)	\$407.16	4.0%
Equities - Total				\$1,679,250.52	43.5%	\$1,505,081.27	\$174,169.25	\$32,236.77	1.9%

Alternative Strategies

2,240.0000	DBC	POWERSHARES DB COMMODITY IND CUSIP - 73935S105	\$27.780	\$62,227.20	1.6%	\$97,990.82	\$(35,763.62)		
715.0000	GLD	SPDR GOLD TRUST CUSIP - 78463V107	\$162.020	\$115,844.59	3.0%	\$62,369.45	\$53,475.14		
Alternative Strategies - Total				\$178,071.79	4.6%	\$160,360.27	\$17,711.52		0.0%

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FRANK LAWSON/ME CONS

(continued)

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Real Estate Investments									
7,079.1230	TRREX	T ROWE PRICE RL EST FUND(122) CUSIP - 779919109	\$21.010	\$148,732.37	3.9%	\$129,712.36	\$19,020.01	\$3,256.40	2.2%
Real Estate Investments - Total									
				\$148,732.37	3.9%	\$129,712.36	\$19,020.01	\$3,256.40	2.2%
Total Portfolio Positions				\$3,860,598.30	100.0%	\$3,579,931.30	\$280,667.00	\$76,821.63	2.0%