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

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year **2012** or tax year beginning , **2012**, and ending , **20**

Name of foundation TR U/W OTTO LUEDEKING		A Employer identification number 31-6019731						
Number and street (or P.O. box number if mail is not delivered to street address) P O BOX 630858		B Telephone number (see instructions) 513- 534-5310						
City or town, state, and ZIP code CINCINNATI, OH 45263-0858		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 ☐						
G Check all that apply: <table style="display: inline-table; vertical-align: top;"> <tr><td>☐ Initial return</td><td>☐ Initial return of a former public charity</td></tr> <tr><td>☐ Final return</td><td>☐ Amended return</td></tr> <tr><td>☐ Address change</td><td>☐ Name change</td></tr> </table>			☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization: ☐ Section 501(c)(3) exempt private foundation								
☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation								
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 11,022,902.		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	1,720.	1,720.		STMT 1
4 Dividends and interest from securities	290,310.	285,736.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-97,182.			
b Gross sales price for all assets on line 6a	1,588,209.			
7 Capital gain net income (from Part IV, line 2)				
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 3 through 11	194,848.	287,456.		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	660.	330.	NONE	330.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4	10,878.	3,372.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 5	85,984.	85,784.		200.
24 Total operating and administrative expenses. Add lines 13 through 23	97,522.	89,486.	NONE	530.
25 Contributions, gifts, grants paid	975,349.			975,349.
26 Total expenses and disbursements. Add lines 24 and 25	1,072,871.	89,486.	NONE	975,879.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-878,023.			
b Net investment income (if negative, enter -0-)		197,970.		
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		5.	3.	3.
	2	Savings and temporary cash investments		2,260,876.	368,235.	368,235.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)		6,365,537.	6,273,465.	7,078,547.
	c	Investments - corporate bonds (attach schedule)		2,252,703.	3,355,131.	3,576,117.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶ (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶ (attach schedule)				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		10,879,121.	9,996,834.	11,022,902.
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		10,879,121.	9,996,834.	
	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)		10,879,121.	9,996,834.	
31	Total liabilities and net assets/fund balances (see instructions)		10,879,121.	9,996,834.		

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	10,879,121.
2	Enter amount from Part I, line 27a	2	-878,023.
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJ SPIDER GOLD	3	22.
4	Add lines 1, 2, and 3	4	10,001,120.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	4,286.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,996,834.

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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 1,588,209.		1,685,391.	-97,182.		
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			-97,182.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-97,182.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	743,790.	11,577,145.	0.064246
2010	495,804.	10,888,840.	0.045533
2009	396,724.	9,905,496.	0.040051
2008	600,760.	11,907,686.	0.050451
2007			

2 Total of line 1, column (d)	2	0.200281
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	0.050070
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,732,002.
5 Multiply line 4 by line 3	5	537,351.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,980.
7 Add lines 5 and 6	7	539,331.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	975,879.

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	1,980.
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	1,980.
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	1,980.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,000.	
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	7,000.	
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	5,020.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 1,980. Refunded ☒ 3,040.	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 <u>N/A</u>				
14	The books are in care of <u>FIFTH THIRD BANK</u> Telephone no. <u>(513) 534-5409</u> Located at <u>38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH</u> ZIP+4 <u>45263</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			X
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
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>				X

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

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

		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 <u></u>			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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. <u></u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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 45202	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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE -----	
2 -----	
3 -----	
4 -----	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE -----	
2 -----	
All other program-related investments. See instructions. 3 NONE -----	
Total. Add lines 1 through 3	

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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	9,532,238.
b	Average of monthly cash balances	1b	1,363,195.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	10,895,433.
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	10,895,433.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	163,431.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,732,002.
6	Minimum investment return. Enter 5% of line 5	6	536,600.

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	536,600.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,980.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,980.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	534,620.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	534,620.
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	534,620.

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	975,879.
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	975,879.
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	1,980.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	973,899.

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				534,620.
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				NONE
c From 2009				NONE
d From 2010				NONE
e From 2011				55,523.
f Total of lines 3a through e	55,523.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>975,879.</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				534,620.
e Remaining amount distributed out of corpus	441,259.			
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	496,782.			
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	496,782.			
10 Analysis of line 9:				
a Excess from 2008				NONE
b Excess from 2009				NONE
c Excess from 2010				NONE
d Excess from 2011				55,523.
e Excess from 2012				441,259.

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)(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).)

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE SCHEDULE ATTACHED	NONE	EXEMPT	PROGRAM SUPPORT	975,349.
Total			▶ 3a	975,349.
b Approved for future payment				
Total			▶ 3b	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	-----	-----
MONEY MARKET INTEREST	1,720.	1,720.
	-----	-----
TOTAL	1,720.	1,720.
	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	2,558.	2,558.
FOREIGN DIVIDENDS	26,662.	26,662.
NONDIVIDEND DISTRIBUTIONS	3,753.	
DOMESTIC DIVIDENDS	130,883.	130,883.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	7,140.	7,140.
EXEMPT DIVIDENDS NOT SUBJECT TO AMT - ST	795.	
EXEMPT DIVIDENDS NOT SUBJECT TO AMT - TE	26.	
US GOVERNMENT INTEREST REPORTED AS QUALI	114.	114.
NONQUALIFIED FOREIGN DIVIDENDS	5,653.	5,653.
NONQUALIFIED DOMESTIC DIVIDENDS	112,726.	112,726.
	-----	-----
TOTAL	290,310.	285,736.
	=====	=====

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 - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	1,124.	1,124.
PRIOR YEAR EXCISE TAX PAID	506.	
EXCISE TAX ESTIMATE	7,000.	
FOREIGN TAXES ON QUALIFIED FOR	1,610.	1,610.
FOREIGN TAXES ON NONQUALIFIED	638.	638.
	-----	-----
TOTALS	10,878.	3,372.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSE-PRINCI	22.	22.	
BANK SERVICE FEES	85,762.	85,762.	
OTHER MISC. EXPENSES	200.		200.
TOTALS	85,984.	85,784.	200.
	=====	=====	=====

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

COST BASIS ADJ FOR ROC	4,285.
COST BASIS ADJ FRACTIONAL SHARES	1.

TOTAL	4,286.
	=====

BENEFICIARY	ADDRESS	GIFT REASON	GIFT AMOUNT
MAPLE KNOLL COMMUNITIES	ATTN: KENNETH W. HUFF, EXEC VP 11100 SPRINGFIELD PIKE CINCINNATI, OH 45246	PROGRAM SUPPORT \$	20,307.00
THE SALVATION ARMY	MR. RICHARD D. ALLEN 440 WEST NYACK ROAD WEST NYACK, NY 10994	PROGRAM SUPPORT \$	295,135.39
GENERAL PROTESTANT ORPHAN HOME	6881 BEECHMONT AVENUE CINCINNATI, OH 45230	PROGRAM SUPPORT \$	33,537.45
EMANUEL DAY NURSERY (COMMUNITY CENTER)	1308 RACE STREET CINCINNATI, OH 45210	PROGRAM SUPPORT \$	16,769.00
Y.W.C.A. OF CINCINNATI, OHIO	898 WALNUT STREET CINCINNATI, OHIO 45202	PROGRAM SUPPORT \$	16,769.00
CINCINNATI FDTN FOR THE AGED	5 WEST FOURTH STREET 2100 FOURTH & VINE TOWER CINCINNATI OH 45202	PROGRAM SUPPORT \$	16,769.00
CLOVERNOOK HOME/CTR. FOR BLIND	7000 HAMILTON AVENUE CINCINNATI, OHIO 45231	PROGRAM SUPPORT \$	142,848.00
CHILDREN'S HOME OF CINCINNATI	ATTN: MICHELLE KINDWELL 5050 MADISON ROAD CINCINNATI, OH 45227	PROGRAM SUPPORT \$	16,769.00
GREATER CINCINNATI FOUNDATION	200 W. 4TH STREET CINCINNATI OH 45202	PROGRAM SUPPORT \$	8,384.78
OHIO HUMANE SOCIETY (FAMILIES FORWARD)	2400 READING ROAD CINCINNATI, OHIO 45202	PROGRAM SUPPORT \$	8,384.78

NEW ORPHAN ASYLUM SCHOLARSHIP FD	2300 MONTANA AVENUE CINCINNATI, OHIO 45211 320 RESOR AVE. CINCINNATI, OHIO 45220	PROGRAM SUPPORT \$	8,384.78
ST. JOHN'S UNITARIAN CHURCH	TEAM 51 - FINANZEN CARSTENNSTR. 58 ATTN: BETINA MULLER 12205 BERLIN GERMANY ATTN: SCOTT HAMLIN SENIOR VP/FINANCE 3333 BURNET AVE ML 3006 CINCINNATI, OH 45229	PROGRAM SUPPORT \$	8,384.78
DEUTSCHES ROTES KREUZ	ASSISTANT TREASURER'S OFFICE P.O. BOX 210641 CINCINNATI, OH 45221	PROGRAM SUPPORT \$	301,842.02
THE CHILDREN'S HOSPITAL		PROGRAM SUPPORT \$	16,769.00
UNIVERSITY OF CINCINNATI TR U/W O. LUEDEKING SUBTR FOR UC		PROGRAM SUPPORT \$	23,131.26
BEECHWOOD HOME FOR INCURABLES TR U/W O. LUEDEKING SUB BEECHWOOD	TIM OWENS, DIR. OF FINANCE 2140 POGUE AVE CINCINNATI, OH 45208	PROGRAM SUPPORT \$	11,163.62
		TOTAL \$	945,348.86

12/31/2012

SUMMARY		MAIN	SUB	SUB	CONSOLIDATED
OF		ACCOUNT	ACCOUNT	ACCOUNT	ACCOUNT TOTALS
BALANCES		0321000	3736709	3818309	MARKET VALUE
	MARKET VALUE				
CASH					
	MONEY MARKET INVESTMENTS	342,341.00	17,264.00	8,630.00	368,235.00
	SHORT TERM INVESTMENTS	0.00	0.00	0.00	0.00
	CASH	1.39	0.40	1.09	2.88
TOTAL		342,342.39	17,264.40	8,631.09	368,237.88
BONDS					
	BONDS	3,417,871.26	108,444.50	49,801.00	3,576,116.76
	BOND FUNDS	0.00	0.00	0.00	0.00
TOTAL		3,417,871.26	108,444.50	49,801.00	3,576,116.76
	COMMON STOCK	5,045,417.93	259,205.90	119,384.85	5,424,008.68
	PREFERRED STOCK	0.00	0.00	0.00	0.00
	EQUITY FUNDS	0.00	0.00	0.00	0.00
TOTAL		5,045,417.93	259,205.90	119,384.85	5,424,008.68
OTHER					
	ALTERNATE STRATEGIES	963,000.74	69,119.12	39,025.23	1,071,145.09
	REAL ESTATE INVESTMENTS	542,268.83	26,320.00	14,805.00	583,393.83
	LIABILITIES	0.00	0.00	0.00	0.00
TOTAL		1,505,269.57	95,439.12	53,830.23	1,654,538.92
					0.00
TOTAL VALUE		10,310,901.15	480,353.92	231,647.17	11,022,902.24
TOTAL OF ALL ASSETS					11,022,902.24



FIFTH THIRD
PRIVATE BANK

Trust Officer: JOHN LONNEMAN (513) 579-5409
Portfolio Manager: HUGH ANDERSON (513) 534-7066

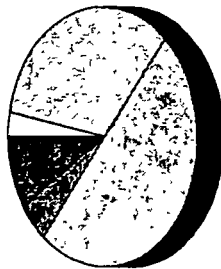
TR U/W OTTO LUEDEKING

12/01/2012 - 12/31/2012

THE FIFTH THIRD BANK
TRUSTEE UNDER THE WILL OF
OTTO LUEDEKING

INVESTMENT ALLOCATION SUMMARY

- ☐ Cash and Equivalents - 3%
☐ Fixed Income - 33%
☐ Equities - 49%
☐ Real Estate Inv - 5%
☐ Alternative Strategies - 9%



Description	Last Statement	This Statement	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	\$260,990.85	\$342,342.39	3%	\$34.24	0.0%
Fixed Income	\$3,436,236.78	\$3,417,871.26	33%	\$112,352.34	3.3%
Equities	\$4,971,906.35	\$5,045,417.93	49%	\$129,866.70	2.6%
Real Estate Investments	\$531,050.87	\$542,268.83	5%	\$19,118.95	3.5%
Alternative Strategies	\$971,798.71	\$963,000.74	9%	\$20,244.14	2.1%
Total Account Value	\$10,171,983.56	\$10,310,901.15	100%	\$281,616.37	2.7%

Net change in total account value 1.4 % Increase

ACCOUNT SUMMARY

	Income Cash	Principal Cash	Investments*	Total
Beginning Balance	\$230,302.06	\$30,688.79	\$9,910,992.71	\$10,171,983.56
Income	\$62,808.26	\$25,165.68		\$87,973.94
Distributions	\$(6,622.40)		\$57,566.05	\$(6,622.40)
Change in Market Value				\$57,566.05
Ending Balance	\$286,487.92	\$55,854.47	\$9,968,558.76	\$10,310,901.15

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

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	\$0.00	\$(10,658.61)
Long-term gain/(loss)	\$0.00	\$(121,382.61)
Net realized gain/(loss)	\$0.00	\$(132,041.22)

INVESTMENT OBJECTIVE

Growth

Total return through long-term growth of capital, an expectation of a high degree of principal fluctuation.

ACCOUNT OVERVIEW

	Current Period	YTD
Income Earned		
Interest	\$352.29	\$8,998.33
Dividends	\$87,621.65	\$285,519.00
Total Income Earned	\$87,973.94	\$294,517.33
Distributions		
Cash	\$(6,622.40)	\$(1,029,575.03)
Security Withdrawals	\$0.00	\$(1.29)
Total Distributions	\$(6,622.40)	\$(1,029,576.32)
Security Transactions		
Purchases	\$0.00	\$(2,535,379.94)
Sales	\$0.00	\$1,383,069.11
Net Security Transactions	\$0.00	\$(1,152,310.83)
Change in Market Value	\$57,566.05	\$728,035.48



12/01/2012 - 12/31/2012

TR U/W OTTO LUEDEKING

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
1.3900		CASH	\$1.000	\$1.39	0.0%	\$1.39			
286,487.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES (INCOME INVESTMENT) CUSIP - 99FEDPVO1	\$1.000	\$286,487.00	2.8%	\$286,487.00		\$28.65	
55,854.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES CUSIP - 99FEDPVO1	\$1.000	\$55,854.00	0.5%	\$55,854.00		\$5.59	
Cash & Equivalents - Total							\$342,342.39	\$34.24	0.0%

Fixed Income									
32,502.7080	FULIX	FEDERATED ULTRA SHORT BD-INS CUSIP - 31428Q747	\$9.220	\$299,674.97	2.9%	\$300,000.00	\$(325.03)	\$5,265.44	1.8%
28,151.3970	GSDUX	GOLDMAN SACHS SHT DURATION CL I CUSIP - 38141W406	\$10.640	\$299,530.86	2.9%	\$300,000.00	\$(469.14)	\$5,151.71	1.7%
4,700.0000	AGG	ISHARES CORE TOTAL U.S. BOND MARKET ETF CUSIP - 464287226	\$111.080	\$522,076.00	5.1%	\$481,881.40	\$40,194.60	\$13,291.60	2.5%
4,700.0000	LQD	ISHARES IBOX \$ INVESTMENT GRADE CORPORATE BOND FUND CUSIP - 464287242	\$120.990	\$568,653.00	5.5%	\$475,072.32	\$93,580.68	\$21,756.30	3.8%
5,200.0000	PFF	ISHARES S&P PFD STK INDX FN CUSIP - 464288687	\$39.620	\$206,024.00	2.0%	\$199,888.00	\$6,136.00	\$12,391.60	6.0%
28,160.2720	PLDPX	PIMCO LOW DURATION FUND CUSIP - 72201M669	\$10.510	\$295,964.46	2.9%	\$300,000.00	\$(4,035.54)	\$7,293.51	2.5%
24,075.9030	MXIIX	TOUCHSTONE STRATEGIC INCOME FUND CLASS Y CUSIP - 89154Q596	\$10.780	\$259,538.23	2.5%	\$250,206.57	\$9,331.66	\$12,808.38	4.9%



FIFTH THIRD
PRIVATE BANK

12/01/2012 - 12/31/2012

TR U/W OTTO LUEDEKING

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income									
39,855.6410	THYYX	TOUCHSTONE INVT TR HI YLD FD CLY CUSIP - 89154W817	\$9.200	\$366,671.90	3.6%	\$300,000.00	\$66,671.90	\$23,076.42	6.3%
31,454.3860	TSYYX	TOUCHSTONE ULTRA SHOR DUR FIX IN CLASS Y CUSIP - 89155T664	\$9.540	\$300,074.84	2.9%	\$300,000.00	\$74.84	\$6,699.78	2.2%
3,700.0000	BSV	VANGUARD BD INDEX FD INC CUSIP - 921937827	\$80.990	\$299,663.00	2.9%	\$301,170.36	\$(1,507.36)	\$4,617.60	1.5%
Fixed Income - Total							\$3,417,871.26	\$3,208,218.65	\$112,352.34

Equities

2,210.0000	AMGN	AMGEN INC CUSIP - 031162100	\$86.200	\$190,502.00	1.8%	\$124,769.87	\$65,732.13	\$4,154.80	2.2%
7,000.0000	BK	BANK OF NEW YORK MELLON CORP CUSIP - 064058100	\$25.700	\$179,900.00	1.7%	\$266,444.15	\$(86,544.15)	\$3,640.00	2.0%
1,325.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	\$108.140	\$143,285.50	1.4%	\$48,347.20	\$94,938.30	\$4,770.00	3.3%
3,800.0000	DIS	DISNEY WALT CO CUSIP - 254687106	\$49.790	\$189,202.00	1.8%	\$120,028.68	\$69,173.32	\$2,850.00	1.5%
3,000.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	\$44.978	\$134,935.50	1.3%	\$123,461.10	\$11,474.40	\$5,160.00	3.8%
2,158.0000	DUK	DUKE ENERGY CORP NEW COM NEW CUSIP - 26441C204	\$63.800	\$137,680.40	1.3%	\$101,217.73	\$36,462.67	\$6,603.48	4.8%
6,450.0000	EMC	E M C CORP/MASS CUSIP - 268648102	\$25.300	\$163,185.00	1.6%	\$67,307.68	\$95,877.32		
4,365.5000	AEPFX	EUROPACIFIC GROWTH FD CL F-2 CUSIP - 29875E100	\$41.150	\$179,640.33	1.7%	\$165,999.89	\$13,640.44	\$3,562.25	2.0%
7,800.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	\$20.990	\$163,722.00	1.6%	\$258,943.77	\$(95,221.77)	\$5,928.00	3.6%



FIFTH THIRD
PRIVATE BANK

TR U/W OTTO LUEDEKING

12/01/2012 - 12/31/2012

PORTFOLIO POSITIONS (continued)

Quantity Equities	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
3,373.5550	GSMCX	GOLDMAN SACHS MID-CAP VALUE FUND INST CUSIP - 38141W398	\$39.290	\$132,546.98	1.3%	\$113,999.97	\$18,547.01	\$1,653.04	1.2%
2,915.6830	HAINX	HARBOR INTERNATIONAL INST CUSIP - 411511306	\$62.120	\$181,122.23	1.8%	\$166,000.00	\$15,122.23	\$3,662.10	2.0%
5,825.0000	INTC	INTEL CORP CUSIP - 458140100	\$20.620	\$120,111.50	1.2%	\$139,410.72	\$(19,299.22)	\$5,242.50	4.4%
1,300.0000	IJH	ISHARES CORE S&P MID-CAP ETF CUSIP - 464287507	\$101.700	\$132,210.00	1.3%	\$114,634.21	\$17,575.79	\$1,886.30	1.4%
2,000.0000	IWM	ISHARES RUSSELL 2000 INDEX FD CUSIP - 464287655	\$84.317	\$168,635.60	1.6%	\$142,395.88	\$26,239.72	\$3,374.00	2.0%
2,150.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	\$70.100	\$150,715.00	1.5%	\$108,252.50	\$42,462.50	\$5,246.00	3.5%
5,425.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	\$26.709	\$144,900.12	1.4%	\$146,585.26	\$(1,685.14)	\$4,991.00	3.4%
3,450.0000	NTRS	NORTHERN TR CORP CUSIP - 665859104	\$50.160	\$173,052.00	1.7%	\$201,370.29	\$(28,318.29)	\$4,140.00	2.4%
3,225.0000	OMC	OMNICOM GROUP INC CUSIP - 681919106	\$49.960	\$161,121.00	1.6%	\$107,763.37	\$53,357.63	\$3,870.00	2.4%
6,522.6510	ODVYX	OPPENHEIMER DVLPLNG MKTS-Y CUSIP - 683974505	\$34.880	\$227,510.07	2.2%	\$151,999.95	\$75,510.12	\$1,624.14	0.7%
2,125.0000	PEP	PEPSICO INC COMMON CUSIP - 713448108	\$68.430	\$145,413.75	1.4%	\$97,188.79	\$48,224.96	\$4,568.75	3.1%
6,475.0000	PFE	PFIZER INC CUSIP - 717081103	\$25.079	\$162,388.47	1.6%	\$215,753.64	\$(53,365.17)	\$6,216.00	3.8%
2,000.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	\$67.890	\$135,780.00	1.3%	\$110,102.00	\$25,678.00	\$4,496.00	3.3%



12/01/2012 - 12/31/2012

TR U/W OTTO LUEDEKING

PORTFOLIO POSITIONS (continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
3,893.8460	PEGZX	PRUDNTL JENNISON MIDCAP GR FD Z CUSIP - 74441C808	\$32.420	\$126,238.49	1.2%	\$128,000.00	\$(1,761.51)	\$463.37	0.4%
2,372.2400	PRNHX	T ROWE PRICE NEW HORIZONS FD CUSIP - 779562107	\$33.170	\$78,687.20	0.8%	\$85,000.02	\$(6,312.82)	\$33.21	
1,925.0000	RDS A	ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS CUSIP - 780259206	\$68.950	\$132,728.75	1.3%	\$87,106.25	\$45,622.50	\$5,628.70	4.2%
6,239.7940	RYTRX	ROYCE FD TOTAL RETURN FD FUND 267 CUSIP - 780905881	\$13.630	\$85,048.39	0.8%	\$85,000.00	\$48.39	\$1,341.56	1.6%
4,600.0000	SE	SPECTRA ENERGY CORP CUSIP - 847560109	\$27.380	\$125,948.00	1.2%	\$103,679.67	\$22,268.33	\$5,612.00	4.5%
1,725.0000	MMM	3M CO CUSIP - 88579Y101	\$92.850	\$160,166.25	1.6%	\$121,611.46	\$38,554.79	\$4,071.00	2.5%
5,000.0000	VEA	VANGUARD MSCI EAFE ETF CUSIP - 921943858	\$35.230	\$176,150.00	1.7%	\$159,949.54	\$16,200.46	\$6,900.00	3.9%
5,100.0000	VWO	VANGUARD MSCI EMERGING MARKETS ETF CUSIP - 922042858	\$44.530	\$227,103.00	2.2%	\$202,375.04	\$24,727.96	\$4,972.50	2.2%
2,000.0000	VZ	VERIZON COMMUNICATIONS CUSIP - 92343V104	\$43.270	\$86,540.00	0.8%	\$61,632.39	\$24,907.61	\$4,120.00	4.8%
4,140.0000	WAG	WALGREEN CO CUSIP - 931422109	\$37.010	\$153,221.40	1.5%	\$134,483.76	\$18,737.64	\$4,554.00	3.0%
5,150.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	\$34.180	\$176,027.00	1.7%	\$104,318.57	\$71,708.43	\$4,532.00	2.6%
Equities - Total				\$5,045,417.93	48.9%	\$4,365,133.35	\$680,284.58	\$129,866.70	2.6%



12/01/2012 - 12/31/2012

TR U/W OTTO LUEDEKING

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Alternative Strategies									
10,204.0820	ASAI	AQR MULTI STRATEGY ALT FUND I CUSIP - 00203H792	\$9.900	\$101,020.41	1.0%	\$100,000.00	\$1,020.41	\$438.78	0.4%
9,178.4450	AQRX	AQR FDS RISK PARITY FD CL I CUSIP - 00203H826	\$11.490	\$105,460.33	1.0%	\$99,999.76	\$5,460.57	\$1,330.87	1.3%
5,064.1970	MALOX	BLACKROCK GLOBAL ALLOCATIO-I CUSIP - 09251T509	\$19.830	\$100,423.03	1.0%	\$100,090.83	\$332.20	\$1,448.36	1.4%
9,132.4200	ASFTX	ABSOLUTE STRATEGIES FUND-I CUSIP - 34984T600	\$11.080	\$101,187.21	1.0%	\$100,000.00	\$1,187.21	\$27.40	
8,606.2430	JSOSX	J P MORGAN TR INCOME OPP SEL CUSIP - 4812A4351	\$11.830	\$101,811.85	1.0%	\$100,000.00	\$1,811.85	\$3,597.41	3.5%
6,543.5260	MFLDX	MAINSTAY FDS TR MARKETFIELD FD CL I CUSIP - 56064B852	\$15.840	\$103,649.45	1.0%	\$100,000.00	\$3,649.45		
6,345.4300	MERFX	THE MERGER FUND CUSIP - 589509108	\$15.830	\$100,448.16	1.0%	\$99,999.99	\$448.17	\$1,643.47	1.6%
9,591.2180	PAUPX	PIMCO ALL ASSET ALL AUTH FUND CUSIP - 72201M438	\$11.090	\$106,366.61	1.0%	\$100,947.99	\$5,418.62	\$5,620.45	5.3%
8,163.2650	PALPX	PIMCO ALL ASSET FUND CUSIP - 72201M867	\$12.600	\$102,857.14	1.0%	\$100,000.00	\$2,857.14	\$5,110.20	5.0%
125.0000	GLD	SPDR GOLD TRUST CUSIP - 78463V107	\$162.020	\$20,252.55	0.2%	\$20,504.75	\$(252.20)		
600.0000	MLPI	UBS E-TRACS ALERIAN MLP INFRASTR ETN ETF CUSIP - 902641646	\$32.540	\$19,524.00	0.2%	\$20,058.00	\$(534.00)	\$1,027.20	5.3%
Alternative Strategies - Total				\$963,000.74	9.3%	\$941,601.32	\$21,399.42	\$20,244.14	2.1%



FIFTH THIRD
PRIVATE BANK

TR U/W OTTO LUEDEKING

12/01/2012 - 12/31/2012

PORTFOLIO POSITIONS (continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Real Estate Investments									
10,635.1180	TRREX	T ROWE PRICE RL EST FUND(122) CUSIP - 779919109	\$21.010	\$223,443.83	2.2%	\$184,129.84	\$39,313.99	\$4,892.15	2.2%
2,300.0000	RWX	SPDR DJ INTL REAL ESTATE ETF CUSIP - 78463X863	\$41.350	\$95,105.00	0.9%	\$86,903.96	\$8,201.04	\$6,260.60	6.6%
3,400.0000	VNQ	VANGUARD REIT ETF CUSIP - 922908553	\$65.800	\$223,720.00	2.2%	\$186,682.02	\$37,037.98	\$7,966.20	3.6%
Real Estate Investments - Total				\$542,268.83	5.3%	\$457,715.82	\$84,553.01	\$19,118.95	3.5%
Total Portfolio Positions				\$10,310,901.15	100.0%	\$9,315,011.53	\$995,889.62	\$281,616.37	2.7%

**FIFTH THIRD
PRIVATE BANK**

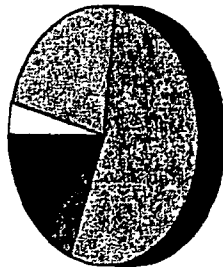
TR U/W O. LUEDEKING SUBTR FOR UC

12/01/2012 - 12/31/2012

FIFTH THIRD BANK
TRUSTEE UNDER THE WILL OF
OTTO LUEDEKING SUBTRUST FOR UC

Trust Officer: JOHN LONNEMAN (513) 579-5409
Portfolio Manager: HUGH ANDERSON (513) 534-7066

- ☐ Cash and Equivalents - 4%
☒ Fixed Income - 23%
☒ Equities - 54%
☒ Real Estate Inv. - 5%
☒ Alternative Strategies - 14%



INVESTMENT ALLOCATION SUMMARY

Description	Last Statement	This Statement	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	\$14,290.91	\$17,264.40	4%	\$0.51	0.0%
Fixed Income	\$108,945.50	\$108,444.50	23%	\$5,202.90	4.8%
Equities	\$252,639.38	\$259,205.90	54%	\$8,103.83	3.1%
Real Estate Investments	\$25,684.00	\$26,320.00	5%	\$937.20	3.6%
Alternative Strategies	\$69,394.43	\$69,119.12	14%	\$1,636.83	2.4%
Total Account Value	\$470,954.22	\$480,353.92	100%	\$15,881.27	3.3%

Net change in total account value 2.0 % Increase

ACCOUNT SUMMARY

	Income Cash	Principal Cash	Investments*	Total
Beginning Balance	\$8,624.71	\$5,666.20	\$456,663.31	\$470,954.22
Income	\$3,496.30	\$338.62		\$3,834.92
Distributions	\$(306.74)			\$(306.74)
Net Security Transactions		\$(554.69)	\$554.69	
Change in Market Value			\$5,871.52	\$5,871.52
Ending Balance	\$11,814.27	\$5,450.13	\$463,089.52	\$480,353.92

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

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	\$(554.67)	\$(1,451.10)
Long-term gain/(loss)	\$0.00	\$6,833.50
Net realized gain/(loss)	\$(554.67)	\$5,382.40

INVESTMENT OBJECTIVE

Growth

Total return through long-term growth of capital, an expectation of a high degree of principal fluctuation.

ACCOUNT OVERVIEW

	Current Period	YTD
Income Earned		
Interest	\$0.00	\$1,918.14
Dividends	\$3,834.86	\$13,993.02
Other Income	\$0.06	\$0.75
Total Income Earned	\$3,834.92	\$15,911.91
Distributions		
Cash	\$(306.74)	\$(26,913.61)
Total Distributions	\$(306.74)	\$(26,913.61)
Security Transactions		
Purchases	\$(5,000.02)	\$(118,703.66)
Sales	\$4,445.33	\$128,178.10
Net Security Transactions	\$(554.69)	\$9,474.44
Change in Market Value	\$5,871.52	\$33,827.03

12/01/2012 - 12/31/2012

TR U/W O. LUEDEKING SUBTR FOR UC



PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est Annual Income	Est Yield
Cash & Equivalents									
0.4000		CASH	\$1.000	\$0.40	0.0%	\$0.40			
11,814.0000		FIFTH THIRD BANKSAFE TRUST (INCOME INVESTMENT) CUSIP - 316775907	\$1.000	\$11,814.00	2.5%	\$11,814.00		\$0.35	
5,450.0000		FIFTH THIRD BANKSAFE TRUST CUSIP - 316775907	\$1.000	\$5,450.00	1.1%	\$5,450.00		\$0.16	
		Cash & Equivalents - Total		\$17,264.40	3.6%	\$17,264.40		\$0.51	0.0%
Fixed Income									
200.0000	AGG	ISHARES CORE TOTAL U.S. BOND MARKET ETF CUSIP - 464287226	\$111.080	\$22,216.00	4.6%	\$20,467.15	\$1,748.85	\$565.60	2.5%
300.0000	LQD	ISHARES IBOX \$ INVESTMENT GRADE CORPORATE BOND FUND CUSIP - 464287242	\$120.990	\$36,297.00	7.6%	\$30,428.85	\$5,868.15	\$1,388.70	3.8%
450.0000	HYG	ISHARES HIGH YIELD CORP BND FND CUSIP - 464288513	\$93.350	\$42,007.50	8.7%	\$41,585.66	\$421.84	\$2,772.00	6.6%
200.0000	PFF	ISHARES S&P PFD STK INDX FN CUSIP - 464288687	\$39.620	\$7,924.00	1.6%	\$7,886.44	\$37.56	\$476.60	6.0%
		Fixed Income - Total		\$108,444.50	22.6%	\$100,368.10	\$8,076.40	\$5,202.90	4.8%
Equities									
200.0000	AMGN	AMGEN INC CUSIP - 031162100	\$86.200	\$17,240.00	3.6%	\$12,862.60	\$4,377.40	\$376.00	2.2%
600.0000	BK	BANK OF NEW YORK MELLON CORP CUSIP - 064058100	\$25.700	\$15,420.00	3.2%	\$23,344.78	\$(7,924.78)	\$312.00	2.0%
125.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	\$108.140	\$13,517.50	2.8%	\$4,561.05	\$8,956.45	\$450.00	3.3%
250.0000	DD	DU PONT E I DE NEMOURS & CO	\$44.978	\$11,244.63	2.3%	\$10,570.00	\$674.63	\$430.00	3.8%



12/01/2012 - 12/31/2012

TR U/W O. LUEDEKING SUBTR FOR UC

PORTFOLIO POSITIONS (continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
		CUSIP - 263534109							
200.0000	DUK	DUKE ENERGY CORP NEW COM NEW	\$63.800	\$12,760.00	2.7%	\$10,438.01	\$2,321.99	\$612.00	4.8%
		CUSIP - 26441C204							
500.0000	INTC	INTEL CORP	\$20.620	\$10,310.00	2.1%	\$27,042.13	\$(16,732.13)	\$450.00	4.4%
		CUSIP - 458140100							
500.0000	EFA	ISHARES MSCI EAFE INDEX FD	\$56.860	\$28,430.00	5.9%	\$37,198.00	\$(8,768.00)	\$879.50	3.1%
		CUSIP - 464287465							
200.0000	JNJ	JOHNSON & JOHNSON	\$70.100	\$14,020.00	2.9%	\$10,070.00	\$3,950.00	\$488.00	3.5%
		CUSIP - 478160104							
450.0000	MSFT	MICROSOFT CORP	\$26.709	\$12,019.37	2.5%	\$12,084.39	\$(65.02)	\$414.00	3.4%
		CUSIP - 594918104							
200.0000	PEP	PEPSICO INC COMMON	\$68.430	\$13,686.00	2.8%	\$9,147.18	\$4,538.82	\$430.00	3.1%
		CUSIP - 713448108							
500.0000	PFE	PFIZER INC	\$25.079	\$12,539.65	2.6%	\$23,312.50	\$(10,772.85)	\$480.00	3.8%
		CUSIP - 717081103							
175.0000	RDS A	ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS	\$68.950	\$12,066.25	2.5%	\$7,918.75	\$4,147.50	\$511.70	4.2%
		CUSIP - 780259206							
325.0000	SE	SPECTRA ENERGY CORP	\$27.380	\$8,898.50	1.9%	\$8,151.53	\$746.97	\$396.50	4.5%
		CUSIP - 847560109							
125.0000	MMM	3M CO	\$92.850	\$11,606.25	2.4%	\$8,812.42	\$2,793.83	\$295.00	2.5%
		CUSIP - 88579Y101							
875.0000	VWO	VANGUARD MSCI EMERGING MARKETS ETF	\$44.530	\$38,963.75	8.1%	\$37,600.94	\$1,362.81	\$853.13	2.2%
		CUSIP - 922042858							
300.0000	WAG	WALGREEN CO	\$37.010	\$11,103.00	2.3%	\$9,745.20	\$1,357.80	\$330.00	3.0%



12/01/2012 - 12/31/2012

TR U/W O. LUEDEKING SUBTR FOR UC

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

CUSIP - 931422109

450.0000	WFC	WELLS FARGO & COMPANY	\$34.180	\$15,381.00	3.2%	\$9,984.37	\$5,396.63	\$396.00	2.6%
		CUSIP - 949746101							
		Equities - Total		\$259,205.90	54.0%	\$262,843.85	\$(3,637.95)	\$8,103.83	3.1%

Alternative Strategies

509.0710	ASAX	AQR MULTI STRATEGY ALT FUND I	\$9.900	\$5,039.80	1.0%	\$5,000.00	\$39.80	\$21.89	0.4%
		CUSIP - 00203H792							
536.1900	AQRX	AQR FDS RISK PARITY FD CL I	\$11.490	\$6,160.82	1.3%	\$6,000.02	\$160.80	\$77.75	1.3%
		CUSIP - 00203H826							
346.3850	MALOX	BLACKROCK GLOBAL ALLOCATIO-I	\$19.830	\$6,868.81	1.4%	\$6,797.27	\$71.54	\$99.07	1.4%
		CUSIP - 09251T509							
545.5560	ASFX	ABSOLUTE STRATEGIES FUND-I	\$11.080	\$6,044.76	1.3%	\$6,000.00	\$44.76	\$1.64	
		CUSIP - 34984T600							
150.0000	AMJ	JPM ALERIAN MLP INDEX ETN	\$38.460	\$5,769.00	1.2%	\$5,763.00	\$6.00	\$303.45	5.3%
		CUSIP - 46625H365							
516.3990	JSOSX	J P MORGAN TR INCOME OPP SEL	\$11.830	\$6,109.00	1.3%	\$6,000.01	\$108.99	\$215.85	3.5%
		CUSIP - 4812A4351							
394.2380	MFLDX	MAINSTAY FDS TR	\$15.840	\$6,244.73	1.3%	\$6,000.00	\$244.73		
		MARKETFIELD FD CL I							
		CUSIP - 56064B852							
319.2060	MERFX	THE MERGER FUND	\$15.830	\$5,053.03	1.1%	\$5,000.00	\$53.03	\$82.67	1.6%
		CUSIP - 589509108							
905.6940	PAUPX	PIMCO ALL ASSET ALL AUTH FUND	\$11.090	\$10,044.15	2.1%	\$10,025.59	\$18.56	\$530.74	5.3%
		CUSIP - 72201M438							
485.2630	PALPX	PIMCO ALL ASSET FUND	\$12.600	\$6,114.31	1.3%	\$5,999.99	\$114.32	\$303.77	5.0%



12/01/2012 - 12/31/2012

TR U/W O. LUEDEKING SUBTR FOR UC

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

CUSIP - 72201M867

35.0000	GLD	SPDR GOLD TRUST	\$162.020	\$5,670.71	1.2%	\$5,572.73	\$97.98		
		CUSIP - 78463V107							
Alternative Strategies - Total				\$69,119.12	14.4%	\$68,158.61	\$960.51	\$1,636.83	2.4%

Real Estate Investments

400.0000	VNQ	VANGUARD REIT ETF	\$65.800	\$26,320.00	5.5%	\$20,869.94	\$5,450.06	\$937.20	3.6%
		CUSIP - 922908553							
Real Estate Investments - Total				\$26,320.00	5.5%	\$20,869.94	\$5,450.06	\$937.20	3.6%

Total Portfolio Positions				\$480,353.92	100.0%	\$469,504.90	\$10,849.02	\$15,881.27	3.3%
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12/01/2012 - 12/31/2012

TR U/W O LUEDEKING SUB BEECHWOOD

FIFTH THIRD BANK
TR U/W OTTO LUEDEKING
SUBTRUST BEECHWOOD HOME**Investment Account 01-01-000-3818309**

Trust Officer: JOHN LONNEMAN (513) 579-5409

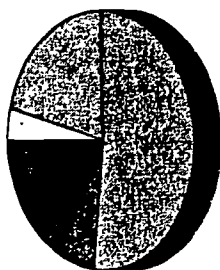
Portfolio Manager: HUGH ANDERSON (513) 534-7066

INVESTMENT ALLOCATION SUMMARY

Description	Last Statement	This Statement	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	\$7,680.78	\$8,631.09	4%	\$0.26	0.0%
Fixed Income	\$50,032.00	\$49,801.00	21%	\$2,454.30	4.9%
Equities	\$116,607.14	\$119,384.85	52%	\$3,799.49	3.2%
Real Estate Investments	\$14,447.25	\$14,805.00	6%	\$527.18	3.6%
Alternative Strategies	\$38,626.76	\$39,025.23	17%	\$801.14	2.1%
Total Account Value	\$227,393.93	\$231,647.17	100%	\$7,582.37	3.3%

Net change in total account value 1.9 % Increase

- ☐ Cash and Equivalents - 4%
☒ Fixed Income - 21%
☒ Equities - 52%
☒ Real Estate Inv. - 6%
☒ Alternative Strategies - 17%

**ACCOUNT SUMMARY**

	Income Cash	Principal Cash	Investments *	Total
Beginning Balance	\$4,244.33	\$3,436.45	\$219,713.15	\$227,393.93
Income	\$1,697.41	\$180.11		\$1,877.52
Distributions	\$(148.15)			\$(148.15)
Net Security Transactions		\$(779.06)	\$779.06	
Change in Market Value			\$2,523.87	\$2,523.87
Ending Balance	\$5,793.59	\$2,837.50	\$223,016.08	\$231,647.17

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

ACCOUNT OVERVIEW

	Current Period	YTD
Income Earned		
Interest	\$0.00	\$981.43
Dividends	\$1,877.52	\$6,834.02
Other Income	\$0.00	\$0.26
Total Income Earned	\$1,877.52	\$7,815.71
Distributions		
Cash	\$(148.15)	\$(12,988.35)
Total Distributions	\$(148.15)	\$(12,988.35)
Security Transactions		
Purchases	\$(2,999.99)	\$(48,913.59)
Sales	\$2,220.93	\$50,338.82
Net Security Transactions	\$(779.06)	\$1,425.23

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	\$(279.07)	\$(727.29)
Long-term gain/(loss)	\$0.00	\$527.51
Net realized gain/(loss)	\$(279.07)	\$(199.78)

INVESTMENT OBJECTIVE**Growth**

Total return through long-term growth of capital, an expectation of a high degree of principal fluctuation.



FIFTH THIRD
PRIVATE BANK

TR U/W O LUEDEKING SUB BEECHWOOD

12/01/2012 - 12/31/2012

02-0103

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
1.0900		CASH	\$1.000	\$1.09	0.0%	\$1.09			
5,793.0000		FIFTH THIRD BANKSAFE TRUST (INCOME INVESTMENT) CUSIP - 316775907	\$1.000	\$5,793.00	2.5%	\$5,793.00		\$0.17	
2,837.0000		FIFTH THIRD BANKSAFE TRUST CUSIP - 316775907	\$1.000	\$2,837.00	1.2%	\$2,837.00		\$0.09	
Cash & Equivalents - Total				\$8,631.09	3.7%	\$8,631.09		\$0.26	0.0%

Fixed Income

100.0000	AGG	ISHARES CORE TOTAL U.S. BOND MARKET ETF CUSIP - 464287226	\$111.080	\$11,108.00	4.8%	\$10,269.36	\$838.64	\$282.80	2.5%
100.0000	LQD	ISHARES IBOX \$ INVESTMENT GRADE CORPORATE BOND FUND CUSIP - 464287242	\$120.990	\$12,099.00	5.2%	\$10,136.94	\$1,962.06	\$462.90	3.8%
200.0000	HYG	ISHARES HIGH YIELD CORP BND FND CUSIP - 464288513	\$93.350	\$18,670.00	8.1%	\$18,251.49	\$418.51	\$1,232.00	6.6%
200.0000	PFF	ISHARES S&P PFD STK INDX FN CUSIP - 464288687	\$39.620	\$7,924.00	3.4%	\$7,886.44	\$37.56	\$476.60	6.0%
Fixed Income - Total				\$49,801.00	21.5%	\$46,544.23	\$3,256.77	\$2,454.30	4.9%

Equities

100.0000	AMGN	AMGEN INC CUSIP - 031162100	\$86.200	\$8,620.00	3.7%	\$5,648.75	\$2,971.25	\$188.00	2.2%
287.0000	BK	BANK OF NEW YORK MELLON CORP CUSIP - 064058100	\$25.700	\$7,375.90	3.2%	\$10,874.09	\$(3,498.19)	\$149.24	2.0%
65.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	\$108.140	\$7,029.10	3.0%	\$2,371.75	\$4,657.35	\$234.00	3.3%
150.0000	DD	DU PONT E I DE NEMOURS & CO	\$44.978	\$6,746.78	2.9%	\$6,342.00	\$404.78	\$258.00	3.8%



12/01/2012 - 12/31/2012

TR U/W O LUDEKING SUB BEECHWOOD

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
CUSIP - 263534109									
100.0000	DUK	DUKE ENERGY CORP NEW COM NEW	\$63.800	\$6,380.00	2.8%	\$4,690.35	\$1,689.65	\$306.00	4.8%
CUSIP - 26441C204									
225.0000	INTC	INTEL CORP	\$20.620	\$4,639.50	2.0%	\$5,517.21	\$(877.71)	\$202.50	4.4%
CUSIP - 458140100									
200.0000	EFA	ISHARES MSCI EAFE INDEX FD	\$56.860	\$11,372.00	4.9%	\$14,503.00	\$(3,131.00)	\$351.80	3.1%
CUSIP - 464287465									
100.0000	JNJ	JOHNSON & JOHNSON	\$70.100	\$7,010.00	3.0%	\$5,035.00	\$1,975.00	\$244.00	3.5%
CUSIP - 478160104									
200.0000	MSFT	MICROSOFT CORP	\$26.709	\$5,341.94	2.3%	\$5,232.89	\$109.05	\$184.00	3.4%
CUSIP - 594918104									
100.0000	PEP	PEPSICO INC COMMON	\$68.430	\$6,843.00	3.0%	\$4,573.59	\$2,269.41	\$215.00	3.1%
CUSIP - 713448108									
250.0000	PFE	PFIZER INC	\$25.079	\$6,269.83	2.7%	\$8,589.70	\$(2,319.87)	\$240.00	3.8%
CUSIP - 717081103									
80.0000	RDS A	ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS	\$68.950	\$5,516.00	2.4%	\$3,620.00	\$1,896.00	\$233.92	4.2%
CUSIP - 780259206									
150.0000	SE	SPECTRA ENERGY CORP	\$27.380	\$4,107.00	1.8%	\$3,381.15	\$725.85	\$183.00	4.5%
CUSIP - 847560109									
90.0000	MMM	3M CO	\$92.850	\$8,356.50	3.6%	\$6,488.97	\$1,867.53	\$212.40	2.5%
CUSIP - 88579Y101									
235.0000	VWO	VANGUARD MSCI EMERGING MARKETS ETF	\$44.530	\$10,464.55	4.5%	\$10,100.39	\$364.16	\$229.13	2.2%
CUSIP - 922042858									
175.0000	WAG	WALGREEN CO	\$37.010	\$6,476.75	2.8%	\$5,684.70	\$792.05	\$192.50	3.0%



12/01/2012 - 12/31/2012

TR U/W O LUEDEKING SUB BEECHWOOD

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

CUSIP - 931422109

200.0000	WFC	WELLS FARGO & COMPANY	\$34.180	\$6,836.00	3.0%	\$4,063.93	\$2,772.07	\$176.00	2.6%
		CUSIP - 949746101							
		Equities - Total		\$119,384.85	51.5%	\$106,717.47	\$12,667.38	\$3,799.49	3.2%

Alternative Strategies									
355.8020	ASATX	AQR MULTI STRATEGY ALT FUND I	\$9.900	\$3,522.44	1.5%	\$3,500.00	\$22.44	\$15.30	0.4%
		CUSIP - 00203H792							
311.7710	AQRX	AQR FDS RISK PARITY FD CL I	\$11.490	\$3,582.25	1.5%	\$3,499.99	\$82.26	\$45.21	1.3%
		CUSIP - 00203H826							
266.5030	MALOX	BLACKROCK GLOBAL ALLOCATIO-I	\$19.830	\$5,284.75	2.3%	\$5,233.59	\$51.16	\$76.22	1.4%
		CUSIP - 09251T509							
317.6610	ASFTX	ABSOLUTE STRATEGIES FUND-I	\$11.080	\$3,519.68	1.5%	\$3,500.00	\$19.68	\$0.95	
		CUSIP - 34984T600							
50.0000	AMJ	JPM ALERIAN MLP INDEX ETN	\$38.460	\$1,923.00	0.8%	\$1,972.00	\$(49.00)	\$101.15	5.3%
		CUSIP - 46625H365							
331.7850	MFLDX	MAINSTAY FDS TR	\$15.840	\$5,255.47	2.3%	\$5,000.00	\$255.47		
		MARKETFIELD FD CL I							
		CUSIP - 56064B852							
159.9700	MERFX	THE MERGER FUND	\$15.830	\$2,532.33	1.1%	\$2,500.00	\$32.33	\$41.43	1.6%
		CUSIP - 589509108							
452.8460	PAUPX	PIMCO ALL ASSET ALL AUTH FUND	\$11.090	\$5,022.06	2.2%	\$5,012.79	\$9.27	\$265.37	5.3%
		CUSIP - 72201M438							
408.1620	PALPX	PIMCO ALL ASSET FUND	\$12.600	\$5,142.84	2.2%	\$4,999.99	\$142.85	\$255.51	5.0%
		CUSIP - 72201M867							
20.0000	GLD	SPDR GOLD TRUST	\$162.020	\$3,240.41	1.4%	\$3,236.08	\$4.33		
		CUSIP - 78463V107							
		Alternative Strategies - Total		\$39,025.23	16.8%	\$38,454.44	\$570.79	\$801.14	2.1%

FIFTH THIRD
PRIVATE BANK

TR U/W O LUEDEKING SUB BEECHWOOD

12/01/2012 - 12/31/2012

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est Annual Income	Est Yield
225.0000	VNQ	VANGUARD REIT ETF	\$65.800	\$14,805.00	6.4%	\$11,970.11	\$2,834.89	\$527.18	3.6%
		CUSIP - 922908553							
		Real Estate Investments - Total		\$14,805.00	6.4%	\$11,970.11	\$2,834.89	\$527.18	3.6%
Total Portfolio Positions				\$231,647.17	100.0%	\$212,317.34	\$19,329.83	\$7,582.37	3.3%