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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

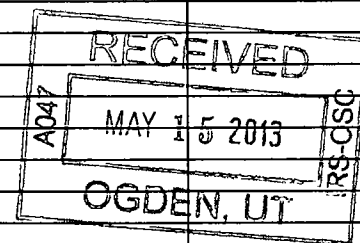
Department of the Treasury  
Internal Revenue Service

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<br><b>THE FRANCES R LUTHER CHARITABLE TRUST</b>                                                                                                                                                                                                                                         |                                                                                                                                                                                                        | <b>A Employer identification number</b><br><b>31-6646985</b>                                                                                                                        |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>P O BOX 630858</b>                                                                                                                                                                                                 | Room/suite                                                                                                                                                                                             | <b>B Telephone number (see instructions)</b><br><b>513- 534-5310</b>                                                                                                                |
| City or town, state, and ZIP code<br><b>CINCINNATI, OH 45263-0858</b>                                                                                                                                                                                                                                      |                                                                                                                                                                                                        | <b>C</b> If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
| <b>G Check all that apply:</b> <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |                                                                                                                                                                                                        | <b>D</b> 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| <b>H Check type of organization:</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                   |                                                                                                                                                                                                        | <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                |
| <b>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$</b> <b>37,158,586.</b>                                                                                                                                                                                          | <b>J Accounting method:</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis.) |                                                                                                                                                                                     |
| <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                                                                                                                                                    |                                                                                                                                                                                                        |                                                                                                                                                                                     |

| 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) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| <b>1</b> Contributions, gifts, grants, etc., received (attach schedule)                                                                                             |                                    |                           |                         |                                                             |
| <b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B                                                                          |                                    |                           |                         |                                                             |
| <b>3</b> Interest on savings and temporary cash investments                                                                                                         | 109,983.                           | 109,983.                  |                         | STMT 1                                                      |
| <b>4</b> Dividends and interest from securities                                                                                                                     | 1,001,155.                         | 992,705.                  |                         | STMT 2                                                      |
| <b>5a</b> Gross rents                                                                                                                                               |                                    |                           |                         |                                                             |
| <b>b</b> Net rental income or (loss)                                                                                                                                |                                    |                           |                         |                                                             |
| <b>6a</b> Net gain or (loss) from sale of assets not on line 10                                                                                                     | 69,875.                            |                           |                         |                                                             |
| <b>b</b> Gross sales price for all assets on line 6a <b>9,056,361.</b>                                                                                              |                                    |                           |                         |                                                             |
| <b>7</b> Capital gain net income (from Part IV, line 2)                                                                                                             |                                    | 69,875.                   |                         |                                                             |
| <b>8</b> Net short-term capital gain                                                                                                                                |                                    |                           |                         |                                                             |
| <b>9</b> Income modifications                                                                                                                                       |                                    |                           |                         |                                                             |
| <b>10a</b> Gross sales less returns and allowances                                                                                                                  |                                    |                           |                         |                                                             |
| <b>b</b> Less: Cost of goods sold                                                                                                                                   |                                    |                           |                         |                                                             |
| <b>c</b> Gross profit or (loss) (attach schedule)                                                                                                                   |                                    |                           |                         |                                                             |
| <b>11</b> Other income (attach schedule)                                                                                                                            |                                    |                           |                         |                                                             |
| <b>12 Total.</b> Add lines 1 through 11                                                                                                                             | 1,181,013.                         | 1,172,563.                |                         |                                                             |
| <b>13</b> Compensation of officers, directors, trustees, etc.                                                                                                       |                                    |                           |                         |                                                             |
| <b>14</b> Other employee salaries and wages                                                                                                                         |                                    | NONE                      | NONE                    |                                                             |
| <b>15</b> Pension plans, employee benefits                                                                                                                          |                                    | NONE                      | NONE                    |                                                             |
| <b>16a</b> Legal fees (attach schedule)                                                                                                                             |                                    |                           |                         |                                                             |
| <b>b</b> Accounting fees (attach schedule)                                                                                                                          |                                    |                           |                         |                                                             |
| <b>c</b> Other professional fees (attach schedule)                                                                                                                  |                                    |                           |                         |                                                             |
| <b>17</b> Interest                                                                                                                                                  |                                    |                           |                         |                                                             |
| <b>18</b> Taxes (attach schedule) (see instructions) <b>STMT 3</b>                                                                                                  | 14,749.                            | 5,249.                    |                         |                                                             |
| <b>19</b> Depreciation (attach schedule) and depletion                                                                                                              |                                    |                           |                         |                                                             |
| <b>20</b> Occupancy                                                                                                                                                 |                                    |                           |                         |                                                             |
| <b>21</b> Travel, conferences, and meetings                                                                                                                         |                                    | NONE                      | NONE                    |                                                             |
| <b>22</b> Printing and publications                                                                                                                                 |                                    | NONE                      | NONE                    |                                                             |
| <b>23</b> Other expenses (attach schedule) <b>STMT 4</b>                                                                                                            | 242,251.                           | 160,808.                  |                         | 81,443.                                                     |
| <b>24 Total operating and administrative expenses.</b> Add lines 13 through 23                                                                                      | 257,000.                           | 166,057.                  | NONE                    | 81,443.                                                     |
| <b>25</b> Contributions, gifts, grants paid                                                                                                                         | 1,748,475.                         |                           |                         | 1,748,475.                                                  |
| <b>26 Total expenses and disbursements.</b> Add lines 24 and 25                                                                                                     | 2,005,475.                         | 166,057.                  | NONE                    | 1,829,918.                                                  |
| <b>27 Subtract line 26 from line 12:</b>                                                                                                                            |                                    |                           |                         |                                                             |
| <b>a</b> Excess of revenue over expenses and disbursements                                                                                                          | -824,462.                          |                           |                         |                                                             |
| <b>b</b> Net investment income (if negative, enter -0-)                                                                                                             |                                    | 1,006,506.                |                         |                                                             |
| <b>c</b> Adjusted net income (if negative, enter -0-)                                                                                                               |                                    |                           |                         |                                                             |



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| <b>Part II Balance Sheets</b>      |                                                                                                                             | 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 |
| <b>Assets</b>                      | 1                                                                                                                           | Cash - non-interest-bearing . . . . .                                                                                           |             |                   |                |                       |
|                                    | 2                                                                                                                           | Savings and temporary cash investments . . . . .                                                                                |             | 1,591,663.        | 486,231.       | 486,231.              |
|                                    | 3                                                                                                                           | Accounts receivable ▶<br>Less: allowance for doubtful accounts ▶                                                                |             |                   |                |                       |
|                                    | 4                                                                                                                           | Pledges receivable ▶<br>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) ▶<br>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) . <b>STMT 5</b>                                                                 |             | 30,144,727.       | 30,037,311.    | 28,888,529.           |
|                                    | c                                                                                                                           | Investments - corporate bonds (attach schedule) . <b>STMT 6</b>                                                                 |             | 7,076,980.        | 7,450,716.     | 7,783,826.            |
|                                    | 11                                                                                                                          | Investments - land, buildings, and equipment: basis<br>Less: accumulated depreciation (attach schedule) ▶                       |             |                   |                |                       |
|                                    | 12                                                                                                                          | Investments - mortgage loans . . . . .                                                                                          |             |                   |                |                       |
|                                    | 13                                                                                                                          | Investments - other (attach schedule) . . . . .                                                                                 |             |                   |                |                       |
|                                    | 14                                                                                                                          | Land, buildings, and equipment: basis<br>Less: accumulated depreciation (attach schedule) ▶                                     |             |                   |                |                       |
| 15                                 | Other assets (describe ▶)                                                                                                   |                                                                                                                                 |             |                   |                |                       |
| 16                                 | <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .              |                                                                                                                                 | 38,813,370. | 37,974,258.       | 37,158,586.    |                       |
| <b>Liabilities</b>                 | 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                                 | <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                                |                                                                                                                                 |             |                   | NONE           |                       |
| <b>Net Assets or Fund Balances</b> | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>                                                     |                                                                                                                                 |             |                   |                |                       |
|                                    | 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. ▶ <input checked="" type="checkbox"/> |                                                                                                                                 |             |                   |                |                       |
|                                    | 27                                                                                                                          | Capital stock, trust principal, or current funds . . . . .                                                                      | 38,813,370. | 37,974,258.       |                |                       |
|                                    | 28                                                                                                                          | Paid-in or capital surplus, or land, bldg., and equipment fund . . . .                                                          |             |                   |                |                       |
| 29                                 | Retained earnings, accumulated income, endowment, or other funds . .                                                        |                                                                                                                                 |             |                   |                |                       |
| 30                                 | <b>Total net assets or fund balances</b> (see instructions) . . . . .                                                       | 38,813,370.                                                                                                                     | 37,974,258. |                   |                |                       |
| 31                                 | <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                                          | 38,813,370.                                                                                                                     | 37,974,258. |                   |                |                       |

**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 | 38,813,370. |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | -824,462.   |
| 3 | Other increases not included in line 2 (itemize) ▶                                                                                                                   | 3 |             |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 37,988,908. |
| 5 | Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 7</b>                                                                                                  | 5 | 14,650.     |
| 6 | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .                                               | 6 | 37,974,258. |

Form 990-PF (2012)

**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,<br>2-story brick warehouse; or common stock, 200 shs. MLC Co.) |                                            |                                                 | (b) How<br>acquired<br>P - Purchase<br>D - Donation                                             | (c) Date<br>acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|---------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|-----------------------------------------|----------------------------------|
| <b>1a PUBLICLY TRADED SECURITIES</b>                                                                                                  |                                            |                                                 |                                                                                                 |                                         |                                  |
| <b>b</b>                                                                                                                              |                                            |                                                 |                                                                                                 |                                         |                                  |
| <b>c</b>                                                                                                                              |                                            |                                                 |                                                                                                 |                                         |                                  |
| <b>d</b>                                                                                                                              |                                            |                                                 |                                                                                                 |                                         |                                  |
| <b>e</b>                                                                                                                              |                                            |                                                 |                                                                                                 |                                         |                                  |
| (e) Gross sales price                                                                                                                 | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                    |                                         |                                  |
| <b>a</b> 9,056,361.                                                                                                                   |                                            | 8,986,486.                                      | 69,875.                                                                                         |                                         |                                  |
| <b>b</b>                                                                                                                              |                                            |                                                 |                                                                                                 |                                         |                                  |
| <b>c</b>                                                                                                                              |                                            |                                                 |                                                                                                 |                                         |                                  |
| <b>d</b>                                                                                                                              |                                            |                                                 |                                                                                                 |                                         |                                  |
| <b>e</b>                                                                                                                              |                                            |                                                 |                                                                                                 |                                         |                                  |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69                                           |                                            |                                                 | (i) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |                                         |                                  |
| (i) F.M.V. as of 12/31/69                                                                                                             | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                                 |                                         |                                  |
| <b>a</b>                                                                                                                              |                                            |                                                 | 69,875.                                                                                         |                                         |                                  |
| <b>b</b>                                                                                                                              |                                            |                                                 |                                                                                                 |                                         |                                  |
| <b>c</b>                                                                                                                              |                                            |                                                 |                                                                                                 |                                         |                                  |
| <b>d</b>                                                                                                                              |                                            |                                                 |                                                                                                 |                                         |                                  |
| <b>e</b>                                                                                                                              |                                            |                                                 |                                                                                                 |                                         |                                  |
| <b>2 Capital gain net income or (net capital loss)</b>                                                                                |                                            |                                                 | <b>2</b>                                                                                        | 69,875.                                 |                                  |
| If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7                                                       |                                            |                                                 |                                                                                                 |                                         |                                  |
| <b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>                                                |                                            |                                                 | <b>3</b>                                                                                        |                                         |                                  |
| If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in<br>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)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                      | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2011                                                                                                                                                                                      | 1,705,531.                               | 35,716,352.                                  | 0.047752                                                    |
| 2010                                                                                                                                                                                      | 1,540,432.                               | 33,955,281.                                  | 0.045366                                                    |
| 2009                                                                                                                                                                                      | 1,558,870.                               | 30,787,025.                                  | 0.050634                                                    |
| 2008                                                                                                                                                                                      | 1,924,956.                               | 36,883,015.                                  | 0.052191                                                    |
| 2007                                                                                                                                                                                      | 2,022,028.                               | 42,804,438.                                  | 0.047239                                                    |
| <b>2 Total of line 1, column (d)</b>                                                                                                                                                      |                                          |                                              | <b>2</b> 0.243182                                           |
| <b>3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the<br/>number of years the foundation has been in existence if less than 5 years</b> |                                          |                                              | <b>3</b> 0.048636                                           |
| <b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>                                                                                                     |                                          |                                              | <b>4</b> 36,885,136.                                        |
| <b>5 Multiply line 4 by line 3</b>                                                                                                                                                        |                                          |                                              | <b>5</b> 1,793,945.                                         |
| <b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>                                                                                                                       |                                          |                                              | <b>6</b> 10,065.                                            |
| <b>7 Add lines 5 and 6</b>                                                                                                                                                                |                                          |                                              | <b>7</b> 1,804,010.                                         |
| <b>8 Enter qualifying distributions from Part XII, line 4</b>                                                                                                                             |                                          |                                              | <b>8</b> 1,829,918.                                         |

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 <input type="checkbox"/> and enter "N/A" on line 1. . . . .<br>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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .                                                                         | 1  | 10,065. |
| 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  | 10,065. |
| 4  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                                  | 4  | NONE    |
| 5  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .                                                                                                                                     | 5  | 10,065. |
| 6  | <b>Credits/Payments:</b>                                                                                                                                                                                                                     |    |         |
| a  | 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .                                                                                                                                                                  | 6a | 17,065. |
| 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  | 17,065. |
| 8  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .                                                                                                           | 8  |         |
| 9  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .                                                                                                                                        | 9  |         |
| 10 | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .                                                                                                                            | 10 | 7,000.  |
| 11 | Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> ▶ 7,000. <b>Refunded</b> ▶                                                                                                                                          | 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)? . . . . .<br>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 <b>Form 1120-POL</b> for this year? . . . . .                                                                                                                                                                                                                                                                                 |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(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? . . . . .<br>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 <b>Form 990-T</b> for this year? . . . . .                                                                                                                                                                                                                                                                     |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br>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:<br>• By language in the governing instrument, or<br>• 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) ▶<br>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  |

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**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 Telephone no. ▶ (513) 534-5498                                                                                                                          |                            |     |      |
| 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 . . . . .                                                                                       | ▶ <input type="checkbox"/> |     |      |
| 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? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                              | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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)? . . . . .                                                                                                                                                                                                                                                                                                                                                     | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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.) . . . . .                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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 . . . . . ▶ <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                     |                              |                                        |
| 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? . . . . .                                                                                                                                                                                                                                                                                                                                               | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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? . . . . .                                                                                                                                                                                                                                                                                                                                                                     | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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)?Organizations relying on a current notice regarding disaster assistance check here ☐**5b****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**6b****b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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<br>38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH 45263 | CO-TRUSTEE<br>1                                           |                                           | - 0 -                                                                 | - 0 -                                 |
| NARLEY L. HALEY<br>56 CARRINGTON POINT, FORT THOMAS, KY 41075      | CO-TRUSTEE<br>1                                           |                                           |                                                                       |                                       |
|                                                                    |                                                           |                                           |                                                                       |                                       |
|                                                                    |                                                           |                                           |                                                                       |                                       |

**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 |
|-------------------------------------------------------------------------------------------|---------------------|------------------|
| -----                                                                                     |                     |                  |
| -----                                                                                     |                     |                  |
| -----                                                                                     |                     |                  |
| -----                                                                                     |                     |                  |
| -----                                                                                     |                     |                  |
| -----                                                                                     |                     |                  |
| <b>Total number of others receiving over \$50,000 for professional services</b> . . . . . |                     | <b>NONE</b>      |

**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 |
|-------------------------------|----------|
| <b>1</b> <u>NONE</u><br>----- |          |
| <b>2</b> -----<br>-----       |          |
| <b>3</b> -----<br>-----       |          |
| <b>4</b> -----<br>-----       |          |

**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 |
|-------------------------------------------------------------------------------------------|--------|
| <b>1</b> <u>N/A</u><br>-----                                                              |        |
| <b>2</b> -----<br>-----                                                                   |        |
| All other program-related investments. See instructions.<br><b>3</b> <u>NONE</u><br>----- |        |
| <b>Total. Add lines 1 through 3</b> . . . . .                                             |        |

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

|          |                                                                                                             |           |             |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|-------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |           |             |
| <b>a</b> | Average monthly fair market value of securities                                                             | <b>1a</b> | 36,347,735. |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 1,099,104.  |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                    | <b>1c</b> | NONE        |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 37,446,839. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> |             |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  | NONE        |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | 37,446,839. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 561,703.    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 36,885,136. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 1,844,257.  |

**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.)

|           |                                                                                                           |           |            |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 1,844,257. |
| <b>2a</b> | Tax on investment income for 2012 from Part VI, line 5                                                    | <b>2a</b> | 10,065.    |
| <b>b</b>  | Income tax for 2012. (This does not include the tax from Part VI.)                                        | <b>2b</b> |            |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 10,065.    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 1,834,192. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  | NONE       |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 1,834,192. |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                    | <b>6</b>  | NONE       |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 1,834,192. |

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

|          |                                                                                                                                                      |           |            |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                           |           |            |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                                        | <b>1a</b> | 1,829,918. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                                   | <b>1b</b> |            |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | <b>2</b>  | NONE       |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                                                 |           |            |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                       | <b>3a</b> | NONE       |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                | <b>3b</b> | NONE       |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | <b>4</b>  | 1,829,918. |
| <b>5</b> | 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) | <b>5</b>  | 10,065.    |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | <b>6</b>  | 1,819,853. |

**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)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 1,834,192.  |
| <b>2</b> Undistributed income, if any, as of the end of 2012:                                                                                                                               |               |                            |             |             |
| <b>a</b> Enter amount for 2011 only . . . . .                                                                                                                                               |               |                            | 1,653,265.  |             |
| <b>b</b> Total for prior years: 20 <u>10</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .                                                                                                        |               | NONE                       |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2012:                                                                                                                                   |               |                            |             |             |
| <b>a</b> From 2007 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>b</b> From 2008 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>c</b> From 2009 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>d</b> From 2010 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>e</b> From 2011 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              | NONE          |                            |             |             |
| <b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>1,829,918.</u>                                                                                                    |               |                            |             |             |
| <b>a</b> Applied to 2011, but not more than line 2a . . . . .                                                                                                                               |               |                            | 1,653,265.  |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .                                                                                    |               | NONE                       |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .                                                                                            | NONE          |                            |             |             |
| <b>d</b> Applied to 2012 distributable amount . . . . .                                                                                                                                     |               |                            |             | 176,653.    |
| <b>e</b> Remaining amount distributed out of corpus . . . . .                                                                                                                               | NONE          |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2012 . . . . .<br>(If an amount appears in column (d), the same amount must be shown in column (a).)                                     | NONE          |                            |             | NONE        |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .                                                                                                                        | NONE          |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .                                                                                                         |               | NONE                       |             |             |
| <b>c</b> 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                       |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .                                                                                                         |               | NONE                       |             |             |
| <b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .                                                                          |               |                            |             |             |
| <b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .                                                              |               |                            |             | 1,657,539.  |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .                                  | NONE          |                            |             |             |
| <b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .                                                                              | NONE          |                            |             |             |
| <b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | NONE          |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                               |               |                            |             |             |
| <b>a</b> Excess from 2008 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>b</b> Excess from 2009 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>c</b> Excess from 2010 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>d</b> Excess from 2011 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>e</b> Excess from 2012 . . . . .                                                                                                                                                         | NONE          |                            |             |             |

**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)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

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

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 8

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

SEE ATTACHED STATEMENT FOR LINE 2

**c** Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>Name and address (home or business)                      | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount     |
|-----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|------------|
| <b>a Paid during the year</b>                                         |                                                                                                                    |                                      |                                     |            |
| SEE SCHEDULE ATTACHED                                                 | NONE                                                                                                               | EXEMPT                               | PROGRAM SUPPORT                     | 1,748,475. |
| <b>Total</b> . . . . .                                                |                                                                                                                    |                                      | <b>3a</b>                           | 1,748,475. |
| <b>b Approved for future payment</b>                                  |                                                                                                                    |                                      |                                     |            |
| Artswave<br>20 E. CENTRAL PARKWAY Cincinnati, OH 45202                | NONE                                                                                                               | EXEMPT                               | PROGRAM SUPPORT                     | 65,000.    |
| Girl Scouts of Western Ohio<br>4930 CORNELL ROAD Cincinnati, OH 45242 | NONE                                                                                                               | EXEMPT                               | PROGRAM SUPPORT                     | 25,000.    |
| <b>Total</b> . . . . .                                                |                                                                                                                    |                                      | <b>3b</b>                           | 90,000.    |

Form **990-PF** (2012)

## Enter gross amounts unless otherwise indicated.

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

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

Form 990-PF (2012)



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

| DESCRIPTION<br>-----  | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|-----------------------|--------------------------------------------------|--------------------------------------|
| MONEY MARKET INTEREST | 109,983.                                         | 109,983.                             |
|                       | -----                                            | -----                                |
| TOTAL                 | 109,983.                                         | 109,983.                             |
|                       | =====                                            | =====                                |

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

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| USGI REPORTED AS NONQUALIFIED DIVIDENDS  | 314.                                    | 314.                        |
| FOREIGN DIVIDENDS                        | 92,514.                                 | 92,514.                     |
| NONDIVIDEND DISTRIBUTIONS                | 6,865.                                  |                             |
| DOMESTIC DIVIDENDS                       | 635,577.                                | 635,577.                    |
| CORPORATE INTEREST                       | 123,378.                                | 123,378.                    |
| FOREIGN INTEREST                         | 28,863.                                 | 28,863.                     |
| EXEMPT INTEREST NOT SUBJECT TO AMT - STA | 1,585.                                  |                             |
| U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE | 21,557.                                 | 21,557.                     |
| INTEREST EXEMPT FROM STATE TAXATION      | 22,277.                                 | 22,277.                     |
| OID INCOME                               | 1,840.                                  | 1,840.                      |
| OID INCOME ON USGI                       | 1,689.                                  | 1,689.                      |
| NONQUALIFIED FOREIGN DIVIDENDS           | 8,196.                                  | 8,196.                      |
| NONQUALIFIED DOMESTIC DIVIDENDS          | 56,500.                                 | 56,500.                     |
|                                          | -----                                   | -----                       |
| TOTAL                                    | 1,001,155.                              | 992,705.                    |
|                                          | =====                                   | =====                       |

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

| DESCRIPTION                    | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|--------------------------------|-----------------------------------------|-----------------------------|
| -----                          | -----                                   | -----                       |
| EXCISE TAX ESTIMATE            | 9,500.                                  |                             |
| FOREIGN TAXES ON QUALIFIED FOR | 4,582.                                  | 4,582.                      |
| FOREIGN TAXES ON NONQUALIFIED  | 667.                                    | 667.                        |
|                                | -----                                   | -----                       |
| TOTALS                         | 14,749.                                 | 5,249.                      |
|                                | =====                                   | =====                       |

THE FRANCES R LUTHER CHARITABLE TRUST

31-6646985

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

| DESCRIPTION<br>-----           | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- | CHARITABLE<br>PURPOSES<br>----- |
|--------------------------------|--------------------------------------------------|--------------------------------------|---------------------------------|
| BANK SERVICE FEES              | 229,725.                                         | 160,808.                             | 68,917.                         |
| CO-TRUSTEE FEE                 | 11,486.                                          |                                      | 11,486.                         |
| MISCELLANEOUS CHARITABLE EXPEN | 1,040.                                           |                                      | 1,040.                          |
| TOTALS                         | 242,251.<br>=====                                | 160,808.<br>=====                    | 81,443.<br>=====                |

THE FRANCES R LUTHER CHARITABLE TRUST  
 FORM 990PF, PART II - CORPORATE STOCK  
 =====

31-6646985

| DESCRIPTION<br>-----  | BEGINNING<br>BOOK VALUE<br>----- | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>--- |
|-----------------------|----------------------------------|-------------------------------|----------------------|
| SEE SCHEDULE ATTACHED | 30,144,727.<br>-----             | 30,037,311.<br>-----          | 28,888,529.<br>----- |
| TOTALS                | 30,144,727.<br>=====             | 30,037,311.<br>=====          | 28,888,529.<br>===== |

THE FRANCES R LUTHER CHARITABLE TRUST  
 FORM 990PF, PART II - CORPORATE BONDS  
 =====

31-6646985

| DESCRIPTION<br>-----  | BEGINNING<br>BOOK VALUE<br>----- | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>--- |
|-----------------------|----------------------------------|-------------------------------|----------------------|
| SEE SCHEDULE ATTACHED | 7,076,980.<br>-----              | 7,450,716.<br>-----           | 7,783,826.<br>-----  |
| TOTALS                | 7,076,980.<br>=====              | 7,450,716.<br>=====           | 7,783,826.<br>=====  |

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

=====

## DESCRIPTION

## AMOUNT

-----

-----

|                                                |         |
|------------------------------------------------|---------|
| BALANCE SHEET ADJUSTMENT - IMPUTED OID INCOME  | 3,529.  |
| COST BASIS ADJUSTMENT - 2011 RETURN OF CAPITAL | 10,455. |
| COST BASIS ADJUSTMENT - 2012 WASH SALES        | 666.    |

TOTAL

-----  
14,650.  
=====

=====

RECIPIENT NAME:

FIFTH THIRD BANK, C/O PAULA WHARTON

ADDRESS:

38 FOUNTAIN SQUARE PLAZA

CINCINNATI, OH 45263

RECIPIENT'S PHONE NUMBER: 513-534-5498

FORM, INFORMATION AND MATERIALS:

LETTER

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

**HB, EW, FR Luther Foundation  
Contributions  
Fiscal Year Ending 12/31/2012**

| Organization                                          | Address                        | City        | St | Zip        | Usage                   | Amt          | Date Paid  |
|-------------------------------------------------------|--------------------------------|-------------|----|------------|-------------------------|--------------|------------|
| American Historical Print Collectors Society          | 94 Marne Street                | Farmingdale | NY | 11735      | Project/Program Support | \$10,000.00  | 12/7/2012  |
| Art Opportunities / ArtWorks                          | 20 E. Central Pkwy             | Cincinnati  | OH | 45202      | Project/Program Support | \$25,000.00  | 12/7/2012  |
| ArtsWave                                              | 20 E. Central Pkwy, Suite 200  | Cincinnati  | OH | 45202      | Annual Fund             | \$60,000.00  | 2/1/2012   |
| Big Brothers & Big Sisters Of Greater Cincinnati, CET | 2400 Reading Road              | Cincinnati  | OH | 45202      | Project/Program Support | \$25,000.00  | 5/23/2012  |
|                                                       | 1223 Central Parkway           | Cincinnati  | OH | 45214-2812 | Annual Fund             | \$50,000.00  | 7/30/2012  |
| The Children's Theatre                                | 5020 Oaklawn Drive, Suite 2000 | Cincinnati  | OH | 45227      | Project/Program Support | \$25,000.00  | 12/7/2012  |
| Christ Church Cathedral                               | 318 East 4th St.               | Cincinnati  | OH | 45202      | Project/Program Support | \$5,000.00   | 8/30/2012  |
| Cincinnati Arts Association                           | 650 Walnut Street              | Cincinnati  | OH | 45202      | Project/Program Support | \$40,000.00  | 8/30/2012  |
| Cincinnati Association for the Blind & Visually       | 2045 Gilbert Avenue            | Cincinnati  | OH | 45202-1490 | Project/Program Support | \$10,000.00  | 12/7/2012  |
| Cincinnati Ballet                                     | 1555 Central Parkway           | Cincinnati  | OH | 45214      | Project/Program Support | \$35,000.00  | 8/30/2012  |
| Cincinnati Children's Hospital Medical Center         | 3333 Burnet Avenue             | Cincinnati  | OH | 45229-3039 | Project/Program Support | \$250,000.00 | 12/7/2012  |
| Cincinnati Musical Festival Association / May         | 1241 Elm Street                | Cincinnati  | OH | 45202      | Project/Program Support | \$55,000.00  | 2/24/2012  |
| Cincinnati Nature Center Association                  | 4949 Teatown Road              | Cincinnati  | OH | 45150      | Project/Program Support | \$50,000.00  | 12/7/2012  |
| Cincinnati Symphony Orchestra                         | 1241 Elm Street                | Milford     | OH | 45273-9071 | Annual Fund             | \$125,000.00 | 1/17/2012  |
| Cincinnati Therapeutic Riding & Horsemanship          | 1342 US Hwy 50                 | Milford     | OH | 45150      | Project/Program Support | \$25,000.00  | 12/7/2012  |
| Clifton Cultural Arts Center                          | PO Box 20041                   | Cincinnati  | OH | 45220      | Project/Program Support | \$25,000.00  | 8/30/2012  |
| Crayons to Computers, Inc.                            | 1350 Tennessee Ave.            | Cincinnati  | OH | 45229      | Memorial Donation       | \$10,000.00  | 11/28/2012 |
| Dan Beard Council/Boy Scouts of America               | 10078 Reading Rd               | Cincinnati  | OH | 45241      | Project/Program Support | \$25,000.00  | 8/30/2012  |
| Dress For Success Cincinnati                          | 135 W. 4th St.                 | Cincinnati  | OH | 45202      | Project/Program Support | \$20,000.00  | 2/1/2012   |
| Episcopal Retirement Homes, Inc.                      | 3870 Virginia Avenue           | Cincinnati  | OH | 45227      | Project/Program Support | \$67,600.00  | 8/30/2012  |
| Fernside: A Center for Grieving Children              | P.O. Box 633597                | Cincinnati  | OH | 45263-3597 | Project/Program Support | \$25,000.00  | 12/7/2012  |
| Freestore Foodbank                                    | 1141 Central Parkway           | Cincinnati  | OH | 45202      | Project/Program Support | \$30,000.00  | 12/7/2012  |
| Friends of SCPA                                       | 108 West Central Parkway       | Cincinnati  | OH | 45202      | Endowment               | \$25,000.00  | 5/23/2012  |
| Friends of SCPA                                       | 108 West Central Parkway       | Cincinnati  | OH | 45202      | Project/Program Support | \$25,000.00  | 5/23/2012  |
| Friends of the Public Library of Cincinnati and       | 8456 Vine Street               | Cincinnati  | OH | 45216      | Project/Program Support | \$18,000.00  | 12/7/2012  |
| The Governor's Academy                                | 1 Elm Street                   | Byfield     | MA | 01922-2734 | Annual Fund             | \$25,000.00  | 2/24/2012  |
| Hillside Trust                                        | 710 Tusculum                   | Cincinnati  | OH | 45226-1770 | Project/Program Support | \$10,000.00  | 12/7/2012  |
| Hospice of Cincinnati                                 | 4360 Cooper Road, Suite 300    | Cincinnati  | OH | 45242-5613 | Project/Program Support | \$50,000.00  | 5/23/2012  |
| Hoxworth Blood Center/University of Cincinnati        | 51 Goodman Drive               | Cincinnati  | OH | 45219-0970 | Project/Program Support | \$50,000.00  | 12/4/2012  |
| Hoxworth Blood Center/University of Cincinnati        | 51 Goodman Drive               | Cincinnati  | OH | 45219-0970 | Project/Program Support | (\$125.00)   | 6/1/2012   |
| Hyde Park Center for Older Adults                     | 2800 Erie Avenue               | Cincinnati  | OH | 45208      | Project/Program Support | \$18,000.00  | 8/30/2012  |
| INTERalliance of Greater Cincinnati                   | 425 Walnut Street, Suite 1800  | Cincinnati  | OH | 45202-3957 | Project/Program Support | \$5,000.00   | 2/24/2012  |
| Joy Outdoor Education Center                          | 10117 Old 3-C Highway, Box 417 | Clarksville | OH | 45113      | Capital Fund Support    | \$25,000.00  | 2/24/2012  |
| Junior League of Cincinnati                           | 3500 Columbia Parkway          | Cincinnati  | OH | 45226      | Project/Program Support | \$10,000.00  | 12/7/2012  |
| L.A.D.D.                                              | 3603 Victory Parkway           | Cincinnati  | OH | 45229-2297 | Project/Program Support | \$25,000.00  | 12/7/2012  |
| Madcap Puppet Theatre                                 | 3316 Glenmore Avenue           | Cincinnati  | OH | 45211      | Project/Program Support | \$25,000.00  | 12/7/2012  |
| Music Resource Center                                 | P.O. Box 44253                 | Cincinnati  | OH | 45244      | Project/Program Support | \$20,000.00  | 5/23/2012  |

**HB, EW, FR Luther Foundation  
Contributions  
Fiscal Year Ending 12/31/2012**

| Organization                                     | Address                 | City         | St | Zip         | Usage                   | Amt                    | Date Paid |
|--------------------------------------------------|-------------------------|--------------|----|-------------|-------------------------|------------------------|-----------|
| National Society of Colonial Dames of America in | 6015 Crittenden Drive   | Cincinnati   | OH | 452044-3904 | Project/Program Support | \$10,000.00            | 5/23/2012 |
| Redwood Rehabilitation Center                    | 71 Orphanage Road       | Ft. Mitchell | KY | 41017       | Project/Program Support | \$25,000.00            | 12/7/2012 |
| Ronald McDonald House Charities of Greater       | 350 Erkenbrecher Avenue | Cincinnati   | OH | 45229       | Project/Program Support | \$25,000.00            | 8/30/2012 |
| The Salvation Army                               | P.O. Box 596            | Cincinnati   | OH | 45201       | Project/Program Support | \$20,000.00            | 12/7/2012 |
| Save the Animals Foundation                      | P.O. Box 932086         | Cleveland    | OH | 44193       | Project/Program Support | \$20,000.00            | 5/23/2012 |
| Seven Hills School                               | 5400 Red Bank Road      | Cincinnati   | OH | 45227-1198  | Project/Program Support | \$75,000.00            | 12/7/2012 |
| Starfire Council of Greater Cincinnati, Inc      | 5030 Oaklawn Drive      | Cincinnati   | OH | 45227       | Project/Program Support | \$20,000.00            | 2/24/2012 |
| Stepping Stones Center                           | 5650 Given Road         | Cincinnati   | OH | 45243-3426  | Project/Program Support | \$25,000.00            | 2/24/2012 |
| Taft Museum of Art                               | 316 Pike Street         | Cincinnati   | OH | 45202       | Project/Program Support | \$40,000.00            | 2/24/2012 |
| WGUC 90.9 FM                                     | 1223 Central Parkway    | Cincinnati   | OH | 45214-2889  | Project/Program Support | \$30,000.00            | 8/30/2012 |
| Xavier University                                | 3800 Victory Parkway    | Cincinnati   | OH | 45207       | Scholarship Support     | \$50,000.00            | 2/24/2012 |
| YMCA of Greater Cincinnati                       | 1105 Elm Street         | Cincinnati   | OH | 45202       | Capital Fund Support    | \$50,000.00            | 12/7/2012 |
| YWCA Greater Cincinnati                          | 898 Walnut Street       | Cincinnati   | OH | 45202       | Project/Program Support | \$35,000.00            | 12/7/2012 |
|                                                  |                         |              |    |             |                         | <u>\$ 1,748,475.00</u> |           |

12/01/2012 - 12/31/2012

## TR F.R.LUTHER CHAR. CONSOLIDATED

## PORTFOLIO POSITIONS

| Quantity                              | Symbol | Description                                                                                 | Current Price | Market Value        | % of Acct   | Cost Basis          | Unrealized Gain/(Loss) | Est. Annual Income | Est. Yield  |
|---------------------------------------|--------|---------------------------------------------------------------------------------------------|---------------|---------------------|-------------|---------------------|------------------------|--------------------|-------------|
| <b>Cash &amp; Equivalents</b>         |        |                                                                                             |               |                     |             |                     |                        |                    |             |
| 0.9900                                |        | CASH                                                                                        | \$1.000       | \$0.99              | 0.0%        | \$0.99              |                        |                    |             |
| 178,345.0000                          |        | FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES (INCOME INVESTMENT) CUSIP - 99FEDPVO1 | \$1.000       | \$178,345.00        | 0.5%        | \$178,345.00        |                        | \$17.83            |             |
| 307,885.0000                          |        | FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES CUSIP - 99FEDPVO1                     | \$1.000       | \$307,885.00        | 0.8%        | \$307,885.00        |                        | \$30.79            |             |
| <b>Cash &amp; Equivalents - Total</b> |        |                                                                                             |               | <b>\$486,230.99</b> | <b>1.3%</b> | <b>\$486,230.99</b> |                        | <b>\$48.62</b>     | <b>0.0%</b> |
| <b>Fixed Income</b>                   |        |                                                                                             |               |                     |             |                     |                        |                    |             |
| 20,000.0000                           |        | AGILENT TECHNOLOGIES INC 10/29/07 6.500 11/01/17 CUSIP - 00846UAC5                          | \$120.884     | \$24,176.80         | 0.1%        | \$24,174.00         | \$2.80                 | \$1,300.00         | 5.4%        |
| 40,000.0000                           |        | AGILENT TECHNOLOGIES INC 07/20/10 5.000 07/15/20 CUSIP - 00846UAG6                          | \$114.658     | \$45,863.20         | 0.1%        | \$40,952.95         | \$4,910.25             | \$2,000.00         | 4.4%        |
| 30,000.0000                           |        | AMERICAN WTR CAP CORP 12/17/12 4.300 12/01/42 CUSIP - 03040WAJ4                             | \$103.853     | \$31,155.90         | 0.1%        | \$30,366.60         | \$789.30               | \$1,290.00         | 4.1%        |
| 70,000.0000                           |        | AMPHENOL CORP NEW 11/05/09 4.750 11/15/14 CUSIP - 032095AA9                                 | \$106.551     | \$74,585.70         | 0.2%        | \$72,538.00         | \$2,047.70             | \$3,325.00         | 4.5%        |
| 75,000.0000                           |        | ANHEUSER BUSCH INBEV WORLDWIDE 07/14/11 VAR 07/14/14 CUSIP - 03523TBK3                      | \$100.379     | \$75,284.25         | 0.2%        | \$75,024.96         | \$259.29               | \$525.19           | 0.7%        |
| 65,000.0000                           |        | APACHE CORPORATION 4/16/2007 5.250 4/15/2013                                                | \$101.307     | \$65,849.55         | 0.2%        | \$66,124.85         | \$(275.30)             | \$3,412.50         | 5.2%        |

12/01/2012 - 12/31/2012

## TR F.R.LUTHER CHAR. CONSOLIDATED

## PORTFOLIO POSITIONS (continued)

| Quantity            | Symbol                         | Description             | Current Price | Market Value | % of Acct | Cost Basis  | Unrealized Gain/(Loss) | Est. Annual Income | Est. Yield |
|---------------------|--------------------------------|-------------------------|---------------|--------------|-----------|-------------|------------------------|--------------------|------------|
| <b>Fixed Income</b> |                                |                         |               |              |           |             |                        |                    |            |
|                     |                                | CUSIP - 037411AT2       |               |              |           |             |                        |                    |            |
| 30,000.0000         | AT&T INC                       | 03/01/11 5.350 09/01/40 | \$116.455     | \$34,936.50  | 0.1%      | \$35,438.70 | \$(502.20)             | \$1,605.00         | 4.6%       |
|                     |                                | CUSIP - 04650NAB0       |               |              |           |             |                        |                    |            |
| 60,000.0000         | BHP BILLITON FIN               | 03/25/09 6.500 04/01/14 | \$127.530     | \$76,518.00  | 0.2%      | \$75,826.20 | \$691.80               | \$3,900.00         | 5.1%       |
|                     |                                | CUSIP - 055451AH1       |               |              |           |             |                        |                    |            |
| 75,000.0000         | BARD C R INC SR NT             | 10/30/12 1.375 01/15/18 | \$100.528     | \$75,396.00  | 0.2%      | \$75,257.90 | \$138.10               | \$1,031.25         | 1.4%       |
|                     |                                | CUSIP - 067383AD1       |               |              |           |             |                        |                    |            |
| 20,000.0000         | BROWN FORMAN CORP              | 12/12/12 1.000 01/15/18 | \$99.433      | \$19,886.60  | 0.1%      | \$19,933.80 | \$(47.20)              | \$200.00           | 1.0%       |
|                     |                                | CUSIP - 115637AN0       |               |              |           |             |                        |                    |            |
| 55,000.0000         | BUNGE LTD FIN CORP SR NT       | 03/08/11 4.100 03/15/16 | \$107.423     | \$59,082.65  | 0.2%      | \$55,362.45 | \$3,720.20             | \$2,255.00         | 3.8%       |
|                     |                                | CUSIP - 120568AU4       |               |              |           |             |                        |                    |            |
| 25,000.0000         | BURLINGTON NORTHN SANTA FE DEB | 08/23/12 3.050 09/01/22 | \$103.346     | \$25,836.50  | 0.1%      | \$25,012.45 | \$824.05               | \$762.50           | 3.0%       |
|                     |                                | CP SR DEB               |               |              |           |             |                        |                    |            |
|                     |                                | CUSIP - 12189LAL5       |               |              |           |             |                        |                    |            |
| 50,000.0000         | CBS GTD SR NT                  | 06/20/12 4.850 06/01/42 | \$104.079     | \$52,039.50  | 0.1%      | \$50,983.65 | \$1,055.85             | \$2,425.00         | 4.7%       |
|                     |                                | CUSIP - 124857AJ2       |               |              |           |             |                        |                    |            |
| 10,000.0000         | CANADIAN NATL RAILWAY          | 2/25/09 5.550 3/1/19    | \$120.710     | \$12,071.00  | 0.0%      | \$12,300.90 | \$(229.90)             | \$555.00           | 4.6%       |
|                     |                                | CUSIP - 136375BT8       |               |              |           |             |                        |                    |            |
| 45,000.0000         | CANADIAN NATL RY CO            | 11/15/11 2.850 12/15/21 | \$104.872     | \$47,192.40  | 0.1%      | \$44,714.80 | \$2,477.60             | \$1,282.50         | 2.7%       |
|                     |                                | CUSIP - 136375BV3       |               |              |           |             |                        |                    |            |
| 35,000.0000         | CANADIAN PAC RY CO             |                         | \$124.815     | \$43,685.25  | 0.1%      | \$40,024.95 | \$3,660.30             | \$2,537.50         | 5.8%       |

12/01/2012 - 12/31/2012

## TR F.R.LUTHER CHAR. CONSOLIDATED

| PORTFOLIO POSITIONS (continued) |        |                                                                                         |               |              |           |             |                        |                    |            |
|---------------------------------|--------|-----------------------------------------------------------------------------------------|---------------|--------------|-----------|-------------|------------------------|--------------------|------------|
| Quantity                        | Symbol | Description                                                                             | Current Price | Market Value | % of Acct | Cost Basis  | Unrealized Gain/(Loss) | Est. Annual Income | Est. Yield |
| <b>Fixed Income</b>             |        |                                                                                         |               |              |           |             |                        |                    |            |
|                                 |        | 05/15/09 7.250 05/15/19<br>CUSIP - 13645RAJ3                                            | \$100.136     | \$75,102.00  | 0.2%      | \$75,332.00 | \$(230.00)             | \$1,406.25         | 1.9%       |
| 75,000.0000                     |        | CARNIVAL CORP<br>12/06/12 1.875 12/15/17<br>CUSIP - 143658AY8                           | \$102.692     | \$71,884.40  | 0.2%      | \$70,991.40 | \$893.00               | \$1,960.00         | 2.7%       |
| 70,000.0000                     |        | CAROLINA POWER AND LIGHT CO<br>05/18/12 2.800 05/15/22<br>CUSIP - 144141DC9             | \$101.218     | \$30,365.40  | 0.1%      | \$30,402.00 | \$(36.60)              | \$412.50           | 1.4%       |
| 30,000.0000                     |        | CATERPILLAR INC SR NT<br>05/27/11 1.375 05/27/14<br>CUSIP - 149123BU4                   | \$100.698     | \$5,034.90   | 0.0%      | \$5,010.75  | \$24.15                | \$55.20            | 1.1%       |
| 5,000.0000                      |        | CHEVRON CORP NEW NT<br>12/05/12 1.104 12/05/17<br>CUSIP - 166764AA8                     | \$103.104     | \$46,396.80  | 0.1%      | \$45,026.10 | \$1,370.70             | \$1,372.50         | 3.0%       |
| 45,000.0000                     |        | CLOROX CO DEL SR NT<br>09/13/12 3.050 09/15/22<br>CUSIP - 189054AT6                     | \$110.239     | \$22,047.80  | 0.1%      | \$21,988.55 | \$59.25                | \$660.00           | 3.0%       |
| 20,000.0000                     |        | COCA COLA CO<br>08/10/11 3.300 09/01/21<br>CUSIP - 191216AV2                            | \$131.281     | \$65,640.50  | 0.2%      | \$64,783.00 | \$857.50               | \$3,275.00         | 5.0%       |
| 50,000.0000                     |        | COMCAST CORP NEW<br>06/18/09 6.550 07/01/39<br>CUSIP - 20030NAY7                        | \$99.997      | \$29,999.10  | 0.1%      | \$30,038.55 | \$(39.45)              | \$405.00           | 1.4%       |
| 30,000.0000                     |        | CONAGRA FOODS INC SR NT<br>09/13/12 1.350 09/10/15<br>CUSIP - 205887BH4                 | \$108.750     | \$36,324.46  | 0.1%      | \$33,623.57 | \$2,700.89             | \$1,586.59         | 4.4%       |
| 33,401.8000                     |        | CONTL AIRLINES<br>12/02/10 4.750 01/12/21<br>PASS THRU CERT 2010-A<br>CUSIP - 21079VAA1 |               |              |           |             |                        |                    |            |

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## TR F.R.LUTHER CHAR. CONSOLIDATED

| PORTFOLIO POSITIONS (continued) |        |                                                                                                          |               |              |           |             |                        |                    |            |
|---------------------------------|--------|----------------------------------------------------------------------------------------------------------|---------------|--------------|-----------|-------------|------------------------|--------------------|------------|
| Quantity                        | Symbol | Description                                                                                              | Current Price | Market Value | % of Acct | Cost Basis  | Unrealized Gain/(Loss) | Est. Annual Income | Est. Yield |
| <b>Fixed Income</b>             |        |                                                                                                          |               |              |           |             |                        |                    |            |
| 55,000.0000                     |        | DANAHER CORP<br>12/11/07 5.625 01/15/18<br>CUSIP - 235851AG7                                             | \$120.270     | \$66,148.50  | 0.2%      | \$62,917.70 | \$3,230.80             | \$3,093.75         | 4.7%       |
| 50,000.0000                     |        | JOHN DEERE CAPITAL CORP<br>03/08/10 2.950 03/09/15<br>CUSIP - 24422EQY8                                  | \$104.797     | \$52,398.50  | 0.1%      | \$52,008.45 | \$390.05               | \$1,475.00         | 2.8%       |
| 34,772.8100                     |        | DELTA AIR LINES<br>11/22/10 4.950 05/23/2019<br>SERIES 2010-2A CLASS A<br>CUSIP - 247361ZH4              | \$109.000     | \$37,902.36  | 0.1%      | \$36,994.49 | \$907.87               | \$1,721.25         | 4.5%       |
| 20,000.0000                     |        | DEVON ENERGY CORP<br>01/09/09 6.300 01/15/19<br>CUSIP - 25179MAH6                                        | \$124.093     | \$24,818.60  | 0.1%      | \$24,878.00 | \$(59.40)              | \$1,260.00         | 5.1%       |
| 20,000.0000                     |        | DEVON ENERGY CORP NEW<br>07/12/11 5.600 07/15/41<br>CUSIP - 25179MAL7                                    | \$118.785     | \$23,757.00  | 0.1%      | \$21,218.20 | \$2,538.80             | \$1,120.00         | 4.7%       |
| 70,000.0000                     |        | DIAGEO CAP PLC<br>10/26/07 5.200 01/30/13<br>SEDOL B28V9P6 ISIN US 25243YAL39<br>CUSIP - 25243YAL3       | \$100.368     | \$70,257.60  | 0.2%      | \$73,440.85 | \$(3,183.25)           | \$3,640.00         | 5.2%       |
| 40,000.0000                     |        | DISTRICT COLUMBIA INCOME TAX<br>12/22/09 4.343 12/01/18<br>TAXABLE-SECD-SER E-BUILD<br>CUSIP - 25477GCT0 | \$114.939     | \$45,975.60  | 0.1%      | \$39,804.00 | \$6,171.60             | \$1,737.20         | 3.8%       |
| 35,000.0000                     |        | DOW CHEM CO<br>05/13/09 8.550 05/15/19<br>CUSIP - 260543BX0                                              | \$135.008     | \$47,252.80  | 0.1%      | \$42,948.80 | \$4,304.00             | \$2,992.50         | 6.3%       |
| 25,000.0000                     |        | DOW CHEM CO<br>11/14/11 5.250 11/15/41<br>CUSIP - 260543CE1                                              | \$111.531     | \$27,882.75  | 0.1%      | \$24,543.75 | \$3,339.00             | \$1,312.50         | 4.7%       |

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## TR F.R.LUTHER CHAR. CONSOLIDATED

| PORTFOLIO POSITIONS |        |                                                                                            |               |              |           |              |                        |                    |            | (continued) |  |
|---------------------|--------|--------------------------------------------------------------------------------------------|---------------|--------------|-----------|--------------|------------------------|--------------------|------------|-------------|--|
| Quantity            | Symbol | Description                                                                                | Current Price | Market Value | % of Acct | Cost Basis   | Unrealized Gain/(Loss) | Est. Annual Income | Est. Yield |             |  |
| Fixed Income        |        |                                                                                            |               |              |           |              |                        |                    |            |             |  |
| 10,000.0000         |        | DU PONT EI DE NEMOURS CO NOTE<br>09/23/10 1.950 01/15/16<br>CUSIP - 263534CD9              | \$103.117     | \$10,311.70  | 0.0%      | \$10,320.40  | \$(8.70)               | \$195.00           | 1.9%       |             |  |
| 30,000.0000         |        | DUKE CAP CORP<br>09/28/99 8.000 10/01/19<br>CUSIP - 26439RAH9                              | \$132.068     | \$39,620.40  | 0.1%      | \$35,375.40  | \$4,245.00             | \$2,400.00         | 6.1%       |             |  |
| 70,000.0000         |        | ECOLAB INC<br>12/08/11 3.000 12/08/16<br>CUSIP - 278865AK6                                 | \$106.271     | \$74,389.70  | 0.2%      | \$74,178.10  | \$211.60               | \$2,100.00         | 2.8%       |             |  |
| 53,686.7100         |        | FG G13078<br>03/01/08 6.000 03/01/23<br>CUSIP - 3128MBUB1                                  | \$112.563     | \$60,431.37  | 0.2%      | \$57,906.15  | \$2,525.22             | \$3,221.20         | 5.3%       |             |  |
| 60,625.0500         |        | FG G13997<br>11/01/10 4.000 12/01/25<br>CUSIP - 3128MCUW3                                  | \$105.721     | \$64,093.41  | 0.2%      | \$62,282.77  | \$1,810.64             | \$2,425.00         | 3.8%       |             |  |
| 82,113.4100         |        | FG G08484<br>03/01/12 3.000 03/01/42<br>CUSIP - 3128MJRE2                                  | \$104.645     | \$85,927.58  | 0.2%      | \$81,228.13  | \$4,699.45             | \$2,463.40         | 2.9%       |             |  |
| 46,440.7400         |        | FG G03941<br>02/01/08 6.000 02/01/38<br>CUSIP - 3128M5WA4                                  | \$108.825     | \$50,539.14  | 0.1%      | \$51,164.89  | \$(625.75)             | \$2,786.44         | 5.5%       |             |  |
| 89,019.3000         |        | FG G0-6359<br>03/01/11 4.000 02/01/41<br>CUSIP - 3128M8MG6                                 | \$108.662     | \$96,730.15  | 0.3%      | \$89,506.13  | \$7,224.02             | \$3,560.77         | 3.7%       |             |  |
| 90,000.0000         |        | FANNIE MAE<br>09/20/12 1.000 09/20/17<br>OPT CALL 09/20/2013 @ 100.00<br>CUSIP - 3135G0PP2 | \$100.031     | \$90,027.90  | 0.2%      | \$90,225.00  | \$(197.10)             | \$900.00           | 1.0%       |             |  |
| 110,000.0000        |        | FANNIE MAE<br>09/26/12 1.550 09/26/19                                                      | \$100.581     | \$110,639.10 | 0.3%      | \$110,831.60 | \$(192.50)             | \$1,705.00         | 1.5%       |             |  |

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## TR F.R.LUTHER CHAR. CONSOLIDATED

## PORTFOLIO POSITIONS (continued)

| Quantity                     | Symbol            | Description                                                 | Current Price | Market Value | % of Acct | Cost Basis   | Unrealized Gain/(Loss) | Est. Annual Income | Est. Yield |
|------------------------------|-------------------|-------------------------------------------------------------|---------------|--------------|-----------|--------------|------------------------|--------------------|------------|
| <b>Fixed Income</b>          |                   |                                                             |               |              |           |              |                        |                    |            |
| OPT CALL 09/26/2014 @ 100.00 |                   |                                                             |               |              |           |              |                        |                    |            |
|                              | CUSIP - 3135G0PS6 |                                                             |               |              |           |              |                        |                    |            |
| 130,000.0000                 |                   | FANNIE MAE<br>03/25/04 4.125 04/15/14<br>CUSIP - 31359MUT8  | \$105.012     | \$136,515.60 | 0.4%      | \$140,699.00 | \$(4,183.40)           | \$5,362.50         | 3.9%       |
| 50,000.0000                  |                   | FREDDIE MAC<br>03/04/10 1.625 04/15/13<br>CUSIP - 3137EACI6 | \$100.430     | \$50,215.00  | 0.1%      | \$49,756.00  | \$459.00               | \$812.50           | 1.6%       |
| 70,000.0000                  |                   | FREDDIE MAC<br>06/02/11 1.000 07/30/14<br>CUSIP - 3137EACU1 | \$101.200     | \$70,840.00  | 0.2%      | \$69,999.30  | \$840.70               | \$700.00           | 1.0%       |
| 60,000.0000                  |                   | FREDDIE MAC<br>01/13/12 2.375 01/13/22<br>CUSIP - 3137EADB2 | \$104.467     | \$62,680.20  | 0.2%      | \$62,233.20  | \$447.00               | \$1,425.00         | 2.3%       |
| 60,674.6000                  |                   | FN AJ9355<br>01/01/12 3.000 01/01/27<br>CUSIP - 3138E2MD4   | \$105.628     | \$64,089.37  | 0.2%      | \$62,869.30  | \$1,220.07             | \$1,820.24         | 2.8%       |
| 102,553.0000                 |                   | FN AP4258<br>08/01/12 3.000 08/01/42<br>CUSIP - 3138M7WU5   | \$104.888     | \$107,565.79 | 0.3%      | \$105,597.55 | \$1,968.24             | \$3,076.59         | 2.9%       |
| 8,526.3800                   |                   | FN 602050<br>09/01/01 6.000 09/01/16<br>CUSIP - 31388DZP6   | \$106.079     | \$9,044.70   | 0.0%      | \$8,663.61   | \$381.09               | \$511.58           | 5.7%       |
| 145,000.0000                 |                   | FANNIE MAE<br>09/27/10 1.625 10/26/15<br>CUSIP - 31398A4M1  | \$103.451     | \$150,003.95 | 0.4%      | \$150,213.35 | \$(209.40)             | \$2,356.25         | 1.6%       |
| 59,674.4400                  |                   | FN 725027<br>12/01/03 5.000 11/01/33<br>CUSIP - 31402CPL0   | \$108.950     | \$65,015.30  | 0.2%      | \$62,191.95  | \$2,823.35             | \$2,983.72         | 4.6%       |
| 54,938.6600                  |                   | FN 725162                                                   | \$111.700     | \$61,366.48  | 0.2%      | \$60,612.81  | \$753.67               | \$3,296.32         | 5.4%       |

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## TR F.R.LUTHER CHAR. CONSOLIDATED

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

|              |            |                                              |           |              |      |              |            |            |      |
|--------------|------------|----------------------------------------------|-----------|--------------|------|--------------|------------|------------|------|
|              |            | 01/01/04 6.000 02/01/34<br>CUSIP - 31402CTT9 | \$110.335 | \$47,785.33  | 0.1% | \$47,769.20  | \$16.13    | \$2,598.56 | 5.4% |
| 43,309.3100  | FN 735061  | 11/01/04 6.000 11/01/34<br>CUSIP - 31402QTS0 | \$109.403 | \$116,108.22 | 0.3% | \$112,297.67 | \$3,810.55 | \$5,837.09 | 5.0% |
| 106,128.9200 | FN 735141  | 12/01/04 5.500 01/01/35<br>CUSIP - 31402QWAS | \$108.757 | \$80,565.98  | 0.2% | \$77,296.71  | \$3,269.27 | \$3,703.94 | 4.6% |
| 74,078.8900  | FN 745275  | 01/01/06 5.000 02/01/36<br>CUSIP - 31403C610 | \$108.674 | \$105,263.22 | 0.3% | \$102,839.63 | \$2,423.59 | \$4,843.07 | 4.6% |
| 96,861.4600  | FN 888564  | 07/01/07 5.000 10/01/21<br>CUSIP - 31410GFD0 | \$107.737 | \$89,942.35  | 0.2% | \$87,709.60  | \$2,232.75 | \$3,756.75 | 4.2% |
| 83,483.2500  | FN 995158  | 11/01/08 4.500 12/01/20<br>CUSIP - 31416BQK7 | \$104.888 | \$63,833.28  | 0.2% | \$62,132.74  | \$1,700.54 | \$1,825.76 | 2.9% |
| 60,858.5200  | FN MA1044  | 03/01/12 3.000 03/01/42<br>CUSIP - 31418AES3 | \$107.306 | \$48,951.18  | 0.1% | \$45,498.96  | \$3,452.22 | \$1,824.73 | 3.7% |
| 45,618.3100  | FN AD-8522 | 08/01/10 4.000 08/01/40<br>CUSIP - 31418WPG9 | \$108.268 | \$63,504.90  | 0.2% | \$62,568.68  | \$936.22   | \$2,932.76 | 4.6% |
| 58,655.2800  | FN AE0040  | 05/01/10 5.000 06/01/25<br>CUSIP - 31419ABJ5 | \$106.143 | \$51,155.18  | 0.1% | \$49,836.23  | \$1,318.95 | \$1,686.81 | 3.3% |
| 48,194.5900  | FN AE1879  | 08/01/10 3.500 08/01/25<br>CUSIP - 31419CCR2 | \$106.700 | \$90,586.66  | 0.2% | \$86,052.56  | \$4,534.10 | \$2,971.45 | 3.3% |
| 84,898.4600  | FN AE5875  |                                              |           |              |      |              |            |            |      |

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## TR F.R.LUTHER CHAR. CONSOLIDATED

| PORTFOLIO POSITIONS |        |                                                                                                           |               |              |           |              |                        |                    |            |
|---------------------|--------|-----------------------------------------------------------------------------------------------------------|---------------|--------------|-----------|--------------|------------------------|--------------------|------------|
| (continued)         |        |                                                                                                           |               |              |           |              |                        |                    |            |
| Quantity            | Symbol | Description                                                                                               | Current Price | Market Value | % of Acct | Cost Basis   | Unrealized Gain/(Loss) | Est. Annual Income | Est. Yield |
| Fixed Income        |        |                                                                                                           |               |              |           |              |                        |                    |            |
| 50,000.0000         |        | 10/01/10 3.500 10/01/40<br>CUSIP - 31419GQ56                                                              | \$131.700     | \$65,850.00  | 0.2%      | \$62,059.45  | \$3,790.55             | \$4,000.00         | 6.1%       |
|                     |        | FEDEX CORP<br>01/16/09 8.000 01/15/19<br>CUSIP - 31428XAR7                                                |               |              |           |              |                        |                    |            |
| 20,000.0000         |        | FLORIDA PWR & LT CO<br>10/10/07 5.550 11/01/17<br>CUSIP - 341081EZ6                                       | \$120.520     | \$24,104.00  | 0.1%      | \$24,480.20  | \$(376.20)             | \$1,110.00         | 4.6%       |
| 50,000.0000         |        | FLORIDA ST DEPT ENVIRONMENTAL<br>01/28/10 5.456 07/01/19<br>TAXABLE-SER B-BUILD AMER<br>CUSIP - 34160WTX2 | \$113.531     | \$56,765.50  | 0.2%      | \$51,172.01  | \$5,593.49             | \$2,728.00         | 4.8%       |
| 95,579.0000         |        | G2 MA0139<br>06/01/12 3.000 06/20/27<br>CUSIP - 36179MEL0                                                 | \$106.974     | \$102,244.68 | 0.3%      | \$102,657.82 | \$(413.14)             | \$2,867.37         | 2.8%       |
| 62,696.2900         |        | GN 004802M<br>09/01/10 5.000 09/20/40<br>CUSIP - 36202FKP0                                                | \$110.980     | \$69,580.34  | 0.2%      | \$66,595.21  | \$2,985.13             | \$3,134.81         | 4.5%       |
| 92,857.6700         |        | G2 5234<br>11/01/11 4.500 11/20/41<br>CUSIP - 36202FY75                                                   | \$110.027     | \$102,168.51 | 0.3%      | \$102,825.79 | \$(657.28)             | \$4,178.60         | 4.1%       |
| 45,000.0000         |        | GENERAL ELEC CAP CORP<br>01/14/08 5.875 01/14/38<br>CUSIP - 36962G3P7                                     | \$120.625     | \$54,281.25  | 0.1%      | \$51,019.75  | \$3,261.50             | \$2,643.75         | 4.9%       |
| 10,000.0000         |        | GEORGIA PWR CO<br>11/19/08 6.000 11/01/13<br>CUSIP - 373334JM4                                            | \$104.436     | \$10,443.60  | 0.0%      | \$10,816.90  | \$(373.30)             | \$600.00           | 5.7%       |
| 75,000.0000         |        | GLAXOSMITHKLINE CAP<br>05/09/12 1.500 05/08/17<br>CUSIP - 377373AC9                                       | \$101.454     | \$76,090.50  | 0.2%      | \$75,649.65  | \$440.85               | \$1,125.00         | 1.5%       |

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## TR F.R.LUTHER CHAR. CONSOLIDATED

## PORTFOLIO POSITIONS (continued)

| Quantity            | Symbol | Description                                                                                     | Current Price | Market Value | % of Acct | Cost Basis  | Unrealized Gain/(Loss) | Est. Annual Income | Est. Yield |
|---------------------|--------|-------------------------------------------------------------------------------------------------|---------------|--------------|-----------|-------------|------------------------|--------------------|------------|
| <b>Fixed Income</b> |        |                                                                                                 |               |              |           |             |                        |                    |            |
| 70,000.0000         |        | HESS CORP<br>02/03/09 8.125 02/15/19<br>CUSIP - 42809HAB3                                       | \$131.611     | \$92,127.70  | 0.2%      | \$85,887.90 | \$6,239.80             | \$5,687.50         | 6.2%       |
| 70,000.0000         |        | INTEL CORP<br>09/19/11 1.950 10/01/16<br>CUSIP - 458140AH3                                      | \$103.310     | \$72,317.00  | 0.2%      | \$72,350.60 | \$(33.60)              | \$1,365.00         | 1.9%       |
| 30,000.0000         |        | IOWA ST<br>07/22/09 6.750 06/01/34<br>OPT CALL 06/01/2019 @ 100.00<br>CUSIP - 46257TBC2         | \$119.422     | \$35,826.60  | 0.1%      | \$33,790.14 | \$2,036.46             | \$2,025.00         | 5.7%       |
| 3,459 5900          |        | JOHN DEERE OWNER TRUST<br>04/22/10 1.320 05/15/14<br>SERIE 2010-A CLASS A3<br>CUSIP - 47787AAD9 | \$100.039     | \$3,460.94   | 0.0%      | \$3,459.09  | \$1.85                 | \$45.67            | 1.3%       |
| 50,000.0000         |        | JOHN DEERE OWNER TR 2012-B<br>09/05/12 0.530 07/15/16<br>SER 2012-B CL A3<br>CUSIP - 47787RAC4  | \$100.073     | \$50,036.50  | 0.1%      | \$49,998.46 | \$38.04                | \$265.00           | 0.5%       |
| 50,702.0600         |        | LOUISIANA LOC GOVT<br>07/22/10 1.520 02/01/18<br>TAXABLE-EGSL-TRANCHE-A-1<br>CUSIP - 54627RAE0  | \$100.960     | \$51,188.80  | 0.1%      | \$50,691.63 | \$497.17               | \$770.67           | 1.5%       |
| 45,000.0000         |        | MARATHON OIL CORP<br>03/17/08 5.900 03/15/18<br>CUSIP - 565849AF3                               | \$120.948     | \$54,426.60  | 0.1%      | \$48,103.65 | \$6,322.95             | \$2,655.00         | 4.9%       |
| 60,000.0000         |        | MCDONALD'S CORP<br>10/18/07 5.800 10/15/17<br>CUSIP - 58013MEB6                                 | \$121.496     | \$72,897.60  | 0.2%      | \$69,123.40 | \$3,774.20             | \$3,480.00         | 4.8%       |
| 65,000.0000         |        | MICHIGAN ST<br>04/20/11 2.650 04/15/15<br>TAXABLE-SCH LN-SER A                                  | \$104.056     | \$67,636.40  | 0.2%      | \$64,926.55 | \$2,709.85             | \$1,722.50         | 2.5%       |

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## TR F.R.LUTHER CHAR. CONSOLIDATED

| PORTFOLIO POSITIONS (continued) |        |                                                                                                       |               |              |           |             |                        |                    |            |
|---------------------------------|--------|-------------------------------------------------------------------------------------------------------|---------------|--------------|-----------|-------------|------------------------|--------------------|------------|
| Quantity                        | Symbol | Description                                                                                           | Current Price | Market Value | % of Acct | Cost Basis  | Unrealized Gain/(Loss) | Est. Annual Income | Est. Yield |
| <b>Fixed Income</b>             |        |                                                                                                       |               |              |           |             |                        |                    |            |
|                                 |        | CUSIP - 5946106T9                                                                                     |               |              |           |             |                        |                    |            |
| 60,000.0000                     |        | MICROSOFT CORP<br>11/07/12 0.875 11/15/17<br>CUSIP - 594918AP9                                        | \$99.473      | \$59,683.80  | 0.2%      | \$59,872.20 | \$(188.40)             | \$525.00           | 0.9%       |
| 30,000.0000                     |        | MOLSON COORS BREWING CO<br>05/03/12 5.000 05/01/42<br>CUSIP - 60871RAD2                               | \$112.066     | \$33,619.80  | 0.1%      | \$32,596.80 | \$1,023.00             | \$1,500.00         | 4.5%       |
| 50,000.0000                     |        | MUNICIPAL ELEC AUTH GA<br>03/16/10 7.055 04/01/57<br>BUILD AMERICA BONDS-TAXABLE<br>CUSIP - 626207Y57 | \$113.176     | \$56,588.00  | 0.2%      | \$50,000.00 | \$6,588.00             | \$3,527.50         | 6.2%       |
| 25,000.0000                     |        | NABORS INDUSTRIES<br>01/12/09 9.250 01/15/19<br>CUSIP - 629568AT3                                     | \$132.205     | \$33,051.25  | 0.1%      | \$31,418.75 | \$1,632.50             | \$2,312.50         | 7.0%       |
| 55,000.0000                     |        | NORFOLK SOUTHN CORP<br>05/19/97 7.700 05/15/17<br>CUSIP - 655844AE8                                   | \$126.225     | \$69,423.75  | 0.2%      | \$69,973.60 | \$(549.85)             | \$4,235.00         | 6.1%       |
| 100,000.0000                    |        | NORSK HYDRO A S<br>01/15/98 6.700 01/15/18<br>CUSIP - 656531AF7                                       | \$123.120     | \$123,120.00 | 0.3%      | \$96,163.00 | \$26,957.00            | \$6,700.00         | 5.4%       |
| 50,000.0000                     |        | OHIO ST MAJOR NEW ST<br>05/25/10 4.168 06/15/18<br>CUSIP - 677581DT4                                  | \$112.521     | \$56,260.50  | 0.2%      | \$50,000.00 | \$6,260.50             | \$2,084.00         | 3.7%       |
| 45,000.0000                     |        | PEPSICO INC<br>05/28/08 5.000 06/01/18<br>CUSIP - 713448BH0                                           | \$118.605     | \$53,372.25  | 0.1%      | \$51,706.65 | \$1,665.60             | \$2,250.00         | 4.2%       |
| 70,000.0000                     |        | PETROBRAS INTL FINANCIAL CO<br>02/06/12 2.875 02/06/15<br>CUSIP - 71645WAV3                           | \$102.609     | \$71,826.30  | 0.2%      | \$70,979.90 | \$846.40               | \$2,012.50         | 2.8%       |
| 60,000.0000                     |        | PORT SEATTLE WASH REV                                                                                 | \$101.317     | \$60,790.20  | 0.2%      | \$60,000.00 | \$790.20               | \$878.40           | 1.4%       |

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## TR F.R.LUTHER CHAR. CONSOLIDATED

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

|             |                                                                                                        |           |              |      |              |              |             |      |  |
|-------------|--------------------------------------------------------------------------------------------------------|-----------|--------------|------|--------------|--------------|-------------|------|--|
| 45,000.0000 | 03/14/12 1.464 11/01/15<br>CUSIP - 735389QT8                                                           | \$122.858 | \$55,286.10  | 0.1% | \$53,374.75  | \$1,911.35   | \$2,745.00  | 5.0% |  |
|             | PORTLAND GEN ELEC CO                                                                                   |           |              |      |              |              |             |      |  |
|             | 04/16/09 6.100 04/15/19<br>CUSIP - 736508BQ4                                                           |           |              |      |              |              |             |      |  |
| 76,220.0000 | PRHYX T ROWE HIGH YIELD FD-INV<br>CUSIP - 741481105                                                    | \$6.980   | \$532,015.60 | 1.4% | \$500,003.20 | \$32,012.40  | \$36,356.94 | 6.8% |  |
| 30,000.0000 | PROCTOR & GAMBLE CO<br>02/06/12 VAR 02/06/14<br>CUSIP - 742718DX4                                      | \$99.949  | \$29,984.70  | 0.1% | \$30,005.39  | \$(20.69)    | \$69.83     | 0.2% |  |
| 65,000.0000 | REPUBLIC SVCS INC NOTE<br>05/09/11 3.800 05/15/18<br>CUSIP - 760759AL4                                 | \$109.939 | \$71,460.35  | 0.2% | \$69,297.85  | \$2,162.50   | \$2,470.00  | 3.5% |  |
| 90,000.0000 | ROYAL BANK OF CANADA BD<br>09/19/12 1.200 09/19/17<br>CUSIP - 78011DACC8                               | \$100.240 | \$90,216.00  | 0.2% | \$90,197.35  | \$18.65      | \$1,080.00  | 1.2% |  |
| 35,000.0000 | SAFEWAY INC<br>06/14/12 VAR 12/12/13<br>CUSIP - 786514BV0                                              | \$100.031 | \$35,010.85  | 0.1% | \$35,000.00  | \$10.85      | \$633.68    | 1.8% |  |
| 45,000.0000 | ST JUDE MED INC<br>07/28/09 3.750 07/15/14<br>CUSIP - 790849AE3                                        | \$104.720 | \$47,124.00  | 0.1% | \$46,708.20  | \$415.80     | \$1,687.50  | 3.6% |  |
| 30,000.0000 | SEDGWICK CNTY KS UNI SCH DIST<br>05/01/09 6.220 10/01/28<br>TAXABLE GO BDS 2009 B<br>CUSIP - 815626GQ3 | \$132.862 | \$39,858.60  | 0.1% | \$34,412.90  | \$5,445.70   | \$1,866.00  | 4.7% |  |
| 85,000.0000 | SHELL INTL FIN B V<br>03/25/10 1.875 03/25/13<br>CUSIP - 822582AL6                                     | \$100.357 | \$85,303.45  | 0.2% | \$86,818.55  | \$(1,515.10) | \$1,593.75  | 1.9% |  |
| 65,000.0000 | STATOILHYDRO ASA                                                                                       | \$119.907 | \$77,939.55  | 0.2% | \$72,175.35  | \$5,764.20   | \$3,412.50  | 4.4% |  |

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## TR F.R.LUTHER CHAR. CONSOLIDATED

## PORTFOLIO POSITIONS (continued)

| Quantity     | Symbol | Description                                                                   | Current Price | Market Value | % of Acct | Cost Basis  | Unrealized Gain/(Loss) | Est. Annual Income | Est. Yield |
|--------------|--------|-------------------------------------------------------------------------------|---------------|--------------|-----------|-------------|------------------------|--------------------|------------|
| Fixed Income |        |                                                                               |               |              |           |             |                        |                    |            |
| 65,000.0000  |        | 04/23/09 5.250 04/15/19<br>CUSIP - 85771SAA4                                  | \$111.086     | \$72,205.90  | 0.2%      | \$65,000.00 | \$7,205.90             | \$2,192.45         | 3.0%       |
|              |        | TEXAS ST                                                                      |               |              |           |             |                        |                    |            |
|              |        | 09/29/10 3.373 04/01/20<br>TAXABLE-TRAN SN COMM-HWY IMPT<br>CUSIP - 882722VG3 | \$116.805     | \$75,923.25  | 0.2%      | \$73,459.70 | \$2,463.55             | \$3,168.75         | 4.2%       |
| 65,000.0000  |        | TIME WARNER INC SR NOTE<br>03/11/10 4.8750 03/15/20<br>CUSIP - 887317AF2      | \$99.800      | \$19,960.00  | 0.1%      | \$19,503.98 | \$456.02               | \$548.26           | 2.7%       |
| 20,000.0000  |        | TOYOTA MOTOR CREDIT CORP<br>06/27/08 VAR 06/27/13<br>CUSIP - 89233PY91        | \$119.893     | \$41,962.55  | 0.1%      | \$39,659.75 | \$2,302.80             | \$2,012.50         | 4.8%       |
| 35,000.0000  |        | UNION PAC CORP<br>10/30/07 5.750 11/15/17<br>CUSIP - 907818CZ9                | \$100.180     | \$45,081.00  | 0.1%      | \$45,235.40 | \$(154.40)             | \$506.25           | 1.1%       |
| 45,000.0000  |        | UNITED PARCEL SERVICE<br>09/27/12 1.125 10/01/17<br>CUSIP - 911312AP1         | \$141.328     | \$113,062.40 | 0.3%      | \$99,067.36 | \$13,995.04            | \$4,400.00         | 3.9%       |
| 80,000.0000  |        | US TREASURY N/B<br>08/17/98 5.500 08/15/28<br>CUSIP - 912810FE3               | \$132.516     | \$66,258.00  | 0.2%      | \$48,990.43 | \$17,267.57            | \$2,250.00         | 3.4%       |
| 50,000.0000  |        | U S TREASURY BOND<br>08/15/09 4.500 08/15/39<br>CUSIP - 912810QC5             | \$130.094     | \$123,589.30 | 0.3%      | \$91,552.05 | \$32,037.25            | \$4,156.25         | 3.4%       |
| 95,000.0000  |        | US TREASURY N/B<br>11/16/09 4.375 11/15/39<br>CUSIP - 912810QD3               | \$130.281     | \$52,112.40  | 0.1%      | \$50,792.44 | \$1,319.96             | \$1,750.00         | 3.4%       |
| 40,000.0000  |        | US TREASURY BD<br>05/16/11 4.375 05/15/41<br>CUSIP - 912810QQ4                |               |              |           |             |                        |                    |            |

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## TR F.R.LUTHER CHAR. CONSOLIDATED

| PORTFOLIO POSITIONS (continued) |        |                                                                                                             |               |              |           |              |                        |                    |            |
|---------------------------------|--------|-------------------------------------------------------------------------------------------------------------|---------------|--------------|-----------|--------------|------------------------|--------------------|------------|
| Quantity                        | Symbol | Description                                                                                                 | Current Price | Market Value | % of Acct | Cost Basis   | Unrealized Gain/(Loss) | Est. Annual Income | Est. Yield |
| <b>Fixed Income</b>             |        |                                                                                                             |               |              |           |              |                        |                    |            |
| 60,000.0000                     |        | TSY INFL IX N/B<br>07/15/10 1.250 07/15/20<br>CUSIP - 912828NM8                                             | \$125.761     | \$75,456.94  | 0.2%      | \$60,000.00  | \$15,456.94            | \$750.00           | 1.0%       |
| 60,000.0000                     |        | UNITED STATES TREAS NTS<br>05/15/11 3.125 05/15/21<br>CUSIP - 912828QN3                                     | \$113.398     | \$68,038.80  | 0.2%      | \$61,791.36  | \$6,247.44             | \$1,875.00         | 2.8%       |
| 150,000.0000                    |        | UNITED STATES TREAS NTS<br>02/29/12 0.250 02/28/14<br>CUSIP - 912828SG6                                     | \$100.055     | \$150,082.50 | 0.4%      | \$150,073.51 | \$8.99                 | \$375.00           | 0.2%       |
| 30,000.0000                     |        | UNIVERSITY TEX UNIV REVS<br>09/15/10 3.305 08/15/19<br>TAXABLE-FING SYS-SER C-<br>CUSIP - 9151375N9         | \$111.960     | \$33,588.00  | 0.1%      | \$30,000.00  | \$3,588.00             | \$991.50           | 3.0%       |
| 65,000.0000                     |        | UTAH ST<br>09/30/10 3.289 07/01/20<br>TAXABLE-B-BUILD AMER BDS-<br>CUSIP - 917542QT2                        | \$109.271     | \$71,026.15  | 0.2%      | \$65,000.00  | \$6,026.15             | \$2,137.85         | 3.0%       |
| 60,000.0000                     |        | VERIZON COMMUNICATIONS<br>02/12/08 5.500 02/15/18<br>CUSIP - 92343VAL8                                      | \$120.087     | \$72,052.20  | 0.2%      | \$69,454.20  | \$2,598.00             | \$3,300.00         | 4.6%       |
| 25,000.0000                     |        | VIRGINIA COLLEGE BLDG AUTH VA<br>10/26/10 4.830 02/01/30<br>TAXABLE-SER B 21ST CENTURY<br>CUSIP - 927781VE1 | \$114.277     | \$28,569.25  | 0.1%      | \$22,808.62  | \$5,760.63             | \$1,207.50         | 4.2%       |
| 60,000.0000                     |        | WALGREEN CO<br>01/13/09 5.250 01/15/19<br>CUSIP - 931422AE9                                                 | \$117.292     | \$70,375.20  | 0.2%      | \$70,060.40  | \$314.80               | \$3,150.00         | 4.5%       |
| 45,000.0000                     |        | WASTE MGMT INC DEL<br>3/5/2004 5.000 3/15/2014<br>CUSIP - 94106LAR0                                         | \$104.966     | \$47,234.70  | 0.1%      | \$47,464.50  | \$(229.80)             | \$2,250.00         | 4.8%       |

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## TR F.R.LUTHER CHAR. CONSOLIDATED

| PORTFOLIO POSITIONS  |        |                                                                               |               |                |           |                |                        |                    |            |
|----------------------|--------|-------------------------------------------------------------------------------|---------------|----------------|-----------|----------------|------------------------|--------------------|------------|
| (continued)          |        |                                                                               |               |                |           |                |                        |                    |            |
| Quantity             | Symbol | Description                                                                   | Current Price | Market Value   | % of Acct | Cost Basis     | Unrealized Gain/(Loss) | Est. Annual Income | Est. Yield |
| Fixed Income         |        |                                                                               |               |                |           |                |                        |                    |            |
| 50,000.0000          |        | WISCONSIN ELEC POWER CO<br>10/01/08 6.000 04/01/14<br>CUSIP - 976656CA4       | \$106.747     | \$53,373.50    | 0.1%      | \$54,645.35    | \$(1,271.85)           | \$3,000.00         | 5.6%       |
| Fixed Income - Total |        |                                                                               |               | \$7,783,825.62 | 20.9%     | \$7,450,715.63 | \$333,109.99           | \$292,339.39       | 3.8%       |
| Equities             |        |                                                                               |               |                |           |                |                        |                    |            |
| 15,000.0000          | ACN    | ACCENTURE PLC CLASS A COMMON<br>COMPANY BASED IN IRELAND<br>CUSIP - G1151C101 | \$66.500      | \$997,500.00   | 2.7%      | \$807,223.50   | \$190,276.50           | \$24,300.00        | 2.4%       |
| 25,000.0000          | T      | AT&T INC<br>CUSIP - 00206R102                                                 | \$33.710      | \$842,750.00   | 2.3%      | \$737,459.70   | \$105,290.30           | \$45,000.00        | 5.3%       |
| 750.0000             | AIG    | AMERICAN INTL GROUP INC<br>CUSIP - 026874784                                  | \$35.300      | \$26,475.00    | 0.1%      | \$1,225,124.75 | \$(1,198,649.75)       |                    |            |
| 5,000.0000           | APA    | APACHE CORP<br>CUSIP - 037411105                                              | \$78.500      | \$392,500.00   | 1.1%      | \$347,692.00   | \$44,808.00            | \$3,400.00         | 0.9%       |
| 1,000.0000           | AAPL   | APPLE INC<br>CUSIP - 037833100                                                | \$532.172     | \$532,172.90   | 1.4%      | \$602,732.05   | \$(70,559.15)          | \$10,600.00        | 2.0%       |
| 10,000.0000          | CVX    | CHEVRON CORPORATION<br>CUSIP - 166764100                                      | \$108.140     | \$1,081,400.00 | 2.9%      | \$354,227.50   | \$727,172.50           | \$36,000.00        | 3.3%       |
| 20,000.0000          | CSCO   | CISCO SYSTEMS INC<br>CUSIP - 17275R102                                        | \$19.649      | \$392,988.00   | 1.1%      | \$1,428,125.00 | \$(1,035,137.00)       | \$11,200.00        | 2.8%       |
| 10,000.0000          | KO     | COCA COLA CO<br>CUSIP - 191216100                                             | \$36.250      | \$362,500.00   | 1.0%      | \$368,800.00   | \$(6,300.00)           | \$10,200.00        | 2.8%       |
| 10,000.0000          | DD     | DU PONT E I DE NEMOURS & CO<br>CUSIP - 263534109                              | \$44.978      | \$449,785.00   | 1.2%      | \$540,717.00   | \$(90,932.00)          | \$17,200.00        | 3.8%       |
| 5,000.0000           | DUK    | DUKE ENERGY CORP NEW<br>COM NEW<br>CUSIP - 26441C204                          | \$63.800      | \$319,000.00   | 0.9%      | \$342,645.61   | \$(23,645.61)          | \$15,300.00        | 4.8%       |
| 24,000.0000          | EMR    | EMERSON ELEC CO                                                               | \$52.960      | \$1,271,040.00 | 3.4%      | \$715,544.00   | \$555,496.00           | \$39,360.00        | 3.1%       |

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## TR F.R.LUTHER CHAR. CONSOLIDATED

## PORTFOLIO POSITIONS (continued)

| Quantity        | Symbol | Description                      | Current Price | Market Value   | % of Acct | Cost Basis     | Unrealized Gain/(Loss) | Est. Annual Income | Est. Yield |
|-----------------|--------|----------------------------------|---------------|----------------|-----------|----------------|------------------------|--------------------|------------|
| <b>Equities</b> |        |                                  |               |                |           |                |                        |                    |            |
|                 |        | CUSIP - 291011104                |               |                |           |                |                        |                    |            |
| 15,000.0000     | XOM    | EXXON MOBIL CORP                 | \$86.550      | \$1,298,250.00 | 3.5%      | \$567,890.62   | \$730,359.38           | \$34,200.00        | 2.6%       |
|                 |        | CUSIP - 30231G102                |               |                |           |                |                        |                    |            |
| 40,000.0000     | FITB   | FIFTH THIRD BANCORP              | \$15.200      | \$608,000.00   | 1.6%      | \$1,608,333.34 | \$(1,000,333.34)       | \$16,000.00        | 2.6%       |
|                 |        | CUSIP - 316773100                |               |                |           |                |                        |                    |            |
| 35,000.0000     | GE     | GENERAL ELECTRIC CO              | \$20.990      | \$734,650.00   | 2.0%      | \$1,753,281.25 | \$(1,018,631.25)       | \$26,600.00        | 3.6%       |
|                 |        | CUSIP - 369604103                |               |                |           |                |                        |                    |            |
| 15,000.0000     | GPC    | GENUINE PARTS CO                 | \$63.580      | \$953,700.00   | 2.6%      | \$845,423.50   | \$108,276.50           | \$29,700.00        | 3.1%       |
|                 |        | COM                              |               |                |           |                |                        |                    |            |
|                 |        | CUSIP - 372460105                |               |                |           |                |                        |                    |            |
| 10,000.0000     | HON    | HONEYWELL INTL INC               | \$63.470      | \$634,700.00   | 1.7%      | \$479,660.00   | \$155,040.00           | \$16,400.00        | 2.6%       |
|                 |        | CUSIP - 438516106                |               |                |           |                |                        |                    |            |
| 15,000.0000     | INTC   | INTEL CORP                       | \$20.620      | \$309,300.00   | 0.8%      | \$1,068,281.25 | \$(758,981.25)         | \$13,500.00        | 4.4%       |
|                 |        | CUSIP - 458140100                |               |                |           |                |                        |                    |            |
| 10,000.0000     | IBM    | INTERNATIONAL BUSINESS MACHS     | \$191.550     | \$1,915,500.00 | 5.2%      | \$1,593,138.80 | \$322,361.20           | \$34,000.00        | 1.8%       |
|                 |        | CUSIP - 459200101                |               |                |           |                |                        |                    |            |
| 9,000.0000      | EPP    | ISHARES MSCI PACIFIC EX-JAPAN    | \$47.140      | \$424,260.00   | 1.1%      | \$401,030.10   | \$23,229.90            | \$17,838.00        | 4.2%       |
|                 |        | INDEX FD                         |               |                |           |                |                        |                    |            |
|                 |        | CUSIP - 464286665                |               |                |           |                |                        |                    |            |
| 20,094.0000     | EEM    | ISHARES MSCI EMERGING MKTS IND F | \$44.350      | \$891,168.90   | 2.4%      | \$597,521.71   | \$293,647.19           | \$14,970.03        | 1.7%       |
|                 |        | CUSIP - 464287234                |               |                |           |                |                        |                    |            |
| 18,927.0000     | EFA    | ISHARES MSCI EAFE INDEX FD       | \$56.860      | \$1,076,189.22 | 2.9%      | \$1,244,604.17 | \$(168,414.95)         | \$33,292.59        | 3.1%       |
|                 |        | CUSIP - 464287465                |               |                |           |                |                        |                    |            |
| 8,324.0000      | IWR    | ISHARES RUSSELL MIDCAP INDEX FD  | \$113.100     | \$941,444.40   | 2.5%      | \$793,821.56   | \$147,622.84           | \$17,080.85        | 1.8%       |
|                 |        | CUSIP - 464287499                |               |                |           |                |                        |                    |            |
| 4,600.0000      | IBB    | ISHARES TR NASDAQ BIOTECHNOLOGY  | \$137.220     | \$631,212.00   | 1.7%      | \$324,065.32   | \$307,146.68           | \$3,022.20         | 0.5%       |
|                 |        | INDEX FD                         |               |                |           |                |                        |                    |            |
|                 |        | CUSIP - 464287556                |               |                |           |                |                        |                    |            |

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## PORTFOLIO POSITIONS (continued)

| Quantity        | Symbol | Description                                        | Current Price | Market Value   | % of Acct | Cost Basis     | Unrealized Gain/(Loss) | Est. Annual Income | Est. Yield |
|-----------------|--------|----------------------------------------------------|---------------|----------------|-----------|----------------|------------------------|--------------------|------------|
| <b>Equities</b> |        |                                                    |               |                |           |                |                        |                    |            |
| 4,502.0000      | IWM    | ISHARES RUSSELL 2000 INDEX FD<br>CUSIP - 464287655 | \$84.317      | \$379,598.74   | 1.0%      | \$359,934.90   | \$19,663.84            | \$7,594.87         | 2.0%       |
| 14,000.0000     | JNJ    | JOHNSON & JOHNSON<br>CUSIP - 478160104             | \$70.100      | \$981,400.00   | 2.6%      | \$858,786.20   | \$122,613.80           | \$34,160.00        | 3.5%       |
| 30,000.0000     | MDT    | MEDTRONIC INC<br>CUSIP - 585055106                 | \$41.020      | \$1,230,600.00 | 3.3%      | \$1,384,300.00 | \$(153,700.00)         | \$31,200.00        | 2.5%       |
| 35,000.0000     | MSFT   | MICROSOFT CORP<br>CUSIP - 594918104                | \$26.709      | \$934,839.50   | 2.5%      | \$1,809,062.50 | \$(874,223.00)         | \$32,200.00        | 3.4%       |
| 10,000.0000     | PNC    | PNC FINANCIAL SERVICES GROUP<br>CUSIP - 693475105  | \$58.310      | \$583,100.00   | 1.6%      | \$645,500.00   | \$(62,400.00)          | \$16,000.00        | 2.7%       |
| 10,000.0000     | PEP    | PEPSICO INC COMMON<br>CUSIP - 713448108            | \$68.430      | \$684,300.00   | 1.8%      | \$630,669.10   | \$53,630.90            | \$21,500.00        | 3.1%       |
| 25,000.0000     | PFE    | PFIZER INC<br>CUSIP - 717081103                    | \$25.079      | \$626,982.50   | 1.7%      | \$882,812.50   | \$(255,830.00)         | \$24,000.00        | 3.8%       |
| 10,000.0000     | PG     | PROCTER & GAMBLE CO<br>CUSIP - 742718109           | \$67.890      | \$678,900.00   | 1.8%      | \$280,443.05   | \$398,456.95           | \$22,480.00        | 3.3%       |
| 10,000.0000     | SLB    | SCHLUMBERGER LTD<br>CUSIP - 806857108              | \$69.298      | \$692,986.00   | 1.9%      | \$574,897.80   | \$118,088.20           | \$11,000.00        | 1.6%       |
| 7,500.0000      | SE     | SPECTRA ENERGY CORP<br>CUSIP - 847560109           | \$27.380      | \$205,350.00   | 0.6%      | \$247,004.39   | \$(41,654.39)          | \$9,150.00         | 4.5%       |
| 20,000.0000     | TGT    | TARGET CORP<br>CUSIP - 87612E106                   | \$59.170      | \$1,183,400.00 | 3.2%      | \$683,547.00   | \$499,853.00           | \$28,800.00        | 2.4%       |
| 5,500.0000      | MMM    | 3M CO<br>CUSIP - 88579Y101                         | \$92.850      | \$510,675.00   | 1.4%      | \$442,419.00   | \$68,256.00            | \$12,980.00        | 2.5%       |
| 10,000.0000     | UTX    | UNITED TECHNOLOGIES CORP<br>CUSIP - 913017109      | \$82.010      | \$820,100.00   | 2.2%      | \$369,473.00   | \$450,627.00           | \$21,400.00        | 2.6%       |
| 20,000.0000     | WFC    | WELLS FARGO & COMPANY<br>CUSIP - 949746101         | \$34.180      | \$683,600.00   | 1.8%      | \$683,831.40   | \$(231.40)             | \$17,600.00        | 2.6%       |

12/01/2012 - 12/31/2012

## TR F.R.LUTHER CHAR. CONSOLIDATED

## PORTFOLIO POSITIONS (continued)

| Quantity                               | Symbol | Description                                          | Current Price | Market Value           | % of Acct     | Cost Basis             | Unrealized Gain/(Loss)  | Est. Annual Income    | Est. Yield  |
|----------------------------------------|--------|------------------------------------------------------|---------------|------------------------|---------------|------------------------|-------------------------|-----------------------|-------------|
| <b>Equities</b>                        |        |                                                      |               |                        |               |                        |                         |                       |             |
| 10,000.0000                            | YUM    | YUM! BRANDS INC<br>COMMON STOCK<br>CUSIP - 988498101 | \$66.400      | \$664,000.00           | 1.8%          | \$624,353.00           | \$39,647.00             | \$13,400.00           | 2.0%        |
| <b>Equities - Total</b>                |        |                                                      |               | <b>\$27,946,317.16</b> | <b>75.2%</b>  | <b>\$29,224,376.57</b> | <b>\$(1,278,059.41)</b> | <b>\$772,628.54</b>   | <b>2.8%</b> |
| <b>Real Estate Investments</b>         |        |                                                      |               |                        |               |                        |                         |                       |             |
| 22,923.0000                            | TRREX  | T ROWE PRICE RL EST FUND(122)<br>CUSIP - 779919109   | \$21.010      | \$481,612.23           | 1.3%          | \$399,477.61           | \$82,134.62             | \$10,544.58           | 2.2%        |
| 7,000.0000                             | VNQ    | VANGUARD REIT ETF<br>CUSIP - 922908553               | \$65.800      | \$460,600.00           | 1.2%          | \$413,456.40           | \$47,143.60             | \$16,401.00           | 3.6%        |
| <b>Real Estate Investments - Total</b> |        |                                                      |               | <b>\$942,212.23</b>    | <b>2.5%</b>   | <b>\$812,934.01</b>    | <b>\$129,278.22</b>     | <b>\$26,945.58</b>    | <b>2.9%</b> |
| <b>Total Portfolio Positions</b>       |        |                                                      |               | <b>\$37,158,586.00</b> | <b>100.0%</b> | <b>\$37,974,257.20</b> | <b>\$(815,671.20)</b>   | <b>\$1,091,962.13</b> | <b>2.9%</b> |