Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: THE FRANCES R LUTHER CHARITABLE TRUST

A Employer identification number: 31-6646985

Number and street (or P.O. box number if mail is not delivered to street address): P O BOX 630858

Room/suite:

B Telephone number (see instructions): 513-534-5310

City or town, state or province, country, and ZIP or foreign postal code: CINCINNATI, OH 45263-0858

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 42,208,014.

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

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).)*

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ [ ] if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	179,281.	179,281.		STMT 1
	4 Dividends and interest from securities	974,006.	965,480.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	11,438.			
	b Gross sales price for all assets on line 6a 11,338,940.				
	7 Capital gain net income (from Part IV, line 2)		11,438.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	1,164,725.	1,156,199.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	18,858.	5,858.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 4	260,382.	172,155.		88,228.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	279,240.	178,013.	NONE	88,228.
	25 Contributions, gifts, grants paid	1,830,000.			1,830,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,109,240.	178,013.	NONE	1,918,228.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-944,515.			
	b **Net investment income** (if negative, enter -0-)		978,186.		
	c **Adjusted net income** (if negative, enter -0-).				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	486,231.	548,940.	548,940.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) STMT 5	30,037,311.	29,196,129.	34,382,446.
	c Investments - corporate bonds (attach schedule) STMT 6	7,450,716.	7,285,183.	7,276,628.
	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	37,974,258.	37,030,252.	42,208,014.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	37,974,258.	37,030,252.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	37,974,258.	37,030,252.	
	31 Total liabilities and net assets/fund balances (see instructions)	37,974,258.	37,030,252.	

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	37,974,258.
2 Enter amount from Part I, line 27a	2	-944,515.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	678.
4 Add lines 1, 2, and 3	4	37,030,421.
5 Decreases not included in line 2 (itemize) ▶ BALANCE SHEET ADJUSTMENT - IMPUTED OID INCOME	5	169.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	37,030,252.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	11,338,940.		11,327,502.	11,438.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				11,438.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	11,438.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,819,853.	36,885,136.	0.049338
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

2	**Total** of line 1, column (d)	2	0.245281
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049056
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	39,926,252.
5	Multiply line 4 by line 3	5	1,958,622.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,782.
7	Add lines 5 and 6	7	1,968,404.
8	Enter qualifying distributions from Part XII, line 4	8	1,918,228.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	19,564.
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	19,564.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	19,564.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 20,000.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	20,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	436.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 436. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ ______ (2) On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ FIFHT 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 ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*		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 2013?		4b		X

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

				Yes	No
5a	During the year did the foundation pay or incur any amount to:				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53.4945-5(d).*	☐ Yes ☐ No			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870.*		6b		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FIFTH THIRD BANK 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH 45263	CO-TRUSTEE 1	-0-	-0-	-0-
NARLEY L. HALEY 56 CARRINGTON POINT, FORT THOMAS, KY 41075	CO-TRUSTEE 1	-0-	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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
NONE		NONE
Total number of others receiving over $50,000 for professional services . . . ▶		NONE

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	40,035,382.
b	Average of monthly cash balances	1b	498,884.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	40,534,266.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	40,534,266.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	608,014.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,926,252.
6	**Minimum investment return.** Enter 5% of line 5	6	1,996,313.

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

1	Minimum investment return from Part X, line 6			1	1,996,313.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	19,564.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	19,564.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,976,749.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,976,749.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,976,749.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,918,228.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,918,228.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,918,228.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,976,749.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			1,657,539.	
b Total for prior years: 20 11 ,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 . . . . . . NONE				
b From 2009 . . . . . . NONE				
c From 2010 . . . . . . NONE				
d From 2011 . . . . . . NONE				
e From 2012 . . . . . . NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 1,918,228.				
a Applied to 2012, but not more than line 2a			1,657,539.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				260,689.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1,716,060.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009 . . . NONE				
b Excess from 2010 . . . NONE				
c Excess from 2011 . . . NONE				
d Excess from 2012 . . . NONE				
e Excess from 2013 . . . 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 2013, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter:					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

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

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 address 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED	NONE	EXEMPT	PROGRAM SUPPORT	1,830,000.
Total . . . . ▶ **3a**				1,830,000.
b *Approved for future payment*				
Ronald McDonald House Charities 350 ERKENBRECHER AVENUE Cincinnati, OH 45229	NONE	EXEMPT	PROGRAM SUPPORT	75,000.
Total . . . . ▶ **3b**				75,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				NONE	179,281.
4 Dividends and interest from securities				NONE	974,006.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				NONE	11,438.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				NONE	1,164,725.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,164,725.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
4	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
4	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED IN
4	THE GOVERNING AGREEMENT
8	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
8	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED IN
8	THE GOVERNING AGREEMENT
3	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
3	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED IN
3	THE GOVERNING AGREEMENT

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee	Date	Title
	05/02/2014	Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST		179,281.	179,281.
	TOTAL	179,281.	179,281.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	29.	29.
FOREIGN DIVIDENDS	99,796.	99,796.
NONDIVIDEND DISTRIBUTIONS	7,082.	
DOMESTIC DIVIDENDS	699,075.	699,075.
FOREIGN INTEREST	20,691.	20,691.
EXEMPT INTEREST NOT SUBJECT TO AMT - STA	1,444.	
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	23,989.	23,989.
INTEREST EXEMPT FROM STATE TAXATION	19,195.	19,195.
OID INCOME ON USGI	169.	169.
NONQUALIFIED FOREIGN DIVIDENDS	6,681.	6,681.
NONQUALIFIED DOMESTIC DIVIDENDS	95,855.	95,855.
TOTAL	974,006.	965,480.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX ESTIMATE	13,000.	
FOREIGN TAXES ON QUALIFIED FOR	5,099.	5,099.
FOREIGN TAXES ON NONQUALIFIED	759.	759.
TOTALS	18,858.	5,858.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK SERVICE FEES	245,935.	172,155.	73,781.
CO-TRUSTEE FEE	12,297.		12,297.
MISC. CHARITABLE EXPENSE	2,150.		2,150.
TOTALS	260,382.	172,155.	88,228.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE ATTACHED		30,037,311.	29,196,129.	34,382,446.
	TOTALS	30,037,311.	29,196,129.	34,382,446.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE ATTACHED		7,450,716.	7,285,183.	7,276,628.
	TOTALS	7,450,716.	7,285,183.	7,276,628.

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

DESCRIPTION	AMOUNT
COST BASIS ADJUSTMENT - 2012 WASH SALES	666.
ROUNDING	12.
TOTAL	678.

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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 and FR Luther Foundation
Contributions
Fiscal Year Ending 12/31/2013

Organization	Address	City	St	Zip	Fdn Status	Usage	Amt
Art Opportunities / ArtWorks	20 E Central Parkway	Cincinnati	OH	45202	PC	Project/Program Support	$25,000 00
ArtsWave	20 East Central Parkway, Suite 200	Cincinnati	OH	45202	PC	Annual Fund	$65,000.00
Greater Cincinnati Television Educational Foundation (CET)	1223 Central Parkway	Cincinnati	OH	45214-2812	PC	Annual Fund	$50,000.00
The Children's Theatre	5020 Oaklawn Drive, Suite 2000	Cincinnati	OH	45227	PC	Project/Program Support	$25,000.00
Christ Church Cathedral	318 East 4th St	Cincinnati	OH	45202	PC	Project/Program Support	$50,000 00
Cincinnati Arts Association	650 Walnut Street	Cincinnati	OH	45202	PC	Project/Program Support	$40,000 00
Cincinnati Association for the Blind & Visually Impaired	2045 Gilbert Avenue	Cincinnati	OH	45202-1490	PC	Project/Program Support	$15,000.00
Cincinnati Ballet	1555 Central Parkway	Cincinnati	OH	45214	PC	Project/Program Support	$50,000.00
Cincinnati Musical Festival Association / May Festival	1241 Elm Street	Cincinnati	OH	45202	PC	Project/Program Support	$60,000 00
Cincinnati Musical Festival Association / May Festival	1241 Elm Street	Cincinnati	OH	45202	PC	Project/Program Support	$110,000.00
Cincinnati Symphony Orchestra	1241 Elm Street	Cincinnati	OH	45202	PC	Annual Fund	$125,000 00
Cincinnati Zoo & Botanical Garden	3400 Vine Street	Cincinnati	OH	45220-1399	PC	Project/Program Support	$100,000.00
Crayons to Computers, Inc.	1350 Tennessee Avenue	Cincinnati	OH	45229	PC	General Operating Support	$25,000.00
Dan Beard Council/Boy Scouts of America	10078 Reading Road	Cincinnati	OH	45241	PC	Project/Program Support	$15,000 00
Ensemble Theatre of Cincinnati	1127 Vine Street	Cincinnati	OH	45202	PC	Project/Program Support	$25,000.00
Episcopal Retirement Homes, Inc.	3870 Virginia Avenue	Cincinnati	OH	45227	PC	Project/Program Support	$70,000 00
Fernside. A Center for Grieving Children	P.O. Box 633597	Cincinnati	OH	45263-3597	PC	Project/Program Support	$25,000.00
Freestore Foodbank	1141 Central Parkway	Cincinnati	OH	45202	PC	Project/Program Support	$30,000.00
Friends of SCPA	108 West Central Parkway	Cincinnati	OH	45202	PC	Endowment	$25,000.00
Girl Scouts of Western Ohio	4930 Cornell Road	Cincinnati	OH	45242	PC	General Operating Support	$25,000.00
The Governor's Academy	1 Elm Street	Byfield	MA	01922-2734	PC	Annual Fund	$25,000.00
Hospice of Cincinnati	4360 Cooper Road, Suite 300	Cincinnati	OH	45242-5613	PC	Project/Program Support	$100,000.00
Hyde Park Center for Older Adults	2800 Erie Avenue	Cincinnati	OH	45208	PC	Project/Program Support	$20,000 00
Impact 100	410 Executive Park Drive, Suite 100	Cincinnati	OH	45241	PC	Project/Program Support	$15,000.00
Joy Outdoor Education Center	10117 Old 3-C Highway, Box 417	Clarksville	OH	45113	PC	Capital Fund Support	$25,000.00
Junior League of Cincinnati	3500 Columbia Parkway	Cincinnati	OH	45226	PC	Endowment	$10,000 00
L.A D.D	3603 Victory Parkway	Cincinnati	OH	45229	PC	Project/Program Support	$50,000.00
Madcap Puppet Theatre	3316 Glenmore Avenue	Cincinnati	OH	45211	PC	Project/Program Support	$25,000.00
Music Resource Center	P.O. Box 44253	Cincinnati	OH	45244	PC	Capital Fund Support	$25,000 00
Natl Soc of Colonial Dames of America in the State of Ohio	6015 Crittenden Drive	Cincinnati	OH	45244-3904	PC	Project/Program Support	$20,000.00
Northern Kentucky Symphony Inc.	P O Box 72810	Newport	KY	41072	PC	Project/Program Support	$30,000.00
Queen City Foundation	3800 Victory Parkway	Cincinnati	OH	45207	PC	Project/Program Support	$5,000 00
Redwood Rehabilitation Center	71 Orphanage Road	Ft. Mitchell	KY	41017	PC	Project/Program Support	$25,000.00
The Salvation Army	114 East Central Parkway	Cincinnati	OH	45202	PC	Annual Fund	$20,000.00
Save the Animals Foundation	P O Box 932086	Cleveland	OH	44193	PC	Project/Program Support	$20,000 00
Starfire Council of Greater Cincinnati, Inc.	5030 Oaklawn Drive	Cincinnati	OH	45227	PC	Project/Program Support	$25,000 00
Stepping Stones Center	5650 Given Road	Cincinnati	OH	45243-3426	PC	Project/Program Support	$30,000.00
Taft Museum of Art	316 Pike Street	Cincinnati	OH	45202	PC	Project/Program Support	$40,000.00
Taft Museum of Art	316 Pike Street	Cincinnati	OH	45202	PC	Project/Program Support	$40,000.00
Trinity College	300 Summit Street	Hartford	CT	06106	PC	Annual Fund	$25,000 00
Visionaries & Voices	3841 Spring Grove Avenue	Cincinnati	OH	45223	PC	Project/Program Support	$10,000.00
WGUC 90.9 FM	1223 Central Parkway	Cincinnati	OH	45214-2889	PC	Project/Program Support	$30,000.00
Xavier University	3800 Victory Parkway	Cincinnati	OH	45207	PC	Scholarship	$50,000 00
YMCA of Greater Cincinnati	1105 Elm Street	Cincinnati	OH	45202	PC	Project/Program Support	$150,000.00
YWCA Greater Cincinnati	898 Walnut Street	Cincinnati	OH	45202	PC	Project/Program Support	$30,000.00
YWCA Greater Cincinnati	898 Walnut Street	Cincinnati	OH	45202	PC	Project/Program Support	$35,000.00
							$ 1,835,000 00

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
Cash & Equivalents									
1.1900		CASH	$1.000	$1.19	0.0%	$1.19			
182,403.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES (INCOME INVESTMENT) CUSIP - 99FEDPVO1	$1.000	$182,403.00	0.4%	$182,403.00		$18.24	
366,536.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES CUSIP - 99FEDPVO1	$1.000	$366,536.00	0.9%	$366,536.00		$36.65	
		Cash & Equivalents - Total		**$548,940.19**	**1.3%**	**$548,940.19**		**$54.89**	
Fixed Income									
75,000.0000		AT&T INC 07/30/10 2.500 08/15/15 CUSIP - 00206RAV4	$102.670	$77,002.50	0.2%	$77,894.50	$(892.00)	$1,875.00	2.4%
75,000.0000		AIRGAS INC 02/14/13 1.650 02/15/18 CUSIP - 009363AN2	$97.513	$73,134.75	0.2%	$74,871.80	$(1,737.05)	$1,237.50	1.7%
70,000.0000		AMPHENOL CORP NEW 11/05/09 4.750 11/15/14 CUSIP - 032095AA9	$103.329	$72,330.30	0.2%	$72,346.40	$(16.10)	$3,325.00	4.6%
70,000.0000		ANHEUSER BUSCH INBEV WORLDWIDE 07/16/12 1.375 07/15/17 CUSIP - 03523TBN7	$99.790	$69,853.00	0.2%	$70,033.35	$(180.35)	$962.50	1.4%
55,000.0000		APACHE FIN CDA CORP 12/13/99 7.750 12/15/29 CUSIP - 03746AAA8	$132.682	$72,975.10	0.2%	$75,372.80	$(2,397.70)	$4,262.50	5.8%
40,000.0000		APPLE INC 05/03/13 2.400 05/03/23	$89.921	$35,968.40	0.1%	$39,136.50	$(3,168.10)	$960.00	2.7%

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								(continued)	
		CUSIP - 037833AK6							
45,000.0000		BARD C R INC SR NT 10/30/12 1.375 01/15/18 CUSIP - 067383AD1	$96.471	$43,411.95	0.1%	$45,043.05	$(1,631.10)	$618.75	1.4%
35,000.0000		BAXTER INTERNATIONAL INC 08/13/12 2.400 08/15/22 CUSIP - 071813BF5	$90.649	$31,727.15	0.1%	$32,173.70	$(446.55)	$840.00	2.6%
20,000.0000		BAXTER INTL INC 06/11/13 0.950 06/01/16 CUSIP - 071813BH1	$99.989	$19,997.80	0.0%	$20,096.60	$(98.80)	$190.00	1.0%
45,000.0000		BUNGE LTD FIN CORP SR NT 03/08/11 4.100 03/15/16 CUSIP - 120568AU4	$105.594	$47,517.30	0.1%	$45,125.15	$2,392.15	$1,845.00	3.9%
70,000.0000		CBS CORP 03/02/12 3.375 03/01/22 CUSIP - 124857AG8	$95.441	$66,808.70	0.2%	$67,140.50	$(331.80)	$2,362.50	3.5%
30,000.0000		CNH EQUIP TR 02/21/13 0.690 06/15/18 SERIES 2013-A CL A3 CUSIP - 12591FAC0	$99.983	$29,994.90	0.1%	$30,011.72	$(16.82)	$207.00	0.7%
40,000.0000		CANADIAN PAC RY CO 05/15/09 7.250 05/15/19 CUSIP - 13645RAJ3	$121.104	$48,441.60	0.1%	$46,972.40	$1,469.20	$2,900.00	6.0%
70,000.0000		CARNIVAL CORP 12/06/12 1.875 12/15/17 CUSIP - 143658AY8	$99.353	$69,547.10	0.2%	$70,303.75	$(756.65)	$1,312.50	1.9%
60,000.0000		CAROLINA POWER AND LIGHT CO 05/18/12 2.800 05/15/22 CUSIP - 144141DC9	$95.268	$57,160.80	0.1%	$60,057.65	$(2,896.85)	$1,680.00	2.9%
35,000.0000		CATERPILLAR FINANCIAL SE	$102.654	$35,928.90	0.1%	$36,071.35	$(142.45)	$717.50	2.0%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		07/29/11 2.050 08/01/16 CUSIP - 14912L4X6							
35,000.0000		CATERPILLAR INC 08/08/06 5.700 08/15/16 CUSIP - 149123BM2	$111.489	$39,021.15	0.1%	$40,398.40	$(1,377.25)	$1,995.00	5.1%
70,000.0000		CENTERPOINT ENER 12/16/05 5.170 08/01/19 SER 2005-2 CL A-4 CUSIP - 15200DAD9	$108.717	$76,101.90	0.2%	$78,054.29	$(1,952.39)	$3,619.00	4.8%
60,000.0000		CHEVRON CORP 03/03/09 4.950 03/03/19 SR NT CUSIP - 166751AJ6	$113.431	$68,058.60	0.2%	$71,185.00	$(3,126.40)	$2,970.00	4.4%
35,000.0000		CCCIT 2003-A7 A7 06/30/03 4.150 07/07/17 CUSIP - 17305EBU8	$105.385	$36,884.75	0.1%	$37,340.63	$(455.88)	$1,452.50	3.9%
70,000.0000		COCA COLA CO 03/07/13 1.150 04/01/18 CUSIP - 191216BA7	$97.149	$68,004.30	0.2%	$68,489.40	$(485.10)	$805.00	1.2%
70,000.0000		CONAGRA FOODS INC SR NT 09/13/12 1.350 09/10/15 CUSIP - 205887BH4	$100.694	$70,485.80	0.2%	$70,429.15	$56.65	$945.00	1.3%
70,000.0000		CONOCOPHILLIPS CDA FDG CO 12/07/12 1.050 12/15/17 CUSIP - 20826FAB2	$97.579	$68,305.30	0.2%	$68,835.90	$(530.60)	$735.00	1.1%
31,223.0900		CONTL AIRLINES 12/02/10 4.750 01/12/21 PASS THRU CERT 2010-A CUSIP - 21079VAA1	$106.250	$33,174.53	0.1%	$31,414.91	$1,759.62	$1,483.10	4.5%
35,000.0000		CUMMINS INC 09/24/13 3.650 10/01/23	$98.657	$34,529.95	0.1%	$35,463.40	$(933.45)	$1,277.50	3.7%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		CUSIP - 231021AR7							
55,000.0000		DANAHER CORP 12/11/07 5.625 01/15/18 CUSIP - 235851AG7	$113.995	$62,697.25	0.1%	$62,917.70	$(220.45)	$3,093.75	4.9%
30,970.2900		DELTA AIR LINES 11/22/10 4.950 05/23/2019 SERIES 2010-2A CLASS A CUSIP - 247361ZH4	$107.750	$33,370.49	0.1%	$32,936.65	$433.84	$1,533.03	4.6%
50,000.0000		WALT DISNEY COMPANY 09/11/06 5.625 09/15/16 CUSIP - 25468PCE4	$112.276	$56,138.00	0.1%	$56,898.40	$(760.40)	$2,812.50	5.0%
40,000.0000		DISTRICT COLUMBIA INCOME TAX 12/22/09 4.343 12/01/18 TAXABLE-SECD-SER E-BUILD CUSIP - 25477GCT0	$108.897	$43,558.80	0.1%	$39,804.00	$3,754.80	$1,737.20	4.0%
75,000.0000		DOW CHEMICAL CO SR NT 11/14/12 3.000 11/15/22 CUSIP - 260543CH4	$93.264	$69,948.00	0.2%	$69,961.30	$(13.30)	$2,250.00	3.2%
55,000.0000		DU PONT EI DE NEMOURS CO NOTE 09/23/10 1.950 01/15/16 CUSIP - 263534CD9	$102.040	$56,122.00	0.1%	$56,900.60	$(778.60)	$1,072.50	1.9%
38,251.0000	EIBLX	EATON VANCE MUT FDS TR FLTG RATE FD CL I CUSIP - 277911491	$9.190	$351,526.69	0.8%	$349,996.65	$1,530.04	$13,732.11	3.9%
65,000.0000		ECOLAB INC 12/08/11 3.000 12/08/16 CUSIP - 278865AK6	$104.770	$68,100.50	0.2%	$68,701.75	$(601.25)	$1,950.00	2.9%
50,000.0000		EMERSON ELEC CO 01/21/09 4.875 10/15/19 CUSIP - 291011AY0	$111.876	$55,938.00	0.1%	$57,101.00	$(1,163.00)	$2,437.50	4.4%

TR F.R.LUTHER CHAR. CONSOLIDATED

12/01/2013 - 12/31/2013

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
36,079.4000		FG G13078 03/01/08 6.000 03/01/23 CUSIP - 3128MBUB1	$109.011	$39,330.51	0.1%	$38,915.01	$415.50	$2,164.76	5.5%
40,627.5900		FG G13997 11/01/10 4.000 12/01/25 CUSIP - 3128MCUW3	$105.632	$42,915.74	0.1%	$41,738.51	$1,177.23	$1,625.10	3.8%
25,077.3200		FG G03941 02/01/08 6.000 02/01/38 CUSIP - 3128M5WA4	$110.268	$27,652.26	0.1%	$27,628.29	$23.97	$1,504.64	5.4%
75,410.6400		FG G0-6359 03/01/11 4.000 02/01/41 CUSIP - 3128M8MG6	$102.935	$77,623.94	0.2%	$75,823.05	$1,800.89	$3,016.43	3.9%
105,000.0000		FANNIE MAE 11/17/11 0.750 12/19/14 CUSIP - 3135G0FY4	$100.539	$105,565.95	0.3%	$105,622.65	$(56.70)	$787.50	0.7%
90,000.0000		FANNIE MAE 09/20/12 1.000 09/20/17 OPT CALL 09/20/2013 @ 100.00 CUSIP - 3135G0PP2	$98.755	$88,879.50	0.2%	$90,225.00	$(1,345.50)	$900.00	1.0%
110,000.0000		FANNIE MAE 09/26/12 1.550 09/26/19 OPT CALL 09/26/2014 @ 100.00 CUSIP - 3135G0PS6	$95.302	$104,832.20	0.2%	$110,831.60	$(5,999.40)	$1,705.00	1.6%
70,000.0000		FANNIE MAE 01/07/13 0.875 02/08/18 CUSIP - 3135G0TG8	$97.478	$68,234.60	0.2%	$68,681.20	$(446.60)	$612.50	0.9%
60,000.0000		FANNIE MAE 08/17/06 5.250 09/15/16 CUSIP - 31359MW41	$112.192	$67,315.20	0.2%	$67,849.80	$(534.60)	$3,150.00	4.7%
70,000.0000		FREDDIE MAC	$100.502	$70,351.40	0.2%	$69,999.30	$352.10	$700.00	1.0%

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								(continued)	
		06/02/11 1.000 07/30/14 CUSIP - 3137EACU1							
48,326.2500		FN AJ9355 01/01/12 3.000 01/01/27 CUSIP - 3138E2MD4	$102.161	$49,370.58	0.1%	$50,074.27	$(703.69)	$1,449.79	2.9%
4,345.2700		FN 602050 09/01/01 6.000 09/01/16 CUSIP - 31388DZP6	$103.548	$4,499.44	0.0%	$4,415.19	$84.25	$260.72	5.8%
145,000.0000		FANNIE MAE 09/27/10 1.625 10/26/15 CUSIP - 31398A4M1	$102.185	$148,168.25	0.4%	$150,213.35	$(2,045.10)	$2,356.25	1.6%
37,879.1100		FN 725027 12/01/03 5.000 11/01/33 CUSIP - 31402CPL0	$108.940	$41,265.50	0.1%	$39,477.14	$1,788.36	$1,893.96	4.6%
37,330.9500		FN 725162 01/01/04 6.000 02/01/34 CUSIP - 31402CTT9	$112.206	$41,887.57	0.1%	$41,186.55	$701.02	$2,239.86	5.3%
27,255.3800		FN 735061 11/01/04 6.000 11/01/34 CUSIP - 31402QTS0	$112.152	$30,567.45	0.1%	$30,062.09	$505.36	$1,635.32	5.3%
65,229.1300		FN 735141 12/01/04 5.500 01/01/35 CUSIP - 31402QWA5	$110.031	$71,772.26	0.2%	$69,020.59	$2,751.67	$3,587.60	5.0%
43,269.4700		FN 745275 01/01/06 5.000 02/01/36 CUSIP - 31403C6L0	$108.531	$46,960.79	0.1%	$45,149.00	$1,811.79	$2,163.47	4.6%
9,081.4720		FN 888367 04/01/07 7.000 03/01/37 CUSIP - 31410F6C4	$113.152	$10,275.87	0.0%	$10,165.56	$110.31	$635.70	6.2%
63,093.4800		FN 888564	$107.573	$67,871.55	0.2%	$66,987.53	$884.02	$3,154.67	4.6%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		07/01/07 5.000 10/01/21 CUSIP - 31410GFD0							
53,797.2400		FN 995158 11/01/08 4.500 12/01/20 CUSIP - 31416BQK7	$106.568	$57,330.64	0.1%	$56,520.72	$809.92	$2,420.88	4.2%
56,876.2700		FN AB6192 08/01/12 2.500 09/01/27 CUSIP - 31417C3A1	$99.310	$56,483.82	0.1%	$56,085.34	$398.48	$1,421.91	2.5%
93,200.5670		FN MA1660 10/01/13 3.000 10/01/23 CUSIP - 31418AZ27	$103.735	$96,681.61	0.2%	$97,336.34	$(654.73)	$2,796.02	2.9%
30,042.6400		FN AD-8522 08/01/10 4.000 08/01/40 CUSIP - 31418WPG9	$102.990	$30,940.91	0.1%	$29,932.42	$1,008.49	$1,201.71	3.9%
40,763.7400		FN AE0040 05/01/10 5.000 06/01/25 CUSIP - 31419ABJ5	$107.691	$43,898.88	0.1%	$43,483.45	$415.43	$2,038.19	4.6%
55,000.0000		FEDEX CORP 01/16/09 8.000 01/15/19 CUSIP - 31428XAR7	$124.274	$68,350.70	0.2%	$68,267.45	$83.25	$4,400.00	6.4%
25,000.0000		FLORIDA PWR & LT CO 10/10/07 5.550 11/01/17 CUSIP - 341081EZ6	$113.943	$28,485.75	0.1%	$30,276.75	$(1,791.00)	$1,387.50	4.9%
50,000.0000		FLORIDA ST DEPT ENVIRONMENTAL 01/28/10 5.456 07/01/19 TAXABLE-SER B-BUILD AMER CUSIP - 34160WTX2	$111.238	$55,619.00	0.1%	$50,991.74	$4,627.26	$2,728.00	4.9%
80,129.0000		G2 MA0139 06/01/12 3.000 06/20/27 CUSIP - 36179MEL0	$102.808	$82,379.02	0.2%	$86,063.55	$(3,684.53)	$2,403.87	2.9%

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								(continued)	
46,862.4000		GN 004802M 09/01/10 5.000 09/20/40 CUSIP - 36202FKP0	$109.517	$51,322.29	0.1%	$49,776.66	$1,545.63	$2,343.12	4.6%
66,526.7000		G2 5234 11/01/11 4.500 11/20/41 CUSIP - 36202FY75	$106.983	$71,172.26	0.2%	$73,668.22	$(2,495.96)	$2,993.70	4.2%
75,000.0000		GENERAL ELECTRIC CO 10/09/12 0.850 10/09/15 CUSIP - 369604BE2	$100.467	$75,350.25	0.2%	$75,396.35	$(46.10)	$637.50	0.8%
75,000.0000		GLAXOSMITHKLINE CAP 05/09/12 1.500 05/08/17 CUSIP - 377373AC9	$100.045	$75,033.75	0.2%	$75,649.65	$(615.90)	$1,125.00	1.5%
55,000.0000		HESS CORP 02/03/09 8.125 02/15/19 CUSIP - 42809HAB3	$124.211	$68,316.05	0.2%	$67,994.35	$321.70	$4,468.75	6.5%
70,000.0000		HEWLETT PACKARD CO GLBL NT 12/06/11 4.650 12/09/21 CUSIP - 428236BV4	$102.968	$72,077.60	0.2%	$70,905.80	$1,171.80	$3,255.00	4.5%
8,007.0000	HWHIX	HOTCHKIS & WILEY FUNDS HIGH YIELD CUSIP - 44134R735	$13.070	$104,651.49	0.2%	$104,411.28	$240.21	$6,253.47	6.0%
55,000.0000		ILLINOIS TOOL WKS INC 03/26/09 6.250 04/01/19 CUSIP - 452308AJ8	$119.263	$65,594.65	0.2%	$67,349.65	$(1,755.00)	$3,437.50	5.2%
70,000.0000		INTEL CORP 09/19/11 1.950 10/01/16 CUSIP - 458140AH3	$102.800	$71,960.00	0.2%	$72,350.60	$(390.60)	$1,365.00	1.9%
30,000.0000		IOWA ST 07/22/09 6.750 06/01/34 OPT CALL 06/01/2019 @ 100.00	$109.769	$32,930.70	0.1%	$33,199.70	$(269.00)	$2,025.00	6.1%

TR F.R.LUTHER CHAR. CONSOLIDATED

12/01/2013 - 12/31/2013

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		CUSIP - 46257TBC2							
85,000.0000		JOHN DEERE OWNER TR 2012-B 09/05/12 0.530 07/15/16 SER 2012-B CL A3 CUSIP - 47787RAC4	$100.021	$85,017.85	0.2%	$85,022.11	$(4.26)	$450.50	0.5%
60,000.0000		JOHNSON & JOHNSON 06/23/08 5.150 07/15/18 CUSIP - 478160AU8	$113.790	$68,274.00	0.2%	$71,628.70	$(3,354.70)	$3,090.00	4.5%
30,000.0000		KELLOGG CO 11/19/09 4.150 11/15/19 CUSIP - 487836BC1	$107.052	$32,115.60	0.1%	$32,962.50	$(846.90)	$1,245.00	3.9%
60,000.0000		KRAFT FOODS GROUP INC SR NT 08/23/12 6.125 08/23/18 CUSIP - 50076QAX4	$116.562	$69,937.20	0.2%	$73,171.10	$(3,233.90)	$3,675.00	5.3%
55,000.0000		KROGER CO 07/25/13 3.850 08/01/23 CUSIP - 501044CS8	$98.456	$54,150.80	0.1%	$54,131.65	$19.15	$2,117.50	3.9%
35,298.9600		LOUISIANA LOC GOVT 07/22/10 1.520 02/01/18 TAXABLE-EGSL-TRANCHE-A-1 CUSIP - 54627RAE0	$100.616	$35,516.40	0.1%	$35,291.70	$224.70	$536.54	1.5%
45,000.0000		MARATHON OIL CORP 03/17/08 5.900 03/15/18 CUSIP - 565849AF3	$113.788	$51,204.60	0.1%	$48,700.65	$2,503.95	$2,655.00	5.2%
60,000.0000		MCDONALD'S CORP 10/18/07 5.800 10/15/17 CUSIP - 58013MEB6	$115.292	$69,175.20	0.2%	$69,123.40	$51.80	$3,480.00	5.0%
45,000.0000		MICHIGAN ST 04/20/11 2.650 04/15/15 TAXABLE-SCH LN-SER A CUSIP - 5946106T9	$102.422	$46,089.90	0.1%	$44,949.15	$1,140.75	$1,192.50	2.6%

12/01/2013 - 12/31/2013

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								(continued)	
45,000.0000		MICROSOFT CORP 11/07/12 0.875 11/15/17 CUSIP - 594918AP9	$98.454	$44,304.30	0.1%	$44,904.15	$(599.85)	$393.75	0.9%
50,000.0000		MOLSON COORS BREWING CO 05/03/12 3.500 05/01/22 CUSIP - 60871RAC4	$98.182	$49,091.00	0.1%	$49,596.40	$(505.40)	$1,750.00	3.6%
25,000.0000		MYLAN INC NT 11/29/13 4.200 11/29/23 CUSIP - 628530BD8	$98.359	$24,589.75	0.1%	$24,903.00	$(313.25)	$1,050.00	4.3%
60,000.0000		NBCUNIVERSAL MEDIA LLC 04/30/11 5.150 04/30/20 CUSIP - 63946BAD2	$111.775	$67,065.00	0.2%	$67,896.25	$(831.25)	$3,090.00	4.6%
25,000.0000		NORFOLK SOUTHN CORP 05/19/97 7.700 05/15/17 CUSIP - 655844AE8	$118.695	$29,673.75	0.1%	$31,442.05	$(1,768.30)	$1,925.00	6.5%
100,000.0000		NORSK HYDRO A S 01/15/98 6.700 01/15/18 CUSIP - 656531AF7	$117.758	$117,758.00	0.3%	$96,163.00	$21,595.00	$6,700.00	5.7%
9,628.5200		PEGTF 2001-1 A7 1/31/2001 6.750 6/15/2016 CUSIP - 69361YAG8	$102.067	$9,827.54	0.0%	$10,111.45	$(283.91)	$649.93	6.6%
60,000.0000		PEPSICO INC 05/28/08 5.000 06/01/18 CUSIP - 713448BH0	$112.172	$67,303.20	0.2%	$68,617.55	$(1,314.35)	$3,000.00	4.5%
60,000.0000		PORT SEATTLE WASH REV 03/14/12 1.464 11/01/15 CUSIP - 735389QT8	$100.747	$60,448.20	0.1%	$60,000.00	$448.20	$878.40	1.5%
40,000.0000		PORTLAND GEN ELEC CO 04/16/09 6.100 04/15/19 CUSIP - 736508BQ4	$117.947	$47,178.80	0.1%	$47,494.70	$(315.90)	$2,440.00	5.2%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
60,000.0000		PRECISION CASTPARTS CORP 12/20/12 1.250 01/15/18 CUSIP - 740189AK1	$97.350	$58,410.00	0.1%	$60,265.80	$(1,855.80)	$750.00	1.3%
20,197.0000	PRHYX	T ROWE HIGH YIELD FD-INV CUSIP - 741481105	$7.150	$144,408.55	0.3%	$132,492.32	$11,916.23	$8,826.09	6.1%
70,000.0000		PROCTER & GAMBLE CO NOTE 08/15/11 1.450 08/15/16 CUSIP - 742718DV8	$101.459	$71,021.30	0.2%	$71,779.60	$(758.30)	$1,015.00	1.4%
65,000.0000		REPUBLIC SVCS INC NOTE 05/09/11 3.800 05/15/18 CUSIP - 760759AL4	$105.913	$68,843.45	0.2%	$69,297.85	$(454.40)	$2,470.00	3.6%
70,000.0000		ROYAL BANK OF CANADA BD 09/19/12 1.200 09/19/17 CUSIP - 78011DAC8	$99.083	$69,358.10	0.2%	$69,919.65	$(561.55)	$840.00	1.2%
65,000.0000		TEXAS ST 09/29/10 3.373 04/01/20 TAXABLE-TRANSN COMMN-HWY IMPT CUSIP - 882722VG3	$103.975	$67,583.75	0.2%	$65,000.00	$2,583.75	$2,192.45	3.2%
70,000.0000		3M COMPANY 09/29/11 1.375 09/29/16 CUSIP - 88579YAD3	$101.488	$71,041.60	0.2%	$71,679.65	$(638.05)	$962.50	1.4%
65,000.0000		TIME WARNER INC SR NOTE 03/11/10 4.8750 03/15/20 CUSIP - 887317AF2	$109.608	$71,245.20	0.2%	$73,459.70	$(2,214.50)	$3,168.75	4.4%
45,000.0000		UNION PAC CORP 10/30/07 5.750 11/15/17 CUSIP - 907818CZ9	$113.580	$51,111.00	0.1%	$51,070.90	$40.10	$2,587.50	5.1%
50,000.0000		UNITED PARCEL SERVICE 09/27/12 1.125 10/01/17 CUSIP - 911312AP1	$98.509	$49,254.50	0.1%	$50,256.50	$(1,002.00)	$562.50	1.1%

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								(continued)	
5,000.0000		US TREASURY N/B 08/17/98 5.500 08/15/28 CUSIP - 912810FE3	$123.266	$6,163.30	0.0%	$6,363.89	$(200.59)	$275.00	4.5%
60,000.0000		US TREASURY N/B 05/15/07 4.500 05/15/17 CUSIP - 912828GS3	$111.594	$66,956.40	0.2%	$67,516.61	$(560.21)	$2,700.00	4.0%
60,000.0000		US TREASURY NOTE 08/15/08 4.000 08/15/18 CUSIP - 912828JH4	$110.914	$66,548.40	0.2%	$67,561.14	$(1,012.74)	$2,400.00	3.6%
105,000.0000		US TREASURY NOTE 08/02/10 1.750 07/31/15 CUSIP - 912828NP1	$102.332	$107,448.60	0.3%	$107,625.35	$(176.75)	$1,837.50	1.7%
155,000.0000		UNITED STATES TREAS NTS 11/30/10 1.375 11/30/15 CUSIP - 912828PJ3	$101.934	$157,997.70	0.4%	$158,226.89	$(229.19)	$2,131.25	1.3%
65,000.0000		UNITED STATES TREAS NTS 05/15/11 3.125 05/15/21 CUSIP - 912828QN3	$104.242	$67,757.30	0.2%	$67,132.05	$625.25	$2,031.25	3.0%
110,000.0000		US TREASURY NOTE 05/15/02 1.750 05/15/22 CUSIP - 912828SV3	$92.469	$101,715.90	0.2%	$104,196.46	$(2,480.56)	$1,925.00	1.9%
110,000.0000		UNITED STATES TREAS NTS 06/30/12 1.000 06/0/19 CUSIP - 912828TC4	$95.094	$104,603.40	0.2%	$107,296.73	$(2,693.33)	$1,100.00	1.1%
160,000.0000		UNITED STATES TREAS NTS 02/15/13 2.000 02/15/23 CUSIP - 912828UN8	$92.766	$148,425.60	0.4%	$156,943.82	$(8,518.22)	$3,200.00	2.2%
30,000.0000		UNIVERSITY TEX UNIV REVS 09/15/10 3.305 08/15/19 TAXABLE-FING SYS-SER C-	$103.613	$31,083.90	0.1%	$30,000.00	$1,083.90	$991.50	3.2%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								**(continued)**	
		CUSIP - 9151375N9							
65,000.0000		UTAH ST 09/30/10 3.289 07/01/20 TAXABLE-B-BUILD AMER BDS- CUSIP - 917542QT2	$102.526	$66,641.90	0.2%	$65,000.00	$1,641.90	$2,137.85	3.2%
40,000.0000		WASTE MANAGEMENT INC 02/26/09 6.375 03/11/15 CUSIP - 94106LAT6	$106.503	$42,601.20	0.1%	$42,782.80	$(181.60)	$2,550.00	6.0%
		Fixed Income - Total		**$7,276,628.33**	**17.2%**	**$7,285,183.27**	**$(8,554.94)**	**$242,415.09**	**3.3%**
Equities									
10,000.0000	ACN	ACCENTURE PLC CLASS A COMMON COMPANY BASED IN IRELAND CUSIP - G1151C101	$82.220	$822,200.00	1.9%	$538,149.00	$284,051.00	$18,600.00	2.3%
25,000.0000	T	AT&T INC CUSIP - 00206R102	$35.160	$879,000.00	2.1%	$737,459.70	$141,540.30	$46,000.00	5.2%
2,000.0000	AAPL	APPLE INC CUSIP - 037833100	$561.020	$1,122,040.00	2.7%	$1,101,832.75	$20,207.25	$24,400.00	2.2%
10,000.0000	BMY	BRISTOL MYERS SQUIBB CO CUSIP - 110122108	$53.150	$531,500.00	1.3%	$344,086.00	$187,414.00	$14,400.00	2.7%
5,000.0000	CAT	CATERPILLAR INC CUSIP - 149123101	$90.810	$454,050.00	1.1%	$487,875.00	$(33,825.00)	$12,000.00	2.6%
1,700.0000	CELG	CELGENE CORP CUSIP - 151020104	$168.968	$287,245.60	0.7%	$260,729.00	$26,516.60		
10,000.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	$124.910	$1,249,100.00	3.0%	$354,227.50	$894,872.50	$40,000.00	3.2%
15,000.0000	CSCO	CISCO SYSTEMS INC CUSIP - 17275R102	$22.430	$336,450.00	0.8%	$1,071,093.75	$(734,643.75)	$10,200.00	3.0%
10,000.0000	KO	COCA COLA CO	$41.310	$413,100.00	1.0%	$368,800.00	$44,300.00	$11,200.00	2.7%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 191216100							
10,174.0000	DHSIX	DIAMOND HILL SM CAP - I CUSIP - 25264S858	$33.100	$336,759.40	0.8%	$352,325.62	$(15,566.22)	$1,098.79	0.3%
3,600.0000	DIS	DISNEY WALT CO CUSIP - 254687106	$76.400	$275,040.00	0.7%	$250,007.76	$25,032.24	$3,096.00	1.1%
10,000.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	$64.970	$649,700.00	1.5%	$540,717.00	$108,983.00	$18,000.00	2.8%
10,000.0000	DUK	DUKE ENERGY CORP NEW COM NEW CUSIP - 26441C204	$69.010	$690,100.00	1.6%	$675,274.11	$14,825.89	$31,200.00	4.5%
10,000.0000	EMR	EMERSON ELEC CO CUSIP - 291011104	$70.180	$701,800.00	1.7%	$314,733.00	$387,067.00	$17,200.00	2.5%
15,000.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	$101.200	$1,518,000.00	3.6%	$567,890.62	$950,109.38	$37,800.00	2.5%
40,000.0000	FITB	FIFTH THIRD BANCORP CUSIP - 316773100	$21.030	$841,200.00	2.0%	$1,608,333.34	$(767,133.34)	$19,200.00	2.3%
35,000.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	$28.030	$981,050.00	2.3%	$1,753,281.25	$(772,231.25)	$30,800.00	3.1%
10,000.0000	GPC	GENUINE PARTS CO COM CUSIP - 372460105	$83.190	$831,900.00	2.0%	$528,320.00	$303,580.00	$21,500.00	2.6%
10,000.0000	HON	HONEYWELL INTL INC CUSIP - 438516106	$91.370	$913,700.00	2.2%	$479,660.00	$434,040.00	$18,000.00	2.0%
15,000.0000	INTC	INTEL CORP CUSIP - 458140100	$25.955	$389,325.00	0.9%	$1,068,281.25	$(678,956.25)	$13,500.00	3.5%
10,000.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	$187.570	$1,875,700.00	4.4%	$1,593,138.80	$282,561.20	$38,000.00	2.0%
9,000.0000	EPP	ISHARES MSCI PACIFIC EX-JAPAN	$46.730	$420,570.00	1.0%	$401,030.10	$19,539.90	$17,172.00	4.1%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		INDEX FD CUSIP - 464286665							
20,094.0000	EEM	ISHARES MSCI EMERGING MKTS IND F CUSIP - 464287234	$41.795	$839,828.73	2.0%	$597,521.71	$242,307.02	$17,240.65	2.1%
18,927.0000	EFA	ISHARES MSCI EAFE INDEX FD CUSIP - 464287465	$67.095	$1,269,907.07	3.0%	$1,244,604.17	$25,302.90	$32,232.68	2.5%
8,324.0000	IWR	ISHARES RUSSELL MIDCAP INDEX FD CUSIP - 464287499	$149.980	$1,248,433.52	3.0%	$793,821.56	$454,611.96	$16,406.60	1.3%
3,000.0000	IBB	ISHARES TR NASDAQ BIOTECHNOLOGY INDEX FD CUSIP - 464287556	$227.060	$681,180.00	1.6%	$205,168.16	$476,011.84	$216.00	
4,502.0000	IWM	ISHARES RUSSELL 2000 INDEX FD CUSIP - 464287655	$115.360	$519,350.72	1.2%	$359,934.90	$159,415.82	$6,365.83	1.2%
14,000.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	$91.590	$1,282,260.00	3.0%	$858,786.20	$423,473.80	$36,960.00	2.9%
2,500.0000	MCD	MCDONALDS CORP CUSIP - 580135101	$97.030	$242,575.00	0.6%	$245,259.00	$(2,684.00)	$8,100.00	3.3%
35,000.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	$37.410	$1,309,350.00	3.1%	$1,809,062.50	$(499,712.50)	$39,200.00	3.0%
10,000.0000	PNC	PNC FINANCIAL SERVICES GROUP CUSIP - 693475105	$77.580	$775,800.00	1.8%	$645,500.00	$130,300.00	$17,600.00	2.3%
10,000.0000	PEP	PEPSICO INC COMMON CUSIP - 713448108	$82.940	$829,400.00	2.0%	$630,669.10	$198,730.90	$22,700.00	2.7%
25,000.0000	PFE	PFIZER INC CUSIP - 717081103	$30.630	$765,750.00	1.8%	$882,812.50	$(117,062.50)	$26,000.00	3.4%
8,000.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	$81.410	$651,280.00	1.5%	$224,354.44	$426,925.56	$19,248.00	3.0%
3,500.0000	QCOM	QUALCOMM INC	$74.250	$259,875.00	0.6%	$251,611.85	$8,263.15	$4,900.00	1.9%

TR F.R.LUTHER CHAR. CONSOLIDATED

12/01/2013 - 12/31/2013

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
		COM CUSIP - 747525103							
4,729.0000	RPMGX	T ROWE PRICE MID-CAP GROWTH FUND #64 CUSIP - 779556109	$72.780	$344,176.62	0.8%	$352,972.56	$(8,795.94)	$283.74	0.1%
10,000.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	$90.110	$901,100.00	2.1%	$574,897.80	$326,202.20	$12,500.00	1.4%
7,500.0000	SE	SPECTRA ENERGY CORP CUSIP - 847560109	$35.620	$267,150.00	0.6%	$247,004.39	$20,145.61	$9,150.00	3.4%
10,000.0000	TGT	TARGET CORP CUSIP - 87612E106	$63.270	$632,700.00	1.5%	$269,550.00	$363,150.00	$17,200.00	2.7%
5,500.0000	MMM	3M CO CUSIP - 88579Y101	$140.250	$771,375.00	1.8%	$442,419.00	$328,956.00	$18,810.00	2.4%
7,500.0000	UTX	UNITED TECHNOLOGIES CORP CUSIP - 913017109	$113.800	$853,500.00	2.0%	$285,783.62	$567,716.38	$17,700.00	2.1%
3,000.0000	VGT	VANGUARD INFORMATION TECHNOLOGY ETF CUSIP - 92204A702	$89.540	$268,620.00	0.6%	$254,775.00	$13,845.00	$2,832.00	1.1%
20,000.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	$45.400	$908,000.00	2.2%	$683,831.40	$224,168.60	$24,000.00	2.6%
15,000.0000	YUM	YUM! BRANDS INC COMMON STOCK CUSIP - 988498101	$75.610	$1,134,150.00	2.7%	$950,378.00	$183,772.00	$22,200.00	2.0%
		Equities - Total		**$33,275,291.66**	**78.8%**	**$28,207,963.41**	**$5,067,328.25**	**$815,212.29**	**2.5%**

12/01/2013 - 12/31/2013

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
Real Estate Investments									
26,403.0000	TRREX	T ROWE PRICE RL EST FUND(122) CUSIP - 779919109	$21.210	$560,007.63	1.3%	$474,750.01	$85,257.62	$12,937.47	2.3%
8,475.0000	VNQ	VANGUARD REIT ETF CUSIP - 922908553	$64.560	$547,146.00	1.3%	$513,416.41	$33,729.59	$23,653.73	4.3%
		Real Estate Investments - Total		**$1,107,153.63**	**2.6%**	**$988,166.42**	**$118,987.21**	**$36,591.20**	**3.3%**
Total Portfolio Positions				**$42,208,013.81**	**100.0%**	**$37,030,253.29**	**$5,177,760.52**	**$1,094,273.47**	**2.6%**