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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation: FRANK W. LAWSON CHARITABLE TRUST

A Employer identification number: 26-1094646

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) ▶ $ 3,750,126.

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).)*

		(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	18,030.	18,030.		STMT 1
	4 Dividends and interest from securities	77,655.	77,742.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	133,301.			
	b Gross sales price for all assets on line 6a 1,794,102.				
	7 Capital gain net income (from Part IV, line 2)		133,301.		
	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)	457.	457.		STMT 3
	12 **Total.** Add lines 1 through 11	229,443.	229,530.		
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) STMT 4	1,000.	500.	NONE	500.
	c Other professional fees (attach schedule) STMT 5	4,325.	4,325.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	2,670.	2,670.		
	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 7	42,099.	41,899.		200.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	50,094.	49,394.	NONE	700.
	25 Contributions, gifts, grants paid	191,400.			191,400.
	26 **Total expenses and disbursements.** Add lines 24 and 25	241,494.	49,394.	NONE	192,100.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-12,051.			
	b **Net investment income** (if negative, enter -0-)		180,136.		
	c **Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.**
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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	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing		5.	5.
	2 Savings and temporary cash investments	132,139.	127,248.	127,248.
	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			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	2,601,734.	2,663,828.	2,942,148.
	c Investments - corporate bonds (attach schedule)	762,188.	692,900.	680,726.
	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)	3,496,061.	3,483,981.	3,750,127.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	3,496,061.	3,483,981.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	3,496,061.	3,483,981.	
	31 Total liabilities and net assets/fund balances (see instructions)	3,496,061.	3,483,981.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,496,061.
2	Enter amount from Part I, line 27a	2	-12,051.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	14.
4	Add lines 1, 2, and 3	4	3,484,024.
5	Decreases not included in line 2 (itemize) ▶ ADJ FOR PARTNERSHIP INCOME	5	43.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,483,981.

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)
1 a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,794,102.		1,660,801.	133,301.
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				133,301.
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	133,301.
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))
2015	207,238.	3,962,989.	0.052293
2014	170,327.	4,137,124.	0.041170
2013	193,673.	3,931,051.	0.049267
2012	191,339.	3,804,937.	0.050287
2011	179,750.	3,783,308.	0.047511

2	**Total** of line 1, column (d)	2	0.240528
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	0.048106
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	3,718,274.
5	Multiply line 4 by line 3	5	178,871.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,801.
7	Add lines 5 and 6	7	180,672.
8	Enter qualifying distributions from Part XII, line 4	8	192,100.

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 ▶ [X] and enter 1% of Part I, line 27b			1	1,801.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	
3	Add lines 1 and 2			3	1,801.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,801.
6	Credits/Payments:				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	5,007.		
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	5,007.
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	3,206.
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 3,206. **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 2016 or the taxable year beginning in 2016 (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)*

			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 ▶ FIFTH THIRD BANK, TRUSTEE Telephone no. ▶ (800)795-4115

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

			Yes	No
16	At any time during calendar year 2016, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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 2016 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 2016.)*	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 2016?	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 4945(d)(4)(A)? (see instructions) . . . ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . .	5b		
	Organizations relying on a current notice regarding disaster assistance check here . . . ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . .	6b		X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . .	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	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 NONE	
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	3,658,416.
b	Average of monthly cash balances	1b	116,481.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,774,897.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) ... 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,774,897.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	56,623.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,718,274.
6	**Minimum investment return.** Enter 5% of line 5	6	185,914.

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	185,914.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,801.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,801.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	184,113.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	184,113.
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	184,113.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	192,100.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	192,100.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,801.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	190,299.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				184,113.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			NONE	
b Total for prior years. 20___,20___,20___		NONE		
3 Excess distributions carryover, if any, to 2016:				
a From 2011 NONE				
b From 2012 3,570.				
c From 2013 1,967.				
d From 2014 NONE				
e From 2015 10,937.				
f Total of lines 3a through e	16,474.			
4 Qualifying distributions for 2016 from Part XII, line 4. ▶ $ 192,100.				
a Applied to 2015, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount				184,113.
e Remaining amount distributed out of corpus	7,987.			
5 Excess distributions carryover applied to 2016 (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	24,461.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	24,461.			
10 Analysis of line 9:				
a Excess from 2012 3,570.				
b Excess from 2013 1,967.				
c Excess from 2014 NONE				
d Excess from 2015 10,937.				
e Excess from 2016 7,987.				

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 2016, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here ▶ [X] 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE GIDEON'S INTERNATIONAL 50 CENTURY BOULEVARD NASHVILLE TN 37214-0800	NONE	PC	PROGRAM SUPPORT	63,800.
AMERICAN BIBLE SOCIETY 101 N. INDEPENDENCE MALL EAST PHILADELPHIA P	NONE	PC	PROGRAM SUPPORT	63,800.
WORLD RADIO MISSIONARY FELLOWSHIP 1065 GARDEN OF THE GODS ROAD COLORADO SPRING	NONE	PC	PROGRAM SUPPORT	63,800.
Total . . . . ▶ **3a**				191,400.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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	0	NONE	18,030.
4 Dividends and interest from securities			0	NONE	77,655.
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					457.
8 Gain or (loss) from sales of assets other than inventory			0	NONE	133,301.
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		NONE	229,443.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 229,443.

(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
4	IN THE GOVERNING AGREEMENT.
8	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
8	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED
8	IN THE GOVERNING AGREEMENT.
3	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
3	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED
3	IN 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 | 05/11/2017 Date | Trustee Title

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	18,030.	18,030.
TOTAL	18,030.	18,030.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	357.	357.
FOREIGN DIVIDENDS	14,823.	14,823.
NONDIVIDEND DISTRIBUTIONS	3,339.	
DOMESTIC DIVIDENDS	33,305.	33,305.
FOREIGN INTEREST	1,656.	1,656.
NONDISTRIBUTIVE DIVIDENDS	-3,426.	
NONQUALIFIED FOREIGN DIVIDENDS	10,768.	10,768.
NONQUALIFIED DOMESTIC DIVIDENDS	16,833.	16,833.
TOTAL	77,655.	77,742.

FRANK W. LAWSON CHARITABLE TRUST 26-1094646

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME	457.	457.
TOTALS	457.	457.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,000.	500.		500.
TOTALS	1,000.	500.	NONE	500.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	4,325.	4,325.
TOTALS	4,325.	4,325.

STATEMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	2,072.	2,072.
FOREIGN TAXES ON QUALIFIED FOR	561.	561.
FOREIGN TAXES ON NONQUALIFIED	37.	37.
TOTALS	2,670.	2,670.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	5.	5.	
OTHER ALLOCABLE EXPENSE-INCOME	372.	372.	
BANK SERVICE FEES	28,804.	28,804.	
OTHER MISC. EXPENSES	200.		200.
BANK SERVICE FEES	12,718.	12,718.	
TOTALS	42,099.	41,899.	200.

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
4.5400		CASH	$1.000	$4.54	0.0%	$4.54			
38,311.0000		FIFTH THIRD BANKSAFE TRUST (INCOME INVESTMENT) CUSIP - 316775907	$1.000	$38,311.00	1.0%	$38,311.00		$122.97	0.3%
88,937.0000		FIFTH THIRD BANKSAFE TRUST CUSIP - 316775907	$1.000	$88,937.00	2.4%	$88,937.00		$285.51	0.3%
		Cash & Equivalents - Total		**$127,252.54**	**3.4%**	**$127,252.54**		**$408.48**	**0.3%**
Fixed Income									
200.0000	AGNCB	AGNC INVT CORP DEP SHS REPSTG 1/1000TH PFD SER B 7.75% CUSIP - 00123Q302	$25.100	$5,020.00	0.1%	$4,928.23	$91.77	$387.60	7.7%
194.0000	AFGH	AMERICAN FINL GROUP INC OHIO PREFERRED CUSIP - 025932708	$25.000	$4,850.00	0.1%	$4,907.89	$(57.89)	$291.00	6.0%
104.0000	AMH P	AMERICAN HOMES 4 RENT PERP CUM RED PFD SER E 6.35% CUSIP - 02665T801	$24.510	$2,549.04	0.1%	$2,647.43	$(98.39)	$165.05	6.5%
50,000.0000		ANHEUSER-BUSCH INBEV FIN 01/17/13 1.250 01/17/18 CUSIP - 035242AC0	$99.910	$49,955.00	1.3%	$49,067.50	$887.50	$625.00	1.3%
109.0000	ARESP	ARES MGMT L P PFD UNIT SER A CUSIP - 04014Y200	$25.050	$2,730.45	0.1%	$2,719.55	$10.90	$190.75	7.0%
53.0000	AHT P	ASHFORD HOSPITALITY TR INC PFD CUM SER F 7.375% CUSIP - 044103604	$23.865	$1,264.85	0.0%	$1,329.77	$(64.92)	$97.73	7.7%
218.0000	BAC P	BANK AMER CORP PFD NON CUM SER CC	$25.240	$5,502.32	0.1%	$5,449.63	$52.69	$337.90	6.1%

FIFTH THIRD
PRIVATE BANK

TR U/A FRANK W LAWSON-CONS

12/01/2016 - 12/31/2016

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 - 060505286							
50,000.0000		BANK OF NOVA SCOTIA 04/11/14 1.250 04/11/17 CUSIP - 064159EK8	$100.031	$50,015.50	1.3%	$50,001.00	$14.50	$625.00	1.2%
108.0000	WRB P	BERKLEY W R CORP SUB DEB 56 PREFERRED 05/25/16 5.750 06/01/56 CUSIP - 084423607	$22.880	$2,471.04	0.1%	$2,698.38	$(227.34)	$155.30	6.3%
87.0000	CHSCN	CHS INC PFD CL B SER 2 CUSIP - 12542R506	$26.510	$2,306.37	0.1%	$2,447.75	$(141.38)	$154.43	6.7%
178.0000	CHSCM	CHS INC RED PFD SER 3 CL B % CUSIP - 12542R704	$26.280	$4,677.84	0.1%	$4,875.36	$(197.52)	$300.46	6.4%
114.0000	C P	CITIGROUP INC DEP SHS REPSTG 1/1000TH PFD SER K CUSIP - 172967341	$27.350	$3,117.90	0.1%	$3,193.70	$(75.80)	$195.97	6.3%
73.0000	DTY	DTE ENERGY CO JR SUB PREFERRED CUSIP - 233331867	$25.700	$1,876.10	0.1%	$1,810.40	$65.70	$109.50	5.8%
50,000.0000		DEERE JOHN CAP CORP MED TERM NTS 03/04/14 2.800 03/04/21 CUSIP - 24422ESL4	$101.429	$50,714.50	1.4%	$50,590.00	$124.50	$1,400.00	2.8%
150.0000	DCUC	DOMINION RESOURCES INC 6.375 06/26/14 CUSIP - 25746U869	$50.060	$7,509.00	0.2%	$7,277.24	$231.76	$478.20	6.4%
4,796.2770	DFLEX	DOUBLELINE FLEXIBLE INCOME FD I CUSIP - 258620798	$9.750	$46,763.70	1.2%	$45,748.01	$1,015.69	$1,789.01	3.8%
173.0000	EBAYL	EBAY INC PREFERRED 02/29/16 6.000 02/01/56 CUSIP - 278642202	$25.940	$4,487.62	0.1%	$4,376.92	$110.70	$259.50	5.8%

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)	
147.0000	ENH P	ENDURANCE SPECIALTY HLDGS LTD DEP SHS REPSTG 1/1000TH INT PFD SER C CUSIP - 29267H406	$25.550	$3,755.85	0.1%	$3,671.55	$84.30	$233.44	6.2%
106.0000	ELC	ENTERGY LA LLC AUTOCAL SPX 22 PREFERRED CUSIP - 29364W108	$21.130	$2,239.78	0.1%	$2,623.32	$(383.54)	$129.21	5.8%
77.0000	GDV P	GABELLI DVD & INC TR 07/01/16 5.250 PERPETUAL CUSIP - 36242H708	$23.480	$1,807.96	0.0%	$1,927.10	$(119.14)	$101.10	5.6%
50,000.0000		GENERAL ELEC CAP CORP MEDIUM 01/08/10 5.500 01/08/20 CUSIP - 36962G4J0	$109.570	$54,785.00	1.5%	$57,233.00	$(2,448.00)	$2,750.00	5.0%
17.0000	GAPWP	GEORGIA POWER 6.5000% SERIES 07-A CUSIP - 373334119	$101.600	$1,727.20	0.0%	$1,771.40	$(44.20)	$110.50	6.4%
173.0000	HBANO	HUNTINGTON BANC DEP SHS PFD D 03/21/16 6.250 PERPETUAL PERPETUAL CALL 04/15/21 @ 25.00 CUSIP - 446150708	$25.300	$4,376.90	0.1%	$4,278.55	$98.35	$270.40	6.2%
255.0000	WPS92	INTEGRYS ENERGY GROUP JR SUB PRFD VAR 08/01/73 OPT CALL 08/01/2023 @ 25.00 CUSIP - 45822P204	$26.000	$6,630.00	0.2%	$6,565.05	$64.95	$382.50	5.8%
136.0000	LMHA	LEGG MASON INC JR SUB NT CUSIP - 524901501	$25.110	$3,414.96	0.1%	$3,374.35	$40.61	$216.78	6.3%
50,000.0000		MCDONALD'S CORP 10/18/07 5.800 10/15/17 CUSIP - 58013MEB6	$103.415	$51,707.50	1.4%	$56,393.00	$(4,685.50)	$2,900.00	5.6%

FIFTH THIRD PRIVATE BANK

TR U/A FRANK W LAWSON-CONS

12/01/2016 - 12/31/2016

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)	
176.0000	NEE P	NEXTERA ENERGY CAPITAL PFD 5.250 06/01/76 CUSIP - 65339K100	$22.080	$3,886.08	0.1%	$4,437.25	$(551.17)	$231.09	5.9%
50,000.0000		OCCIDENTAL PETROLEUM COR 08/18/11 3.125 02/15/22 CUSIP - 674599CC7	$102.210	$51,105.00	1.4%	$50,192.50	$912.50	$1,562.50	3.1%
297.0000	PSB P	PS BUSINESS PKS INC CALIF DEP SHS REPSTG 1/1000 SH CUM PFD STK SER V CUSIP - 69360J644	$23.290	$6,917.13	0.2%	$7,384.64	$(467.51)	$423.23	6.1%
50,000.0000		PHILIP MORRIS INTL INC 05/16/08 5.650 05/16/18 CUSIP - 718172AA7	$105.399	$52,699.50	1.4%	$56,517.50	$(3,818.00)	$2,825.00	5.4%
159.0000	PSA P	PUBLIC STORAGE DEP SHS PREFERRED CUSIP - 74460W735	$21.200	$3,370.80	0.1%	$3,975.00	$(604.20)	$196.68	5.8%
156.0000	PSA P	PUBLIC STORAGE DEP CUSIP - 74460W776	$22.630	$3,530.28	0.1%	$3,888.40	$(358.12)	$210.60	6.0%
25,000.0000		QUALCOMM INC 05/20/15 3.000 05/20/22 CUSIP - 747525AE3	$101.329	$25,332.25	0.7%	$26,023.50	$(691.25)	$750.00	3.0%
112.0000	RZB	REINSURANCE GROUP AMER INC SUB DEBENTURE FXD/FLTG CUSIP - 759351802	$26.280	$2,943.36	0.1%	$2,800.00	$143.36	$173.49	5.9%
249.0000	SSWN	SEASPAN CORP 6.375% NOTE PREFERRED CUSIP - 81254U205	$25.160	$6,264.84	0.2%	$6,128.64	$136.20	$396.91	6.3%
120.0000	SOJB	SOUTHERN CO JR SUB NT PREFERRED CUSIP - 842587305	$21.820	$2,618.40	0.1%	$2,984.40	$(366.00)	$157.56	6.0%

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)**	
58.0000	STT P	STATE STREET CORPORATION DEP SHS PREFERRED SER G CUSIP - 857477855	$25.020	$1,451.16	0.0%	$1,450.00	$1.16	$77.55	5.3%
25,000.0000		TOTAL CAPITAL SA 01/28/11 4.125 01/28/21 CUSIP - 89152UAF9	$106.662	$26,665.50	0.7%	$27,171.50	$(506.00)	$1,031.25	3.9%
7,646.7180	MXIIX	TOUCHSTONE FLEXIBLE INCOME FUND CLASS Y CUSIP - 89154Q596	$10.600	$81,055.21	2.2%	$81,410.16	$(354.95)	$2,355.19	2.9%
25,000.0000		TOYOTA MTR CR CORP MEDIUM TERM 01/17/14 2.100 01/17/19 CUSIP - 89236TBB0	$100.549	$25,137.25	0.7%	$25,056.03	$81.22	$525.00	2.1%
242.0000	UZC	UNITED STATES CELLULAR CORP PREFERRED CUSIP - 911684603	$25.610	$6,197.62	0.2%	$6,075.26	$122.36	$438.75	7.1%
221.0000	WALA	WESTERN ALLIANCE BANCORPORATION SUB DEBENTURES CUSIP - 957638208	$23.960	$5,295.16	0.1%	$5,499.45	$(204.29)	$345.42	6.5%
		Fixed Income - Total		**$680,725.92**	**18.2%**	**$692,900.31**	**$(12,174.39)**	**$26,356.55**	**3.9%**
Equities									
150.0000	AGN	ALLERGAN PLC SHS ISIN# IE00BY9D5467 SEDOL# BY9D546 CUSIP - G0177J108	$210.010	$31,501.50	0.8%	$21,600.00	$9,901.50	$420.00	1.3%
37.0000	STE	STERIS PLC SHS CUSIP - G84720104	$67.390	$2,493.43	0.1%	$2,769.39	$(275.96)	$41.44	1.7%
19.0000	CB	CHUBB LIMITED ISIN# CH0044328745 SEDOL# 2DH98C7	$132.120	$2,510.28	0.1%	$2,420.91	$89.37	$52.44	2.1%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - H1467J104							
86.0000	AER	AERCAP HOLDINGS NV CUSIP - N00985106	$41.610	$3,578.46	0.1%	$3,392.36	$186.10		
55.0000	NXPI	NXP SEMICONDUCTORS CUSIP - N6596X109	$98.010	$5,390.55	0.1%	$4,004.98	$1,385.57		
32.0000	RCL	ROYAL CARIBBEAN CRUISES LTD CUSIP - V7780T103	$82.040	$2,625.28	0.1%	$2,756.86	$(131.58)	$61.44	2.3%
15.0000	AVGO	BROADCOM LTD SHS CUSIP - Y09827109	$176.770	$2,651.55	0.1%	$2,318.47	$333.08	$61.20	2.3%
331.0000	AMKBY	A P MOLLER-MAERSK A/S ADR CUSIP - 00202F102	$7.993	$2,645.68	0.1%	$2,356.72	$288.96	$48.33	1.8%
1,084.0000	T	AT&T INC CUSIP - 00206R102	$42.530	$46,102.52	1.2%	$40,685.57	$5,416.95	$2,124.64	4.6%
610.0000	ABBV	ABBVIE INC CUSIP - 00287Y109	$62.620	$38,198.20	1.0%	$38,289.08	$(90.88)	$1,561.60	4.1%
65.0000	ATVI	ACTIVISION BLIZZARD INC CUSIP - 00507V109	$36.110	$2,347.15	0.1%	$2,642.93	$(295.78)	$16.90	0.7%
8.0000	ASIX	ADVANSIX INC COM CUSIP - 00773T101	$22.140	$177.12	0.0%	$50.73	$126.39		
33.0000	ALK	ALASKA AIR GROUP INC CUSIP - 011659109	$88.730	$2,928.09	0.1%	$2,543.09	$385.00	$36.30	1.2%
23.0000	ALB	ALBEMARLE CORP CUSIP - 012653101	$86.080	$1,979.84	0.1%	$1,889.53	$90.31	$28.06	1.4%
392.0000	AZSEY	ALLIANZ SE ADR CUSIP - 018805101	$16.560	$6,491.52	0.2%	$6,766.62	$(275.10)	$239.90	3.7%
3.0000	GOOGL	ALPHABET INC	$792.450	$2,377.35	0.1%	$2,318.88	$58.47		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
		CAP STK CL A CUSIP - 02079K305							
600.0000	MO	ALTRIA GROUP INC CUSIP - 02209S103	$67.620	$40,572.00	1.1%	$37,333.33	$3,238.67	$1,464.00	3.6%
85.0000	AMADY	AMADEUS IT GROUP, S.A. CUSIP - 02263T104	$45.534	$3,870.39	0.1%	$3,684.42	$185.97	$54.57	1.4%
700.0000	AEP	AMERICAN ELEC PWR INC CUSIP - 025537101	$62.960	$44,072.00	1.2%	$38,369.86	$5,702.14	$1,652.00	3.7%
17.0000	AMGN	AMGEN INC CUSIP - 031162100	$146.210	$2,485.57	0.1%	$2,743.69	$(258.12)	$78.20	3.1%
45.0000	BUD	ANHEUSER BUSCH INBEV SA/NV ADR CUSIP - 03524A108	$105.440	$4,744.80	0.1%	$5,242.98	$(498.18)	$143.82	3.0%
245.0000	ANTM	ANTHEM INC CUSIP - 036752103	$143.770	$35,223.65	0.9%	$29,842.47	$5,381.18	$637.00	1.8%
281.0000	AAPL	APPLE INC CUSIP - 037833100	$115.820	$32,545.42	0.9%	$33,817.79	$(1,272.37)	$640.68	2.0%
72.0000	ARKAY	ARKEMA ADR CUSIP - 041232109	$98.029	$7,058.09	0.2%	$6,705.64	$352.45	$129.24	1.8%
573.0000	ASGLY	ASAHI GLASS ADR CUSIP - 043393206	$6.825	$3,910.73	0.1%	$3,714.40	$196.33	$91.11	2.3%
429.0000	AZN	ASTRAZENECA PLC ADR CUSIP - 046353108	$27.320	$11,720.28	0.3%	$13,828.47	$(2,108.19)	$587.73	5.0%
204.0000	ATLCY	ATLAS COPCO AB ADR CUSIP - 049255805	$27.365	$5,582.46	0.1%	$5,165.25	$417.21	$106.08	1.9%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
263.0000	AXAHY	AXA SA ADR CUSIP - 054536107	$25.298	$6,653.37	0.2%	$7,048.41	$(395.04)	$267.47	4.0%
821.0000	BCE	BCE INC CUSIP - 05534B760	$43.240	$35,500.04	0.9%	$37,257.97	$(1,757.93)	$1,673.20	4.7%
528.0000	BP	BP PLC ADR CUSIP - 055622104	$37.380	$19,736.64	0.5%	$19,001.08	$735.56	$1,256.64	6.4%
424.0000	BT	BT GROUP PLC ADR CUSIP - 05577E101	$23.030	$9,764.72	0.3%	$14,050.91	$(4,286.19)	$381.18	3.9%
108.0000	BAC	BANK AMER CORP CUSIP - 060505104	$22.100	$2,386.80	0.1%	$1,665.12	$721.68	$32.40	1.4%
232.0000	BMWYY	BAYERISCHE MOTOREN WERKE A G SPONSORED ADR CUSIP - 072743305	$31.124	$7,220.77	0.2%	$8,356.80	$(1,136.03)	$195.11	2.7%
79.0000	BIIB	BIOGEN INC CUSIP - 09062X103	$283.580	$22,402.82	0.6%	$7,099.60	$15,303.22		
106.0000	BHKLY	BOC HONG KONG HOLDINGS LTD ADR CUSIP - 096813209	$71.584	$7,587.90	0.2%	$7,841.60	$(253.70)	$524.17	6.9%
18.0000	BA	BOEING CO CUSIP - 097023105	$155.680	$2,802.24	0.1%	$2,648.70	$153.54	$102.24	3.6%
59.0000	BTI	BRITISH AMERICAN TOBACCO PLC ADR CUSIP - 110448107	$112.670	$6,647.53	0.2%	$6,966.59	$(319.06)	$256.18	3.9%
35.0000	BR	BROADRIDGE FINANCIAL SOLUTIO CUSIP - 11133T103	$66.300	$2,320.50	0.1%	$1,931.20	$389.30	$46.20	2.0%
43.0000	CBS	CBS CORP	$63.620	$2,735.66	0.1%	$2,773.19	$(37.53)	$30.96	1.1%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 124857202							
48.0000	CDW	CDW CORP CUSIP - 12514G108	$52.090	$2,500.32	0.1%	$2,124.48	$375.84	$30.72	1.2%
177.0000	CI	CIGNA CORP CUSIP - 125509109	$133.390	$23,610.03	0.6%	$13,728.05	$9,881.98	$7.08	
361.0000	CVS	CVS HEALTH CORPORATION CUSIP - 126650100	$78.910	$28,486.51	0.8%	$29,305.98	$(819.47)	$722.00	2.5%
20.0000	CP	CANADIAN PAC RY LTD SEDOL 2793115 ISIN CA13645T1003 CUSIP - 13645T100	$142.770	$2,855.40	0.1%	$3,605.42	$(750.02)	$30.46	1.1%
415.0000	CGEMY	CAPGEMINI SA ADR CUSIP - 139098107	$16.908	$7,016.82	0.2%	$7,437.81	$(420.99)	$96.70	1.4%
653.0000	CX	CEMEX S.A.B. DE C.V. CUSIP - 151290889	$8.030	$5,243.59	0.1%	$5,335.97	$(92.38)		
394.0000	CNCO	CENCOSUD S A SPONSORED ADS CUSIP - 15132H101	$8.400	$3,309.60	0.1%	$3,302.27	$7.33	$32.31	1.0%
169.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	$117.700	$19,891.30	0.5%	$16,151.07	$3,740.23	$730.08	3.7%
71.0000	CFG	CITIZENS FINL GROUP INC CUSIP - 174610105	$35.630	$2,529.73	0.1%	$2,449.13	$80.60	$34.08	1.3%
587.0000	KO	COCA COLA CO CUSIP - 191216100	$41.460	$24,337.02	0.6%	$24,585.44	$(248.42)	$821.80	3.4%
39.0000	CMCSA	COMCAST CORP CL A CUSIP - 20030N101	$69.050	$2,692.95	0.1%	$2,436.83	$256.12	$42.90	1.6%
467.0000	SBS	COMPANHIA DE SANEAMENTO BASICO ADR	$8.680	$4,053.56	0.1%	$3,476.41	$577.15	$22.88	0.6%

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 - 20441A102							
128.0000	ED	CONSOLIDATED EDISON, INC CUSIP - 209115104	$73.680	$9,431.04	0.3%	$9,259.52	$171.52	$343.04	3.6%
150.0000	DBSDY	DBS GROUP HOLDINGS LTD ADR CUSIP - 23304Y100	$48.010	$7,201.50	0.2%	$8,445.21	$(1,243.71)	$250.95	3.5%
87.0000	DHI	D R HORTON INC CUSIP - 23331A109	$27.330	$2,377.71	0.1%	$2,825.25	$(447.54)	$34.80	1.5%
712.0000	DSEEY	DAIWA SECURITIES CO LTD ADR CUSIP - 234064301	$6.176	$4,397.31	0.1%	$5,290.30	$(892.99)	$113.21	2.6%
51.0000	DVMT	DELL TECHNOLOGIES INC COM CUSIP - 24703L103	$54.970	$2,803.47	0.1%	$2,442.17	$361.30		
35.0000	DFS	DISCOVER FINANCIAL SERVICES CUSIP - 254709108	$72.090	$2,523.15	0.1%	$2,025.46	$497.69	$42.00	1.7%
238.0000	D	DOMINION RESOURCES INC CUSIP - 25746U109	$76.590	$18,228.42	0.5%	$17,132.62	$1,095.80	$666.40	3.7%
28.0000	DPS	DR PEPPER SNAPPLE GROUP INC CUSIP - 26138E109	$90.670	$2,538.76	0.1%	$2,541.69	$(2.93)	$59.36	2.3%
352.0000	DUK	DUKE ENERGY CORP CUSIP - 26441C204	$77.620	$27,322.24	0.7%	$27,193.76	$128.48	$1,203.84	4.4%
186.0000	AKO B	EMBOTELLADORA ANDINA SA CL B ADR CUSIP - 29081P303	$22.470	$4,179.42	0.1%	$3,799.25	$380.17	$98.02	2.3%
5,374.2400	AEPFX	EUROPACIFIC GROWTH FD CL F-2 CUSIP - 29875E100	$44.970	$241,679.57	6.4%	$229,076.31	$12,603.26	$3,724.35	1.5%
62.0000	EXC	EXELON CORP CUSIP - 30161N101	$35.490	$2,200.38	0.1%	$2,249.60	$(49.22)	$78.86	3.6%

FIFTH THIRD
PRIVATE BANK

TR U/A FRANK W LAWSON-CONS

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
373.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	$90.260	$33,666.98	0.9%	$32,314.22	$1,352.76	$1,119.00	3.3%
295.0000	FB	FACEBOOK INC CUSIP - 30303M102	$115.050	$33,939.75	0.9%	$21,992.75	$11,947.00		
1,273.0000	FPAFY	FIRST PACIFIC CO LTD ADR CUSIP - 335889200	$3.495	$4,449.14	0.1%	$4,964.70	$(515.56)	$90.38	2.0%
400.0000	FUJHY	FUJI HEAVY INDUS-UNSPONS ADR CUSIP - 359556206	$20.457	$8,182.80	0.2%	$7,281.00	$901.80	$222.00	2.7%
134.0000	GD	GENERAL DYNAMICS CORP CUSIP - 369550108	$172.660	$23,136.44	0.6%	$16,160.40	$6,976.04	$407.36	1.8%
121.0000	GIS	GENERAL MLS INC CUSIP - 370334104	$61.770	$7,474.17	0.2%	$7,560.79	$(86.62)	$232.32	3.1%
524.0000	GSK	GLAXOSMITHKLINE PLC ADR CUSIP - 37733W105	$38.510	$20,179.24	0.5%	$22,468.39	$(2,289.15)	$1,083.11	5.4%
22.0000	HON	HONEYWELL INTL INC CUSIP - 438516106	$115.850	$2,548.70	0.1%	$2,500.41	$48.29	$58.52	2.3%
206.0000	IBDRY	IBERDROLA SA ADR CUSIP - 450737101	$26.301	$5,418.01	0.1%	$5,777.58	$(359.57)	$198.58	3.7%
820.0000	ING	ING GROEP N V ADR CUSIP - 456837103	$14.100	$11,562.00	0.3%	$12,231.62	$(669.62)	$490.36	4.2%
19.0000	INGR	INGREDION INC CUSIP - 457187102	$124.960	$2,374.24	0.1%	$2,571.96	$(197.72)	$38.00	1.6%
814.0000	IWR	ISHARES RUSSELL MIDCAP INDEX FD CUSIP - 464287499	$178.860	$145,592.04	3.9%	$80,496.46	$65,095.58	$2,501.42	1.7%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
974.0000	IJR	ISHARES CORE S&P SMALL-CAP ETF CUSIP - 464287804	$137.520	$133,944.48	3.6%	$101,857.11	$32,087.37	$1,627.55	1.2%
29.0000	JPM	JPMORGAN CHASE & CO CUSIP - 46625H100	$86.290	$2,502.41	0.1%	$1,645.46	$856.95	$55.68	2.2%
191.0000	JAPSY	JAPAN AIRLINES LTD ADR CUSIP - 471038109	$14.640	$2,796.24	0.1%	$3,411.98	$(615.74)	$82.32	2.9%
119.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	$115.210	$13,709.99	0.4%	$13,798.91	$(88.92)	$380.80	2.8%
92.0000	JNPR	JUNIPER NETWORKS INC CUSIP - 48203R104	$28.260	$2,599.92	0.1%	$2,513.40	$86.52	$36.80	1.4%
228.0000	KBCSY	KBC GROUP SA/NV ADR SEDOL B3FBPK3 ISIN US48241F1049 CUSIP - 48241F104	$31.026	$7,073.93	0.2%	$7,533.91	$(459.98)	$77.52	1.1%
187.0000	KMB	KIMBERLY CLARK CORP CUSIP - 494368103	$114.120	$21,340.44	0.6%	$23,046.88	$(1,706.44)	$688.16	3.2%
381.0000	KGFHY	KINGFISHER PLC CUSIP - 495724403	$8.657	$3,298.32	0.1%	$3,406.14	$(107.82)	$95.63	2.9%
106.0000	KHC	KRAFT HEINZ CO CUSIP - 500754106	$87.320	$9,255.92	0.2%	$9,275.00	$(19.08)	$254.40	2.7%
728.0000	KR	KROGER CO CUSIP - 501044101	$34.510	$25,123.28	0.7%	$26,299.69	$(1,176.41)	$349.44	1.4%
23.0000	LRCX	LAM RESH CORP CUSIP - 512807108	$105.730	$2,431.79	0.1%	$1,787.56	$644.23	$41.40	1.7%
20 0000	LEA	LEAR CORP CUSIP - 521865204	$132.370	$2,647.40	0.1%	$2,496.72	$150.68	$24.00	0.9%
119.0000	LMT	LOCKHEED MARTIN CORP CUSIP - 539830109	$249.940	$29,742.86	0.8%	$19,820.05	$9,922.81	$866.32	2.9%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
205.0000	LZAGY	LONZA GROUP AG ADR CUSIP - 54338V101	$17.346	$3,555.93	0.1%	$2,507.15	$1,048.78	$46.54	1.3%
36.0000	LOW	LOWES COS INC CUSIP - 548661107	$71.120	$2,560.32	0.1%	$2,748.12	$(187.80)	$50.40	2.0%
247.0000	MGA	MAGNA INTL INC SEDOL 2554475 ISIN CA5592224011 CUSIP - 559222401	$43.400	$10,719.80	0.3%	$13,155.93	$(2,436.13)	$247.00	2.3%
302.0000	MCD	MCDONALDS CORP CUSIP - 580135101	$121.720	$36,759.44	1.0%	$34,496.46	$2,262.98	$1,135.52	3.1%
115.0000	MCK	MCKESSON CORPORATION CUSIP - 58155Q103	$140.450	$16,151.75	0.4%	$12,248.18	$3,903.57	$128.80	0.8%
410.0000	MRK	MERCK & CO INC CUSIP - 58933Y105	$58.870	$24,136.70	0.6%	$25,595.60	$(1,458.90)	$770.80	3.2%
40.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	$62.140	$2,485.60	0.1%	$2,161.60	$324.00	$62.40	2.5%
58.0000	MS	MORGAN STANLEY CUSIP - 617446448	$42.250	$2,450.50	0.1%	$2,415.95	$34.55	$46.40	1.9%
560.0000	NGG	NATIONAL GRID PLC ADR CUSIP - 636274300	$58.330	$32,664.80	0.9%	$38,062.79	$(5,397.99)	$1,655.92	5.1%
179.0000	NSRGY	NESTLE SA ADR CUSIP - 641069406	$71.875	$12,865.63	0.3%	$13,530.18	$(664.55)	$348.51	2.7%
134.0000	NTT	NIPPON TELEGRAPH & TELEPHONE ADR CUSIP - 654624105	$42.070	$5,637.38	0.2%	$5,662.80	$(25.42)	$131.99	2.3%
281.0000	NVS	NOVARTIS A G	$72.840	$20,468.04	0.5%	$22,521.93	$(2,053.89)	$647.14	3.2%

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 - 66987V109							
194.0000	NVO	NOVO-NORDISK A S ADR CUSIP - 670100205	$35.860	$6,956.84	0.2%	$10,092.18	$(3,135.34)	$199.82	2.9%
110.0000	OXY	OCCIDENTAL PETE CORP CUSIP - 674599105	$71.230	$7,835.30	0.2%	$8,182.90	$(347.60)	$334.40	4.3%
3,594.0000	ODVIX	OPPENHEIMER DEVELOPING MARKETS CLASS I CUSIP - 683974604	$31.960	$114,864.24	3.1%	$104,729.16	$10,135.08	$823.03	0.7%
494.0000	ORAN	ORANGE ADR SEDOL BBQ2W22 ISIN US6840601065 CUSIP - 684060106	$15.140	$7,479.16	0.2%	$7,731.82	$(252.66)	$210.94	2.8%
163.0000	IX	ORIX CORP ADR CUSIP - 686330101	$77.830	$12,686.29	0.3%	$12,029.35	$656.94	$304.81	2.4%
51.0000	OC	OWENS CORNING INC CUSIP - 690742101	$51.560	$2,629.56	0.1%	$2,726.92	$(97.36)	$40.80	1.6%
546.0000	PPL	PPL CORP CUSIP - 69351T106	$34.050	$18,591.30	0.5%	$17,815.98	$775.32	$829.92	4.5%
22.0000	PKG	PACKAGING CORP AMER CUSIP - 695156109	$84.820	$1,866.04	0.0%	$1,804.31	$61.73	$55.44	3.0%
93.0000	PEP	PEPSICO INC CUSIP - 713448108	$104.630	$9,730.59	0.3%	$9,891.48	$(160.89)	$279.93	2.9%
45.0000	PTR	PETROCHINA CO LTD ADR CUSIP - 71646E100	$73.700	$3,316.50	0.1%	$3,425.37	$(108.87)	$26.64	0.8%
75.0000	PFE	PFIZER INC CUSIP - 717081103	$32.480	$2,436.00	0.1%	$2,472.51	$(36.51)	$96.00	3.9%

PORTFOLIO POSITIONS (continued)

Equities (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
416.0000	PM	PHILIP MORRIS INTL INC CUSIP - 718172109	$91.490	$38,059.84	1.0%	$34,504.93	$3,554.91	$1,730.56	4.5%
365.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	$84.080	$30,689.20	0.8%	$32,607.28	$(1,918.08)	$977.47	3.2%
616.0000	PBSFY	PROSIEBENSAT 1 MEDIA SE CUSIP - 743476202	$9.654	$5,946.86	0.2%	$7,689.91	$(1,743.05)	$199.58	3.4%
24.0000	PRU	PRUDENTIAL FINL INC CUSIP - 744320102	$104.060	$2,497.44	0.1%	$2,500.80	$(3.36)	$67.20	2.7%
87.0000	RIO	RIO TINTO PLC ADR CUSIP - 767204100	$38.460	$3,346.02	0.1%	$4,029.02	$(683.00)	$131.54	3.9%
249.0000	RHHBY	ROCHE HOLDING AG ADR CUSIP - 771195104	$28.607	$7,123.14	0.2%	$8,956.66	$(1,833.52)	$208.66	2.9%
84.0000	RDS A	ROYAL DUTCH SHELL PLC CL A ADR CUSIP - 780259206	$54.380	$4,567.92	0.1%	$6,217.40	$(1,649.48)	$268.46	5.9%
745.0000	SPY	SPDR S&P 500 ETF TRUST CUSIP - 78462F103	$223.530	$166,529.85	4.4%	$149,677.95	$16,851.90	$3,381.56	2.0%
868.0000	SNY	SANOFI CUSIP - 80105N105	$40.440	$35,101.92	0.9%	$35,889.46	$(787.54)	$975.63	2.8%
28.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	$83.950	$2,350.60	0.1%	$2,161.04	$189.56	$56.00	2.4%
253.0000	SKHSY	SEKISUI HOUSE LTD ADR CUSIP - 816078307	$16.680	$4,220.04	0.1%	$3,487.68	$732.36	$112.84	2.7%
367.0000	SVNDY	SEVEN & I HOLDINGS CO LTD ADR CUSIP - 81783H105	$19.090	$7,006.03	0.2%	$7,622.25	$(616.22)	$109.00	1.6%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
64.0000	SHPG	SHIRE PLC ADR CUSIP - 82481R106	$170.380	$10,904.32	0.3%	$15,756.26	$(4,851.94)	$51.46	0.5%
75.0000	SIEGY	SIEMENS AG ADR CUSIP - 826197501	$123.195	$9,239.63	0.2%	$8,315.37	$924.26	$206.55	2.2%
527.0000	SO	SOUTHERN CO CUSIP - 842587107	$49.190	$25,923.13	0.7%	$26,078.96	$(155.83)	$1,180.48	4.6%
61.0000	SE	SPECTRA ENERGY CORP CUSIP - 847560109	$41.090	$2,506.49	0.1%	$2,057.55	$448.94	$98.82	3.9%
22.0000	SWK	STANLEY BLACK & DECKER INC CUSIP - 854502101	$114.690	$2,523.18	0.1%	$2,407.96	$115.22	$51.04	2.0%
22.0000	SYK	STRYKER CORP CUSIP - 863667101	$119.810	$2,635.82	0.1%	$2,482.27	$153.55	$37.40	1.4%
184.0000	SU	SUNCOR ENERGY INC ISIN CA8672241079 SEDOL B3NB1P2 CUSIP - 867224107	$32.690	$6,014.96	0.2%	$5,716.70	$298.26	$157.50	2.6%
155.0000	SWDBY	SWEDBANK A B SPON ADR CUSIP - 870195104	$24.250	$3,758.75	0.1%	$3,735.91	$22.84	$168.64	4.5%
45.0000	SYY	SYSCO CORP CUSIP - 871829107	$55.370	$2,491.65	0.1%	$2,203.79	$287.86	$59.40	2.4%
373.0000	TTNDY	TECHTRONIC INDUSTRIES LTD ADR CUSIP - 87873R101	$17.928	$6,687.14	0.2%	$5,760.82	$926.32	$91.39	1.4%
296.0000	TOT	TOTAL SA ADR CUSIP - 89151E109	$50.970	$15,087.12	0.4%	$15,889.93	$(802.81)	$675.77	4.5%
299.0000	UL	UNILEVER PLC	$40.700	$12,169.30	0.3%	$13,991.91	$(1,822.61)	$413.22	3.4%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
		ADR CUSIP - 904767704							
16.0000	UNH	UNITEDHEALTH GROUP INC CUSIP - 91324P102	$160.040	$2,560.64	0.1%	$2,182.62	$378.02	$40.00	1.6%
282.0000	VLEEY	VALEO SA ADR CUSIP - 919134304	$28.800	$8,121.60	0.2%	$6,073.02	$2,048.58	$131.41	1.6%
836.0000	VZ	VERIZON COMMUNICATIONS INC CUSIP - 92343V104	$53.380	$44,625.68	1.2%	$41,746.66	$2,879.02	$1,931.16	4.3%
1,278.0000	VOD	VODAFONE GROUP PLC ADR CUSIP - 92857W308	$24.430	$31,221.54	0.8%	$36,519.23	$(5,297.69)	$1,908.05	6.1%
35.0000	WEC	WEC ENERGY GROUP INC CUSIP - 92939U106	$58.650	$2,052.75	0.1%	$1,962.81	$89.94	$72.80	3.5%
191.0000	DXJ	WISDOMTREE JAPAN HEDGED EQUITY FUND CUSIP - 97717W851	$49.540	$9,462.14	0.3%	$7,990.75	$1,471.39	$187.37	2.0%
		Equities - Total		**$2,342,215.60**	**62.5%**	**$2,145,554.25**	**$196,661.35**	**$59,403.45**	**2.5%**
Alternative Strategies									
2,804.3890	QMNIX	AQR EQUITY MARKET NEUTRAL I CUSIP - 00191K799	$11.970	$33,568.54	0.9%	$32,471.52	$1,097.02	$501.99	1.5%
626.4870	QMHIX	AQR MANAGED FUTURES STRATEGY HV I CUSIP - 00203H461	$9.300	$5,826.33	0.2%	$6,945.19	$(1,118.86)	$0.63	
4,932.1630	GSAWX	GOLDMAN SACHS L/S CREDITSTRATEGY CUSIP - 38145L257	$9.410	$46,411.65	1.2%	$47,947.33	$(1,535.68)	$1,686.80	3.6%
633.8120	ASFYX	ASG MANAGED FUTURES STRAG FD CUSIP - 63872T729	$9.830	$6,230.37	0.2%	$6,845.28	$(614.91)	$81.76	1.3%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Alternative Strategies								**(continued)**	
3,233.0330	BEQIX	BALTER L/S SMALL CAP EQUITY FUND INSTITUTIONAL CLASS CUSIP - 66538F645	$10.780	$34,852.10	0.9%	$32,678.60	$2,173.50		
755.0600	BGMIX	NORTHERN LTS FD TR II BALTER CUSIP - 66538F660	$9.880	$7,459.99	0.2%	$7,629.60	$(169.61)	$50.59	0.7%
2,217.4990	BPIRX	BOSTON PARTNERS LONG/SHORT RESEARCH INSTL CUSIP - 74925K581	$15.450	$34,260.36	0.9%	$33,202.23	$1,058.13		
548.0000	CWB	SPDR BLOOMBERG BARCLAYS CONVERTIBLE SECURITIES ETF CUSIP - 78464A359	$45.650	$25,016.20	0.7%	$24,675.67	$340.53	$1,151.35	4.6%
648.7600	WMCIX	WILLIAM BLAIR FDS ALLOC I CUSIP - 969251784	$11.380	$7,382.89	0.2%	$7,876.38	$(493.49)	$166.73	2.3%
		Alternative Strategies - Total		**$201,008.43**	**5.4%**	**$200,271.80**	**$736.63**	**$3,639.85**	**1.8%**
Real Estate Investments									
18.0000	AMT	AMERICAN TOWER CORP CUSIP - 03027X100	$105.680	$1,902.24	0.1%	$1,911.99	$(9.75)	$41.76	2.2%
223.0000	CCI	CROWN CASTLE INTL CORP NEW CUSIP - 22822V101	$86.770	$19,349.71	0.5%	$19,895.73	$(546.02)	$847.40	4.4%
36.0000	PLD	PROLOGIS INC CUSIP - 74340W103	$52.790	$1,900.44	0.1%	$1,423.66	$476.78	$60.48	3.2%
145.0000	O	REALTY INCOME CORP CUSIP - 756109104	$57.480	$8,334.60	0.2%	$8,949.40	$(614.80)	$352.35	4.2%
5,379.6310	TRREX	T ROWE PRICE REAL ESTATE FUND CUSIP - 779919109	$28.500	$153,319.48	4.1%	$107,942.35	$45,377.13	$3,496.76	2.3%
110.0000	STWD	STARWOOD PPTY TR INC CUSIP - 85571B105	$21.950	$2,414.50	0.1%	$2,412.90	$1.60	$211.20	8.7%
6,559.0000	MLPI	UBS E-TRACS ALERIAN MLP INFRASTR	$28.410	$186,341.19	5.0%	$148,596.77	$37,744.42	$12,298.13	6.6%

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								**(continued)**	
		ETN ETF CUSIP - 902641646							
168.0000	VTR	VENTAS INC CUSIP - 92276F100	$62.520	$10,503.36	0.3%	$11,266.80	$(763.44)	$520.80	5.0%
222.0000	HCN	WELLTOWER INC COM CUSIP - 95040Q104	$66.930	$14,858.46	0.4%	$15,602.16	$(743.70)	$763.68	5.1%
		Real Estate Investments - Total		**$398,923.98**	**10.6%**	**$318,001.76**	**$80,922.22**	**$18,592.56**	**4.7%**
Total Portfolio Positions				**$3,750,126.47**	**100.0%**	**$3,483,980.66**	**$266,145.81**	**$108,400.89**	**2.9%**