CITY OF FRANKLIN CORE

December 31, 2012



REGISTERED INVESTMENT ADVISER

We urge you to compare the information contained in this periodic statement with the account statement(s) you receive directly from the custodian that holds your account(s). Please notify us immediately if you identify any discrepancies or have any questions.

Davidson COMPANIES. Fixed Income Management REGISTERED INVESTMENT ADVISER

MONTHLY MARKET COMMENTARY

DECEMBER 2012

It seems like we continue to wait and wait for something and we are not quite sure what we are waiting for. The fiscal cliff, budget resolution, debt reduction, something has to get yields to move more than 5 basis points, which is how much rates changed last week. Fundamentally, it seems like the continued stimulus being provided by QE4 should eventually lead to higher rates, but it may take a while to get there. So, what strategic moves should we be focusing on to make sure that investments are optimized? 1) Focus on maintaining low liquidity balances 2) Focus on keeping fully invested at the benchmarks or slightly long, and 3) Be patient and diligent with cash flow management.

The Fed

The US FOMC announced in December that it will keep interest rates near zero "at least as long as the unemployment rate remains above 6.5%, inflation between one and two years ahead is projected to be no more than a half percentage above the Committee's 2% longer-run goal, and longer term inflation expectations continue to be well anchored." In addition, the Fed will expand its asset purchases under QE3 to include longer term Treasury Securities, initially at a pace of \$45 Billion per month. A reduction in the unemployment rate to below 6.5% is probably still a long way off. An unusually large drop in the rate in the past three years (to 7.7% at the last count) may partly be a payback for the big rise in 2009.

Investor Outlook

Investors remained confident that interest rates will remain low for a long time while calm prevailed in the European money markets amid further signs of reduced imbalances.

CHANGES IN THE TREASURY MARKET OVER THE PAST QUARTER:

	09/30/12	10/31/12	11/30/12	12/31/12	Chg Dec
3-month bill	0.09	0.11	0.08	0.09	0.01
6-month bill	0.13	0.16	0.13	0.16	0.03
2-year note	0.23	0.28	0.25	0.30	0.05
5-year note	0.63	0.72	0.62	0.75	0.13
10-year note	1.63	1.69	1.62	1.77	0.15

Source: Bloomberg

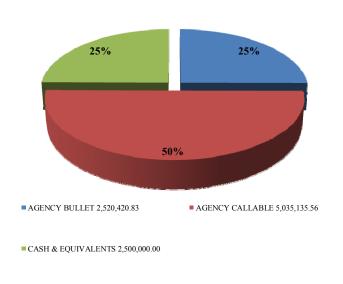
As we enter the New Year, we wish all of our clients a healthy, productive and peaceful 2013.

^{*}This information herein has been obtained from sources which we believe to be reliable, but do not guarantee its accuracy.



CITY OF FRANKLIN CORE

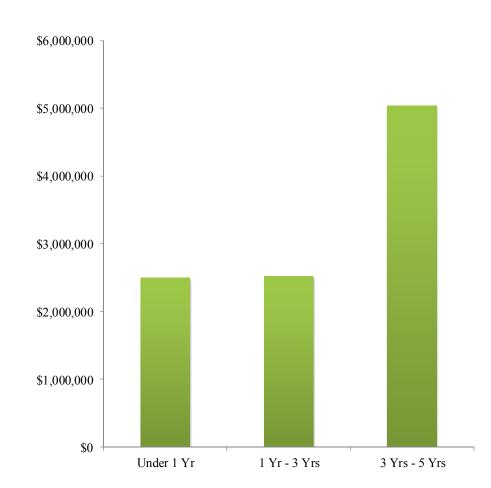
DISTRIBUTION BY ASSET CLASS



DISTRIBUTION BY ISSUER

Industry Groups	Market Value	Pct.		
FHLMC	2,521,863.06	25.08		
FHLB	2,520,420.83	25.06		
FFCB	2,513,272.50	24.99		
CASH & EQUIVALENTS	2,500,000.00	24.86		
Total	10,055,556.39	100.00		

DISTRIBUTION BY MATURITY



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Securities Summary Report CITY OF FRANKLIN CORE

December 31, 2012

					Unrealized	Weighted	%	Weighted	Weighted Average	Weighted Average	
	Par Value	Purchase Cost	Amortized Cost	Market Value	Gain/Loss	Days to Maturity	Portfolio	Average Yield	Duration to Maturity	Duration to Call	
AGENCY BULLET	2,500,000	2,495,175.00	2,496,305.96	2,514,837.50	18,531.54	959	25.06	0.4	2.6	0.0	
AGENCY CALLABLE	5,000,000	5,001,406.25	5,000,802.80	5,020,092.50	19,289.70	1,222	50.03	0.6	3.3	0.8	
CASH & EQUIVALENTS	2,500,000	2,500,000.00	2,500,000.00	2,500,000.00	0.00	1	24.91	0.6	0.0	0.0	
TOTAL	10,000,000	9,996,581.25	9,997,108.76	10,034,930.00	37,821.24	851	100.00	0.6	2.3	0.8	

Securities Summary Report CITY OF FRANKLIN CORE

December 31, 2012

					Unrealized	Weighted	%	Weighted	Weighted Average	Weighted Average
	Par Value	Purchase Cost	Amortized Cost	Market Value	Gain/Loss	Days to Maturity	Portfolio	Average Yield	Duration to Maturity	Duration to Call
FHLB	2,500,000	2,495,175.00	2,496,305.96	2,514,837.50	18,531.54	959	25.06	0.4	2.6	0.0
FHLMC	2,500,000	2,500,625.00	2,500,358.61	2,514,807.50	14,448.89	1,150	25.06	0.6	3.1	1.1
FFCB	2,500,000	2,500,781.25	2,500,444.20	2,505,285.00	4,840.80	1,296	24.97	0.6	3.5	0.6
CASH & EQUIVALENTS	2,500,000	2,500,000.00	2,500,000.00	2,500,000.00	0.00	1	24.91	0.6	0.0	0.0
TOTAL	10,000,000	9,996,581.25	9,997,108.76	10,034,930.00	37,821.24	851	100.00	0.6	2.3	0.8

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DETAIL AMORTIZATION COST RETURN CITY OF FRANKLIN CORE

From 11-30-12 to 12-31-12

	Interest	Accretion	Realized	
CURRENT HOLDINGS	Earned	(Amortization)	Gain/Loss	Total Income
AGENCY BULLET	1,291.67	119.66	0.00	1,411.32
AGENCY CALLABLE	3,250.69	-95.67	0.00	3,155.03
CASH & EQUIVALENTS	1,150.68	0.00	0.00	1,150.68
TOTAL	5,693.04	23.99	0.00	5,717.03



SUMMARY OF AMORTIZED COST BASIS RETURN FOR THE PERIOD CITY OF FRANKLIN CORE

November 30, 2012 to December 31, 2012

	Total Portfolio
Interest Earned	5,693.04
Accretion/Amortization	23.99
Realized Gain/Loss on Sales	0.00
Total Income on Portfolio	5,717.03
Average Daily Historical Cost	10,051,004.41
Return	0.06%
Annualized Return	0.67%
Annualized Return Net of Fees	0.67%
Weighted Duration to Maturity in Years	2.30
Weighted Days to Maturity	851

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DETAIL ON MARKET VALUE RETURN CITY OF FRANKLIN CORE

From 11-30-12 to 12-31-12

	Interest	Change in	
Current Holdings	Earned	Market Value	Total Income
AGENCY BULLET	1,291.67	225.00	1,516.67
AGENCY CALLABLE	3,250.69	-252.50	2,998.19
CASH & EQUIVALENTS	1,150.68	0.00	1,150.68
TOTAL	5,693.04	-27.50	5,665.54



PERFORMANCE REPORT CITY OF FRANKLIN CORE

From 11-30-12 to 12-31-12

Portfolio Value on 11-30-12 Accrued Interest		10,034,957.50 16,084.03
	Contributions	0.00
	Withdrawals	-1,150.68
	Market Value Change in Period	-27.50
	Interest Earned in Period	5,693.04
Portfolio Value on 12-31-12 Accrued Interest		10,034,930.00 20,626.39
Weighted Portfolio Value		10,051,004.41
Total Return		5,665.54
Return For Period Return For Period Annualiz	zed	0.04 0.42

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Target Benchmark: Treas 0-3 Year

From 01-31-12 to 12-31-12 Inception Date: 01-31-12

Market Value and Return

Period Ending	Beginning Value	Contribution/ Withdrawal	Principal Change	Interest Earnings	Ending Value	Total Return
01/31/2012					0.00	
02/29/2012	0.00	7,495,597.60	-17,340.00	5,305.18	7,483,562.78	-12,034.82
03/31/2012	7,483,562.78	2,491,984.93	-10,337.50	6,801.18	9,972,011.39	-3,536.32
04/30/2012	9,972,011.39	-4,171.23	37,480.00	6,990.67	10,012,310.83	44,470.67
05/31/2012	10,012,310.83	-4,315.07	-437.50	7,328.96	10,014,887.22	6,891.46
06/30/2012	10,014,887.22	-4,171.23	3,060.00	6,990.67	10,020,766.67	10,050.67
07/31/2012	10,020,766.67	-2,465.75	16,312.50	5,479.64	10,040,093.06	21,792.14
08/31/2012	10,040,093.06	-17,261.35	8,038.75	5,530.10	10,036,400.56	13,568.85
09/30/2012	10,036,400.56	-1,191.78	-555.00	5,441.09	10,040,094.86	4,886.09
10/31/2012	10,040,094.86	-1,232.88	-6,277.50	5,775.24	10,038,359.72	-502.26
11/30/2012	10,038,359.72	-1,191.78	8,432.50	5,441.09	10,051,041.53	13,873.59
12/31/2012	10,051,041.53	-1,150.68	-27.50	5,693.04	10,055,556.39	5,665.54
Total		9,950,430.78	38,348.75	66,776.86		105,125.61



Duration Comparison

Treas 0-3 Year Duration	Difference		
1.46	-0.346		
1.45	0.211		
1.46	0.131		
1.47	0.068		
1.46	0.033		
1.46	-0.066		
1.47	0.378		
1.45	0.335		
1.45	0.288		
1.45	0.171		
1.44	0.128		
	1.46 1.45 1.46 1.47 1.46 1.47 1.45 1.45		

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CITY OF FRANKLIN, TN PORTFOLIO RETURNS NET OF FEES

Target Benchmark: Treas 0-3 Year

From 01-31-12 to 12-31-12 Inception Date: 01-31-12

Monthly Return

Cumulative Return

Date	Price Return	Interest Return	Portfolio Return	Treas 0-3 Year Return		YTD Portfolio	YTD Treas 0-3 Year	Difference	Since Inception Portfolio	Since Inception Treas 0-3 Year
02/29/2012	-0.231%	0.071%	-0.188%	-0.100%		-0.188%	-0.100%	-0.089%	-0.188%	-0.100%
03/31/2012	-0.114%	0.075%	-0.062%	-0.035%		-0.250%	-0.135%	-0.115%	-0.250%	-0.135%
04/30/2012	0.376%	0.070%	0.425%	0.150%		0.174%	0.015%	0.159%	0.174%	0.015%
05/31/2012	-0.004%	0.073%	0.048%	0.035%		0.222%	0.050%	0.173%	0.222%	0.050%
06/30/2012	0.031%	0.070%	0.080%	-0.039%		0.302%	0.010%	0.291%	0.302%	0.010%
07/31/2012	0.163%	0.055%	0.197%	0.174%		0.499%	0.184%	0.315%	0.499%	0.184%
08/31/2012	0.079%	0.054%	0.113%	0.009%		0.612%	0.193%	0.420%	0.612%	0.193%
09/30/2012	-0.006%	0.054%	0.028%	0.014%		0.640%	0.206%	0.434%	0.640%	0.206%
10/31/2012	-0.063%	0.058%	-0.026%	-0.036%		0.615%	0.170%	0.444%	0.615%	0.170%
11/30/2012	0.084%	0.054%	0.117%	0.068%		0.733%	0.239%	0.494%	0.733%	0.239%
12/31/2012	0.000%	0.057%	0.036%	0.032%		0.769%	0.270%	0.498%	0.769%	0.270%
					Annualized	0.840%	0.295%	0.545%	0.840%	0.295%



CITY OF FRANKLIN CORE PORTFOLIO HOLDINGS

December 31, 2012

Security Symbol	Quantity	Security	Call Date	Pur Date	Amort Price	Book Yield	Market Price	Market <u>Yield</u>	Market Value	Accrued Interest	Total Value	Unrealized Gain/Loss	Pct. Assets	Dur Mat	Dur Call
AGENCY BULI 313378CN9	LET 2,500,000	FEDERAL HOME LN BKS 0.600% Due 08-17-15		03-12-12	99.85	0.66	100.59	0.37	2,514,837.50	5,583.33	2,520,420.83	18,531.54	25.1	2.60	2.60
AGENCY CAL	LABLE														
3134G3MX5	2,500,000	FEDERAL HOME LN MTG CORP 0.800% Due 02-24-16	02-24-14	02-01-12	100.01	0.79	100.59	0.61	2,514,807.50	7,055.56	2,521,863.06	14,448.89	25.1	3.10	1.14
3133EAYQ5	2,500,000	FEDERAL FARM CR BKS CONS 0.710% Due 07-19-16	07-19-13	08-01-12	100.02	0.70	100.21	0.65	2,505,285.00	7,987.50	2,513,272.50	4,840.80	25.0	3.49	0.55
	5,000,000					0.75		0.63	5,020,092.50	15,043.06	5,035,135.56	19,289.70	50.0	3.30	0.85
CASH & EQUI	VALENTS														
FRNKCASH	2,500,000	FRANKLIN CASH 0.600% Due 01-01-13		02-01-12	1.00	0.60	1.00	0.60	2,500,000.00	0.00	2,500,000.00	0.00	24.9	0.00	0.00
TOTAL	10,000,000					0.69		0.56	10,034,930.00	20,626.39	10,055,556.39	37,821.24	100.0	2.30	1.08

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CITY OF FRANKLIN CORE TRANSACTION SUMMARY

From 12-01-12 To 12-31-12

Trade	Settle				Call		
Date Date		Cusip Quantity		Security	Date	Amount	Broker
Deposit 12-31-12	2 12-31-12	manfee		Management Fee		2,083.34	
Interest 12-31-13	2 12-31-12	FRNKCASH		FRANKLIN CASH 0.600% Due 01-01-13		1,150.68	

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AMORTIZATION AND ACCRETION - SETTLED TRADES CITY OF FRANKLIN CORE

December 31, 2012

Purchase Information						Amortization/Accretion Information						
		Purchase			Month	Year	Total		Adjusted			
Quantity	Lot	Date	Price	Total Cost	To Date	To Date	To Date	Balance	Cost			
FHLB(Straight L	,											
FEDERAL HOMI			,	/								
2,500,000) 1	03-12-12	99.807	2,495,175.00	119.66	1,130.96	1,130.96	3,694.04	2,496,305.96			
FFCB CALLABI	LE(Stra	night Line)										
FEDERAL FARM	CR BI	KS CONS 0.7	710% Due 07-1	9-16 (3133EAYQ5)								
2,500,000	1	08-01-12	100.031	2,500,781.25	-69.20	-337.05	-337.05	-444.20	2,500,444.20			
FHLMC CALLA	BLE(S	traight Line)										
	,	,		24-16 (3134G3MX5)								
2,500,000		02-01-12	100.025	2,500,625.00	-26.47	-266.39	-266.39	-358.61	2,500,358.61			
CACHICA	:\											
CASH(Straight L	,	00/ D 01 01	L 12 (EDNIZCA	CID								
FRANKLIN CAS			,	/	0.00	0.00	0.00	0.00	2 500 000 00			
2,500,000) 1	02-01-12	1.000	2,500,000.00	0.00	0.00	0.00	0.00	2,500,000.00			
GRAND TOTAL				9,996,581.25	23.99	527.51	527.51	2,891.24	9,997,108.76			



INTEREST ACCRUALS CITY OF FRANKLIN CORE

From 11-30-12 To 12-31-12

Security Symbol	Description	Beginning Accrued Interest	Purchased Interest	Sold Interest	Interest Received	Earned Interest	Ending Accrued Interest
AGENCY							
AGENCY B	ULLET						
FHLB 313378CN9	FEDERAL HOME LN BKS 0.600% Due 08-17-15	4,291.67	0.00	0.00	0.00	1,291.67	5,583.33
	0.00070240001712	4,291.67	0.00	0.00	0.00	1,291.67	5,583.33
AGENCY 1	BULLET Total	4,291.67	0.00	0.00	0.00	1,291.67	5,583.33
AGENCY C	ALLABLE						
FHLMC 3134G3MX5	FEDERAL HOME LN MTG CORP 0.800% Due 02-24-16	5,333.33	0.00	0.00	0.00	1,722.22	7,055.56
		5,333.33	0.00	0.00	0.00	1,722.22	7,055.56
FFCB 3133EAYQ5	FEDERAL FARM CR BKS CONS 0.710% Due 07-19-16	6,459.03	0.00	0.00	0.00	1,528.47	7,987.50
		6,459.03	0.00	0.00	0.00	1,528.47	7,987.50
AGENCY	CALLABLE Total	11,792.36	0.00	0.00	0.00	3,250.69	15,043.06
AGENCY '	Total	16,084.03	0.00	0.00	0.00	4,542.36	20,626.39
CASH							
CASH & EQ	UIVALENTS						
CASH & EQUIVALENTS FRNKCASH FRANKLIN CASH 0.600% Due 01-01-13		0.00	0.00	0.00	-1,150.68	1,150.68	0.00
		0.00	0.00	0.00	-1,150.68	1,150.68	0.00

¹



INTEREST ACCRUALS CITY OF FRANKLIN CORE

From 11-30-12 To 12-31-12

Security Symbol	Description	Beginning Accrued Interest	Purchased Interest	Sold Interest	Interest Received	Earned Interest	Ending Accrued Interest
CASH & EQUI	CASH & EQUIVALENTS Total		0.00	0.00	-1,150.68	1,150.68	0.00
CASH Total		0.00	0.00	0.00	-1,150.68	1,150.68	0.00
TOTAL PORTFO	LIO	16,084.03	0.00	0.00	-1,150.68	5,693.04	20,626.39