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

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

For calendar year **2007**, or tax year beginning **2007**, and ending

G Check all that apply:  Initial return  Final return  Amended return  Address change  Name change

Name of foundation: **THE WARRINGTON FOUNDATION C/O FIFTH THIRD BANK, AGENT**

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

City or town, state, and ZIP code: **CINCINNATI, OH 45263-0858**

Room/suite: **COPY**

A Employer identification number: **31-1582067**

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **10,022,306.**

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

K If exemption application is pending, check here

L 1 Foreign organizations, check here   
 2 Foreign organizations meeting the 85% test, check here and attach computation

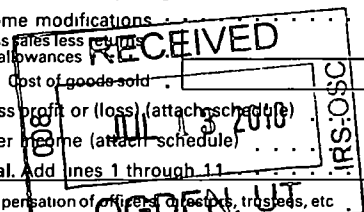
M If private foundation status was terminated under section 507(b)(1)(A), check here

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

**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 the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	14,842.	14,842.		STMT 1
4 Dividends and interest from securities	203,063.	203,063.		STMT 2
5a Gross rents	-5,334.	-5,334.	-5,334.	
b Net rental income or (loss)	-5,334.			
6a Net gain or (loss) from sale of assets not on line 10	576,784.			
b Gross sales price for all assets on line 6a	1,694,439.			
7 Capital gain net income (from Part IV, line 2)		576,784.		
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	789,355.	789,355.	-5,334.	
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 the instructions)	12,514.	1,339.		STMT 3
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)	69,905.	69,605.		STMT 4
24 Total operating and administrative expenses. Add lines 13 through 23	82,419.	70,944.	NONE	300.
25 Contributions, gifts, grants paid	746,428.			746,428.
26 Total expenses and disbursements. Add lines 24 and 25	828,847.	70,944.	NONE	746,728.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	-39,492.			
b Net investment income (if negative, enter -0-)		718,411.		
c Adjusted net income (if negative, enter -0-)			-0-	

SCANNED JUL 20 2010



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing . . . . .	1.	1.	1.
	2	Savings and temporary cash investments . . . . .	237,263.	126,533.	126,533.
	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 page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . . . . .	6,397,883.	6,509,586.	9,938,583.
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule)			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .	90,908.	-42,811.	-42,811.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule)			
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	6,726,055.	6,593,309.	10,022,306.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	6,726,055.	6,593,309.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	6,726,055.	6,593,309.		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	6,726,055.	6,593,309.		

**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	6,726,055.
2	Enter amount from Part I, line 27a . . . . .	2	-39,492.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5 . . . . .	3	10,141.
4	Add lines 1, 2, and 3 . . . . .	4	6,696,704.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6 . . . . .	5	103,395.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	6,593,309.

**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 SEE PART IV SCHEDULE				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
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	576,784.
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 pages 13 and 17 of the 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 page 18 of 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))
2006	763,010.	10,080,864.	0.07568894888
2005	693,489.	9,818,715.	0.07062930333
2004	612,492.	9,464,548.	0.06471434241
2003	554,908.	8,469,343.	0.06551960406
2002	412,486.	7,930,873.	0.05201016332
2 Total of line 1, column (d) . . . . .			0.32856236200
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 . . . . .			0.06571247240
4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5 . . . . .			10,350,295.
5 Multiply line 4 by line 3 . . . . .			680,143.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			7,184.
7 Add lines 5 and 6 . . . . .			687,327.
8 Enter qualifying distributions from Part XII, line 4 . . . . .			746,728.

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 on page 18.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter: _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	7,184.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (a)			
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	7,184.
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	7,184.
6 Credits/Payments:			
a 2007 estimated tax payments and 2006 overpayment credited to 2007	6a	9,088.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	912.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		10,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		2,816.
11 Enter the amount of line 10 to be Credited to 2008 estimated tax	11	2,816. Refunded	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the organization 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? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <u>STMT 7</u>		
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? <i>If "No," attach explanation</i>	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 2007 or the taxable year beginning in 2007 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11a	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 page 20 of the instructions) . . . . .		X
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a? . . . . .		
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract? . . . . .		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14	The books are in care of ▶ SEE STATEMENT 8 Telephone no. ▶ Located at ▶ ZIP + 4 ▶		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-F in lieu of Form 1041 - Check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>	1b	X
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 2007? . . . . .	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 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions) . . . . .	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2007 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 2007) . . . . .	3b	X
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 2007? . . . . .	4b	X

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

- 5a During the year did the foundation pay or incur any amount to
  - (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
  - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No
  - (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
  - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If you answered "Yes" to 6b, also 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?  Yes  No

5b		X
6b		X
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 page 23 of the 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
SEE STATEMENT 9		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 page 23 of the 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 page 24 of the 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 page 24 of the instructions	
3 NONE	
<b>Total.</b> Add lines 1 through 3 . . . . .	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	10,286,059.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	221,855.
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	10,507,914.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	10,507,914.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	157,619.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	10,350,295.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	517,515.

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	517,515.
<b>2a</b>	Tax on investment income for 2007 from Part VI, line 5	<b>2a</b>	7,184.
<b>b</b>	Income tax for 2007. (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	7,184.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	510,331.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	10,137.
<b>5</b>	Add lines 3 and 4	<b>5</b>	520,468.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	520,468.

**Part XII Qualifying Distributions** (see page 26 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	746,728.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	746,728.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	7,184.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	739,544.

**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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7 . . . . .				520,468.
2 Undistributed income, if any, as of the end of 2006				
a Enter amount for 2006 only . . . . .			NONE	
b Total for prior years . . . . .		NONE		
3 Excess distributions carryover, if any, to 2007				
a From 2002 . . . . .	37,084.			
b From 2003 . . . . .	138,189.			
c From 2004 . . . . .	142,137.			
d From 2005 . . . . .	211,119.			
e From 2006 . . . . .	277,143.			
f Total of lines 3a through e . . . . .	805,672.			
4 Qualifying distributions for 2007 from Part XII, line 4 ▶ \$ 746,728.				
a Applied to 2006, but not more than line 2a . . . . .			NONE	
b Applied to undistributed income of prior years (Election required - see page 27 of the instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see page 27 of the instructions) . . . . .	NONE			
d Applied to 2007 distributable amount . . . . .				520,468.
e Remaining amount distributed out of corpus . . . . .	226,260.			
5 Excess distributions carryover applied to 2007 (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 . . . . .	1,031,932.			
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 page 27 of the instructions . . . . .		NONE		
e Undistributed income for 2006. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .			NONE	
f Undistributed income for 2007 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008 . . . . .				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .	NONE			
8 Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	37,084.			
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a . . . . .	994,848.			
10 Analysis of line 9				
a Excess from 2003 . . . . .	138,189.			
b Excess from 2004 . . . . .	142,137.			
c Excess from 2005 . . . . .	211,119.			
d Excess from 2006 . . . . .	277,143.			
e Excess from 2007 . . . . .	226,260.			

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2007, 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) 2007	(b) 2006	(c) 2005	(d) 2004	
2 a 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 page 28 of the instructions.)**

1 **Information Regarding Foundation Managers:**

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

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

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

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed.  
 SEE STATEMENT 10

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
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 11</p>				
<b>Total</b> . . . . .				▶ <b>3a</b> 746,428.
<p>b <i>Approved for future payment</i></p>				
<b>Total</b> . . . . .				▶ <b>3b</b>







11/8/07	People for Puget Sound	911 Western Ave , Suite 580	Seattle, WA 98104-9607	2007	Charitable Gift	10,000.00
11/8/07	Central Asia Institute	617 South Fifth Ave	Bozeman, MT 59715	2007	Charitable Gift	5,000.00
11/8/07	Mercy Corp	P O Box 2669	Portland, OR 97208-9652	2007	Charitable Gift	3,000.00
11/8/07	Alexandria Seaport Foundation	P O Box 25036	Alexandria, VA 22313	2007	Charitable Gift	5,000.00
11/8/07	Center for Wooden Boats	1010 Valley St	Seattle, WA 98109-4468	2007	Charitable Gift	5,000.00
11/8/07	Washington Toxics Coalition	4649 Sunnyside Ave N #540	Seattle, WA 98103	2007	Charitable Gift	8,000.00
11/8/07	The Wilderness Society	1615 M St NW	Washington, DC 20036	2007	Charitable Gift	1,000.00
11/8/07	Colorado Environmental Coalition	1536 Wynkoop St # 5C	Denver, CO 80202	2007	Charitable Gift	1,000.00
11/8/07	Southern Rockies Ecosystem Proj	1535 Wynkoop St Suite 309	Denver, CO 80202	2007	Charitable Gift	15,000.00
11/8/07	Lawrenceville School	P O Box 6125	Lawrenceville, NJ 08648	2007	Charitable Gift	6,000.00
11/8/07	Lawrenceville Camp	P O Box 6125	Lawrenceville, NJ 08648	2007	Charitable Gift	1,000.00
11/13/07	Renbrook School	2865 Albany Ave	West Hartford, CT 06117	2007	Charitable Gift	1,000.00
11/15/07	AOPA Air Safety Foundation	421 Aviation Way	Frederick, Maryland 21701	2007	Fall Tuition - Grade 6	10,627.32
11/15/07	American Red Cross	720 Sycamore St	Cincinnati, OH 45202-2115	2007	Charitable Gift	500.00
11/15/07	Camp Leelanau & Kohahna	1653 Port Oneida Rd	Maple City, MI 49664	2007	Charitable Gift	1,000.00
11/15/07	Caracole	1821 Summit Rd Suite 1	Cincinnati, OH 45237	2007	Charitable Gift	500.00
11/15/07	Cincinnati Art Academy	1125 St Gregory St	Cincinnati, OH 45205	2007	Charitable Gift	500.00
11/15/07	Cincinnati Art Museum	953 Eden Park Dr	Cincinnati, OH 45202-1596	2007	Charitable Gift	500.00
11/15/07	Cincinnati Country Day School	6905 Given Rd	Cincinnati, OH 45243-2898	2007	Charitable Gift	2,500.00
11/15/07	Boys & Girls Club of Greater Cincinnati	600 Dalton Ave	Cincinnati, OH 45203	2007	Charitable Gift	3,500.00
11/15/07	Cincinnati Nature Center	4949 Tealtown Rd	Cincinnati, OH 45203	2007	Charitable Gift	500.00
11/15/07	Cincinnati Scholarship Foundation	652 Main St # 3	Milford, OH 45150-9752	2007	Charitable Gift	15,000.00
11/15/07	Contemporary Dance Theatre	1805 Larch Ave	Cincinnati, OH 45224	2007	Charitable Gift	1,000.00
11/15/07	Crayons to Computers	1250 Tennessee Ave	Cincinnati, OH 45229	2007	Charitable Gift	1,000.00
11/15/07	Fine Arts Fund	P O Box 630561	Cincinnati, OH 45263-0561	2007	Charitable Gift	500.00
11/15/07	Cincinnati Museum Center	1301 Western Ave	Cincinnati, OH 45203	2007	Charitable Gift	500.00
11/15/07	Hospice of Cincinnati	4310 Cooper Rd	Cincinnati, OH 45242	2007	Charitable Gift	500.00
11/15/07	The Indian Hill Church	6000 Drake Rd	Cincinnati, OH 45243-3395	2007	Charitable Gift	15,000.00
11/15/07	Joy Outdoor Education	Box 157	Clarksville, OH 45113	2007	Charitable Gift	1,000.00
11/15/07	Kidney Foundation of Greater Cincinnati	2200 Victory Parkway #510	Cincinnati, OH 45206	2007	Charitable Gift	500.00
11/15/07	LADD, Inc	3603 Victory Parkway	Cincinnati, OH 45229	2007	Charitable Gift	500.00
11/15/07	Freestore Foodbank	1250 Tennessee Ave	Cincinnati, OH 45229	2007	Charitable Gift	500.00
11/15/07	Prokids	2320 Kemper Lane	Cincinnati, OH 45206	2007	Charitable Gift	500.00
11/15/07	Queen City Foundaton	P O Box 3145	Cincinnati, OH 45201	2007	Charitable Gift	2,500.00
11/15/07	Stepping Stones Center	5650 Given rd	Cincinnati, OH 45243	2007	Charitable Gift	2,000.00
11/15/07	Summit Country Day School	2161 Grandin Rd	Cincinnati, OH 45208-9974	2007	Charitable Gift	500.00
11/15/07	Seven Hills School	5400 Redbank Rd	Cincinnati, OH 45227	2007	Charitable Gift	5,000.00
11/15/07	Lawrenceville School Camp	P O Box 6125	Lawrenceville, NJ 08648	2007	Charitable Gift	3,500.00
11/15/07	Grand Traverse Reg Land	3860 N Long Lake Rd Suite D	Traverse City, MI 49684-9601	2007	Charitable Gift	500.00
11/15/07	Madisonville Arts Center	5021 Whetsel Ave	Cincinnati, OH 45227	2007	Charitable Gift	50,000.00
11/15/07	Taft Museum of Art	316 Pike St	Cincinnati, OH 45202	2007	Charitable Gift	50,000.00
11/15/07	The Lawrenceville School	P O Box 6125	Lawrenceville, NJ 08648	2007	Charitable Gift	1,250.00
11/15/07	The Visiting Nurse Assoc	2400 Reading Rd	Cincinnati, OH 45202	2007	Charitable Gift	2,500.00
11/15/07	University of Denver	Dept 585	Denver, CO 80291-0585	2007	Charitable Gift	500.00
11/15/07	Winners Walk Tall	24 Spring Hill Lane	Cincinnati, OH 45227	2007	Charitable Gift	500.00
11/15/07	Cincinnati Zoo & Botanical Garden	3400 Vine St	Cincinnati, OH 45220-1399	2007	Charitable Gift	2,250.00
2007 Donation Total						746,427.76

# 2007 Charitable Donations for The Warrington Foundation

Date	Name	Street Address	City, State & Zip Code	Purpose	Amount
1/18/07	Renbrook School	2865 Albany Ave	West Hartford, CT 06117	2007 Fall Tuition - Grade 9	10,288.44
3/13/07	JDRF - Greater Cincinnati Chapter	10901 Reed Hartman Rd	Cincinnati, OH 45242	2007 Charitable Gift	5,000.00
4/30/07	Health Foundation of Greater Cincinnati	3805 Edwards Rd	Cincinnati, OH 45209	2007 Charitable Gift	5,000.00
4/30/07	Miss Porter's School	60 Main St	Farmington, CT 06032	2007 Fall Tuition	1,700.00
7/6/07	Franklin Pierce College	40 University Drive	Rindge, New Hampshire 03461	2007 Fall Tuition	16,203.00
7/13/07	Renbrook School	2865 Albany Ave	West Hartford, CT 06117	2007 Fall Tuition - Grade 6	15,562.00
7/18/07	Trinity college	300 Summit St	Hartford, CT 06106	Tuition Payment for a Student	2,047.00
10/4/07	Agnes Irwin School	P O Box 407	Rosemont, PA 19010-0407	2007 Charitable Gift - Annual Fund	10,000.00
10/4/07	Agnes Irwin School	P O Box 407	Rosemont, PA 19010-0407	2007 Charitable Gift - Campaign Fund	15,000.00
10/4/07	All Saints' Church	338 East Lyman St	Winter Park, FL 32789	2007 Charitable Gift	2,000.00
10/4/07	Cincinnati Art Museum	953 Eden Park Dr	Cincinnati, OH 45202-1596	2007 Charitable Gift	5,000.00
10/4/07	Cincinnati Symphony Orchestra	1241 Elm St	Cincinnati, OH 45210-2231	2007 Charitable Gift	5,000.00
10/4/07	Friends of Casa Feliz	1002 Temple Grove	Winter Park, FL 32789-2788	2007 Charitable Gift	10,000.00
10/4/07	Habitat for Humanity - Martha's VY	P O Box 1093	Vineyard Haven, MA 02568	2007 Charitable Gift	10,000.00
10/4/07	City of Winter Park	401 Park Ave South	Winter Park, FL 32789-4386	Hope Fund Donation	10,000.00
10/4/07	The Edgartown Federated Church	P O Box 249	Edgartown, MA 02539	2007 Charitable Gift	20,000.00
10/4/07	Orlando Museum of Art	2416 N Mills Ave	Oriando, FL 32803-1483	2007 Charitable Gift	50,000.00
10/4/07	The Indian Hill Church	6000 Drake Rd	Cincinnati, OH 45243-3395	2007 Charitable Gift	10,000.00
10/4/07	Orlando Philharmonic Orchestra	P O Box 540203	Orlando, FL 32854-0203	2007 Charitable Gift	15,000.00
10/4/07	Orlando Museum of Art	2416 N Mills Ave	Oriando, FL 32803-1483	2007 Charitable Gift - Ambassadors Circle	5,000.00
10/4/06	The Storm King School	314 Mountain Rd	Cornwall on Hudson, NY 12520	2007 Charitable Gift	5,000.00
10/4/07	United Arts of Central Florida	253 N Orlando, Suite 201	Winter Park, FL 32794-0068	2007 Charitable Gift	3,000.00
10/4/07	Winter Park Public Library	460 N New England Ave	Winter Park, FL 32789-4493	2007 Charitable Gift	5,000.00
10/29/07	St Paul's School	325 Pleasant St	Concord, NH 03301-2591	2007 Charitable Gift	2,500.00
10/29/07	Salisbury School	251 Canaan Rd	Salisbury, CT 06068	2007 Charitable Gift	2,500.00
10/29/07	Village for Families & Children	Albany Ave	Hartford, CT 06105	2007 Charitable Gift	2,000.00
10/29/07	Nantucket Conservation Fdn	P O Box 13	Nantucket, MA 02554	2007 Charitable Gift	2,000.00
10/29/07	Humane Society of the US	2100 L St., NW	Washington, DC 20037	2007 Charitable Gift	2,000.00
10/29/07	Nantucket Historical Assn	15 Broad St	Nantucket, MA 02554	2007 Charitable Gift	10,000.00
10/29/07	Trinity College	300 Summit St	Hartford, CT 06106	2007 Charitable Gift	30,000.00
10/29/07	New Britain Museum of Art	56 Lexington St	Hartford, CT 06106	2007 Charitable Gift	50,000.00
10/29/07	Nantucket SPCA	Crooked Lane	Nantucket, MA 02554	2007 Charitable Gift	2,500.00
10/29/07	Colgate University	13 Oak St	Hamilton, NY 13346	2007 Charitable Gift	2,000.00
10/29/07	ConnectKids	814 Asylum Ave	Hartford, CT	2007 Charitable Gift	2,000.00
10/29/07	Connecticut Children's Med Ctr	12 Charter Oak Place	Hartford, CT 06106	2007 Charitable Gift	6,000.00
10/29/07	The Shelter for Women - Gray Lodge	20-28 Sargeant St	Hartford, CT 06105	2007 Charitable Gift	2,500.00
10/29/07	Nantucket Land Council, Inc	6 Ash Lane, P O Box 502	Nantucket, ME 02554	2007 Charitable Gift	12,500.00
10/29/07	The First Church of Christ	250 Main St	Wethersfield, CT 06109	2007 Charitable Gift	2,000.00
11/7/07	Wood River Community YMCA	P O Box 6801	Ketchum, ID 83340	2007 Charitable Gift	50,000.00
11/8/07	Sawtooth Botanical Garden	P O Box 928	Sun Valley, ID 83353	2007 Charitable Gift	5,000.00
11/8/07	Environmental Resource Center	411 East 6th St	Ketchum, ID 83340	2007 Charitable Gift	5,000.00
11/8/07	Seattle Audubon Society	8050 35th Ave NE	Seattle, WA 98115	2007 Charitable Gift	3,000.00
11/8/07	Planned Parenthood Federation of America	810 Svernth Ave 12th Flr	New York, NY 10019	2007 Charitable Gift	1,000.00
11/8/07	Girls on the Run - Wood River Vall	P O Box 1226	Ketchum, ID 83340	2007 Charitable Gift	1,000.00
11/8/07	Middlebury College	Hillcrest	Middlebury, VT 05753	2007 Charitable Gift	1,000.00
11/8/07	Friends of Sawtooth Natural	P O Box 2669	Ketchum, ID 83340	2007 Charitable Gift	1,000.00
11/8/07	Tibet Fund - Delek Hospital	Kharadanda Rd	India	Delek Hospital Charitable Gift	30,000.00
11/8/07	Sea Doc Society	3213 West Wheeler, Suite 225	Seattle, WA 98199	2007 Charitable Gift	30,000.00

THE WARRINGTON FOUNDATION C/O FIFTH THIRD  
FORM 990PF, PART XV - LINES 2a - 2d

31-1582067

=====

RECIPIENT NAME:

FIFTH THIRD BANK

ADDRESS:

38 FOUNTAIN SQUARE PLAZA MD 1090 FA  
CINCINNATI, OH 45263

RECIPIENT'S PHONE NUMBER: 513-579-5440

FORM, INFORMATION AND MATERIALS:

LETTER

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

STATEMENT 10

THE WARRINGTON FOUNDATION C/O FIFTH THIRD 31-1582067  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:  
SEE ATTACHED SCHEDULE  
AMOUNT OF GRANT PAID ..... 746,428.

TOTAL GRANTS PAID: 746,428.  
=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES  
=====

OFFICER NAME:  
SAM BAILEY  
ADDRESS:  
211 MOUNTAIN SPRING RD.  
FARMINGTON, CT  
TITLE:  
TRUSTEE  
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:  
LESLIE WARRINGTON BAILEY HARDY  
ADDRESS:  
340 KNOWLES AVENUE - NORTH  
WINTER PARK, FL 32789  
TITLE:  
TRUSTEE  
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:  
DAN BAILEY  
ADDRESS:  
3 SWALLOWFIELD LANE  
CINCINNATI, OH 45174  
TITLE:  
TRUSTEE  
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:  
JOHN WARRINGTON BAILEY  
ADDRESS:  
1213 E. SHELBY ST. #16  
SEATTLE, WA 98102  
TITLE:  
TRUSTEE  
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

THE WARRINGTON FOUNDATION C/O FIFTH THIRD

31-1582067

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: FIFTH THIRD BANK, AGENT

ADDRESS: 38 FOUNTAIN SQUARE PLAZA MD 1090 HB  
CINCINNATI, OH 45263

TELEPHONE NUMBER: (513)579-5440

STATEMENT 8

THE WARRINGTON FOUNDATION C/O FIFTH THIRD

31-1582067

-----  
STATE(S) WHERE THE FOUNDATION IS REGISTERED

=====

OH

STATEMENT 7

XD576 2 000

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26 -

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

DESCRIPTION	AMOUNT
M-1 ADJUSTMENT - BOOK TO TAX DIFFERENCE	103,395.
TOTAL	103,395.

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

=====

DESCRIPTION -----	AMOUNT -----
ROUNDING ADJUSTMENT	4.
2006 RECOVERY OF GIFT	10,137.
	-----
TOTAL	10,141.
	=====

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
							37,735.	
							16,246.	
4.00		3.00					1.00	
							05/11/2006	07/13/2007
							03/08/2007	10/25/2007
41,819.00		49,548.00					-7,729.00	
							03/08/2007	11/21/2007
106,140.00		132,129.00					-25,989.00	
							03/08/2007	06/06/2007
22,853.00		24,423.00					-1,570.00	
							01/09/2006	10/25/2007
93,816.00		61,924.00					31,892.00	
							07/06/1999	02/15/2007
62,968.00		67,061.00					-4,093.00	
							01/10/2000	02/15/2007
62,968.00		54,813.00					8,155.00	
							02/04/1998	02/15/2007
62,968.00		42,125.00					20,843.00	
							03/09/2000	02/15/2007
41,979.00		26,500.00					15,479.00	

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
155,699.00		6000. CONAGRA INC PROPERTY TYPE: SECURITIES 131,052.00					05/08/2003	02/15/2007
							24,647.00	
22,376.00		800. DELL INC PROPERTY TYPE: SECURITIES 20,527.00					10/26/2001	10/25/2007
							1,849.00	
144,273.00		3400. ECOLAB INC COM PROPERTY TYPE: SECURITIES 83,805.00					05/08/2003	03/08/2007
							60,468.00	
105,750.00		2250. FISERV INC PROPERTY TYPE: SECURITIES 47,531.00					07/07/1999	09/13/2007
							58,219.00	
105,750.00		2250. FISERV INC PROPERTY TYPE: SECURITIES 46,125.00					03/09/2000	09/13/2007
							59,625.00	
40,219.00		1000. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 31,250.00					06/04/2004	10/25/2007
							8,969.00	
18,690.00		600. HOME DEPOT INC PROPERTY TYPE: SECURITIES 30,323.00					06/14/2000	10/25/2007
							-11,633.00	
12,460.00		400. HOME DEPOT INC PROPERTY TYPE: SECURITIES 18,300.00					01/29/2001	10/25/2007
							-5,840.00	
35,057.00		600. HONEYWELL INTERNATIONAL INC PROPERTY TYPE: SECURITIES 23,731.00					07/07/2006	10/25/2007
							11,326.00	
7,480.00		215. IDEARC INC-W/I PROPERTY TYPE: SECURITIES 5,426.00					12/11/2003	02/15/2007
							2,054.00	
39,614.00		1000. MARRIOTT INTL INC NEW CL A PROPERTY TYPE: SECURITIES 34,645.00					01/09/2006	10/25/2007
							4,969.00	

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
20,984.00		400. MEDTRONIC INC PROPERTY TYPE: SECURITIES 19,112.00					05/23/2002 1,872.00	06/06/2007
41,967.00		800. MEDTRONIC INC PROPERTY TYPE: SECURITIES 34,283.00					10/26/2001 7,684.00	06/06/2007
142,879.00		2000. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 64.00					03/01/1913 142,815.00	10/25/2007
251,745.00		3800. ROCKWELL INTL CORP NEW PROPERTY TYPE: SECURITIES 132,955.00					12/11/2003 118,790.00	06/08/2007
TOTAL GAIN (LOSS) .....							----- 576,784. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	14,842.	14,842.
TOTAL	14,842.	14,842.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	16,542.	16,542.
DOMESTIC DIVIDENDS	182,847.	182,847.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE NONQUALIFIED DOMESTIC DIVIDENDS)	6.	6.
	3,668.	3,668.
TOTAL	203,063.	203,063.

FORM 990PF, PART I - TAXES  
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	1,339.	1,339.
PRIOR YEAR EXCISE TAX PAID	8,700.	
EXCISE TAX ESTIMATE	2,475.	
TOTALS	12,514. =====	1,339. =====

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	104.	104.	
BANK SERVICE FEES	69,501.	69,501.	
MISC. CHARITABLE EXPENSE	300.		300.
TOTALS	69,905.	69,605.	300.

RENT AND ROYALTY SUMMARY

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PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
S & A RETAIL INVESTO	-5,334.			-5,334.
TOTALS	-5,334.			-5,334.
	=====	=====	=====	=====