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Form **990-PF**
Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation **SHANNON FAMILY CHARITABLE FDN FIFTH THIRD BANK, TRUSTEE** A Employer identification number **20-6669463**

Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number (see page 10 of the instructions)
P O BOX 630858 **(513) 534-5310**

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

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) ▶ \$ **4,805,093.** J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)

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 ☐

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 page 11 of the 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	71,429.	71,429.		STMT 1
4 Dividends and interest from securities	78,887.	78,850.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	107,003.			
b Gross sales price for all assets on line 6a 1,680,961.				
7 Capital gain net income (from Part IV, line 2)		107,003.		
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	257,319.	257,282.		
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 3	685.	343.	NONE	343.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	1,184.	1,184.		
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 5	36,743.	36,743.		
24 Total operating and administrative expenses. Add lines 13 through 23	38,612.	38,270.	NONE	343.
25 Contributions, gifts, grants paid	205,000.			205,000.
26 Total expenses and disbursements Add lines 24 and 25	243,612.	38,270.	NONE	205,343.
27 Subtract line 26 from line 12	13,707.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		219,012.		
c Adjusted net income (if negative, enter -0-)				

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		5,013.	1.	1.
	2	Savings and temporary cash investments		275,397.	53,251.	53,251.
	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 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 6		2,325,610.	2,586,382.	2,915,195.
	c	Investments - corporate bonds (attach schedule) . STMT 7		1,823,074.	1,086,144.	1,120,159.
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STMT 8			717,024.	716,487.	
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)		4,429,094.	4,442,802.	4,805,093.	
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)					
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		4,429,094.	4,442,802.	
	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 page 17 of the instructions)		4,429,094.	4,442,802.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		4,429,094.	4,442,802.	

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	4,429,094.
2	Enter amount from Part I, line 27a	2	13,707.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	1.
4	Add lines 1, 2, and 3	4	4,442,802.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,442,802.

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 DETAIL					
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) FMV 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)			2	107,003.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
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.					

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))
2009	198,726.	4,204,210.	0.04726833341
2008	231,536.	4,784,775.	0.04839015419
2007	136,309.	5,415,480.	0.02517025268
2006	151,663.	5,024,098.	0.03018711020
2005	10,000.	1,418,856.	0.00704793157
2 Total of line 1, column (d)			2 0.15806378205
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 0.03161275641
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 4,538,513.
5 Multiply line 4 by line 3			5 143,475.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,190.
7 Add lines 5 and 6			7 145,665.
8 Enter qualifying distributions from Part XII, line 4			8 205,343.

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 ☐ and enter "N/A" on line 1			
Date of ruling or determination 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 ☒ and enter 1% of Part I, line 27b		1	2,190.
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	2,190.
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	2,190.
6 Credits/Payments.			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	391.	
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	391.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	10.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,809.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ 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?		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)?		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?		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?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ _____ STMT 10		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>FIFTH THIRD BANK</u> Telephone no <u>(239) 591-6484</u> Located at <u>999 VANDERBILT BEACH ROAD, NAPLES, FL</u> ZIP + 4 <u>34108</u>			
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 <u>15</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>				X

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 page 22 of the instructions)?		
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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes	☒ No
If "Yes," list the years <u></u>		
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)		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 <u></u>		
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 2010 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 2010)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2010?		X

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

- 5a During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 "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? ☐ Yes ☒ No

5b

6b

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 22 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 11		-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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see 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	
Total. Add lines 1 through 3 ▶	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	4,361,767.
b	Average of monthly cash balances	1b	245,860.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,607,627.
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	4,607,627.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	69,114.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,538,513.
6	Minimum investment return. Enter 5% of line 5	6	226,926.

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.)

1	Minimum investment return from Part X, line 6	1	226,926.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,190.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,190.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	224,736.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	224,736.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	224,736.

Part XII Qualifying Distributions (see page 25 of the 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	205,343.
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	205,343.
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 page 26 of the instructions)	5	2,190.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	203,153.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				224,736.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			202,157.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2010.				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4. ► \$ 205,343.				
a Applied to 2009, but not more than line 2a			202,157.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				3,186.
e Remaining amount distributed out of corpus . . .	NONE			
5 Excess distributions carryover applied to 2010 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				221,550.
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	NONE			

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
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:

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 SEE STATEMENT 12				
Total			▶ 3a	205,000.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated.

Part 5120-1 Analysis of income-producing activities					
Enter gross amounts unless otherwise indicated.					
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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	71,429.
4 Dividends and interest from securities				NONE	78,887.
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				NONE	107,003.
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	257,319.
13 Total. Add line 12, columns (b), (d), and (e)				13	257,319.

(See worksheet in line 13 instructions on page 29 to verify calculations)

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

[illegible]

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?		Yes	No
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.			

[illegible]

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

[illegible]

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 or fiduciary) is based on all information of which preparer has any knowledge.

 05/11/2011 Trustee

Paid Preparer Use Only	Signature of officer or trustee MATTHEW J CAROTHERS		Date	Title	
	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 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)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,228.	
177,600.00		150000. CATERPILLAR INC 8/8/2006 5.700 8 PROPERTY TYPE: SECURITIES 148,904.00					03/27/2009 28,696.00	11/30/2010
50,790.00		50000. CITIGROUP INC 5/7/2003 4.875 5/7/ PROPERTY TYPE: SECURITIES 48,941.00					01/19/2006 1,849.00	12/08/2010
165,305.00		150000. COCA COLA ENTERPRISE INC 02/20/0 PROPERTY TYPE: SECURITIES 150,780.00					03/27/2009 14,525.00	11/30/2010
167,550.00		150000. CONS EDISON CO OF NY 03/25/09 5. PROPERTY TYPE: SECURITIES 151,677.00					03/26/2009 15,873.00	11/30/2010
24,480.00		720. DU PONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES 36,636.00					01/19/2007 -12,156.00	02/22/2010
48,260.00		1000. EMERSON ELEC CO PROPERTY TYPE: SECURITIES 44,600.00					01/19/2007 3,660.00	02/22/2010
14,148.00		208. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 14,431.00					03/27/2009 -283.00	04/06/2010
111,600.00		100000. FEDERAL HOME LOAN BANK 9/7/2006 PROPERTY TYPE: SECURITIES 101,222.00					10/12/2007 10,378.00	11/30/2010
104,069.00		100000. FEDERAL HOME LN MTG CORP 5.50% D PROPERTY TYPE: SECURITIES 101,735.00					08/16/2006 2,334.00	11/30/2010
85,260.00		75000. FREDDIE MAC 7/16/2004 5.000 7/15/ PROPERTY TYPE: SECURITIES 75,508.00					10/12/2007 9,752.00	11/30/2010

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

Kind of Property		Description				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)	
7,233.00		209. HONDA MTR LTD AMERN SHS PROPERTY TYPE: SECURITIES 5,810.00				01/24/2006 1,423.00	02/22/2010
4,490.00		200. HUNTINGTON PREF CAP INC PREFERRED 7 PROPERTY TYPE: SECURITIES 5,706.00				07/11/2006 -1,216.00	02/22/2010
17,935.00		800. HUNTINGTON PREF CAP INC PREFERRED 7 PROPERTY TYPE: SECURITIES 22,826.00				07/11/2006 -4,891.00	02/23/2010
22,419.00		1000. HUNTINGTON PREF CAP INC PREFERRED PROPERTY TYPE: SECURITIES 27,746.00				05/25/2006 -5,327.00	02/23/2010
6,726.00		300. HUNTINGTON PREF CAP INC PREFERRED 7 PROPERTY TYPE: SECURITIES 8,547.00				12/21/2005 -1,821.00	02/23/2010
15,715.00		700. HUNTINGTON PREF CAP INC PREFERRED 7 PROPERTY TYPE: SECURITIES 19,943.00				12/21/2005 -4,228.00	02/24/2010
158,327.00		150000. NATIONAL RURAL UTILS COOP 04/02/ PROPERTY TYPE: SECURITIES 150,000.00				03/27/2009 8,327.00	11/30/2010
252,875.00		250000. PITNEY BOWES INC DTD 4/29/03 4.7 PROPERTY TYPE: SECURITIES 232,115.00				02/08/2006 20,760.00	02/22/2010
6,273.00		205. QEP RES INC PROPERTY TYPE: SECURITIES 6,003.00				05/24/2010 270.00	08/25/2010
116,241.00		830. SPDR S&P MIDCAP 400 ETF TR UNIT SER PROPERTY TYPE: SECURITIES 116,431.00				01/24/2006 -190.00	03/08/2010
22,828.00		163. SPDR S&P MIDCAP 400 ETF TR UNIT SER PROPERTY TYPE: SECURITIES 22,201.00				12/01/2005 627.00	03/08/2010

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)	
14,021.00		731. SCHWAB CHARLES CORP NEW PROPERTY TYPE: SECURITIES 11,497.00					03/27/2009 2,524.00	04/06/2010
15,323.00		476. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES 14,251.00					09/09/2009 1,072.00	05/24/2010
7,919.00		246. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES 6,425.00					03/27/2009 1,494.00	05/24/2010
7,764.00		277. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 7,542.00					09/09/2009 222.00	02/22/2010
5,494.00		196. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 3,179.00					03/27/2009 2,315.00	02/22/2010
15,341.00		527. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 8,547.00					03/27/2009 6,794.00	05/24/2010
33,747.00		781. XTO ENERGY INC PROPERTY TYPE: SECURITIES 30,755.00					09/09/2009 2,992.00	06/09/2010
TOTAL GAIN(LOSS)							----- 107,003. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MONEY MARKET INTEREST	71,429.	71,429.
	-----	-----
TOTAL	71,429.	71,429.
	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN DIVIDENDS	11,780.	11,780.
NONDIVIDEND DISTRIBUTIONS	37.	
DOMESTIC DIVIDENDS	40,265.	40,265.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	8,952.	8,952.
NONQUALIFIED FOREIGN DIVIDENDS	161.	161.
NONQUALIFIED DOMESTIC DIVIDENDS	17,692.	17,692.
	-----	-----
TOTAL	78,887.	78,850.
	=====	=====

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	685.	343.		343.
	-----	-----	-----	-----
TOTALS	685.	343.	NONE	343.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	50.	50.
FOREIGN TAXES ON QUALIFIED FOR	1,110.	1,110.
FOREIGN TAXES ON NONQUALIFIED	24.	24.
	-----	-----
TOTALS	1,184.	1,184.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER ALLOCABLE EXPENSE-INCOME	13.	13.
BANK SERVICE FEES	18,372.	18,372.
BANK SERVICE FEES	18,358.	18,358.
TOTALS	----- 36,743. =====	----- 36,743. =====

SHANNON FAMILY CHARITABLE FDN FIFTH THIRD

20-6669463

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION

SEE ATTACHED SCHEDULE

TOTALS

SHANNON FAMILY CHARITABLE FDN FIFTH THIRD

20-6669463

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION

SEE ATTACHED SCHEDULE

TOTALS

SHANNON FAMILY CHARITABLE FDN FIFTH THIRD

20-6669463

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----
OTHER - ALTERNATIVE STRATEGIES	C	468,790.	458,717.
OTHER - REAL ESTATE INVESTMENT	C	248,234.	257,770.
		-----	-----
TOTALS		717,024.	716,487.
		=====	=====

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

=====

DESCRIPTION

AMOUNT

ROUNDING

1.

TOTAL

1.

=====

SHANNON FAMILY CHARITABLE FDN FIFTH THIRD

20-6669463

STATE(S) WHERE THE FOUNDATION IS REGISTERED

=====

FL

STATEMENT 10

XD576 2 000

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33 -

SHANNON FAMILY CHARITABLE FDN FIFTH THIRD

20-6669463

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

=====

OFFICER NAME:

FIFTH THIRD BANK

ADDRESS:

999 VANDERBILT BEACH ROAD

NAPLES, FL 34108

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

STATEMENT 11

SHANNON FAMILY CHARITABLE FDN FIFTH THIRD 20-6669463
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
SEE SCHEDULE ATTACHED
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 205,000.

TOTAL GRANTS PAID: 205,000.
=====



Investment Account
SHANNON FAMILY CHARITABLE FDN

12/01/2010 - 12/31/2010

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
0.7200		CASH	\$1.000	\$0.72	0.0%	\$0.72			
12,859.0000		FIFTH THIRD U.S. TREASURY MONEY MARKET FUND (D) (INCOME INVESTMENT) CUSIP - 9992599C0	\$1.000	\$12,859.00	0.3%	\$12,859.00		\$3.86	
40,392.0000		FIFTH THIRD U.S. TREASURY MONEY MARKET FUND (D) CUSIP - 9992599C0	\$1.000	\$40,392.00	0.8%	\$40,392.00		\$12.12	
Cash & Equivalents - Total							\$53,251.72	\$15.98	0.0%
Fixed Income									
150,000.0000		CITIGROUP INC 5/7/2003 4.875 5/7/2015 CUSIP - 172967BW0	\$102.140	\$153,210.00	3.2%	\$146,823.00	\$6,387.00	\$7,312.50	4.8%
5,483.4780	FTYIX	FIFTH THIRD HIGH YIELD BOND FUND CUSIP - 351889985	\$9.860	\$54,067.09	1.1%	\$37,836.00	\$16,231.09	\$3,981.01	7.4%
3,000.0000	GEA	GENL ELEC CAPITAL CORP 6.625% PFD CUSIP - 369622527	\$25.480	\$76,440.00	1.6%	\$75,777.00	\$663.00	\$4,968.00	6.5%
50,000.0000		GOLDMAN SACHS 8/27/2002 5.700 9/1/2012 CUSIP - 38141GCG7	\$106.736	\$53,368.00	1.1%	\$51,164.00	\$2,204.00	\$2,850.00	5.3%
1,097.0000	TIP	ISHARES BARCLAYS TIPS BOND FUND CUSIP - 464287176	\$107.520	\$117,949.44	2.5%	\$112,245.65	\$5,703.79	\$2,954.22	2.5%
1,675.0000	HYG	ISHARES HIGH YIELD CORP BND FND CUSIP - 464288513	\$90.290	\$151,235.75	3.1%	\$148,405.00	\$2,830.75	\$12,480.43	8.3%
6,100.0000	PFF	ISHARES S&P PFD STK INDX FN CUSIP - 464288687	\$38.800	\$236,680.00	4.9%	\$238,732.04	\$(2,052.04)	\$17,342.30	7.3%
150,000.0000		PFIZER INC	\$104.346	\$156,519.00	3.3%	\$153,579.00	\$2,940.00	\$6,675.00	4.3%



Investment Account
SHANNON FAMILY CHARITABLE FDN

12/01/2010 - 12/31/2010

PORTFOLIO POSITIONS

(continued)

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

Fixed Income

03/24/09 4.450 03/15/12									
CUSIP - 717081CZ4									
4,500.0000	BWF	WELLS FARGO CAP XII PFD TRUPS	\$26.820	\$120,690.00	2.5%	\$121,582.80	\$(892.80)	\$8,860.50	7.3%
		7.8750% 03/15/68 SERIES							
		CUSIP - 94985V202							
Fixed Income - Total				\$1,120,159.28	23.3%	\$1,086,144.49	\$34,014.79	\$67,423.96	6.0%

Equities

1,188.0000	T	AT&T INC	\$29.380	\$34,903.44	0.7%	\$36,596.95	\$(1,693.51)	\$2,043.36	5.9%
		CUSIP - 00206R102							
328.0000	ABT	ABBOTT LABS	\$47.910	\$15,714.48	0.3%	\$15,389.17	\$325.31	\$577.28	3.7%
		CUSIP - 002824100							
223.0000	APA	APACHE CORP	\$119.230	\$26,588.29	0.6%	\$14,522.79	\$12,065.50	\$133.80	0.5%
		CUSIP - 037411105							
2,922.0000	AMAT	APPLIED MATLS INC	\$14.050	\$41,054.10	0.9%	\$36,671.10	\$4,383.00	\$818.16	2.0%
		CUSIP - 038222105							
3,527.0000	BAC	BANK AMER CORP	\$13.340	\$47,050.18	1.0%	\$109,868.75	\$(62,818.57)	\$141.08	0.3%
		CUSIP - 060505104							
400.0000	BK	BANK OF NEW YORK MELLON CORP	\$30.200	\$12,080.00	0.3%	\$11,603.28	\$476.72	\$144.00	1.2%
		CUSIP - 064058100							
227.0000	BDX	BECTON DICKINSON & CO	\$84.520	\$19,186.04	0.4%	\$15,503.28	\$3,682.76	\$372.28	1.9%
		CUSIP - 075887109							
96.0000	BLK	BLACKROCK, INC	\$190.580	\$18,295.68	0.4%	\$16,072.70	\$2,222.98	\$384.00	2.1%
		COMMON							
		CUSIP - 09247X101							
1,000.0000	BMV	BRISTOL MYERS SQUIBB CO	\$26.480	\$26,480.00	0.6%	\$54.00	\$26,426.00	\$1,320.00	5.0%
		CUSIP - 110122108							
200.0000	CME	CME GROUP INC	\$321.750	\$64,350.00	1.3%	\$53,963.00	\$10,387.00	\$920.00	1.4%
		CUSIP - 12572Q105							



Investment Account
SHANNON FAMILY CHARITABLE FDN

12/01/2010 - 12/31/2010

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
1,319.0000	CVS	CVS/CAREMARK CORPORATION CUSIP - 126650100	\$34.770	\$45,861.63	1.0%	\$36,331.26	\$9,530.37	\$461.65	1.0%
330.0000	CELG	CELGENE CORP CUSIP - 151020104	\$59.140	\$19,516.20	0.4%	\$15,437.40	\$4,078.80		
1,150.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	\$91.250	\$104,937.50	2.2%	\$83,237.00	\$21,700.50	\$3,312.00	3.2%
2,755.0000	CSCO	CISCO SYSTEMS INC CUSIP - 17275R102	\$20.230	\$55,733.65	1.2%	\$72,746.05	\$(17,012.40)		
620.0000	KO	COCA COLA CO CUSIP - 191216100	\$65.770	\$40,777.40	0.8%	\$31,414.66	\$9,362.74	\$1,091.20	2.7%
1,076.0000	DHR	DANAHER CORP CUSIP - 235851102	\$47.170	\$50,754.92	1.1%	\$37,088.26	\$13,666.66	\$86.08	0.2%
1,336.0000	EMC	E M C CORP/MASS CUSIP - 268648102	\$22.900	\$30,594.40	0.6%	\$15,655.52	\$14,938.88		
500.0000	EMR	EMERSON ELEC CO CUSIP - 291011104	\$57.170	\$28,585.00	0.6%	\$22,300.00	\$6,285.00	\$690.00	2.4%
2,085.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	\$18.290	\$38,134.65	0.8%	\$77,353.50	\$(39,218.85)	\$1,167.60	3.1%
226.0000	GILD	GILEAD SCIENCES INC COM	\$36.240	\$8,190.24	0.2%	\$6,216.13	\$1,974.11		
100.0000	GOOG	GOOGLE INC-CL A CUSIP - 38259P508	\$593.970	\$59,397.00	1.2%	\$41,167.85	\$18,229.15		
720.0000	HPQ	HEWLETT PACKARD CO CUSIP - 428236103	\$42.100	\$30,312.00	0.6%	\$36,546.48	\$(6,234.48)	\$230.40	0.8%
526.0000	HD	HOME DEPOT INC CUSIP - 437076102	\$35.060	\$18,441.56	0.4%	\$12,534.58	\$5,906.98	\$497.07	2.7%
1,303.0000	HMC	HONDA MOTOR CO LTD-SPONS ADR	\$39.500	\$51,468.50	1.1%	\$37,340.90	\$14,127.60	\$630.65	1.2%



Investment Account
SHANNON FAMILY CHARITABLE FDN

12/01/2010 - 12/31/2010

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
		CUSIP - 438128308							
1,175.0000	HON	HONEYWELL INTL INC	\$53.160	\$62,463.00	1.3%	\$53,312.45	\$9,150.55	\$1,421.75	2.3%
		CUSIP - 438516106							
396.0000	IBM	INTERNATIONAL BUSINESS MACHS	\$146.760	\$58,116.96	1.2%	\$41,452.60	\$16,664.36	\$1,029.60	1.8%
		CUSIP - 459200101							
5,509.0000	EEM	ISHARES TR MSCI EMERGING MKTS INDEX FD	\$47.642	\$262,459.78	5.5%	\$179,538.79	\$82,920.99	\$3,558.81	1.4%
		CUSIP - 464287234							
4,146.0000	EFA	ISHARES MSCI EAFE INDEX FD	\$58.220	\$241,380.12	5.0%	\$273,686.03	\$(32,305.91)	\$5,791.96	2.4%
		CUSIP - 464287465							
3,788.0000	IJH	ISHARES S&P MIDCAP 400	\$90.690	\$343,533.72	7.1%	\$293,753.25	\$49,780.47	\$3,625.12	1.1%
		CUSIP - 464287507							
1,963.0000	IJR	ISHARES TR S&P SMALLCAP 600 INDEX FD	\$68.470	\$134,406.61	2.8%	\$112,988.85	\$21,417.76	\$1,446.73	1.1%
		CUSIP - 464287804							
188.0000	IJT	ISHARES TR S&P SM CAP 600 GROWTH	\$72.590	\$13,646.92	0.3%	\$13,994.72	\$(347.80)	\$118.25	0.9%
		CUSIP - 464287887							
1,206.0000	JPM	JP MORGAN CHASE & CO	\$42.420	\$51,158.52	1.1%	\$58,864.86	\$(7,706.34)	\$241.20	0.5%
		CUSIP - 46625H100							
860.0000	JNJ	JOHNSON & JOHNSON	\$61.850	\$53,191.00	1.1%	\$52,230.20	\$960.80	\$1,857.60	3.5%
		CUSIP - 478160104							
560.0000	MCD	MCDONALDS CORP	\$76.760	\$42,985.60	0.9%	\$30,993.53	\$11,992.07	\$1,366.40	3.2%
		CUSIP - 580135101							
381.0000	MHS	MEDCO HEALTH SOLUTIONS INC	\$61.270	\$23,343.87	0.5%	\$15,348.43	\$7,995.44		
		CUSIP - 58405U102							
990.0000	MDT	MEDTRONIC INC	\$37.090	\$36,719.10	0.8%	\$38,687.42	\$(1,968.32)	\$891.00	2.4%
		CUSIP - 585055106							
553.0000	MON	MONSANTO CO NEW	\$69.640	\$38,510.92	0.8%	\$46,798.66	\$(8,287.74)	\$619.36	1.6%

Investment Account 411-623



FIFTH THIRD
PRIVATE BANK

Investment Account
SHANNON FAMILY CHARITABLE FDN

12/01/2010 - 12/31/2010

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
		CUSIP - 61166W101							
867.0000	NEE	NEXTERA ENERGY INC CUSIP - 65339F101	\$51.990	\$45,075.33	0.9%	\$37,944.50	\$7,130.83	\$1,734.00	3.8%
747.0000	NTRS	NORTHERN TR CORP CUSIP - 665859104	\$55.410	\$41,391.27	0.9%	\$43,632.27	\$(2,241.00)	\$836.64	2.0%
2,088.0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	\$31.300	\$65,354.40	1.4%	\$42,993.04	\$22,361.36	\$417.60	0.6%
518.0000	PEP	PEPSICO INC CUSIP - 713448108	\$65.330	\$33,840.94	0.7%	\$30,043.07	\$3,797.87	\$994.56	2.9%
247.0000	PX	PRAXAIR INC CUSIP - 74005P104	\$95.470	\$23,581.09	0.5%	\$19,040.71	\$4,540.38	\$444.60	1.9%
833.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	\$64.330	\$53,586.89	1.1%	\$48,485.87	\$5,101.02	\$1,605.19	3.0%
678.0000	QCOM	QUALCOMM INC COM CUSIP - 747525103	\$49.490	\$33,554.22	0.7%	\$31,038.84	\$2,515.38	\$515.28	1.5%
205.0000	STR	QUESTAR CORP CUSIP - 748356102	\$17.410	\$3,569.05	0.1%	\$3,078.56	\$490.49	\$114.80	3.2%
957.0000	RTN	RAYTHEON CO CUSIP - 755111507	\$46.340	\$44,347.38	0.9%	\$44,679.75	\$(332.37)	\$1,435.50	3.2%
985.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	\$83.500	\$82,247.50	1.7%	\$60,742.95	\$21,504.55	\$827.40	1.0%
1,745.0000	XLY	SEL SECTOR SPDR FUND CONS DISC CUSIP - 81369Y407	\$37.410	\$65,280.45	1.4%	\$46,518.91	\$18,761.54	\$858.54	1.3%
1,525.0000	XLK	AMEX TECHNOLOGY SELECT INDEX SECTOR SPDR TR SHS BEN INT-TECHNOLOGY CUSIP - 81369Y803	\$25.190	\$38,414.75	0.8%	\$31,016.06	\$7,398.69	\$492.58	1.3%



Investment Account #13-4-000-3309645
SHANNON FAMILY CHARITABLE FDN

12/01/2010 - 12/31/2010

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
990.0000	SE	SPECTRA ENERGY CORP CUSIP - 847560109	\$24.990	\$24,740.10	0.5%	\$14,442.32	\$10,297.78	\$990.00	4.0%
700.0000	WMT	WAL-MART STORES INC CUSIP - 931142103	\$53.930	\$37,751.00	0.8%	\$35,921.76	\$1,829.24	\$847.00	2.2%
273.0000	WM	WASTE MGMT INC DEL CUSIP - 94106L109	\$36.870	\$10,065.51	0.2%	\$7,129.83	\$2,935.68	\$343.98	3.4%
1,191.0000	WIN	WINDSTREAM CORP CUSIP - 97381W104	\$13.940	\$16,602.54	0.3%	\$13,255.00	\$3,347.54	\$1,191.00	7.2%
927.0000	YUM	YUM! BRANDS INC COMMON STOCK CUSIP - 988498101	\$49.050	\$45,469.35	0.9%	\$29,153.99	\$16,315.36	\$927.00	2.0%
Equities - Total						\$2,915,194.75	\$328,812.92	\$51,564.06	1.8%

Alternative Strategies

43,439.0710	PAUPX	PIMCO ALL ASSET ALL AUTH FUND CUSIP - 77201M438	\$10.560	\$458,716.59	9.5%	\$468,790.36	\$(10,073.77)	\$16,506.85	3.6%
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Alternative Strategies - Total

\$458,716.59

9.5%

\$468,790.36

\$(10,073.77)

\$16,506.85

3.6%

Real Estate Investments

29,800.0000	IIRAX	ING INTERNATIONAL REAL EST-A CUSIP - 44980Q542	\$8.650	\$257,770.00	5.4%	\$248,234.00	\$9,536.00	\$18,565.40	7.2%
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Real Estate Investments - Total

\$257,770.00

5.4%

\$248,234.00

\$9,536.00

\$18,565.40

7.2%

Total Portfolio Positions

\$4,805,092.34

100.0%

\$4,442,802.40

\$362,289.94

\$154,076.25

3.2%