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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 10/01, 2010, and ending 09/30, 2011

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: FAIRWAYS FOUNDATION, FIFTH THIRD BANK
CO-TRUSTEE
A Employer identification number: 31-1628541

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

City or town, state, and ZIP code: CINCINNATI, OH 45263-0858
C If exemption application is pending, check here ☐
D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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) \$ 2,200,289
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)
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)
1 Contributions, gifts, grants, etc., received (attach schedule)		NONE			
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		6,697.	6,697.		STMT 1
4 Dividends and interest from securities		53,457.	52,787.		STMT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-50,901.			
b Gross sales price for all assets on line 6a 259,216.					
7 Capital gain net income (from Part IV, line 2)					
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)		603.			STMT 3
12 Total. Add lines 1 through 11		9,856.	59,484.		
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 page 14 of the instructions)		357.	357.		
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		13,079.	10,303.		2,776.
24 Total operating and administrative expenses. Add lines 13 through 23		13,436.	10,660.	NONE	2,776.
25 Contributions, gifts, grants paid		86,000.			86,000.
26 Total expenses and disbursements. Add lines 24 and 25		99,436.	10,660.	NONE	88,776.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-89,580.			
b Net investment income (if negative, enter -0-)			48,824.		
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	238,568.	104,865.	104,865.
	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 ▶			
	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	1,424,655.	1,438,895.	1,567,784.
	c	Investments - corporate bonds (attach schedule) . STMT 7	448,621.	423,472.	452,969.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	35,280.	90,312.	74,671.
	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)	2,147,124.	2,057,544.	2,200,289.	
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	2,147,124.	2,057,544.	
	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)	2,147,124.	2,057,544.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,147,124.	2,057,544.		

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	2,147,124.
2	Enter amount from Part I, line 27a	2	-89,580.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,057,544.
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	2,057,544.

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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-50,901.	
{ 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.

(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	94,002.	2,198,368.	0.04275990189
2008	75,659.	1,817,789.	0.04162144231
2007	68,035.	2,202,884.	0.03088451321
2006	57,711.	1,933,488.	0.02984812939
2005	50,311.	1,565,144.	0.03214464612
2 Total of line 1, column (d)			2 0.17725863292
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 0.03545172658
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 2,432,696.
5 Multiply line 4 by line 3			5 86,243.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 488.
7 Add lines 5 and 6			7 86,731.
8 Enter qualifying distributions from Part XII, line 4			8 88,776.

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	488.
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	488.
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	488.
6 Credits/Payments.			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,540.	
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	1,540.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,052.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☒ 500. Refunded ☐	11	552.	

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 8		
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	

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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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>FIFTH THIRD BANK, CO-TRUSTEE</u> Telephone no. <u>(513) 579-5498</u> Located at <u>38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH</u> ZIP + 4 <u>45263</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	15		
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? 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>	16	Yes	No 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)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see 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 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**

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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 <u>N/A</u>	
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 <u>N/A</u>	
2	
All other program-related investments. See page 24 of the instructions.	
3 <u>NONE</u>	
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	2,315,291.
b	Average of monthly cash balances	1b	154,451.
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	2,469,742.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	NONE
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,469,742.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	37,046.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,432,696.
6	Minimum investment return. Enter 5% of line 5	6	121,635.

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	121,635.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	488.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	488.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	121,147.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	121,147.
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	121,147.

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	88,776.
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	88,776.
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	488.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	88,288.

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				121,147.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			81,934.	
b Total for prior years 20 <u>08</u> , 20 <u> </u> , 20 <u> </u>		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: ► \$ <u>88,776.</u>				
a Applied to 2009, but not more than line 2a			81,934.	
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				6,842.
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				114,305.
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**

1a 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007	

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).)

NONE

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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
a Paid during the year SEE STATEMENT 13				
Total			3a	86,000.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue:						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments					NONE	6,697.
4 Dividends and interest from securities					NONE	53,457.
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	-50,901.
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue: a						
b EXCISE TAX REFUND						603.
c						
d						
e						
12 Subtotal. Add columns (b), (d), and (e)					NONE	9,856.
13 Total. Add line 12, columns (b), (d), and (e)						9,856.

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

[illegible]

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

- | | | | |
|----------|---|------------|-----------|
| 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 | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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.

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

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.

**Sign
Here**

Signature of officer or trustee FIFTH THIRD BANK, CO-TTEE Date 10/19/2011

▲ Tax Officer

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed	PTIN
---	------

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

FORM 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 SHORT-TERM CAPITAL GAIN DIVIDENDS					184.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					733.	
8,141.00		700. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES 32,319.00					12/09/2005	05/31/2011
							-24,178.00	
32,534.00		775. COMMERCE BANCSHARES INC COM PROPERTY TYPE: SECURITIES 29,923.00					12/08/2010	05/27/2011
							2,611.00	
50,000.00		50000. FEDERAL NATL MTG ASSN 5.5% DUE 3/ PROPERTY TYPE: SECURITIES 50,248.00					06/01/2006	03/15/2011
							-248.00	
25,000.00		25000. FANNIE MAE 11/23/2005 4.750 12/15 PROPERTY TYPE: SECURITIES 24,901.00					12/13/2005	12/15/2010
							99.00	
16,866.00		275. MONSANTO CO NEW PROPERTY TYPE: SECURITIES 20,398.00					11/12/2009	12/08/2010
							-3,532.00	
30,679.00		2000. SECTOR SPDR TR FINANCIAL ETF [EQTY PROPERTY TYPE: SECURITIES 53,460.00					05/07/2008	12/08/2010
							-22,781.00	
15,340.00		1000. SECTOR SPDR TR FINANCIAL ETF [EQTY PROPERTY TYPE: SECURITIES 25,900.00					02/29/2008	12/08/2010
							-10,560.00	
46,019.00		3000. SECTOR SPDR TR FINANCIAL ETF [EQTY PROPERTY TYPE: SECURITIES 35,730.00					05/28/2009	12/08/2010
							10,289.00	
22,480.00		800. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 24,988.00					12/16/2004	05/31/2011
							-2,508.00	
11,240.00		400. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 12,250.00					11/16/2005	05/31/2011
							-1,010.00	

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)	
TOTAL GAIN(LOSS)							----- -50,901. =====	

FAIRWAYS FOUNDATION, FIFTH THIRD BANK

31-1628541

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MONEY MARKET INTEREST	6,697.	6,697.
	-----	-----
TOTAL	6,697.	6,697.
	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	4,027.	4,027.
NONDIVIDEND DISTRIBUTIONS	670.	
DOMESTIC DIVIDENDS	36,309.	36,309.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	1.	1.
NONQUALIFIED FOREIGN DIVIDENDS	2,073.	2,073.
NONQUALIFIED DOMESTIC DIVIDENDS	10,377.	10,377.
	-----	-----
TOTAL	53,457.	52,787.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
EXCISE TAX REFUND	603.

TOTALS	603.
	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES ON QUALIFIED FOR	349.	349.
FOREIGN TAXES ON NONQUALIFIED	8.	8.
TOTALS	357.	357.
	=====	=====

FAIRWAYS FOUNDATION, FIFTH THIRD BANK

31-1628541

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
BANK SERVICE FEES	10,303.	10,303.	
OTHER MISC. EXPENSES	200.		200.
MISC. CHARITABLE EXPENSE	2,576.		2,576.
TOTALS	13,079.	10,303.	2,776.
	=====	=====	=====

31-1628541

FAIRWAYS FOUNDATION, FIFTH THIRD BANK
FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION

SEE SCHEDULE ATTACHED

TOTALS

31-1628541

FAIRWAYS FOUNDATION, FIFTH THIRD BANK
FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION

SEE SCHEDULE ATTACHED

TOTALS

FAIRWAYS FOUNDATION, FIFTH THIRD BANK

31-1628541

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

OH

STATEMENT 8

XD576 2 000

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26 -

FAIRWAYS FOUNDATION, FIFTH THIRD BANK

31-1628541

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

=====

OFFICER NAME:

FIFTH THIRD BANK

ADDRESS:

38 FOUNTAIN SQUARE PLAZA

CINCINNATI, OH 45263

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

NARLEY L. HALEY

ADDRESS:

56 CARRINGTON POINT

FT. THOMAS, KY 41075

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

STATEMENT 9

FAIRWAYS FOUNDATION, FIFTH THIRD BANK
FORM 990PF, PART XV - LINES 2a - 2d

31-1628541

=====

RECIPIENT NAME:

THE FAIRWAYS FOUNDATION

ADDRESS:

38 FOUNTAIN SQUARE PLAZA

CINCINNATI, OH 45263

RECIPIENT'S PHONE NUMBER: 513/579-5498

FORM, INFORMATION AND MATERIALS:

AVAILABLE UPON REQUEST

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

FOR THE EXCLUSIVE USE OF CHARITABLE, RELIGIOUS,
SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES
WITHIN THE GREATER CINCINNATI AREA

RECIPIENT NAME:
SAVE THE ANIMALS
FOUNDATION
ADDRESS:
P.O. BOX 9356
CINCINNATI, OH 45209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 59,000.

RECIPIENT NAME:
LEAGUE FOR ANIMAL WELFARE
ADDRESS:
P.O. BOX 30229
CINCINNATI, OH 45230
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
THE SCRATCHING POST
ADDRESS:
6958 PLAINFIELD RD
CINCINNATI, OH 45236
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
CRANE MOUNTAIN VALLEY
HORSE RESCUE, INC.
ADDRESS:
7556 NYS ROUTE 9N
WESTPORT, NY 12993
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
O'BRYONVILLE ANIMAL RESCUE
ADDRESS:
P. O. BOX 9206
CINCINNATI, OH 45209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
ALLEY CAT ALLIES
ADDRESS:
7920 NORFOLK AVENUE
BETHESDA, MD 20814
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 2,000.

FAIRWAYS FOUNDATION, FIFTH THIRD BANK 31-1628541
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
UCAN SPAY/NEUTER CLINIC
ADDRESS:
1230 W. EIGHTH STREET
CINCINNATI, OH 45203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:
THE HUMAN SOCIETY OF THE US
ADDRESS:
2100 L ST., NW
WASHINGTON, DC 20037
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:
BEST FRIENDS ANIMAL SOCIETY
ADDRESS:
5001 ANGEL CANYON ROAD
KANAB, UT 84741
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

TOTAL GRANTS PAID: 86,000.
=====

31-1628541

[illegible]

31-1628541

JSA
QF0970 2 000

FEDERAL CAPITAL GAIN DIVIDENDS

=====

SHORT-TERM CAPITAL GAIN DIVIDENDS

QUALIFIED SHORT-TERM CAPITAL GAIN DIVIDENDS	2.00
NONQUALIFIED SHORT-TERM CAPITAL GAIN DIVIDEND	182.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

184.00

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

LONG-TERM 15% CAPITAL GAIN DIVIDENDS

733.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

733.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

733.00

=====

09/01/2011 - 09/30/2011

CO-TR U/A FAIRWAYS FOUNDATION

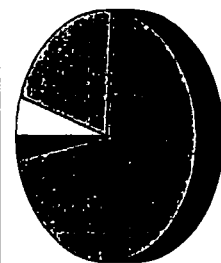
Investment Account 01-01-000-3520905

Trust Officer: PAULA WHARTON (513) 579-5498
 Portfolio Manager: MICHELE HARGIS (513) 534-6679
 Relationship Mgr: DAVID GABER (513) 579-5472

THE FIFTH THIRD BANK
 ALEXANDRA H. ELLIOTT, E. ALLEN
 ELLIOTT & NARLEY L. HALEY
 CO-TR U/A FOR FAIRWAYS
 FOUNDATION DATED 12/15/98

INVESTMENT ALLOCATION SUMMARY

- ☐ Cash and Equivalents - 5%
☒ Fixed Income - 21%
☒ Equities - 71%
☒ Real Estate Inv. - 2%
☒ Alternative Strategies - 1%



Description	Last Statement	This Statement	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	\$103,194.52	\$104,865.06	5%	\$10.49	0.0%
Fixed Income	\$464,515.32	\$452,968.60	21%	\$24,307.58	5.4%
Equities	\$1,718,260.30	\$1,567,784.55	71%	\$35,262.04	2.2%
Real Estate Investments	\$49,263.70	\$43,365.90	2%	\$1,555.11	3.6%
Alternative Strategies	\$37,102.50	\$31,305.00	1%	\$0.00	0.0%
Total Account Value	\$2,372,336.34	\$2,200,289.11	100%	\$61,135.22	2.8%

Net change in total account value (7.3) % Decrease

ACCOUNT SUMMARY

	Income Cash	Principal Cash	Investments*	Total
Beginning Balance	\$66,920.84	\$36,273.68	\$2,269,141.82	\$2,372,336.34
Income	\$5,674.74	\$21.39	\$5,696.13	\$5,696.13
Distributions	\$(1,025.59)	\$(3,000.00)	\$(4,025.59)	\$(4,025.59)
Change in Market Value			\$(173,717.77)	\$(173,717.77)
Ending Balance	\$71,569.99	\$33,295.07	\$2,095,424.05	\$2,200,289.11

* Investments represent the activity in your equity, bond & other security holdings

ACCOUNT OVERVIEW

	Current Period	YTD
Income Earned		
Interest	\$241.84	\$7,032.11
Dividends	\$5,453.41	\$36,387.03
Other Income	\$0.88	\$21.20
Total Income Earned	\$5,696.13	\$43,440.34
Contributions		
Cash	\$0.00	\$603.00
Total Contributions	\$0.00	\$603.00
Distributions		
Cash	\$(1,025.59)	\$(9,789.60)
Benefits Paid	\$(3,000.00)	\$(68,000.00)
Total Distributions	\$(4,025.59)	\$(77,789.60)
Security Transactions		
Purchases	\$0.00	\$(122,875.27)
Sales	\$0.00	\$124,395.17
Net Security Transactions	\$0.00	\$1,519.90
Change in Market Value	\$(173,717.77)	\$(233,217.83)

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	\$0.00	\$2,611.36
Long-term gain/(loss)	\$0.00	\$(27,944.31)
Net realized gain/(loss)	\$0.00	\$(25,332.95)

INVESTMENT OBJECTIVE**Aggressive Growth**

Long-term capital appreciation through aggressive long-term growth of capital, an expectation of a high degree of principal fluctuation.



04-0930

FIFTH THIRD
PRIVATE BANK

CO-TR U/A FAIRWAYS FOUNDATION

09/01/2011 - 09/30/2011

PORTFOLIO POSITIONS									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
1.0600		CASH	\$1.000	\$1.06	0.0%	\$1.06			
71,569.0000		FIFTH THIRD PRIME MONEY MARKET FUND (I)	\$1.000	\$71,569.00	3.3%	\$71,569.00		\$7.16	
		(INCOME INVESTMENT) CUSIP - 233991108							
33,295.0000		FIFTH THIRD PRIME MONEY MARKET FUND (I)	\$1.000	\$33,295.00	1.5%	\$33,295.00		\$3.33	
		CUSIP - 233991108							
Cash & Equivalents - Total						\$104,865.06		\$10.49	0.0%

Fixed Income									
50,000.0000		FREDDIE MAC 7/16/2002 5.125 7/15/2012 CUSIP - 3134A4QD9	\$103.873	\$51,936.50	2.4%	\$52,409.40	\$(472.90)	\$2,562.50	4.9%
25,000.0000		GENERAL ELEC CAP CORP 11/19/04 4.375 11/21/11 CUSIP - 36962GM68	\$100.430	\$25,107.50	1.1%	\$24,862.00	\$245.50	\$1,093.75	4.4%
1,000.0000	LQD	ISHARES IBOX \$ INVESTMENT GRADE CORPORATE BOND FUND CUSIP - 464287242	\$112.310	\$112,310.00	5.1%	\$96,310.00	\$16,000.00	\$5,120.00	4.6%
11,392.3930	OIBYX	OPPENHEIMER INTL BD FD CL Y CUSIP - 68380T509	\$6.290	\$71,658.15	3.3%	\$74,618.41	\$(2,960.26)	\$3,155.69	4.4%
4,288.1650	PRLPX	PIMCO REAL RETURN FUND CUSIP - 72201M636	\$11.980	\$51,372.22	2.3%	\$50,000.00	\$1,372.22	\$1,736.71	3.4%
18,416.2060	PRHYX	T ROWE HIGH YIELD FD-INV CUSIP - 741481105	\$6.200	\$114,180.48	5.2%	\$100,000.00	\$14,180.48	\$9,576.43	8.4%



04-0930

FIFTH THIRD
PRIVATE BANK

CO-TR U/A FAIRWAYS FOUNDATION

09/01/2011 - 09/30/2011

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
25,000.0000		WAL MART STORES INC 04/15/08 4.250 04/15/13 CUSIP - 931142CL5	\$105.615	\$26,403.75	1.2%	\$25,271.75	\$1,132.00	\$1,062.50	4.0%
Fixed Income - Total				\$452,968.60	20.6%	\$423,471.56	\$29,497.04	\$24,307.58	5.4%

Equities

1,000.0000	ACN	ACCENTURE PLC CLASS A COMMON COMPANY BASED IN IRELAND CUSIP - G1151C101	\$52.680	\$52,680.00	2.4%	\$37,600.00	\$15,080.00	\$1,350.00	2.6%
1,200.0000	WFT	WEATHERFORD INTL LTD REG CUSIP - H27013103	\$12.210	\$14,652.00	0.7%	\$19,560.00	\$(4,908.00)		
740.0000	T	AT&T INC CUSIP - 00206R102	\$28.520	\$21,104.80	1.0%	\$19,220.60	\$1,884.20	\$1,272.80	6.0%
500.0000	ABT	ABBOTT LABS CUSIP - 002824100	\$51.140	\$25,570.00	1.2%	\$21,970.00	\$3,600.00	\$960.00	3.8%
650.0000	AXP	AMERICAN EXPRESS CO CUSIP - 025816109	\$44.900	\$29,185.00	1.3%	\$29,626.94	\$(441.94)	\$468.00	1.6%
525.0000	AMP	AMERIPRISE FINANCIAL INC CUSIP - 03076C106	\$39.360	\$20,664.00	0.9%	\$32,087.90	\$(11,423.90)	\$483.00	2.3%
400.0000	APA	APACHE CORP CUSIP - 037411105	\$80.240	\$32,096.00	1.5%	\$27,928.50	\$4,167.50	\$240.00	0.7%
400.0000	AAPL	APPLE INC CUSIP - 037833100	\$381.320	\$152,528.00	6.9%	\$50,348.00	\$102,180.00		
300.0000	KO	COCA COLA CO CUSIP - 191216100	\$67.560	\$20,268.00	0.9%	\$14,079.00	\$6,189.00	\$564.00	2.8%
500.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	\$39.970	\$19,985.00	0.9%	\$24,340.00	\$(4,355.00)	\$820.00	4.1%
1,200.0000	EMC	E M C CORP/MASS CUSIP - 268648102	\$20.990	\$25,188.00	1.1%	\$15,940.00	\$9,248.00		



FIFTH THIRD
PRIVATE BANK

CO-TR U/A FAIRWAYS FOUNDATION

09/01/2011 - 09/30/2011

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

500.0000	ECL	ECOLAB INC CUSIP - 278865100	\$48.890	\$24,445.00	1.1%	\$19,018.75	\$5,426.25	\$350.00	1.4%
800.0000	EMR	EMERSON ELEC CO CUSIP - 291011104	\$41.310	\$33,048.00	1.5%	\$19,944.00	\$13,104.00	\$1,104.00	3.3%
500.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	\$72.630	\$36,315.00	1.7%	\$21,475.00	\$14,840.00	\$940.00	2.6%
300.0000	FDX	FEDEX CORPORATION CUSIP - 31428X106	\$67.680	\$20,304.00	0.9%	\$15,660.00	\$4,644.00	\$156.00	0.8%
600.0000	FCX	FREEPORT-MCMORAN COPPER & GOLD CL B CUSIP - 35671D857	\$30.450	\$18,270.00	0.8%	\$15,720.00	\$2,550.00	\$600.00	3.3%
800.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	\$15.220	\$12,176.00	0.6%	\$27,113.00	\$(14,937.00)	\$480.00	3.9%
500.0000	GPC	GENUINE PARTS CO COM CUSIP - 372460105	\$50.800	\$25,400.00	1.2%	\$18,425.00	\$6,975.00	\$900.00	3.5%
1,000.0000	INTC	INTEL CORP CUSIP - 458140100	\$21.335	\$21,335.00	1.0%	\$28,243.50	\$(6,908.50)	\$840.00	3.9%
150.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	\$174.870	\$26,230.50	1.2%	\$19,067.75	\$7,162.75	\$450.00	1.7%
3,150.0000	EEM	ISHARES TR MSCI EMERGING MKTS INDEX FD CUSIP - 464287234	\$35.095	\$110,549.25	5.0%	\$151,170.93	\$(40,621.68)	\$2,583.00	2.3%
3,000.0000	EFA	ISHARES MSCI EAFE INDEX FD CUSIP - 464287465	\$47.780	\$143,340.00	6.5%	\$183,253.08	\$(39,913.08)	\$5,037.00	3.5%
1,700.0000	IJH	ISHARES S&P MIDCAP 400 CUSIP - 464287507	\$77.990	\$132,583.00	6.0%	\$110,160.00	\$22,423.00	\$1,817.30	1.4%
1,870.0000	IJR	ISHARES TR S&P SMALLCAP 600	\$58.540	\$109,469.80	5.0%	\$113,072.06	\$(3,602.26)	\$1,471.69	1.3%



FIFTH THIRD
PRIVATE BANK

CO-TR U/A FAIRWAYS FOUNDATION

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

INDEX FD

750.0000	JPM	CUSIP - 464287804 JP MORGAN CHASE & CO	\$30.120	\$22,590.00	1.0%	\$30,135.00	\$(7,545.00)	\$750.00	3.3%
250.0000	JNJ	CUSIP - 46625H100 JOHNSON & JOHNSON	\$63.690	\$15,922.50	0.7%	\$16,737.50	\$(815.00)	\$570.00	3.6%
200.0000	LLL	CUSIP - 478160104 L-3 COMMUNICATIONS HLDGS INC	\$61.970	\$12,394.00	0.6%	\$15,210.00	\$(2,816.00)	\$360.00	2.9%
400.0000	LH	CUSIP - 502424104 LABORATORY CORP AMER HLDGS	\$79.050	\$31,620.00	1.4%	\$31,091.00	\$529.00		
900.0000	LOW	CUSIP - 50540R409 LOWES COS INC	\$19.340	\$17,406.00	0.8%	\$16,068.83	\$1,337.17	\$504.00	2.9%
975.0000	MDU	CUSIP - 548661107 MDU RES GROUP INC	\$19.190	\$18,710.25	0.9%	\$19,870.40	\$(1,160.15)	\$633.75	3.4%
600.0000	MCD	COM CUSIP - 552690109 MCDONALDS CORP	\$87.820	\$52,692.00	2.4%	\$20,550.00	\$32,142.00	\$1,680.00	3.2%
450.0000	MDT	CUSIP - 580135101 MEDTRONIC INC	\$33.240	\$14,958.00	0.7%	\$20,330.57	\$(5,372.57)	\$436.50	2.9%
1,500.0000	MSFT	CUSIP - 585055106 MICROSOFT CORP	\$24.890	\$37,335.00	1.7%	\$46,552.12	\$(9,217.12)	\$1,200.00	3.2%
1,000.0000	MCHP	CUSIP - 594918104 MICROCHIP TECHNOLOGY INC	\$31.110	\$31,110.00	1.4%	\$32,846.00	\$(1,736.00)	\$1,388.00	4.5%
655.0000	PNC	COM CUSIP - 595017104 PNC FINANCIAL SERVICES GROUP	\$48.190	\$31,564.45	1.4%	\$40,787.37	\$(9,222.92)	\$917.00	2.9%
300.0000	PEP	CUSIP - 693475105 PEPSICO INC	\$61.900	\$18,570.00	0.8%	\$16,443.00	\$2,127.00	\$618.00	3.3%
		CUSIP - 713448108							



FIFTH THIRD
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09/01/2011 - 09/30/2011

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
500.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	\$63.180	\$31,590.00	1.4%	\$17,344.53	\$14,245.47	\$1,050.00	3.3%
600.0000	QCOM	QUALCOMM INC COM CUSIP - 747525103	\$48.630	\$29,178.00	1.3%	\$22,812.00	\$6,366.00	\$516.00	1.8%
500.0000	TGT	TARGET CORP CUSIP - 87612E106	\$49.040	\$24,520.00	1.1%	\$19,579.00	\$4,941.00	\$600.00	2.4%
600.0000	UTX	UNITED TECHNOLOGIES CORP CUSIP - 913017109	\$70.360	\$42,216.00	1.9%	\$32,372.00	\$9,844.00	\$1,152.00	2.7%
150.0000	ZMH	ZIMMER HLDGS INC CUSIP - 98956P102	\$53.480	\$8,022.00	0.4%	\$5,141.23	\$2,880.77		
		Equities - Total		\$1,567,784.55	71.3%	\$1,438,894.56	\$128,889.99	\$35,262.04	2.2%

Alternative Strategies									
750.0000	DJP	IPATH DOW JONES-UBS COMMDTY CUSIP - 06738C778	\$41.740	\$31,305.00	1.4%	\$35,032.28	\$(3,727.28)		
		Alternative Strategies - Total		\$31,305.00	1.4%	\$35,032.28	\$(3,727.28)		0.0%

Real Estate Investments									
400.0000	ICF	ISHARES COHEN & STEERS REALTY CUSIP - 464287564	\$61.360	\$24,544.00	1.1%	\$35,280.00	\$(10,736.00)	\$814.00	3.3%
370.0000	VNQ	VANGUARD REIT ETF CUSIP - 922908553	\$50.870	\$18,821.90	0.9%	\$20,000.20	\$(1,178.30)	\$741.11	3.9%
		Real Estate Investments - Total		\$43,365.90	2.0%	\$55,280.20	\$(11,914.30)	\$1,555.11	3.6%
Total Portfolio Positions				\$2,200,289.11	100.0%	\$2,057,543.66	\$142,745.45	\$61,135.22	2.8%