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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 07/01 **, 2011, and ending** 06/30, **20** 12

Name of foundation THE WARE BLUEGRASS FOUNDATION, INC FIFTH THIRD BANK, AGENT

A Employer identification number 31-1730429

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

Room/suite

B Telephone number (see instructions) (941) 430-5222

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 ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,029,602.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ____ *(Part I, column (d) must be on cash basis.)*

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc, received (attach schedule)	47,510.			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	7.	7.		STMT 1
4	Dividends and interest from securities	39,135.	36,914.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	8,124.			
b	Gross sales price for all assets on line 6a 931,936.				
7	Capital gain net income (from Part IV, line 2)		8,124.		
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)	1,376.			STMT 3
12	**Total.** Add lines 1 through 11	96,152.	45,045.		
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) STMT 4	3,117.	1,558.	NONE	1,558.
b	Accounting fees (attach schedule) STMT 5	660.	330.	NONE	330.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 6	2,864.	131.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 7	12,151.	12,151.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	18,792.	14,170.	NONE	1,888.
25	Contributions, gifts, grants paid	51,000.			51,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	69,792.	14,170.	NONE	52,888.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	26,360.			
b	**Net investment income** (if negative, enter -0-)		30,875.		
c	**Adjusted net income** (if negative, enter -0-)				

Revenue

Operating and Administrative Expenses

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2.		
	2 Savings and temporary cash investments	41,200.	3,849.	3,849.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	366,847.	352,805.	355,791.
	c Investments - corporate bonds (attach schedule)	432,358.	451,886.	485,530.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 8	137,213.	195,358.	184,432.
	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)	977,620.	1,003,898.	1,029,602.
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. ▶ X			
	27 Capital stock, trust principal, or current funds	977,620.	1,003,898.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	977,620.	1,003,898.	
	31 Total liabilities and net assets/fund balances (see instructions)	977,620.	1,003,898.	

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	977,620.
2 Enter amount from Part I, line 27a	2	26,360.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	5.
4 Add lines 1, 2, and 3	4	1,003,985.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	87.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,003,898.

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	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	930,234.		923,812.	6,422.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				6,422.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	8,124.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	48,870.	966,323.	0.050573
2009	48,937.	877,483.	0.055770
2008	78,110.	789,486.	0.098938
2007	12,500.	875,532.	0.014277
2006	30,605.	777,458.	0.039365

2	**Total** of line 1, column (d)	2	0.258923
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	0.051785
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	989,022.
5	Multiply line 4 by line 3	5	51,217.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	309.
7	Add lines 5 and 6	7	51,526.
8	Enter qualifying distributions from Part XII, line 4	8	52,888.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	309.
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	309.
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	309.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 1,400.		
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	1,400.
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	1,091.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 312. **Refunded** ▶	11	779.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FIFTH THIRD BANK Telephone no ▶ (239)591-6484

Located at ▶ 999 VANDERBILT BEACH ROAD, NAPLES, FL ZIP + 4 ▶ 34108

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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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 instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services . . . . . ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	967,095.
b	Average of monthly cash balances	1b	36,988.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,004,083.
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	1,004,083.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,061.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	989,022.
6	**Minimum investment return.** Enter 5% of line 5	6	49,451.

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

1	Minimum investment return from Part X, line 6			1	49,451.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	309.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	309.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	49,142.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	49,142.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	49,142.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	52,888.
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	52,888.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	309.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	52,579.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					49,142.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				NONE	
b Total for prior years 20____, 20____, 20____			NONE		
3 Excess distributions carryover, if any, to 2011					
a From 2006	NONE				
b From 2007	NONE				
c From 2008	NONE				
d From 2009	1,989.				
e From 2010	1,883.				
f **Total** of lines 3a through e		3,872.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 52,888.					
a Applied to 2010, but not more than line 2a				NONE	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2011 distributable amount					49,142.
e Remaining amount distributed out of corpus		3,746.			
5 Excess distributions carryover applied to 2011 *(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		7,618.			
b Prior years' undistributed income Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		7,618.			
10 Analysis of line 9:					
a Excess from 2007	NONE				
b Excess from 2008	NONE				
c Excess from 2009	1,989.				
d Excess from 2010	1,883.				
e Excess from 2011	3,746.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b or c for the alternative test relied upon					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

a The name, address, and telephone number 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 13				
Total ▶ 3a				51,000.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7.	NONE
4 Dividends and interest from securities			14	39,135.	NONE
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			18	8,124.	NONE
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				1,376.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				48,642.	NONE

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 48,642.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ [signature] | 11/14/12 | ▶ Chairman

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Patricia Crain	Patricia Crain	11/7/12		P00365584

Firm's name ▶ FIFTH THIRD BANK — Firm's EIN ▶ 31-0676865

Firm's address ▶ P O BOX 630858 CINCINNATI, OH 45263-0858 — Phone no 800-336-6782

Form 990-PF (2011)

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2011

Name of the organization

THE WARE BLUEGRASS FOUNDATION, INC FIFTH

Employer identification number

31-1730429

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: THE WARE BLUEGRASS FOUNDATION, INC FIFTH

Employer identification number: 31-1730429

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN & ALICE WARE CLUT P.O. BOX 630858 CINCINNATI, OH 45263	$ 47,510.	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	7.	7.
TOTAL	7.	7.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	1,631.	1,631.
NONDIVIDEND DISTRIBUTIONS	79.	
DOMESTIC DIVIDENDS	10,274.	10,274.
MUNICIPAL INTEREST	1,854.	
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	898.	898.
TERRITORIAL INTEREST	26.	
TAX-EXEMPT AMT BONDS	262.	
NONQUALIFIED FOREIGN DIVIDENDS	490.	490.
NONQUALIFIED DOMESTIC DIVIDENDS	23,621.	23,621.
TOTAL	39,135.	36,914.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
EXCISE TAX REFUND		1,376.
	TOTALS	1,376.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	2,697.	1,348.		1,348.
LEGAL FEES	420.	210.		210.
TOTALS	3,117.	1,558.	NONE	1,558.

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	660.	330.		330.
TOTALS	660.	330.	NONE	330.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRIOR YEAR EXCISE TAX PAID	1,333.	
EXCISE TAX ESTIMATE	1,400.	
FOREIGN TAXES ON QUALIFIED FOR	88.	88.
FOREIGN TAXES ON NONQUALIFIED	43.	43.
TOTALS	2,864.	131.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK SERVICE FEES	12,151.	12,151.
TOTALS	12,151.	12,151.

THE WARE BLUEGRASS FOUNDATION, INC FIFTH 31-1730429

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
ALTERNATIVE STRATEGIES	C	155,511.	139,667.
REAL ESTATE INVESTMENTS	C	39,847.	44,765.
TOTALS		195,358.	184,432.

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

DESCRIPTION	AMOUNT
ROUNDING	5.
TOTAL	5.

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

DESCRIPTION	AMOUNT
ADJUSTMENT DUE TO TAXABLE MERGER	87.
TOTAL	87.

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

OFFICER NAME:
CARL E. WESTMAN
ADDRESS:
999 VANDERBILT BEACH ROAD
NAPLES, FL 34108
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
CHARLES L WHITE
ADDRESS:
999 VANDERBILT BEACH ROAD
NAPLES, FL 34180
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
JOHN D. WARE
ADDRESS:
999 VANDERBILT BEACH ROAD
NAPLES, FL 34108
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
CLOVERNOOK CENTER
FOR THE BLIND
ADDRESS:
7000 HAMILTON AVE
CINCINNATI, OH 45231-5297
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SERVICES
AMOUNT OF GRANT PAID .... 8,500.

RECIPIENT NAME:
HOSPICE OF NAPLES
ADDRESS:
1095 WIPPORWILL LANE
NAPLES, FL 34105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SERVICES
AMOUNT OF GRANT PAID .... 8,500.

RECIPIENT NAME:
NATIONAL FOUNDATION FOR
CANCER RESEARCH
ADDRESS:
4600 EAST WEST HIGHWAY
BETHESDA, MD 20814
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SERVICES
AMOUNT OF GRANT PAID .... 8,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
OVERBROOK SCHOOL FOR
THE BLIND
ADDRESS:
6333 MALVERN AVE
PHILADELPHIA, PA 19151-9727
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SERVICES
AMOUNT OF GRANT PAID .... 8,500.

RECIPIENT NAME:
YOUTH HAVEN, INC.
ADDRESS:
5867 WHITTAKER RD
NAPLES, FL 34112
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SERVICES
AMOUNT OF GRANT PAID .... 8,500.

RECIPIENT NAME:
FOUNDATION FOR THE IMMOKALEE
CHILD CARE CENTER
ADDRESS:
3775 AIRPORT PULLING RD N - UNIT B
NAPLES, FL 34105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ENDOWMENT
AMOUNT OF GRANT PAID .... 8,500.

TOTAL GRANTS PAID: 51,000.

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					710.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					992.	
		20. INTEL CORP					08/06/2009	07/13/2011
		PROPERTY TYPE: SECURITIES						
450.00		379.00					71.00	
		7. INTERNATIONAL BUSINESS MACHS					06/30/2010	07/13/2011
		PROPERTY TYPE: SECURITIES						
1,222.00		869.00					353.00	
		2. MASTERCARD INC CL A					08/06/2009	07/13/2011
		PROPERTY TYPE: SECURITIES						
610.00		408.00					202.00	
		26. ORACLE CORP					08/06/2009	07/13/2011
		PROPERTY TYPE: SECURITIES						
852.00		555.00					297.00	
		12. QUALCOMM INC					08/06/2009	07/13/2011
		PROPERTY TYPE: SECURITIES						
683.00		547.00					136.00	
		47. TECHNOLOGY SELECT SECTOR SPDR TR [EQ					08/06/2009	07/13/2011
		PROPERTY TYPE: SECURITIES						
1,216.00		927.00					289.00	
		10. TECHNOLOGY SELECT SECTOR SPDR TR [EQ					10/04/2006	07/13/2011
		PROPERTY TYPE: SECURITIES						
259.00		221.00					38.00	
		705.133 AIM GROWTH SER MID CAP EQUITY FD					06/02/2011	07/15/2011
		PROPERTY TYPE: SECURITIES						
17,071.00		17,276.00					-205.00	
		10. INTERNATIONAL BUSINESS MACHS					06/30/2010	07/15/2011
		PROPERTY TYPE: SECURITIES						
1,749.00		1,242.00					507.00	
		205. ISHARES BARCLAYS TIPS BOND FUND					07/03/2008	07/15/2011
		PROPERTY TYPE: SECURITIES						
22,806.00		22,035.00					771.00	

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)	
		5. MASTERCARD INC CL A PROPERTY TYPE: SECURITIES					08/06/2009	07/15/2011
1,533.00		1,021.00					512.00	
		58. NEXTERA ENERGY INC PROPERTY TYPE: SECURITIES					06/30/2010	07/15/2011
3,302.00		2,861.00					441.00	
		45. ORACLE CORP PROPERTY TYPE: SECURITIES					08/06/2009	07/15/2011
1,444.00		961.00					483.00	
		21. QUALCOMM INC PROPERTY TYPE: SECURITIES					08/06/2009	07/15/2011
1,154.00		957.00					197.00	
		928. ISHARES S&P PFD STK INDX FN ETF PROPERTY TYPE: SECURITIES					04/08/2011	07/19/2011
36,182.00		36,767.00					-585.00	
		250. GENL ELEC CAPITAL CORP 6.625% PFD [PROPERTY TYPE: SECURITIES					08/08/2005	07/20/2011
6,503.00		6,553.00					-50.00	
		250. GENL ELEC CAPITAL CORP 6.625% PFD [PROPERTY TYPE: SECURITIES					08/03/2005	07/20/2011
6,503.00		6,553.00					-50.00	
		1000. GENL ELEC CAPITAL CORP 6.625% PFD PROPERTY TYPE: SECURITIES					08/27/2004	07/20/2011
26,012.00		26,587.00					-575.00	
		1175. WELLS FARGO CAP XII PFD TRUPS 7.87 PROPERTY TYPE: SECURITIES					04/08/2011	07/20/2011
30,220.00		31,131.00					-911.00	
		223.359 OPPENHEIMER GOLD & SPL CL A SHS PROPERTY TYPE: SECURITIES					01/13/2006	07/29/2011
10,527.00		5,743.00					4,784.00	
		1370.349 AIM GROWTH SER MID CAP EQUITY F PROPERTY TYPE: SECURITIES					06/02/2011	08/10/2011
27,859.00		33,574.00					-5,715.00	

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)	
		55. AIR PRODS & CHEMS INC PROPERTY TYPE: SECURITIES					01/28/2005	08/25/2011
4,276.00		3,198.00					1,078.00	
		24. CVS CORP PROPERTY TYPE: SECURITIES					08/27/2004	08/25/2011
831.00		559.00					272.00	
		58. CATERPILLAR INC PROPERTY TYPE: SECURITIES					07/29/2011	08/25/2011
4,984.00		5,747.00					-763.00	
		16. COCA COLA CO PROPERTY TYPE: SECURITIES					08/25/2010	08/25/2011
1,108.00		886.00					222.00	
		35. DISNEY, WALTER CO PROPERTY TYPE: SECURITIES					08/21/2008	08/25/2011
1,134.00		1,106.00					28.00	
		8550. EATON VANCE MUT FDS TR FLTG RATE F PROPERTY TYPE: SECURITIES					04/08/2011	08/25/2011
73,274.00		77,720.00					-4,446.00	
		33. HOME DEPOT INC PROPERTY TYPE: SECURITIES					08/06/2009	08/25/2011
1,136.00		875.00					261.00	
		44. KENNAMETAL INC COM PROPERTY TYPE: SECURITIES					05/20/2011	08/25/2011
1,512.00		1,783.00					-271.00	
		7. MCDONALDS CORP PROPERTY TYPE: SECURITIES					07/21/2009	08/25/2011
630.00		409.00					221.00	
		44. NORFOLK SOUTHERN CORP PROPERTY TYPE: SECURITIES					08/25/2010	08/25/2011
2,899.00		2,338.00					561.00	
		6. PHILIP MORRIS INTL INC PROPERTY TYPE: SECURITIES					08/25/2010	08/25/2011
420.00		309.00					111.00	

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)	
		26. PRAXAIR INC PROPERTY TYPE: SECURITIES					07/21/2009	08/25/2011
2,410.00		1,904.00					506.00	
		14. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES					07/15/2005	08/25/2011
883.00		766.00					117.00	
		943.435 ROWE T PRICE SMALL CAP STOCK FUN PROPERTY TYPE: SECURITIES					06/02/2011	08/25/2011
28,869.00		34,879.00					-6,010.00	
		66.791 ROWE T PRICE SMALL CAP STOCK FUND PROPERTY TYPE: SECURITIES					05/20/2011	08/25/2011
2,044.00		2,500.00					-456.00	
		29. 3M CO PROPERTY TYPE: SECURITIES					08/25/2010	08/25/2011
2,328.00		2,335.00					-7.00	
		25. TUPPERWARE CORPORATION PROPERTY TYPE: SECURITIES					07/27/2011	08/25/2011
1,603.00		1,655.00					-52.00	
		1. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES					08/21/2008	08/25/2011
72.00		64.00					8.00	
		30. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES					09/13/2004	08/25/2011
2,153.00		1,425.00					728.00	
		16. WAL MART STORES INC PROPERTY TYPE: SECURITIES					08/06/2009	08/25/2011
854.00		788.00					66.00	
		63.673 OPPENHEIMER GOLD & SPL CL A SHS PROPERTY TYPE: SECURITIES					12/21/2010	09/12/2011
3,171.00		3,087.00					84.00	
		12.466 OPPENHEIMER GOLD & SPL CL A SHS PROPERTY TYPE: SECURITIES					12/08/2009	09/12/2011
621.00		452.00					169.00	

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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)	
		340.518 AIM GROWTH SER MID CAP EQUITY FD PROPERTY TYPE: SECURITIES					06/02/2011	10/04/2011
6,810.00		8,343.00					-1,533.00	
		40.193 AIM GROWTH SER MID CAP EQUITY FD PROPERTY TYPE: SECURITIES					05/20/2011	10/04/2011
804.00		1,000.00					-196.00	
		100. KENNAMETAL INC COM PROPERTY TYPE: SECURITIES					05/20/2011	10/04/2011
3,071.00		4,053.00					-982.00	
		45. PACKAGING CORP AMER PROPERTY TYPE: SECURITIES					08/25/2011	10/04/2011
1,008.00		1,091.00					-83.00	
		23. ROCKWOOD HLDGS INC PROPERTY TYPE: SECURITIES					08/25/2011	10/04/2011
756.00		1,079.00					-323.00	
		12933.6 WASATCH FDS INC EMERGING MKTS SM PROPERTY TYPE: SECURITIES					08/25/2011	10/06/2011
27,251.00		30,911.00					-3,660.00	
		2121.878 NATIXIS FDS TR II ASG MANAGED F PROPERTY TYPE: SECURITIES					07/15/2011	10/12/2011
22,259.00		23,086.00					-827.00	
		293.224 OPPENHEIMER DEVELOPING MKT- CL A PROPERTY TYPE: SECURITIES					06/16/2011	10/13/2011
9,055.00		10,160.00					-1,105.00	
		223.966 OPPENHEIMER DEVELOPING MKT- CL A PROPERTY TYPE: SECURITIES					08/25/2010	10/13/2011
6,916.00		6,663.00					253.00	
		1023.476 OPPENHEIMER DEVELOPING MKT- CL PROPERTY TYPE: SECURITIES					06/30/2010	10/13/2011
31,605.00		28,381.00					3,224.00	
		538.952 OPPENHEIMER DEVELOPING MKT- CL A PROPERTY TYPE: SECURITIES					06/16/2005	10/13/2011
16,643.00		15,689.00					954.00	

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		2347.035 ING INTERNATIONAL REAL EST-A PROPERTY TYPE: SECURITIES					05/04/2011	10/20/2011
17,626.00		21,053.00					-3,427.00	
		2027.92 FEDERATED ULTRA SHORT BD-INS PROPERTY TYPE: SECURITIES					05/13/2011	12/16/2011
18,535.00		18,718.00					-183.00	
		2496.874 FEDERATED ULTRA SHORT BD-INS PROPERTY TYPE: SECURITIES					05/13/2011	12/28/2011
22,821.00		23,046.00					-225.00	
		3973.726 GOLDMAN SACHS SHT DURATION TAX PROPERTY TYPE: SECURITIES					05/13/2011	03/09/2012
42,320.00		41,764.00					556.00	
		3600. EATON VANCE NATL MUNICIPAL-I PROPERTY TYPE: SECURITIES					04/08/2011	03/12/2012
35,748.00		31,104.00					4,644.00	
		796. ISHARES MSCI EAFE SM CAPIDX ETF PROPERTY TYPE: SECURITIES					10/06/2011	03/13/2012
31,497.00		27,993.00					3,504.00	
		.48 EXPRESS SCRIPTS HOLDINGS PROPERTY TYPE: SECURITIES					06/30/2010	04/11/2012
27.00		27.00						
		1922. ISHARES TR MSCI EMERGING MKTS INDE PROPERTY TYPE: SECURITIES					10/13/2011	04/11/2012
80,340.00		74,266.00					6,074.00	
		1. ISHARES BARCLAYS TIPS BOND FUND PROPERTY TYPE: SECURITIES					07/03/2008	04/13/2012
119.00		107.00					12.00	
		1750.914 ASG MANAGED FUTURES STRAG FD PROPERTY TYPE: SECURITIES					07/15/2011	04/13/2012
17,054.00		19,086.00					-2,032.00	
		213. ISHARES HIGH YIELD CORP BD FD ETF PROPERTY TYPE: SECURITIES					12/16/2011	05/16/2012
18,959.00		18,564.00					395.00	

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		108. ISHARES HIGH YIELD CORP BD FD ETF PROPERTY TYPE: SECURITIES					10/07/2011	05/16/2012
9,613.00		8,966.00					647.00	
		335. ISHARES HIGH YIELD CORP BD FD ETF PROPERTY TYPE: SECURITIES					04/08/2011	05/16/2012
29,818.00		30,860.00					-1,042.00	
		87. EXPRESS SCRIPTS HOLDINGS PROPERTY TYPE: SECURITIES					06/30/2010	05/24/2012
4,468.00		4,829.00					-361.00	
		177. ISHARES MSCI EAFE INDEX FUND PROPERTY TYPE: SECURITIES					08/06/2009	05/24/2012
8,503.00		9,044.00					-541.00	
		105. ISHARES MSCI EAFE INDEX FUND PROPERTY TYPE: SECURITIES					07/21/2009	05/24/2012
5,044.00		5,023.00					21.00	
		150. ISHARES MSCI EAFE INDEX FUND PROPERTY TYPE: SECURITIES					07/10/2006	05/24/2012
7,206.00		9,816.00					-2,610.00	
		4.105 OPPENHEIMER GOLD & SPL CL Y SHS PROPERTY TYPE: SECURITIES					12/21/2011	05/24/2012
119.00		144.00					-25.00	
		11.62 OPPENHEIMER GOLD & SPL CL Y SHS PROPERTY TYPE: SECURITIES					12/21/2011	05/24/2012
336.00		409.00					-73.00	
		231.475 OPPENHEIMER GOLD & SPL CL Y SHS PROPERTY TYPE: SECURITIES					01/13/2006	05/24/2012
6,685.00		5,917.00					768.00	
		240. TECHNOLOGY SELECT SECTOR SPDR TR [E PROPERTY TYPE: SECURITIES					10/04/2006	05/24/2012
6,665.00		5,314.00					1,351.00	
		250. TECHNOLOGY SELECT SECTOR SPDR TR [E PROPERTY TYPE: SECURITIES					08/22/2006	05/24/2012
6,942.00		5,207.00					1,735.00	

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		140.117 BLACKROCK GLOBAL ALLOCATIO-I PROPERTY TYPE: SECURITIES					04/12/2012	06/01/2012
2,547.00		2,729.00					-182.00	
		458.736 BLACKROCK GLOBAL ALLOCATIO-I PROPERTY TYPE: SECURITIES					10/12/2011	06/01/2012
8,340.00		8,536.00					-196.00	
		1040.956 BLACKROCK GLOBAL ALLOCATIO-I PROPERTY TYPE: SECURITIES					07/20/2011	06/01/2012
18,925.00		21,202.00					-2,277.00	
		520.875 BLACKROCK GLOBAL ALLOCATIO-I PROPERTY TYPE: SECURITIES					07/13/2011	06/01/2012
9,470.00		10,536.00					-1,066.00	
		13. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES					06/30/2010	06/01/2012
2,470.00		1,614.00					856.00	
		4. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES					08/06/2009	06/01/2012
760.00		472.00					288.00	
		151. PACKAGING CORP AMER PROPERTY TYPE: SECURITIES					08/25/2011	06/01/2012
3,980.00		3,662.00					318.00	
		79. ROCKWOOD HLDGS INC PROPERTY TYPE: SECURITIES					08/25/2011	06/01/2012
3,675.00		3,707.00					-32.00	
		22. APACHE CORP COM PROPERTY TYPE: SECURITIES					08/25/2010	06/21/2012
1,790.00		1,909.00					-119.00	
		21. APACHE CORP COM PROPERTY TYPE: SECURITIES					08/06/2009	06/21/2012
1,708.00		1,814.00					-106.00	
		34. APACHE CORP COM PROPERTY TYPE: SECURITIES					07/21/2009	06/21/2012
2,766.00		2,624.00					142.00	

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		46. CHUBB CORP PROPERTY TYPE: SECURITIES					08/06/2009	06/21/2012
3,263.00		2,211.00					1,052.00	
		65. CHUBB CORP PROPERTY TYPE: SECURITIES					07/21/2009	06/21/2012
4,610.00		2,659.00					1,951.00	
		111.676 EATON VANCE MUT FDS TR FLTG RATE PROPERTY TYPE: SECURITIES					03/12/2012	06/21/2012
998.00		1,003.00					-5.00	
		169. INTEL CORP PROPERTY TYPE: SECURITIES					08/06/2009	06/21/2012
4,492.00		3,201.00					1,291.00	
		26. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES					08/06/2009	06/21/2012
5,029.00		3,066.00					1,963.00	
		62. ORACLE CORP PROPERTY TYPE: SECURITIES					08/06/2009	06/21/2012
1,721.00		1,324.00					397.00	
		120. ORACLE CORP PROPERTY TYPE: SECURITIES					07/21/2009	06/21/2012
3,331.00		2,635.00					696.00	
		29. QUALCOMM INC PROPERTY TYPE: SECURITIES					08/06/2009	06/21/2012
1,596.00		1,322.00					274.00	
		56. QUALCOMM INC PROPERTY TYPE: SECURITIES					07/21/2009	06/21/2012
3,083.00		2,676.00					407.00	
		65. 3M CO PROPERTY TYPE: SECURITIES					08/25/2010	06/21/2012
5,636.00		5,233.00					403.00	
		108. TAXABLE EXCHANGE; DELV MEDCO RECEIV PROPERTY TYPE: SECURITIES					06/30/2010	06/30/2012
8,052.00		6,012.00					2,040.00	

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TOTAL GAIN(LOSS)							8,124.	

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