Form **990-PF** | **Return of Private Foundation** or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation | OMB No 1545-0052 **2012**

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning 07/01 , 2012, and ending 06/30, 2013

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 ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,108,371.

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

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 instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received (attach schedule)	58,680.			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	1.	1.		STMT 1
4	Dividends and interest from securities	35,438.	33,023.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	6,303.			
b	Gross sales price for all assets on line 6a 799,389.				
7	Capital gain net income (from Part IV, line 2)		6,303.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	100,422.	39,327.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule) STMT 3	4,121.	2,061.	NONE	2,061.
b	Accounting fees (attach schedule) STMT 4	825.	413.	NONE	413.
c	Other professional fees (attach schedule) STMT 5	12,978.	12,978.		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 6	58.	58.		
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)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	17,982.	15,510.	NONE	2,474.
25	Contributions, gifts, grants paid	51,000.			51,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	68,982.	15,510.	NONE	53,474.
27	Subtract line 26 from line 12.				
a	**Excess of revenue over expenses and disbursements**	31,440.			
b	**Net investment income** (if negative, enter -0-)		23,817.		
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	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	3,849.	24,462.	24,462.
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)	352,805.	732,331.	803,126.
c	Investments - corporate bonds (attach schedule)	451,886.	278,447.	280,783.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)	195,359.		
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)	1,003,899.	1,035,240.	1,108,371.
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)		NONE	
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	1,003,899.	1,035,240.	
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)	1,003,899.	1,035,240.	
31	**Total liabilities and net assets/fund balances** (see instructions)	1,003,899.	1,035,240.	

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	1,003,899.
2	Enter amount from Part I, line 27a	2	31,440.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,035,339.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	99.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,035,240.

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	799,389.		793,086.	6,303.
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				6,303.
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	6,303.
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))
2011	52,579.	989,022.	0.053163
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

2 **Total** of line 1, column (d)	2	0.272721
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	0.054544
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,068,360.
5 Multiply line 4 by line 3	5	58,273.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	238.
7 Add lines 5 and 6	7	58,511.
8 Enter qualifying distributions from Part XII, line 4	8	53,474.

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 ▶ ☐ and enter 1% of Part I, line 27b		1	476.
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	476.
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	476.
6	Credits/Payments.			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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	NONE
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	476.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ NONE **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Line	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 Instructions for the 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 2012 or the taxable year beginning in 2012 (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)*

		Line	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

		Line	Yes	No
16	At any time during calendar year 2012, 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.

			Line	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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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 2012 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 2012.)*		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 2012?		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
CARL E. WESTMAN 999 VANDERBILT BEACH ROAD, NAPLES, FL 34108	TRUSTEE 1	-0-	-0-	-0-
CHARLES L WHITE 999 VANDERBILT BEACH ROAD, NAPLES, FL 34180	TRUSTEE 1			
ALICE WARE 999 VANDERBILT BEACH ROAD, NAPLES, FL 34108	TRUSTEE 1			

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

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	1,061,078.
b	Average of monthly cash balances	1b	23,551.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,084,629.
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	1,084,629.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,269.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,068,360.
6	**Minimum investment return.** Enter 5% of line 5	6	53,418.

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	53,418.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	476.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	476.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	52,942.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	52,942.
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	52,942.

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	53,474.
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	53,474.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	53,474.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					52,942.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				NONE	
b Total for prior years 20 10 ,20 ,20			NONE		
3 Excess distributions carryover, if any, to 2012					
a From 2007	NONE				
b From 2008	NONE				
c From 2009	1,989.				
d From 2010	1,883.				
e From 2011	3,746.				
f Total of lines 3a through e		7,618.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 53,474.					
a Applied to 2011, 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 2012 distributable amount					52,942.
e Remaining amount distributed out of corpus		532.			
5 Excess distributions carryover applied to 2012 *(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		8,150.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					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 2007 not applied on line 5 or line 7 (see instructions)		NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		8,150.			
10 Analysis of line 9.					
a Excess from 2008	NONE				
b Excess from 2009	1,989.				
c Excess from 2010	1,883.				
d Excess from 2011	3,746.				
e Excess from 2012	532.				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 or e-mail 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*				
CLOVERNOOK CENTER FOR THE BLIND 7000 HAMILTON AVE CINCINNATI OH 45231-5297	NONE		PROGRAM SERVICES	8,500.
HOSPICE OF NAPLES 1095 WIPPORWILL LANE NAPLES FL 34105	NONE		PROGRAM SERVICES	8,500.
NATIONAL FOUNDATION FOR CANCER RESEARCH 4600 EAST WEST HIGHWAY BETHESDA MD 20814	NONE		PROGRAM SERVICES	8,500.
OVERBROOK SCHOOL FOR THE BLIND 6333 MALVERN AVE PHILADELPHIA PA 19151-9727	NONE		PROGRAM SERVICES	8,500.
YOUTH HAVEN, INC. 5867 WHITTAKER RD NAPLES FL 34112	NONE		PROGRAM SERVICES	8,500.
FOUNDATION FOR THE IMMOKALEE CHILD CARE CENTE 3775 AIRPORT PULLING RD N - UNIT B NAPLES FL	NONE		ENDOWMENT	8,500.
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	1.	NONE
4 Dividends and interest from securities			14	35,438.	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	6,303.	NONE
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				41,742.	NONE

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 41,742.

(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] 10/15/13 ▶ Trustee

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
Tom Ryan	Tom Ryan	10/11/2013		P01639368
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	

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 **2012**

Name of the organization	**Employer identification number**
THE WARE BLUEGRASS FOUNDATION, INC FIFTH	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	$ 58,680.	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	1.	1.
TOTAL	1.	1.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	430.	430.
FOREIGN DIVIDENDS	456.	456.
DOMESTIC DIVIDENDS	16,808.	16,808.
EXEMPT DIVIDENDS NOT SUBJECT TO AMT - ST	2,173.	
EXEMPT DIVIDENDS SUBJECT TO AMT - STATES	224.	
EXEMPT DIVIDENDS NOT SUBJECT TO AMT - TE	16.	
EXEMPT DIVIDENDS SUBJECT TO AMT - TERRIT	2.	
NONQUALIFIED FOREIGN DIVIDENDS	1,289.	1,289.
NONQUALIFIED DOMESTIC DIVIDENDS	14,040.	14,040.
TOTAL	35,438.	33,023.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		1,636.	818.		818.
LEGAL FEES		2,485.	1,243.		1,243.
	TOTALS	4,121.	2,061.	NONE	2,061.

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	825.	413.		413.
TOTALS	825.	413.	NONE	413.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	12,978.	12,978.
TOTALS	12,978.	12,978.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES ON QUALIFIED FOR	9.	9.
FOREIGN TAXES ON NONQUALIFIED	49.	49.
TOTALS	58.	58.

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

DESCRIPTION		AMOUNT
RETURN OF CAPITAL ADJUSTMENT		96.
ROUNDING		3.
	TOTAL	99.

SCHEDULE D (Form 1041)
Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust: THE WARE BLUEGRASS FOUNDATION, INC FIFTH

Employer identification number: 31-1730429

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					2,428.

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-7,252.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-4,824.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					376.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	10,751.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	11,127.

Part III **Summary of Parts I and II**
Caution: *Read the instructions **before** completing this part.*

		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			-4,824.
14 **Net long-term gain or (loss):**				
a Total for year	14a			11,127.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			6,303.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** **b** $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)		17		
18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18			
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19			
20 Add lines 18 and 19	20			
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21			
22 Subtract line 21 from line 20. If zero or less, enter -0-		22		
23 Subtract line 22 from line 17. If zero or less, enter -0-		23		
24 Enter the **smaller** of the amount on line 17 or $2,400		24		
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23		25		
26 Subtract line 25 from line 24		26		
27 Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22		27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)		28		
29 Subtract line 28 from line 27		29		
30 Multiply line 29 by 15% (.15)			30	
31 Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31	
32 Add lines 30 and 31			32	
33 Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33	
34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34	

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SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: THE WARE BLUEGRASS FOUNDATION, INC FIFTH

Employer identification number: 31-1730429

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 154. CENTURYTEL INC	09/12/2011	07/12/2012	6,185.00	5,062.00	1,123.00
4545.659 EATON VANCE MUT F RATE FD CL I	03/12/2012	07/13/2012	40,911.00	40,783.00	128.00
2327.883 EATON VANCE MUT F RATE FD CL I	03/09/2012	07/13/2012	20,951.00	20,904.00	47.00
6. APPLE COMPUTER INC	04/13/2012	08/20/2012	3,974.00	3,649.00	325.00
42. CENTURYTEL INC	09/12/2011	08/20/2012	1,751.00	1,381.00	370.00
753.713 EATON VANCE MUT FD RATE FD CL I	03/09/2012	08/20/2012	6,798.00	6,764.00	34.00
36. F5 NETWORKS INC	06/01/2012	08/20/2012	3,652.00	3,592.00	60.00
64. SANDISK CORP COM	06/21/2012	08/20/2012	2,694.00	2,307.00	387.00
300. SECTOR SPDR TR SHS CO STAPLES ETF [EQTY]	05/24/2012	08/20/2012	10,749.00	10,149.00	600.00
393. WINDSTREAM CORP	05/10/2012	08/20/2012	3,671.00	3,996.00	-325.00
1552.106 EATON VANCE MUT F RATE FD CL I	03/09/2012	09/19/2012	14,124.00	13,930.00	194.00
915.332 TOUCHSTONE FLEXIBL FUND CLASS Y	12/28/2011	09/19/2012	9,977.00	9,465.00	512.00
224. WALTER INDS INC	06/21/2012	09/26/2012	7,189.00	10,122.00	-2,933.00
274. WALTER INDS INC	06/01/2012	09/26/2012	8,793.00	13,157.00	-4,364.00
141. WALTER INDS INC	10/12/2011	09/26/2012	4,525.00	9,665.00	-5,140.00
40. EAST WEST BANCORP INC	12/08/2011	10/11/2012	855.00	766.00	89.00
167. EAST WEST BANCORP INC	11/01/2011	10/11/2012	3,568.00	3,101.00	467.00
208. EAST WEST BANCORP INC	11/01/2011	10/11/2012	4,444.00	3,862.00	582.00
37. US BANCORP DEL COM NEW	12/08/2011	10/17/2012	1,264.00	962.00	302.00
177. SANDISK CORP COM	06/21/2012	10/19/2012	8,171.00	6,381.00	1,790.00
97. SANDISK CORP COM	05/24/2012	10/19/2012	4,478.00	3,114.00	1,364.00
4364.982 NUVEEN HIGH YIELD SHARES	07/13/2012	01/28/2013	75,820.00	72,633.00	3,187.00
113. SPDR GOLD TRUST [WHFI	09/26/2012	02/25/2013	17,360.00	19,106.00	-1,746.00
265. SPDR GOLD TRUST [WHFI	06/01/2012	02/25/2013	40,712.00	41,409.00	-697.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust: THE WARE BLUEGRASS FOUNDATION, INC FIFTH

Employer identification number: 31-1730429

Part I — Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1712. POWERSHARES GLOBAL E TRADED FD TR	10/10/2012	03/08/2013	51,599.00	53,080.00	-1,481.00
23. AMAZON COM INC COM	10/24/2012	03/22/2013	5,913.00	5,308.00	605.00
44. AMAZON COM INC COM	10/22/2012	03/22/2013	11,311.00	10,293.00	1,018.00
1560. WINDSTREAM CORP	05/10/2012	05/09/2013	12,532.00	15,861.00	-3,329.00
2604.291 TCW FDS INC EMERG INCOME FD CL I	10/10/2012	05/14/2013	24,402.00	24,090.00	312.00
9122.839 EATON VANCE MUT F RATE FD CL I	05/14/2013	06/21/2013	83,565.00	84,295.00	-730.00
181.74 EATON VANCE MUT FDS RATE FD CL I	01/28/2013	06/21/2013	1,665.00	1,668.00	-3.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -7,252.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

THE WARE BLUEGRASS FOUNDATION, INC FIFTH

Employer identification number 31-1730429

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example. 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	37. AT&T INC	08/21/2008	08/20/2012	1,362.00	1,130.00	232.00
	2. MASTERCARD INC CL A	08/06/2009	08/20/2012	850.00	408.00	442.00
	314. WINDSTREAM CORP	08/06/2009	08/20/2012	2,933.00	2,775.00	158.00
	45. WINDSTREAM CORP	07/21/2009	08/20/2012	420.00	373.00	47.00
	212.593 DODGE & COX INCOME	04/08/2011	08/28/2012	2,940.00	2,821.00	119.00
	1185.323 TOUCHSTONE FLEXIB FUND CLASS Y	07/20/2011	09/19/2012	12,920.00	12,493.00	427.00
	3687.407 DODGE & COX INCOM	04/08/2011	10/10/2012	51,107.00	48,932.00	2,175.00
	2097.119 DODGE & COX INCOM	06/30/2010	10/10/2012	29,066.00	27,661.00	1,405.00
	66. US BANCORP DEL COM NEW	07/21/2009	10/17/2012	2,254.00	1,197.00	1,057.00
	229. US BANCORP DEL COM NE	08/21/2008	10/17/2012	7,822.00	6,856.00	966.00
	210. SANDISK CORP COM	10/12/2011	10/19/2012	9,695.00	9,521.00	174.00
	100. GILEAD SCIENCES INC C	12/09/2004	10/24/2012	6,862.00	1,829.00	5,033.00
	124. TUPPERWARE CORPORATIO	07/27/2011	10/24/2012	7,224.00	8,210.00	-986.00
	35. NORFOLK SOUTHERN CORP	08/25/2010	11/09/2012	2,047.00	1,860.00	187.00
	63. NORFOLK SOUTHERN CORP	07/21/2009	11/09/2012	3,685.00	2,723.00	962.00
	29. NEXTERA ENERGY INC	06/30/2010	03/05/2013	2,146.00	1,430.00	716.00
	100. NEXTERA ENERGY INC	12/02/2005	03/05/2013	7,400.00	4,258.00	3,142.00
	954.575 PIMCO COMMODITY RE STRAT	10/12/2011	03/22/2013	6,272.00	7,322.00	-1,050.00
	1104.696 PIMCO COMMODITY R STRAT	05/20/2011	03/22/2013	7,258.00	10,384.00	-3,126.00
	2815. PIMCO COMMODITY REAL	04/08/2011	03/22/2013	18,495.00	28,009.00	-9,514.00
	6518.227 TCW FDS INC EMERG INCOME FD CL I	08/25/2011	05/14/2013	61,076.00	56,467.00	4,609.00
	169. ISHARES COHEN & STEER	08/08/2011	06/18/2013	14,008.00	10,360.00	3,648.00
	143. ISHARES COHEN & STEER	07/14/2011	06/18/2013	11,853.00	10,517.00	1,336.00
	565.506 PIMCO ALL ASSET AL	10/12/2011	06/20/2013	5,785.00	5,819.00	-34.00
	15.135 PIMCO ALL ASSET ALL	12/08/2010	06/20/2013	155.00	165.00	-10.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side	Employer identification number
THE WARE BLUEGRASS FOUNDATION, INC FIFTH	31-1730429

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2673.248 PIMCO ALL ASSET A	06/30/2010	06/20/2013	27,347.00	28,711.00	-1,364.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 10,751.00

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
0.2100		CASH	$1.000	$0.21	0.0%	$0.21			
17,715.0000		FIFTH THIRD BANKSAFE TRUST (INCOME INVESTMENT) CUSIP - 316775907	$1.000	$17,715.00	1.6%	$17,715.00		$0.53	
6,747.0000		FIFTH THIRD BANKSAFE TRUST CUSIP - 316775907	$1.000	$6,747.00	0.6%	$6,747.00		$0.20	
		Cash & Equivalents - Total		**$24,462.21**	**2.2%**	**$24,462.21**		**$0.73**	**0.0%**
Fixed Income									
8,280.5400	EIBLX	EATON VANCE MUT FDS TR FLTG RATE FD CL I CUSIP - 277911491	$9.120	$75,518.52	6.8%	$76,015.36	$(496.84)	$3,270.81	4.3%
4,983.7020	HWHIX	HOTCHKIS & WILEY FUNDS HIGH YIELD CUSIP - 44134R735	$12.830	$63,940.90	5.8%	$61,498.88	$2,442.02	$4,320.87	6.8%
969.0000	HYG	ISHARES HIGH YIELD CORP BND FND CUSIP - 464288513	$90.880	$88,062 72	7.9%	$87,461.46	$601.26	$5,776.21	6.6%
5,067.6390	MXIIX	TOUCHSTONE FLEXIBLE INCOME FUND CLASS Y CUSIP - 89154Q596	$10.510	$53,260.89	4.8%	$53,471.19	$(210.30)	$2,726.39	5.1%
		Fixed Income - Total		**$280,783.03**	**25.3%**	**$278,446.89**	**$2,336.14**	**$16,094.28**	**5.7%**
Equities									
78.0000	T	AT&T INC CUSIP - 00206R102	$35.400	$2,761.20	0.2%	$2,381.34	$379.86	$140.40	5.1%
107.0000	ABT	ABBOTT LABS CUSIP - 002824100	$34.880	$3,732.16	0.3%	$2,301.79	$1,430.37	$59.92	1.6%
107.0000	ABBV	ABBVIE INC CUSIP - 00287Y109	$41.340	$4,423.38	0.4%	$2,496.09	$1,927.29	$171 20	3.9%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
69.0000	AAPL	APPLE INC CUSIP - 037833100	$396.530	$27,360.57	2.5%	$36,998.29	$(9,637.72)	$841.80	3.1%
196.0000	BMY	BRISTOL MYERS SQUIBB CO CUSIP - 110122108	$44.690	$8,759.24	0.8%	$6,496.36	$2,262.88	$274.40	3.1%
126.0000	CVS	CVS/CAREMARK CORPORATION CUSIP - 126650100	$57.180	$7,204.68	0.7%	$2,933.28	$4,271.40	$113.40	1.6%
344.0000	CAT	CATERPILLAR INC CUSIP - 149123101	$82.490	$28,376.56	2.6%	$31,247.71	$(2,871.15)	$825.60	2 9%
51.0000	CELG	CELGENE CORP CUSIP - 151020104	$116.980	$5,965.98	0.5%	$2,405.16	$3,560.82		
347.0000	CTL	CENTURYLINK INC COM CUSIP - 156700106	$35.350	$12,266.45	1.1%	$11,576.83	$689.62	$749.52	6.1%
81.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	$118.340	$9,585.54	0.9%	$5,344.38	$4,241.16	$324.00	3.4%
252.0000	C	CITIGROUP INC CUSIP - 172967424	$47.970	$12,088.44	1.1%	$9,053.53	$3,034.91	$10.08	0.1%
178.0000	KO	COCA COLA CO CUSIP - 191216100	$40.110	$7,139.58	0.6%	$4,926.14	$2,213.44	$199.36	2 8%
173.0000	DIS	DISNEY WALT CO CUSIP - 254687106	$63.150	$10,924.95	1.0%	$5,468.53	$5,456.42	$129.75	1.2%
109.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	$90.350	$9,848.15	0.9%	$7,270.74	$2,577.41	$274.68	2.8%
268.0000	FFIV	F5 NETWORKS INC CUSIP - 315616102	$68.800	$18,438.40	1.7%	$26,290.46	$(7,852.06)		
31.0000	GOOG	GOOGLE INC-CL A CUSIP - 38259P508	$880.370	$27,291.47	2.5%	$21,081.24	$6,210.23		
163.0000	HD	HOME DEPOT INC CUSIP - 437076102	$77.470	$12,627.61	1.1%	$4,093.22	$8,534.39	$254.28	2.0%

PORTFOLIO POSITIONS (continued)

Equities (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
876.0000	DVY	ISHARES DOW JONES SELECT DIV IND CUSIP - 464287168	$64.010	$56,072.76	5.1%	$53,957.14	$2,115.62	$1,908.80	3.4%
601.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	$52.790	$31,726.79	2.9%	$20,969.33	$10,757.46	$913.52	2.9%
17.0000	MA	MASTERCARD INC CL A CUSIP - 57636Q104	$574.500	$9,766.50	0.9%	$3,470.55	$6,295.95	$40.80	0.4%
37.0000	MCD	MCDONALDS CORP CUSIP - 580135101	$99.000	$3,663.00	0.3%	$2,163.39	$1,499.61	$113.96	3.1%
130.0000	MDT	MEDTRONIC INC CUSIP - 585055106	$51.470	$6,691.10	0.6%	$7,315.10	$(624.00)	$145.60	2.2%
318.0000	PNC	PNC FINANCIAL SERVICES GROUP CUSIP - 693475105	$72.920	$23,188.56	2.1%	$17,826.50	$5,362.06	$559.68	2.4%
35.0000	PM	PHILIP MORRIS INTL INC CUSIP - 718172109	$86.620	$3,031.70	0.3%	$1,801.80	$1,229.90	$119.00	3.9%
74.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	$76.990	$5,697.26	0.5%	$4,050.76	$1,646.50	$178.04	3.1%
113.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	$71.660	$8,097.58	0.7%	$6,140.41	$1,957.17	$141.25	1.7%
558.0000	XLV	HEALTH CARE SELECT SECTOR SPDR CUSIP - 81369Y209	$47.610	$26,566.38	2.4%	$20,272.08	$6,294.30	$459.79	1.7%
2,590.5620	FFRZX	TEMPLETON FRONTIER MARKETS GLOBAL INVT TR CUSIP - 88019R641	$16.580	$42,951.52	3.9%	$41,064.05	$1,887.47	$590.65	1.4%
5,475.9300	TIBIX	THORNBURG INVT TR INV INCM BLD I CUSIP - 885215467	$19.770	$108,259.14	9.8%	$110,113.57	$(1,854.43)	$6,467.07	6.0%
70.0000	UTX	UNITED TECHNOLOGIES CORP CUSIP - 913017109	$92.940	$6,505.80	0.6%	$3,323.95	$3,181.85	$149.80	2.3%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
8,175.4280	HIEMX	VIRTUS INSIGHT TR VIRTUS EMERGING MKTS CUSIP - 92828T889	$9.770	$79,873.93	7.2%	$79,383.41	$490.52	$343.37	0.4%
83.0000	WMT	WAL-MART STORES INC CUSIP - 931142103	$74.490	$6,182.67	0.6%	$4,058.57	$2,124.10	$156.04	2.5%
19,919.0310	WAEMX	WASATCH EMER MKTS SMALL CAP CUSIP - 936793884	$2.740	$54,578.14	4.9%	$54,010.09	$568.05	$258.95	0.5%
		Equities - Total		**$681,647.19**	**61.5%**	**$612,285.79**	**$69,361.40**	**$16,914.71**	**2.5%**
Alternative Strategies									
3,427.3790	AEDNX	ARBITRAGE FDS EVENT DRIVEN FD CL I CUSIP - 03875R403	$9.870	$33,828.23	3.1%	$33,691.13	$137.10	$342.74	1.0%
1,973.6900	MFLDX	MAINSTAY FDS TR MARKETFIELD FD CL I CUSIP - 56064B852	$17.030	$33,611.94	3.0%	$33,691.13	$(79.19)		
3,137.1800	PAUPX	PIMCO ALL ASSET ALL AUTH FUND CUSIP - 72201M438	$10.230	$32,093.35	2.9%	$33,693.31	$(1,599.96)	$1,904.27	5.9%
		Alternative Strategies - Total		**$99,533.52**	**9.0%**	**$101,075.57**	**$(1,542.05)**	**$2,247.01**	**2.3%**
Real Estate Investments									
550.0000	RWX	SPDR DJ INTL REAL ESTATE ETF CUSIP - 78463X863	$39.900	$21,945.00	2.0%	$18,969.50	$2,975.50	$1,478.40	6.7%
		Real Estate Investments - Total		**$21,945.00**	**2.0%**	**$18,969.50**	**$2,975.50**	**$1,478.40**	**6.7%**
Total Portfolio Positions				**$1,108,370.95**	**100.0%**	**$1,035,239.96**	**$73,130.99**	**$36,735.13**	**3.3%**