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

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*

OMB No 1545-0052 **2013** Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: SHANNON FAMILY CHARITABLE FDN FIFTH THIRD BANK, TRUSTEE

A Employer identification number: 20-6669463

Number and street (or P O box number if mail is not delivered to street address): P O BOX 630858 | Room/suite:

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

City or town, state or province, country, and ZIP or foreign postal 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)* ▶ $ 5,457,224.

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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	153,330.	153,329.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	262,730.			
	b Gross sales price for all assets on line 6a 2,726,476.				
	7 Capital gain net income (from Part IV, line 2)		262,730.		
	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	416,060.	416,059.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	660.	330.	NONE	330.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	3,579.	2,860.		
	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 4	44,871.	44,871.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	49,110.	48,061.	NONE	330.
	25 Contributions, gifts, grants paid	235,750.			235,750.
	26 **Total expenses and disbursements.** Add lines 24 and 25	284,860.	48,061.	NONE	236,080.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	131,200.			
	b **Net investment income** (if negative, enter -0-)		367,998.		
	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.	1.	1.
	2 Savings and temporary cash investments	34,641.	37,333.	37,333.
	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)	3,266,937.	3,883,136.	4,783,574.
	c Investments - corporate bonds (attach schedule)	1,114,360.	626,558.	636,316.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,415,940.	4,547,028.	5,457,224.
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	4,415,940.	4,547,028.	
	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)	4,415,940.	4,547,028.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	4,415,940.	4,547,028.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,415,940.
2	Enter amount from Part I, line 27a	2	131,200.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,547,140.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	112.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,547,028.

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	2,726,476.		2,463,746.	262,730.
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				262,730.
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** 262,730.

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))
2012	234,598.	4,687,359.	0.050049
2011	227,586.	4,730,643.	0.048109
2010	203,153.	4,538,513.	0.044762
2009	198,726.	4,204,210.	0.047268
2008	231,536.	4,784,775.	0.048390

2	**Total** of line 1, column (d)	2	0.238578
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	0.047716
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,125,800.
5	Multiply line 4 by line 3	5	244,583.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,680.
7	Add lines 5 and 6	7	248,263.
8	Enter qualifying distributions from Part XII, line 4	8	236,080.

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	7,360.
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	7,360.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	7,360.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 1,732.		
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	1,732.
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	5,628.
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 2014 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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 2013 or the taxable year beginning in 2013 (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 2013, 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013.)*	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 2013?	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? *If "Yes," attach the statement required by Regulations section 53.4945-5(d).*	☐ Yes ☐ No		
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? *If "Yes" to 6b, file Form 8870.*		6b	X
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
FIFTH THIRD BANK 999 VANDERBILT BEACH ROAD, NAPLES, FL 34108	TRUSTEE 1	-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

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	5,138,705.
b	Average of monthly cash balances	1b	65,153.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	5,203,858.
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	5,203,858.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	78,058.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,125,800.
6	**Minimum investment return.** Enter 5% of line 5	6	256,290.

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	256,290.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,360.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	7,360.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	248,930.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	248,930.
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	248,930.

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	236,080.
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	236,080.
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	236,080.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				248,930.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			221,314.	
b Total for prior years: 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 NONE				
b From 2009 NONE				
c From 2010 NONE				
d From 2011 NONE				
e From 2012 NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 236,080.				
a Applied to 2012, but not more than line 2a			221,314.	
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 2013 distributable amount				14,766.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				234,164.
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 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009 NONE				
b Excess from 2010 NONE				
c Excess from 2011 NONE				
d Excess from 2012 NONE				
e Excess from 2013 NONE				

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 2013, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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).)

N/A

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

N/A

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

Check here ▶ [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 address 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 SCHEDULE ATTACHED	NONE	EXEMPT	PROGRAM SUPPORT	235,750.
Total ▶ 3a				235,750.
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					
4 Dividends and interest from securities				NONE	153,330.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				NONE	262,730.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				NONE	416,060.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 416,060.

(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.)
4	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
4	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED IN
4	THE GOVERNING AGREEMENT.
8	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
8	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED IN
8	THE GOVERENING AGREEMENT.
3	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
3	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED IN
3	THE GOVERNING AGREEMENT.

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 of officer or trustee: MATTHEW J CAROTHERS — Date: 05/05/2014 — Title: Trustee

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
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	587.	587.
FOREIGN DIVIDENDS	25,494.	25,494.
NONDIVIDEND DISTRIBUTIONS	3,246.	
DOMESTIC DIVIDENDS	58,186.	58,186.
NONDISTRIBUTIVE DIVIDENDS	-3,245.	
NONQUALIFIED FOREIGN DIVIDENDS	1,101.	1,101.
NONQUALIFIED DOMESTIC DIVIDENDS	67,961.	67,961.
TOTAL	153,330.	153,329.

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
FOREIGN TAXES	847.	847.
EXCISE TAX ESTIMATE	719.	
FOREIGN TAXES ON QUALIFIED FOR	1,663.	1,663.
FOREIGN TAXES ON NONQUALIFIED	350.	350.
TOTALS	3,579.	2,860.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER ALLOCABLE EXPENSE-INCOME	13.	13.
BANK SERVICE FEES	22,429.	22,429.
BANK SERVICE FEES	22,429.	22,429.
TOTALS	44,871.	44,871.

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

DESCRIPTION	AMOUNT
RETURN OF CAPITAL ADJUSTMENT- TCW FDS	111.
ROUNDING	1.
TOTAL	112.

Shannon Family Foundation
Contributions
Fiscal Year Ending 12/31/2013

Organization	Address	City	St	Zip	Fdn Status	Usage	Amt
Academy of The Sacred Heart	1250 Kensington Road	Bloomfield Hills	MI	48304-3029	PC	Project/Program Support	$3,000.00
Angels' Place	29299 Franklin Road, Suite 2	Southfield	MI	48033	PC	General Operating Support	$5,000 00
Arbor Circle Corporation	1115 Ball Ave NE	Grand Rapids	MI	49505-5904	PC	Project/Program Support	$5,000.00
Association For Children's Mental Health	6017 W St Joseph Highway, Ste	Lansing	MI	48917-0000	PC	Project/Program Support	$10,000.00
Association for the Blind and Visually Impaired	456 Cherry Street SE	Grand Rapids	MI	49503	PC	Annual Fund	$5,000 00
Avow Hospice	1095 Whippoorwill Lane	Naples	FL	34105	PC	General Operating Support	$10,000 00
Birmingham/Bloomfield Art Center	1516 S Cranbrook Road	Birmingham	MI	48009	PC	Project/Program Support	$5,000 00
Boulder Elks Youth Services Inc	3550 Copper Street	Boulder	CO	80304	PC	Project/Program Support	$1,750.00
Boy Scouts of America - Detroit Area Council	1776 West Warren Avenue	Detroit	MI	48208-2291	PC	Project/Program Support	$2,500.00
Cape Eleuthera Foundation	P.O Box 5910	Princeton	NJ	08543	PC	Scholarship	$1,000.00
Carol's Ferals	P.O Box 150186	Grand Rapids	MI	49515-0186	PC	Annual Fund	$1,000.00
Cascade Community Foundation	6757 Cascade Rd., SE Ste. 105	Grand Rapids	MI	49546	PC	General Operating Support	$1,000.00
Cascade Historical Society/Cascade Comm Fndn	6757 Cascade Rd., SE Ste 105	Grand Rapids	MI	49546	PC	Annual Fund	$250 00
Casey Middle School PTA	1301 High Street	Boulder	CO	80304-4133	PC	Project/Program Support	$2,000.00
Child Abuse and Neglect Council of Oakland County	44765 Woodward Avenue	Pontiac	MI	48341	PC	General Operating Support	$5,000.00
Children's Hospital of Michigan	3901 Beaubien	Detroit	MI	48201-2196	PC	Project/Program Support	$3,000.00
Christ Child Society of Detroit	15751 Joy Road	Detroit	MI	48228	PC	General Operating Support	$3,000.00
Christ Child Society of Detroit	15751 Joy Road	Detroit	MI	48228	PC	Project/Program Support	$3,000.00
The Community Foundation of Collier County	2400 Tamiami Trail North	Naples	FL	34103	PC	Project/Program Support	$8,000.00
Conservancy of Southwest Florida	1495 Smith Preserve Way	Naples	FL	34102	PC	Annual Fund	$5,000.00
Cure It Foundation Inc	P O. Box 4500	Oak Park	IL	60304-0612	PC	General Operating Support	$5,000.00
Detroit Rescue Mission Ministries	150 Stimson St	Detroit	MI	48201-2410	PC	Project/Program Support	$5,000.00
First United Methodist Church	1589 W. Maple Road	Birmingham	MI	48009	PC	Project/Program Support	$5,000 00
Friends Of Kenyan Orphans	St. Clare Girls Centre	Grosse Pointe	MI	48230-1822	PC	General Operating Support	$3,000.00
Grand River Fly Tyers	10690 Oak Trail SE	Ada	MI	49301-9060	PC	Project/Program Support	$750.00
Grand Traverse Regional Community Foundation	250 E Front Street, Ste. 310	Traverse City	MI	49684	PC	Project/Program Support	$250.00
Greenhouse Partners Scholars	1881 9th Street, Ste 200	Boulder	CO	80302-5148	PC	General Operating Support	$5,000.00
Habitat for Humanity of Collier County	11145 Tamiami Trail East	Naples	FL	34113	PC	General Operating Support	$10,000.00
The Humane Society Of Boulder Valley Inc.	2323 55th Street	Boulder	CO	80301-2806	PC	General Operating Support	$1,000.00
Humane Society of Collier County	370 Airport Road N	Naples	FL	34104-3508	PC	General Operating Support	$10,000.00
In the Image	1823 South Division	Grand Rapids	MI	49507	PC	Project/Program Support	$1,250.00
Kids Food Basket	2055 Oak Industrial Drive, Suite C	Grand Rapids	MI	49508	PC	Project/Program Support	$10,000.00
Lovells Township Historical Society	8405 Twin Bridge Rd	Grayling	MI	49738-9235	PC	General Operating Support	$250.00
Lowell Community Wellness	P.O. Box 246	Lowell	MI	49331-0246	PC	Memorial Donation	$1,000.00
National Sports Center for the Disabled Inc.	1801 Bryant Street, Suite 1500	Denver	CO	80204-1780	PC	Project/Program Support	$5,000 00
Ovarian Cancer Research Fund Inc	14 Pennsylvania Plaza No 1400	New York	NY	10122-0000	PC	Project/Program Support	$3,000 00
Paws with a Cause	4646 South Division	Wayland	MI	49348	PC	Project/Program Support	$15,000.00
Polycystic Kidney Disease Foundation	8330 Ward Parkway, Suite 510	Kansas City	MO	64114	PC	Annual Fund	$500.00
Rocky Mountain Hyperbaric Assoc For Brain Injuries	225 South Boulder Road, Ste 101	Louisville	CO	80027	PC	Project/Program Support	$2,000 00

Shannon Family Foundation
Contributions
Fiscal Year Ending 12/31/2013

Organization	Address	City	St	Zip	Fdn Status	Usage	Amt
Ruffed Grouse Society	3801 Windwood Drive NE	Rockford	MI	49341-8515	PC	Project/Program Support	$1,000 00
Ruffed Grouse Society - Mid UP Chapter	1025 Cherry Creek Road	Marquette	MI	49855-9408	PC	Project/Program Support	$1,000.00
St. Matthews House, Inc.	2001 Airport Road, South	Naples	FL	34112	PC	Annual Fund	$10,000.00
The South African Lacrosse Project Inc.	6901 Charles Ridge Rd	Towson	MD	21204-3605	PC	Project/Program Support	$1,250 00
There With Care	2825 Wilderness Place, Ste 100	Boulder	CO	80301	PC	General Operating Support	$20,000.00
United Nations Foundation	P. O. Box 96539	Washington	DC	20090-6539	PC	Project/Program Support	$3,000.00
University of Michigan	1000 Oakbrook, Suite 100	Ann Arbor	MI	48104-6815	PC	Project/Program Support	$4,000 00
Univ of MI Comprehensive Cancer Center	1000 Oakbrook, Suite 100	Ann Arbor	MI	48104-6815	PC	Project/Program Support	$3,000.00
Vera Bradley Foundation for Breast Cancer	2208 Production Road	Fort Wayne	IN	46808	PC	Project/Program Support	$5,000.00
Yale University School of Medicine	P.O. Box 7611	New Haven	CT	06519	PC	General Operating Support	$15,000 00
Young Life Eastern Oakland County	1305 Brookwood Street	Birmingham	MI	48009	PC	General Operating Support	$10,000 00
							$ 235,750 00

FIFTH THIRD
PRIVATE BANK

Investment Account
SHANNON FAMILY CHARITABLE FDN

12/01/2013 - 12/31/2013

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
0.1700		CASH	$1.000	$0 17	0.0%	$0.17			
19,521.0000		FEDERATED TREASURY OBLIGATIONS FUND INSTITUTIONAL SHARES (INCOME INVESTMENT) CUSIP - 99FEDTOI4	$1.000	$19,521.00	0.4%	$19,521.00		$1.95	
12,840.0000		FEDERATED TREASURY OBLIGATIONS FUND INSTITUTIONAL SHARES CUSIP - 99FEDTOI4	$1.000	$12,840.00	0.2%	$12,840.00		$1.28	
		Cash & Equivalents - Total		**$32,361.17**	**0.6%**	**$32,361.17**		**$3.23**	
Fixed Income									
3,485.0000	AGO P	ASSURED GUARNTY MUNI HLDGS INC PREFERRED CUSIP - 04623A304	$20.390	$71,059.15	1.3%	$79,343.50	$(8,284.35)	$5,447.06	7.7%
30,204.0000	EIBLX	EATON VANCE MUT FDS TR FLTG RATE FD CL I CUSIP - 277911491	$9.190	$277,574.76	5.2%	$277,581.98	$(7.22)	$10,843.24	3.9%
11,889.0000	HWHIX	HOTCHKIS & WILEY FUNDS HIGH YIELD CUSIP - 44134R735	$13.070	$155,389.23	2.9%	$145,759.14	$9,630.09	$9,285.31	6.0%
3,250.0000	PSA P	PUBLIC STORAGE PFD SHS SER Q CUSIP - 74460D141	$23.370	$75,952.50	1.4%	$86,037.25	$(10,084.75)	$5,281.25	7.0%
6,130.6480	THYYX	TOUCHSTONE INVT TR HI YLD FD CLY CUSIP - 89154W817	$9.190	$56,340.66	1.1%	$37,836.00	$18,504.66	$3,212.46	5.7%
		Fixed Income - Total		**$636,316.30**	**11.9%**	**$626,557.87**	**$9,758.43**	**$34,069.32**	**5.4%**

FIFTH THIRD
PRIVATE BANK

Investment Account
SHANNON FAMILY CHARITABLE FDN

12/01/2013 - 12/31/2013

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
2,219.0000	ABT	ABBOTT LABS CUSIP - 002824100	$38.330	$85,054.27	1.6%	$73,643.61	$11,410.66	$1,952.72	2.3%
328.0000	ABBV	ABBVIE INC CUSIP - 00287Y109	$52.810	$17,321.68	0.3%	$8,006.20	$9,315.48	$524.80	3.0%
2,800.0000	MO	ALTRIA GROUP INC CUSIP - 02209S103	$38.390	$107,492.00	2.0%	$80,444.00	$27,048.00	$5,376.00	5.0%
414.0000	AMZN	AMAZON COMM INC CUSIP - 023135106	$398.790	$165,099.06	3.1%	$74,643.21	$90,455.85		
1,042.0000	AIG	AMERICAN INTL GROUP INC CUSIP - 026874784	$51.050	$53,194.10	1.0%	$50,308 53	$2,885.57	$416.80	0.8%
236.0000	AMGN	AMGEN INC CUSIP - 031162100	$114.080	$26,922.88	0.5%	$25,642.41	$1,280.47	$575.84	2.1%
520.0000	BUD	ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR CUSIP - 03524A108	$106.460	$55,359.20	1.0%	$48,792.67	$6,566.53	$1,302.08	2.4%
432.0000	AAPL	APPLE INC CUSIP - 037833100	$561.020	$242,360.64	4.5%	$207,825.01	$34,535.63	$5,270.40	2.2%
2,922.0000	AMAT	APPLIED MATLS INC CUSIP - 038222105	$17.680	$51,660.96	1.0%	$36,671.10	$14,989.86	$1,168.80	2.3%
3,527.0000	BAC	BANK AMER CORP CUSIP - 060505104	$15.570	$54,915.39	1.0%	$109,868.75	$(54,953.36)	$141.08	0.3%
315.0000	CAT	CATERPILLAR INC CUSIP - 149123101	$90.810	$28,605.15	0.5%	$26,094.60	$2,510.55	$756 00	2.6%
2,151.0000	CTL	CENTURYLINK INC COM CUSIP - 156700106	$31.850	$68,509.35	1.3%	$73,263.06	$(4,753.71)	$4,646.16	6.8%
254.0000	C	CITIGROUP INC CUSIP - 172967424	$52.110	$13,235.94	0.2%	$12,964.16	$271.78	$10.16	0.1%
1,355.0000	DHR	DANAHER CORP	$77.200	$104,606.00	2.0%	$55,747.78	$48,858.22	$135.50	0.1%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 235851102							
5,197.0000	EWBC	EAST WEST BANCORP INC CUSIP - 27579R104	$34.970	$181,739.09	3.4%	$109,955.67	$71,783.42	$3,118.20	1.7%
1,570.0000	ENB	ENBRIDGE INC SEDOL 2466149 ISIN CA29250N1050 CUSIP - 29250N105	$43.680	$68,577.60	1.3%	$67,039.30	$1,538.30	$2,058.27	3.0%
1,782.0000	FFIV	F5 NETWORKS INC CUSIP - 315616102	$90.860	$161,912.52	3.0%	$163,242.38	$(1,329.86)		
4,200.0000	F	FORD MOTOR COMPANY COMMON STOCK CUSIP - 345370860	$15.430	$64,806.00	1.2%	$43,008.00	$21,798.00	$1,680.00	2.6%
4,387.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	$28.030	$122,967.61	2.3%	$98,312.67	$24,654.94	$3,860.56	3.1%
630.0000	GS	GOLDMAN SACHS GROUP CUSIP - 38141G104	$177.260	$111,673.80	2.1%	$63,311.58	$48,362.22	$1,386.00	1.2%
222.0000	GOOG	GOOGLE INC-CL A CUSIP - 38259P508	$1,120.710	$248,797.62	4.7%	$110,515.48	$138,282.14		
2,746.0000	EEM	ISHARES MSCI EMERGING MKTS IND F CUSIP - 464287234	$41.795	$114,769.07	2.2%	$17,370.12	$97,398.95	$2,356.07	2.1%
6,978.0000	EFA	ISHARES MSCI EAFE INDEX FD CUSIP - 464287465	$67.095	$468,188.91	8.8%	$445,846.91	$22,342.00	$11,883.53	2.5%
1,462.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	$58.480	$85,497.76	1.6%	$72,386.78	$13,110.98	$2,222.24	2.6%
1,075.0000	MRK	MERCK & CO INC NEW CUSIP - 58933Y105	$50.050	$53,803.75	1.0%	$51,721.15	$2,082.60	$1,892.00	3.5%
773.0000	MYL	MYLAN INC. CUSIP - 628530107	$43.400	$33,548.20	0.6%	$25,764.94	$7,783.26		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
4,511.0000	PFE	PFIZER INC CUSIP - 717081103	$30.630	$138,171.93	2.6%	$102,079.17	$36,092.76	$4,691.44	3.4%
291 0000	PM	PHILIP MORRIS INTL INC CUSIP - 718172109	$87.130	$25,354.83	0.5%	$25,840.71	$(485.88)	$1,094.16	4.3%
2,369.0000	PHM	PULTE GROUP INC COM CUSIP - 745867101	$20.370	$48,256.53	0.9%	$39,086.60	$9,169.93	$473.80	1.0%
2,411.0000	QCOM	QUALCOMM INC COM CUSIP - 747525103	$74.250	$179,016.75	3.4%	$143,210.96	$35,805.79	$3,375.40	1.9%
1,210.0000	RDS A	ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS CUSIP - 780259206	$71.270	$86,236.70	1.6%	$87,088.78	$(852.08)	$3,702.60	4.3%
1,615.0000	SNDK	SANDISK CORP CUSIP - 80004C101	$70.540	$113,922.10	2.1%	$81,609.18	$32,312.92	$1,453.50	1.3%
985 0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	$90 110	$88,758.35	1.7%	$60,742.95	$28,015.40	$1,231.25	1.4%
2,362.0000	SE	SPECTRA ENERGY CORP CUSIP - 847560109	$35.620	$84,134.44	1.6%	$68,009.78	$16,124.66	$2,881.64	3.4%
928.0000	SBUX	STARBUCKS CORP COM CUSIP - 855244109	$78.390	$72,745.92	1.4%	$48,056.29	$24,689.63	$965.12	1.3%
8,119.0000	TIBIX	THORNBURG INVT TR INV INCM BLD I CUSIP - 885215467	$21.040	$170,823.76	3.2%	$163,435.47	$7,388.29	$8,403.17	4.9%
162.0000	UNP	UNION PAC CORP CUSIP - 907818108	$168.000	$27,216.00	0.5%	$25,602.48	$1,613.52	$511.92	1.9%
297.0000	UPS	UNITED PARCEL SVC INC CL B CUSIP - 911312106	$105.080	$31,208.76	0.6%	$25,818.21	$5,390.55	$736.56	2.4%

FIFTH THIRD
PRIVATE BANK

Investment Account
SHANNON FAMILY CHARITABLE FDN

12/01/2013 - 12/31/2013

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
749.0000	VLO	VALERO ENERGY CUSIP - 91913Y100	$50.400	$37,749.60	0.7%	$26,005.28	$11,744.32	$674.10	1.8%
58,300.0000	WAEMX	WASATCH EMER MKTS SMALL CAP CUSIP - 936793884	$2.650	$154,495.00	2.9%	$148,665.00	$5,830.00	$757.90	0.5%
1,000.0000	WLP	WELLPOINT INC CUSIP - 94973V107	$92.390	$92,390.00	1.7%	$65,149.00	$27,241.00	$1,500.00	1.6%
		Equities - Total		**$4,141,099.22**	**77.6%**	**$3,262,789.93**	**$878,309.29**	**$85,185.77**	**2.1%**
Alternative Strategies									
6,971.0000	AEDNX	ARBITRAGE FDS EVENT DRIVEN FD CL I CUSIP - 03875R403	$10.190	$71,034.49	1.3%	$68,455.22	$2,579.27	$508.88	0.7%
18,700.0000	GXSIX	GOLDMAN SACHS TR SATELLITE STRATEGIES PORT CUSIP - 38143H332	$8.150	$152,405.00	2.9%	$143,055.00	$9,350.00	$5,759.60	3.8%
4,019.0000	MFLDX	MAINSTAY FDS TR MARKETFIELD FD CL I CUSIP - 56064B852	$18.520	$74,431.88	1.4%	$68,282.81	$6,149.07	$8.04	
10,186.0000	WMCIX	WILLIAM BLAIR FDS ALLOC I CUSIP - 969251784	$12.540	$127,732.44	2.4%	$122,639.44	$5,093.00	$1,008.41	0.8%
		Alternative Strategies - Total		**$425,603.81**	**8.0%**	**$402,432.47**	**$23,171.34**	**$7,284.93**	**1.7%**
Real Estate Investments									
2,462.0000	RWX	SPDR DJ INTL REAL ESTATE ETF CUSIP - 78463X863	$41.200	$101,434.40	1.9%	$105,839.41	$(4,405.01)	$4,601.48	4.5%
		Real Estate Investments - Total		**$101,434.40**	**1.9%**	**$105,839.41**	**$(4,405.01)**	**$4,601.48**	**4.5%**
Total Portfolio Positions				**$5,336,814.90**	**100.0%**	**$4,429,980.85**	**$906,834.05**	**$131,144.73**	**2.5%**

FIFTH THIRD
PRIVATE BANK

Investment Account
SHANNON FAM CHAR FDN-ALT INV

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Accrued Income	Est. Annual Income	Est. Yield
Cash & Equivalents									
1 0300		CASH	$1.000	$1.03	0.0%	$1.03			
3,065.0000		FEDERATED TREASURY OBLIGATIONS FUND INSTITUTIONAL SHARES (INCOME INVESTMENT) CUSIP - 99FEDTOI4	$1.000	$3,065.00	2.5%	$3,065.00	$0.03	$0.31	
1,907.0000		FEDERATED TREASURY OBLIGATIONS FUND INSTITUTIONAL SHARES CUSIP - 99FEDTOI4	$1.000	$1,907.00	1.6%	$1,907.00	$0.01	$0.19	
		Cash & Equivalents - Total		**$4,973.03**	**4.1%**	**$4,973.03**	**$0.04**	**$0.50**	
Alternative Strategies									
1,808.5500	AQRIX	AQR FDS RISK PARITY FD CL I CUSIP - 00203H826	$10.770	$19,478.08	16.2%	$20,265.06		$491.93	2.5%
2,365.8950	JSOSX	J P MORGAN TR INCOME OPP SEL CUSIP - 4812A4351	$11.890	$28,130.49	23.4%	$28,146.62		$731.06	2.6%
1,898.4450	MFLDX	MAINSTAY FDS TR MARKETFIELD FD CL I CUSIP - 56064B852	$18.520	$35,159.20	29.2%	$30,282.41		$3.80	
1,589.2440	PAUPX	PIMCO ALL ASSET ALL AUTH FUND CUSIP - 72201M438	$9.900	$15,733.52	13.1%	$16,931.06		$910.64	5.8%
1,350.4690	WMCIX	WILLIAM BLAIR FDS ALLOC I CUSIP - 969251784	$12.540	$16,934.88	14.1%	$16,448.71		$133.70	0.8%
		Alternative Strategies - Total		**$115,436.17**	**95.9%**	**$112,073.86**		**$2,271.13**	**2.0%**
Total Portfolio Positions				**$120,409.20**	**100.0%**	**$117,046.89**	**$0.04**	**$2,271.63**	**1.9%**