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Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

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

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

Open to Public Inspection

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

Name of foundation **THE WARRINGTON FOUNDATION C/O FIFTH THIRD BANK, AGENT**

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

Room/suite

City or town, state or province, country, and ZIP or foreign postal code **CINCINNATI, OH 45263-0858**

A Employer identification number
31-1582067

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

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:

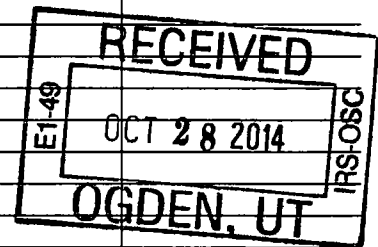
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 10,165,623.**

J Accounting method: 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 <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	5.	5.		STMT 1
	4 Dividends and interest from securities	172,120.	166,620.		STMT 2
	5a Gross rents	-318.	-318.	-318.	
	b Net rental income or (loss)	-318.			
	6a Net gain or (loss) from sale of assets not on line 10	549,770.			
	b Gross sales price for all assets on line 6a	2,083,194.			
	7 Capital gain net income (from Part IV, line 2)		549,770.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a 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	721,577.	716,077.	-318.		
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)				
	c Other professional fees (attach schedule) STMT 3	63,662.	63,662.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	16,459.	1,203.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE		
23 Other expenses (attach schedule) STMT 5	576.	238.		338.	
24 Total operating and administrative expenses. Add lines 13 through 23	80,697.	65,103.	NONE	338.	
25 Contributions, gifts, grants paid	504,782.			504,782.	
26 Total expenses and disbursements. Add lines 24 and 25	585,479.	65,103.	NONE	505,120.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	136,098.				
b Net investment income (if negative, enter -0-)		650,974.			
c Adjusted net income (if negative, enter -0-)			-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	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	1.	1.	1.
	2	Savings and temporary cash investments	112,909.	77,963.	77,963.
	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)	6,331,397.	6,502,758.	10,266,911.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	-178,849.	-179,252.	-179,252.
	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)	6,265,458.	6,401,470.	10,165,623.	
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 ▶ <input type="checkbox"/> 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, . . . ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	6,265,458.	6,401,470.	
	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)	6,265,458.	6,401,470.		
31	Total liabilities and net assets/fund balances (see instructions)	6,265,458.	6,401,470.		

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	6,265,458.
2	Enter amount from Part I, line 27a	2	136,098.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,401,556.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	86.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,401,470.

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 2,083,194.		1,533,424.	549,770.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			549,770.	
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 }		2 549,770.
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	452,131.	8,251,425.	0.054794
2011	440,200.	7,919,571.	0.055584
2010	408,101.	7,386,236.	0.055252
2009	474,303.	6,679,642.	0.071007
2008	537,674.	8,585,857.	0.062623
2 Total of line 1, column (d)			2 0.299260
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 0.059852
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 9,290,273.
5 Multiply line 4 by line 3			5 556,041.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,510.
7 Add lines 5 and 6			7 562,551.
8 Enter qualifying distributions from Part XII, line 4 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.			8 505,120.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b.	1	13,019.
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	13,019.
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	13,019.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	11,114.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	8,600.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	19,714.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,695.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 6,695. Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 SEE STATEMENT 7 Telephone no.
Located at ZIP+4
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year. 15
16 At any time during calendar year 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 Yes No 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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
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 X
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 X
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(a))? 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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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
SAM BAILEY 211 MOUNTAIN SPRING RD., FARMINGTON, CT 06032	TRUSTEE 1	-0-	-0-	-0-
LESLIE WARRINGTON BAILEY HARDY 310 CHEROKEE LANE, WINTER PARK, FL 32789	TRUSTEE 1	-0-	-0-	-0-
DAN BAILEY 3 SWALLOWFIELD LANE, CINCINNATI, OH 45174	TRUSTEE 1	-0-	-0-	-0-
JOHN WARRINGTON BAILEY PO BOX 3284, KETCHUM, ID 83340	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	9,273,267.
b	Average of monthly cash balances	1b	158,482.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	9,431,749.
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	9,431,749.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	141,476.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,290,273.
6	Minimum investment return. Enter 5% of line 5	6	464,514.

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	464,514.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	13,019.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,019.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	451,495.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	451,495.
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	451,495.

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	505,120.
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	505,120.
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	505,120.

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				451,495.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			NONE	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	115,500.			
b From 2009	145,621.			
c From 2010	408,101.			
d From 2011	55,904.			
e From 2012	50,064.			
f Total of lines 3a through e	775,190.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ <u>505,120.</u>				
a Applied to 2012, 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 2013 distributable amount				451,495.
e Remaining amount distributed out of corpus	53,625.			
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	828,815.			
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			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions)	115,500.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	713,315.			
10 Analysis of line 9:				
a Excess from 2009	145,621.			
b Excess from 2010	408,101.			
c Excess from 2011	55,904.			
d Excess from 2012	50,064.			
e Excess from 2013	53,625.			

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)

Table with columns: Tax year (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include: 2a Adjusted net income, b 85% of line 2a, c Qualifying distributions, d Exempt activities, e Qualifying distributions made directly, 3 Alternative tests (Assets, Endowment, Support).

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 [] 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:
SEE STATEMENT 8

b The form in which applications should be submitted and information and materials they should include:
SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:
SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>SEE ATTACHED SCHEDULE</p>				504,782.
Total				504,782.
b Approved for future payment				
Total				

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MONEY MARKET INTEREST	5.	5.
TOTAL	5.	5.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	12,537.	12,537.
NONDIVIDEND DISTRIBUTIONS	5,500.	
DOMESTIC DIVIDENDS	148,859.	148,859.
NONQUALIFIED FOREIGN DIVIDENDS	968.	968.
NONQUALIFIED DOMESTIC DIVIDENDS	4,256.	4,256.
TOTAL	172,120.	166,620.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER ALLOCABLE EXPENSES - 2%	63,662.	63,662.
	-----	-----
TOTALS	63,662.	63,662.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PRIOR YEAR EXCISE TAX PAID	10,000.	
EXCISE TAX ESTIMATE	5,256.	
FOREIGN TAXES ON QUALIFIED FOR	1,146.	1,146.
FOREIGN TAXES ON NONQUALIFIED	57.	57.
	-----	-----
TOTALS	16,459.	1,203.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
OTHER EXPENSES	576.	238.	338.
	-----	-----	-----
TOTALS	576.	238.	338.
	=====	=====	=====

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

=====

DESCRIPTION

AMOUNT

M-1 ADJ-BOOK TO TAX DIFFERENCE ON K-1
ROUNDING

85.

1.

TOTAL

86.
=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: FIFTH THIRD BANK, AGENT

ADDRESS: 38 FOUNTAIN SQUARE PLAZA MD 1090 HB
CINCINNATI, OH 45263

TELEPHONE NUMBER: (513)579-5440

=====

RECIPIENT NAME:

FIFTH THIRD BANK

ADDRESS:

38 FOUNTAIN SQUARE PLAZA MD 1090 FA
CINCINNATI, OH 45263

RECIPIENT'S PHONE NUMBER: 513-579-5440

FORM, INFORMATION AND MATERIALS:

LETTER

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

RENT AND ROYALTY SUMMARY

=====

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
-----	-----	-----	-----	-----
S & A RETAIL INVESTO	-318.			-318.
	-----	-----	-----	-----
TOTALS	-318.			-318.
	=====	=====	=====	=====

FEDERAL CAPITAL GAIN DISTRIBUTIONS

=====

LONG-TERM CAPITAL GAIN DISTRIBUTIONS

15% RATE CAPITAL GAIN DISTRIBUTIONS

LONG-TERM CAPITAL GAIN DIVIDENDS/DISTRIBUTION 87,468.00

TOTAL 15% RATE CAPITAL GAIN DISTRIBUTIONS 87,468.00

TOTAL LONG-TERM CAPITAL GAIN DISTRIBUTIONS 87,468.00

=====

2013 Charitable Donations for the Warrington Foundation

Name	Street Address	City, State & Zip Code	Purpose	Amount
Miss Porter's School	60 Main St.	Farmington, CT 06032	Program Support	\$1,556.15
Integrative Medicine Fdtn Inc.	55 Fifth Ave	New York, NY 10003	Program Support	\$3,000.00
JDRF - GreaterCincinnati Chapter	10901 Reed Hartman Rd.	Cincinnati, OH 45242	Program Support	\$5,000.00
Know Theatre of Cincinnati	1120 Jackson St.	Cincinnati, OH 45202	Program Support	\$5,000.00
Helping Hands of Cincinnati	4130 Lewis Ave	Cincinnati, OH 45202	Program Support	\$2,700.00
University of Virginia	1400 University Avenue	Charlottesville, VA 22903	Program Support	\$19,526.00
All Saints' Church	338 East Lyman St.	Winter Park, FL 32789	Program Support	\$5,000.00
Friends of Casa Feliz	1002 Temple Grove	Winter Park, FL 32789-2788	Program Support	\$5,000.00
The Indian Hill Church	6000 Drake Rd.	Cincinnati, OH 45243-3395	Program Support	\$5,000.00
Orlando Museum of Art	2416 N. Mills Ave.	Orlando, FL 32803-1483	Program Support	\$20,000.00
Orlando Philharmonic Orchestra	P.O. Box 540203	Orlando, FL 32854-0203	Program Support	\$40,000.00
Winter Park Public Library	460 N New England Ave	Winter Park, FL 32789-4493	Program Support	\$10,000.00
New Britain Museum of Art	56 Lexington St.	Lexington, CT 06052-1412	Program Support	\$10,000.00
Our Companions	P.O. BOX 673	Bloomington, CT 06002	Program Support	\$10,000.00
Hartford Boys & Girls Club	170 Sigourney St.	Hartford, CT 06105	Program Support	\$5,000.00
Salisbury School	251 Canaan Rd.	Salisbury, CT 06068	Program Support	\$2,500.00
Village for Families & Children	Albany Ave	Hartford, CT 06105	Program Support	\$5,000.00
Nantucket Historical Assn.	15 Broad St.	Nantucket, MA 02554	Program Support	\$5,000.00
Humane Society of the US	2100 L. St., NW	Washington, DC 20037	Program Support	\$2,500.00
Nantucket Conservation Assn.	P.O. Box 13	Nantucket, MA 02554	Program Support	\$10,000.00
Colgate University	13 Oak St.	Hamilton, NY 13346	Program Support	\$2,500.00
St Paul's School	325 Pleasant St.	Concord, NH 03301-2591	Program Support	\$2,500.00
Trinity College	300 Summit St.	Hartford, CT 06106	Program Support	\$30,000.00
Boys & Girls Club of Greater Cincinnati	600 Dalton Ave.	Cincinnati, OH 45203	Program Support	\$500.00
Camp Leelanau & Kohahna	1653 Port Oneida Rd	Maple City, MI 49664	Program Support	\$500.00
Caracole	1821 Summit Rd. Suite 1	Cincinnati, OH 45237	Program Support	\$500.00
Chatfield Memorial Fund	8605 Shawnee Run Rd	Cincinnati, OH 45243	Program Support	\$500.00
Children's Home of Cincinnati	5050 Madison Rd	Cincinnati, OH 45227	Program Support	\$1,000.00
Cincinnati Art Museum	953 Eden Park Dr.	Cincinnati, OH 45202-1596	Program Support	\$1,000.00
Cincinnati Ballet	1555 Central Parkway	Cincinnati, OH 45214	Program Support	\$1,500.00
Cincinnati Museum Center	1301 Western Ave.	Cincinnati, OH 45203	Program Support	\$3,000.00
Cincinnati Nature Center	4949 Tealtown Rd.	Milford, OH 45150-9752	Program Support	\$500.00
Cincinnati Parks Foundation	950 Eden Park Drive	Cincinnati, OH 45202	Program Support	\$2,000.00
Cincinnati Public Radio	1223 Central Parkway	Cincinnati, OH 45214	Program Support	\$500.00
Cincinnati Scholarship Foundation	652 Main St. # 3	Cincinnati, OH 45202	Program Support	\$3,000.00
Cincinnati Zoo & Botanical Garden	3400 Vine St.	Cincinnati, OH 45220-1399	Program Support	\$1,000.00
Contemporary Dance Theatre	1805 Larch Ave.	Cincinnati, OH 45224	Program Support	\$2,500.00
Crayons to Computers	1250 Tennessee Ave.	Cincinnati, OH 45229	Program Support	\$500.00

Arts Wave	20 E Central Parkway	Cincinnati, OH 45202	Program Support	\$1,500.00
Freestore Foodbank	1250 Tennessee Ave.	Cincinnati, OH 45229	Program Support	\$2,000.00
Global Education Fund	2222 14th Street	Boulder, CO 80302	Program Support	\$10,000.00
Grand Traverse Reg. Land	3860 N. Long Lake Rd. Suite	Traverse City, MI 49684-9601	Program Support	\$1,000.00
Hillside Trust	710 Tusculum Ave	Cincinnati, OH 45202	Program Support	\$1,000.00
The Indian Hill Church	6000 Drake Rd.	Cincinnati, OH 45243-3395	Program Support	\$13,000.00
Joy Outdoor Education	Box 157	Clarksville, OH 45113	Program Support	\$11,000.00
Kiawah Conservancy	80 Kestrel Ct.	Kiawah Island, SC 29455	Program Support	\$2,000.00
Lawrenceville Camp	P.O. Box 6125	Lawrenceville, NJ 08648	Program Support	\$500.00
Queen City Foundation	P.O. Box 3145	Cincinnati, OH 45201	Program Support	\$500.00
Seven Hills School	5400 Redbank Rd	Cincinnati, OH 45227	Program Support	\$500.00
Seven Hills School	5400 Redbank Rd.	Cincinnati, OH 45227	Program Support	\$5,000.00
Stepping Stones Center	24 Spring Hill Lane	Cincinnati, OH 45243	Program Support	\$1,000.00
Taft Museum of Art	316 Pike St.	Cincinnati, OH 45202-4293	Program Support	\$2,500.00
Lawrenceville Fund	P.O. Box 6125	Lawrenceville, NJ 08648	Program Support	\$5,000.00
The New School	3 Burton Woods Lane	Cincinnati, OH 45229	Program Support	\$1,500.00
University of Vermont	411 Main St	Burlington, VT 05401	Program Support	\$1,500.00
University of Virginia	1400 University Avenue	Charlottesville, VA 22903	Program Support	\$16,000.00
Environmental Resource Center	411 East 6th St.	Ketchum, ID 83340	Program Support	\$1,000.00
Middlebury College	Hillcrest	Middlebury, VT 05753	Program Support	\$1,000.00
Tibet Fund - Delek Hospital	Kharadanda Rd.	India	Delek Hospital Charitable Gift	\$15,000.00
Sea Doc. Society	3213 West Wheeler, Suite 2	Seattle, WA 98199	Program Support	\$15,000.00
Alexandria Seaport Foundation	P O. Box 25036	Alexandria, VA 22313	Program Support	\$5,000.00
Lawrenceville Camp	P.O. Box 6125	Lawrenceville, NJ 08648	Program Support	\$1,000.00
Idaho Rivers United	PO Box 633	Boise, ID 83701	Program Support	\$1,000.00
Rocky Mountain Wild	1536 Wynkoop St. #303	Denver, CO 80202	Program Support	\$1,000.00
Wood River Community YMCA	P.O. Box 6801	Ketchum, ID 83340	Program Support	\$50,000.00
Agnes Irwin School	275 S Ithan Ave	Bryn Mawr, PA 19010	Program Support	\$10,000.00
Raptor, Inc	961 Barg Salt Run Road	Milford, OH 45150	Program Support	\$10,000.00
Albin Polasek Museum	633 Osceola Ave	Winter Park, FL 32789	Program Support	\$30,000.00
AOPA Air Safety Fdn	421 Aviation Way	Frederick, MD 21701	Program Support	\$500.00
Beechwood Home	2140 Pogue Ave	Cincinnati, OH 45208	Program Support	\$1,000.00
Books for Africa	253 E 4th St	St Paul, MN 55101	Program Support	\$1,000.00
Cincinnati Country Day	6905 Given Rd	Cincinnati, OH 45243	Program Support	\$500.00
City Gospel Mission	1419 Elm St	Cincinnati, OH 45202	Program Support	\$1,000.00
Consciousness In Action	114 Wellington Place	Cincinnati, OH 45219	Program Support	\$3,000.00
Dansgroep Foltz and Company	Hereweg 346	Meeden	Program Support	\$3,000.00
Direct Relief	27 S. LaPatera Ln	Santa Barbara, CA 93117	Program Support	\$3,500.00
Drop Inn Center	217 W 12th St	Cincinnati, OH 45202	Program Support	\$1,000.00
Globus Relief	1775 W 1500 S	Salt Lake City, UT 84104	Program Support	\$3,000.00

Greater Cincinnati Dance Alliance	PO Box 333	Cincinnati, OH 45174	Program Support	\$500.00
Native Rights Fund	1506 Broadway	Boulder, CO 80302	Program Support	\$2,000.00
Nature Conservancy	4245 N Fairfax Drive	Arlington, VA 22203	Program Support	\$2,000.00
Prokids	2605 Burnet Ave	Cincinnati, OH 45219	Program Support	\$2,500.00
Watershed Center	407 Vine St	Cincinnati, OH 45219	Program Support	\$2,000.00
WNKU	301 Landrum Academic Ctr	Highland Heights, KY 41099	Program Support	\$500.00
World Wildlife Fund	1250 24th St, N.W.	Washington, DC 20037	Program Support	\$5,000.00
Lawrenceville School	2500 Main St	Lawrenceville, NJ 08648	Program Support	\$10,000.00
Mapleton Education Foundation	591 E 80th Ave	Denver, CO 80202	Program Support	\$1,000.00
Wilderness Workshop	520 S 3rd St #27	Carbondale, CO 81623	Program Support	\$1,000.00
Bigwood School	100Saddle Rd	Ketchum, ID 83340	Program Support	\$20,000.00

TOTAL 2012 CONTRIBUTIONS

\$504,782.15

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Accrued Income	Est. Annual Income	Est. Yield
Cash & Equivalents									
1.3100		CASH	\$1.000	\$1.31	0.0%	\$1.31			
35,360.0000		FIFTH THIRD BANKSAFE TRUST (INCOME INVESTMENT) CUSIP - 316775907	\$1.000	\$35,360.00	0.3%	\$35,360.00	\$0.04	\$1.06	\$1.06
42,603.0000		FIFTH THIRD BANKSAFE TRUST CUSIP - 316775907	\$1.000	\$42,603.00	0.4%	\$42,603.00	\$0.05	\$1.28	\$1.28
Cash & Equivalents - Total						\$77,964.31	\$0.09	\$2.34	

Equities

1,000.0000	AXS	AXIS CAPITAL HOLDINGS LTD CUSIP - G0692U109	\$47.570	\$47,570.00	0.5%	\$45,523.20	\$270.00	\$1,080.00	2.3%
9,000.0000	ACAS	AMERICAN CAP LTD CUSIP - 02503Y103	\$15.640	\$140,760.00	1.4%	\$129,398.60			
1,000.0000	AMGN	AMGEN INC CUSIP - 031162100	\$114.080	\$114,080.00	1.1%	\$109,200.00		\$2,440.00	2.1%
1,000.0000	AAPL	APPLE INC CUSIP - 037833100	\$561.020	\$561,020.00	5.4%	\$111,857.50		\$12,200.00	2.2%
10,000.0000	BAC	BANK AMER CORP CUSIP - 060505104	\$15.570	\$155,700.00	1.5%	\$216,808.47		\$400.00	0.3%
10,334.7530	BARAX	BARON ASSET FD SH BEN INT FUND #585 CUSIP - 068278100	\$62.080	\$641,581.47	6.2%	\$578,065.83		\$423.72	0.1%
2,000.0000	COF	CAPITAL ONE FINL CORP CUSIP - 14040H105	\$76.610	\$153,220.00	1.5%	\$96,022.00		\$2,400.00	1.6%
2,000.0000	CELG	CELGENE CORP CUSIP - 151020104	\$168.968	\$337,936.00	3.3%	\$122,788.30			
10,000.0000	CSCO	CISCO SYSTEMS INC CUSIP - 17275R102	\$22.430	\$224,300.00	2.2%	\$168,905.70		\$6,800.00	3.0%

Investment Account

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Accrued Income	Est Annual Income	Est Yield
3,000.0000	CMCSA	COMCAST CORP CL A CUSIP - 20030N101	\$51.965	\$155,895.00	1.5%	\$103,873.50	\$585.00	\$2,340.00	1.5%
1,000.0000	COP	CONOCOPHILLIPS CUSIP - 20825C104	\$70.650	\$70,650.00	0.7%	\$19,634.05		\$2,760.00	3.9%
700.0000	DE	DEERE & CO CUSIP - 244199105	\$91.330	\$63,931.00	0.6%	\$61,593.00	\$357.00	\$1,428.00	2.2%
3,000.0000	DIS	DISNEY WALT CO CUSIP - 254687106	\$76.400	\$229,200.00	2.2%	\$92,338.80	\$2,580.00	\$2,580.00	1.1%
12,172.4780	DODFX	DODGE & COX INTL STOCK FUND CUSIP - 256206103	\$43.040	\$523,903.45	5.1%	\$443,716.92		\$8,459.87	1.6%
1,000.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	\$64.970	\$64,970.00	0.6%	\$46,929.90		\$1,800.00	2.8%
10,000.0000	EMC	E M C CORP/MASS CUSIP - 268648102	\$25.150	\$251,500.00	2.4%	\$146,600.00		\$4,000.00	1.6%
4,500.0000	EMR	EMERSON ELEC CO CUSIP - 291011104	\$70.180	\$315,810.00	3.1%	\$213,519.42		\$7,740.00	2.5%
700.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	\$101.200	\$70,840.00	0.7%	\$20,350.34		\$1,764.00	2.5%
42,705.0000	GPIX	GRANDEUR PEAK INTL OPP INSTL CUSIP - 317609352	\$3.280	\$140,072.40	1.4%	\$119,455.59		\$683.28	0.5%
9,000.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	\$28.030	\$252,270.00	2.4%	\$251,510.00	\$1,980.00	\$7,920.00	3.1%
5,600.0000	GILD	GILEAD SCIENCES INC COMMON CUSIP - 375558103	\$75.100	\$420,560.00	4.1%	\$136,410.96			
500.0000	GS	GOLDMAN SACHS GROUP CUSIP - 38141G104	\$177.260	\$88,630.00	0.9%	\$86,424.00		\$1,100.00	1.2%
2,000.0000	HD	HOME DEPOT INC CUSIP - 437076102	\$82.340	\$164,680.00	1.6%	\$41,745.00		\$3,120.00	1.9%



Investment Account
AGT THE WARRINGTON FOUNDATION

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Accrued Income	Est. Annual Income	Est. Yield
4,000.0000	HON	HONEYWELL INTL INC CUSIP - 438516106	\$91.370	\$365,480.00	3.5%	\$111,480.00		\$7,200.00	2.0%
5,200.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	\$58.480	\$304,096.00	2.9%	\$222,930.76		\$7,904.00	2.6%
1,500.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	\$91.590	\$137,385.00	1.3%	\$53,261.40		\$3,960.00	2.9%
1,400.0000	MRK	MERCK & CO INC NEW CUSIP - 58933Y105	\$50.050	\$70,070.00	0.7%	\$52,500.00	\$616.00	\$2,464.00	3.5%
3,000.0000	MYL	MYLAN INC. CUSIP - 628530107	\$43.400	\$130,200.00	1.3%	\$82,380.00			
4,500.0000	NOV	NATIONAL-OILWELL INC COM CUSIP - 637071101	\$79.530	\$357,885.00	3.5%	\$221,739.92		\$4,680.00	1.3%
1,500.0000	NKE	NIKE INC CL B CUSIP - 654106103	\$78.640	\$117,960.00	1.1%	\$32,958.52	\$360.00	\$1,440.00	1.2%
1,500.0000	NSC	NORFOLK SOUTHN CORP CUSIP - 655844108	\$92.830	\$139,245.00	1.3%	\$105,444.50		\$3,120.00	2.2%
5,530.6400	ODVYX	OPPENHEIMER DVLPING MKTS-Y CUSIP - 683974505	\$37.560	\$207,730.84	2.0%	\$186,586.96		\$901.49	0.4%
5,000.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	\$81.410	\$407,050.00	3.9%	\$160.02		\$12,030.00	3.0%
6,000.0000	QCOM	QUALCOMM INC COM CUSIP - 747525103	\$74.250	\$445,500.00	4.3%	\$243,623.70		\$8,400.00	1.9%
3,000.0000	ROC	ROCKWOOD HLDGS INC CUSIP - 774415103	\$71.920	\$215,760.00	2.1%	\$139,112.55		\$5,400.00	2.5%
13,770.7880	RYPRX	ROYCE FD PREMIER INVT	\$22.110	\$304,472.12	2.9%	\$224,156.90		\$2,630.22	0.9%

Investment Account

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Accrued Income	Est. Annual Income	Est. Yield
Equities									
FUND 265									
		CUSIP - 780905600							
2,000.0000	SNDK	SANDISK CORP CUSIP - 80004C101	\$70.540	\$141,080.00	1.4%	\$118,260.85		\$1,800.00	1.3%
2,000.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	\$90.110	\$180,220.00	1.7%	\$135,785.20	\$625.00	\$2,500.00	1.4%
1,000.0000	SBUX	STARBUCKS CORP COM CUSIP - 855244109	\$78.390	\$78,390.00	0.8%	\$50,429.90		\$1,040.00	1.3%
1,500.0000	SY	SYSCO CORP CUSIP - 871829107	\$36.100	\$54,150.00	0.5%	\$41,265.00	\$435.00	\$1,740.00	3.2%
7,135.0000	FFRX	TEMPLETON FRONTIER MARKETS GLOBAL INVT TR CUSIP - 88019R641	\$18.280	\$130,427.80	1.3%	\$118,725.39		\$2,582.87	2.0%
7,664.0000	THDX	THORNBURG DEVELOPING WORLD FUND DEVELOPING WORLD FD INSTL CL I CUSIP - 885216606	\$19.060	\$146,075.84	1.4%	\$141,302.15		\$53.65	
3,800.0000	VZ	VERIZON COMMUNICATIONS CUSIP - 92343V104	\$49.140	\$186,732.00	1.8%	\$113,347.19		\$8,056.00	4.3%
11,745.0000	WAFM	WASATCH FRONT EM SMALL COUNTRIES CUSIP - 936793819	\$3.110	\$36,526.95	0.4%	\$35,000.10		\$23.49	0.1%
86,206.8150	WAEM	WASATCH EMER MKTS SMALL CAP CUSIP - 936793884	\$2.650	\$228,448.06	2.2%	\$223,089.57		\$1,120.69	0.5%
3,000.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	\$45.400	\$136,200.00	1.3%	\$64,488.28		\$3,600.00	2.6%



Investment Account
 AGT THE WARRINGTON FOUNDATION

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Accrued Income	Est. Annual Income	Est. Yield
2,500.0000	YUM	YUM! BRANDS INC COMMON STOCK CUSIP - 988498101	\$75.610	\$189,025.00	1.8%	\$68,126.30		\$3,700.00	2.0%
Equities - Total				\$9,899,188.93	95.7%	\$6,148,826.24	\$7,808.00	\$157,785.28	1.6%

Alternative Strategies

2,823.0000	MFLDX	MAINSTAY FDS TR MARKETFIELD FD CL I CUSIP - 56064B852	\$18.520	\$52,281.96	0.5%	\$49,741.26		\$5.65	
8,000.0000	MLPI	UBS E-TRACS ALERJAN MLP INFRASTR ETN ETF CUSIP - 902641646	\$39.430	\$315,440.00	3.0%	\$304,190.00		\$14,520.00	4.6%

Alternative Strategies - Total

Alternative Strategies - Total				\$367,721.96	3.6%	\$353,931.26		\$14,525.65	4.0%
Total Portfolio Positions				\$10,344,875.20	100.0%	\$6,580,721.81	\$7,808.09	\$172,313.27	1.7%