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

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

OMB No. 1545-0052

2013**Open to Public Inspection****For calendar year 2013 or tax year beginning****10/01, 2013, and ending****09/30, 2014**Name of foundation **FAIRWAYS FOUNDATION, FIFTH THIRD BANK****CO-TRUSTEE**

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

Room/suite

P O BOX 630858

City or town, state or province, country, and ZIP or foreign postal code

CINCINNATI, OH 45263-0858**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:**☐ 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) ▶ \$ 3,858,724.****J Accounting method:** ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

A Employer identification number**31-1628541****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 ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions).)(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)	25,240.			
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	86,089.	85,166.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	475,974.			
b	Gross sales price for all assets on line 6a	684,339.			
7	Capital gain net income (from Part IV, line 2)		475,974.		
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	587,303.	561,140.		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT. 2	2,209.	209.		
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. 3	17,543.	13,580.		3,963.
24	Total operating and administrative expenses. Add lines 13 through 23	19,752.	13,789.	NONE	3,963.
25	Contributions, gifts, grants paid	56,000.			56,000.
26	Total expenses and disbursements. Add lines 24 and 25	75,752.	13,789.	NONE	59,963.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	511,551.			
b	Net investment income (if negative, enter -0-)		547,351.		
c	Adjusted net income (if negative, enter -0-)				

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	148,599.	248,203.	248,203.
	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)	1,811,437.	2,221,141.	3,233,113.
	c	Investments - corporate bonds (attach schedule)	347,607.	348,434.	377,407.
	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)	2,307,644.	2,817,779.	3,858,724.	
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.				
	27	Capital stock, trust principal, or current funds	2,307,644.	2,817,779.	
	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)	2,307,644.	2,817,779.	
	31	Total liabilities and net assets/fund balances (see instructions)	2,307,644.	2,817,779.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,307,644.
2	Enter amount from Part I, line 27a	2	511,551.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,819,195.
5	Decreases not included in line 2 (itemize) ▶	5	1,416.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,817,779.

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 684,339.		208,365.	475,974.		
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			475,974.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	475,974.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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	129,824.	2,868,464.	0.045259
2011	116,693.	2,527,346.	0.046172
2010	88,288.	2,432,696.	0.036292
2009	94,002.	2,198,368.	0.042760
2008	75,659.	1,817,789.	0.041621
2 Total of line 1, column (d)			0.212104
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			0.042421
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		3,356,529.	
5 Multiply line 4 by line 3			142,387.
6 Enter 1% of net investment income (1% of Part I, line 27b)			5,474.
7 Add lines 5 and 6			147,861.
8 Enter qualifying distributions from Part XII, line 4			59,963.
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)		1	10,947.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b. . . .			
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	10,947.
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	10,947.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013. . . .	6a	2,577.	
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	2,577.	
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	8,370.	
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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. . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► OH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation. . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. . . .	X	

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 ▶ FIFTH THIRD BANK, CO-TRUSTEE Telephone no. ▶ (513) 579-5498			
	Located at ▶ 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH ZIP+4 ▶ 45263			
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
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b****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 **6b** ☒

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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	CO-TRUSTEE			
38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH 45263	1	-0-	-0-	-0-
NARLEY L. HALEY	CO-TRUSTEE			
56 CARRINGTON POINT, FT. THOMAS, KY 41075	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**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 <u>N/A</u>	
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 <u>N/A</u>	
2	
All other program-related investments. See instructions.	
3 <u>NONE</u>	
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	3,255,530.
b	Average of monthly cash balances	1b	152,114.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,407,644.
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	3,407,644.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	51,115.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,356,529.
6	Minimum investment return. Enter 5% of line 5	6	167,826.

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	167,826.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	10,947.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,947.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	156,879.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	156,879.
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	156,879.

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	59,963.
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	59,963.
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	59,963.

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				156,879.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			13,147.	
b Total for prior years: 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		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: ► \$ <u>59,963.</u>				
a Applied to 2012, but not more than line 2a			13,147.	
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				46,816.
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				110,063.
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**

1 a 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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ☐ 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 6

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	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
Name and address (home or business)				
a Paid during the year SEE STATEMENT 10				56,000.
Total			▶ 3a	56,000.
b Approved for future payment				
Total			▶ 3b	

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

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

[illegible]

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

b If "Yes," complete the following schedule.

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

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

**Sign
Here**

Signature of officer or trustee

01/06/2015
Date

▶ Tax Officer
Title

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

FIFTH THIRD BANK, CO-TTEE

**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.	

Schedule of Contributors

OMB No. 1545-0047

2013

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization

Employer identification number

FAIRWAYS FOUNDATION, FIFTH THIRD BANK

31-1628541

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐

527 political organization

Form 990-PF

☐

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☒

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒

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

Special Rules

☐

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

☐

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

☐

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

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

Name of organization

FAIRWAYS FOUNDATION, FIFTH THIRD BANK

Employer identification number

31-1628541

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ALEXANDRA ELLIOTT 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263	\$ 372,440.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
2	CAMERON ELLIOTT 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	238.	238.
FOREIGN DIVIDENDS	5,119.	5,119.
NONDIVIDEND DISTRIBUTIONS	923.	
DOMESTIC DIVIDENDS	66,658.	66,658.
NONQUALIFIED FOREIGN DIVIDENDS	242.	242.
NONQUALIFIED DOMESTIC DIVIDENDS	12,909.	12,909.
	-----	-----
TOTAL	86,089.	85,166.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX ESTIMATE	2,000.	
FOREIGN TAXES ON QUALIFIED FOR	166.	166.
FOREIGN TAXES ON NONQUALIFIED	43.	43.
	-----	-----
TOTALS	2,209.	209.
	=====	=====

FAIRWAYS FOUNDATION, FIFTH THIRD BANK

31-1628541

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
	17,543.	13,580.	3,963.
TOTALS	----- 17,543. =====	----- 13,580. =====	----- 3,963. =====

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

DESCRIPTION -----	AMOUNT -----
ROC ADJ	1,415.
ROUNDING	1.

TOTAL	1,416.
	=====

FAIRWAYS FOUNDATION, FIFTH THIRD BANK

31-1628541

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

=====

NAME AND ADDRESS

ALEXANDRA ELLIOTT
38 FOUNTAIN SQUARE PLAZA
CINCINNATI, OH 45263

STATEMENT 5

RECIPIENT NAME:

THE FAIRWAYS FOUNDATION

ADDRESS:

38 FOUNTAIN SQUARE PLAZA

CINCINNATI, OH 45263

RECIPIENT'S PHONE NUMBER: 513/579-5498

FORM, INFORMATION AND MATERIALS:

AVAILABLE UPON REQUEST

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

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

RECIPIENT NAME:
SAVE THE ANIMALS
FOUNDATION
ADDRESS:
P.O. BOX 932086
CLEVELAND, OH 44193
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
LEAGUE FOR ANIMAL WELFARE
ADDRESS:
P.O. BOX 30229
CINCINNATI, OH 45230
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
THE SCRATCHING POST
ADDRESS:
6958 PLAINFIELD RD
CINCINNATI, OH 45236
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
CRANE MOUNTAIN VALLEY
HORSE RESCUE, INC.
ADDRESS:
7556 NYS ROUTE 9N
WESTPORT, NY 12993
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
ALLEY CAT ALLIES
ADDRESS:
7920 NORFOLK AVENUE
BETHESDA, MD 20814
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
UCAN SPAY/NEUTER CLINIC
ADDRESS:
1230 W. EIGHTH STREET
CINCINNATI, OH 45203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
THE HUMANE SOCIETY OF THE
ADDRESS:
2100 L ST., NW
WASHINGTON, DC 20037
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
BEST FRIENDS ANIMAL SOCIETY
ADDRESS:
5001 ANGEL CANYON ROAD
KANAB, UT 84741
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPOR
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
OHIO ALLEYCAT RESOURCE &
SPAY/NEUTER CLINIC
ADDRESS:
5619 ORLANDO PLACE
CINCINNATI, OH 45227
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

ORPHAN ACRES

ADDRESS:

P.O. BOX 110

VIOLA, ID 83872

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

HUMANE SOCIETY OF SOUTHERN ARIZONA

ADDRESS:

3450 NORTH KELVIN BLVD

TUCSON, AZ 85716

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATIN SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

TOTAL GRANTS PAID:

56,000.

=====



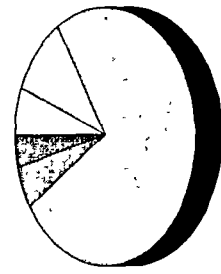
CO-TR U/A FAIRWAYS FOUNDATION

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

INVESTMENT ALLOCATION SUMMARY

Description	Last Statement Market Value	This Statement Market Value	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	\$240,162.01	\$248,204.31	6%	\$24.82	0.0%
Fixed Income	\$384,165.29	\$377,407.31	10%	\$19,127.36	5.1%
Equities	\$2,918,116.75	\$2,864,488.40	74%	\$61,678.26	2.2%
Alternative Strategies	\$215,333.03	\$209,926.98	5%	\$8,830.02	4.2%
Real Estate Investments	\$169,901.71	\$158,697.51	4%	\$4,932.34	3.1%
Total Account Value	\$3,927,678.79	\$3,858,724.51	100%	\$94,592.80	2.5%

- ☐ Cash and Equivalents - 6%
- ☐ Fixed Income - 10%
- ☐ Equities - 74%
- ☒ Alternative Strategies - 5%
- ☒ Real Estate Inv. - 4%



Net change in total account value (1.8) % Decrease

ACCOUNT SUMMARY

	Income Cash	Principal Cash	Investments*	Total
Beginning Balance	\$152,767.22	\$87,394.79	\$3,687,516.78	\$3,927,678.79
Income	\$8,410.52			\$8,410.52
Distributions	\$(368.22)			\$(368.22)
Change in Market Value			\$(76,996.58)	\$(76,996.58)
Ending Balance	\$160,809.52	\$87,394.79	\$3,610,520.20	\$3,858,724.51

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

ACCOUNT OVERVIEW

	Current Period	Calendar YTD
Income Earned		
Interest	\$2.40	\$10.99
Dividends	\$8,408.12	\$64,951.78
Total Income Earned	\$8,410.52	\$64,962.77
Contributions		
Cash	\$0.00	\$25,000.00
Security Deposits	\$0.00	\$370,560.00
Total Contributions	\$0.00	\$395,560.00
Distributions		
Cash	\$(368.22)	\$(14,841.27)
Total Distributions	\$(368.22)	\$(14,841.27)
Security Transactions		
Purchases	\$0.00	\$(508,306.92)
Sales	\$0.00	\$569,007.21
Net Security Transactions	\$0.00	\$60,700.29
Change in Market Value	\$(76,996.58)	\$149,796.07

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	\$0.00	\$0.00
Long-term gain/(loss)	\$0.00	\$460,856.21
Net realized gain/(loss)	\$0.00	\$460,856.21

INVESTMENT OBJECTIVE

Aggressive Growth

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



CO-TR U/A FAIRWAYS FOUNDATION

PORTFOLIO POSITIONS									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
1.3100		CASH	\$1.000	\$1.31	0.0%	\$1.31			
160,809.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES (INCOME INVESTMENT) CUSIP - 99FEDPVO1	\$1.000	\$160,809.00	4.2%	\$160,809.00		\$16.08	
87,394.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES CUSIP - 99FEDPVO1	\$1.000	\$87,394.00	2.3%	\$87,394.00		\$8.74	
Cash & Equivalents - Total						\$248,204.31	6.4%	\$248,204.31	\$24.82
Fixed Income									
19,000.0000	EIBLX	EATON VANCE MUT FDS TR FLTG RATE FD CL I CUSIP - 277911491	\$9.020	\$171,380.00	4.4%	\$174,320.00	\$(2,940.00)	\$6,498.00	3.8%
29,099.9020	PRHYX	T ROWE HIGH YIELD FD-INV CUSIP - 741481105	\$7.080	\$206,027.31	5.3%	\$174,114.40	\$31,912.91	\$12,629.36	6.1%
Fixed Income - Total						\$377,407.31	9.8%	\$348,434.40	\$19,127.36
Equities									
740.0000	T	AT&T INC CUSIP - 00206R102	\$35.240	\$26,077.60	0.7%	\$19,220.60	\$6,857.00	\$1,361.60	5.2%
500.0000	ABT	ABBOTT LABS CUSIP - 002824100	\$41.590	\$20,795.00	0.5%	\$10,540.13	\$10,254.87	\$440.00	2.1%
500.0000	ABBV	ABBVIE INC CUSIP - 00287Y109	\$57.760	\$28,880.00	0.7%	\$11,429.87	\$17,450.13	\$840.00	2.9%
650.0000	AXP	AMERICAN EXPRESS CO CUSIP - 025816109	\$87.540	\$56,901.00	1.5%	\$29,626.94	\$27,274.06	\$676.00	1.2%



CO-TR U/A FAIRWAYS FOUNDATION

PORTFOLIO POSITIONS							(continued)	
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income Yield
Equities								
400.0000	APA	APACHE CORP CUSIP - 0374111105	\$93.870	\$37,548.00	1.0%	\$27,928.50	\$9,619.50	\$400.00 1.1%
2,800.0000	AAPL	APPLE INC CUSIP - 037833100	\$100.750	\$282,100.00	7.3%	\$50,348.00	\$231,752.00	\$5,264.00 1.9%
600.0000	BMY	BRISTOL MYERS SQUIBB CO CUSIP - 110122108	\$51.180	\$30,708.00	0.8%	\$20,315.70	\$10,392.30	\$864.00 2.8%
275.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	\$119.320	\$32,813.00	0.9%	\$34,578.36	\$(1,765.36)	\$1,177.00 3.6%
1,200.0000	KO	COCA COLA CO CUSIP - 191216100	\$42.660	\$51,192.00	1.3%	\$38,180.80	\$13,011.20	\$1,464.00 2.9%
650.0000	DIS	DISNEY WALT CO CUSIP - 254687106	\$89.030	\$57,869.50	1.5%	\$56,121.00	\$1,748.50	\$559.00 1.0%
500.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	\$71.760	\$35,880.00	0.9%	\$24,340.00	\$11,540.00	\$940.00 2.6%
1,200.0000	EMC	E M C CORP/MASS CUSIP - 268648102	\$29.260	\$35,112.00	0.9%	\$15,940.00	\$19,172.00	\$552.00 1.6%
350.0000	EOG	EOG RES INC COM CUSIP - 26875P101	\$99.020	\$34,657.00	0.9%	\$40,467.00	\$(5,810.00)	\$234.50 0.7%
500.0000	ECL	ECOLAB INC CUSIP - 278865100	\$114.830	\$57,415.00	1.5%	\$19,018.75	\$38,396.25	\$550.00 1.0%
800.0000	EMR	EMERSON ELEC CO CUSIP - 291011104	\$62.580	\$50,064.00	1.3%	\$19,944.00	\$30,120.00	\$1,376.00 2.7%
500.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	\$94.050	\$47,025.00	1.2%	\$21,475.00	\$25,550.00	\$1,380.00 2.9%
300.0000	FDX	FEDEX CORPORATION CUSIP - 31428X106	\$161.450	\$48,435.00	1.3%	\$15,660.00	\$32,775.00	\$240.00 0.5%
800.0000	GE	GENERAL ELECTRIC CO	\$25.620	\$20,496.00	0.5%	\$27,113.00	\$(6,617.00)	\$704.00 3.4%



04-0930

CO-TR U/A FAIRWAYS FOUNDATION

PORTFOLIO POSITIONS							(continued)	
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income Yield
Equities								
		CUSIP - 369604103						
500.0000	GPC	GENUINE PARTS CO COM	\$87.710	\$43,855.00	1.1%	\$18,425.00	\$25,430.00	\$1,150.00 2.6%
		CUSIP - 372460105						
600.0000	GILD	GILEAD SCIENCES INC COMMON CUSIP - 375558103	\$106.450	\$63,870.00	1.7%	\$20,249.85	\$43,620.15	
		CUSIP - 458140100						
1,000.0000	INTC	INTEL CORP CUSIP - 458140100	\$34.820	\$34,820.00	0.9%	\$28,243.50	\$6,576.50	\$900.00 2.6%
		CUSIP - 464287234						
1,500.0000	EEM	ISHARES MSCI EMERGING MKTS IND F CUSIP - 464287234	\$41.560	\$62,340.00	1.6%	\$62,997.75	\$(657.75)	\$1,059.00 1.7%
		CUSIP - 464287465						
4,500.0000	EFA	ISHARES MSCI EAFE INDEX FD CUSIP - 464287465	\$64.120	\$288,540.00	7.5%	\$277,151.58	\$11,388.42	\$10,026.00 3.5%
		CUSIP - 464287507						
800.0000	IJH	ISHARES CORE S&P MID-CAP ETF CUSIP - 464287507	\$136.740	\$109,392.00	2.8%	\$59,361.14	\$50,030.86	\$1,406.40 1.3%
		CUSIP - 464287804						
1,870.0000	IJR	ISHARES CORE S&P SMALL-CAP ETF CUSIP - 464287804	\$104.300	\$195,041.00	5.1%	\$113,072.06	\$81,968.94	\$2,417.91 1.2%
		CUSIP - 46625H100						
950.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	\$60.240	\$57,228.00	1.5%	\$41,582.74	\$15,645.26	\$1,520.00 2.7%
		CUSIP - 478160104						
250.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	\$106.590	\$26,647.50	0.7%	\$16,737.50	\$9,910.00	\$700.00 2.6%
		CUSIP - 502424104						
200.0000	LLL	L-3 COMMUNICATIONS HLDGS INC CUSIP - 502424104	\$118.920	\$23,784.00	0.6%	\$14,595.35	\$9,188.65	\$480.00 2.0%
		CUSIP - 50540R409						
400.0000	LH	LABORATORY CORP AMER HLDGS CUSIP - 50540R409	\$101.750	\$40,700.00	1.1%	\$31,091.00	\$9,609.00	
		CUSIP - 548661107						
1,200.0000	LOW	LOWES COS INC CUSIP - 548661107	\$52.920	\$63,504.00	1.6%	\$60,413.52	\$3,090.48	\$1,104.00 1.7%
		CUSIP - 548661107						
975.0000	MDU	MDU RES GROUP INC COM	\$27.810	\$27,114.75	0.7%	\$19,870.40	\$7,244.35	\$692.25 2.6%



CO-TR U/A FAIRWAYS FOUNDATION

		PORTFOLIO POSITIONS				(continued)		
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income Yield
Equities								
		CUSIP - 552690109						
450.0000	MDT	MEDTRONIC INC CUSIP - 585055106	\$61.950	\$27,877.50	0.7%	\$20,330.57	\$7,546.93	\$549.00 2.0%
750.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	\$46.360	\$34,770.00	0.9%	\$20,623.50	\$14,146.50	\$930.00 2.7%
1,000.0000	MCHP	MICROCHIP TECHNOLOGY INC COM CUSIP - 595017104	\$47.230	\$47,230.00	1.2%	\$30,390.00	\$16,840.00	\$1,424.00 3.0%
2,300.0000	MS	MORGAN STANLEY CUSIP - 617446448	\$34.570	\$79,511.00	2.1%	\$74,037.00	\$5,474.00	\$920.00 1.2%
655.0000	PNC	PNC FINANCIAL SERVICES GROUP CUSIP - 693475105	\$85.580	\$56,054.90	1.5%	\$40,787.37	\$15,267.53	\$1,257.60 2.2%
300.0000	PEP	PEPSICO INC COMMON CUSIP - 713448108	\$93.090	\$27,927.00	0.7%	\$16,443.00	\$11,484.00	\$786.00 2.8%
500.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	\$83.740	\$41,870.00	1.1%	\$17,344.53	\$24,525.47	\$1,287.00 3.1%
600.0000	QCOM	QUALCOMM INC COM CUSIP - 747525103	\$74.770	\$44,862.00	1.2%	\$22,812.00	\$22,050.00	\$1,008.00 2.2%
525.0000	ROC	ROCKWOOD HLDGS INC CUSIP - 774415103	\$76.450	\$40,136.25	1.0%	\$24,574.88	\$15,561.37	\$945.00 2.4%
360.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	\$101.690	\$36,608.40	0.9%	\$40,536.00	\$(3,927.60)	\$576.00 1.6%
500.0000	SBUX	STARBUCKS CORP COM CUSIP - 855244109	\$75.460	\$37,730.00	1.0%	\$20,854.90	\$16,875.10	\$520.00 1.4%
500.0000	TGT	TARGET CORP CUSIP - 87612E106	\$62.680	\$31,340.00	0.8%	\$19,579.00	\$11,761.00	\$1,040.00 3.3%



CO-TR U/A FAIRWAYS FOUNDATION

PORTFOLIO POSITIONS										(continued)	
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield		
Equities											
750.0000	UNP	UNION PAC CORP CUSIP - 907818108	\$108.420	\$81,315.00	2.1%	\$76,171.50	\$5,143.50	\$1,500.00	1.8%		
600.0000	UTX	UNITED TECHNOLOGIES CORP CUSIP - 913017109	\$105.600	\$63,360.00	1.6%	\$32,372.00	\$30,988.00	\$1,416.00	2.2%		
1,600.0000	VZ	VERIZON COMMUNICATIONS CUSIP - 92343V104	\$49.990	\$79,984.00	2.1%	\$73,778.70	\$6,205.30	\$3,520.00	4.4%		
1,000.0000	WAG	WALGREEN CO CUSIP - 931422109	\$59.270	\$59,270.00	1.5%	\$62,423.50	\$(3,153.50)	\$1,350.00	2.3%		
1,200.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	\$51.870	\$62,244.00	1.6%	\$42,855.20	\$19,388.80	\$1,680.00	2.7%		
300.0000	YUM	YUM! BRANDS INC COMMON STOCK CUSIP - 988498101	\$71.980	\$21,594.00	0.6%	\$16,172.94	\$5,421.06	\$492.00	2.3%		
Equities - Total				\$2,864,488.40	74.2%	\$1,898,125.63	\$966,362.77	\$61,678.26	2.2%		
Alternative Strategies											
7,309.9170	PALPX	PIMCO ALL ASSET FUND CUSIP - 72201M867	\$12.300	\$89,911.98	2.3%	\$90,000.00	\$(88.02)	\$4,013.14	4.5%		
2,625.0000	MLPI	UBS E-TRACS ALERIAN MLP INFRASTR ETN ETF CUSIP - 902641646	\$45.720	\$120,015.00	3.1%	\$98,005.00	\$22,010.00	\$4,816.88	4.0%		
Alternative Strategies - Total				\$209,926.98	5.4%	\$188,005.00	\$21,921.98	\$8,830.02	4.2%		



FIFTH THIRD
PRIVATE BANK

CO-TR U/A FAIRWAYS FOUNDATION

04-0930

PORTFOLIO POSITIONS (continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Real Estate Investments									
1,100.0000	VNQ	VANGUARD REIT ETF CUSIP - 922908553	\$71.850	\$79,035.00	2.0%	\$70,177.07	\$8,857.93	\$3,106.40	3.9%
4,140.4630	IRGWX	VOYA MUT FDS GLBL R/E FD W CUSIP - 92914A604	\$19.240	\$79,662.51	2.1%	\$64,832.83	\$14,829.68	\$1,825.94	2.3%
Real Estate Investments - Total				\$158,697.51	4.1%	\$135,009.90	\$23,687.61	\$4,932.34	3.1%
Total Portfolio Positions				\$3,858,724.51	100.0%	\$2,817,779.24	\$1,040,945.27	\$94,592.80	2.5%