Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No. 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning 07/01, 2014, and ending 06/30, 2015

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

A Employer identification number: 31-1730429

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

Room/suite:

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

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

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,279,443.

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).)*

Section	Line	Description	(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)	48,558.			
	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	30,052.	27,055.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	42,620.			
	b	Gross sales price for all assets on line 6a 618,914.				
	7	Capital gain net income (from Part IV, line 2)		42,620.		
	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	121,230.	69,675.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule) STMT 2	2,048.	1,024.	NONE	1,024.
	b	Accounting fees (attach schedule) STMT 3	825.	413.	NONE	413.
	c	Other professional fees (attach schedule) STMT 4	15,220.	15,220.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	1,947.	672.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	20,040.	17,329.	NONE	1,437.
	25	Contributions, gifts, grants paid	66,500.			66,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	86,540.	17,329.	NONE	67,937.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	34,690.			
	b	**Net investment income** (if negative, enter -0-)		52,346.		
	c	**Adjusted net income** (if negative, enter -0-)				

JSA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2014)

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	46,120.	5,696.	5,696.
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			
10a	Investments - U S. and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)	819,981.	848,419.	1,011,502.
c	Investments - corporate bonds (attach schedule)	219,047.	265,721.	262,245.
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)	1,085,148.	1,119,836.	1,279,443.
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	1,085,148.	1,119,836.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	1,085,148.	1,119,836.	
31	**Total liabilities and net assets/fund balances** (see instructions)	1,085,148.	1,119,836.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,085,148.
2	Enter amount from Part I, line 27a	2	34,690.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,119,838.
5	Decreases not included in line 2 (itemize) ▶ROUNDING	5	2.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,119,836.

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	618,914.		576,294.	42,620.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				42,620.
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	42,620.
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))
2013	58,236.	1,175,791.	0.049529
2012	53,474.	1,068,360.	0.050052
2011	52,579.	989,022.	0.053163
2010	48,870.	966,323.	0.050573
2009	48,937.	877,483.	0.055770

2	**Total** of line 1, column (d)	2	0.259087
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	0.051817
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	1,266,967.
5	Multiply line 4 by line 3	5	65,650.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	523.
7	Add lines 5 and 6	7	66,173.
8	Enter qualifying distributions from Part XII, line 4	8	67,937.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	523.
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	523.
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	523.
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 650.		
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	650.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	127.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 127. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

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

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

Website address ▶ N/A

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

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

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

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

		Line	Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶			

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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 2014 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 2014.)*	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 2014?	4b		X

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

		Yes	No
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 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CARL E. WESTMAN 999 VANDERBILT BEACH ROAD, NAPLES, FL 34108	TRUSTEE 1	-0-	-0-	-0-
CHARLES L WHITE 999 VANDERBILT BEACH ROAD, NAPLES, FL 34180	TRUSTEE 1	-0-	-0-	-0-
ALICE WARE 999 VANDERBILT BEACH ROAD, NAPLES, FL 34108	TRUSTEE 1	-0-	-0-	-0-
BRAD RUTTENBERG 999 VANDERBILT BEACH ROAD, NAPLES, FL 34101	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	1,269,886.
b	Average of monthly cash balances	1b	16,375.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,286,261.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,286,261.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,294.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,266,967.
6	**Minimum investment return.** Enter 5% of line 5	6	63,348.

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	63,348.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	523.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	523.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	62,825.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	62,825.
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	62,825.

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	67,937.
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	67,937.
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	523.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	67,414.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				62,825.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			NONE	
b Total for prior years. 20 12 ,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2014:				
a From 2009 ...... 1,989.				
b From 2010 ...... 1,883.				
c From 2011 ...... 3,746.				
d From 2012 ...... 532.				
e From 2013 ...... 61.				
f **Total** of lines 3a through e	8,211.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 67,937.				
a Applied to 2013, 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 2014 distributable amount				62,825.
e Remaining amount distributed out of corpus	5,112.			
5 Excess distributions carryover applied to 2014 *(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	13,323.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	1,989.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	11,334.			
10 Analysis of line 9:				
a Excess from 2010 ... 1,883.				
b Excess from 2011 ... 3,746.				
c Excess from 2012 ... 532.				
d Excess from 2013 ... 61.				
e Excess from 2014 ... 5,112.				

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 2014, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

JOHN & ALICE WARE

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.

JOHN & ALICE WARE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CLOVERNOOK CENTER FOR THE BLIND 7000 HAMILTON AVE CINCINNATI OH 45231-5297	NONE	PC	PROGRAM SERVICES	9,500.
HOSPICE OF NAPLES 1095 WIPPORWILL LANE NAPLES FL 34105	NONE	PC	PROGRAM SERVICES	9,500.
NATIONAL FOUNDATION FOR CANCER RESEARCH 4600 EAST WEST HIGHWAY BETHESDA MD 20814	NONE	GROUP	PROGRAM SERVICES	9,500.
OVERBROOK SCHOOL FOR THE BLIND 6333 MALVERN AVE PHILADELPHIA PA 19151-9727	NONE	PC	PROGRAM SERVICES	9,500.
YOUTH HAVEN, INC. 5867 WHITTAKER RD NAPLES FL 34112	NONE	PC	PROGRAM SERVICES	9,500.
FOUNDATION FOR THE IMMOKALEE CHILD CARE CENTE 3775 AIRPORT PULLING RD N - UNIT B NAPLES FL	NONE	PC	ENDOWMENT	9,500.
THE SEEING EYE, INC 10 WASHINGTON VALLEY RD MORRISTOWN NJ 07960	NONE	PC	PROGRAM SERVICES	9,500.
Total . . . . ▶ **3a**				66,500.
b Approved for future payment				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	30,052.	NONE
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	42,620.	NONE
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				72,672.	NONE

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 72,672.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ [signature], Director | 11/13/15 ▶ Director

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Sharron Cook	Sharon Cook	10/22/2015		P00545260

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

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

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

Schedule of Contributors

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

OMB No 1545-0047

2014

Name of the organization	Employer identification number
THE WARE BLUEGRASS FOUNDATION, INC FIFTH	31-1730429

Organization type (check one):

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

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling $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: THE WARE BLUEGRASS FOUNDATION, INC FIFTH

Employer identification number: 31-1730429

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN & ALICE WARE CLUT P.O. BOX 630858 CINCINNATI, OH 45263	$ 48,558.	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	59.	59.
FOREIGN DIVIDENDS	3,003.	3,003.
DOMESTIC DIVIDENDS	9,582.	9,582.
EXEMPT DIVIDENDS NOT SUBJECT TO AMT - ST	2,723.	
EXEMPT DIVIDENDS SUBJECT TO AMT - STATES	224.	
EXEMPT DIVIDENDS NOT SUBJECT TO AMT - TE	42.	
EXEMPT DIVIDENDS SUBJECT TO AMT - TERRIT	8.	
US GOVERNMENT INTEREST REPORTED AS QUALI	1.	1.
NONQUALIFIED FOREIGN DIVIDENDS	2,849.	2,849.
NONQUALIFIED DOMESTIC DIVIDENDS	11,561.	11,561.
TOTAL	30,052.	27,055.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		2,048.	1,024.		1,024.
	TOTALS	2,048.	1,024.	NONE	1,024.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	825.	413.		413.
TOTALS	825.	413.	NONE	413.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	15,220.	15,220.
TOTALS	15,220.	15,220.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	11.	11.
PRIOR YEAR EXCISE TAX PAID	625.	
EXCISE TAX ESTIMATE	650.	
FOREIGN TAXES ON QUALIFIED FOR	423.	423.
FOREIGN TAXES ON NONQUALIFIED	238.	238.
TOTALS	1,947.	672.

FIFTH THIRD PRIVATE BANK

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
1.0000		CASH	$1.000	$1.00	0.0%	$1.00			
2,298.0000		FIFTH THIRD BANKSAFE TRUST (INCOME INVESTMENT) CUSIP - 316775907	$1.000	$2,298.00	0.2%	$2,298.00		$0.07	
3,397.0000		FIFTH THIRD BANKSAFE TRUST CUSIP - 316775907	$1.000	$3,397.00	0.3%	$3,397.00		$0.10	
		Cash & Equivalents - Total		**$5,696.00**	**0.4%**	**$5,696.00**		**$0.17**	
Fixed Income									
7,130.8150	DODIX	DODGE & COX INCOME FD CUSIP - 256210105	$13.600	$96,979.08	7.6%	$98,981.09	$(2,002.01)	$2,617.01	2.7%
463.0000	TIP	ISHARES BARCLAYS TIPS BOND FUND CUSIP - 464287176	$112.050	$51,879.15	4.1%	$52,341.13	$(461.98)	$441.24	0.9%
10,304.9560	NVHIX	NUVEEN SHORT DURATION HIYLD MUNI CUSIP - 67065Q699	$10.050	$103,564.81	8.1%	$103,306.64	$258.17	$3,823.14	3.7%
1,257.6320	TGEIX	TCW EMERGING MARKETS INCOME CL I CUSIP - 87234N765	$7.810	$9,822.11	0.8%	$11,092.31	$(1,270.20)	$528.21	5.4%
		Fixed Income - Total		**$262,245.15**	**20.5%**	**$265,721.17**	**$(3,476.02)**	**$7,409.60**	**2.8%**
Equities									
119.0000	MDT	MEDTRONIC PLC SEDOL BTN1Y11 ISIN IE00BTN1Y115 CUSIP - G5960L103	$74.100	$8,817.90	0.7%	$6,696.13	$2,121.77	$180.88	2.1%
72.0000	T	AT&T INC CUSIP - 00206R102	$35.520	$2,557.44	0.2%	$2,198.16	$359.28	$135.36	5.3%
98.0000	ABT	ABBOTT LABS CUSIP - 002824100	$49.080	$4,809.84	0.4%	$2,108.18	$2,701.66	$94.08	2.0%
98.0000	ABBV	ABBVIE INC	$67.190	$6,584.62	0.5%	$2,286.14	$4,298.48	$199.92	3.0%

FIFTH THIRD
PRIVATE BANK

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 00287Y109							
117.0000	ALXN	ALEXION PHARMACEUTICALS INC CUSIP - 015351109	$180.770	$21,150.09	1.7%	$18,567.07	$2,583.02		
60.0000	AMZN	AMAZON.COM INC CUSIP - 023135106	$434.090	$26,045.40	2.0%	$18,595.16	$7,450.24		
441.0000	AAPL	APPLE INC CUSIP - 037833100	$125.425	$55,312.43	4.3%	$34,295.79	$21,016.64	$917.28	1.7%
780.2790	ARTIX	ARTISAN INTERNATIONAL INV CUSIP - 04314H204	$31.090	$24,258.87	1.9%	$23,158.67	$1,100.20	$177.90	0.7%
93.0000	BA	BOEING CO CUSIP - 097023105	$138.720	$12,900.96	1.0%	$11,355.30	$1,545.66	$338.52	2.6%
180.0000	BMY	BRISTOL MYERS SQUIBB CO CUSIP - 110122108	$66.540	$11,977.20	0.9%	$5,966.04	$6,011.16	$266.40	2.2%
116.0000	CVS	CVS HEALTH CORPORATION CUSIP - 126650100	$104.880	$12,166.08	1.0%	$2,700.48	$9,465.60	$162.40	1.3%
224.0000	CELG	CELGENE CORP CUSIP - 151020104	$115.735	$25,924.64	2.0%	$17,015.72	$8,908.92		
118.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	$96.470	$11,383.46	0.9%	$9,393.39	$1,990.07	$505.04	4.4%
575.0000	C	CITIGROUP INC CUSIP - 172967424	$55.240	$31,763.00	2.5%	$25,533.08	$6,229.92	$115.00	0.4%
164.0000	KO	COCA COLA CO CUSIP - 191216100	$39.230	$6,433.72	0.5%	$4,538.69	$1,895.03	$216.48	3.4%
159.0000	DIS	DISNEY WALT CO CUSIP - 254687106	$114.140	$18,148.26	1.4%	$5,025.99	$13,122.27	$209.88	1.2%
273.4850	DODFX	DODGE & COX INTL STOCK FUND CUSIP - 256206103	$43.750	$11,964.97	0.9%	$11,579.37	$385.60	$265.28	2.2%
478.5840	AEPFX	EUROPACIFIC GROWTH FD CL F-2	$50.370	$24,106.28	1.9%	$23,158.67	$947.61	$377.60	1.6%

FIFTH THIRD PRIVATE BANK

06/01/2015 - 06/30/2015

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 29875E100							
100.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	$83.200	$8,320.00	0.7%	$6,639.75	$1,680.25	$292.00	3.5%
179.0000	FB	FACEBOOK INC CUSIP - 30303M102	$85.765	$15,351.94	1.2%	$13,156.50	$2,195.44		
344.0000	GILD	GILEAD SCIENCES INC CUSIP - 375558103	$117.080	$40,275.52	3.1%	$30,956.68	$9,318.84	$591.68	1.5%
28.0000	GOOGL	GOOGLE INC-CL A CUSIP - 38259P508	$540.040	$15,121.12	1.2%	$9,535.80	$5,585.32		
28.0000	GOOG	GOOGLE INC CL C CUSIP - 38259P706	$520.510	$14,574.28	1.1%	$9,479.29	$5,094.99	$0.06	
150.0000	HD	HOME DEPOT INC CUSIP - 437076102	$111.130	$16,669.50	1.3%	$3,748.59	$12,920.91	$354.00	2.1%
283.0000	HUN	HUNTSMAN CORP CUSIP - 447011107	$22.070	$6,245.81	0.5%	$6,443.91	$(198.10)	$141.50	2.3%
718.0000	SCZ	ISHARES MSCI EAFE SM CAPIDX CUSIP - 464288273	$51.020	$36,632.36	2.9%	$34,894.80	$1,737.56	$891.04	2.4%
652.0000	JPM	JPMORGAN CHASE & CO CUSIP - 46625H100	$67.760	$44,179.52	3.5%	$24,716.59	$19,462.93	$1,147.52	2.6%
120.0000	MGA	MAGNA INTL INC SEDOL 2554475 ISIN CA5592224011 CUSIP - 559222401	$56.090	$6,730.80	0.5%	$6,215.40	$515.40	$105.60	1.6%
160.0000	MA	MASTERCARD INC CUSIP - 57636Q104	$93.480	$14,956.80	1.2%	$3,266.40	$11,690.40	$102.40	0.7%
34.0000	MCD	MCDONALDS CORP CUSIP - 580135101	$95.070	$3,232.38	0.3%	$1,987.98	$1,244.40	$115.60	3.6%

FIFTH THIRD
PRIVATE BANK

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
99.0000	NOV	NATIONAL-OILWELL INC CUSIP - 637071101	$48.280	$4,779.72	0.4%	$6,136.01	$(1,356.29)	$182.16	3.8%
292.0000	PNC	PNC FINANCIAL SERVICES GROUP CUSIP - 693475105	$95.650	$27,929.80	2.2%	$16,278.72	$11,651.08	$595.68	2.1%
68.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	$78.240	$5,320.32	0.4%	$3,722.32	$1,598.00	$180.34	3.4%
288.0000	PHM	PULTE GROUP INC CUSIP - 745867101	$20.150	$5,803.20	0.5%	$4,878.69	$924.51	$92.16	1.6%
104.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	$86.190	$8,963.76	0.7%	$5,651.35	$3,312.41	$208.00	2.3%
129.0000	XLB	MATERIALS SELECT SECTOR SPDR CUSIP - 81369Y100	$48.390	$6,242.31	0.5%	$5,782.95	$459.36	$122.94	2.0%
2,425.2410	FFRZX	TEMPLETON FRONTIER MARKETS GLOBAL INVT TR CUSIP - 88019R641	$13.950	$33,832.11	2.6%	$38,260.20	$(4,428.09)	$1,450.29	4.3%
818.0000	TRN	TRINITY INDS INC CUSIP - 896522109	$26.430	$21,619.74	1.7%	$31,644.50	$(10,024.76)	$359.92	1.7%
112.0000	URI	UNITED RENTALS INC CUSIP - 911363109	$87.620	$9,813.44	0.8%	$12,799.35	$(2,985.91)		
64.0000	UTX	UNITED TECHNOLOGIES CORP CUSIP - 913017109	$110.930	$7,099.52	0.6%	$3,039.04	$4,060.48	$163.84	2.3%
613.2440	HIEMX	VIRTUS EMERGING MARKETS OPPORTUN CUSIP - 92828T889	$9.930	$6,089.51	0.5%	$5,954.60	$134.91	$53.35	0.9%
76.0000	WMT	WAL-MART STORES INC CUSIP - 931142103	$70.930	$5,390.68	0.4%	$3,713.96	$1,676.72	$148.96	2.8%
11,681.8800	WAFMX	WASATCH FRONT EM SMALL COUNTRIES	$2.980	$34,812.00	2.7%	$34,928.82	$(116.82)	$175.23	0.5%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
		CUSIP - 936793819							
19,919.0310	WAEMX	WASATCH EMER MKTS SMALL CAP CUSIP - 936793884	$2.750	$54,777.34	4.3%	$54,010.09	$767.25	$59.76	0.1%
		Equities - Total		**$771,068.64**	**60.3%**	**$602,014.32**	**$169,054.32**	**$11,696.05**	**1.5%**
Alternative Strategies									
7,579.3080	AEDNX	ARBITRAGE EVENT-DRIVEN CL I CUSIP - 03875R403	$9.600	$72,761.36	5.7%	$74,599.75	$(1,838.39)	$689.72	0.9%
4,875.3960	BSIIX	BLACKROCK FDS II STRG OPP INSTL CUSIP - 09256H286	$10.080	$49,143.99	3.8%	$50,557.85	$(1,413.86)	$1,121.34	2.3%
		Alternative Strategies - Total		**$121,905.35**	**9.5%**	**$125,157.60**	**$(3,252.25)**	**$1,811.06**	**1.5%**
Real Estate Investments									
1,175.0000	RWX	SPDR DJ INTL REAL ESTATE ETF CUSIP - 78463X863	$41.860	$49,185.50	3.8%	$44,197.61	$4,987.89	$1,488.73	3.0%
1,975.0000	MLPI	UBS E-TRACS ALERIAN MLP INFRASTR ETN ETF CUSIP - 902641646	$35.110	$69,342.25	5.4%	$77,049.65	$(7,707.40)	$3,701.15	5.3%
		Real Estate Investments - Total		**$118,527.75**	**9.3%**	**$121,247.26**	**$(2,719.51)**	**$5,189.88**	**4.4%**
Total Portfolio Positions				**$1,279,442.89**	**100.0%**	**$1,119,836.35**	**$159,606.54**	**$26,106.76**	**2.0%**