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Form 990-PF

Return of Private Foundation

OMB No 1545-0052

2015

Department of the Treasury Internal Revenue Service

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

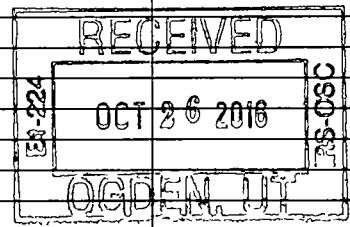
Open to Public Inspection

For calendar year 2015 or tax year beginning 2015, and ending 20

Name of foundation THE WARRINGTON FOUNDATION C/O FIFTH THIRD BANK, AGENT
Employer identification number 31-1582067
Telephone number 513-534-5310
City or town, state or province, country, and ZIP or foreign postal code CINCINNATI, OH 45263-0858

SCANNED OCT 28 2016

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26).



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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 . . . . .	1.	2.	2.
	2	Savings and temporary cash investments . . . . .	101,569.	124,871.	124,871.
	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) . . . . .	6,757,726.	7,004,962.	9,678,422.
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
12	Investments - mortgage loans . . . . .				
13	Investments - other (attach schedule) . . . . .				
14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____ )				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	6,859,296.	7,129,835.	9,803,295.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	6,859,296.	7,129,835.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	6,859,296.	7,129,835.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	6,859,296.	7,129,835.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	6,859,296.
2	Enter amount from Part I, line 27a . . . . .	2	242,270.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	33,685.
4	Add lines 1, 2, and 3 . . . . .	4	7,135,251.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	5,416.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	7,129,835.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(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)			
<b>a</b> 2,265,176.		1,552,373.	712,803.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) FMV 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))			
<b>a</b>			712,803.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2</b> 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 }				<b>2</b>	712,803.	
<b>3</b> 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				<b>3</b>		

**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))
2014	565,108.	10,587,984.	0.053373
2013	505,120.	9,290,273.	0.054371
2012	452,131.	8,251,425.	0.054794
2011	440,200.	7,919,571.	0.055584
2010	408,101.	7,386,236.	0.055252
<b>2</b> Total of line 1, column (d)			0.273374
<b>3</b> 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			0.054675
<b>4</b> Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			10,322,014.
<b>5</b> Multiply line 4 by line 3			564,356.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			8,218.
<b>7</b> Add lines 5 and 6			572,574.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			557,954.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 202.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, expenditures, and substantial contributors. Marked with 'X' for 'Yes' or 'No'.

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 Yes No 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 Yes No X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes No X
Website address N/A
14 The books are in care of SEE STATEMENT 7 Telephone no.
Located at ZIP+4
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . Yes No X
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . 1b
Organizations relying on a current notice regarding disaster assistance check here . . . . .
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015? . . . . . 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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? . . . . . Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) . . . . . 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes No X
b If "Yes," did it have excess business holdings in 2015 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 2015) . . . . . 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 2015? . . . . . 4b X

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

**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propagand, 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? . . . . .  Yes  No **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? . . . . .  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
SAM BAILEY 211 MOUNTAIN SPRING RD, FARMINGTON, CT 06032	TRUSTEE 1	-0-	-0-	-0-
LESLIE WARRINGTON BAILEY HARDY 310 CHEROKEE LANE, WINTER PARK, FL 32789	TRUSTEE 1	-0-	-0-	-0-
DAN BAILEY 3 SWALLOWFIELD LANE, CINCINNATI, OH 45174	TRUSTEE 1	-0-	-0-	-0-
JOHN WARRINGTON BAILEY PO BOX 3284, KETCHUM, ID 83340	TRUSTEE 1	-0-	-0-	-0-

**2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

**Total number of other employees paid over \$50,000 . . . . .**  **NONE**

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
<b>Total.</b> 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	10,183,391.
b	Average of monthly cash balances . . . . .	1b	295,811.
c	Fair market value of all other assets (see instructions). . . . .	1c	NONE
d	<b>Total</b> (add lines 1a, b, and c) . . . . .	1d	10,479,202.
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	10,479,202.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	157,188.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	5	10,322,014.
6	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6	516,101.

**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	516,101.
2a	Tax on investment income for 2015 from Part VI, line 5 . . . . .	2a	16,435.
b	Income tax for 2015. (This does not include the tax from Part VI.) . . . . .	2b	
c	Add lines 2a and 2b . . . . .	2c	16,435.
3	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	3	499,666.
4	Recoveries of amounts treated as qualifying distributions . . . . .	4	15,000.
5	Add lines 3 and 4 . . . . .	5	514,666.
6	Deduction from distributable amount (see instructions). . . . .	6	NONE
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	7	514,666.

**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	557,954.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	4	557,954.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6	557,954.

**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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7 . . . . .				514,666.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only. . . . .			NONE	
b Total for prior years 20 <u>13</u> , 20 <u>  </u> , 20 <u>  </u>		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010 . . . . .	408,101.			
b From 2011 . . . . .	55,904.			
c From 2012 . . . . .	50,064.			
d From 2013 . . . . .	53,625.			
e From 2014 . . . . .	52,937.			
f Total of lines 3a through e . . . . .	620,631.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>557,954.</u>				
a Applied to 2014, 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 2015 distributable amount . . . . .				514,666.
e Remaining amount distributed out of corpus. . . . .	43,288.			
5 Excess distributions carryover applied to 2015 . (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	663,919.			
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 2014 Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016. . . . .				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 2010 not applied on line 5 or line 7 (see instructions) . . . . .	408,101.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a . . . . .	255,818.			
10 Analysis of line 9				
a Excess from 2011 . . . . .	55,904.			
b Excess from 2012 . . . . .	50,064.			
c Excess from 2013 . . . . .	53,625.			
d Excess from 2014 . . . . .	52,937.			
e Excess from 2015 . . . . .	43,288.			

**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 2015, 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				(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here  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	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)				
<p><b>a</b> <i>Paid during the year</i></p> <p>SEE ATTACHED SCHEDULE</p>				557,754.
<b>Total</b> . . . . . ▶ <b>3a</b>				557,754.
<p><b>b</b> <i>Approved for future payment</i></p>				
<b>Total</b> . . . . . ▶ <b>3b</b>				





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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	10.	10.
TOTAL	10.	10.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	21,189.	21,189.
DOMESTIC DIVIDENDS	140,507.	140,507.
NONQUALIFIED FOREIGN DIVIDENDS	5,506.	5,506.
NONQUALIFIED DOMESTIC DIVIDENDS	15,383.	15,383.
TOTAL	182,585.	182,585.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRIOR YEAR EXCISE TAX PAID	13,138.	
EXCISE TAX ESTIMATE	8,407.	
FOREIGN TAXES ON QUALIFIED FOR	1,890.	1,890.
FOREIGN TAXES ON NONQUALIFIED	955.	955.
TOTALS	24,390.	2,845.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSE-INCOME	100.	100.	
BANK SERVICE FEES	70,684.	70,684.	
OTHER MISC. EXPENSES	200.		200.
TOTALS	70,984.	70,784.	200.

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

=====

DESCRIPTION -----	AMOUNT -----
GRANTS REVERSED IN FOLLOWING YEAR	15,000.
ALBEMARLE MERGER ADJ	330.
DU PONT MERGER ADJ	119.
PARTNERSHIP ADJ	18,236.
	-----
TOTAL	33,685.
	=====

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

DESCRIPTION	AMOUNT
-----	-----
ROUNDING	6.
ROCKWOOD MERGER ADJ	5,400.
MYLAN ADJ	10.
TOTAL	----- 5,416. =====

THE WARRINGTON FOUNDATION C/O FIFTH THIRD

31-1582067

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

NAME: FIFTH THIRD BANK, AGENT

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

TELEPHONE NUMBER: (513)579-5440

STATEMENT 7

## 2015 Charitable Donations for the Warrington Foundation

Name	Street Address	City, State & Zip Code	Fdn Status	Purpose	Amount
Juvenile Diabetes Research Foundation	20 Batterson Park Road	Farmington, CT 06032	PC	Program Support	\$5,000.00
Know Theatre of Cincinnati	1120 Jackson St.	Cincinnati, OH 45202	PC	Program Support	\$5,000.00
All Saints' Church	338 East Lyman St	Winter Park, FL 32789	PC	Program Support	\$5,000.00
The Indian Hill Church	6000 Drake Rd	Cincinnati, OH 45243-3395	PC	Program Support	\$10,000.00
Orlando Museum of Art	2416 N Mills Ave	Orlando, FL 32803-1483	PC	Program Support	\$20,000.00
Orlando Philharmonic Orchestra	P O Box 540203	Orlando, FL 32854-0203	PC	Program Support	\$83,000.00
Winter Park Public Library	460 N. New England Ave	Winter Park, FL 32789-4493	PC	Program Support	\$5,000.00
New Britain Museum of Art	56 Lexington St	Lexington, CT 06052-1412	PC	Program Support	\$10,000.00
Our Companions	P.O BOX 673	Bloomington, CT 06002	PC	Program Support	\$12,500.00
Hartford Boys & Girls Club	170 Sigourney St	Hartford, CT 06105	PC	Program Support	\$7,500.00
Salisbury School	251 Canaan Rd	Salisbury, CT 06068	PC	Program Support	\$2,500.00
Village for Families & Children	Albany Ave.	Hartford, CT 06105	PC	Program Support	\$7,500.00
Nantucket Historical Assn.	15 Broad St.	Nantucket, MA 02554	PC	Program Support	\$2,500.00
Humane Society of the US	2100 L St , NW	Washington, DC 20037	PC	Program Support	\$2,500.00
Nantucket Conservation Assn	P O Box 13	Nantucket, MA 02554	PC	Program Support	\$5,000.00
Colgate University	13 Oak St	Hamilton, NY 13346	PC	Program Support	\$2,000.00
Charity Water	40 Worth St Suite 330	New York, NY 10013	PC	Program Support	\$2,000.00
Boys & Girls Club of Annapolis	121 S Villa Ave.	Annapolis, MD 21401	PC	Program Support	\$2,500.00
Chesapeake Bay Foundation	6 Herndon Avenue	Annapolis, MD 21403	PC	Program Support	\$2,500.00
Bryn Mawr School	109 W Melrose Ave	Baltimore, MD 21210	PC	Program Support	\$1,000.00
St Paul's School	325 Pleasant St	Concord, NH 03301-2591	PC	Program Support	\$2,500.00
Trinity College	300 Summit St	Hartford, CT 06106	PC	Program Support	\$30,000.00
Boys & Girls Club of Greater Cincinnati	600 Dalton Ave.	Cincinnati, OH 45203	PC	Program Support	\$500.00
Camp Leelanau & Kohahna	1653 Port Oneida Rd.	Maple City, MI 49664	PC	Program Support	\$500.00
Children's Home of Cincinnati	5050 Madison Rd.	Cincinnati, OH 45227	PC	Program Support	\$1,000.00
Cincinnati Art Museum - Millard F. Rogers Fund	953 Eden Park Dr	Cincinnati, OH 45202-1596	PC	Program Support	\$2,500.00
Cincinnati Ballet	1555 Central Parkway	Cincinnati, OH 45214	PC	Program Support	\$2,000.00
Cincinnati Museum Center	1301 Western Ave	Cincinnati, OH 45203	PC	Program Support	\$1,000.00
Cincinnati Nature Center	4949 Tealtown Rd	Milford, OH 45150-9752	PC	Program Support	\$500.00
Cincinnati Parks Foundation	950 Eden Park Drive	Cincinnati, OH 45202	PC	Program Support	\$2,000.00
Cincinnati Scholarship Foundation	652 Main Street	Cincinnati, OH 45202	PC	Program Support	\$18,400.00
Cincinnati Zoo & Botanical Garden	3400 Vine St	Cincinnati, OH 45220-1399	PC	Program Support	\$2,000.00
Contemporary Dance Theatre	1805 Larch Ave	Cincinnati, OH 45224	PC	Program Support	\$5,000.00
Crayons to Computers	1250 Tennessee Ave.	Cincinnati, OH 45229	PC	Program Support	\$600.00
Arts Wave	20 E. Central Parkway	Cincinnati, OH 45202	PC	Program Support	\$2,500.00
Shelterhouse	411 Gest St , Suite 1	Cincinnati, OH 45203	PC	Program Support	\$2,000.00
Freestore Foodbank	1250 Tennessee Ave	Cincinnati, OH 45229	PC	Program Support	\$2,500.00

Global Education Fund	2222 14th Street	Boulder, CO 80302	PC	Program Support	\$19,500.00
Grand Traverse Reg Land	3860 N Long Lake Rd Suite D	Traverse City, MI 49684-9601	PC	Program Support	\$12,000.00
Growth in Motion	4019 Redbud Ave	Cincinnati, OH 45229	PC	Program Support	\$1,500.00
Hillside Trust	710 Tusculum Ave	Cincinnati, OH 45202	PC	Program Support	\$1,000.00
The Indian Hill Church	6000 Drake Rd	Cincinnati, OH 45243-3395	PC	Program Support	\$8,000.00
Joy Outdoor Education	Box 157	Clarksville, OH 45113	PC	Program Support	\$10,000.00
Kiawah Conservancy	80 Kestrel Ct	Kiawah Island, SC 29455	PC	Program Support	\$2,000.00
Queen City Foundation	P O Box 3145	Cincinnati, OH 45201	PC	Program Support	\$1,000.00
Seven Hills School	5400 Redbank Rd	Cincinnati, OH 45227	PC	Program Support	\$1,000.00
Stepping Stones Center	24 Spring Hill Lane	Cincinnati, OH 45243	PC	Program Support	\$1,000.00
Tait Museum of Art	316 Pike St	Cincinnati, OH 45202-4293	PC	Program Support	\$5,000.00
The New School	3 Burton Woods Lane	Cincinnati, OH 45229	PC	Program Support	\$1,500.00
Environmental Resource Center	411 East 6th St	Ketchum, ID 83340	PC	Program Support	\$1,000.00
Middlebury College	14 Old Chapel Road	Middlebury, VT 05753	PC	Program Support	\$1,000.00
Tibet Fund - Delek Hospital	Kharadanda Rd	India	PC	Program Support	\$12,500.00
Sea Doc Society	3213 West Wheeler, Suite 225	Seattle, WA 98199	PC	Program Support	\$12,500.00
Alexandria Seaport Foundation	P O Box 25036	Alexandria, VA 22313	PC	Program Support	\$5,000.00
Lawrenceville Camp	P O. Box 6125	Lawrenceville, NJ 08648	PC	Program Support	\$1,500.00
Mithew 25 Ministries	11060 Kenwood Rd.	Cincinnati, OH 45242	PC	Program Support	\$1,000.00
Idaho Rivers United	PO Box 633	Boise, ID 83701	PC	Program Support	\$1,000.00
Rocky Moutain Wild	1536 Wynkoop St #303	Denver, CO 80202	PC	Program Support	\$10,000.00
Wood River Community YMCA	P O Box 6801	Ketchum, ID 83340	PC	Program Support	\$40,000.00
Agnes Irwin School	275 S Ithan Ave	Bryn Mawr, PA 19010	PC	Program Support	\$10,000.00
Raptor, Inc	961 Barg Salt Run Road	Milford, OH 45150	PC	Program Support	\$5,000.00
Albin Polasek Museum	633 Osceola Ave	Winter Park, FL 32789	PC	Program Support	\$2,000.00
Beechwood Home	2140 Pogue Ave	Cincinnati, OH 45208	PC	Program Support	\$500.00
Books for Africa	253 E 4th St	St Paul, MN 55101	PC	Program Support	\$500.00
Cincinnati Art Museum	953 Eden Park Dr	Cincinnati, OH 45202-1596	PC	Program Support	\$3,000.00
Farm to Family	34 East Main Street	Avon, CT 06001	PC	Program Support	\$2,500.00
Renbrook School	2865 Albany Ave.	West Hartford, CT 06117	PC	Program Support	\$6,489.35
Renbrook School	2865 Albany Ave.	West Hartford, CT 06117	PC	Program Support	\$9,775.73
Renbrook School	2865 Albany Ave.	West Hartford, CT 06117	PC	Program Support	\$6,489.35
City Gospel Mission	1419 Elm St	Cincinnati, OH 45202	PC	Program Support	\$1,500.00
Direct Relief	27 S LaPatera Ln	Santa Barbara, CA 93117	PC	Program Support	\$2,500.00
Globus Relief	1775 W 1500 S	Salt Lake City, UT 84104	PC	Program Support	\$1,000.00
Nature Conservancy	4245 N Fairfax Drive	Arlington, VA 22203	PC	Program Support	\$2,000.00
Prokids	2605 Burnet Ave	Cincinnati, OH 45219	PC	Program Support	\$2,500.00
WNKU	301 Landrum Academic Ctr	Highland Heights, KY 41099	PC	Program Support	\$500.00
World Wildlife Fund	1250 24th St, N.W	Washington, DC 20037	PC	Program Support	\$5,000.00
Friends of BCSIS	3995 E. Aurora Ave	Boulder, CO 80303	PC	Program Support	\$1,000.00

The Berklee Fund (Berklee College of Music)	MS-1140-1A, 1140 Boylston St.	Boston, MA 02215	PC	Program Support	\$1,000.00
Fender Music Foundation	P O BOX 673	Agoura Hills, CA 91376	PC	Program Support	\$1,000.00
People for Bikes	P.O. Box 2359	Boulder, CO 80306	PC	Program Support	\$250.00
Bikes Not Bombs	284 Armory St	Jamaica Plain, MA 02130	PC	Program Support	\$250.00
Lawrenceville School	2500 Main St	Lawrenceville, NJ 08648	PC	Program Support	\$12,000.00
Mapleton Education Foundation	591 E 80th Ave	Denver, CO 80202	PC	Program Support	\$2,500.00
Wilderness Workshop	520 S 3rd St #27	Carbondale, CO 81623	PC	Program Support	\$1,000.00
Nantucket Atheneum	1 India St.	Nantucket, MA 02554	PC	Program Support	\$10,000.00
Nantucket Preservation Trust	55 Main St	Nantucket, MA 02554	PC	Program Support	\$10,000.00
Blaine County Education Fund	118 W. Bullion St	Hailey, ID 83333	PC	Program Support	\$25,000.00
Girls on the Run Wood River Valley	PO Box 7016	Ketchum, ID 83340	PC	Program Support	\$1,000.00
Downtown Denver Expeditionary School	1860 Lincoln Street	Denver, CO 80295	PC	Program Support	\$2,500.00
The Civic Canopy	3532 Franklin St Suite G	Denver, CO 80205	PC	Program Support	\$2,000.00
Rainforest Action Network	425 Bush St Suite 300	San Francisco, CA 94108	PC	Program Support	\$5,000.00
Habitat for Humanity	121 Habitat St	Americus, GA 31709	PC	Program Support	\$500.00
John L. Margo Foundation	P O BOX 43032	Cincinnati, OH 45243	PC	Program Support	\$1,000.00
Prospect House, Inc	682 Hawthorne Ave	Cincinnati, OH 45205	PC	Program Support	\$500.00
SCPA	108 W Central Pkwy	Cincinnati, OH 45202	PC	Program Support	\$2,500.00

**TOTAL 2015 CONTRIBUTIONS**

**\$557,754.43**



AGT THE WARRINGTON FOUNDATION

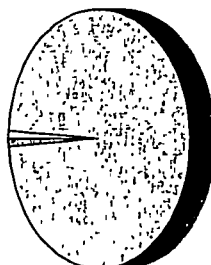
FIFTH THIRD BANK, AGENT  
SAMUEL BAILEY, JR., TRUSTEE  
FOR THE WARRINGTON FOUNDATION

INVESTMENT ALLOCATION SUMMARY

- Cash and Equivalents - 1%
- Equities - 97%
- Real Estate Inv. - 1%

Description	Last Statement Market Value	This Statement Market Value	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	\$310,897.20	\$124,872.56	1%	\$32.47	0.0%
Equities	\$9,192,259.38	\$9,503,600.41	97%	\$148,286.78	1.6%
Alternative Strategies	\$45,007.22	\$44,022.02	0%	\$101.80	0.2%
Real Estate Investments	\$216,480.00	\$130,800.00	1%	\$9,610.00	7.3%
<b>Total Account Value</b>	<b>\$9,764,643.80</b>	<b>\$9,803,294.99</b>	<b>100%</b>	<b>\$158,031.05</b>	<b>1.6%</b>

Net change in total account value 0.4 % Increase



ACCOUNT SUMMARY

	Income Cash	Principal Cash	Investments*	Total
Beginning Balance	0.00	\$310,897.20	\$9,453,746.60	\$9,764,643.80
Income	\$58,633.01	\$132,897.59	\$191,530.60	\$383,061.20
Contributions		\$18,236.04	\$18,236.04	\$36,472.08
Distributions	\$(17,092.26)	\$(517,585.70)	\$(534,677.96)	\$(1,249,355.92)
Net Security Transactions		\$138,886.68	\$(138,886.68)	\$0.00
Change in Market Value	\$(41,540.75)	\$41,540.75	\$363,562.51	\$363,562.51
<b>Ending Balance</b>	<b>0.00</b>	<b>\$124,872.56</b>	<b>\$9,678,422.43</b>	<b>\$9,803,294.99</b>

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

ACCOUNT OVERVIEW

	Current Period	Calendar YTD
Income Earned		
Interest	\$2.59	\$9.83
Dividends	\$191,528.01	\$318,376.72
<b>Total Income Earned</b>	<b>\$191,530.60</b>	<b>\$318,386.55</b>
Contributions		
Cash	\$18,236.04	\$18,236.04
<b>Total Contributions</b>	<b>\$18,236.04</b>	<b>\$18,236.04</b>
Distributions		
Cash	\$(534,677.96)	\$(635,283.41)
<b>Total Distributions</b>	<b>\$(534,677.96)</b>	<b>\$(635,283.41)</b>
Security Transactions		
Purchases	\$(1,286,681.28)	\$(1,851,361.02)
Sales	\$1,425,567.96	\$2,173,325.29
<b>Net Security Transactions</b>	<b>\$138,886.68</b>	<b>\$321,964.27</b>
<b>Change in Market Value</b>	<b>\$363,562.51</b>	<b>\$(777,079.94)</b>

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	\$0.00	\$6,066.02
Long-term gain/(loss)	\$282,536.50	\$557,857.61
<b>Net realized gain/(loss)</b>	<b>\$282,536.50</b>	<b>\$563,923.63</b>

INVESTMENT OBJECTIVE

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



FIFTH THIRD  
PRIVATE BANK

AGT THE WARRINGTON FOUNDATION

04-1231

**PORTFOLIO POSITIONS**

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Accrued Income	Est. Annual Income	Est. Yield
<b>Cash &amp; Equivalents</b>									
1.5600		CASH	\$1.000	\$1.56	0.0%	\$1.56			
41,540.0000		FIFTH THIRD BANKSAFE TRUST (INCOME INVESTMENT) CUSIP - 316775907	\$1.000	\$41,540.00	0.4%	\$41,540.00	\$0.63	\$10.80	
83,331.0000		FIFTH THIRD BANKSAFE TRUST CUSIP - 316775907	\$1.000	\$83,331.00	0.9%	\$83,331.00	\$1.19	\$21.67	
<b>Cash &amp; Equivalents - Total</b>						<b>\$124,872.56</b>	<b>1.3%</b>	<b>\$1.82</b>	<b>\$32.47</b>

**Equities**

3,000.0000	ALLE	ALLEGION PUB LTD CO ORD SHS CUSIP - G0176J109	\$65.920	\$197,760.00	2.0%	\$197,403.00		\$1,200.00	0.6%
500.0000	AGN	ALLERGAN PLC SHS ISIN# IE00BY9D5467 SEDOL# BY9D546 CUSIP - G0177J108	\$312.500	\$156,250.00	1.6%	\$156,763.85			
2,000.0000	STG	SIGNET JEWELERS CUSIP - G81276100	\$123.690	\$247,380.00	2.5%	\$280,932.00		\$1,760.00	0.7%
4,000.0000	MYL	MYLAN N V SHS EURO CUSIP - N59465109	\$54.070	\$216,280.00	2.2%	\$230,809.60			
300.0000	GOOGL	ALPHABET INC CAP STK CL A CUSIP - 02079K305	\$778.010	\$233,403.00	2.4%	\$172,770.00			
1,500.0000	AMGN	AMGEN INC CUSIP - 031162100	\$162.330	\$243,495.00	2.5%	\$167,209.95		\$6,000.00	2.5%
5,500.0000	AAPL	APPLE INC CUSIP - 037833100	\$105.260	\$578,930.00	5.9%	\$87,888.04		\$11,440.00	2.0%
15,000.0000	BAC	BANK AMER CORP CUSIP - 060505104	\$16.830	\$252,450.00	2.6%	\$298,058.47		\$3,000.00	1.2%



FIFTH THIRD  
PRIVATE BANK

AGT THE WARRINGTON FOUNDATION

PORTFOLIO POSITIONS (continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Accrued Income	Est. Annual Income	Est. Yield
9,978.9980	BARAX	BARON ASSET RETAIL CUSIP - 068278100	\$57.140	\$570,199.95	5.8%	\$553,404.98		\$409.14	0.1%
1,000.0000	BIG	BIG LOTS INC CUSIP - 089302103	\$38.540	\$38,540.00	0.4%	\$45,784.90		\$760.00	2.0%
1,000.0000	BA	BOEING CO CUSIP - 097023105	\$144.590	\$144,590.00	1.5%	\$144,325.50		\$4,360.00	3.0%
4,000.0000	CELG	CELGENE CORP CUSIP - 151020104	\$119.760	\$479,040.00	4.9%	\$122,788.30			
10,000.0000	CSCO	CISCO SYSTEMS INC CUSIP - 17275R102	\$27.155	\$271,550.00	2.8%	\$168,905.70		\$8,400.00	3.1%
3,085.0000	ACTNX	COLUMBIA ACORN INTL FUND Z CUSIP - 197199813	\$39.120	\$120,685.20	1.2%	\$146,111.60		\$1,598.03	1.3%
3,000.0000	CMCSA	COMCAST CORP CL A CUSIP - 20030N101	\$56.430	\$169,290.00	1.7%	\$103,873.50		\$3,000.00	1.8%
2,000.0000	DIS	DISNEY WALT CO CUSIP - 254687106	\$105.080	\$210,160.00	2.1%	\$61,559.20	\$1,420.00	\$2,840.00	1.4%
12,172.4780	DODFX	DODGE & COX INTL STOCK FUND CUSIP - 256206103	\$36.480	\$444,052.00	4.5%	\$443,716.92		\$10,224.88	2.3%
1,000.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	\$66.600	\$66,600.00	0.7%	\$44,662.34		\$1,520.00	2.3%
3,000.0000	EMC	E M C CORP/MASS CUSIP - 268648102	\$25.680	\$77,040.00	0.8%	\$43,980.00	\$345.00	\$1,380.00	1.8%
6,000.0000	ETFC	E TRADE FINANCIAL CORP CUSIP - 269246401	\$29.640	\$177,840.00	1.8%	\$167,620.80			
2,000.0000	FB	FACEBOOK INC CUSIP - 30303M102	\$104.660	\$209,320.00	2.1%	\$186,344.10			
53,097.0000	GPDX	GRANDEUR PEAK INTL OPP INSTL CUSIP - 317609352	\$3.080	\$163,538.76	1.7%	\$154,788.39		\$743.36	0.5%



AGT THE WARRINGTON FOUNDATION

**PORTFOLIO POSITIONS**

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Accrued Income	Est. Annual Income	Est. Yield
7,000.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	\$31.150	\$218,050.00	2.2%	\$189,010.00	\$1,610.00	\$6,440.00	3.0%
5,600.0000	GILD	GILEAD SCIENCES INC CUSIP - 375558103	\$101.190	\$566,664.00	5.8%	\$136,410.96		\$9,632.00	1.7%
500.0000	GS	GOLDMAN SACHS GROUP CUSIP - 38141G104	\$180.230	\$90,115.00	0.9%	\$86,424.00		\$1,300.00	1.4%
1,000.0000	HD	HOME DEPOT INC CUSIP - 437076102	\$132.250	\$132,250.00	1.3%	\$20,872.50		\$2,360.00	1.8%
3,000.0000	HON	HONEYWELL INTL INC CUSIP - 438516106	\$103.570	\$310,710.00	3.2%	\$83,610.00		\$7,140.00	2.3%
5,200.0000	JPM	JPMORGAN CHASE & CO CUSIP - 46625H100	\$66.030	\$343,356.00	3.5%	\$222,930.76		\$9,152.00	2.7%
6,000.0000	MS	MORGAN STANLEY CUSIP - 617446448	\$31.810	\$190,860.00	1.9%	\$183,772.80		\$3,600.00	1.9%
2,020.0000	NCLEX	NICHOLAS LIMITED EDITION I CUSIP - 653738104	\$23.310	\$47,086.20	0.5%	\$50,984.80		\$32.32	0.1%
800.0000	NSC	NORFOLK SOUTHN CORP CUSIP - 655844108	\$84.590	\$67,672.00	0.7%	\$55,100.85		\$1,888.00	2.8%
5,530.6400	ODVYX	OPPENHEIMER DVLPNG MKTS-Y CUSIP - 683974505	\$29.990	\$165,863.89	1.7%	\$186,586.96		\$1,238.86	0.7%
4,000.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	\$79.410	\$317,640.00	3.2%	\$128.02		\$10,608.00	3.3%
3,000.0000	QCOM	QUALCOMM INC CUSIP - 747525103	\$49.985	\$149,955.00	1.5%	\$115,164.60		\$5,760.00	3.8%
18,831.0400	RYPRX	ROYCE FD PREMIER INVNT FUND 265 CUSIP - 780905600	\$14.280	\$268,907.25	2.7%	\$303,504.94		\$1,525.31	0.6%
1,500.0000	SLB	SCHLUMBERGER LTD	\$69.750	\$104,625.00	1.1%	\$101,455.45	\$750.00	\$3,000.00	2.9%

Equities



AGT THE WARRINGTON FOUNDATION

PORTFOLIO POSITIONS (continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Accrued Income	Est. Annual Income	Est. Yield

		CUSIP - 806857108							
2,000.0000	SBUX	STARBUCKS CORP CUSIP - 855244109	\$60.030	\$120,060.00	1.2%	\$50,429.90		\$1,600.00	1.3%
7,135.0000	FFRX	TEMPLETON FRONTIER MARKETS GLOBAL INVT TR CUSIP - 88019R641	\$10.450	\$74,560.75	0.8%	\$118,725.39		\$5,772.22	7.7%
2,500.0000	TWX	TIME WARNER INC CUSIP - 887317303	\$64.670	\$161,675.00	1.6%	\$169,166.69		\$3,500.00	2.2%
3,000.0000	TSN	TYSON FOODS INC CUSIP - 902494103	\$53.330	\$159,990.00	1.6%	\$140,668.50		\$1,800.00	1.1%
1,000.0000	URI	UNITED RENTALS INC CUSIP - 911363109	\$72.540	\$72,540.00	0.7%	\$100,490.00			
2,000.0000	VZ	VERIZON COMMUNICATIONS INC CUSIP - 92343V104	\$46.220	\$92,440.00	0.9%	\$59,656.41		\$4,520.00	4.9%
22,936.0000	WAFMX	WASATCH FRONT EM SMALL COUNTRIES CUSIP - 936793819	\$2.720	\$62,385.92	0.6%	\$71,482.76		\$344.04	0.6%
86,206.8150	WAEMX	WASATCH EMER MKTS SMALL CAP CUSIP - 936793884	\$2.420	\$208,620.49	2.1%	\$223,089.57		\$258.62	0.1%
3,000.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	\$54.360	\$163,080.00	1.7%	\$64,488.28		\$4,500.00	2.8%
2,000.0000	YUM	YUMI BRANDS INC CUSIP - 988498101	\$73.050	\$146,100.00	1.5%	\$53,330.65		\$3,680.00	2.5%
		<b>Equities - Total</b>		<b>\$9,503,600.41</b>	<b>96.9%</b>	<b>\$6,767,185.93</b>	<b>\$4,125.00</b>	<b>\$148,286.78</b>	<b>1.6%</b>

Alternative Strategies									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Accrued Income	Est. Annual Income	Est. Yield
1,642.0000	JLPSX	JPMORGAN US LRG CAP COREPLUS S CUSIP - 4812A2389	\$26.810	\$44,022.02	0.4%	\$49,506.30		\$101.80	0.2%
		<b>Alternative Strategies - Total</b>		<b>\$44,022.02</b>	<b>0.4%</b>	<b>\$49,506.30</b>		<b>\$101.80</b>	<b>0.2%</b>



AGT THE WARRINGTON FOUNDATION

**PORTFOLIO POSITIONS (continued)**

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Accrued Income	Est. Annual Income	Est. Yield
5,000.0000	MLPI	UBS E-TRACS ALERIAN MLP INFRASTR ETN ETF CUSIP - 902641646	\$26.160	\$130,800.00	1.3%	\$188,270.00		\$9,610.00	7.3%
<b>Real Estate Investments - Total</b>							<b>\$188,270.00</b>	<b>\$9,610.00</b>	<b>7.3%</b>
<b>Total Portfolio Positions</b>				<b>\$9,803,294.99</b>	<b>100.0%</b>	<b>\$7,129,834.79</b>	<b>\$4,126.82</b>	<b>\$158,031.05</b>	<b>1.6%</b>