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

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0052
2008

For calendar year 2008, or tax year beginning , 2008, and ending , 20

G Check all that apply: Initial return | Final return | Amended return | Address change | Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
GEORGE B QUATMAN FOUNDATION

A Employer identification number
31-6068296

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

B Telephone number (see page 10 of the instructions)
(513) 534-5310

City or town, state, and ZIP code
CINCINNATI, OH 45263-0858

COPY

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 ▶

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 4,130,991.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ [ ] if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	49,929.	49,929.		STMT 1
	4 Dividends and interest from securities	63,597.	63,555.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-188,622.			
	b Gross sales price for all assets on line 6a 2,180,817.				
	7 Capital gain net income (from Part IV, line 2)				
	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	-75,096.	113,484.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	550.	275.	NONE	275.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	13,668.	394.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 5	38,157.	37,957.		200.
	24 Total operating and administrative expenses. Add lines 13 through 23	52,375.	38,626.	NONE	475.
	25 Contributions, gifts, grants paid	257,500.			257,500.
	26 Total expenses and disbursements. Add lines 24 and 25	309,875.	38,626.	NONE	257,975.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-384,971.			
	b Net investment income (if negative, enter -0-)		74,858.		
	c Adjusted net income (if negative, enter -0-)				

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2008

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 Savings and temporary cash investments	578,366.	956,489.	956,489.
	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 page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	2,438,921.	1,901,290.	1,771,726.
	c Investments - corporate bonds (attach schedule)	1,614,542.	1,402,004.	1,402,776.
	11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,631,830.	4,259,783.	4,130,991.
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)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	4,631,830.	4,259,783.	
	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 page 17 of the instructions)	4,631,830.	4,259,783.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,631,830.	4,259,783.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,631,830.
2 Enter amount from Part I, line 27a	2	-384,971.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	12,925.
4 Add lines 1, 2, and 3	4	4,259,784.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,259,783.

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	SEE PART IV DETAIL			
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				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
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	-188,622.
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 pages 13 and 17 of the 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 page 18 of 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))
2007	247,475.	5,399,146.	0.04583595257
2006	243,975.	5,055,752.	0.04825691608
2005	225,950.	4,856,433.	0.04652591727
2004	197,929.	4,170,632.	0.04745779537
2003	281,350.	4,470,064.	0.06294093328

2	Total of line 1, column (d)	2	0.25101751457
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	0.05020350291
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	4,802,914.
5	Multiply line 4 by line 3	5	241,123.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	749.
7	Add lines 5 and 6	7	241,872.
8	Enter qualifying distributions from Part XII, line 4	8	257,975.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling 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	749.
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	749.
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	749.
6	Credits/Payments:			
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a 10,000.		
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	10,000.
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	9,251.
11	Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ 752. **Refunded** ▶		11	8,499.

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 $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ _____ (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 page 19 of the instructions) ▶ STMT 8			
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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *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)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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. ▶ (937)227-6447

Located at ▶ 110 N MAIN STREET, DAYTON, OH ZIP + 4 ▶ 45402

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b		
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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ 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 page 20 of the 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 2008 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 2008.)*	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 2008?	4b		X

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

5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the 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 you answered "Yes" to 6b, also 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 page 22 of the 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
SEE STATEMENT 9		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 page 23 of the 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 page 23 of the 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 page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,947,997.
b	Average of monthly cash balances	1b	928,058.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,876,055.
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	4,876,055.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	73,141.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,802,914.
6	Minimum investment return. Enter 5% of line 5	6	240,146.

Part XI Distributable Amount (see page 25 of the 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	240,146.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	749.		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	749.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	239,397.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	239,397.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	239,397.

Part XII Qualifying Distributions (see page 25 of the 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	257,975.
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	257,975.
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 page 26 of the instructions)	5	749.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	257,226.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				239,397.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			NONE	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2008:				
a From 2003 60,037.				
b From 2004 NONE				
c From 2005 NONE				
d From 2006 NONE				
e From 2007 NONE				
f Total of lines 3a through e	60,037.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 257,975.				
a Applied to 2007, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2008 distributable amount				239,397.
e Remaining amount distributed out of corpus	18,578.			
5 Excess distributions carryover applied to 2008 *(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	78,615.			
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 page 27 of the instructions		NONE		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	60,037.			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	18,578.			
10 Analysis of line 9:				
a Excess from 2004 NONE				
b Excess from 2005 NONE				
c Excess from 2006 NONE				
d Excess from 2007 NONE				
e Excess from 2008 18,578.				

Part XIV Private Operating Foundations (see page 27 of the 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 2008, enter the date of the ruling . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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 page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 15				
Total ▶ 3a				257,500.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					49,929.
4 Dividends and interest from securities					63,597.
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					-188,622.
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)					-75,096.
13 Total. Add line 12, columns (b), (d), and (e)				13	-75,096.

(See worksheet in line 13 instructions on page 28 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 page 28 of the instructions.)
4	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
4	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED IN
4	THE GOVERNING AGREEMENT.
8	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
8	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED IN
8	THE GOVERNING AGREEMENT.
3	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
3	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED IN
3	THE GOVERNING AGREEMENT.

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee MATTHEW J CAROTHERS Date 05/13/2009 Title Trustee

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ▶ ☐	Preparer's identifying number (See Signature on page 30 of the Instructions)
Firm's name (or yours if self-employed), address, and ZIP code ▶		EIN ▶	
		Phone no.	

CIS CASE-DO NOT CORRESPOND FOR SIGNATURE

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					21,658.	
		1200. AMERICAN INTL GROUP INC PROPERTY TYPE: SECURITIES					04/03/2003	02/14/2008
54,803.00		63,768.00					-8,965.00	
		1400. AUTODESK INC (DEL) PROPERTY TYPE: SECURITIES					08/22/2008	11/24/2008
21,591.00		51,940.00					-30,349.00	
		100000. CIT GROUP HLDGS INC NT DTD 10/15 PROPERTY TYPE: SECURITIES					09/28/2005	10/15/2008
100,000.00		103,467.00					-3,467.00	
		371. CVS CORP PROPERTY TYPE: SECURITIES					08/08/2005	08/22/2008
13,901.00		10,410.00					3,491.00	
		900. CATERPILLAR INC PROPERTY TYPE: SECURITIES					01/20/2005	01/03/2008
63,746.00		40,677.00					23,069.00	
		200. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES					08/23/1994	08/22/2008
17,518.00		4,238.00					13,280.00	
		2200. CIA VALE DO RIO DOCE-ADR PROPERTY TYPE: SECURITIES					08/08/2007	08/22/2008
58,454.00		53,527.00					4,927.00	
		600. DANAHER CORPORATION PROPERTY TYPE: SECURITIES					08/22/2008	12/09/2008
29,953.00		49,668.00					-19,715.00	
		100000. FED FARM CREDIT 3/26/2001 5.550 PROPERTY TYPE: SECURITIES					09/12/2005	03/26/2008
100,000.00		103,433.00					-3,433.00	
		2697.398 FIFTH THIRD MID CAP GROWTH FUND PROPERTY TYPE: SECURITIES					12/10/2007	08/22/2008
32,369.00		37,359.00					-4,990.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3516.557 FIFTH THIRD MID CAP GROWTH FUND PROPERTY TYPE: SECURITIES					12/08/2006	08/22/2008
42,199.00		51,940.00					-9,741.00	
		36.043 FIFTH THIRD MID CAP GROWTH FUND PROPERTY TYPE: SECURITIES					12/13/2005	08/22/2008
433.00		597.00					-164.00	
		1657.068 FIFTH THIRD INTERNATIONAL EQUIT PROPERTY TYPE: SECURITIES					12/10/2007	08/22/2008
19,089.00		25,983.00					-6,894.00	
		517.403 FIFTH THIRD INTERNATIONAL EQUITY PROPERTY TYPE: SECURITIES					12/08/2006	08/22/2008
5,960.00		7,151.00					-1,191.00	
		632.454 FIFTH THIRD INTERNATIONAL EQUITY PROPERTY TYPE: SECURITIES					12/13/2005	08/22/2008
7,286.00		7,355.00					-69.00	
		1115.732 FIFTH THIRD INTERNATIONAL EQUIT PROPERTY TYPE: SECURITIES					12/07/2000	08/22/2008
12,853.00		11,459.00					1,394.00	
		417.619 FIFTH THIRD INTERNATIONAL EQUITY PROPERTY TYPE: SECURITIES					12/07/2000	08/22/2008
4,811.00		4,289.00					522.00	
		2016.376 FIFTH THIRD INTERNATIONAL EQUIT PROPERTY TYPE: SECURITIES					12/07/2000	09/29/2008
19,539.00		20,708.00					-1,169.00	
		1887.719 FIFTH THIRD INTERNATIONAL EQUIT PROPERTY TYPE: SECURITIES					11/30/1999	09/29/2008
18,292.00		24,333.00					-6,041.00	
		110.657 FIFTH THIRD INTERNATIONAL EQUITY PROPERTY TYPE: SECURITIES					11/27/1998	09/29/2008
1,072.00		1,341.00					-269.00	
		538.658 FIFTH THIRD INTERNATIONAL EQUITY PROPERTY TYPE: SECURITIES					12/18/1997	09/29/2008
5,220.00		5,941.00					-721.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		19999.908 FIFTH THIRD INTERNATIONAL EQUI PROPERTY TYPE: SECURITIES					08/19/1994	09/29/2008
193,799.00		199,999.00					-6,200.00	
		115.18 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					02/28/2008	03/06/2008
1,095.00		1,094.00					1.00	
		130.475 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					01/30/2008	03/06/2008
1,241.00		1,240.00					1.00	
		149.15 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					12/20/2007	03/06/2008
1,418.00		1,399.00					19.00	
		136.001 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					11/20/2007	03/06/2008
1,293.00		1,280.00					13.00	
		150.773 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					10/19/2007	03/06/2008
1,434.00		1,410.00					24.00	
		144.325 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					09/20/2007	03/06/2008
1,373.00		1,348.00					25.00	
		160.285 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					08/20/2007	03/06/2008
1,524.00		1,494.00					30.00	
		8055.853 FIFTH THIRD SHORT TERM BOND FUN PROPERTY TYPE: SECURITIES					08/08/2007	03/06/2008
76,611.00		75,000.00					1,611.00	
		111.335 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					07/20/2007	03/06/2008
1,059.00		1,033.00					26.00	
		118.225 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					06/20/2007	03/06/2008
1,124.00		1,096.00					28.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		117.553 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					05/22/2007	03/06/2008
1,118.00		1,092.00					26.00	
		116.886 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					04/20/2007	03/06/2008
1,112.00		1,088.00					24.00	
		119.99 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					03/20/2007	03/06/2008
1,141.00		1,117.00					24.00	
		112.786 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					02/21/2007	03/06/2008
1,073.00		1,048.00					25.00	
		123.029 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					01/22/2007	03/06/2008
1,170.00		1,142.00					28.00	
		101.294 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					12/20/2006	03/06/2008
963.00		943.00					20.00	
		118.581 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					11/20/2006	03/06/2008
1,128.00		1,102.00					26.00	
		107.873 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					10/20/2006	03/06/2008
1,026.00		1,001.00					25.00	
		32292.787 FIFTH THIRD SHORT TERM BOND FU PROPERTY TYPE: SECURITIES					09/21/2006	03/06/2008
307,104.00		300,000.00					7,104.00	
		800.543 FIFTH THIRD STRATEGIC INCOME FUN PROPERTY TYPE: SECURITIES					12/10/2007	08/22/2008
7,341.00		8,478.00					-1,137.00	
		6696.428 FIFTH THIRD STRATEGIC INCOME FU PROPERTY TYPE: SECURITIES					08/08/2007	08/22/2008
61,406.00		75,000.00					-13,594.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		6415.739 FIFTH THIRD STRATEGIC INCOME FU PROPERTY TYPE: SECURITIES					02/20/2007	08/22/2008
58,832.00		75,000.00					-16,168.00	
		12875.535 FIFTH THIRD STRATEGIC INCOME F PROPERTY TYPE: SECURITIES					02/09/2007	08/22/2008
118,069.00		150,000.00					-31,931.00	
		155.286 FIFTH THIRD STRATEGIC INCOME FUN PROPERTY TYPE: SECURITIES					11/11/1911	08/22/2008
1,424.00		1,457.00					-33.00	
		142.804 FIFTH THIRD STRATEGIC INCOME FUN PROPERTY TYPE: SECURITIES					11/11/1911	08/22/2008
1,310.00		1,402.00					-92.00	
		139.885 FIFTH THIRD STRATEGIC INCOME FUN PROPERTY TYPE: SECURITIES					11/11/1911	08/22/2008
1,283.00		1,442.00					-159.00	
		134.126 FIFTH THIRD STRATEGIC INCOME FUN PROPERTY TYPE: SECURITIES					11/11/1911	08/22/2008
1,230.00		1,383.00					-153.00	
		137.893 FIFTH THIRD STRATEGIC INCOME FUN PROPERTY TYPE: SECURITIES					11/11/1911	08/22/2008
1,264.00		1,405.00					-141.00	
		124.315 FIFTH THIRD STRATEGIC INCOME FUN PROPERTY TYPE: SECURITIES					11/11/1911	08/22/2008
1,140.00		1,309.00					-169.00	
		130.382 FIFTH THIRD STRATEGIC INCOME FUN PROPERTY TYPE: SECURITIES					11/11/1911	08/22/2008
1,196.00		1,392.00					-196.00	
		197.151 FIFTH THIRD STRATEGIC INCOME FUN PROPERTY TYPE: SECURITIES					11/11/1911	08/22/2008
1,808.00		2,042.00					-234.00	
		116.704 FIFTH THIRD STRATEGIC INCOME FUN PROPERTY TYPE: SECURITIES					11/11/1911	08/22/2008
1,070.00		1,274.00					-204.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		111.258 FIFTH THIRD STRATEGIC INCOME FUN PROPERTY TYPE: SECURITIES					11/11/1911	08/22/2008
1,020.00		1,248.00					-228.00	
		106.814 FIFTH THIRD STRATEGIC INCOME FUN PROPERTY TYPE: SECURITIES					11/11/1911	08/22/2008
979.00		1,203.00					-224.00	
		103.343 FIFTH THIRD STRATEGIC INCOME FUN PROPERTY TYPE: SECURITIES					11/11/1911	08/22/2008
948.00		1,157.00					-209.00	
		82.338 FIFTH THIRD STRATEGIC INCOME FUND PROPERTY TYPE: SECURITIES					11/11/1911	08/22/2008
755.00		921.00					-166.00	
		78.255 FIFTH THIRD STRATEGIC INCOME FUND PROPERTY TYPE: SECURITIES					11/11/1911	08/22/2008
718.00		887.00					-169.00	
		79.209 FIFTH THIRD STRATEGIC INCOME FUND PROPERTY TYPE: SECURITIES					11/11/1911	08/22/2008
726.00		913.00					-187.00	
		75.754 FIFTH THIRD STRATEGIC INCOME FUND PROPERTY TYPE: SECURITIES					11/11/1911	08/22/2008
695.00		880.00					-185.00	
		78.176 FIFTH THIRD STRATEGIC INCOME FUND PROPERTY TYPE: SECURITIES					11/11/1911	08/22/2008
717.00		906.00					-189.00	
		35.137 FIFTH THIRD STRATEGIC INCOME FUND PROPERTY TYPE: SECURITIES					11/11/1911	08/22/2008
322.00		409.00					-87.00	
		5726.562 FIFTH THIRD SMALL CAP GROWTH FD PROPERTY TYPE: SECURITIES					12/10/2007	08/22/2008
47,359.00		52,513.00					-5,154.00	
		1652.513 FIFTH THIRD SMALL CAP GROWTH FD PROPERTY TYPE: SECURITIES					12/09/2005	08/22/2008
13,666.00		22,937.00					-9,271.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2229.597 FIFTH THIRD SMALL CAP GROWTH FD PROPERTY TYPE: SECURITIES					12/09/2004	08/22/2008
18,439.00		31,972.00					-13,533.00	
		1032.568 FIFTH THIRD SMALL CAP GROWTH FD PROPERTY TYPE: SECURITIES					12/04/2003	08/22/2008
8,539.00		17,502.00					-8,963.00	
		10098.095 FIFTH THIRD SMALL CAP GROWTH F PROPERTY TYPE: SECURITIES					09/12/2003	08/22/2008
83,511.00		175,000.00					-91,489.00	
		1400. GENERAL ELEC CO PROPERTY TYPE: SECURITIES					08/08/2007	08/22/2008
40,572.00		55,790.00					-15,218.00	
		1161. HCP INC PROPERTY TYPE: SECURITIES					08/08/2007	07/01/2008
36,725.00		32,636.00					4,089.00	
		255. HCP INC PROPERTY TYPE: SECURITIES					08/08/2007	07/01/2008
8,123.00		7,168.00					955.00	
		584. HCP INC PROPERTY TYPE: SECURITIES					08/08/2007	07/01/2008
18,428.00		16,416.00					2,012.00	
		700. LABORATORY CORP AMER HLDGS COM NEW PROPERTY TYPE: SECURITIES					02/09/2007	08/12/2008
50,734.00		51,784.00					-1,050.00	
		900. MERRILL LYNCH & CO INC PROPERTY TYPE: SECURITIES					06/28/2004	01/07/2008
44,783.00		49,005.00					-4,222.00	
		1300. NRG ENERGY INC PROPERTY TYPE: SECURITIES					08/22/2008	12/04/2008
30,602.00		50,188.00					-19,586.00	
		200. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES					04/03/2003	08/22/2008
19,498.00		3,785.00					15,713.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		450. SIEMENS A G SPONSORED ADR PROPERTY TYPE: SECURITIES					02/09/2007	06/05/2008
50,237.00		48,564.00					1,673.00	
		300. THERMO ELECTRON CORP COM PROPERTY TYPE: SECURITIES					01/29/2004	08/22/2008
18,366.00		6,569.00					11,797.00	
		100. WELLPOINT INC PROPERTY TYPE: SECURITIES					09/09/2005	02/14/2008
7,399.00		7,653.00					-254.00	
		800. WELLPOINT INC PROPERTY TYPE: SECURITIES					08/08/2005	02/14/2008
59,193.00		56,264.00					2,929.00	
		385. XTO ENERGY INC PROPERTY TYPE: SECURITIES					09/09/2005	08/22/2008
18,364.00		12,545.00					5,819.00	
		. SECURITY LITIGATION PYMT PROPERTY TYPE: SECURITIES						07/10/2008
810.00							810.00	
		1200. WEATHERFORD INTL LTD BERMUDA COMMO PROPERTY TYPE: SECURITIES					08/08/2005	08/22/2008
44,988.00		19,749.00					25,239.00	
		1700. LOGITECH INTERNATIONAL PROPERTY TYPE: SECURITIES					08/08/2007	08/13/2008
46,308.00		46,781.00					-473.00	
		. SECURITY LITIGATION PYMT PROPERTY TYPE: SECURITIES						07/31/2008
1,013.00							1,013.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)		.....					-188,622.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	49,929.	49,929.
TOTAL	49,929.	49,929.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	6,319.	6,319.
NONTAXABLE DIVIDENDS	42.	
DOMESTIC DIVIDENDS	32,332.	32,332.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	3,235.	3,235.
OID INCOME	11,030.	11,030.
NONQUALIFIED DOMESTIC DIVIDENDS	10,639.	10,639.
TOTAL	63,597.	63,555.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	550.	275.		275.
TOTALS	550.	275.	NONE	275.

B.823

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	394.	394.
FEDERAL EXCISE TAX	3,274.	
EXCISE TAX ESTIMATE	10,000.	
TOTALS	13,668.	394.

B.923

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-INCOME	47.	47.	
BANK SERVICE FEES	37,910.	37,910.	
OTHER NON-ALLOCABLE EXPENSE -	200.		200.
TOTALS	38,157.	37,957.	200.

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

DESCRIPTION	AMOUNT
ACC. ADJ TO BASIS ON BEAR STEARNS BOND	12,925.
TOTAL	12,925.

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

DESCRIPTION	AMOUNT
ROUNDING DIFFERENCES	1.
TOTAL	1.

STATE(S) WHERE THE FOUNDATION IS REGISTERED

OH

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
FIFTH THIRD BANK OF WESTERN OHIO
ADDRESS:
110 N MAIN STREET
DAYTON, OH 45402
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

GEORGE B QUATMAN FOUNDATION 31-6068296
FORM 990PF, PART XV - LINES 2a - 2d

RECIPIENT NAME:
GEORGE BRACK, C/O FIFTH THIRD BANK
ADDRESS:
110 N. MAIN STREET
DAYTON, OH 45402
RECIPIENT'S PHONE NUMBER: 937-227-6447
FORM, INFORMATION AND MATERIALS:
LETTER
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NONE

RECIPIENT NAME:
EDISON STATE COLLEGE FOUNDATION
ADDRESS:
1973 EDISON DRIVE
PIQUA, OH 45356
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:
LIMA CENTRAL CATHOLIC
ADDRESS:
720 S CABLE ROAD
LIMA, OH 45805
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 60,000.

RECIPIENT NAME:
MURRAY MIDDLE SCHOOL
ADDRESS:
4400 SE MURRAY STREET
STUART, FL 34997
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:
WAPAKONETA FAMILY YMCA
ADDRESS:
1100 DEFIANCE STREET
WAPAKONETA, OH 45895
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 5,000.

GEORGE B QUATMAN FOUNDATION 31-6068296
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
PIQUA COMMUNITY FOUNDATION
ADDRESS:
126 W HIGH STREET
PIQUA, OH 45356
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:
ARCHBISHOP ALTER HIGH SCHOOL
ADDRESS:
940 E. DAVID ROAD
KETTERING, OH 45429
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 40,000.

RECIPIENT NAME:
ST.PETER SCHOOL
ADDRESS:
6185 CHAMBERSBURG ROAD
HUBER HEIGHTS, OH 45424
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:
SAINT JOSEPH'S COLLEGE
ADDRESS:
UW HIGHWAY 231
RENSSELAER, IN 47978
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:
FISHER/NIGHTINGALE HOUSES INC
ADDRESS:
PO BOX 33871
WRIGHT PATTERSON AFB, OH 45433
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:
DAYBREAK
ADDRESS:
605 S PATTERSON BLVD
DAYTON, OH 45402
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:
MONTGOMERY COUNTY HISTORICAL SOC.
NKA DAYTON HISTORY
ADDRESS:
1000 CARILLON BLVD
DAYTON, OH 45409
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:
SPRING VALLEY ACADEMY
ADDRESS:
1461 E SPRING VALLEY ROAD
CENTERVILLE, OH 45458
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:
THINK TV
ADDRESS:
110 S JEFFERSON
DAYTON, OH 45402
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 7,500.

RECIPIENT NAME:
THE OTHER PLACE
ADDRESS:
PO BOX 1294
DAYTON, OH 45401
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:
CENTRAL STATE UNIVERSITY
ADDRESS:
1400 BRUSH ROW RD
WILBERFORCE, OH 45384
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 10,000.

GEORGE B QUATMAN FOUNDATION 31-6068296
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SINCLAIR FOUNDATION
ADDRESS:
444 W. THIRD ST
DAYTON, OH 45402
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 25,000.

TOTAL GRANTS PAID: 257,500.