



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Amended

Copy
 09/06

OMB No 1545-0052
2008

Form **990-PF**

**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

For calendar year 2008, or tax year beginning **7/01/08**, and ending **6/30/09**

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
THE KETTERING FUND
C/O JP MORGAN SERVICES INC.
 Number and street (or P O box number if mail is not delivered to street address) Room/suite
P.O. BOX 6089
 City or town, state, and ZIP code
NEWARK DE 19714-6089

A Employer identification number
31-6027115
 B Telephone number (see page 10 of the instructions)
215-640-3522
 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

Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation
 Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 61,006,395** (Part I, column (d) must be on cash basis.)
 J Accounting method: Cash Accrual
 Other (specify)

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 pg 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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	1,171,125	1,170,297		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-3,016,063			
b	Gross sales price for all assets on line 6a	82,554,573			
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns & allowances				
b	Less: Post-1981 gain				
c	Gross profit (loss) (attach schedule)				
11	Other income (attach schedule) STMT 1	228,774			
12	Total. Add lines 1 through 11	-1,616,164	1,170,297	0	
13	Compensation of officers, directors, trustees, etc.	167,972	125,979		41,993
14	Other employee salaries and wages	38,018			38,018
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) STMT 2	36,036	21,177		14,859
19	Depreciation (attach schedule) and depletion				
20	Occupancy	16,057			16,057
21	Travel, conferences, and meetings	24			24
22	Printing and publications	884			884
23	Other expenses (att. sch) STMT 3	125,748	102,010		23,738
24	Total operating and administrative expenses. Add lines 13 through 23	384,739	249,166		135,573
25	Contributions, gifts, grants paid	5,580,750			5,580,750
26	Total expenses and disbursements. Add lines 24 and 25	5,965,489	249,166	0	5,716,323
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses & disbursements	-7,581,653			
b	Net investment income (if negative, enter -0-)		921,131		
c	Adjusted net income (if negative, enter -0-)			0	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form 990-PF (2008)

DAA

Handwritten initials and signatures.

Vertical stamps: JAN 2 2009, MAY 17 2010, ENVELOPE, POSTMARK DATE, JAN 9 2013, SCANNED MAY 19 2010, Revenue, SCANNED FEB 12 2013, Operating and Administrative Expenses, 971010

RECEIVED
 MAY 18 2010
 OGDEN, UT

STATUTE UNIT RECEIVED
 JAN 18 2013
 OGDEN, UT

IRS-DSC

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		160	2,300,065	2,300,065
	2	Savings and temporary cash investments		9,290,388	1,346,409	1,334,970
	3	Accounts receivable ▶	52,937			
		Less allowance for doubtful accounts ▶		13,212	52,937	52,973
	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 (att. schedule) ▶				
		Less allowance for doubtful accounts ▶				
	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)	SEE STMT 4	33,657,893	9,783,842	7,820,122
	c	Investments—corporate bonds (attach schedule)	SEE STMT 5	18,633,077	18,690,170	18,983,940
	11	Investments—land, buildings, and equipment, basis ▶				
	Less accumulated depreciation (attach sch.) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)	SEE STATEMENT 6	13,500,000	36,123,456	30,503,075	
14	Land, buildings, and equipment, basis ▶					
	Less accumulated depreciation (attach sch.) ▶					
15	Other assets (describe ▶)	SEE STATEMENT 7	792,535	15,402	11,250	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		75,887,265	68,312,281	61,006,395	
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)		0	0	
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		75,887,265	68,312,281	
	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)		75,887,265	68,312,281		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		75,887,265	68,312,281		

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	75,887,265
2	Enter amount from Part I, line 27a	2	-7,581,653
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	8,883
4	Add lines 1, 2, and 3	4	68,314,495
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	2,214
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	68,312,281

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 ATTACHED	P	VARIOUS	VARIOUS
b	LONG TERM CAP GAIN DIV			
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	82,532,626	85,570,636	-3,038,010	
b	21,947		21,947	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				-3,038,010
b				21,947
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	-3,016,063
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	7,734,428	79,585,037	0.097184
2006	7,583,054	84,000,721	0.090274
2005	7,204,021	84,912,203	0.084841
2004	5,177,205	85,595,849	0.060484
2003	4,409,478	84,658,868	0.052085

2 Total of line 1, column (d)	2	0.384868
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	0.076974
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	60,346,586
5 Multiply line 4 by line 3	5	4,645,118
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,211
7 Add lines 5 and 6	7	4,654,329
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	5,716,323

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	9,211
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	0
3	Add lines 1 and 2	3	9,211
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	9,211
6 Credits/Payments:			
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	60,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	60,000
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	50,789
11	Enter the amount of line 10 to be credited to 2009 estimated tax <input type="checkbox"/> 20,000 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	30,789

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ OH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ JP MORGAN SERVICES, INC. Telephone no. ▶ 302-634-2931 Located at ▶ PO BOX 6089, NEWARK, DE ZIP+4 ▶ 19714-6089			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ▶ <input type="checkbox"/>	1b	X
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? N/A	1c	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 20 20 20 20		
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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 20 20 20 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) N/A	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)? N/A **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 **N/A**

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 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? Yes No **7b** **N/A**

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
JPMORGAN CHASE BANK, NA 345 PARK AVE NEW YORK NY 10154	TRUSTEE 10	167,972	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				

Total number of other employees paid over \$50,000 **0**

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
ELLWOOD ASSOCIATES 33 WEST MONROE STREET, SUITE 1850 CHICAGO IL 60603	INVESTMENT MGT	64,537

Total number of others receiving over \$50,000 for professional services ▶ 0

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 N/A	
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 N/A	
2	
All other program-related investments See page 24 of the instructions. 3	
Total. Add lines 1 through 3	

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	56,451,815
b	Average of monthly cash balances	1b	4,813,755
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	61,265,570
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	61,265,570
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	918,984
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	60,346,586
6	Minimum investment return. Enter 5% of line 5	6	3,017,329

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	3,017,329
2a	Tax on investment income for 2008 from Part VI, line 5	2a	9,211
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,211
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,008,118
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,008,118
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,008,118

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	5,716,323
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,716,323
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	9,211
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,707,112

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				3,008,118
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2008:				
a From 2003	252,000			
b From 2004	982,885			
c From 2005	3,063,062			
d From 2006	3,782,322			
e From 2007	3,879,660			
f Total of lines 3a through e	11,959,929			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 5,716,323				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	5,716,323			
d Applied to 2008 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	3,008,118			3,008,118
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	14,668,134			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0
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)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	14,668,134			
10 Analysis of line 9:				
a Excess from 2004	1,289,829			
b Excess from 2005	3,782,322			
c Excess from 2006	3,879,660			
d Excess from 2007	5,716,323			
e Excess from 2008				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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).)
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 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:
**JUDITH THOMPSON, EXECUTIVE DIRECTOR 937-228-1021
 1480 KETTERING TOWER, DAYTON, OH 45423**

b The form in which applications should be submitted and information and materials they should include
SEE STATEMENT 10

c Any submission deadlines.
MARCH 15 AND SEPTEMBER 15 OF EACH YEAR

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
FUNDS MUST BE USED IN THE STATE OF OHIO

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED	NONE	PUBLIC	GENERAL	5,580,750
Total				▶ 3a 5,580,750
b Approved for future payment N/A				
Total				▶ 3b

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MIAMI VALLEY VENTURE- INCOME	\$ -11,810	\$	\$
LAZARD LTD - INCOME	529		
PORTFOLIO ADVISORS SECONDARY	-1,683		
FEDERAL EXCISE TAX REFUND	241,738		
TOTAL	\$ 228,774	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	\$ 21,177	\$ 21,177	\$	200
OHIO AG FILING FEE	200			14,659
PAYROLL TAX EXPENSE	14,659			
TOTAL	\$ 36,036	\$ 21,177	\$ 0	\$ 14,859

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
INVESTMENT MANAGEMENT FEES	102,010	102,010	\$	
PARKING	688			688
DUES	15,500			15,500
INSURANCE	5,008			5,008
SUPPLIES	82			82
PHONE AND WEB PAGE EXPENSE	2,118			2,118
SUBSCRIPTIONS	92			92
OFFICE MAINTENANCE	250			250
TOTAL	\$ 125,748	\$ 102,010	\$ 0	\$ 23,738

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
SEE ATTACHED SCHEDULE P91467004	\$ 13,604,833	\$ 9,783,842	COST	\$ 7,820,122
SEE ATTACHED SCHEDULE P91467400	14,856,780		COST	
SEE ATTACHED SCHEDULE P91467608	5,196,280		COST	
TOTAL	\$ 33,657,893	\$ 9,783,842		\$ 7,820,122

Statement 5 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
SEE ATTACHED SCHEDULE	\$ 18,633,077	\$ 18,690,170	COST	\$ 18,983,940
TOTAL	\$ 18,633,077	\$ 18,690,170		\$ 18,983,940

Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
HEDGE FUNDS AND OTHER ASSETS	\$ 13,500,000	\$ 36,123,456	COST	\$ 30,503,075
TOTAL	\$ 13,500,000	\$ 36,123,456		\$ 30,503,075

Statement 7 - Form 990-PF, Part II, Line 15 - Other Assets

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
MIAMI VALLEY VENTURE FD LP	\$ 792,535	\$ 15,402	\$ 11,250
CD & R - FUND 8, LLC			
TOTAL	\$ 792,535	\$ 15,402	\$ 11,250

Statement 8 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
ADJUSTMENT TO BEGINNING BASIS & ADJ. TO BALANCE	\$ 2,638
CAPITAL CHG ADJ FOR PDL AND FACET BIOFARM	6,245
TOTAL	\$ 8,883

Statement 9 - Form 990-PF, Part III, Line 5 - Other Decreases

<u>Description</u>	<u>Amount</u>
FISCAL TO CAL. YEAR 1099 DIF FROM 1099-CLASS ACT	\$ <u>2,214</u>
TOTAL	\$ <u><u>2,214</u></u>

Statement 10 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

A LETTER IS REQUIRED THAT SHOULD STATE THE AMOUNT BEING REQUESTED, THE REASON FOR THE REQUEST, IF KETTERING HAS SUPPORTED THE ORGANIZATION BEFORE, AND THE NAME OF OTHER FUNDS THAT MAY BE PROVIDING SUPPORT.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

MARCH 15 AND SEPTEMBER 15 OF EACH YEAR

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

FUNDS MUST BE USED IN THE STATE OF OHIO

ACCOUNTS RECEIVABLE

<u>Description</u>	<u>Amount</u>
EXPENSES TO BE REIMBURSED	\$ 4,501
2008 ACCRUED INT C/O TO 2009	<u>48,436</u>
TOTAL	<u>\$ 52,937</u>

THE KETTERING FUND
EIN: 31-6027115
Tax Year Ending: 06/31/2009

Election under IRC Reg. 53.4942-(a)-3(d)(2)

The KETTERING FUND hereby elects to treat the current year's qualifying distributions in excess of the immediately preceding year's undistributed income as made out of Corpus. Elected amount is \$5,580,750.00.

Signed: *James J. Brogan III V.P.*
Vice President

THE KETTERING FUND EIN# 31-6027115

GRANTS MADE THIS YEAR

Recipient Name	City	State	Status	Purpose of Grant	Relationship	Amount
ASHLAND UNIVERSITY	Dayton	OH	Public	GENERAL	None	50,000
CHILDRENS MEDICAL CENTER OF DAYTON	Dayton	OH	Public	GENERAL	None	100,000
CINNINNATI ZOO AND BOTANICAL GARDEN	Cincinnati	OH	Public	GENERAL	None	1,000,000
CITYFOLK	Dayton	OH	Public	GENERAL	None	12,500
CONTEMPORARY ARTS CENTER	Dayton	OH	Public	GENERAL	None	50,000
DAYTON ART INSTITUTE	Dayton	OH	Public	GENERAL	None	600,000
DAYTON HISTORY	Dayton	OH	Public	GENERAL	None	50,000
FRIENDS OF AULLWOOD	Dayton	OH	Public	GENERAL	None	500,000
GIRL SCOUTS OF WESTERN OHIO	Dayton	OH	Public	GENERAL	None	20,000
GREATER DAYTON PUBLIC TELEVISION	Dayton	OH	Public	GENERAL	None	25,000
HATHAWAY BROWN SCHOOL	Shaker Heights	OH	Public	GENERAL	None	200,000
JUNIOR ACHIEVEMENT OF OKI PARTNERS	Chester	OH	Public	GENERAL	None	16,500
KETTERING MEDICAL CENTER FOUNDATION	Dayton	OH	Public	GENERAL	None	1,000,000
KETTERING UNIVERSITY	Flint	MI	Public	GENERAL	None	425,000
LITTLE MIAMI INC	Milford	OH	Public	GENERAL	None	5,000
LOUDONVILLE AGRICULTURAL SOCIETY	Loudonville	OH	Public	GENERAL	None	5,000
OHIO ARTS COUNCIL	Columbus	OH	Public	GENERAL	None	40,000
OHIO FOUNDATION OF INDEPENDENT COLLEGES	Columbus	OH	Public	GENERAL	None	13,500
SALVATION ARMY OF GREATER DAYTON	Dayton	OH	Public	GENERAL	None	100,000
SKIDMORE COLLEGE	Saratoga Springs	OH	Public	GENERAL	None	1,000,000
THE FOUNDATION CENTER CLEVELAND	Cleveland	OH	Public	GENERAL	None	3,250
UNIVERSITY OF DAYTON	Dayton	OH	Public	GENERAL	None	100,000
VICTORIA THEATRE ASSOCIATION	Dayton	OH	Public	GENERAL	None	60,000
YMCA OF GREATER DAYTON	Dayton	OH	Public	GENERAL	None	180,000
YWCA OF DAYTON	Dayton	OH	Public	GENERAL	None	25,000

5,580,750