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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

OMB No 1545-0052

2008

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

10/01, 2008, and ending

09/30, 20 09

G Check all that apply:

☐ Initial return☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

FAIRWAYS FOUNDATION, FIFTH THIRD BANK
CO-TRUSTEE

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

P O BOX 630858

City or town, state, and ZIP code

CINCINNATI, OH 45263-0858

A Employer identification number

31-1628541

B Telephone number (see page 10 of the instructions)

(513) 579-5498

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: ☐ 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) \$ 2,093,651.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)
1 Contributions, gifts, grants, etc., received (attach schedule)	114,300.			
2 Check ☐ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	21,272.	21,272.		STMT 1
4 Dividends and interest from securities	31,863.	31,863.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	99,473.			
b Gross sales price for all assets on line 6a	379,166.			
7 Capital gain net income (from Part IV, line 2)		99,473.		
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	266,908.	152,608.		
13 Compensation of officers, directors, trustees, etc.		NONE	NONE	
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Taxes (attach schedule) (see page 14 of the instructions)	5,595.	595.		STMT 3
18 Depreciation (attach schedule) and depletion				
19 Occupancy				
20 Travel, conferences, and meetings		NONE	NONE	
21 Printing and publications		NONE	NONE	
22 Other expenses (attach schedule) STMT 4	9,998.	7,839.		2,159.
23 Total operating and administrative expenses. Add lines 13 through 23	15,593.	8,434.	NONE	2,159.
24 Contributions, gifts, grants paid	73,500.			73,500.
25 Total expenses and disbursements. Add lines 24 and 25	89,093.	8,434.	NONE	75,659.
26 Subtract line 25 from line 12:				
a Excess of revenue over expenses and disbursements	177,815.			
b Net investment income (if negative, enter -0-)		144,174.		
c Adjusted net income (if negative, enter -0-)				

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

Form **990-PF** (2008)JSA
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0510001 5000 01/28/2010 14.00.25

SCANNED FEB 22 2010
ENVELOPE DATE FEB 16 2010
POSTMARK DATE
Revenue
Operating and Administrative Expenses

RECEIVED

FEB 11 2010

CODEN

7

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				
	2	Savings and temporary cash investments		185,472.	238,845.	238,845.
	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 ▶				
	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) . STMT 5		1,359,981.	1,402,044.	1,370,878.
	c	Investments - corporate bonds (attach schedule) . STMT 6		480,476.	448,644.	483,928.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule)				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule)				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		2,025,929.	2,089,533.	2,093,651.	
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. ▶ ☒					
	27	Capital stock, trust principal, or current funds		2,025,929.	2,089,533.	
	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)		2,025,929.	2,089,533.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		2,025,929.	2,089,533.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,025,929.
2	Enter amount from Part I, line 27a	2	177,815.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,203,744.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	114,211.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,089,533.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
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	99,473.
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	68,035.	2,202,884.	0.03088451321
2006	57,711.	1,933,488.	0.02984812939
2005	50,311.	1,565,144.	0.03214464612
2004	47,164.	946,914.	0.04980811351
2003	41,698.	645,255.	0.06462251358

2 Total of line 1, column (d)	2	0.20730791581
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	0.04146158316
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	1,817,789.
5 Multiply line 4 by line 3	5	75,368.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,442.
7 Add lines 5 and 6	7	76,810.
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	75,659.

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 ☐ and enter 1% of Part I, line 27b		1	2,883.
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	2,883.
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	2,883.
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	5,366.	
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	5,366.	
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	2,483.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax	11	2,483. Refunded	

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?		
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) 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	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 STMT 9	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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ FIFTH THIRD BANK, CO-TRUSTEE Telephone no. ▶ (513) 579-5498 Located at ▶ 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH ZIP + 4 ▶ 45263			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			

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)? ☐ Yes ☒ No	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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

Form 990-PF (2008)

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)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
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

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 10		-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
1N/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
1N/A	
2	
All other program-related investments. See page 24 of the instructions	
3NONE	
Total. Add lines 1 through 3	

Form 990-PF (2008)

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	1,504,832.
b	Average of monthly cash balances	1b	340,639.
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	1,845,471.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,845,471.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	27,682.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,817,789.
6	Minimum investment return. Enter 5% of line 5	6	90,889.

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	90,889.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	2,883.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,883.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	88,006.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	88,006.
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	88,006.

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	75,659.
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	75,659.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	75,659.

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				88,006.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			56,751.	
b Total for prior years: 20 <u>06</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	NONE			
b From 2004	NONE			
c From 2005	NONE			
d From 2006	NONE			
e From 2007	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2008 from Part XII, line 4. ► \$ <u>75,659.</u>				
a Applied to 2007, but not more than line 2a			56,751.	
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				18,908.
e Remaining amount distributed out of corpus	NONE			
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	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see 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				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009.				69,098.
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)	NONE			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	NONE			
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	NONE			

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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

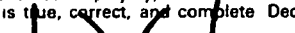
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 15				
Total			▶ 3a	73,500.
b Approved for future payment				
Total			▶ 3b	

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

- [illegible]

- 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		01/28/2010 Date	
Paid Preparer's Use Only	FIFTH THIRD BANK, CO-TTEE Title		Tax Officer	
	Preparer's signature Date		Check if self-employed ☐	
Firm's name (or yours if self-employed), address, and ZIP code			Preparer's identifying number (See Signature on page 30 of the instructions)	
EIN			Phone no	

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, 990-EZ, and 990-PF.

2008

Name of the organization

Employer identification number

FAIRWAYS FOUNDATION, FIFTH THIRD BANK

31-1628541

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation

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

☒ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year) ▶ \$

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

FAIRWAYS FOUNDATION, FIFTH THIRD BANK

Employer identification number

31-1628541

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ALEXANDRA ELLIOTT 2366 BEDFORD AVENUE CINCINNATI, OH 45208	\$ 114,300.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

31-1628541

Part II

[illegible]

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MONEY MARKET INTEREST	21,272.	21,272.
	-----	-----
TOTAL	21,272.	21,272.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN DIVIDENDS	6,699.	6,699.
DOMESTIC DIVIDENDS	18,715.	18,715.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	249.	249.
NONQUALIFIED FOREIGN DIVIDENDS	7.	7.
NONQUALIFIED DOMESTIC DIVIDENDS	6,193.	6,193.
	-----	-----
TOTAL	31,863.	31,863.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
EXCISE TAX ESTIMATE	5,000.	
FOREIGN TAXES ON QUALIFIED FOR	585.	585.
FOREIGN TAXES ON NONQUALIFIED	10.	10.
	-----	-----
TOTALS	5,595.	595.
	=====	=====

FAIRWAYS FOUNDATION, FIFTH THIRD BANK

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
BANK SERVICE FEES	7,839.	7,839.	200.
OTHER MISC. EXPENSES	200.		1,959.
MISC. CHARITABLE EXPENSE	1,959.		
	-----	-----	-----
TOTALS	9,998.	7,839.	2,159.
	=====	=====	=====

FAIRWAYS FOUNDATION, FIFTH THIRD BANK
FORM 990PF, PART II - CORPORATE STOCK
=====

31-1628541

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE SCHEDULE ATTACHED	1,402,044.	1,370,878.
	-----	-----
TOTALS	1,402,044.	1,370,878.
	=====	=====

FAIRWAYS FOUNDATION, FIFTH THIRD BANK
FORM 990PF, PART II - CORPORATE BONDS
=====

31-1628541

DESCRIPTION -----	ENDING	
	BOOK VALUE -----	FMV ---
SEE SCHEDULE ATTACHED	448,644.	483,928.
	-----	-----
TOTALS	448,644.	483,928.
	=====	=====

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

COST/FMV ADJUSTMENT FOR STOCK GIFT REC'D

114,211.

TOTAL

114,211.
=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

OH

FAIRWAYS FOUNDATION, FIFTH THIRD BANK

31-1628541

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

=====

NAME AND ADDRESS

ALEXANDRA ELLIOTT
2366 BEDFORD AVENUE
CINCINNATI, OH 45208

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

=====

OFFICER NAME:

FIFTH THIRD BANK

ADDRESS:

38 FOUNTAIN SQUARE PLAZA

CINCINNATI, OH 45263

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

NARLEY L. HALEY

ADDRESS:

56 CARRINGTON POINT

FT. THOMAS, KY 41075

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	1,501,655.	314,894.	
FEBRUARY	1,394,363.	306,959.	
MARCH	1,543,774.	315,781.	
APRIL	1,322,230.	424,343.	
MAY	1,214,836.	424,509.	
JUNE	1,212,838.	505,777.	
JULY	1,338,150.	506,536.	
AUGUST	1,506,105.	353,526.	
SEPTEMBER	1,637,577.	230,139.	
OCTOBER	1,743,038.	232,634.	
NOVEMBER	1,788,611.	233,729.	
DECEMBER	1,854,805.	238,845.	
	-----	-----	-----
TOTAL	18,057,982.	4,087,672.	
	=====	=====	=====
AVERAGE FMV	1,504,832.	340,639.	
	=====	=====	=====

RECIPIENT NAME:

THE FAIRWAYS FOUNDATION

ADDRESS:

38 FOUNTAIN SQUARE PLAZA

CINCINNATI, OH 45263

RECIPIENT'S PHONE NUMBER: 513/579-5498

FORM, INFORMATION AND MATERIALS:

AVAILABLE UPON REQUEST

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

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

RECIPIENT NAME:
SAVE THE ANIMALS
FOUNDATION
ADDRESS:
P.O. BOX 9356
CINCINNATI, OH 45209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 62,000.

RECIPIENT NAME:
LEAGUE FOR ANIMAL WELFARE
ADDRESS:
P.O. BOX 30229
CINCINNATI, OH 45230
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
THE SCRATCHING POST
ADDRESS:
6958 PLAINFIELD RD
CINCINNATI, OH 45236
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 4,500.

RECIPIENT NAME:
CRANE MOUNTAIN VALLEY
HORSE RESCUE, INC.
ADDRESS:
7556 NYS ROUTE 9N
WESTPORT, NY 12993
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
O'BRYONVILLE ANIMAL RESCUE
ADDRESS:
P. O. BOX 9206
CINCINNATI, OH 45209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
NORTH COAST GREYHOUND
CONNECTION, INC.
ADDRESS:
5693 LAKE MICHIGAN
FAIRFIELD, OH 45014
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 500.

FAIRWAYS FOUNDATION, FIFTH THIRD BANK 31-1628541
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

UCAN SPAY/NEUTER CLINIC

ADDRESS:

1230 W. EIGHTH STREET

CINCINNATI, OH 45203

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID 500.

TOTAL GRANTS PAID: 73,500.

=====

09/01/2009 - 09/30/2009

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
418.1000		CASH	\$1.000	\$418.10	0.0%	\$418.10			
42,541.0000		FIFTH THIRD PRIME MONEY MARKET FUND (I) (INCOME INVESTMENT) CUSIP - 233991108	\$1.000	\$42,541.00	2.0%	\$42,541.00		\$8.51	
195,886.0000		FIFTH THIRD PRIME MONEY MARKET FUND (I) CUSIP - 233991108	\$1.000	\$195,886.00	9.4%	\$195,886.00		\$39.18	
				\$238,845.10	11.4%	\$238,845.10		\$47.69	0.0%

Cash & Equivalents - Total**Fixed Income**

50,000.0000		FREDDIE MAC 7/16/2002 5.125 7/15/2012 CUSIP - 3134A4QD9	\$109.719	\$54,859.50	2.6%	\$52,409.40	\$2,450.10	\$2,562.50	4.7%
50,000.0000		FREDDIE MAC 12/3/2004 4.000 12/15/2009 CUSIP - 3134A4UW2	\$100.750	\$50,375.00	2.4%	\$49,716.30	\$658.70	\$2,000.00	4.0%
50,000.0000		FANNIE MAE 3/26/2001 5.500 3/15/2011 CUSIP - 31359MHK2	\$106.938	\$53,469.00	2.6%	\$50,248.45	\$3,220.55	\$2,750.00	5.1%
25,000.0000		FANNIE MAE 11/23/2005 4.750 12/15/2010 CUSIP - 31359MZL0	\$105.031	\$26,257.75	1.3%	\$24,900.83	\$1,356.92	\$1,187.50	4.5%
25,000.0000		GENERAL ELEC CAP CORP 11/19/04 4.375 11/21/11 CUSIP - 36962GM68	\$103.283	\$25,820.75	1.2%	\$24,862.00	\$958.75	\$1,093.75	4.2%
25,000.0000		GOLDMAN SACHS GROUP INC 6/28/2005 4.500 6/15/2010 CUSIP - 38143UBEO	\$102.572	\$25,643.00	1.2%	\$24,924.75	\$718.25	\$1,125.00	4.4%
1,000.0000	LQD	ISHARES IBOX \$ INVESTMENT GRADE	\$106.680	\$106,680.00	5.1%	\$96,310.00	\$10,370.00	\$5,591.00	5.2%

09/01/2009 - 09/30/2009

PORTFOLIO POSITIONS (continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income									

CORPORATE BOND FUND									
18,416.2060	PRHYX	T ROWE HIGH YIELD FD INC COM	\$6.200	\$114,180.48	5.5%	\$100,000.00	\$14,180.48	\$8,545.12	7.5%
		CUSIP - 741481105							
25,000.0000		WAL MART STORES INC 04/15/08 4 250 04/15/13	\$106.568	\$26,642.00	1.3%	\$25,271.75	\$1,370.25	\$1,062.50	4.0%
		CUSIP - 931142CL5							

Fixed Income - Total **\$483,927.48** **23.1%** **\$448,643.48** **\$35,284.00** **\$25,917.37** **5.4%**

Equities									
1,000.0000	ACN	ACCENTURE PLC IRELAND SHS CL A	\$37.270	\$37,270.00	1.8%	\$37,600.00	\$(330.00)	\$500.00	1.3%
		CUSIP - G1151C101							
1,200.0000	WFT	WEATHERFORD INTL LTD REG	\$20.730	\$24,876.00	1.2%	\$19,560.00	\$5,316.00		
		CUSIP - H27013103							
500.0000	T	AT&T INC	\$27.010	\$13,505.00	0.6%	\$12,335.00	\$1,170.00	\$820.00	6.1%
		CUSIP - 00206R102							
500.0000	ABT	ABBOTT LABS	\$49.470	\$24,735.00	1.2%	\$21,970.00	\$2,765.00	\$800.00	3.2%
		CUSIP - 002824100							
400.0000	APA	APACHE CORP	\$91.830	\$36,732.00	1.8%	\$27,928.50	\$8,803.50	\$240.00	0.7%
		CUSIP - 037411105							
400.0000	AAPL	APPLE INC	\$185.350	\$74,140.00	3.5%	\$50,348.00	\$23,792.00		
		CUSIP - 037833100							
700.0000	BAC	BANK AMER CORP	\$16.920	\$11,844.00	0.6%	\$32,319.00	\$(20,475.00)	\$28.00	0.2%
		CUSIP - 060505104							
300.0000	KO	COCA COLA CO	\$53.700	\$16,110.00	0.8%	\$14,079.00	\$2,031.00	\$492.00	3.1%
		CUSIP - 191216100							
500.0000	DD	DU PONT E I DE NEMOURS & CO	\$32.140	\$16,070.00	0.8%	\$24,340.00	\$(8,270.00)	\$820.00	5.1%
		CUSIP - 263534109							

09/01/2009 - 09/30/2009

PORTFOLIO POSITIONS

(continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
1,200.0000	EMC	E M C CORP/MASS CUSIP - 268648102	\$17.040	\$20,448.00	1.0%	\$15,940.00	\$4,508.00		
500.0000	ECL	ECOLAB INC CUSIP - 278865100	\$46.230	\$23,115.00	1.1%	\$19,018.75	\$4,096.25	\$280.00	1.2%
800.0000	EMR	EMERSON ELEC CO CUSIP - 291011104	\$40.080	\$32,064.00	1.5%	\$19,944.00	\$12,120.00	\$1,056.00	3.3%
500.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	\$68.610	\$34,305.00	1.6%	\$21,475.00	\$12,830.00	\$840.00	2.4%
300.0000	FDX	FEDEX CORPORATION CUSIP - 31428X106	\$75.220	\$22,566.00	1.1%	\$15,660.00	\$6,906.00	\$132.00	0.6%
300.0000	FCX	FREEMONT-MCMORAN COPPER & GOLD CL B CUSIP - 35671D857	\$68.610	\$20,583.00	1.0%	\$15,720.00	\$4,863.00		
800.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	\$16.420	\$13,136.00	0.6%	\$27,113.00	\$(13,977.00)	\$320.00	2.4%
1,000.0000	INTC	INTEL CORP CUSIP - 458140100	\$19.570	\$19,570.00	0.9%	\$28,243.50	\$(8,673.50)	\$560.00	2.9%
2,400.0000	EEM	ISHARES TR MSCI EMERGING MKTS INDEX FD CUSIP - 464287234	\$38.910	\$93,384.00	4.5%	\$116,221.00	\$(22,837.00)	\$1,188.00	1.3%
3,000.0000	EFA	ISHARES MSCI EAFE INDEX FD CUSIP - 464287465	\$54.680	\$164,040.00	7.8%	\$183,253.08	\$(19,213.08)	\$4,458.00	2.7%
1,700.0000	IJH	ISHARES S&P MIDCAP 400 CUSIP - 464287507	\$68.950	\$117,215.00	5.6%	\$110,160.00	\$7,055.00	\$1,377.00	1.2%
400.0000	ICF	ISHARES COHEN & STEERS REALTY CUSIP - 464287564	\$48.620	\$19,448.00	0.9%	\$35,280.00	\$(15,832.00)	\$698.40	3.6%
1,500.0000	IJR	ISHARES TR S&P SMALLCAP 600 INDEX FD	\$52.340	\$78,510.00	3.7%	\$88,130.40	\$(9,620.40)	\$763.50	1.0%

09/01/2009 - 09/30/2009

PORTFOLIO POSITIONS						
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis
Equities						
				Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
(continued)						

250.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	\$60.890	\$15,222.50	0.7%	\$16,737.50	\$(1,515.00)	\$490.00	3.2%
200.0000	LLL	L-3 COMMUNICATIONS HLDGS INC CUSIP - 502424104	\$80.320	\$16,064.00	0.8%	\$15,210.00	\$854.00	\$280.00	1.7%
400.0000	LH	LABORATORY CORP AMER HLDGS CUSIP - 50540R409	\$65.700	\$26,280.00	1.3%	\$31,091.00	\$(4,811.00)		
900.0000	LOW	LOWES COS INC CUSIP - 548661107	\$20.940	\$18,846.00	0.9%	\$16,068.83	\$2,777.17	\$324.00	1.7%
600.0000	MCD	MCDONALDS CORP CUSIP - 580135101	\$57.070	\$34,242.00	1.6%	\$20,550.00	\$13,692.00	\$1,320.00	3.9%
450.0000	MDT	MEDTRONIC INC CUSIP - 585055106	\$36.800	\$16,560.00	0.8%	\$20,330.57	\$(3,770.57)	\$369.00	2.2%
1,500.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	\$25.720	\$38,580.00	1.8%	\$46,552.12	\$(7,972.12)	\$780.00	2.0%
1,000.0000	MCHP	MICROCHIP TECHNOLOGY INC COM CUSIP - 595017104	\$26.500	\$26,500.00	1.3%	\$32,846.00	\$(6,346.00)	\$1,356.00	5.1%
300.0000	PEP	PEPSICO INC CUSIP - 713448108	\$58.660	\$17,598.00	0.8%	\$16,443.00	\$1,155.00	\$540.00	3.1%
500.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	\$57.920	\$28,960.00	1.4%	\$17,344.53	\$11,615.47	\$880.00	3.0%
600.0000	QCOM	QUALCOMM INC COM CUSIP - 747525103	\$44.980	\$26,988.00	1.3%	\$22,812.00	\$4,176.00	\$408.00	1.5%
6,000.0000	XLF	FINANCIAL SELECT SECTOR SPDR CUSIP - 81369Y605	\$14.940	\$89,640.00	4.3%	\$115,090.00	\$(25,450.00)	\$1,128.00	1.3%
500.0000	TGT	TARGET CORP	\$46.680	\$23,340.00	1.1%	\$19,579.00	\$3,761.00	\$340.00	1.5%

09/01/2009 - 09/30/2009

PORTFOLIO POSITIONS									
(continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
		CUSIP - 87612E106							
600.0000	UTX	UNITED TECHNOLOGIES CORP	\$60.930	\$36,558.00	1.7%	\$32,372.00	\$4,186.00	\$924.00	2.5%
		CUSIP - 913017109							
1,200.0000	WFC	WELLS FARGO & COMPANY	\$28.180	\$33,816.00	1.6%	\$37,238.00	\$(3,422.00)	\$240.00	0.7%
		CUSIP - 949746101							
150.0000	ZMH	ZIMMER HLDGS INC	\$53.450	\$8,017.50	0.4%	\$5,141.23	\$2,876.27		
		CUSIP - 98956P102							
		Equities - Total		\$1,370,878.00	65.5%	\$1,402,044.01	\$(31,166.01)	\$24,751.90	1.8%
Total Portfolio Positions									
				\$2,093,650.58	100.0%	\$2,089,532.59	\$4,117.99	\$50,716.96	2.4%

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

Kind of Property		Description				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				277.	
25,000.00		25000. CIT GROUP HLDGS INC NT DTD 10/15/ PROPERTY TYPE: SECURITIES 26,044.00				09/09/2005 -1,044.00	10/15/2008
111,899.00		4000. CINCINNATI FINL CORP COM PROPERTY TYPE: SECURITIES 89.00				11/11/1911 111,810.00	01/12/2009
25,000.00		25000. FED HOME LOAN MTGE CORP DTD 10/13 PROPERTY TYPE: SECURITIES 25,287.00				11/17/2005 -287.00	10/15/2008
25,000.00		25000. FED HOME LOAN MTGE CORP DTD 10/13 PROPERTY TYPE: SECURITIES 25,241.00				12/13/2005 -241.00	10/15/2008
50,000.00		50000. FED HOME LOAN MTGE CORP DTD 10/13 PROPERTY TYPE: SECURITIES 50,458.00				11/09/2005 -458.00	10/15/2008
25,000.00		25000. FEDERAL HOME LOAN MTG CORP 5.75 3 PROPERTY TYPE: SECURITIES 25,355.00				05/24/2006 -355.00	03/15/2009
50,000.00		50000. FEDERAL HOME LOAN MTG CORP 5.75 3 PROPERTY TYPE: SECURITIES 50,670.00				05/30/2006 -670.00	03/15/2009
25,000.00		25000. IBM CORP DTD 5/25/04 4.375% DUE 6 PROPERTY TYPE: SECURITIES 25,088.00				09/09/2005 -88.00	06/01/2009
22,883.00		1000. MARRIOTT INTL INC NEW CL A PROPERTY TYPE: SECURITIES 31,525.00				11/16/2005 -8,642.00	05/28/2009
4,414.00		400. NCR CORP NEW PROPERTY TYPE: SECURITIES 6,596.00				08/04/2005 -2,182.00	05/28/2009

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)	
2,207.00		200. NCR CORP NEW PROPERTY TYPE: SECURITIES 2,900.00					09/22/2005 -693.00	05/28/2009
8,324.00		400. TERADATA CORP DEL PROPERTY TYPE: SECURITIES 7,252.00					08/04/2005 1,072.00	05/28/2009
4,162.00		200. TERADATA CORP DEL PROPERTY TYPE: SECURITIES 3,188.00					09/22/2005 974.00	05/28/2009
TOTAL GAIN(LOSS)							----- 99,473. =====	