NOTICE 2008-6 STATUS CHANGE

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 10/01 , 2008, and ending 09/30, 20 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: TR U/W JESSIE P. DOMHOFF

A Employer identification number: 31-6019888

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

B Telephone number (see page 10 of the instructions): (513) 579-5310

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

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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)* ▶ $ 11,275,797.

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	35,764.	35,764.		STMT 1
	4 Dividends and interest from securities	253,966.	253,966.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-174,193.			
	b Gross sales price for all assets on line 6a 613,336.				
	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	115,537.	289,730.		
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	350.	175.	NONE	175.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	229.	229.		
	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	81,125.	80,925.		200.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	81,704.	81,329.	NONE	375.
	25 Contributions, gifts, grants paid	642,624.			642,624.
	26 Total expenses and disbursements. Add lines 24 and 25	724,328.	81,329.	NONE	642,999.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-608,791.			
	b **Net investment income** (if negative, enter -0-)		208,401.		
	c **Adjusted net income** (if negative, enter -0-)				

SCANNED MAR 0 3 2010

ENVELOPE POSTMARK DATE FEB 1 6 2010

RECEIVED FEB 1 7 2010 OGDEN, UT IRS-OSC

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. Form **990-PF** (2008)

JSA
8E1410 1 000

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
1	Cash - non-interest-bearing	34,734.	535.	535.
2	Savings and temporary cash investments	2,902,672.	2,462,099.	2,462,099.
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)	7,756,928.	6,668,922.	7,838,949.
c	Investments - corporate bonds (attach schedule)		947,782.	974,214.
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)	10,694,334.	10,079,338.	11,275,797.
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)			
	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	10,694,334.	10,079,338.	
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)	10,694,334.	10,079,338.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	10,694,334.	10,079,338.	

(Side labels: Assets — lines 1–16; Liabilities — lines 17–23; Net Assets or Fund Balances — lines 24–31)

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	10,694,334.
2	Enter amount from Part I, line 27a	2	-608,791.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,085,543.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	6,205.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,079,338.

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	-174,193.
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 N/A

(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			
2006			
2005			
2004			
2003			

2 **Total** of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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 ▶ ☐ and enter 1% of Part I, line 27b	1	4,168.
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	4,168.
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	4,168.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a		
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	NONE
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	8.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	4,176.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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 7			
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)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(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 ▶ SEE STATEMENT 8 Telephone no. ▶

Located at ▶ ZIP + 4 ▶

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ▶	☐ Yes ☒ No			
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)*

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 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? *If you answered "Yes" to 6b, also file Form 8870.*	6b		X
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 . . . . ▶	

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	8,090,489.
b	Average of monthly cash balances	1b	2,770,288.
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	10,860,777.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	10,860,777.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	162,912.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,697,865.
6	**Minimum investment return.** Enter 5% of line 5	6	534,893.

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	534,893.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	4,168.		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,168.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	530,725.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	530,725.
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	530,725.

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	642,999.
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	642,999.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	642,999.

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				530,725.
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 . . . 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: ▶ $ 642,999.				
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				530,725.
e Remaining amount distributed out of corpus	112,274.			
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	112,274.			
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)	NONE			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	112,274.			
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 . . . 112,274.				

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			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see 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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 10				
Total . . . . ▶ **3a**				642,624.
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				NONE	35,764.
4 Dividends and interest from securities				NONE	253,966.
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				NONE	-174,193.
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)				NONE	115,537.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 115,537.

(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 AS SPECIFIED
4	IN THE GOVERNING AGREEMENT.
8	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
8	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED
8	IN THE GOVERNING AGREEMENT.
3	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
3	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED
3	IN 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 | 02/13/2010 Date | Trustee Title

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.

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					52,574.	
		1500. CAMPBELL SOUP CO PROPERTY TYPE: SECURITIES					04/10/2008	02/27/2009
40,721.00		50,280.00					-9,559.00	
		1500. CAMPBELL SOUP CO PROPERTY TYPE: SECURITIES					06/26/2008	02/27/2009
40,721.00		49,353.00					-8,632.00	
		2700. CITIGROUP INC PROPERTY TYPE: SECURITIES					01/13/2006	04/27/2009
8,154.00		132,273.00					-124119.00	
		800. CITIGROUP INC PROPERTY TYPE: SECURITIES					07/27/2007	04/27/2009
2,416.00		38,024.00					-35,608.00	
		1000. CITIGROUP INC PROPERTY TYPE: SECURITIES					04/11/2008	04/27/2009
3,020.00		23,430.00					-20,410.00	
		1500. CITIGROUP INC PROPERTY TYPE: SECURITIES					06/26/2008	04/27/2009
4,530.00		26,925.00					-22,395.00	
		67. DAKTRONICS INC COM PROPERTY TYPE: SECURITIES					08/03/2009	08/28/2009
549.00		565.00					-16.00	
		7. DAKTRONICS INC COM PROPERTY TYPE: SECURITIES					08/03/2009	08/28/2009
57.00		59.00					-2.00	
		64. DAKTRONICS INC COM PROPERTY TYPE: SECURITIES					08/03/2009	08/31/2009
515.00		540.00					-25.00	
		18. DAKTRONICS INC COM PROPERTY TYPE: SECURITIES					06/03/2009	08/31/2009
145.00		132.00					13.00	

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)	
		12. DAKTRONICS INC COM PROPERTY TYPE: SECURITIES					06/03/2009	08/31/2009
96.00		88.00					8.00	
		38. DAKTRONICS INC COM PROPERTY TYPE: SECURITIES					06/03/2009	08/31/2009
304.00		279.00					25.00	
		2. DAKTRONICS INC COM PROPERTY TYPE: SECURITIES					06/03/2009	08/31/2009
16.00		15.00					1.00	
		2. DAKTRONICS INC COM PROPERTY TYPE: SECURITIES					06/03/2009	08/31/2009
16.00		15.00					1.00	
		2. DAKTRONICS INC COM PROPERTY TYPE: SECURITIES					06/03/2009	08/31/2009
16.00		15.00					1.00	
		44. DAKTRONICS INC COM PROPERTY TYPE: SECURITIES					06/03/2009	09/01/2009
355.00		323.00					32.00	
		10. DAKTRONICS INC COM PROPERTY TYPE: SECURITIES					06/03/2009	09/01/2009
82.00		73.00					9.00	
		4. DAKTRONICS INC COM PROPERTY TYPE: SECURITIES					06/03/2009	09/01/2009
31.00		29.00					2.00	
		18. DAKTRONICS INC COM PROPERTY TYPE: SECURITIES					06/03/2009	09/02/2009
140.00		132.00					8.00	
		8. HDFC BK LTD ADR REPSTG 3 SHS PROPERTY TYPE: SECURITIES					06/03/2009	06/05/2009
822.00		789.00					33.00	
		3500. HOME DEPOT INC PROPERTY TYPE: SECURITIES					09/27/2000	02/27/2009
73,570.00		189,350.00					-115780.00	

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

Kind of Property: Gross sale price less expenses of sale	Kind of Property: Depreciation allowed/ allowable	Description: Cost or other basis	Description: FMV as of 12/31/69	Description: Adj. basis as of 12/31/69	Description: Excess of FMV over adj basis	P or D	Date acquired / Gain or (loss)	Date sold
		58. O REILLY AUTOMOTIVE INC PROPERTY TYPE: SECURITIES					06/03/2009	07/14/2009
2,298.00		2,218.00					80.00	
		10200. PFIZER INC PROPERTY TYPE: SECURITIES					03/06/1974	02/27/2009
126,281.00		16,830.00					109,451.00	
		36. SASOL LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					06/03/2009	06/29/2009
1,226.00		1,321.00					-95.00	
		.869 TAIWAN SEMICONDUCTOR ADR PROPERTY TYPE: SECURITIES					08/03/2009	08/24/2009
9.00		9.00						
		108. TESCO PLC PROPERTY TYPE: SECURITIES					08/03/2009	08/04/2009
1,988.00		2,004.00					-16.00	
		250000. US TREASURY N/B 3/15/2004 2.625 PROPERTY TYPE: SECURITIES					02/17/2005	03/15/2009
250,000.00		250,000.00						
		42. WMS INDUSTRIES INC COMMON PROPERTY TYPE: SECURITIES					08/03/2009	08/13/2009
1,797.00		1,533.00					264.00	
		44. ZOLTEK COMPANY COM PROPERTY TYPE: SECURITIES					06/03/2009	06/29/2009
435.00		452.00					-17.00	
		15. ZOLTEK COMPANY COM PROPERTY TYPE: SECURITIES					06/03/2009	06/30/2009
148.00		154.00					-6.00	
		29. ZOLTEK COMPANY COM PROPERTY TYPE: SECURITIES					06/03/2009	07/01/2009
285.00		298.00					-13.00	
		2. ZOLTEK COMPANY COM PROPERTY TYPE: SECURITIES					06/03/2009	07/02/2009
19.00		21.00					-2.00	

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)							-174,193.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST		35,764.	35,764.
	TOTAL	35,764.	35,764.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	2,325.	2,325.
DOMESTIC DIVIDENDS	217,715.	217,715.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	33,779.	33,779.
NONQUALIFIED DOMESTIC DIVIDENDS	147.	147.
TOTAL	253,966.	253,966.

TR U/W JESSIE P. DOMHOFF 31-6019888

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	350.	175.		175.
TOTALS	350.	175.	NONE	175.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	64.	64.
FOREIGN TAXES ON QUALIFIED FOR	165.	165.
TOTALS	229.	229.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-INCOME	2.	2.	
BANK SERVICE FEES	80,923.	80,923.	
OTHER MISC. EXPENSES	200.		200.
TOTALS	81,125.	80,925.	200.

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

DESCRIPTION		AMOUNT
ADJUSTMENT FOR OID ENTRY ADDED		6,205.
	TOTAL	6,205.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
OH

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

NAME: FIFTH THIRD BANK

ADDRESS: 38 FOUNTAIN SQ PLAZA MD 1090HC
CINCINNATI, OH 45263

TELEPHONE NUMBER: (513)534-5409

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

OFFICER NAME:
FIFTH THIRD BANK
ADDRESS:
38 FOUNTAIN SQUARE PLAZA
CINCINNATI, OH 45202
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TR U/W JESSIE P. DOMHOFF 31-6019888

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
HOME FOR INCURABLES
ADDRESS:
2140 POGUE AVENUE
CINCINNATI, OH 45208
PURPOSE OF GRANT:
CONTRIBUTION TO THE GENERAL FUND
AMOUNT OF GRANT PAID .... 321,312.

RECIPIENT NAME:
MAPLE KNOLL COMMUNITIES
ATTN: JAMES M FORMAL, PR
ADDRESS:
11100 SPRINGFIELD PIKE
SPRINGDALE, OH 45246
PURPOSE OF GRANT:
CONTRIBUTION TO GENERAL FUND
AMOUNT OF GRANT PAID .... 321,312.

TOTAL GRANTS PAID: 642,624.

STATEMENT 10

FIFTH THIRD PRIVATE BANK

TR U/W JESSIE P. DOMHOFF

07/01/2009 - 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									
506.5700		CASH	$1.000	$506.57	0.0%	$506.57			
81,169.0000		FIFTH THIRD PRIME MONEY MARKET FUND (N) (INCOME INVESTMENT) CUSIP - 898330204	$1.000	$81,169.00	0.7%	$81,169.00		$16.23	
2,364,776.0000		FIFTH THIRD PRIME MONEY MARKET FUND (N) CUSIP - 898330204	$1.000	$2,364,776.00	21.8%	$2,364,776.00		$472.96	
		Cash & Equivalents - Total		**$2,446,451.57**	**22.6%**	**$2,446,451.57**		**$489.19**	**0.0%**
Fixed Income									
250,000.0000		BARCLAYS EQUITY LINKED CD MAT 05/27/2014 CUSIP - 06740AEF2	$103.220	$258,050.00	2.4%	$250,000.00	$8,050.00		
		Corporate Bonds - Total		$258,050.00	2.4%	$250,000.00	$8,050.00		
200,000.0000		US TREASURY N/B 2/15/2001 5.000 2/15/2011 CUSIP - 9128276T4	$106.027	$212,054.00	2.0%	$198,125.00	$13,929.00	$10,000.00	4.7%
250,000.0000		US TREASURY N/B 11/15/2004 3.500 11/15/2009 CUSIP - 912828DB3	$100.410	$251,025.00	2.3%	$249,907.49	$1,117.51	$8,750.00	3.5%
250,000.0000		US TREASURY N/B 2/15/2005 3.500 2/15/2010 CUSIP - 912828DL1	$101.234	$253,085.00	2.3%	$249,749.35	$3,335.65	$8,750.00	3.5%
		U.S. Government Bonds - Total		$716,164.00	6.6%	$697,781.84	$18,382.16	$27,500.00	3.8%
		Fixed Income - Total		**$974,214.00**	**9.0%**	**$947,781.84**	**$26,432.16**	**$27,500.00**	**2.8%**

FIFTH THIRD
PRIVATE BANK

TR U/W JESSIE P. DOMHOFF

07/01/2009 - 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								(continued)	
12,000.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	$25.720	$308,640.00	2.8%	$405,420.00	$(96,780.00)	$6,240.00	2.0%
17,000.0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	$20.840	$354,280.00	3.3%	$328,553.00	$25,727.00	$3,400.00	1.0%
6,600.0000	XLK	AMEX TECHNOLOGY SELECT INDEX SECTOR SPDR TR SHS BEN INT-TECHNOLOGY CUSIP - 81369Y803	$20.870	$137,742.00	1.3%	$165,726.00	$(27,984.00)	$2,026.20	1.5%
		Information Technology - Total		$1,679,176.00	15.5%	$1,839,936.69	$(160,760.69)	$27,058.20	1.6%
4,500.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	$32.140	$144,630.00	1.3%	$35,651.25	$108,978.75	$7,380.00	5.1%
		Materials - Total		$144,630.00	1.3%	$35,651.25	$108,978.75	$7,380.00	5.1%
1,200.0000	EFA	ISHARES MSCI EAFE INDEX FD CUSIP - 464287465	$54.680	$65,616.00	0.6%	$84,746.20	$(19,130.20)	$1,783.20	2.7%
1,000.0000	IWR	ISHARES RUSSELL MIDCAP INDEX FD CUSIP - 464287499	$78.230	$78,230.00	0.7%	$101,077.50	$(22,847.50)	$968.00	1.2%
		Mutual Equity Funds - Total		$143,846.00	1.3%	$185,823.70	$(41,977.70)	$2,751.20	1.9%
28,000.0000	WIN	WINDSTREAM CORP CUSIP - 97381W104	$10.130	$283,640.00	2.6%	$406,781.20	$(123,141.20)	$28,000.00	9.9%
		Telecommunication Services - Total		$283,640.00	2.6%	$406,781.20	$(123,141.20)	$28,000.00	9.9%
16,500.0000	DUK	DUKE ENERGY CORP CUSIP - 26441C105	$15.740	$259,710.00	2.4%	$286,165.55	$(26,455.55)	$15,840.00	6.1%
		Utilities - Total		$259,710.00	2.4%	$286,165.55	$(26,455.55)	$15,840.00	6.1%
		Equities - Total		**$7,413,915.50**	**68.4%**	**$6,284,634.52**	**$1,129,280.98**	**$199,609.90**	**2.7%**
Total Portfolio Positions				**$10,834,581.07**	**100.0%**	**$9,678,867.93**	**$1,155,713.14**	**$227,599.09**	**2.1%**

FIFTH THIRD PRIVATE BANK

TR U/W JESSIE DOMHOFF -

07/01/2009 - 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									
0 5200		CASH	$1 000	$0 52	0 0%	$0 52			
10,598.0000		FIFTH THIRD PRIME MONEY MARKET FUND (N) CUSIP - 898330204	$1 000	$10,598 00	4.7%	$10,598 00		$2 12	
		Cash & Equivalents - Total		**$10,598.52**	**4.7%**	**$10,598.52**		**$2.12**	**0.0%**
Equities									
232.0000	JAS	JO-ANN STORES, INC CUSIP - 47758P307	$26.830	$6,224.56	2.8%	$5,153 55	$1,071 01		
60 0000	ORLY	O REILLY AUTOMOTIVE INC CUSIP - 686091109	$36 140	$2,168 40	1 0%	$2,331 92	$(163 52)		
204.0000	WMS	WMS INDUSTRIES INC COMMON CUSIP - 929297109	$44 560	$9,090 24	4 1%	$6,884 49	$2,205 75		
		Consumer Discretionary - Total		$17,483 20	7.8%	$14,369 96	$3,113 24		
972.0000	SBH	SALLY BEAUTY CO INC CUSIP - 79546E104	$7.110	$6,910.92	3 1%	$7,171 03	$(260 11)	$505.44	7 3%
242.0000	UNFI	UNITED NAT FOODS INC CUSIP - 911163103	$23 910	$5,786 22	2.6%	$6,488.83	$(702 61)		
		Consumer Staples - Total		$12,697 14	5 7%	$13,659 86	$(962 72)	$505 44	4 0%
306 0000	ATW	ATWOOD OCEANICS INC CUSIP - 050095108	$35.270	$10,792.62	4 8%	$8,645.81	$2,146 81		
268 0000	ME	MARINER ENERGY INC CUSIP - 56845T305	$14 180	$3,800 24	1 7%	$3,514.32	$285.92		
234 0000	SPN	SUPERIOR ENERGY SVCS INC CUSIP - 868157108	$22 520	$5,269 68	2.4%	$4,666.76	$602.92		
		Energy - Total		$19,862 54	8.9%	$16,826 89	$3,035 65		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities (continued)									
90 0000	BANF	BANCFIRST CORP COMMON CUSIP - 05945F103	$36 930	$3,323 70	1 5%	$3,450.96	$(127 26)	$82 80	2 5%
228 0000	LKFN	LAKELAND FINL CORP CUSIP - 511656100	$20 650	$4,708 20	2 1%	$4,500.07	$208 13	$141 36	3 0%
152.0000	NAVG	NAVIGATORS GROUP INC COM CUSIP - 638904102	$55.000	$8,360 00	3 7%	$7,175 52	$1,184 48		
370 0000	OKSB	SOUTHWEST BANCORP INC OKLA COM CUSIP - 844767103	$14 040	$5,194 80	2 3%	$3,614 12	$1,580 68	$35.15	0.7%
706 0000	VCBI	VIRGINIA COMM BANCORP INC CUSIP - 92778Q109	$3 990	$2,816 94	1.3%	$2,044 14	$772 80		
208 0000	WTNY	WHITNEY HLDG CORP COM CUSIP - 966612103	$9 540	$1,984 32	0 9%	$2,205 57	$(221 25)	$8 32	0 4%
		Financials - Total		$26,387 96	11 8%	$22,990 38	$3,397 58	$267 63	1 0%
172 0000	CRL	CHARLES RIVER LABORATORIES CUSIP - 159864107	$36 980	$6,360 56	2 8%	$5,547 80	$812 76		
456.0000	MMSI	MERIT MED SYS INC COM CUSIP - 589889104	$17 330	$7,902 48	3 5%	$7,354 05	$548 43		
472 0000	PRXL	PAREXEL INTL CORP COM CUSIP - 699462107	$13 590	$6,414 48	2 9%	$6,299 40	$115 08		
792.0000	PBH	PRESTIGE BRANDS HLDGS INC CUSIP - 74112D101	$7 040	$5,575 68	2 5%	$5,137 82	$437 86		
162.0000	STE	STERIS CORP COM	$30 450	$4,932 90	2 2%	$4,367.76	$565 14	$71 28	1 4%

FIFTH THIRD
PRIVATE BANK

TR U/W JESSIE DOMHOFF

07/01/2009 - 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								**(continued)**	
		CUSIP - 859152100							
		Healthcare - Total		$31,186 10	14 0%	$28,706 83	$2,479.27	$71 28	0 2%
398 0000	EME	EMCOR GROUP INC CUSIP - 29084Q100	$25.320	$10,077 36	4 5%	$9,526 63	$550 73		
312 0000	FWRD	FORWARD AIR CORP CUSIP - 349853101	$23 150	$7,222 80	3 2%	$7,022 68	$200 12	$87 36	1 2%
288 0000	LAYN	LAYNE CHRISTENSEN CO CUSIP - 521050104	$32 050	$9,230 40	4 1%	$6,587.28	$2,643 12		
352 0000	SNHY	SUN HYDRAULICS CORP CUSIP - 866942105	$21 060	$7,413 12	3.3%	$6,070 33	$1,342 79	$126 72	1 7%
120 0000	TTC	TORO CO COM CUSIP - 891092108	$39 770	$4,772 40	2 1%	$4,080 76	$691 64	$72.00	1 5%
		Industrials - Total		$38,716 08	17 3%	$33,287 68	$5,428 40	$286 08	0 7%
392 0000	BHE	BENCHMARK ELECTRS INC CUSIP - 08160H101	$18 000	$7,056.00	3 2%	$5,620 53	$1,435 47		
516 0000	ECLP	ECLIPSYS CORP COM CUSIP - 278856109	$19 300	$9,958 80	4 5%	$8,722.06	$1,236 74		
1,078 0000	HLIT	HARMONIC INC COM CUSIP - 413160102	$6 680	$7,201 04	3 2%	$6,901 47	$299 57		
130 0000	ITRI	ITRON INC COM CUSIP - 465741106	$64.140	$8,338 20	3 7%	$7,303 58	$1,034.62		
428 0000	SMTC	SEMTECH CORP COM CUSIP - 816850101	$17 010	$7,280 28	3 3%	$7,358 34	$(78 06)		

FIFTH THIRD PRIVATE BANK

TR U/W JESSIE DOMHOFF -

07/01/2009 - 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									(continued)	
154 0000	SYNA	SYNAPTICS INC COMMON CUSIP - 87157D109		$25 200	$3,880 80	1 7%	$4,197 58	$(316 78)		
692.0000	TTMI	TTM TECHNOLOGIES INC COMMON CUSIP - 87305R109		$11 470	$7,937 24	3 6%	$6,696 25	$1,240 99		
2,096 0000	COMS	3COM CORP COM CUSIP - 885535104		$5 230	$10,962 08	4 9%	$9,183 53	$1,778 55		
			Information Technology - Total		$62,614 44	28 0%	$55,983 34	$6,631 10		
358 0000	ZOLT	ZOLTEK COMPANY COM CUSIP - 98975W104		$10 500	$3,759 00	1 7%	$3,702 57	$56 43		
			Materials - Total		$3,759 00	1 7%	$3,702 57	$56 43		
		Equities - Total			**$212,706.46**	**95.3%**	**$189,527.51**	**$23,178.95**	**$1,130.43**	**0.5%**
Total Portfolio Positions					**$223,304.98**	**100.0%**	**$200,126.03**	**$23,178.95**	**$1,132.55**	**0.5%**

FIFTH THIRD PRIVATE BANK

TR U/W JESSIE DOMHOFF

07/01/2009 - 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									
27 9700		CASH	$1.000	$27 97	0.0%	$27.97			
396 0000		FIFTH THIRD PRIME MONEY MARKET FUND (N) (INCOME INVESTMENT) CUSIP - 898330204	$1 000	$396 00	0 2%	$396 00		$0 08	
5,160 0000		FIFTH THIRD PRIME MONEY MARKET FUND (N) CUSIP - 898330204	$1 000	$5,160 00	2 4%	$5,160 00		$1 03	
		Cash & Equivalents - Total		**$5,583.97**	**2.6%**	**$5,583.97**		**$1.11**	**0.0%**
Equities									
354 0000	LVMUY	LVMH MOET HENNESSY LOU-ADR CUSIP - 502441306	$20 093	$7,112 92	3 3%	$6,368 00	$744 92	$105 14	1 5%
138 0000	WPPGY	WPP PLC ADR CUSIP - 92933H101	$42 970	$5,929 86	2 7%	$5,121 30	$808 56	$172 09	2 9%
166 0000	WMMVY	WAL-MART DE MEXICO SAB DE CV CUSIP - 93114W107	$34 654	$5,752 56	2 6%	$5,226 12	$526 44	$72.54	1 3%
		Consumer Discretionary - Total		$18,795.34	8 6%	$16,715 42	$2,079 92	$349 77	1 9%
88 0000	BG	BUNGE LTD COMMON CUSIP - G16962105	$62 610	$5,509 68	2 5%	$5,950 52	$(440 84)	$73 92	1 3%
336 0000	LRLCY	L OREAL CO ADR CUSIP - 502117203	$19.865	$6,674.64	3 1%	$5,569 76	$1,104 88	$89 38	1 3%
172 0000	NSRGY	NESTLE S A SPONSORED ADR REPSTG REG SH CUSIP - 641069406	$42 558	$7,319 98	3 4%	$6,728 16	$591 82	$138 29	1 9%
224 0000	TSCDY	TESCO PLC SPONSORED ADR	$19 173	$4,294.75	2.0%	$3,917 32	$377 43	$118.05	2 7%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 881575302							
128 0000	UL	UNILEVER PLC SPONS ADR CUSIP - 904767704	$28 680	$3,671.04	1 7%	$3,231 88	$439 16	$120.32	3 3%
		Consumer Staples - Total		$27,470 09	12 6%	$25,397 64	$2,072 45	$539 96	2 0%
82 0000	ECA	ENCANA CORP CUSIP - 292505104	$57 610	$4,724 02	2 2%	$4,489 06	$234 96	$131 20	2 8%
200.0000	OGZPY	OAO GAZPROM-SPON ADR REG S CUSIP - 368287207	$23 840	$4,768.00	2 2%	$4,465 60	$302 40	$6 60	0 1%
100 0000	IMO	IMPERIAL OIL LTD SEDOL 2454241 ISIN CA4530384086 CUSIP - 453038408	$38 030	$3,803.00	1 7%	$4,029 16	$(226 16)	$36 90	1.0%
84.0000	PBR A	PETROLEO BRASILEI ADR SEDOL 2683410 ISIN US71654V1017 CUSIP - 71654V101	$39 310	$3,302.04	1 5%	$2,891.12	$410 92	$29 90	0 9%
54 0000	SSL	SASOL LTD SPONSORED ADR CUSIP - 803866300	$38.120	$2,058 48	0 9%	$1,983 88	$74 60	$58 54	2 8%
58.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	$59 600	$3,456 80	1 6%	$3,263 04	$193 76	$48.72	1 4%
		Energy - Total		$22,112 34	10.1%	$21,121.86	$990.48	$311 86	1 4%
482.0000	AZ	ALLIANZ SE SPONSORED ADR REPSTG 1/10 SH CUSIP - 018805101	$12.480	$6,015 36	2 8%	$4,839 69	$1,175 67	$163 88	2 7%
112 0000	DBSDY	DBS GROUP HLDGS LTD SPONSORED ADR CUSIP - 23304Y100	$37 699	$4,222.29	1 9%	$4,113 36	$108 93	$187.71	4 4%

FIFTH THIRD
PRIVATE BANK

TR U/W JESSIE DOMHOFF -

07/01/2009 - 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								(continued)	
222 0000	EBKDY	ERSTE BK GRUP AG ADR CUSIP - 296036304	$22 320	$4,955 04	2 3%	$3,498 60	$1,456 44	$71 04	1 4%
24 0000	HDB	HDFC BK LTD ADR REPSTG 3 SHS CUSIP - 40415F101	$118 370	$2,840 88	1 3%	$2,398.08	$442 80	$14 38	0 5%
62 0000	HBC	HSBC HLDGS PLC SPONSORED ADR NEW CUSIP - 404280406	$57 350	$3,555 70	1 6%	$3,024 48	$531 22	$136 40	3 8%
20.0000	MITEY	MITSUBISHI ESTATE LTD ADR CUSIP - 606783207	$157 704	$3,154 08	1.4%	$3,312 30	$(158.22)	$30.44	1 0%
242 0000	NMR	NOMURA HLDGS INC SPONSORED ADR CUSIP - 65535H208	$6 120	$1,481 04	0 7%	$1,987 45	$(506 41)	$75 26	5 1%
		Financials - Total		$26,224 39	12 0%	$23,173 96	$3,050 43	$679 11	2 6%
40 0000	ACL	ALCON INC CUSIP - H01301102	$138 670	$5,546 80	2 5%	$4,855 60	$691 20	$145 80	2.6%
202 0000	QGEN	QIAGEN NV SEDOL 2437907 ISIN NL0000240000 CUSIP - N72482107	$21 280	$4,298 56	2 0%	$3,706.58	$591 98		
76 0000	FMS	FRESENIUS MED CARE SPONSORED ADR CHAFT CUSIP - 358029106	$49 740	$3,780 24	1 7%	$3,406 32	$373 92	$91.81	2 4%
64 0000	NVO	NOVO-NORDISK A S ADR CUSIP - 670100205	$62 950	$4,028.80	1 8%	$3,575 48	$453 32	$50 05	1 2%
144 0000	RHHBY	ROCHE HLDG LTD	$40 356	$5,811 26	2 7%	$5,181.88	$629 38	$95 76	1 6%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		SPONSORED ADR CUSIP - 771195104							
72 0000	TEVA	TEVA PHARMACEUTICAL INDS LTD ADR CUSIP - 881624209	$50 560	$3,640 32	1 7%	$3,575 24	$65 08	$32 40	0 9%
		Healthcare - Total		$27,105 98	12 4%	$24,301 10	$2,804 88	$415 82	1 5%
496 0000	ATLKY	ATLAS COPCO AB SPONSORED ADR NEW REPSTG COM CUSIP - 049255706	$12 842	$6,369 63	2 9%	$5,572 96	$796 67	$130 45	2.0%
92 0000	FANUY	FANUC LTD JAPAN ADR CUSIP - 307305102	$44 970	$4,137 24	1 9%	$3,817 68	$319 56	$22.08	0 5%
196 0000	HOCPY	HOYA CORP SPONSORED ADR CUSIP - 443251103	$23 678	$4,640 89	2 1%	$4,337 88	$303 01	$113 48	2 4%
162 0000	HUWHY	HUTCHISON WHAMPOA LTD ADR CUSIP - 448415208	$36 096	$5,847 55	2 7%	$5,959 74	$(112 19)	$174 31	3 0%
60 0000	KMTUY	KOMATSU LTD SPONSORED ADR NEW CUSIP - 500458401	$75 144	$4,508 64	2 1%	$3,824 60	$684 04	$49 86	1 1%
158 0000	KUB	KUBOTA LTD ADR CUSIP - 501173207	$41 390	$6,539 62	3 0%	$6,413 34	$126 28	$101 44	1 6%
258 0000	SBGSY	SCHNEIDER ELECTRIC ADR CUSIP - 80687P106	$10 124	$2,611.99	1 2%	$2,198 54	$413 45	$101 65	3 9%
		Industrials - Total		$34,655 56	15 9%	$32,124 74	$2,530 82	$693.27	2 0%
120 0000	DASTY	DASSAULT SYS S A SPONSORED ADR	$55 677	$6,681 24	3 1%	$5,751 36	$929 88	$57 48	0 9%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 237545108							
330 0000	NOK	NOKIA CORP SPONSORED ADR CUSIP - 654902204	$14 620	$4,824 60	2 2%	$4,774 61	$49 99	$129 69	2 7%
290 0000	PC	PANASONIC CORP ADR CUSIP - 69832A205	$14.600	$4,234 00	1 9%	$4,425 87	$(191 87)	$82.94	2.0%
126.0000	SAP	SAP AG SPONSORED ADR CUSIP - 803054204	$48 870	$6,157 62	2 8%	$5,758 74	$398 88	$139 86	2 3%
715 0000	TSM	TAIWAN SEMICONDUCTOR ADR CUSIP - 874039100	$10 960	$7,836 40	3 6%	$7,492 14	$344 26	$260.26	3 3%
		Information Technology - Total		$29,733 86	13.6%	$28,202 72	$1,531 14	$670.23	2.3%
344 0000	AIQUY	AIR LIQUIDE ADR CUSIP - 009126202	$22.730	$7,819 12	3 6%	$6,933 44	$885 68	$150.67	1.9%
		Materials - Total		$7,819 12	3 6%	$6,933 44	$885 68	$150.67	1 9%
104 0000	AMX	ADR AMERICA MOVIL S.A DE C V SERIES L CUSIP - 02364W105	$43 830	$4,558 32	2 1%	$4,208 22	$350 10	$47 22	1 0%
80 0000	JUPIY	JUPITER TELECOMMUNICATION CO ADR CUSIP - 48206M102	$64 500	$5,160 00	2 4%	$4,069 62	$1,090 38	$24 48	0 5%
112.0000	TLK	PT TELEOMUNIKASI INDONESIA SPONSORED ADR CUSIP - 715684106	$35 700	$3,998 40	1.8%	$3,653 62	$344 78	$112 90	2 8%
		Telecommunication Services - Total		$13,716.72	6 3%	$11,931 46	$1,785 26	$184 60	1 3%
54 0000	BRGYY	BG PLC ADR FINAL INSTALLMENT NEW	$86 925	$4,693 95	2 2%	$4,857 56	$(163 61)	$53 14	1 1%

FIFTH THIRD PRIVATE BANK

TR U/W JESSIE DOMHOFF -

07/01/2009 - 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 (continued)									
		CUSIP - 055434203							
		Utilities - Total		$4,693 95	2 2%	$4,857.56	$(163 61)	$53 14	1 1%
		Equities - Total		**$212,327.35**	**97.4%**	**$194,759.90**	**$17,567.45**	**$4,048.43**	**1.9%**
Total Portfolio Positions				**$217,911.32**	**100.0%**	**$200,343.87**	**$17,567.45**	**$4,049.54**	**1.9%**