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

ENVELOPE POSTMARK DATE JAN 17 2010

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/A THE CAMDEN FOUNDATION

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

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

A Employer identification number: 31-6024141

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

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)* ▶ $ 2,245,967.

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	530.	530.		STMT 1
	4 Dividends and interest from securities	80,150.	80,150.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-148,575.			
	b Gross sales price for all assets on line 6a 104,627.				
	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	-67,895.	80,680.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	550.	275.	NONE	275.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	1,415.	113.		
	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	23,567.	23,367.		200.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	25,532.	23,755.	NONE	475.
	25 Contributions, gifts, grants paid	143,000.			143,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	168,532.	23,755.	NONE	143,475.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-236,427.			
	b **Net investment income** (if negative, enter -0-)		56,925.		
	c **Adjusted net income** (if negative, enter -0-)				

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

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,104.	181.	181.
	2 Savings and temporary cash investments	61,113.	59,082.	59,082.
	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)	1,571,483.	1,352,092.	1,260,706.
	c Investments - corporate bonds (attach schedule)	908,468.	894,385.	925,998.
	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)	2,542,168.	2,305,740.	2,245,967.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	2,542,168.	2,305,740.	
	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)	2,542,168.	2,305,740.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,542,168.	2,305,740.	

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	2,542,168.
2	Enter amount from Part I, line 27a	2	-236,427.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,305,741.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,305,740.

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	-148,575.
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	152,842.	2,706,487.	0.05647246782
2006	146,475.	2,945,648.	0.04972590072
2005	146,450.	2,823,483.	0.05186856092
2004	144,950.	2,827,041.	0.05127269113
2003	133,200.	2,783,257.	0.04785759993

2	**Total** of line 1, column (d)	2	0.25719722052
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	0.05143944410
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	2,004,722.
5	Multiply line 4 by line 3	5	103,122.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	569.
7	Add lines 5 and 6	7	103,691.
8	Enter qualifying distributions from Part XII, line 4	8	143,475.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling letter __________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ▶ [X] and enter 1% of Part I, line 27b	1	569.
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	569.
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	569.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a: 636.		
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	636.
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	67.
11	Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ 67. **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)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FIFTH THIRD BANK Telephone no ▶ (513)579-5472

Located at ▶ 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH ZIP + 4 ▶ 45202

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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If you answered "Yes" to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		-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	1,988,164.
b	Average of monthly cash balances	1b	47,087.
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	2,035,251.
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	2,035,251.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	30,529.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,004,722.
6	**Minimum investment return.** Enter 5% of line 5	6	100,236.

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	100,236.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	569.		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	569.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	99,667.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	99,667.
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	99,667.

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	143,475.
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	143,475.
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	569.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	142,906.

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				99,667.
2	Undistributed income, if any, as of the end of 2007				
a	Enter amount for 2007 only			NONE	
b	Total for prior years 20 06 ,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2008:				
a	From 2003 ...... NONE				
b	From 2004 ...... 5,182.				
c	From 2005 ...... 7,114.				
d	From 2006 ...... 1,983.				
e	From 2007 ...... 18,784.				
f	**Total** of lines 3a through e	33,063.			
4	Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 143,475.				
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				99,667.
e	Remaining amount distributed out of corpus	43,808.			
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	76,871.			
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	76,871.			
10	Analysis of line 9:				
a	Excess from 2004 ... 5,182.				
b	Excess from 2005 ... 7,114.				
c	Excess from 2006 ... 1,983.				
d	Excess from 2007 ... 18,784.				
e	Excess from 2008 ... 43,808.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 27 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

N/A

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

N/A

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 17				
Total . . . . ▶ **3a**				143,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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	530.
4 Dividends and interest from securities				NONE	80,150.
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	-148,575.
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	-67,895.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 -67,895.

(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 IN
4	THE GOVERNING AGREEMENT
8	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
8	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED IN
8	THE GOVERNING AGREEMENT
3	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
3	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED IN
3	THE GOVERNING AGREEMENT

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date: 01/11/2010 | Title: Trustee

Paid Preparer's Use Only

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

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					7.	
		375. AMERICAN INTL GROUP INC PROPERTY TYPE: SECURITIES					12/07/1998	10/01/2008
1,326.00		18,972.00					-17,646.00	
		775. AMERICAN INTL GROUP INC PROPERTY TYPE: SECURITIES					09/29/1998	10/01/2008
2,741.00		32,940.00					-30,199.00	
		100. AMGEN INC PROPERTY TYPE: SECURITIES					02/16/2001	01/06/2009
5,827.00		7,150.00					-1,323.00	
		300. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES					01/07/2000	01/23/2009
6,313.00		11,829.00					-5,516.00	
		1050. CITIGROUP INC PROPERTY TYPE: SECURITIES					11/06/2003	11/24/2008
5,924.00		50,883.00					-44,959.00	
		100. CORP-BACKED TRUST CERTS 6.125% PFD PROPERTY TYPE: SECURITIES					03/24/2006	12/24/2008
540.00		2,434.00					-1,894.00	
		200. CORP-BACKED TRUST CERTS 6.125% PFD PROPERTY TYPE: SECURITIES					12/19/2005	12/24/2008
1,081.00		4,810.00					-3,729.00	
		400. CORP-BACKED TRUST CERTS 6.125% PFD PROPERTY TYPE: SECURITIES					04/24/2006	12/24/2008
2,162.00		9,620.00					-7,458.00	
		100. FINL SECURITY ASSUR HDG PFD QRT 6.2 PROPERTY TYPE: SECURITIES					12/19/2005	03/25/2009
886.00		2,510.00					-1,624.00	
		200. FINL SECURITY ASSUR HDG PFD QRT 6.2 PROPERTY TYPE: SECURITIES					03/24/2006	03/25/2009
1,772.00		5,000.00					-3,228.00	

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)	
		400. FINL SECURITY ASSUR HDG PFD QRT 6.2					04/24/2006	03/25/2009
		PROPERTY TYPE: SECURITIES						
3,543.00		9,430.00					-5,887.00	
		100. HEWLETT PACKARD CO					11/06/2003	01/06/2009
		PROPERTY TYPE: SECURITIES						
3,924.00		2,317.00					1,607.00	
		400. J P MORGAN CHASE & CO					11/06/2003	01/23/2009
		PROPERTY TYPE: SECURITIES						
8,805.00		14,572.00					-5,767.00	
		100. J P MORGAN CHASE & CO					11/06/2003	03/23/2009
		PROPERTY TYPE: SECURITIES						
2,774.00		3,643.00					-869.00	
		1300. NEWELL RUBBERMAID INC					09/04/2003	12/24/2008
		PROPERTY TYPE: SECURITIES						
12,586.00		31,603.00					-19,017.00	
		78. NORTEL NETWORKS CORP SEDOL B1H4Y87					02/09/2009	03/02/2009
		PROPERTY TYPE: SECURITIES						
2.00		7.00					-5.00	
		100. NORTHERN TR CORP COM					04/12/2002	01/06/2009
		PROPERTY TYPE: SECURITIES						
5,426.00		5,837.00					-411.00	
		100. NORTHERN TR CORP COM					04/12/2002	01/23/2009
		PROPERTY TYPE: SECURITIES						
5,371.00		5,837.00					-466.00	
		200. OMNICOM GROUP					08/10/1999	03/23/2009
		PROPERTY TYPE: SECURITIES						
4,946.00		6,683.00					-1,737.00	
		325. ROYAL DUTCH SHELL PLC SPONSORED ADR					09/04/2003	01/06/2009
		PROPERTY TYPE: SECURITIES						
18,075.00		14,771.00					3,304.00	
		100. WELLS FARGO COMPANY					12/28/1999	01/06/2009
		PROPERTY TYPE: SECURITIES						
2,815.00		2,059.00					756.00	

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)	
		300. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					12/28/1999	01/23/2009
4,423.00		6,177.00					-1,754.00	
		200. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					12/28/1999	03/23/2009
3,358.00		4,118.00					-760.00	
TOTAL GAIN(LOSS)		....					-148,575.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	530.	530.
TOTAL	530.	530.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	1,184.	1,184.
DOMESTIC DIVIDENDS	31,299.	31,299.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	41.	41.
NONQUALIFIED DOMESTIC DIVIDENDS	47,626.	47,626.
TOTAL	80,150.	80,150.

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	550.	275.		275.
TOTALS	550.	275.	NONE	275.

TR U/A THE CAMDEN FOUNDATION 31-6024141

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	39.	39.
PRIOR YEAR EXCISE TAX PAID	666.	
EXCISE TAX ESTIMATE	636.	
FOREIGN TAXES ON QUALIFIED FOR	74.	74.
TOTALS	1,415.	113.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK SERVICE FEES	23,367.	23,367.	
OTHER MISC. EXPENSES	200.		200.
TOTALS	23,567.	23,367.	200.

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

DESCRIPTION	AMOUNT
ROUNDING ADJUSTMENT	1.
TOTAL	1.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
OH

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

OFFICER NAME:
FIFTH THIRD BANK
ADDRESS:
P.O. BOX 630858
CINCINNATI, OH 45263
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

STATEMENT 8

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	2,090,611.	69,369.	
FEBRUARY	1,985,079.	68,310.	
MARCH	2,065,605.	93,835.	
APRIL	1,911,364.	5,240.	
MAY	1,738,098.	8,571.	
JUNE	1,802,917.	33,538.	
JULY	1,901,685.	36,847.	
AUGUST	1,968,681.	39,764.	
SEPTEMBER	1,979,855.	47,406.	
OCTOBER	2,090,583.	50,012.	
NOVEMBER	2,136,789.	52,890.	
DECEMBER	2,186,703.	59,262.	
TOTAL	23,857,970.	565,044.	
AVERAGE FMV	1,988,164.	47,087.	

STATEMENT 9

FORM 990PF, PART XV - LINES 2a - 2d
===================================

RECIPIENT NAME:
  DAVE GARBER @ FIFTH THIRD BANK
ADDRESS:
  P.O. BOX 630858 MD 1090 HB
  CINCINNATI, OH 45263
RECIPIENT'S PHONE NUMBER: 513-534-5472
FORM, INFORMATION AND MATERIALS:
  AVAILABLE UPON REQUEST

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

RECIPIENT NAME:
THE GUIDANCE CENTER
ADDRESS:
13101 ALLEN RD.
SOUTHGATE, MI 48195
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CINCINNATI MUSEUM CENTER
ADDRESS:
1301 WESTERN AVE.
CINCINNATI, OH 45203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
LITTLE MIAMI, INC.
ADDRESS:
6040 PRICE RD.
MILFORD, OH 45150-1429
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MAINE COAST HERITAGE TR
ADDRESS:
1 MAIN ST. SUITE 201
TOPHSAM, ME 040486
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATION OF ALDERMERE FARM
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
MERRYSPRING FOUNDATION
ADDRESS:
CONWAY RD.
CAMDEN, ME
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
MINUTE MAN ARC FOR HUMAN
SERVICES
ADDRESS:
1269 MAIN ST.
CONCORD, MA 01742
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
NORTHWEST FOLKLIFE FEST.
ADDRESS:
305 HARRISON ST.
SEATTLE, WA 98109
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
QUEEN CITY FOUNDATION
ADDRESS:
1 WEST FOURTH ST.
CINCINNATI, OH 45202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
THE SEVEN HILLS SCHOOLS
ADDRESS:
5400 REDBANK RD.
CINCINNATI, OH 45227-1198
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR UNRESTRICTED CAPITAL
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
UNITED WAY OF GREATER CINCINNATI
ADDRESS:
2400 READING RD.
CINCINNATI, OH 45202-1458
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
YOUTHLINKS
ADDRESS:
420 BROADWAY
ROCKLAND, ME 04841
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
THE NATURE CONSERVANCY
OHIO CHAPTER
ADDRESS:
6375 RIVERSIDE DR. SUITE 50
DUBLIN, OH 43017
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 45,000.

RECIPIENT NAME:
CINCINNATI NATURE CENTER
ADDRESS:
4949 TEALTOWN RD.
MILFORD, OH 45150
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
MEGUNTICOCK WATERSHED ASC
ADDRESS:
P.O. 443
CAMDEN, ME 04843
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
ST. BONIFACE HAITI FOUNDATION
ADDRESS:
14 POND LANE
RANDOLPH, MA 02368
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
WORLD AFFAIRS COUNCIL
ADDRESS:
2200 ALASKAN WAY, SUITE 450
SEATTLE, WA 98121
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CAMDEN CONFERENCE
ADDRESS:
P.O. BOX 882
CAMDEN, ME 04843-0882
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
BAY CHAMBER CONCERTS
ADDRESS:
58 BAY VIEW ST. , STE.1
CAMDEN, ME 04843
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
CINCINNATI COUNTRY DAY SCHOOL
ADDRESS:
6905 GIVEN RD.
CINCINNATI, OH 45243-2898
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 2,000.

TOTAL GRANTS PAID: 143,000.

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
180 4900		CASH	$1 000	$180 49	0 0%	$180 49			
31,346 0000		FIFTH THIRD PRIME MONEY MARKET FUND (N) (INCOME INVESTMENT) CUSIP - 898330204	$1 000	$31,346 00	1 4%	$31,346 00		$6 27	
27,736 0000		FIFTH THIRD PRIME MONEY MARKET FUND (N) CUSIP - 898330204	$1 000	$27,736 00	1 2%	$27,736 00		$5 55	
		Cash & Equivalents - Total		**$59,262.49**	**2.6%**	**$59,262.49**		**$11.82**	**0.0%**
Fixed Income									
5,202 9130	FTYIX	FIFTH THIRD HIGH YIELD BOND FUND CUSIP - 351889985	$9 140	$47,554 62	2.1%	$50,000 00	$(2,445.38)	$4,021 85	8 5%
3,900 0000	AGG	ISHARES BARCLAYS AGGREGATE BD FD CUSIP - 464287226	$104 920	$409,188 00	18 2%	$387,635 55	$21,552.45	$16,610 10	4 1%
4,000 0000	LQD	ISHARES IBOXX $ INVESTMENT GRADE CORPORATE BOND FUND CUSIP - 464287242	$106 680	$426,720 00	19 0%	$414,085 83	$12,634 17	$22,364 00	5 2%
200 0000	HYG	ISHARES HIGH YIELD CORP BND FND CUSIP - 464288513	$86 350	$17,270 00	0 8%	$17,796 00	$(526 00)	$1,664 00	9 6%
		Mutual Bond Funds - Total		$900,732 62	40 1%	$869,517.38	$31,215 24	$44,659 95	5 0%
1,000 0000	EHB	ENTERGY ARKANSAS INC PREFERRED 6% QUARTERLY CUSIP - 29364D795	$25 265	$25,265 00	1 1%	$24,868 00	$397 00	$1,500 00	5 9%
		Preferred Stock - Total		$25,265 00	1 1%	$24,868 00	$397 00	$1,500 00	5 9%
		Fixed Income - Total		**$925,997.62**	**41.2%**	**$894,385.38**	**$31,612.24**	**$46,159.95**	**5.0%**

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
1,000.0000	OMC	OMNICOM GROUP INC CUSIP - 681919106	$36.940	$36,940 00	1 6%	$33,415 00	$3,525 00	$600 00	1 6%
		Consumer Discretionary - Total		$36,940 00	1 6%	$33,415 00	$3,525 00	$600 00	1 6%
1,500 0000	CAG	CONAGRA FOODS INC CUSIP - 205887102	$21 680	$32,520 00	1 4%	$33,060 00	$(540 00)	$1,200 00	3 7%
400 0000	PEP	PEPSICO INC CUSIP - 713448108	$58 660	$23,464 00	1 0%	$25,364 00	$(1,900 00)	$720 00	3 1%
400 0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	$57 920	$23,168 00	1 0%	$24,828 00	$(1,660 00)	$704 00	3 0%
		Consumer Staples - Total		$79,152 00	3 5%	$83,252 00	$(4,100 00)	$2,624 00	3 3%
1,200 0000	APC	ANADARKO PETE CORP CUSIP - 032511107	$62 730	$75,276 00	3 4%	$34,830 00	$40,446 00	$432 00	0 6%
1,000 0000	COP	CONOCOPHILLIPS CUSIP - 20825C104	$45 160	$45,160 00	2 0%	$36,735 00	$8,425 00	$1,880 00	4 2%
1,000 0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	$68.610	$68,610 00	3 1%	$45,210 00	$23,400 00	$1,680 00	2 4%
		Energy - Total		$189,046 00	8 4%	$116,775 00	$72,271 00	$3,992 00	2 1%
1,000 0000	BK	BANK OF NEW YORK MELLON CORP CUSIP - 064058100	$28 990	$28,990 00	1.3%	$39,430.35	$(10,440 35)	$360 00	1 2%
900 0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	$43 820	$39,438 00	1 8%	$32,787 00	$6,651 00	$180 00	0 5%
800 0000	NTRS	NORTHERN TR CORP CUSIP - 665859104	$58 160	$46,528 00	2 1%	$46,694 56	$(166 56)	$896 00	1 9%
1,800 0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	$28 180	$50,724 00	2.3%	$36,557 45	$14,166 55	$360 00	0 7%
		Financials - Total		$165,680 00	7 4%	$155,469 36	$10,210 64	$1,796.00	1 1%

FIFTH THIRD
PRIVATE BANK

09/01/2009 - 09/30/2009

TR U/A THE CAMDEN FOUNDATION

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
1,100 0000	AMGN	AMGEN INC CUSIP - 031162100	$60.230	$66,253 00	2 9%	$64,388 13	$1,864 87		
800 0000	LLY	LILLY (ELI) & CO CUSIP - 532457108	$33 030	$26,424 00	1.2%	$48,437 04	$(22,013 04)	$1,568 00	5 9%
2,500 0000	PFE	PFIZER INC CUSIP - 717081103	$16 550	$41,375 00	1 8%	$85,897 00	$(44,522 00)	$1,600 00	3 9%
1,200 0000	UNH	UNITEDHEALTH GROUP INC CUSIP - 91324P102	$25 040	$30,048 00	1 3%	$29,610 00	$438 00	$36 00	0 1%
		Healthcare - Total		$164,100 00	7.3%	$228,332 17	$(64,232 17)	$3,204 00	2 0%
1,700 0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	$16 420	$27,914 00	1 2%	$62,103 25	$(34,189 25)	$680 00	2 4%
900 0000	RTN	RAYTHEON CO CUSIP - 755111507	$47 970	$43,173 00	1 9%	$29,106 00	$14,067 00	$1,116 00	2 6%
		Industrials - Total		$71,087 00	3 2%	$91,209 25	$(20,122 25)	$1,796 00	2 5%
1,500 0000	EMC	E M C CORP/MASS CUSIP - 268648102	$17 040	$25,560 00	1 1%	$35,605 90	$(10,045 90)		
1,500 0000	HPQ	HEWLETT PACKARD CO CUSIP - 428236103	$47 210	$70,815 00	3.2%	$34,755 00	$36,060.00	$480 00	0 7%
1,600 0000	INTC	INTEL CORP CUSIP - 458140100	$19 570	$31,312 00	1 4%	$41,289 06	$(9,977 06)	$896 00	2 9%
2,200 0000	MSFT	MICROSOFT CORP CUSIP - 594918104	$25 720	$56,584 00	2 5%	$59,981 82	$(3,397 82)	$1,144 00	2 0%
		Information Technology - Total		$184,271 00	8 2%	$171,631 78	$12,639 22	$2,520 00	1 4%
600 0000	APD	AIR PRODS & CHEMS INC CUSIP - 009158106	$77 580	$46,548.00	2 1%	$44,697 00	$1,851 00	$1,080 00	2 3%
1,250 0000	DD	DU PONT E I DE NEMOURS & CO	$32 140	$40,175 00	1 8%	$49,525 00	$(9,350 00)	$2,050 00	5 1%

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 - 263534109							
		Materials - Total		$86,723 00	3 9%	$94,222 00	$(7,499 00)	$3,130 00	3 6%
1,300 0000	EFA	ISHARES MSCI EAFE INDEX FD CUSIP - 464287465	$54.680	$71,084 00	3 2%	$102,359 20	$(31,275 20)	$1,931 80	2 7%
1,050 0000	IJH	ISHARES S&P MIDCAP 400 CUSIP - 464287507	$68 950	$72,397.50	3 2%	$90,696 75	$(18,299 25)	$850 50	1 2%
550.0000	ICF	ISHARES COHEN & STEERS REALTY CUSIP - 464287564	$48 620	$26,741 00	1 2%	$49,179 52	$(22,438 52)	$960.30	3 6%
1,100 0000	IWM	ISHARES RUSSELL 2000 INDEX FD CUSIP - 464287655	$60 240	$66,264 00	3 0%	$88,646 60	$(22,382 60)	$639.10	1 0%
		Mutual Equity Funds - Total		$236,486 50	10 5%	$330,882 07	$(94,395 57)	$4,381 70	1 9%
3,000 0000	DUK	DUKE ENERGY CORP CUSIP - 26441C105	$15 740	$47,220 00	2 1%	$46,903 49	$316 51	$2,880 00	6 1%
		Utilities - Total		$47,220 00	2 1%	$46,903 49	$316 51	$2,880 00	6 1%
		Equities - Total		**$1,260,705.50**	**56.1%**	**$1,352,092.12**	**$(91,386.62)**	**$26,923.70**	**2.1%**
Total Portfolio Positions				**$2,245,965.61**	**100.0%**	**$2,305,739.99**	**$(59,774.38)**	**$73,095.47**	**3.3%**