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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning

, 2009, and ending

G Check all that apply

 Initial return Initial Return of a former public charity Final return Amended return Address change Name changeUse the
IRS label
Otherwise,
print
or type.
See Specific
Instructions.WILLIAM R DALLY FOUNDATION
FBT 2200 PNC CTR 201 E 5TH ST/WNK
CINCINNATI, OH 45202-4182

A Employer identification number

20-2505429

B Telephone number (see the instructions)

513-651-6800

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) **J Accounting method** Cash Accrual
► \$ 1,822,651. *(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 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 (att sch)			
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B			
	3 Interest on savings and temporary cash investments	550.	550.	550.
	4 Dividends and interest from securities	9,739.	9,739.	9,739.
	5a Gross rents b Net rental income or (loss)			
	6a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	-2,013.		
	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/(loss) (attach sch)	RECEIVED MAY 24 2010		
	11 Other income (attach schedule) See Statement 12	148.		
	12 Total. Add lines 1 through 11	8,424.	10,289.	10,289.
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	4,468.	4,468.	
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule) See St 3 b Accounting fees (attach sch) c Other prof fees (attach sch)	1,254.	1,254.	
	17 Interest			
	18 Taxes (attach schedule) See Stm 5	400.	400.	
	19 Depreciation (attach sch) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule) See Statement 6	892.	892.	
	24 Total operating and administrative expenses. Add lines 13 through 23	8,929.	8,929.	
	25 Contributions, gifts, grants paid Stmt 7	39,425.		39,425.
	26 Total expenses and disbursements. Add lines 24 and 25.	48,354.	8,929.	0.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	-39,930.	1,360.	10,289.

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing				
	2 Savings and temporary cash investments	1,297,621.	983,666.	983,666.	
	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 the instructions)				
	7 Other notes and loans receivable (attach sch)	►			
	Less allowance for doubtful accounts	►			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments – U S and state government obligations (attach schedule)	Statement 8	327,664.	270,150.	271,747.
	b Investments – corporate stock (attach schedule)	Statement 9	410,644.	746,415.	567,238.
	c Investments – corporate bonds (attach schedule)				
	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 instructions Also, see page 1, item I)		2,035,929.	2,000,231.	1,822,651.	
LIABILITIES	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input checked="" type="checkbox"/>		
NET ASSETS	24 Unrestricted		2,035,929.	2,000,231.	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	► <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see the instructions)		2,035,929.	2,000,231.	
	31 Total liabilities and net assets/fund balances (see the instructions)		2,035,929.	2,000,231.	

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	2,035,929.
2 Enter amount from Part I, line 27a	2	-39,930.
3 Other increases not included in line 2 (itemize) ► <u>See Statement 10</u>	3	15,733.
4 Add lines 1, 2, and 3	4	2,011,732.
5 Decreases not included in line 2 (itemize) ► <u>See Statement 11</u>	5	11,501.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,000,231.

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 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a N/A					
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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (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		
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 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) N/A

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 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 (column (b) divided by column (c))
2008			
2007			
2006			
2005			
2004			

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 2009 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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter. <i>(attach copy of letter if necessary - see instr.)</i>	
1		27.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	
3	Add lines 1 and 2	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	
6	Credits/Payments	
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 134.
b	Exempt foreign organizations – tax withheld at source	6b
c	Tax paid with application for extension of time to file (Form 8868)	6c 27.
d	Backup withholding erroneously withheld	6d
7	Total credits and payments Add lines 6a through 6d	7 161.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 134.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ►	11 0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		N/A
5		X
6		X
7	X	
8b		X
9		X
10		X

1 a 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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file **Form 1120-POL** for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

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

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If 'Yes,' attach the statement required by General Instruction T

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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XIV*

8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► OH

b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? *If 'No,' attach explanation*

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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*

10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*

Part VII-A Statements Regarding Activities Continued

11		X
12		X
13	X	
14	513-651-6800	
15	N/A	N/A

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1b	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 the instructions)?	N/A	
1c	Organizations relying on a current notice regarding disaster assistance check here		
2	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 2009?		
2a	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)).		
2b	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2c	If 'Yes,' list the years ► 20__, 20__, 20__, 20__		
2d	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 the instructions)	N/A	
2e	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20__, 20__, 20__, 20__		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3b	If 'Yes,' did it have excess business holdings in 2009 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 2009)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
4b	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 2009?		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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions)?		5b	N/A
Organizations relying on a current notice regarding disaster assistance check here	<input checked="" type="checkbox"/>		
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?	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If 'Yes' to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see 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
WILLIAM N KIRKHAM C/O FBT 201 E 5TH ST CINCINNATI, OH 45202	Director 0	1,489.	0.	0.
PATRICK M CUMMINGS 7712 BLUECRYSTAL CT CINCINNATI, OH 45224	Director 0	1,489.	0.	0.
JACK COORS 4125 HAMILTON AVE CINCINNATI, OH 45223	Director 0	1,490.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

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

0

Part VIII | **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	N/A	
2		

All other program-related investments See instructions

3

Total. Add lines 1 through 3

0.

BAA

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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
 - b Average of monthly cash balances
 - c Fair market value of all other assets (see instructions)
 - d **Total** (add lines 1a, b, and c)
 - e Reduction claimed for blockage or other factors reported on lines 1a and 1c
(attach detailed explanation)
- 2 Acquisition indebtedness applicable to line 1 assets
- 3 Subtract line 2 from line 1d
- 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3
(for greater amount, see instructions)
- 5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4
- 6 **Minimum investment return.** Enter 5% of line 5

1a	631,887.
1b	1,147,062.
1c	
1d	1,778,949.
1e	0.
2	0.
3	1,778,949.
4	26,684.
5	1,752,265.
6	87,613.

Part XI Distributable Amount (see 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
- 2a Tax on investment income for 2009 from Part VI, line 5
- b Income tax for 2009. (This does not include the tax from Part VI)
- c Add lines 2a and 2b
- 3 Distributable amount before adjustments Subtract line 2c from line 1
- 4 Recoveries of amounts treated as qualifying distributions
- 5 Add lines 3 and 4
- 6 Deduction from distributable amount (see instructions)
- 7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1

1	87,613.
2a	27.
2b	
2c	27.
3	87,586.
4	
5	87,586.
6	
7	87,586.

Part XII Qualifying Distributions (see 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
 - b Program-related investments – total from Part IX-B
- 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes
- 3 Amounts set aside for specific charitable projects that satisfy the
 - a Suitability test (prior IRS approval required)
 - b Cash distribution test (attach the required schedule)
- 4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4
- 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 instructions)
- 6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

1a	39,425.
1b	
2	
3a	
3b	
4	39,425.
5	
6	39,425.

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 instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				87,586.
2 Undistributed income, if any, as of the end of 2009			33,974.	
a Enter amount for 2008 only		0.		
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 39,425.			33,974.	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)		0.		
d Applied to 2009 distributable amount				5,451.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				82,135.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.		
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)		0.		
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

BAA

Form 990-PF (2009)

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

Part XV **Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year — see 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))

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

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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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

The name, address, and telephone number of the person to whom you 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
Total				► 3a
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	550.	
4 Dividends and interest from securities			14	9,739.	
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				148.	
8 Gain or (loss) from sales of assets other than inventory					-2,013.
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)				10,437.	
13 Total Add line 12, columns (b), (d), and (e)					8,424.

(See worksheet in the instructions for line 13 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 the instructions)
N/A	

Statement 1**Form 990-PF, Part I, Line 6a****Net Gain (Loss) from Noninventory Sales Per Books****Assets Not Included in Part IV**

Description:	5000 OH CAP FHA BD		
Date Acquired:	5/24/2007		
How Acquired:	Purchase		
Date Sold:	7/02/2009		
To Whom Sold:			
Gross Sales Price:	5,000.		
Cost or Other Basis:	5,002.		
Basis Method:	Cost		
		Gain (Loss)	-2.
Description:	50,000 UNIV CINTI BD		
Date Acquired:	5/24/2007		
How Acquired:	Purchase		
Date Sold:	12/02/2009		
To Whom Sold:			
Gross Sales Price:	50,500.		
Cost or Other Basis:	52,511.		
Basis Method:	Cost		
		Gain (Loss)	-2,011.
		Total \$	<u><u>-2,013.</u></u>

Statement 2**Form 990-PF, Part I, Line 11****Other Income**

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 148.		
Total	\$ 148.	\$ 0.	\$ 0.

Statement 3**Form 990-PF, Part I, Line 16a****Legal Fees**

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FBT	\$ 3,112.	\$ 3,112.		
LESS: T/E ALLOCATION	\$ -1,858.	\$ -1,858.		
Total	\$ 1,254.	\$ 1,254.	\$ 0.	\$ 0.

WILLIAM R DALLY FOUNDATION

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Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT FEES	\$ 4,751.	\$ 4,751.		
LESS: T/E ALLOCATION	-2,836.	-2,836.		
Total	<u>\$ 1,915.</u>	<u>\$ 1,915.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TREASURER ST OF OHIO	\$ 400.	\$ 400.		
Total	<u>\$ 400.</u>	<u>\$ 400.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INSURANCE	\$ 892.	\$ 892.		
Total	<u>\$ 892.</u>	<u>\$ 892.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 7
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Cash Grants and Allocations

Class of Activity: VETERANS CEMETERY
 Donee's Name: CENTER FOR GREAT NEIGHBORHOODS/LINDEN GR
 Donee's Address: 1650 RUSSELL ST
 COVINGTON, KY 41011
 Relationship of Donee: NONE
 Organizational Status of Donee: 501(C) (3)
 Amount Given: \$ 3,425.

Class of Activity: HOUSING, VETERANS
 Donee's Name: VOLUNTEERS OF AMERICA
 Donee's Address: 4100 EXECUTIVE PARK DR
 CINCINNATI, OH 45241
 Relationship of Donee: NONE
 Organizational Status of Donee: 501(C) (3)
 Amount Given: \$ 5,000.

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Statement 7 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Class of Activity:	ABUSE ASSISTANCE
Donee's Name:	THE HOPE OF SURVIVORS
Donee's Address:	P O BOX 27 EFFINGHAM, IL 62401
Relationship of Donee:	NONE
Organizational Status of Donee:	501(C) (3)
Amount Given:	\$ 5,000.
Class of Activity:	HSG, FOOD ABUSED CHILDREN
Donee's Name:	ONE WAY FARM OF FAIRFIELD
Donee's Address:	6131 RIVER RD FAIRFIELD, OH 45014
Relationship of Donee:	NONE
Organizational Status of Donee:	501(C) (3)
Amount Given:	12,000.
Class of Activity:	CHILDREN CLOTHING, ASSIST
Donee's Name:	ASSISTANCE LEAGUE OF CINCINNATI
Donee's Address:	1057 META DR CINCINNATI, OH 45237
Relationship of Donee:	NONE
Organizational Status of Donee:	501(C) (3)
Amount Given:	6,000.
Class of Activity:	CHILDREN & FAMILY SHELTER
Donee's Name:	RONALD MCDONALD HOUSE OF GRT CINTIII
Donee's Address:	350 ERKENBRECHER AVE CINCINNATI, OH 45229
Relationship of Donee:	NONE
Organizational Status of Donee:	501(C) (3)
Amount Given:	6,000.
Class of Activity:	EDUCATION MINORITY STUDEN
Donee's Name:	QUEEN CITY FOUNDATION
Donee's Address:	3800 VICTORY PKWY CINCINNATI, OH 45207
Relationship of Donee:	NONE
Organizational Status of Donee:	501(C) (3)
Amount Given:	2,000.
Total \$ <u>39,425.</u>	

Statement 8
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

<u>State/Municipal Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
25,000 ASHTABULA, OH	Cost	\$ 25,380.	\$ 25,181.
40,000 BARDSTOWN, KY	Cost	41,184.	41,279.
50,000 CLERMONT CNTY, OH	Cost	51,250.	50,000.
45,000 GARFIELD HTS, OH	Cost	47,251.	48,734.
50,000 MADEIRA, OH	Cost	48,877.	50,732.

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Statement 8 (continued)**Form 990-PF, Part II, Line 10a****Investments - U.S. and State Government Obligations**

40,000 MASON, OH	Cost	\$ 41,201.	\$ 40,820.
20,000 OHIO CAP	Cost	0.	0.
50,000 UNIV CINTI, OH	Cost	0.	0.
15,000 OHCAPCORP-FHA SEC 8 HSG	Cost	15,007.	15,001.
		\$ 270,150.	\$ 271,747.
		Total \$ 270,150.	\$ 271,747.

Statement 9**Form 990-PF, Part II, Line 10b****Investments - Corporate Stocks**

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
BRISTOL-MYERS SQUIBB 2688	Cost	\$ 80,882.	\$ 67,872.
COLGATE PALMOLIVE 400	Cost	26,680.	32,860.
FIFTH THIRD BANCORP 6345	Cost	268,552.	61,864.
US BANCORP 1000 SHS	Cost	34,530.	22,510.
TRANSOCEAN 265	Cost	20,089.	21,942.
AFLAC 480	Cost	20,360.	22,200.
AT&T 778	Cost	20,025.	21,807.
ALTRIA GROUP 1079	Cost	20,154.	21,181.
CISCO SYSTEMS 930	Cost	20,049.	22,264.
CITIGROUP 1010	Cost	4,129.	3,343.
DUKE ENERGY	Cost	20,118.	22,631.
EXXON MOBIL 290	Cost	20,050.	19,775.
FORTUNE BRANDS 634	Cost	20,053.	27,389.
GENERAL ELECTRIC 1737	Cost	20,166.	26,281.
HEINZ 573	Cost	20,032.	24,501.
HUNTINGTON BANC 894	Cost	4,077.	3,263.
INTEL 1063	Cost	20,269.	21,685.
JOHNSON & JOHNSON 334	Cost	19,969.	21,513.
KEYCORP 629	Cost	4,069.	3,491.
MARSHALL & ISLEY 1000	Cost	5,348.	5,450.
MICROSOFT 1054	Cost	20,068.	32,126.
NEWS CORP 1545	Cost	20,178.	24,596.
REGIONS FIN'L 842	Cost	4,084.	4,454.
SYNOVOUS FIN'L 5000	Cost	12,404.	10,250.
3 M CO 266	Cost	20,080.	21,990.
	Total \$ 746,415.	\$ 567,238.	

Statement 10**Form 990-PF, Part III, Line 3****Other Increases**

BOOK/TAX DIFFERENCE	\$ 163.
MISC CASH RECEIPTS	68.
TAX EXEMPT INCOME	15,502.
	Total \$ 15,733.

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Federal Statements

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WILLIAM R DALLY FOUNDATION

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**Statement 11
Form 990-PF, Part III, Line 5
Other Decreases**

IRS BALANCE DUE	\$	57.
IRS EST PAYMENTS		134.
TAX EXEMPT DISALLOWANCE		11,310.
Total	\$	<u>11,501.</u>

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Federal Supporting Detail

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WILLIAM R DALLY FOUNDATION

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Other Income Producing Activities
Other investment income [O]

LITIGATION SETTLEMENT	\$	148.
Total	\$	<u>148.</u>

Officers, Directors, Trustees Compen.
Base compensation

TRUSTEE FEE	\$	3,695.
LESS: T/E ALLOCATION		-2,206.
Total	\$	<u>1,489.</u>

Officers, Directors, Trustees Compen.
Base compensation

TRUSTEE FEES	\$	3,695.
LESS: T/E ALLOCATION		-2,206.
Total	\$	<u>1,489.</u>

Officers, Directors, Trustees Compen.
Base compensation

TRUSTEE FEES	\$	3,695.
LESS: T/E ALLOCATION		-2,205.
Total	\$	<u>1,490.</u>

Application for Extension of Time To File an
Exempt Organization Return

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ►
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ►

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/file and click on e-file for Charities & Nonprofits

Type or print	Name of Exempt Organization WILLIAM R DALLY FOUNDATION	Employer identification number 20-2505429
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P O box, see instructions FBT 2200 PNC CTR 201 E 5TH ST/WNK	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CINCINNATI, OH 45202-4182	

Check type of return to be filed (file a separate application for each return)

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ► **WILLIAM N KIRKHAM**

Telephone No ► **513-651-6800** FAX No. ► **513-651-6981**

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 10, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► calendar year 20 09 or

► tax year beginning _____, 20 ____, and ending _____, 20 ____

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$ 27.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$ 161.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev 4-2009)