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
2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
SHANNON FAMILY CHARITABLE FDN FIFTH THIRD BANK, TRUSTEE

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

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

A Employer identification number
20-6669463

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)* ▶ $ 4,553,521.

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	53,931.	53,931.		STMT 1
	4 Dividends and interest from securities	73,779.	73,189.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-62,560.			
	b Gross sales price for all assets on line 6a 1,349,106.				
	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)	1,421.			STMT 3
	12 **Total.** Add lines 1 through 11	66,571.	127,120.		
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 4	685.	343.	NONE	343.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	880.	880.		
	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 6	34,221.	34,221.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	35,786.	35,444.	NONE	343.
	25 Contributions, gifts, grants paid	199,300.			199,300.
	26 **Total expenses and disbursements** Add lines 24 and 25	235,086.	35,444.	NONE	199,643.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-168,515.			
	b **Net investment income** (if negative, enter -0-)		91,676.		
	c **Adjusted net income** (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. JSA Form **990-PF** (2009)

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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	5,300.	5,013.	5,013.
	2	Savings and temporary cash investments	801,869.	275,397.	275,397.
	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 16 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) STMT 7	1,647,464.	2,325,610.	2,378,735.
	c	Investments - corporate bonds (attach schedule) STMT 8	2,142,975.	1,823,074.	1,894,376.
	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)	4,597,608.	4,429,094.	4,553,521.
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	4,597,608.	4,429,094.	
	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)	4,597,608.	4,429,094.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,597,608.	4,429,094.	

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	4,597,608.
2	Enter amount from Part I, line 27a	2	-168,515.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	1.
4	Add lines 1, 2, and 3	4	4,429,094.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,429,094.

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 -62,560.

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))
2008	231,536.	4,784,775.	0.04839015419
2007	136,309.	5,415,480.	0.02517025268
2006	151,663.	5,024,098.	0.03018711020
2005	10,000.	1,418,856.	0.00704793157
2004			

2	**Total** of line 1, column (d)	2	0.11079544864
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	0.02769886216
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,204,210.
5	Multiply line 4 by line 3	5	116,452.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	917.
7	Add lines 5 and 6	7	117,369.
8	Enter qualifying distributions from Part XII, line 4	8	199,643.

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 or determination 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	917.
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	917.
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	917.
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 1,308.		
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	1,308.
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	391.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 391. **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 10			
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 2009 or the taxable year beginning in 2009 (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)*

			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 ▶ (239)591-6484

Located at ▶ 999 VANDERBILT BEACH ROAD, NAPLES, FL ZIP + 4 ▶ 34108

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ 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 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.)*	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 2009?	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 "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? ☐ 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 11		-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

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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	3,655,811.
b	Average of monthly cash balances	1b	612,423.
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	4,268,234.
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	4,268,234.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	64,024.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,204,210.
6	**Minimum investment return.** Enter 5% of line 5	6	210,211.

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	210,211.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	917.		
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	917.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	209,294.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	209,294.
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	209,294.

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	199,643.
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	199,643.
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	917.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	198,726.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				209,294.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			192,506.	
b Total for prior years 20____,20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004 ...... NONE				
b From 2005 ...... NONE				
c From 2006 ...... NONE				
d From 2007 ...... NONE				
e From 2008 ...... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ $ 199,643.				
a Applied to 2008, but not more than line 2a			192,506.	
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 2009 distributable amount				7,137.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				202,157.
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 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2005 ... NONE				
b Excess from 2006 ... NONE				
c Excess from 2007 ... NONE				
d Excess from 2008 ... NONE				
e Excess from 2009 ... NONE				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

20-6669463

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 12				
Total ▶ 3a				199,300.
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	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (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	53,931.
4 Dividends and interest from securities				NONE	73,779.
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	-62,560.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b EXCISE TAX REFUND					1,421.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				NONE	66,571.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 66,571.

(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 29 of the instructions.)
4	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
4	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED IN
4	THE GOVERNING AGREEMENT.
8	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
8	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS SPECIFIED IN
8	THE GOVERENING AGREEMENT.
3	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
3	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS 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] 05/05/2010 ▶ Trustee

Signature of officer or trustee MATTHEW J CAROTHERS Date Title

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		85. AIR PRODS & CHEMS INC PROPERTY TYPE: SECURITIES					01/24/2006	03/27/2009
5,083.00		5,168.00					-85.00	
		500. AIR PRODS & CHEMS INC PROPERTY TYPE: SECURITIES					01/17/2006	03/27/2009
29,902.00		29,761.00					141.00	
		500. AIR PRODS & CHEMS INC PROPERTY TYPE: SECURITIES					12/21/2005	03/27/2009
29,902.00		29,850.00					52.00	
		.1 BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					08/15/2006	06/29/2009
1.00		2.00					-1.00	
		1180.9 BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					08/15/2006	09/09/2009
19,994.00		25,698.00					-5,704.00	
		349.1 BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					07/24/2006	09/09/2009
5,911.00		17,642.00					-11,731.00	
		1000. BRISTOL MYERS SQUIBB CO PROPERTY TYPE: SECURITIES					11/11/1911	03/27/2009
20,971.00		54.00					20,917.00	
		1000. BRISTOL MYERS SQUIBB CO PROPERTY TYPE: SECURITIES					11/11/1911	09/09/2009
22,111.00		54.00					22,057.00	
		175. CVS CORP PROPERTY TYPE: SECURITIES					07/11/2006	03/27/2009
4,953.00		5,458.00					-505.00	
		831. CVS CORP PROPERTY TYPE: SECURITIES					01/24/2006	03/27/2009
23,518.00		22,886.00					632.00	
		345. CISCO SYS INC PROPERTY TYPE: SECURITIES					04/04/2007	03/27/2009
5,858.00		9,022.00					-3,164.00	

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)	
		305. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					02/27/2007	03/27/2009
12,133.00		19,962.00					-7,829.00	
		605. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					01/19/2007	03/27/2009
24,068.00		38,781.00					-14,713.00	
		6.089 DODGE & COX INTL STOCK FUND PROPERTY TYPE: SECURITIES					12/23/2008	09/09/2009
187.00		128.00					59.00	
		154.45 DODGE & COX INTL STOCK FUND PROPERTY TYPE: SECURITIES					12/23/2008	09/09/2009
4,748.00		3,237.00					1,511.00	
		15.307 DODGE & COX INTL STOCK FUND PROPERTY TYPE: SECURITIES					12/31/2007	09/09/2009
471.00		707.00					-236.00	
		51.679 DODGE & COX INTL STOCK FUND PROPERTY TYPE: SECURITIES					12/31/2007	09/09/2009
1,589.00		2,385.00					-796.00	
		1094.963 DODGE & COX INTL STOCK FUND PROPERTY TYPE: SECURITIES					10/11/2007	09/09/2009
33,659.00		55,000.00					-21,341.00	
		965.044 DODGE & COX INTL STOCK FUND PROPERTY TYPE: SECURITIES					04/04/2007	09/09/2009
29,665.00		45,000.00					-15,335.00	
		800. DU PONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES					01/19/2007	09/09/2009
24,980.00		40,707.00					-15,727.00	
		246. EOG RES INC PROPERTY TYPE: SECURITIES					03/27/2009	09/09/2009
18,229.00		14,537.00					3,692.00	
		240. EMERSON ELEC CO PROPERTY TYPE: SECURITIES					01/19/2007	09/09/2009
9,197.00		10,704.00					-1,507.00	

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)	
		166. FPL GROUP INC PROPERTY TYPE: SECURITIES					03/27/2009	09/09/2009
9,011.00		8,441.00					570.00	
		1074. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					05/02/2006	03/27/2009
48,075.00		29,540.00					18,535.00	
		800. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					05/02/2006	09/09/2009
37,655.00		22,004.00					15,651.00	
		268. HONDA MTR LTD AMERN SHS PROPERTY TYPE: SECURITIES					01/24/2006	03/27/2009
6,668.00		7,450.00					-782.00	
		351. HONEYWELL INTERNATIONAL INC PROPERTY TYPE: SECURITIES					01/19/2007	03/27/2009
10,383.00		15,926.00					-5,543.00	
		184. HONEYWELL INTERNATIONAL INC PROPERTY TYPE: SECURITIES					01/19/2007	09/09/2009
6,972.00		8,349.00					-1,377.00	
		100000. HOUSEHOLD FINANCE CO DTD 02/05/9 PROPERTY TYPE: SECURITIES					12/22/2005	02/01/2009
100,000.00		102,292.00					-2,292.00	
		454. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					01/19/2007	03/27/2009
12,717.00		22,160.00					-9,443.00	
		40. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					05/25/2006	03/27/2009
2,120.00		2,413.00					-293.00	
		545. KELLOGG CO PROPERTY TYPE: SECURITIES					01/19/2007	03/27/2009
20,307.00		27,326.00					-7,019.00	
		1000. KELLOGG CO PROPERTY TYPE: SECURITIES					01/19/2007	09/09/2009
47,931.00		50,140.00					-2,209.00	

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)	
		100000. LOUISVILLE & JEFFERSON CNTY KY 0 PROPERTY TYPE: SECURITIES					09/25/2008	03/26/2009
100,000.00		100,000.00						
		150000. MARION IND ECONOMIC DEV REV 07/2 PROPERTY TYPE: SECURITIES					09/16/2008	03/26/2009
150,000.00		150,000.00						
		505. MARRIOTT INTL INC NEW CL A PROPERTY TYPE: SECURITIES					05/25/2006	03/27/2009
8,812.00		18,347.00					-9,535.00	
		1000. MARRIOTT INTL INC NEW CL A PROPERTY TYPE: SECURITIES					12/21/2005	03/27/2009
17,449.00		33,545.00					-16,096.00	
		100000. MASSACHUSETTS ST HEALTH & EDL 8/ PROPERTY TYPE: SECURITIES					08/03/2006	03/26/2009
100,000.00		100,000.00						
		150000. MASSACHUSETTS ST HSG FIN AGY 11/ PROPERTY TYPE: SECURITIES					09/09/2008	03/26/2009
150,000.00		150,000.00						
		329. PHILIP MORRIS INTL INC PROPERTY TYPE: SECURITIES					03/27/2009	09/09/2009
15,463.00		12,439.00					3,024.00	
		398. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES					04/27/2006	03/27/2009
19,304.00		23,295.00					-3,991.00	
		990. QUESTAR CORP PROPERTY TYPE: SECURITIES					01/19/2007	09/09/2009
34,080.00		38,922.00					-4,842.00	
		522. SYSCO CORP PROPERTY TYPE: SECURITIES					03/27/2009	09/09/2009
13,468.00		12,460.00					1,008.00	
		1500. THERMO ELECTRON CORP COM PROPERTY TYPE: SECURITIES					12/21/2005	03/27/2009
55,517.00		47,475.00					8,042.00	

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)	
		388. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES					01/24/2006	03/27/2009
11,699.00		11,607.00					92.00	
		550. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES					01/17/2006	03/27/2009
16,583.00		16,558.00					25.00	
		450. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES					12/01/2005	03/27/2009
13,568.00		13,836.00					-268.00	
		619. VODAFONE GROUP PLC-SP ADR PROPERTY TYPE: SECURITIES					03/27/2009	09/09/2009
14,194.00		10,398.00					3,796.00	
TOTAL GAIN(LOSS)							-62,560.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	53,931.	53,931.
TOTAL	53,931.	53,931.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	10,004.	10,004.
NONDIVIDEND DISTRIBUTIONS	590.	
DOMESTIC DIVIDENDS	35,513.	35,513.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	8,063.	8,063.
INTEREST EXEMPT FROM STATE TAXATION	3,637.	3,637.
NONQUALIFIED FOREIGN DIVIDENDS	32.	32.
NONQUALIFIED DOMESTIC DIVIDENDS	15,940.	15,940.
TOTAL	73,779.	73,189.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
EXCISE TAX REFUND		1,421.
	TOTALS	1,421.

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	685.	343.		343.
TOTALS	685.	343.	NONE	343.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	43.	43.
FOREIGN TAXES ON QUALIFIED FOR	791.	791.
FOREIGN TAXES ON NONQUALIFIED	46.	46.
TOTALS	880.	880.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER ALLOCABLE EXPENSE-INCOME	11.	11.
BANK SERVICE FEES	17,105.	17,105.
BANK SERVICE FEES	17,105.	17,105.
TOTALS	34,221.	34,221.

SHANNON FAMILY CHARITABLE FDN FIFTH THIRD 20-6669463

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	2,325,610.	2,378,735.
TOTALS	2,325,610.	2,378,735.

SHANNON FAMILY CHARITABLE FDN FIFTH THIRD 20-6669463

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	1,823,074.	1,894,376.
TOTALS	1,823,074.	1,894,376.

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

DESCRIPTION		AMOUNT
ROUNDING		1.
	TOTAL	1.

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

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

OFFICER NAME:
FIFTH THIRD BANK
ADDRESS:
999 VANDERBILT BEACH ROAD
NAPLES, FL 34108
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

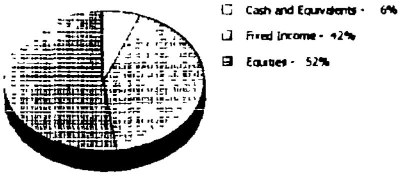
RECIPIENT NAME:
SEE SCHEDULE ATTACHED
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 199,300.

TOTAL GRANTS PAID: 199,300.
===============

Trust Officer: CHARLES L WHITE (239) 591-6484
Portfolio Manager: LAWRENCE WEITZEL (239) 591-6353

FIFTH THIRD BANK (FLORIDA)
AS TRUSTEE OF THE
SHANNON FAMILY CHARITABLE
FOUNDATION U/A/D 09/16/05

INVESTMENT ALLOCATION SUMMARY



Description	Last Statement	This Statement	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	$450,468.19	$280,409 56	6%	$27 54	0 0%
Fixed Income	$1,917,331 05	$1,894,376 24	42%	$95,275 86	5 0%
Equities	$2,331,468 04	$2,378,734 50	52%	$43,502 61	1 8%
Total Account Value	**$4,699,267.28**	**$4,553,520.30**	**100%**	**$138,806.01**	**3.0%**

Net change in total account value (3.1) % Decrease

ACCOUNT SUMMARY

	Income Cash	Principal Cash	Investments*	Total
Beginning Balance	**$146,303.67**	**$304,164.52**	**$4,248,799.09**	**$4,699,267.28**
Income	$12,047 67			$12,047 67
Distributions	$(129,553 15)	$(52,553 15)		$(182,106 30)
Change in Market Value			$24,311 65	$24,311 65
Ending Balance	**$28,798.19**	**$251,611.37**	**$4,273,110.74**	**$4,553,520.30**

* Investments represent the activity in your equity, bond & other security holdings

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	$0 00	$13,660 57
Long-term gain/(loss)	$0 00	$(76,219 72)
Net realized gain/(loss)	**$0.00**	**$(62,559.15)**

INVESTMENT OBJECTIVE

Growth
Total return through long-term growth of capital, an expectation of a high degree of principal fluctuation, and some current taxable income.

ACCOUNT OVERVIEW

	Current Period	YTD
Income Earned		
Fifth Third Funds Income	$418 42	$3,127 19
Corporate Interest	$3 73	$49,317 18
US Government Interest	$228 19	$14,797 07
Dividends	$11,397 33	$55,941 26
Municipal Interest	$0 00	$3,636 53
Total Income Earned	$12,047 67	$126,819 23
Contributions		
Cash	$0 00	$1,421 00
Total Contributions	$0 00	$1,421 00
Distributions		
Cash	$(3,106 30)	$(34,895 45)
Benefits Paid	$(179,000 00)	$(200,300 00)
Total Distributions	$(182,106 30)	$(235,195.45)
Security Transactions		
Purchases	$0 00	$(1,769,909 17)
Sales	$0 00	$1,349,104 81
Net Security Transactions	$0 00	$(420,804 36)
Change in Market Value	$24,311 65	$593,991 67

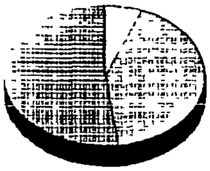
SHANNON FAMILY CHARITABLE FDN

12/01/2009 - 12/31/2009

IFTH THIRD BANK (FLORIDA)
AS TRUSTEE OF THE
SHANNON FAMILY CHARITABLE
FOUNDATION U/A/D 09/16/05

Trust Officer: CHARLES L WHITE (239) 591-6484
Portfolio Manager: LAWRENCE WEITZEL (239) 591-6353

INVESTMENT ALLOCATION SUMMARY



Description	Last Statement	This Statement	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	$450,468 19	$280,409 56	6%	$27 54	0 0%
Fixed Income	$1,917,331 05	$1,894,376 24	42%	$95,275 86	5 0%
Equities	$2,331,468 04	$2,378,734 50	52%	$43,502 61	1 8%
Total Account Value	**$4,699,267.28**	**$4,553,520.30**	**100%**	**$138,806.01**	**3.0%**

Net change in total account value (3.1) % Decrease

ACCOUNT SUMMARY

	Income Cash	Principal Cash	Investments*	Total
Beginning Balance	**$146,303.67**	**$304,164.52**	**$4,248,799.09**	**$4,699,267.28**
Income	$12,047 67			$12,047 67
Distributions	$(129,553 15)	$(52,553 15)		$(182,106 30)
Change in Market Value			$24,311 65	$24,311 65
Ending Balance	**$28,798.19**	**$251,611.37**	**$4,273,110.74**	**$4,553,520.30**

* Investments represent the activity in your equity, bond & other security holdings

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	$0 00	$13,660 57
Long-term gain/(loss)	$0 00	$(76,219 72)
Net realized gain/(loss)	**$0.00**	**$(62,559.15)**

INVESTMENT OBJECTIVE

Growth
Total return through long-term growth of capital, an expectation of a high degree of principal fluctuation, and some current taxable income

ACCOUNT OVERVIEW

	Current Period	YTD
Income Earned		
Fifth Third Funds Income	$418 42	$3,127 19
Corporate Interest	$3 73	$49,317 18
US Government Interest	$228 19	$14,797 07
Dividends	$11,397 33	$55,941 26
Municipal Interest	$0 00	$3,636 53
Total Income Earned	$12,047 67	$126,819 23
Contributions		
Cash	$0 00	$1,421 00
Total Contributions	$0 00	$1,421 00
Distributions		
Cash	$(3,106 30)	$(34,895 45)
Benefits Paid	$(179,000 00)	$(200,300 00)
Total Distributions	$(182,106 30)	$(235,195 45)
Security Transactions		
Purchases	$0 00	$(1,769,909 17)
Sales	$0 00	$1,349,104 81
Net Security Transactions	$0 00	$(420,804 36)
Change in Market Value	$24,311 65	$593,991 67

SHANNON FAMILY CHARITABLE FDN

12/01/2009 - 12/31/2009

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
5,012 5600		CASH	$1 000	$5,012 56	0 1%	$5,012 56			
23,786 0000		FIFTH THIRD U S TREASURY MONEY MARKET FUND (N) (INCOME INVESTMENT) CUSIP - 350993101	$1 000	$23,786 00	0 5%	$23,786 00		$2 38	
251,611 0000		FIFTH THIRD U S TREASURY MONEY MARKET FUND (N) CUSIP - 350993101	$1 000	$251,611 00	5 5%	$251,611 00		$25 16	
		Cash & Equivalents - Total		**$280,409.56**	**6.2%**	**$280,409.56**		**$27.54**	**0.0%**
Fixed Income									
150,000 0000		CATERPILLAR INC 8/8/2006 5 700 8/15/2016 CUSIP - 149123BM2	$108 181	$162,271 50	3 6%	$148,903 50	$13,368 00	$8,550 00	5 3%
200,000 0000		CITIGROUP INC 5/7/2003 4 875 5/7/2015 CUSIP - 172967BW0	$94 261	$188,522 00	4 1%	$195,764 00	$(7,242 00)	$9,750 00	5 2%
150,000 0000		COCA COLA ENTERPRISE INC 02/20/09 4 250 03/01/15 SR NT CUSIP - 191219BV5	$105 042	$157,563 00	3 5%	$150,780 00	$6,783.00	$6,375 00	4 0%
150,000 0000		CONS EDISON CO OF NY 03/25/09 5 550 04/01/14 CUSIP - 209111EW9	$108 851	$163,276 50	3 6%	$151,677 00	$11,599 50	$8,325 00	5 1%
100,000 0000		FEDERAL HOME LOAN BANK 9/7/2006 5 125 8/14/2013 CUSIP - 3133XGVF8	$110 094	$110,094 00	2 4%	$101,221 90	$8,872.10	$5,125 00	4 7%
100,000 0000		FREDDIE MAC 9/25/2001 5 500 9/15/2011 CUSIP - 3134A4HF4	$107 375	$107,375 00	2 4%	$101,734 70	$5,640 30	$5,500 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
Fixed Income								**(continued)**	
75,000 0000		FREDDIE MAC 7/16/2004 5 000 7/15/2014 CUSIP - 3134A4UU6	$109 875	$82,406 25	1 8%	$75,507 98	$6,898 27	$3,750 00	4 6%
5,483 4780	FTYIX	FIFTH THIRD HIGH YIELD BOND FUND CUSIP - 351889985	$9 400	$51,544 69	1 1%	$37,836 00	$13,708 69	$4,216 79	8 2%
3,000 0000	GEA	GENL ELEC CAPITAL CORP 6 625% PFD CUSIP - 369622527	$25 040	$75,120 00	1 6%	$75,777 00	$(657 00)	$4,968 00	6 6%
50,000 0000		GOLDMAN SACHS 8/27/2002 5 700 9/1/2012 CUSIP - 38141GCG7	$107 566	$53,783 00	1 2%	$51,164 00	$2,619 00	$2,850 00	5 3%
3,000 0000	HPCCP	HUNTINGTON PREF CAP INC PREFERRED 7 875% CUSIP - 44667X208	$19 700	$59,100 00	1 3%	$84,767 80	$(25,667 80)	$5,907 00	10 0%
1,097 0000	TIP	ISHARES BARCLAYS TIPS BOND FUND CUSIP - 464287176	$103 900	$113,978 30	2 5%	$112,245 65	$1,732 65	$4,434 07	3 9%
150,000 0000		NATIONAL RURAL UTILS COOP 04/02/09 4 650 04/15/13 CUSIP - 63743FKR6	$105 073	$157,609 50	3 5%	$150,000 00	$7,609 50	$6,975 00	4 4%
150,000 0000		PFIZER INC 03/24/09 4 450 03/15/12 CUSIP - 717081CZ4	$105 765	$158,647 50	3 5%	$153,579 00	$5,068 50	$6,675 00	4 2%
250,000 0000		PITNEY BOWES INC DTD 4/29/03 4 75% DUE 5/15/18 CUSIP - 72447WAA7	$101 234	$253,085 00	5 6%	$232,115 00	$20,970 00	$11,875 00	4 7%
		Fixed Income - Total		**$1,894,376.24**	**41.6%**	**$1,823,073.53**	**$71,302.71**	**$95,275.86**	**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									
1,188 0000	T	AT&T INC CUSIP - 00206R102	$28 030	$33,299 64	0 7%	$36,596 95	$(3,297 31)	$1,995 84	6 0%
328 0000	ABT	ABBOTT LABS CUSIP - 002824100	$53 990	$17,708 72	0 4%	$15,389 17	$2,319 55	$524 80	3 0%
223 0000	APA	APACHE CORP CUSIP - 037411105	$103 170	$23,006 91	0 5%	$14,522 79	$8,484 12	$133 80	0 6%
3,527 0000	BAC	BANK AMER CORP CUSIP - 060505104	$15 060	$53,116 62	1 2%	$109,868 75	$(56,752 13)	$141 08	0 3%
400 0000	BK	BANK OF NEW YORK MELLON CORP CUSIP - 064058100	$27 970	$11,188 00	0 2%	$11,603 28	$(415 28)	$144 00	1 3%
227 0000	BDX	BECTON DICKINSON & CO CUSIP - 075887109	$78 860	$17,901 22	0 4%	$15,503 28	$2,397 94	$335 96	1 9%
1,000 0000	BMY	BRISTOL MYERS SQUIBB CO CUSIP - 110122108	$25 250	$25,250 00	0 6%	$54 00	$25,196 00	$1,280 00	5 1%
200 0000	CME	CME GROUP INC CUSIP - 12572Q105	$335 960	$67,192 00	1 5%	$53,963 00	$13,229 00	$920 00	1 4%
1,319 0000	CVS	CVS/CAREMARK CORPORATION CUSIP - 126650100	$32 210	$42,484 99	0 9%	$36,331 26	$6,153 73	$402.30	0 9%
330 0000	CELG	CELGENE CORP CUSIP - 151020104	$55 680	$18,374 40	0 4%	$15,437 40	$2,937 00		
1,150 0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	$76 990	$88,538 50	1 9%	$83,237 00	$5,301 50	$3,128 00	3 5%
2,755 0000	CSCO	CISCO SYSTEMS INC CUSIP - 17275R102	$23 940	$65,954 70	1 4%	$72,746 05	$(6,791 35)		
278.0000	KO	COCA COLA CO CUSIP - 191216100	$57 000	$15,846 00	0 3%	$12,406 64	$3,439 36	$455 92	2 9%
243 0000	DHR	DANAHER CORP CUSIP - 235851102	$75 200	$18,273 60	0 4%	$13,648 44	$4,625 16	$38 88	0 2%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
720 0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	$33 670	$24,242 40	0 5%	$36,636 41	$(12,394 01)	$1,180 80	4 9%
1,336 0000	EMC	E M C CORP/MASS CUSIP - 268648102	$17 470	$23,339.92	0 5%	$15,655 52	$7,684 40		
1,500 0000	EMR	EMERSON ELEC CO CUSIP - 291011104	$42 600	$63,900 00	1 4%	$66,900 00	$(3,000 00)	$2,010 00	3 1%
208 0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	$68 190	$14,183 52	0 3%	$14,430 67	$(247 15)	$349 44	2 5%
817 0000	FPL	FPL GROUP INC CUSIP - 302571104	$52 820	$43,153 94	0 9%	$35,478.50	$7,675 44	$1,544 13	3 6%
2,085 0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	$15 130	$31,546 05	0 7%	$77,353 50	$(45,807 45)	$834 00	2 6%
226 0000	GILD	GILEAD SCIENCES INC COM CUSIP - 375558103	$43 270	$9,779 02	0 2%	$6,216 13	$3,562 89		
100 0000	GOOG	GOOGLE INC-CL A CUSIP - 38259P508	$619 980	$61,998 00	1 4%	$41,167 85	$20,830 15		
526 0000	HD	HOME DEPOT INC CUSIP - 437076102	$28 930	$15,217 18	0 3%	$12,534 58	$2,682 60	$473 40	3 1%
1,512 0000	HMC	HONDA MOTOR CO LTD-SPONS ADR CUSIP - 438128308	$33 900	$51,256 80	1 1%	$43,151 10	$8,105 70	$511 06	1 0%
1,175 0000	HON	HONEYWELL INTL INC CUSIP - 438516106	$39 200	$46,060 00	1 0%	$53,312 45	$(7,252 45)	$1,421 75	3 1%
396 0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	$130 900	$51,836 40	1 1%	$41,452 60	$10,383 80	$871 20	1 7%
4,902 0000	EEM	ISHARES TR MSCI EMERGING MKTS INDEX FD CUSIP - 464287234	$41 500	$203,433 00	4 5%	$155,508 27	$47,924 73	$117 65	0 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)**	
3,542 0000	EFA	ISHARES MSCI EAFE INDEX FD CUSIP - 464287465	$55 280	$195,801 76	4 3%	$241,137 32	$(45,335 56)	$5,104 02	2 6%
533 0000	IJH	ISHARES S&P MIDCAP 400 CUSIP - 464287507	$72 410	$38,594 53	0 8%	$44,004 65	$(5,410 12)	$717 42	1 9%
188 0000	IJT	ISHARES TR S&P SM CAP 600 GROWTH CUSIP - 464287887	$57 140	$10,742 32	0 2%	$13,994 72	$(3,252 40)	$66 55	0 6%
1,206 0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	$41 670	$50,254 02	1 1%	$58,864 86	$(8,610 84)	$241 20	0 5%
860 0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	$64 410	$55,392 60	1 2%	$52,230 20	$3,162.40	$1,685 60	3 0%
560 0000	MCD	MCDONALDS CORP CUSIP - 580135101	$62 440	$34,966 40	0 8%	$30,993 53	$3,972 87	$1,232 00	3 5%
381 0000	MHS	MEDCO HEALTH SOLUTIONS INC CUSIP - 58405U102	$63 910	$24,349 71	0 5%	$15,348 43	$9,001 28		
990 0000	MDT	MEDTRONIC INC CUSIP - 585055106	$43 980	$43,540 20	1 0%	$38,687 42	$4,852.78	$811 80	1 9%
993 0000	MDY	MIDCAP SPDR TRUST SER 1 CUSIP - 595635103	$131 740	$130,817 82	2 9%	$138,631 34	$(7,813 52)	$1,939 33	1 5%
553 0000	MON	MONSANTO CO NEW CUSIP - 61166W101	$81 750	$45,207 75	1 0%	$46,798 66	$(1,590 91)	$586 18	1 3%
747 0000	NTRS	NORTHERN TR CORP CUSIP - 665859104	$52 400	$39,142 80	0 9%	$43,632 27	$(4,489 47)	$836 64	2 1%
2,088 0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	$24 530	$51,218 64	1 1%	$42,993 04	$8,225 60	$417 60	0 8%
518 0000	PEP	PEPSICO INC CUSIP - 713448108	$60 800	$31,494 40	0 7%	$30,043 07	$1,451 33	$932 40	3 0%
152.0000	PX	PRAXAIR INC CUSIP - 74005P104	$80 310	$12,207 12	0 3%	$11,725 71	$481 41	$243 20	2 0%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
833.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	$60 630	$50,504 79	1 1%	$48,485 87	$2,018 92	$1,466 08	2 9%
678 0000	QCOM	QUALCOMM INC COM CUSIP - 747525103	$46 260	$31,364 28	0 7%	$31,038 84	$325.44	$461.04	1 5%
957 0000	RTN	RAYTHEON CO CUSIP - 755111507	$51 520	$49,304 64	1 1%	$44,679 75	$4,624 89	$1,186 68	2 4%
985 0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	$65 090	$64,113 65	1 4%	$60,742 95	$3,370 70	$827 40	1 3%
731 0000	SCHW	SCHWAB CHARLES CORP NEW COM CUSIP - 808513105	$18 820	$13,757 42	0 3%	$11,497 31	$2,260 11	$175 44	1 3%
1,745 0000	XLY	SEL SECTOR SPDR FUND CONS DISC CUSIP - 81369Y407	$29 770	$51,948 65	1 1%	$46,518 91	$5,429 74	$1,122 04	2 2%
1,525 0000	XLK	AMEX TECHNOLOGY SELECT INDEX SECTOR SPDR TR SHS BEN INT-TECHNOLOGY CUSIP - 81369Y803	$22 930	$34,968 25	0 8%	$31,016 06	$3,952 19	$484 95	1 4%
990 0000	SE	SPECTRA ENERGY CORP CUSIP - 847560109	$20 510	$20,304 90	0 4%	$14,442 32	$5,862 58	$990 00	4 9%
585 0000	WMT	WAL-MART STORES INC CUSIP - 931142103	$53.450	$31,268 25	0 7%	$30,015.47	$1,252 78	$637 65	2 0%
995 0000	WM	WASTE MGMT INC DEL CUSIP - 94106L109	$33 810	$33,640 95	0.7%	$27,805 10	$5,835.85	$1,154 20	3 4%
1,000 0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	$26 990	$26,990 00	0 6%	$19,268 05	$7,721 95	$200 00	0 7%
781 0000	XTO	XTO ENERGY INC CUSIP - 98385X106	$46 530	$36,339 93	0 8%	$30,755 08	$5,584 85	$390 50	1 1%

SHANNON FAMILY CHARITABLE FDN

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities -								**(continued)**	
927 0000	YUM	YUM! BRANDS INC COMMON STOCK CUSIP - 988498101	$34 970	$32,417 19	0 7%	$29,153 99	$3,263 20	$778 68	2 4%
		Equities - Total		**$2,378,734.50**	**52.2%**	**$2,325,610.51**	**$53,123.99**	**$43,502.61**	**1.8%**
Total Portfolio Positions				**$4,553,520.30**	**100.0%**	**$4,429,093.60**	**$124,426.70**	**$138,806.01**	**3.0%**