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Form **990-PF**

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

OMB No 1545-0052

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 **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: **TR U/W JOHN CHARLES MACKENZIE**

Employer identification number: **31-6019710**

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

Room/suite: _____

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

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

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **805,495**

J Accounting method: Cash Accrual
 Other (specify) _____

K If exemption application is pending, check here

L 1 Foreign organizations, check here

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments	293	293		STMT 1
4	Dividends and interest from securities	26,799	26,799		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-16,826			
b	Gross sales price for all assets on line 6a	6,167			
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total Add lines 1 through 11	10,266	27,092		
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)	1,464	NONE	NONE	1,464
b	Accounting fees (attach schedule) STMT 3	550	275	NONE	275
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) STMT 4	766	316		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 5	7,620	7,420		200
24	Total operating and administrative expenses. Add lines 13 through 23	10,400	8,011	NONE	1,939
25	Contributions, gifts, grants paid	45,161			45,161
26	Total expenses and disbursements. Add lines 24 and 25	-55,561	8,011	NONE	47,100
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-45,295			
b	Net investment income (if negative, enter -0-)		19,081		
c	Adjusted net income (if negative, enter -0-)				

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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			
	2	Savings and temporary cash investments	69,183.	34,196.	34,196.
	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 6	565,891.	542,897.	512,423.
	c	Investments - corporate bonds (attach schedule) STMT 7	272,055.	284,738.	258,876.
	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)	907,129.	861,831.	805,495.	
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 <input type="checkbox"/>				
	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. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	907,129.	861,831.	
	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)	907,129.	861,831.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	907,129.	861,831.		

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)	1 907,129.
2	Enter amount from Part I, line 27a	2 -45,295.
3	Other increases not included in line 2 (itemize)	3
4	Add lines 1, 2, and 3	4 861,834.
5	Decreases not included in line 2 (itemize) SEE - STATEMENT 8	5 3.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 861,831.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a SEE PART IV DETAIL					
b-					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-16,826.	
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.					

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	54,266.	864,397.	0.06277902399
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2	0.06277902399
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	0.06277902399
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	755,786.
5 Multiply line 4 by line 3	5	47,448.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	191.
7 Add lines 5 and 6	7	47,639.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18	8	47,100.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	382.
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, 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	382.
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	382.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	NONE
8	Enter any penalty for underpayment of estimated tax. Check here <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	382.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> NONE <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
2 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? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 9		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) Yes No

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? Yes No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Yes No

Website address ▶ N/A

14 The books are in care of ▶ FIFTH THIRD BANK, TRUSTEE Telephone no ▶ (513) 534-4576
 Located at ▶ 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH ZIP + 4 ▶ 45263

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

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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		
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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "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? Yes No

5b			
6b			X
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 10		- 0 -	- 0 -	- 0 -

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000 NONE

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
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	- - 718,287.
b	Average of monthly cash balances	1b	49,008.
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	767,295.
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	767,295.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	11,509.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	755,786.
6	Minimum investment return. Enter 5% of line 5	6	37,789.

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	37,789.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	382.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	382.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	37,407.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	37,407.
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	37,407.

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	47,100.
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	47,100.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	47,100.

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				37,407.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
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	11,496.			
f Total of lines 3a through e	11,496.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 47,100.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				37,407.
e Remaining amount distributed out of corpus	9,693.			
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	21,189.			
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			NONE	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 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	21,189.			
10 Analysis of line 9.				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	11,496.			
e Excess from 2009	9,693.			

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)

Table with 5 columns: (a) 2009, (b) 2008, (c) 2007, (d) 2006, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

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).

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.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>SEE STATEMENT 11</p>				
Total				▶ 3a 45,161.
<p>b Approved for future payment</p>				
Total				▶ 3b

**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)	
774.00		90. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES 4,429.00				07/10/2006	04/09/2009	
						-3,655.00		
565.00		194. CITIGROUP INC PROPERTY TYPE: SECURITIES 9,556.00				07/10/2006	04/09/2009	
						-8,991.00		
2,289.00		148. MARRIOTT INTL INC NEW CL A PROPERTY TYPE: SECURITIES 5,562.00				07/10/2006	03/13/2009	
						-3,273.00		
2,539.00		92. NOBLE CORPORATION COMMON STOCK PROPERTY TYPE: SECURITIES 3,446.00				07/10/2006	02/06/2009	
						-907.00		
TOTAL GAIN (LOSS)					----- -16,826. =====	

TR U/W JOHN CHARLES MACKENZIE

31-6019710

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	293.	293.
TOTAL	293.	293.

TR U/W JOHN CHARLES MACKENZIE

31-6019710

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	3,472.	3,472.
DOMESTIC DIVIDENDS	15,082.	15,082.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	119.	119.
NONQUALIFIED DOMESTIC DIVIDENDS	8,126.	8,126.
TOTAL	26,799.	26,799.

TR U/W JOHN CHARLES MACKENZIE

31-6019710

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	550.	275.		275.
TOTALS	550.	275.	NONE	275.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	31.	31.
PRIOR YEAR EXCISE TAX PAID	450.	
FOREIGN TAXES ON QUALIFIED FOR	285.	285.
TOTALS	766.	316.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK SERVICE FEES	3,710.	3,710.	
BANK SERVICE FEES	3,710.	3,710.	
OTHER MISC. EXPENSES	200.		200.
TOTALS	7,620.	7,420.	200.

TR U/W JOHN CHARLES MACKENZIE

31-6019710

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE SCHEDULE ATTACHED	542,897.	512,423.
TOTALS	542,897.	512,423.
	=====	=====

TR U/W JOHN CHARLES MACKENZIE

31-6019710

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE ATTACHED	284,738.	258,876.
TOTALS	284,738.	258,876.

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

DESCRIPTION -----	AMOUNT -----
ROUNDING	3.

TOTAL	3.
	=====

TR U/W JOHN CHARLES MACKENZIE

31-6019710

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

OH

STATEMENT 9

TR U/W JOHN CHARLES MACKENZIE

31-6019710

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

OFFICER NAME:

FIFTH THIRD BANK

ADDRESS:

38 FOUNTAIN SQUARE PLAZA

CINCINNATI, OH 45263

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

STATEMENT 10

TR U/W JOHN CHARLES MACKENZIE 31-6019710
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

UNIVERSITY OF CINCINNATI

ADDRESS:

P. O. BOX 210641
CINCINNATI, OH 45221

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 45,161.

TOTAL GRANTS PAID: 45,161.

=====

I
TR U/W JOHN CHARLES MALKENZIL

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									
930 4100		CASH	\$1 000	\$930.41	0.1%	\$930.41			
33,266 0000		FIFTH THIRD PRIME MONEY MARKET FUND (N) (INCOME INVESTMENT) CUSIP - 898330204	\$1 000	\$33,266 00	4.1%	\$33,266 00		\$3 33	
Cash & Equivalents - Total				\$34,196.41	4.2%	\$34,196.41		\$3.33	0.0%
Fixed Income									
2,643 4520	KNIX	FIFTH THIRD TOTAL RETURN BOND FD INSTL SHS CUSIP - 351009949	\$8 680	\$22,945 16	2.8%	\$25,679 35	\$(2,734 19)	\$1,208 06	5.3%
21,221 8150	MXIX	FIFTH THIRD STRATEGIC INCOME FD INSTL SHS CUSIP - 35188DR60	\$9 610	\$203,941 64	25.3%	\$228,104 74	\$(24,163 10)	\$16,404 46	8.0%
1,367 1180	KNLIX	FIFTH THIRD SHORT TERM BOND FUND CUSIP - 351889928	\$9 430	\$12,891 92	1.6%	\$12,654 17	\$237 75	\$406 03	3.1%
1,643 9120	MXIX	FIFTH THIRD STRATEGIC INCOME FD INSTL SHS CUSIP - 351889969	\$9 610	\$15,797 99	2.0%	\$14,867 64	\$930.35	\$1,270 74	8.0%
350 9540	FTYX	FIFTH THIRD HIGH YIELD BOND FUND CUSIP - 351889985	\$9 400	\$3,298 97	0.4%	\$3,432 23	\$(133 26)	\$269 88	8.2%
Fixed Income - Total				\$258,875.68	32.1%	\$284,738.13	\$(25,862.45)	\$19,559.17	7.6%

TR U/W JOHN CHARLES MACKENZIE

12/01/2009 - 12/31/2009

PORTFOLIO POSITIONS	(continued)
----------------------------	--------------------

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
248.0000	WFT	WEATHERFORD INTL LTD REG CUSIP - H27013103	\$17 910	\$4,441 68	0 6%	\$5,952.00	\$(1,510 32)		
276.0000	T	AT&T INC CUSIP - 00206R102	\$28 030	\$7,736 28	1 0%	\$8,910 82	\$(1,174 54)	\$463 68	6 0%
120 0000	MO	ALTRIA GROUP INC CUSIP - 02209S103	\$19 630	\$2,355 60	0 3%	\$2,236 27	\$119 33	\$163 20	6 9%
140 0000	BDX	BECTON DICKINSON & CO CUSIP - 075887109	\$78 860	\$11,040 40	1 4%	\$8,402.80	\$2,637 60	\$207 20	1 9%
70 0000	CAH	CARDINAL HEALTH INC CUSIP - 14149Y108	\$32 240	\$2,256 80	0 3%	\$3,234 08	\$(977.28)	\$49 00	2 2%
35 0000	CFN	CAREFUSION CORP CUSIP - 14170T101	\$25 010	\$875 35	0 1%	\$1,281 52	\$(406 17)		
50 0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	\$76 990	\$3,849 50	0 5%	\$3,206 00	\$643 50	\$136.00	3 5%
234 0000	CSCO	CISCO SYSTEMS INC CUSIP - 17275R102	\$23 940	\$5,601 96	0 7%	\$5,149 52	\$452 44		
106.0000	KO	COCA COLA CO CUSIP - 191216100	\$57 000	\$6,042 00	0 8%	\$4,637 50	\$1,404 50	\$173 84	2 9%
160 0000	XRAY	DENTSPLY INTL INC NEW CUSIP - 249030107	\$35 170	\$5,627 20	0 7%	\$4,823 95	\$803 25	\$32 00	0 6%
54 0000	DO	DIAMOND OFFSHORE DRILLING INC COM CUSIP - 25271C102	\$98 420	\$5,314 68	0 7%	\$4,299 14	\$1,015 54	\$27 00	0 5%
94 0000	ECL	ECOLAB INC CUSIP - 278865100	\$44 580	\$4,190 52	0 5%	\$3,761 88	\$428 64	\$58 28	1 4%
148 0000	EMR	EMERSON ELEC CO CUSIP - 291011104	\$42 600	\$6,304 80	0 8%	\$6,097 60	\$207 20	\$198 32	3 1%
210 0000	XOM	EXXON MOBIL CORP	\$68 190	\$14,319 90	1 8%	\$13,253 10	\$1,066 80	\$352 80	2 5%

I
TR U/W JOHN CHARLES MACKENZIE

12/01/2009 - 12/31/2009

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities (continued)									
		CUSIP - 30231G102							
100 0000	FPL	FPL GROUP INC CUSIP - 302571104	\$52 820	\$5,282 00	07%	\$7,041 00	\$(1,759 00)	\$189 00	3 6%
2,654 2330	FMCIX	FIFTH THIRD MID CAP GROWTH INSTL SHS CUSIP - 351009931	\$8 360	\$22,189 39	2 8%	\$30,367 77	\$(8,178 38)	\$45 12	0 2%
2,511 0220	FQGX	FIFTH THIRD QUALITY GROWTH FUND INSTL SHS CUSIP - 351009956	\$14 080	\$35,355 19	4 4%	\$38,844 03	\$(3,488 84)	\$95 42	0 3%
3,974 5560	FIEX	FIFTH THIRD INTL EQUITY FUND INSTL SHS CUSIP - 351009964	\$7 680	\$30,524 59	3 8%	\$29,134 23	\$1,390 36	\$977 74	3 2%
3,562 5050	FEINX	FIFTH THIRD DISCIPLINED LARGE VALUE FUND CUSIP - 351009998	\$9 550	\$34 021 92	4 2%	\$35,943 37	\$(1,921 45)	\$552 19	1 6%
1,426 3280	MXEIX	FIFTH THIRD ALL CAP VALUE FUND CUSIP - 351889951	\$14 030	\$20,011 38	2 5%	\$23,030 79	\$(3,019 41)	\$251 03	1 3%
772.0860	FTVIX	FIFTH THIRD SMALL CAP VALUE FUND CUSIP - 351889993	\$15 770	\$12,175 80	1 5%	\$11,937 81	\$237 99	\$79 52	0 7%
1,816 5510	KNEEX	FIFTH THIRD SMALL CAP GROWTH FD INSTL SHS CUSIP - 351999933	\$6 870	\$12,479 71	1 5%	\$16,146 57	\$(3,666 86)		
62 0000	BEN	FRANKLIN RES INC COM CUSIP - 354613101	\$105 350	\$6,531 70	0 8%	\$5,181 34	\$1,350 36	\$54 56	0 8%
50 0000	GD	GENERAL DYNAMICS CORP CUSIP - 369550108	\$68 170	\$3,408 50	0 4%	\$3,343 00	\$65 50	\$76 00	2 2%
362.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	\$15 130	\$5,477 06	0 7%	\$12,108 90	\$(6,631 84)	\$144 80	2 6%

TR U/W JOHN CHARLES MACKENZIE

12/01/2009 - 12/31/2009

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities (continued)									
76 0000	GENZ	GENZYME CORP COM-GEN DIV CUSIP - 372917104	\$49 010	\$3,724 76	0 5%	\$4,442.96	\$(718 20)		
125 0000	HPQ	HEWLETT PACKARD CO CUSIP - 428236103	\$51 510	\$6,438 75	0 8%	\$6,407 50	\$31 25	\$40 00	0 6%
70 0000	ITW	ILLINOIS TOOL WKS INC CUSIP - 452308109	\$47 990	\$3,359.30	0 4%	\$3,208.10	\$151 20	\$86 80	2 6%
1,500 0000	EFA	ISHARES MSCI EAFE INDEX FD CUSIP - 464287465	\$55 280	\$82,920 00	10 3%	\$101,278 80	\$(18,358 80)	\$2,161 50	2 6%
172 0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	\$64 410	\$11,078 52	1 4%	\$10,467 92	\$610 60	\$337 12	3 0%
150 0000	K	KELLOGG CO CUSIP - 487836108	\$53 200	\$7,980 00	1 0%	\$7,275 00	\$705 00	\$225 00	2 8%
83 0000	KFT	KRAFT FOODS INC CL A CUSIP - 50075N104	\$27 180	\$2,255 94	0 3%	\$2,295 09	\$(39 15)	\$96 28	4 3%
64 0000	LLY	LILLY (ELI) & CO CUSIP - 532457108	\$35.710	\$2,285 44	0.3%	\$3,605 76	\$(1,320 32)	\$125 44	5 5%
81 0000	MCD	MCDONALDS CORP CUSIP - 580135101	\$62 440	\$5,057 64	0 6%	\$2,962.80	\$2,094 84	\$178 20	3 5%
162 0000	MSFT	MICROSOFT CORP CUSIP - 594918104	\$30 480	\$4,937 76	0 6%	\$4,105 65	\$832.11	\$84 24	1 7%
216 0000	MCHP	MICROCHIP TECHNOLOGY INC COM CUSIP - 595017104	\$29 050	\$6,274 80	0 8%	\$7,407 73	\$(1,132 93)	\$293 76	4 7%
92 0000	NKE	NIKE INC CL B CUSIP - 654106103	\$66 070	\$6,078 44	0 8%	\$3,655 62	\$2,422.82	\$99 36	1 6%

R U/W JOHN CHARLES MACKENZIE

12/01/2009 - 12/31/2009

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities (continued)									
122.0000	NVS	NOVARTIS A G CUSIP - 66987V109	\$54 430	\$6,640 46	0 8%	\$6,760 65	\$(120 19)	\$177.39	2 7%
100 0000	PEP	PEPSICO INC CUSIP - 713448108	\$60 800	\$6,080 00	0 8%	\$6,097 00	\$(17 00)	\$180 00	3 0%
120 0000	PM	PHILIP MORRIS INTL INC CUSIP - 718172109	\$48 190	\$5,782 80	0 7%	\$5,095 71	\$687 09	\$278 40	4 8%
160 0000	PX	PRAXAIR INC CUSIP - 74005P104	\$80 310	\$12,849 60	1 6%	\$8,734 40	\$4,115 20	\$256 00	2 0%
202.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	\$60 630	\$12,247 26	1 5%	\$11,540 26	\$707.00	\$355 52	2 9%
100 0000	PRU	PRUDENTIAL FINL INC CUSIP - 744320102	\$49 760	\$4,976 00	0 6%	\$7,633 84	\$(2,657 84)	\$70 00	1 4%
138 0000	QCOM	QUALCOMM INC COM CUSIP - 747525103	\$46 260	\$6,383 88	0 8%	\$5,195 70	\$1,188.18	\$93 84	1 5%
286 0000	SCHW	SCHWAB CHARLES CORP NEW COM CUSIP - 808513105	\$18 820	\$5,382 52	0 7%	\$5,265.73	\$116 79	\$68 64	1 3%
70 0000	SYK	STRYKER CORP COM CUSIP - 863667101	\$50 370	\$3,525 90	0 4%	\$3,364 20	\$161 70	\$42.00	1 2%
94 0000	TGT	TARGET CORP CUSIP - 87612E106	\$48 370	\$4,546 78	0 6%	\$4,669 92	\$(123 14)	\$63 92	1 4%
74 0000	MMM	3M CO CUSIP - 88579Y101	\$82 670	\$6,117 58	0 8%	\$5,451.58	\$666 00	\$150 96	2 5%
210 0000	UTX	UNITED TECHNOLOGIES CORP CUSIP - 913017109	\$69 410	\$14,576 10	1 8%	\$13,230 00	\$1,346.10	\$323 40	2 2%
40 0000	WAG	WALGREEN CO	\$36 720	\$1,468.80	0 2%	\$1,868.40	\$(399 60)	\$22.00	1 5%

TR U/W JOHN CHARLES MACKENZIE

12/01/2009 - 12/31/2009

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities (continued)									
		CUSIP - 931422109							
253 0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	\$26 990	\$6,828.47	0.8%	\$8,646.27	\$(1,817.80)	\$50.60	0.7%
112 0000	XTO	XTO ENERGY INC CUSIP - 98385X106	\$46 530	\$5,211.36	0.6%	\$3,905.66	\$1,305.70	\$56.00	1.1%
Equities - Total				\$512,422.77	63.6%	\$542,897.24	\$(30,474.47)	\$10,243.07	2.0%
Total Portfolio Positions				\$805,494.86	100.0%	\$861,831.78	\$(56,336.92)	\$29,805.57	3.7%