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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	A Employer identification number
GEORGE B QUATMAN FOUNDATION	31-6068296
Number and street (or P O box number if mail is not delivered to street address) / Room/suite	B Telephone number (see page 10 of the instructions)
P O BOX 630858	(513) 534-5310
City or town, state, and ZIP code	C If exemption application is pending, check here ▶ ☐
CINCINNATI, OH 45263-0858	D 1 Foreign organizations, check here ▶ ☐
	2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 4,408,486.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)

F 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)
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	58,149.	58,149.		STMT 1
	4 Dividends and interest from securities	57,346.	56,986.		STMT 2
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-142,385.			
	b Gross sales price for all assets on line 6a 754,025.				
	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	-26,890.	115,135.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	550.	275.	NONE	275.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	13,696.	630.		
	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	33,701.	33,501.		200.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	47,947.	34,406.	NONE	475.
	25 Contributions, gifts, grants paid	155,400.			155,400.
	26 **Total expenses and disbursements** Add lines 24 and 25	203,347.	34,406.	NONE	155,875.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-230,237.			
	b **Net investment income** (if negative, enter -0-)		80,729.		
	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		2,172.	2,172.
	2 Savings and temporary cash investments	956,489.	285,251.	285,251.
	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)	1,901,290.	2,260,142.	2,593,203.
	c Investments - corporate bonds (attach schedule)	1,402,004.	1,470,375.	1,527,860.
	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)	4,259,783.	4,017,940.	4,408,486.
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	4,259,783.	4,017,940.	
	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)	4,259,783.	4,017,940.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,259,783.	4,017,940.	

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	4,259,783.
2	Enter amount from Part I, line 27a	2	-230,237.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,029,546.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	11,606.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,017,940.

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(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	
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	-142,385.
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	257,226.	4,802,914.	0.05355623690
2007	247,475.	5,399,146.	0.04583595257
2006	243,975.	5,055,752.	0.04825691608
2005	225,950.	4,856,433.	0.04652591727
2004	197,929.	4,170,632.	0.04745779537

2	**Total** of line 1, column (d)	2	0.24163281819
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	0.04832656364
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,149,027.
5	Multiply line 4 by line 3	5	200,508.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	807.
7	Add lines 5 and 6	7	201,315.
8	Enter qualifying distributions from Part XII, line 4	8	155,875.

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 ▶ ☐ and enter 1% of Part I, line 27b	1	1,615.
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	1,615.
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	1,615.
6	Credits/Payments.		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 10,544.		
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	10,544.
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	8,929.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 1,616. **Refunded** ▶	11	7,313.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ _____ (2) On foundation managers ▶ $ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 7			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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)*

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. ▶ (937)227-6447

Located at ▶ 110 N MAIN STREET, DAYTON, OH ZIP + 4 ▶ 45402

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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

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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	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 8		-0-	-0-	-0-

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

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

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

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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	3,327,939.
b	Average of monthly cash balances	1b	884,271.
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	4,212,210.
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	4,212,210.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	63,183.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,149,027.
6	**Minimum investment return.** Enter 5% of line 5	6	207,451.

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	207,451.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,615.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,615.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	205,836.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	205,836.
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	205,836.

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	155,875.
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	155,875.
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	155,875.

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				205,836.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years 20 07 , 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 18,578.				
f Total of lines 3a through e	18,578.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 155,875.				
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				155,875.
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).)	18,578.			18,578.
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			NONE	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				31,383.
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			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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).)

NONE

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.

NONE

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

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

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

SEE STATEMENT 9

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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**				155,400.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				NONE	58,149.
4 Dividends and interest from securities				NONE	57,346.
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	-142,385.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				NONE	-26,890.
13 Total. Add line 12, columns (b), (d), and (e)				13	-26,890.

(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 GOVERNING 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] 05/04/2010 ▶ 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)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					6.	
		600. BECTON DICKINSON & CO PROPERTY TYPE: SECURITIES					04/23/2009	08/04/2009
39,167.00		38,310.00					857.00	
		1100. CELGENE CORP COM PROPERTY TYPE: SECURITIES					01/07/2008	04/20/2009
41,788.00		55,339.00					-13,551.00	
		50000. CHASE MANHATTAN CORP 06/12/97 7.1 PROPERTY TYPE: SECURITIES					10/13/1999	06/15/2009
50,000.00		49,569.00					431.00	
		1000. CHURCH & DWIGHT CO INC PROPERTY TYPE: SECURITIES					02/09/2007	12/02/2009
60,093.00		46,574.00					13,519.00	
		400. DISNEY, WALTER CO PROPERTY TYPE: SECURITIES					01/07/2008	02/05/2009
7,504.00		12,456.00					-4,952.00	
		400. DISNEY, WALTER CO PROPERTY TYPE: SECURITIES					02/09/2007	02/05/2009
7,504.00		13,681.00					-6,177.00	
		1200. DISNEY, WALTER CO PROPERTY TYPE: SECURITIES					09/21/2006	02/05/2009
22,512.00		36,485.00					-13,973.00	
		450. EOG RES INC PROPERTY TYPE: SECURITIES					08/22/2008	02/05/2009
30,744.00		46,040.00					-15,296.00	
		1700. EMERSON ELEC CO PROPERTY TYPE: SECURITIES					08/23/1994	08/06/2009
59,188.00		26,639.00					32,549.00	
		50000. FANNIE MAE 4/20/2004 4.020 4/20/2 PROPERTY TYPE: SECURITIES					04/15/2004	04/20/2009
50,000.00		50,000.00						

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)	
1.00		.146 FIFTH THIRD STRATEGIC INCOME FUND PROPERTY TYPE: SECURITIES 1.00					12/10/2008	09/25/2009
8.00		.807 FIFTH THIRD STRATEGIC INCOME FUND PROPERTY TYPE: SECURITIES 7.00					11/11/1911 1.00	09/25/2009
8.00		.815 FIFTH THIRD STRATEGIC INCOME FUND PROPERTY TYPE: SECURITIES 7.00					11/11/1911 1.00	09/25/2009
8.00		.826 FIFTH THIRD STRATEGIC INCOME FUND PROPERTY TYPE: SECURITIES 7.00					11/11/1911 1.00	09/25/2009
8.00		.87 FIFTH THIRD STRATEGIC INCOME FUND PROPERTY TYPE: SECURITIES 6.00					11/11/1911 2.00	09/25/2009
9.00		.907 FIFTH THIRD STRATEGIC INCOME FUND PROPERTY TYPE: SECURITIES 6.00					11/11/1911 3.00	09/25/2009
9.00		.93 FIFTH THIRD STRATEGIC INCOME FUND PROPERTY TYPE: SECURITIES 7.00					11/11/1911 2.00	09/25/2009
7.00		.764 FIFTH THIRD STRATEGIC INCOME FUND PROPERTY TYPE: SECURITIES 5.00					11/11/1911 2.00	09/25/2009
8.00		.815 FIFTH THIRD STRATEGIC INCOME FUND PROPERTY TYPE: SECURITIES 6.00					11/11/1911 2.00	09/25/2009
8.00		.823 FIFTH THIRD STRATEGIC INCOME FUND PROPERTY TYPE: SECURITIES 6.00					11/11/1911 2.00	09/25/2009
8.00		.841 FIFTH THIRD STRATEGIC INCOME FUND PROPERTY TYPE: SECURITIES 6.00					11/11/1911 2.00	09/25/2009

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)	
		.811 FIFTH THIRD STRATEGIC INCOME FUND PROPERTY TYPE: SECURITIES					11/11/1911	09/25/2009
8.00		6.00					2.00	
		.736 FIFTH THIRD STRATEGIC INCOME FUND PROPERTY TYPE: SECURITIES					11/11/1911	09/25/2009
7.00		6.00					1.00	
		121.912 FIFTH THIRD STRATEGIC INCOME FUN PROPERTY TYPE: SECURITIES					11/11/1911	09/25/2009
1,152.00		1,134.00					18.00	
		873. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES					01/07/2008	02/23/2009
25,614.00		39,276.00					-13,662.00	
		130. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES					01/07/2008	02/23/2009
3,868.00		5,849.00					-1,981.00	
		397. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES					01/07/2008	02/23/2009
11,771.00		17,861.00					-6,090.00	
		1100. HONEYWELL INTERNATIONAL INC PROPERTY TYPE: SECURITIES					01/07/2008	02/05/2009
34,408.00		63,788.00					-29,380.00	
		1000. NASDAQ OMX GROUP INC COM ACCREDITE PROPERTY TYPE: SECURITIES					01/07/2008	12/02/2009
19,380.00		45,416.00					-26,036.00	
		700. NORFOLK SOUTHERN CORP PROPERTY TYPE: SECURITIES					08/22/2008	02/05/2009
26,659.00		49,602.00					-22,943.00	
		700. PEABODY ENERGY CORP COMMON PROPERTY TYPE: SECURITIES					08/22/2008	02/05/2009
17,986.00		44,961.00					-26,975.00	
		200. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES					08/23/1994	02/05/2009
10,432.00		2,849.00					7,583.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		400. SPX CORP COM PROPERTY TYPE: SECURITIES					08/22/2008	02/05/2009
17,892.00		46,928.00					-29,036.00	
		2500. SCHWAB CHARLES CORP NEW PROPERTY TYPE: SECURITIES					01/07/2008	10/19/2009
46,325.00		60,790.00					-14,465.00	
		1600. THERMO ELECTRON CORP COM PROPERTY TYPE: SECURITIES					01/29/2004	04/23/2009
51,453.00		35,037.00					16,416.00	
		. AMERICAN INTL GROUP INC SECURITY LITIG PROPERTY TYPE: SECURITIES					11/11/1911	06/17/2009
841.00							841.00	
		. FEDERAL HOME LN MTG CORP SECURITY LITI PROPERTY TYPE: SECURITIES						08/04/2009
105.00							105.00	
		500. ACCENTURE LTD COMMON PROPERTY TYPE: SECURITIES					01/07/2008	07/21/2009
17,012.00		16,860.00					152.00	
		1193. ACCENTURE LTD COMMON PROPERTY TYPE: SECURITIES					03/16/2006	07/21/2009
40,590.00		38,184.00					2,406.00	
		207. ACCENTURE LTD COMMON PROPERTY TYPE: SECURITIES					03/16/2006	07/21/2009
7,013.00		6,625.00					388.00	
		2800. WEATHERFORD INTL LTD REG PROPERTY TYPE: SECURITIES					08/08/2005	08/04/2009
52,921.00		46,081.00					6,840.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)		.....					-142,385.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	58,149.	58,149.
TOTAL	58,149.	58,149.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	5,826.	5,826.
DOMESTIC DIVIDENDS	30,986.	30,986.
MUNICIPAL INTEREST	203.	
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	4,761.	4,761.
TAX-EXEMPT AMT BONDS	157.	
OID INCOME	11,601.	11,601.
NONQUALIFIED FOREIGN DIVIDENDS	9.	9.
NONQUALIFIED DOMESTIC DIVIDENDS	3,803.	3,803.
TOTAL	57,346.	56,986.

GEORGE B QUATMAN FOUNDATION 31-6068296

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	430.	430.
PRIOR YEAR EXCISE TAX PAID	3,274.	
EXCISE TAX ESTIMATE	9,792.	
FOREIGN TAXES ON QUALIFIED FOR	187.	187.
FOREIGN TAXES ON NONQUALIFIED	13.	13.
TOTALS	13,696.	630.

GEORGE B QUATMAN FOUNDATION 31-6068296

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK SERVICE FEES	33,501.	33,501.	
OTHER MISC. EXPENSES	200.		200.
TOTALS	33,701.	33,501.	200.

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

DESCRIPTION	AMOUNT
ROUNDING ADJUSTMENT	5.
OID ADJUSTMENT	11,601.
TOTAL	11,606.

STATE(S) WHERE THE FOUNDATION IS REGISTERED

OH

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

OFFICER NAME:
FIFTH THIRD BANK OF WESTERN OHIO
ADDRESS:
110 N MAIN STREET
DAYTON, OH 45402
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

RECIPIENT NAME:
GEORGE BRACK, C/O FIFTH THIRD BANK
ADDRESS:
110 N. MAIN STREET
DAYTON, OH 45402
RECIPIENT'S PHONE NUMBER: 937-227-6447
FORM, INFORMATION AND MATERIALS:
LETTER
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NONE

RECIPIENT NAME:
DAYTON CHILDREN'S MEDICAL CENTER
ADDRESS:
ONE CHILDREN'S PLAZA
DAYTON, OH 45404
PURPOSE OF GRANT:
MEDICAL EQUIPMENT AND ER RENOVATION
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:
ST. NICHOLAS ACADEMY
ADDRESS:
7131 PLAINFIELD ROAD
CINCINNATI, OH 45236-3431
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 3,900.

RECIPIENT NAME:
WRIGHT STATE UNIVERSITY
ADDRESS:
3640 COLONEL GLENN HWY.
DAYTON, OH 45435
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:
JEWISH FEDERATION OF GREATER DAYTON
ADDRESS:
33 WEST SECOND STREET, SUITE 100
DAYTON, OH 45402
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:
CULTURAL PARK THEATRE CO.
ADDRESS:
528 CULTURAL PARK BOULEVARD
CAPE CORAL, FL 33990
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:
EDISON STATE COLLEGE FOUNDATION
ADDRESS:
1973 EDISON DRIVE
PIQUA, OH 45356
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:
THE DAYTON FOUNDATION
ADDRESS:
1611 S. MAIN STREET
DAYTON, OH 45409
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 1,500.

RECIPIENT NAME:
LIMA CENTRAL CATHOLIC
ADDRESS:
720 S. CABLE ROAD
LIMA, OH 45805
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 60,000.

RECIPIENT NAME:
DAYBREAK
ADDRESS:
605 S. PATTERSON BLVD
DAYTON, OH 45402
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:
SINCLAIR COMM COLLEGE FOUNDATION
ADDRESS:
444 W. THIRD ST
DAYTON, OH 45402
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 25,000.

TOTAL GRANTS PAID: 155,400.

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

NONQUALIFIED SHORT-TERM CAPITAL GAIN DIVIDEND	6.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		6.00

10/01/2009 - 12/31/2009

GEORGE B QUATMAN FOUNDATION

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
2,171 8200		CASH	$1 000	$2,171 82	0 0%	$2,171 82			
240,523 0000		FEDERATED MUNICIPAL OBLIGATIONS FUND INSTITUTIONAL SHARES (INCOME INVESTMENT) CUSIP - 99FEDMUN1	$1 000	$240,523 00	5 5%	$240,523 00		$505 10	0 2%
44,728 0000		FEDERATED MUNICIPAL OBLIGATIONS FUND INSTITUTIONAL SHARES CUSIP - 99FEDMUN1	$1 000	$44,728 00	1 0%	$44,728 00		$93 93	0 2%
		Cash & Equivalents - Total		**$287,422.82**	**6.5%**	**$287,422.82**		**$599.03**	**0.2%**
Fixed Income									
100,000 0000		CATERP FIN SERV 6/14/2005 4 300 6/1/2010 CUSIP - 14911RAH2	$101 326	$101,326 00	2.3%	$99,889 77	$1,436 23	$4,300 00	4 2%
100,000 0000		FREDDIE MAC 4/8/2004 4 000 4/8/2011 CUSIP - 3128X25F8	$103 913	$103,913 00	2 4%	$99,609 15	$4,303 85	$4,000 00	3 8%
100,000 0000		FED HOME LN BANK 9/22/2003 4 500 9/16/2013 CUSIP - 3133X1BV8	$107 969	$107,969 00	2.4%	$102,297 80	$5,671 20	$4,500 00	4 2%
100,000 0000		FANNIE MAE 10/18/2007 4 75 11/19/2012 CUSIP - 31398AHZ8	$108 250	$108,250 00	2.5%	$103,412 10	$4,837 90	$4,750 00	4 4%
0 6880	MXIIX	FIFTH THIRD STRATEGIC INCOME FD INSTL SHS CUSIP - 35188DR60	$9 610	$6 61	0 0%	$6 51	$0 10	$0 53	8 0%
100,000 0000		GENERAL ELEC CAP CORP 02/15/02 5 875 02/15/12	$107 137	$107,137 00	2.4%	$100,259 00	$6,878 00	$5,875 00	5.5%

GEORGE B QUATMAN FOUNDATION

10/01/2009 - 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
Fixed Income								**(continued)**	
		CUSIP - 36962GXS8							
750.0000	LQD	ISHARES IBOXX $ INVESTMENT GRADE CORPORATE BOND FUND CUSIP - 464287242	$104 150	$78,112 50	1 8%	$74,061 53	$4,050.97	$4,293 75	5 5%
2,000 0000	PFF	ISHARES S&P PFD STK INDX FN CUSIP - 464288687	$36 700	$73,400 00	1 7%	$70,047 40	$3,352 60	$5,776 00	7 9%
200,000 0000		JP MORGAN CHASE & CO 11/25/2002 5 750 1/2/2013 CUSIP - 46625HAT7	$106 649	$213,298 00	4 8%	$199,762 00	$13,536 00	$11,500 00	5 4%
100,000 0000		PITNEY BOWES INC DTD 3/22/05 5% DUE 3/15/15 CUSIP - 724479AG5	$104 771	$104,771 00	2 4%	$98,921 00	$5,850 00	$5,000 00	4 8%
200,000 0000		SBC COMMUNICATION 11/3/2004 5 100 9/15/2014 CUSIP - 78387GAP8	$107 566	$215,132 00	4 9%	$198,660 00	$16,472 00	$10,200 00	4 7%
100,000 0000		WAL-MART STORES 02/18/04 4 125 02/15/11 CUSIP - 931142BV4	$103 585	$103,585 00	2.3%	$99,493 68	$4,091.32	$4,125 00	4 0%
200,000 0000		BEAR STEARNS STRUCTURED NOTE MAT 10/06/10 CUSIP - 9940859W0	$105 480	$210,960 00	4 8%	$223,954 80	$(12,994 80)		
		Fixed Income - Total		**$1,527,860.11**	**34.7%**	**$1,470,374.74**	**$57,485.37**	**$64,320.28**	**4.2%**

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
1,700 0000	T	AT&T INC CUSIP - 00206R102	$28 030	$47,651 00	1 1%	$55,990 00	$(8,339.00)	$2,856 00	6 0%
1,000 0000	ABT	ABBOTT LABS CUSIP - 002824100	$53 990	$53,990 00	1 2%	$58,195 75	$(4,205.75)	$1,600.00	3 0%
1,700 0000	ACM	AECOM TECHNOLOGY CORP CUSIP - 00766T100	$27 500	$46,750 00	1 1%	$43,328 07	$3,421 93		
400 0000	APA	APACHE CORP CUSIP - 037411105	$103 170	$41,268 00	0 9%	$44,200 00	$(2,932 00)	$240 00	0 6%
2,500 0000	BBVA	BANCO BILBAO VIZCAYA ARGENTARIA S A SPONSORED ADR CUSIP - 05946K101	$18 040	$45,100.00	1 0%	$48,223 00	$(3,123 00)	$537 50	1 2%
2,500 0000	DJP	IPATH DOW JONES-UBS COMMDTY CUSIP - 06738C778	$42 260	$105,650 00	2 4%	$104,410 00	$1,240 00		
1,800 0000	CVS	CVS/CAREMARK CORPORATION CUSIP - 126650100	$32 210	$57,978 00	1.3%	$50,507 78	$7,470 22	$549 00	0 9%
700 0000	CERN	CERNER CORP COM CUSIP - 156782104	$82 440	$57,708 00	1.3%	$52,828 38	$4,879 62		
1,000 0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	$76 990	$76,990 00	1 7%	$21,190 00	$55,800 00	$2,720 00	3 5%
1,000 0000	CHL	CHINA MOBILE LTD-ADR CUSIP - 16941M109	$46 430	$46,430 00	1 1%	$48,665 00	$(2,235 00)	$1,596 00	3 4%
1,800 0000	CSCO	CISCO SYSTEMS INC CUSIP - 17275R102	$23 940	$43,092 00	1 0%	$43,416 00	$(324 00)		
600 0000	DO	DIAMOND OFFSHORE DRILLING INC COM CUSIP - 25271C102	$98 420	$59,052 00	1.3%	$54,819 42	$4,232.58	$300 00	0 5%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
3,000 0000	EMC	E M C CORP/MASS CUSIP - 268648102	$17 470	$52,410 00	1 2%	$51,030 00	$1,380 00		
1,200 0000	FPL	FPL GROUP INC CUSIP - 302571104	$52 820	$63,384 00	1 4%	$35,154 00	$28,230 00	$2,268 00	3 6%
18,478 3640	FMCIX	FIFTH THIRD MID CAP GROWTH INSTL SHS CUSIP - 351009931	$8 360	$154,479 12	3 5%	$248,191 01	$(93,711 89)	$314 13	0 2%
700 0000	GIS	GENERAL MLS INC COM CUSIP - 370334104	$70 810	$49,567 00	1 1%	$41,557 25	$8,009 75	$1,372 00	2 8%
1,300 0000	HCP	HCP INC CUSIP - 40414L109	$30 540	$39,702 00	0 9%	$41,626 00	$(1,924 00)	$2,392 00	6 0%
350 0000	HDB	HDFC BK LTD ADR REPSTG 3 SHS CUSIP - 40415F101	$130 080	$45,528 00	1 0%	$48,699 00	$(3,171 00)	$209 65	0 5%
1,000 0000	HPQ	HEWLETT PACKARD CO CUSIP - 428236103	$51 510	$51,510 00	1 2%	$49,379 00	$2,131 00	$320 00	0 6%
600 0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	$130 900	$78,540 00	1 8%	$49,974 00	$28,566 00	$1,320 00	1 7%
2,500 0000	EEM	ISHARES TR MSCI EMERGING MKTS INDEX FD CUSIP - 464287234	$41.500	$103,750 00	2 4%	$104,045 00	$(295 00)	$60 00	0 1%
2,000 0000	EFA	ISHARES MSCI EAFE INDEX FD CUSIP - 464287465	$55 280	$110,560 00	2 5%	$113,584 00	$(3,024 00)	$2,882 00	2 6%
2,200 0000	IJR	ISHARES TR S&P SMALLCAP 600 INDEX FD CUSIP - 464287804	$54.720	$120,384 00	2 7%	$118,993 00	$1,391 00	$1,491 60	1 2%
700 0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	$64 410	$45,087 00	1 0%	$50,099 00	$(5,012 00)	$1,372 00	3 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)	
600 0000	LLL	L-3 COMMUNICATIONS HLDGS INC CUSIP - 502424104	$86 950	$52,170 00	1 2%	$23,471 22	$28,698 78	$840 00	1 6%
900 0000	MHS	MEDCO HEALTH SOLUTIONS INC CUSIP - 58405U102	$63 910	$57,519 00	1 3%	$44,085 03	$13,433 97		
1,200 0000	MDT	MEDTRONIC INC CUSIP - 585055106	$43 980	$52,776 00	1 2%	$63,966 00	$(11,190 00)	$984 00	1 9%
3,300 0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	$24 530	$80,949 00	1 8%	$58,347 90	$22,601 10	$660.00	0 8%
1,300 0000	PEP	PEPSICO INC CUSIP - 713448108	$60 800	$79,040 00	1 8%	$70,114.98	$8,925 02	$2,340.00	3 0%
1,225 0000	PFE	PFIZER INC CUSIP - 717081103	$18 190	$22,282 75	0.5%	$19,661 25	$2,621 50	$882.00	4 0%
800 0000	PX	PRAXAIR INC CUSIP - 74005P104	$80 310	$64,248 00	1 5%	$51,320 00	$12,928 00	$1,280 00	2 0%
1,900 0000	TROW	PRICE T ROWE GROUP INC COM CUSIP - 74144T108	$53 250	$101,175 00	2.3%	$42,668 49	$58,506 51	$1,900 00	1 9%
1,100 0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	$60 630	$66,693 00	1 5%	$15,669 59	$51,023 41	$1,936 00	2 9%
900 0000	RTN	RAYTHEON CO CUSIP - 755111507	$51 520	$46,368 00	1 1%	$44,187 00	$2,181 00	$1,116 00	2 4%
900 0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	$65 090	$58,581 00	1 3%	$17,032 50	$41,548.50	$756 00	1 3%
1,250 0000	SY	SYBASE INC COM CUSIP - 871130100	$43 400	$54,250 00	1 2%	$51,663 50	$2,586 50		
1,400 0000	SYT	SYNGENTA AG SPONSORED ADR	$56 270	$78,778 00	1 8%	$50,932 00	$27,846 00	$1,219 40	1 5%

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 - 87160A100							
1,300 0000	TGT	TARGET CORP CUSIP - 87612E106	$48 370	$62,881 00	1 4%	$34,229 00	$28,652 00	$884 00	1 4%
600 0000	MMM	3M CO CUSIP - 88579Y101	$82 670	$49,602 00	1 1%	$46,139 00	$3,463 00	$1,224 00	2 5%
1,490.0000	XTO	XTO ENERGY INC CUSIP - 98385X106	$46 530	$69,329 70	1 6%	$48,550 16	$20,779 54	$745 00	1 1%
		Equities - Total		**$2,593,202.57**	**58.8%**	**$2,260,142.28**	**$333,060.29**	**$41,166.28**	**1.6%**
Total Portfolio Positions				**$4,408,485.50**	**100.0%**	**$4,017,939.84**	**$390,545.66**	**$106,085.59**	**2.4%**