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
THE BOWER-SUHRHEINRICH FOUNDATION FIFTH THIRD BANK. TRUSTEE

A Employer identification number
35-2031773

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

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

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

C If exemption application is pending, check here ▶ [ ]
D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] 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)* ▶ $ 2,441,683.

J Accounting method: [X] 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	14,600.	14,600.		STMT 1
4 Dividends and interest from securities	52,823.	52,823.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-108,416.			
b Gross sales price for all assets on line 6a 805,130.				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	1,985.	1,985.		STMT 3
12 **Total.** Add lines 1 through 11	-39,008.	69,408.		
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 4	550.	275.	NONE	275.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	718.	718.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 6	23,784.	23,784.		
24 **Total operating and administrative expenses.** Add lines 13 through 23	25,052.	24,777.	NONE	275.
25 Contributions, gifts, grants paid	120,000.			120,000.
26 **Total expenses and disbursements** Add lines 24 and 25	145,052.	24,777.	NONE	120,275.
27 Subtract line 26 from line 12				
a **Excess of revenue over expenses and disbursements**	-184,060.			
b **Net investment income** (if negative, enter -0-)		44,631.		
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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	285.	2,322.	2,322.
2	Savings and temporary cash investments	261,763.	91,145.	91,145.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 7	1,407,395.	1,474,002.	1,721,417.
c	Investments - corporate bonds (attach schedule) STMT 8	670,606.	587,501.	626,799.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,340,049.	2,154,970.	2,441,683.
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. ▶ ☒			
27	Capital stock, trust principal, or current funds	2,340,049.	2,154,970.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	2,340,049.	2,154,970.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,340,049.	2,154,970.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,340,049.
2	Enter amount from Part I, line 27a	2	-184,060.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,155,989.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	1,019.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,154,970.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-108,416.
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	125,493.	2,514,478.	0.04990817180
2007	134,412.	2,865,612.	0.04690516371
2006	144,137.	2,741,215.	0.05258142831
2005	164,414.	2,805,382.	0.05860663539
2004	81,130.	2,760,470.	0.02938992273

2 **Total** of line 1, column (d) . . .	2	0.23739132194
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	0.04747826439
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . .	4	2,131,491.
5 Multiply line 4 by line 3 . . .	5	101,199.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	446.
7 Add lines 5 and 6 . . .	7	101,645.
8 Enter qualifying distributions from Part XII, line 4 . . .	8	120,275.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	446.
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	446.
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	446.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 508.		
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	508.
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	62.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 62. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ________ (2) On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 10			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FIFTH THIRD BANK Telephone no ▶ (812)456-3215

Located at ▶ PO BOX 719, EVANSVILLE, IN ZIP + 4 ▶ 47705

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		5b	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		-0-	-0-	-0-

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

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

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

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	2,029,597.
b	Average of monthly cash balances	1b	134,353.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,163,950.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,163,950.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	32,459.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,131,491.
6	**Minimum investment return.** Enter 5% of line 5	6	106,575.

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	106,575.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	446.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	446.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	106,129.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	106,129.
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	106,129.

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	120,275.
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	120,275.
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	446.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	119,829.

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.

35-2031773

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				106,129.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			25,160.	
b	Total for prior years 20____, 20____, 20____		NONE		
3	Excess distributions carryover, if any, to 2009:				
a	From 2004 ... NONE				
b	From 2005 ... NONE				
c	From 2006 ... NONE				
d	From 2007 ... NONE				
e	From 2008 ... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 120,275.				
a	Applied to 2008, but not more than line 2a			25,160.	
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				95,115.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e	Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				11,014.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9:				
a	Excess from 2005 ... NONE				
b	Excess from 2006 ... NONE				
c	Excess from 2007 ... NONE				
d	Excess from 2008 ... NONE				
e	Excess from 2009 ... NONE				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ▶ ☐ 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 12

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 17				
Total . . . . . . ▶ **3a**				120,000.
b Approved for future payment				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		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	14,600.
4 Dividends and interest from securities				NONE	52,823.
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	-108,416.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b EXCISE TAX REFUND					1,985.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				NONE	-39,008.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -39,008.

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee MATT CAROTHERS | Date 04/22/2010 | Title Trustee

Paid Preparer's Use Only

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					655.	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-29,413.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					578.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					618.	
		400. AT&T INC PROPERTY TYPE: SECURITIES					03/07/2006	08/13/2009
10,180.00		10,540.00					-360.00	
		209. ALTERA CORP COM PROPERTY TYPE: SECURITIES					05/05/2009	08/24/2009
3,986.00		3,474.00					512.00	
		191. ALTERA CORP COM PROPERTY TYPE: SECURITIES					05/05/2009	08/24/2009
3,643.00		3,167.00					476.00	
		25. AMAZON COM INC COM PROPERTY TYPE: SECURITIES					02/25/2009	05/15/2009
1,878.00		1,588.00					290.00	
		25. AMAZON COM INC COM PROPERTY TYPE: SECURITIES					02/25/2009	12/04/2009
3,582.00		1,588.00					1,994.00	
		20. AMAZON COM INC COM PROPERTY TYPE: SECURITIES					01/28/2009	12/04/2009
2,866.00		1,015.00					1,851.00	
		50000. AMERICAN INTL GROUP 10/18/2006 5. PROPERTY TYPE: SECURITIES					02/01/2008	06/09/2009
25,500.00		51,322.00					-25,822.00	
		15. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES					11/14/2008	05/07/2009
1,929.00		1,379.00					550.00	

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)	
		100. B B & T CORPORATION COM PROPERTY TYPE: SECURITIES					07/29/2008	05/07/2009
2,566.00		2,751.00					-185.00	
		20. B B & T CORPORATION COM PROPERTY TYPE: SECURITIES					06/26/2008	05/07/2009
513.00		489.00					24.00	
		280. B B & T CORPORATION COM PROPERTY TYPE: SECURITIES					06/26/2008	11/20/2009
6,882.00		6,852.00					30.00	
		200. B B & T CORPORATION COM PROPERTY TYPE: SECURITIES					03/11/2009	11/20/2009
4,915.00		3,461.00					1,454.00	
		120. IPATH DOW JONES-UBS COMMDTY PROPERTY TYPE: SECURITIES					06/05/2009	10/02/2009
4,492.00		4,637.00					-145.00	
		380. IPATH DOW JONES-UBS COMMDTY PROPERTY TYPE: SECURITIES					06/05/2009	10/02/2009
14,226.00		14,621.00					-395.00	
		170. CVS CORP PROPERTY TYPE: SECURITIES					01/06/2009	11/27/2009
5,295.00		4,978.00					317.00	
		230. CVS CORP PROPERTY TYPE: SECURITIES					10/22/2008	11/27/2009
7,163.00		6,627.00					536.00	
		100. CVS CORP PROPERTY TYPE: SECURITIES					01/28/2009	11/27/2009
3,115.00		2,797.00					318.00	
		100. CVS CORP PROPERTY TYPE: SECURITIES					03/11/2009	11/27/2009
3,115.00		2,574.00					541.00	
		200. CISCO SYS INC PROPERTY TYPE: SECURITIES					11/14/2007	02/25/2009
2,934.00		5,996.00					-3,062.00	

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)	
		100. CISCO SYS INC PROPERTY TYPE: SECURITIES					01/10/2007	02/25/2009
1,467.00		2,833.00					-1,366.00	
		100. COCA COLA CO PROPERTY TYPE: SECURITIES					07/19/2006	04/14/2009
4,407.00		4,380.00					27.00	
		50000. CONOCOPHILLIPS CANADA 10/13/2006 PROPERTY TYPE: SECURITIES					09/10/2008	06/11/2009
51,399.00		51,227.00					172.00	
		101. DISNEY, WALTER CO PROPERTY TYPE: SECURITIES					06/11/2008	11/16/2009
3,084.00		3,412.00					-328.00	
		100. DISNEY, WALTER CO PROPERTY TYPE: SECURITIES					06/11/2008	11/25/2009
3,059.00		3,378.00					-319.00	
		17.769 DODGE & COX INTL STOCK FUND PROPERTY TYPE: SECURITIES					12/31/2007	03/18/2009
337.00		820.00					-483.00	
		59.99 DODGE & COX INTL STOCK FUND PROPERTY TYPE: SECURITIES					12/31/2007	03/18/2009
1,137.00		2,769.00					-1,632.00	
		449.667 DODGE & COX INTL STOCK FUND PROPERTY TYPE: SECURITIES					02/22/2007	03/18/2009
8,526.00		20,685.00					-12,159.00	
		175. EOG RES INC PROPERTY TYPE: SECURITIES					08/13/2008	07/08/2009
10,713.00		17,360.00					-6,647.00	
		25. EOG RES INC PROPERTY TYPE: SECURITIES					11/03/2008	07/08/2009
1,530.00		1,878.00					-348.00	
		100. EOG RES INC PROPERTY TYPE: SECURITIES					04/23/2009	07/08/2009
6,122.00		5,823.00					299.00	

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)	
		50. FORTUNE BRANDS INC PROPERTY TYPE: SECURITIES					02/03/2006	04/28/2009
1,911.00		3,914.00					-2,003.00	
		200. FORTUNE BRANDS INC PROPERTY TYPE: SECURITIES					06/19/2006	04/28/2009
7,644.00		13,886.00					-6,242.00	
		4255.319 FIFTH THIRD SHORT TERM BOND FUN PROPERTY TYPE: SECURITIES					09/21/2009	11/30/2009
40,340.00		40,000.00					340.00	
		1018.942 FIFTH THIRD SHORT TERM BOND FUN PROPERTY TYPE: SECURITIES					05/28/2009	11/30/2009
9,660.00		9,415.00					245.00	
		2623.293 FIFTH THIRD STRATEGIC INCOME FD PROPERTY TYPE: SECURITIES					01/09/2009	11/30/2009
25,000.00		21,118.00					3,882.00	
		730.82 G2 3690 3/1/2005 5.000 3/20/2035 PROPERTY TYPE: SECURITIES					07/19/2005	01/20/2009
731.00		732.00					-1.00	
		728.83 G2 3690 3/1/2005 5.000 3/20/2035 PROPERTY TYPE: SECURITIES					07/19/2005	02/20/2009
729.00		730.00					-1.00	
		698.52 G2 3690 3/1/2005 5.000 3/20/2035 PROPERTY TYPE: SECURITIES					07/19/2005	03/20/2009
699.00		700.00					-1.00	
		917.08 G2 3690 3/1/2005 5.000 3/20/2035 PROPERTY TYPE: SECURITIES					07/19/2005	04/20/2009
917.00		918.00					-1.00	
		854.26 G2 3690 3/1/2005 5.000 3/20/2035 PROPERTY TYPE: SECURITIES					07/19/2005	05/20/2009
854.00		855.00					-1.00	
		1199.6 G2 3690 3/1/2005 5.000 3/20/2035 PROPERTY TYPE: SECURITIES					07/19/2005	06/20/2009
1,200.00		1,201.00					-1.00	

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)	
		1148.62 G2 3690 3/1/2005 5.000 3/20/2035 PROPERTY TYPE: SECURITIES					07/19/2005	07/20/2009
1,149.00		1,150.00					-1.00	
		1400.75 G2 3690 3/1/2005 5.000 3/20/2035 PROPERTY TYPE: SECURITIES					07/19/2005	08/20/2009
1,401.00		1,403.00					-2.00	
		854.83 G2 3690 3/1/2005 5.000 3/20/2035 PROPERTY TYPE: SECURITIES					07/19/2005	09/20/2009
855.00		856.00					-1.00	
		1197.01 G2 3690 3/1/2005 5.000 3/20/2035 PROPERTY TYPE: SECURITIES					07/19/2005	10/20/2009
1,197.00		1,199.00					-2.00	
		1374.52 G2 3690 3/1/2005 5.000 3/20/2035 PROPERTY TYPE: SECURITIES					07/19/2005	11/20/2009
1,375.00		1,376.00					-1.00	
		1243.42 G2 3690 3/1/2005 5.000 3/20/2035 PROPERTY TYPE: SECURITIES					07/19/2005	12/20/2009
1,243.00		1,245.00					-2.00	
		200. GENERAL ELEC CO PROPERTY TYPE: SECURITIES					03/11/2009	09/02/2009
2,618.00		1,756.00					862.00	
		800. GENERAL ELEC CO PROPERTY TYPE: SECURITIES					10/21/1991	09/02/2009
10,473.00		4,762.00					5,711.00	
		100. GENUINE PARTS CO PROPERTY TYPE: SECURITIES					11/03/2008	11/25/2009
3,638.00		3,982.00					-344.00	
		295.247 HARBOR INTERNATIONAL FD PROPERTY TYPE: SECURITIES					07/02/2008	03/18/2009
10,000.00		18,881.00					-8,881.00	
		100. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES					01/27/2003	06/11/2009
10,994.00		7,858.00					3,136.00	

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)	
		50000. INTL LEASE FINANCE CORP 04/29/03					11/22/2004	09/16/2009
		PROPERTY TYPE: SECURITIES						
41,250.00		53,175.00					-11,925.00	
		500. ISHARES TR MSCI EMERGING MKTS INDEX					07/07/2009	08/10/2009
		PROPERTY TYPE: SECURITIES						
17,940.00		15,740.00					2,200.00	
		450. ISHARES TR MSCI EMERGING MKTS INDEX					07/07/2009	08/17/2009
		PROPERTY TYPE: SECURITIES						
15,445.00		14,166.00					1,279.00	
		38. MASTERCARD INC CL A					02/25/2009	10/27/2009
		PROPERTY TYPE: SECURITIES						
8,354.00		6,183.00					2,171.00	
		200. MEDTRONIC INC					09/17/1999	01/30/2009
		PROPERTY TYPE: SECURITIES						
6,695.00		7,769.00					-1,074.00	
		283. MET LIFE COM					10/09/2008	07/14/2009
		PROPERTY TYPE: SECURITIES						
8,269.00		8,013.00					256.00	
		25. NIKE INC CL B					11/03/2008	11/25/2009
		PROPERTY TYPE: SECURITIES						
1,641.00		1,395.00					246.00	
		150. NORFOLK SOUTHERN CORP					03/05/2008	07/13/2009
		PROPERTY TYPE: SECURITIES						
5,552.00		8,111.00					-2,559.00	
		1242.545 OPPENHEIMER GOLD & SPL CL A SHS					01/28/2009	02/25/2009
		PROPERTY TYPE: SECURITIES						
25,124.00		25,000.00					124.00	
		50. PEPSICO INC					10/23/1997	04/14/2009
		PROPERTY TYPE: SECURITIES						
2,521.00		1,903.00					618.00	
		8.493 PIMCO ALL ASSETS ALL AUTH-A					03/20/2008	03/04/2009
		PROPERTY TYPE: SECURITIES						
71.00		93.00					-22.00	

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)	
		1806.685 PIMCO ALL ASSETS ALL AUTH-A PROPERTY TYPE: SECURITIES					03/10/2008	03/04/2009
15,104.00		20,000.00					-4,896.00	
		918.274 PIMCO ALL ASSETS ALL AUTH-A PROPERTY TYPE: SECURITIES					07/03/2008	03/04/2009
7,677.00		10,000.00					-2,323.00	
		920.81 PIMCO ALL ASSETS ALL AUTH-A PROPERTY TYPE: SECURITIES					04/28/2008	03/04/2009
7,698.00		10,000.00					-2,302.00	
		49.144 PIMCO ALL ASSETS ALL AUTH-A PROPERTY TYPE: SECURITIES					12/10/2008	03/04/2009
411.00		443.00					-32.00	
		100. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES					10/23/1997	01/06/2009
6,212.00		3,532.00					2,680.00	
		100. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES					10/23/1997	04/14/2009
4,752.00		3,532.00					1,220.00	
		300. STRYKER CORP PROPERTY TYPE: SECURITIES					09/15/2006	04/14/2009
10,869.00		15,180.00					-4,311.00	
		108. SYNGENTA AG SPONSORED ADR PROPERTY TYPE: SECURITIES					01/19/2007	03/18/2009
4,263.00		4,142.00					121.00	
		125. SYNGENTA AG SPONSORED ADR PROPERTY TYPE: SECURITIES					01/19/2007	03/18/2009
4,966.00		4,794.00					172.00	
		551. SYSCO CORP PROPERTY TYPE: SECURITIES					02/22/2002	12/10/2009
15,956.00		15,992.00					-36.00	
		49. SYSCO CORP PROPERTY TYPE: SECURITIES					02/25/2009	12/10/2009
1,419.00		1,098.00					321.00	

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)	
		100. TARGET CORP PROPERTY TYPE: SECURITIES					10/12/2000	05/15/2009
4,069.00		2,285.00					1,784.00	
		50. TARGET CORP PROPERTY TYPE: SECURITIES					10/12/2000	11/25/2009
2,387.00		1,143.00					1,244.00	
		50. TARGET CORP PROPERTY TYPE: SECURITIES					10/12/2000	12/08/2009
2,289.00		1,143.00					1,146.00	
		419. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES					11/14/2007	03/04/2009
4,866.00		13,655.00					-8,789.00	
		100. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES					01/23/2008	03/04/2009
1,161.00		3,201.00					-2,040.00	
		436. VALE SA ADR PROPERTY TYPE: SECURITIES					05/15/2009	08/19/2009
8,505.00		7,661.00					844.00	
		106.991 VANGUARD FIXED INCOME SECS FD GN PROPERTY TYPE: SECURITIES					01/02/2009	01/09/2009
1,142.00		1,132.00					10.00	
		4739.336 VANGUARD FIXED INCOME SECS FD G PROPERTY TYPE: SECURITIES					01/22/2008	01/09/2009
50,569.00		50,000.00					569.00	
		106.062 VANGUARD FIXED INCOME SECS FD GN PROPERTY TYPE: SECURITIES					12/01/2008	01/09/2009
1,132.00		1,107.00					25.00	
		1757.813 VANGUARD FIXED INCOME SECS FD G PROPERTY TYPE: SECURITIES					07/01/2008	01/09/2009
18,756.00		18,000.00					756.00	
		2661.869 VANGUARD FIXED INCOME SECS FD G PROPERTY TYPE: SECURITIES					08/23/2007	01/09/2009
28,402.00		26,938.00					1,464.00	

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)	
		65.345 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES					05/01/2009	05/28/2009
692.00		697.00					-5.00	
		64.6 VANGUARD FIXED INCOME SECS FD GNMA PROPERTY TYPE: SECURITIES					04/01/2009	05/28/2009
684.00		689.00					-5.00	
		66.479 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES					03/02/2009	05/28/2009
704.00		701.00					3.00	
		81.563 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES					02/02/2009	05/28/2009
864.00		859.00					5.00	
		2278.842 VANGUARD FIXED INCOME SECS FD G PROPERTY TYPE: SECURITIES					08/23/2007	05/28/2009
24,133.00		23,062.00					1,071.00	
		942.204 VANGUARD FIXED INCOME SECS FD GN PROPERTY TYPE: SECURITIES					07/22/2008	05/28/2009
9,978.00		9,526.00					452.00	
		62.706 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES					06/01/2009	06/05/2009
661.00		668.00					-7.00	
		1645.074 VANGUARD FIXED INCOME SECS FD G PROPERTY TYPE: SECURITIES					07/22/2008	06/05/2009
17,339.00		16,632.00					707.00	
		59.507 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES					04/01/2008	06/29/2009
633.00		623.00					10.00	
		58.497 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES					05/01/2008	06/29/2009
622.00		609.00					13.00	
		60.554 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES					06/02/2008	06/29/2009
644.00		624.00					20.00	

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)	
		114.168 VANGUARD FIXED INCOME SECS FD GN PROPERTY TYPE: SECURITIES					10/01/2008	06/29/2009
1,214.00		1,176.00					38.00	
		113.369 VANGUARD FIXED INCOME SECS FD GN PROPERTY TYPE: SECURITIES					09/02/2008	06/29/2009
1,205.00		1,165.00					40.00	
		62.848 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES					07/01/2008	06/29/2009
668.00		645.00					23.00	
		83.598 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES					08/01/2008	06/29/2009
889.00		854.00					35.00	
		266.8 VECTREN CORP PROPERTY TYPE: SECURITIES					10/23/1997	05/05/2009
5,947.00		5,096.00					851.00	
		33.2 VECTREN CORP PROPERTY TYPE: SECURITIES					12/02/1999	05/05/2009
740.00		633.00					107.00	
		100. XTO ENERGY INC PROPERTY TYPE: SECURITIES					08/13/2009	12/15/2009
4,747.00		4,111.00					636.00	
		100. XTO ENERGY INC PROPERTY TYPE: SECURITIES					01/28/2009	12/15/2009
4,747.00		3,800.00					947.00	
		200. XTO ENERGY INC PROPERTY TYPE: SECURITIES					01/21/2009	12/15/2009
9,494.00		7,068.00					2,426.00	
		200. XTO ENERGY INC PROPERTY TYPE: SECURITIES					04/23/2009	12/15/2009
9,494.00		6,486.00					3,008.00	
		100. ZIMMER HLDGS INC PROPERTY TYPE: SECURITIES					08/23/2005	01/21/2009
3,912.00		8,165.00					-4,253.00	

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)	
		100. ZIMMER HLDGS INC PROPERTY TYPE: SECURITIES					10/23/2007	01/21/2009
3,912.00		7,903.00					-3,991.00	
		40. ZIMMER HLDGS INC PROPERTY TYPE: SECURITIES					10/25/2007	01/21/2009
1,565.00		2,708.00					-1,143.00	
		. AMERICAN INTERNATIONAL - SLP PROPERTY TYPE: SECURITIES						06/17/2009
547.00							547.00	
		. EL PASO SECURITIES LITITGATION PAYMENT PROPERTY TYPE: SECURITIES						04/06/2009
264.00							264.00	
		400. NOBLE CORPORATION COMMON STOCK PROPERTY TYPE: SECURITIES					03/15/2007	01/15/2009
8,285.00		14,858.00					-6,573.00	
		. MOTOROLA SECURITIES LITIGATION PAYMENT PROPERTY TYPE: SECURITIES						05/07/2009
228.00							228.00	
		1604.621 FIFTH THIRD VALUE FUND PROPERTY TYPE: SECURITIES					02/15/2001	07/15/2009
41,367.00		49,017.00					-7,650.00	
		218.497 FIFTH THIRD VALUE FUND PROPERTY TYPE: SECURITIES					05/02/2000	07/15/2009
5,633.00		6,287.00					-654.00	
		. SECURITY LITIGATION PAYMENT - TYCO INT PROPERTY TYPE: SECURITIES						03/12/2009
103.00							103.00	

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)							-108,416.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST		14,600.	14,600.
	TOTAL	14,600.	14,600.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	5,111.	5,111.
DOMESTIC DIVIDENDS	26,628.	26,628.
FOREIGN INTEREST	4,695.	4,695.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	163.	163.
OID INCOME	1,011.	1,011.
NONQUALIFIED FOREIGN DIVIDENDS	333.	333.
NONQUALIFIED DOMESTIC DIVIDENDS	14,882.	14,882.
TOTAL	52,823.	52,823.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US TREASURY REFUND	1,985.	1,985.
TOTALS	1,985.	1,985.

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	78.	78.
FOREIGN TAXES ON QUALIFIED FOR	574.	574.
FOREIGN TAXES ON NONQUALIFIED	66.	66.
TOTALS	718.	718.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK SERVICE FEES	9,982.	9,982.
BANK SERVICE FEES	13,802.	13,802.
TOTALS	23,784.	23,784.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	1,474,002.	1,721,417.
TOTALS	1,474,002.	1,721,417.

THE BOWER-SUHRHEINRICH FOUNDATION FIFTH THIRD 35-2031773

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	587,501.	626,799.
TOTALS	587,501.	626,799.

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

DESCRIPTION		AMOUNT
ADJUSTMENT DUE TO OID		1,011.
ROUNDING		8.
	TOTAL	1,019.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
IN

THE BOWER-SUHRHEINRICH FOUNDATION FIFTH THIRD 35-2031773

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

OFFICER NAME:
FIFTH THIRD BANK
ADDRESS:
P.O BOX 719
EVANSVILLE, IN 47705-0719
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

RECIPIENT NAME:
FIFTH THIRD BANK C/O PATRICK KOONTZ
ADDRESS:
PO BOX 719
EVANSVILLE, IN 47705
RECIPIENT'S PHONE NUMBER: N/A
FORM, INFORMATION AND MATERIALS:
APPLICATION SHOULD INCLUDE DESCRIPTION OF THE PRJOECT TO BE FUNDED, A DESCRIPTION OF THE ORGANIZATION ADMINISTERING TO THE PROJECT, THE LEG GAL NAME OF THE POTENTIAL DONEE, VERIFICATION OF 501(C)3 STATUS, & TIN
SUBMISSION DEADLINES:
APPLICATION SHOULD BE RECEIVED BY NOVEMBER EACH YEAR
RESTRICTIONS OR LIMITATIONS ON AWARDS:
THE FOUNDATION HAS NO ABSOLUTE RESTRICTIONS; IT FOCUSES ON CHARITIES IN EVANSVILLE, IN AREA AND ON ORGANIZATIONS INVOLVED WITH THE ARTS AND WITH EDUCATION

RECIPIENT NAME:
VANDERBURGH HUMANE SOCIETY
ADDRESS:
P O BOX 6711
EVANSVILLE, IN 47719
PURPOSE OF GRANT:
CONTRIBUTION TO GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
OTHER PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
PATCHWORK CENTRAL, INC.
ADDRESS:
100 WASHINGTON AVE
EVANSVILLE, IN 47713
PURPOSE OF GRANT:
CONTRIBUTION TO GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
OTHER PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
EVANSVILLE CATHOLIC INTER
ADDRESS:
520 S BENNIGHOF AVE
EVANSVILLE, IN 47714
PURPOSE OF GRANT:
CONTRIBUTION TO GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
OTHER PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
EVANSVILLE PHILHARMONIC
ORCH
ADDRESS:
P O BOX 84
EVANSVILLE, IN 47701
PURPOSE OF GRANT:
CONTRIBUTION TO GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
OTHER PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,500.

RECIPIENT NAME:
EVANSVILLE VANDERBURGH
PUBLIC LIBRARY
ADDRESS:
200 SE MARTIN LUTHER KING JR BLVD
EVANSVILLE, IN 47713
PURPOSE OF GRANT:
CONTRIBUTION TO GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
OTHER PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
EVANSVILLE CELEBRATION OF DIVERSITY
DISTINGUISHED LECTURE SERIES
ADDRESS:
P.O. BOX 3094
EVANSVILLE, IN 47703-3094
PURPOSE OF GRANT:
CONTRIBUTION TO GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
OTHER PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
BOYS & GIRLS CLUB
RESOURCE DEVELOPMENT DIRECTOR
ADDRESS:
P.O. BOX 6311
EVANSVILLE, IN 47719-0311
PURPOSE OF GRANT:
CONTRIBUTION TO GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
OTHER PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ARTS COUNCIL OF SOUTHWESTERN INDIAN
ATTN: MS. MARY JANE SCHENK
ADDRESS:
123 NW 4TH STREET, SUITE #3
EVANSVILLE, IN 47708
PURPOSE OF GRANT:
CONTRIBUTION TO GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
OTHER PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 22,500.

RECIPIENT NAME:
KOCH FAMILY CHILDRENS MUS
ATTN: DANIELLE RIPPERTON
ADDRESS:
P.O. BOX 122
EVANSVILLE, IN 47701
PURPOSE OF GRANT:
CONTRIBUTION TO GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
OTHER PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
JOSHUA ACADEMY, INC
ADDRESS:
867 E WALNUT ST.
EVANSVILLE, IN 47713
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
BUFFALO TRACE COUNCIL
ADDRESS:
3501 E. LLOYD ESPWY, PO BOX 3245
EVANSVILLE, IN 47713
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION TO GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
OTHER PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
EVANSVILLE MUSEUM OF ARTS AND SCIEN
ADDRESS:
411 SE RIVERSIDE DRIVE
EVANSVILLE, IN 47713
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION TO GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
OTHER PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
UNIVERSITY OF EVANSVILLE
ADDRESS:
1800 LINCOLN AVE
EVANSVILLE, IN 47722
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION TO GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
OTHER PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

TOTAL GRANTS PAID: 120,000.

THE BOWER-SUHRHEINRICH FDN IUA

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
2,321 8000		CASH	$1 000	$2,321 80	0 1%	$2,321 80			
91,145 0000		FIFTH THIRD BANKSAFE TRUST CUSIP - 316775907	$1 000	$91,145 00	3 7%	$91,145 00		$91 15	0 1%
		Cash & Equivalents - Total		**$93,466.80**	**3.8%**	**$93,466.80**		**$91.15**	**0.1%**
Fixed Income									
50,000 0000		BARCLAYS EQUITY LINKED CD MAT 6/26/2013 CUSIP - 06740AEZ8	$102 940	$51,470 00	2 1%	$50,000 00	$1,470 00		
50,000 0000		CONOCOPHILLIPS CANADA 10/13/2006 5 625 10/15/2016 CUSIP - 20825TAA5	$108 480	$54,240 00	2 2%	$50,045 00	$4,195 00	$2,812 50	5 2%
2 991 3120	KNLMX	FIFTH THIRD SHORT TERM BOND FUND CUSIP - 351889928	$9 430	$28,208 07	1 2%	$27,639 73	$568 34	$888 42	3 1%
9,799 0660	MXIIX	FIFTH THIRD STRATEGIC INCOME FD INSTL SHS CUSIP - 351889969	$9 610	$94,169 02	3 9%	$78,882.48	$15,286 54	$7,574 68	8 0%
52,991 0300		G2 3690 3/1/2005 5 000 3/20/2035 CUSIP - 36202EC31	$103 217	$54,695 75	2 2%	$53,065 54	$1,630 21	$2,649 55	4 8%
1,000 0000	USB P	USB CAPITAL XI 6 6000% PFD CUSIP - 903300200	$24 180	$24,180 00	1 0%	$21,664 10	$2,515 90	$1,650 00	6 8%
50,000 0000		US TREASURY NT 5/22/2008 2 625 5/31/2010 CUSIP - 912828JA9	$100 988	$50,494 00	2.1%	$50,617 36	$(123.36)	$1,312 50	2 6%
25,000 0000		US TREASURY NTS 06/30/08 2 875 6/30/10 CUSIP - 912828JC5	$101 309	$25,327 25	1 0%	$25,394 62	$(67 37)	$718 75	2 8%

THE BOWER-SUHRHEINRICH FDN IUA

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)**	
12,686 0990	VFIIX	VANGUARD GNMA FD #36 CUSIP - 922031307	$10 640	$134,980 09	5 5%	$128,395 83	$6,584 26	$5,302 79	3 9%
50,000 0000		WAL-MART STORES 06/01/1993 7 250 06/01/13 CUSIP - 931142AS2	$115 358	$57,679 00	2 4%	$51,238 00	$6,441 00	$3,625 00	6 3%
50,000 0000		WELLS FARGO & CO DTD 11/6/02 5% DUE 11/15/14 CUSIP - 949746CR0	$102 711	$51,355 50	2 1%	$50,558 50	$797 00	$2,500 00	4 9%
		Fixed Income - Total		**$626,798.68**	**25.7%**	**$587,501.16**	**$39,297.52**	**$29,034.19**	**4.6%**
Equities									
375 0000	ACN	ACCENTURE PLC IRELAND SHS CL A CUSIP - G1151C101	$41 500	$15,562 50	0 6%	$13,892 17	$1,670 33	$281 25	1 3%
4 212 4650		FIFTH THIRD VALUE FUND CUSIP - PER000368	$30 830	$129,870 30	5 3%	$114,128 40	$15,741 90	$4,396 90	3 4%
350 0000	ACM	AECOM TECHNOLOGY CORP CUSIP - 00766T100	$27 500	$9,625 00	0 4%	$9,082.60	$542 40		
180 0000	AMZN	AMAZON COMM INC CUSIP - 023135106	$134 520	$24,213 60	1 0%	$9,014 44	$15,199 16		
100 0000	APA	APACHE CORP CUSIP - 037411105	$103 170	$10,317 00	0 4%	$13,168 95	$(2,851 95)	$60 00	0 6%
135 0000	AAPL	APPLE INC CUSIP - 037833100	$210 732	$28,448 82	1 2%	$12,399 60	$16,049 22		
700 0000	AMAT	APPLIED MATLS INC CUSIP - 038222105	$13 940	$9,758 00	0 4%	$13,877 00	$(4,119 00)	$168 00	1 7%
200 0000	ADP	AUTOMATIC DATA PROCESSING INC CUSIP - 053015103	$42 820	$8,564 00	0 4%	$8,683 59	$(119 59)	$272 00	3 2%
1,000 0000	DJP	IPATH DOW JONES-UBS COMMDTY CUSIP - 06738C778	$42 260	$42,260 00	1 7%	$41,098 10	$1,161 90		

THE BOWER-SUHRHEINRICH FDN IUA

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
432 4870	BGRFX	BARON GROWTH FUND FUND #587 CUSIP - 068278209	$41 310	$17,866 04	0 7%	$20,017 28	$(2,151 24)		
200 0000	BDX	BECTON DICKINSON & CO CUSIP - 075887109	$78 860	$23,658 00	1 0%	$16,094 31	$7,563 69	$444 00	1 9%
60 0000	CME	CME GROUP INC CUSIP - 12572Q105	$335 960	$20,157 60	0 8%	$18,027 93	$2,129 67	$276 00	1 4%
400 0000	CELG	CELGENE CORP CUSIP - 151020104	$55 680	$22,272 00	0 9%	$21,185 02	$1,086 98		
150 0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	$76 990	$11,548 50	0 5%	$10,611 60	$936 90	$408 00	3 5%
350 0000	CB	CHUBB CORP COM CUSIP - 171232101	$49 180	$17,213 00	0 7%	$17,576 49	$(363 49)	$490 00	2 8%
300 0000	CSCO	CISCO SYSTEMS INC CUSIP - 17275R102	$23 940	$7,182 00	0 3%	$8,499 00	$(1,317 00)		
400 0000	KO	COCA COLA CO CUSIP - 191216100	$57 000	$22,800 00	0 9%	$17,438 08	$5,361.92	$656 00	2 9%
400 0000	COP	CONOCOPHILLIPS CUSIP - 20825C104	$51 070	$20,428 00	0 8%	$20,283 72	$144 28	$800 00	3 9%
125 0000	DV	DEVRY INC DEL CUSIP - 251893103	$56 730	$7,091 25	0 3%	$5,681 94	$1,409 31	$25 00	0 4%
100 0000	DO	DIAMOND OFFSHORE DRILLING INC COM CUSIP - 25271C102	$98 420	$9,842 00	0 4%	$11,011 72	$(1,169 72)	$50 00	0 5%
400 0000	DIS	DISNEY WALT CO CUSIP - 254687106	$32 250	$12,900 00	0 5%	$13,511 60	$(611 60)	$140 00	1 1%
2,269 9410	DODFX	DODGE & COX INTL STOCK FUND	$31 850	$72,297 62	3 0%	$96,518 36	$(24,220 74)	$989 69	1 4%

THE BOWER-SUHRHEINRICH FDN IUA

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 - 256206103							
730 0000	DUK	DUKE ENERGY CORP CUSIP - 26441C105	$17 210	$13,423 30	0 5%	$9,377 79	$4,046 01	$748 80	5 6%
1,000 0000	EMC	E M C CORP/MASS CUSIP - 268648102	$17 470	$17,470 00	0 7%	$16,750 00	$720 00		
500 0000	ECL	ECOLAB INC CUSIP - 278865100	$44 580	$22,290 00	0 9%	$10,814 27	$11,475 73	$310 00	1 4%
400 0000	EMR	EMERSON ELEC CO CUSIP - 291011104	$42 600	$17,040 00	0 7%	$10,856 00	$6,184 00	$536 00	3 1%
175 0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	$68 190	$11,933 25	0 5%	$6,121 50	$5,811 75	$294 00	2 5%
300 0000	FDX	FEDEX CORPORATION CUSIP - 31428X106	$83 450	$25,035 00	1 0%	$16,200 98	$8,834 02	$132 00	0 5%
6,560 6060	FTVIX	FIFTH THIRD SMALL CAP VALUE FUND CUSIP - 351889993	$15 770	$103,460 76	4 2%	$118,854 04	$(15,393 28)	$675 74	0 7%
300 0000	GPC	GENUINE PARTS CO COM CUSIP - 372460105	$37 960	$11,388 00	0 5%	$10,200 54	$1,187 46	$480 00	4 2%
400 0000	GILD	GILEAD SCIENCES INC COM CUSIP - 375558103	$43 270	$17,308 00	0 7%	$6,902.00	$10,406 00		
100 0000	GS	GOLDMAN SACHS GROUP CUSIP - 38141G104	$168 840	$16,884 00	0 7%	$15,928 80	$955 20	$140 00	0 8%
45 0000	GOOG	GOOGLE INC-CL A CUSIP - 38259P508	$619 980	$27,899 10	1 1%	$14,213 95	$13,685 15		
500 0000	HCP	HCP INC CUSIP - 40414L109	$30 540	$15,270 00	0 6%	$10,726 60	$4,543 40	$920 00	6 0%
1,503 0330	HAINX	HARBOR INTERNATIONAL	$54 870	$82,471 42	3 4%	$96,118 96	$(13,647 54)	$1,059 64	1 3%

THE BOWER-SUHRHEINRICH FDN IUA

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		INST CUSIP - 411511306							
4,050 0000	EEM	ISHARES TR MSCI EMERGING MKTS INDEX FD CUSIP - 464287234	$41 500	$168,075 00	6 9%	$98,150 10	$69,924 90	$97 20	0 1%
1,665 0000	IJK	ISHARES S&P MIDCAP 400 GROWTH CUSIP - 464287606	$77 710	$129,387 15	5 3%	$141,652 87	$(12,265 72)	$1,436 90	1 1%
350 0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	$64 410	$22,543 50	0 9%	$10,325 00	$12,218 50	$686 00	3 0%
60 0000	LH	LABORATORY CORP AMER HLDGS CUSIP - 50540R409	$74 840	$4,490 40	0 2%	$4,349 36	$141 04		
300 0000	LLY	LILLY (ELI) & CO CUSIP - 532457108	$35 710	$10,713 00	0 4%	$743 41	$9,969 59	$588 00	5 5%
300 0000	MRO	MARATHON OIL CORP CUSIP - 565849106	$31 220	$9,366 00	0 4%	$16,099 13	$(6,733 13)	$288 00	3 1%
62 0000	MA	MASTERCARD INC CL A CUSIP - 57636Q104	$255 980	$15,870 76	0 6%	$8,340 97	$7,529 79	$37 20	0 2%
200 0000	MCD	MCDONALDS CORP CUSIP - 580135101	$62 440	$12,488 00	0 5%	$10,983 76	$1,504 24	$440 00	3 5%
800 0000	MSFT	MICROSOFT CORP CUSIP - 594918104	$30 480	$24,384 00	1 0%	$1,976 67	$22,407 33	$416 00	1 7%
200 0000	TAP	MOLSON COORS BREWING CO-B CUSIP - 60871R209	$45 160	$9,032 00	0 4%	$8,816 28	$215 72	$192 00	2 1%
200 0000	MON	MONSANTO CO NEW CUSIP - 61166W101	$81 750	$16,350 00	0 7%	$16,073 30	$276 70	$212 00	1 3%
175 0000	NKE	NIKE INC CL B CUSIP - 654106103	$66 070	$11,562 25	0 5%	$8,949 10	$2,613 15	$189 00	1 6%

THE BOWER-SUHRHEINRICH FDN IUA

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
400 0000	NTRS	NORTHERN TR CORP CUSIP - 665859104	$52 400	$20,960 00	0 9%	$20,483 93	$476 07	$448 00	2 1%
1 000 0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	$24 530	$24,530 00	1 0%	$17,180 08	$7 349 92	$200 00	0 8%
350 0000	PEP	PEPSICO INC CUSIP - 713448108	$60 800	$21,280 00	0 9%	$12,514 37	$8,765 63	$630 00	3 0%
300 0000	PM	PHILIP MORRIS INTL INC CUSIP - 718172109	$48 190	$14,457 00	0 6%	$10,110 00	$4,347 00	$696 00	4 8%
300 0000	PCL	PLUM CREEK TIMBER CO INC COM CUSIP - 729251108	$37 760	$11,328 00	0 5%	$9,850 35	$1,477 65	$504 00	4 4%
200 0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	$60 630	$12,126 00	0 5%	$7,063 01	$5,062 99	$352 00	2 9%
400 0000	QCOM	QUALCOMM INC COM CUSIP - 747525103	$46 260	$18,504 00	0 8%	$17,829 39	$674 61	$272 00	1 5%
287 0000	RTN	RAYTHEON CO CUSIP - 755111507	$51 520	$14,786 24	0 6%	$13,337 49	$1,448 75	$355 88	2 4%
547 0000	RWX	SPDR DJ WILSHIRE INTL REAL ESTAT CUSIP - 78463X863	$34 890	$19,084 83	0 8%	$18,952 91	$131 92	$1,178 24	6 2%
200 0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	$65 090	$13,018 00	0 5%	$18,613 00	$(5,595 00)	$168 00	1 3%
700 0000	SCHW	SCHWAB CHARLES CORP NEW COM CUSIP - 808513105	$18 820	$13,174 00	0 5%	$10,878 81	$2,295 19	$168 00	1 3%
1,000 0000	SE	SPECTRA ENERGY CORP CUSIP - 847560109	$20 510	$20,510 00	0 8%	$15,806 83	$4,703 17	$1,000 00	4 9%
500 0000	SRCL	STERICYCLE INC	$55 170	$27,585 00	1 1%	$11,943 50	$15,641 50		

THE BOWER-SUHRHEINRICH FDN IUA

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 - 858912108							
233 0000	SYT	SYNGENTA AG SPONSORED ADR CUSIP - 87160A100	$56 270	$13,110 91	0 5%	$8,552 70	$4,558 21	$202 94	1 5%
200 0000	TGT	TARGET CORP CUSIP - 87612E106	$48 370	$9,674 00	0 4%	$4,570 00	$5,104 00	$136 00	1 4%
300 0000	TEVA	TEVA PHARMACEUTICAL INDS LTD ADR CUSIP - 881624209	$56 180	$16,854 00	0 7%	$9,084 00	$7,770 00	$144 60	0 9%
300 0000	MMM	3M CO CUSIP - 88579Y101	$82 670	$24,801 00	1 0%	$23,007 00	$1,794 00	$612 00	2 5%
200 0000	UTX	UNITED TECHNOLOGIES CORP CUSIP - 913017109	$69 410	$13,882 00	0 6%	$5,857 00	$8,025 00	$308 00	2 2%
500 0000	VVC	VECTREN CORP CUSIP - 92240G101	$24 680	$12,340 00	0 5%	$9,529 26	$2,810 74	$680 00	5 5%
400 0000	VZ	VERIZON COMMUNICATIONS CUSIP - 92343V104	$33 130	$13,252 00	0 5%	$13,007 58	$244 42	$760 00	5 7%
300 0000	WMT	WAL-MART STORES INC CUSIP - 931142103	$53 450	$16,035 00	0 7%	$16,433 64	$(398 64)	$327 00	2 0%
400 0000	WRI	WEINGARTEN RLTY INV CUSIP - 948741103	$19 790	$7,916 00	0 3%	$16,037 73	$(8,121 73)	$400 00	5 1%
200 0000	WIN	WINDSTREAM CORP CUSIP - 97381W104	$10 990	$2,198 00	0 1%	$2,032 00	$166 00	$200 00	9 1%
		Equities - Total		**$1,721,416.60**	**70.5%**	**$1,474,001.86**	**$247,414.74**	**$29,077.98**	**1.7%**
Total Portfolio Positions				**$2,441,682.08**	**100.0%**	**$2,154,969.82**	**$286,712.26**	**$58,203.32**	**2.4%**