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ENVELOPE
POSTMARK DATE DEC 15 2010

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

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning 10/01, 2009, and ending 09/30, 2010

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation TR U/A THE CAMDEN FOUNDATION		A Employer identification number 31-6024141
	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) (513) 534-5310
	P O BOX 630858		C If exemption application is pending, check here ☐
	City or town, state, and ZIP code 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			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,246,330.		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐			
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐			

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	9.	9.				STMT 1
	4	Dividends and interest from securities	70,511.	70,511.				STMT 2
	5a	Gross rents						
	b	Net rental income or (loss)						
	6a	Net gain or (loss) from sale of assets not on line 10	29,636.					
	b	Gross sales price for all assets on line 6a	241,033.					
	7	Capital gain net income (from Part IV, line 2)		29,636.				
	8	Net short-term capital gain						
	9	Income modifications						
	10a	Gross sales less returns and allowances						
Operating and Administrative Expenses	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	100,156.	100,156.				
	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	560.	55.				
	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	25,094.	24,894.			200.	
	24	Total operating and administrative expenses. Add lines 13 through 23	26,204.	25,224.		NONE	475.	
	25	Contributions, gifts, grants paid	127,000.				127,000.	
	26	Total expenses and disbursements. Add lines 24 and 25	153,204.	25,224.		NONE	127,475.	
	27	Subtract line 26 from line 12:						
	a	Excess of revenue over expenses and disbursements	-53,048.					
	b	Net investment income (if negative, enter -0-)		74,932.				
	c	Adjusted net income (if negative, enter -0-)						

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

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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	181.	155.	155.
	2 Savings and temporary cash investments	59,082.	67,721.	67,721.
	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)	1,352,092.	1,307,730.	1,229,167.
	c Investments - corporate bonds (attach schedule)	894,385.	852,091.	924,753.
	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 ▶)		25,000.	24,534.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,305,740.	2,252,697.	2,246,330.	
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	2,305,740.	2,252,697.	
	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)	2,305,740.	2,252,697.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,305,740.	2,252,697.		

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	2,305,740.
2 Enter amount from Part I, line 27a	2	-53,048.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	5.
4 Add lines 1, 2, and 3	4	2,252,697.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,252,697.

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)			2	29,636.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).					
If (loss), enter -0- in Part I, line 8.					

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	142,906.	2,004,722.	0.07128469683
2007	152,842.	2,706,487.	0.05647246782
2006	146,475.	2,945,648.	0.04972590072
2005	146,450.	2,823,483.	0.05186856092
2004	144,950.	2,827,041.	0.05127269113
2 Total of line 1, column (d)			2 0.28062431742
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 0.05612486348
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 2,170,738.
5 Multiply line 4 by line 3			5 121,832.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 749.
7 Add lines 5 and 6			7 122,581.
8 Enter qualifying distributions from Part XII, line 4			8 127,475.

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	749.
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	749.
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	749.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	572.	
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	572.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	2.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	179.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ 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?		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)?		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?		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?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		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.		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		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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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. **(513) 579-5472**
 Located at **38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH** ZIP + 4 **45202**

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)?		
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?		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.)		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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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	

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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	2,155,680.
b	Average of monthly cash balances	1b	48,115.
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	2,203,795.
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	2,203,795.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	33,057.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,170,738.
6	Minimum investment return. Enter 5% of line 5	6	108,537.

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	108,537.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	749.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	749.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	107,788.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	107,788.
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	107,788.

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	127,475.
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	127,475.
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	749.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	126,726.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				107,788.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	5,182.			
b From 2005	7,114.			
c From 2006	1,983.			
d From 2007	18,784.			
e From 2008	43,808.			
f Total of lines 3a through e	76,871.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 127,475.				
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				107,788.
e Remaining amount distributed out of corpus	19,687.			
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	96,558.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	5,182.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	91,376.			
10 Analysis of line 9:				
a Excess from 2005	7,114.			
b Excess from 2006	1,983.			
c Excess from 2007	18,784.			
d Excess from 2008	43,808.			
e Excess from 2009	19,687.			

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 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:

N/A

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

N/A

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	127,000.
b Approved for future payment				
Total			▶ 3b	

(e)
Related or exempt
function income
(See page 28 of
the instructions)

Part XVI-B	Relationship of Activities to the Accomplishment of Exempt Purposes

3	THE GOVERNING AGREEMENT
---	-------------------------

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

Kind of Property		Description				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 LONG-TERM CAPITAL GAIN DIVIDENDS				91.	
5,732.00		100. AMGEN INC PROPERTY TYPE: SECURITIES 7,150.00				02/16/2001 -1,418.00	01/05/2010
3,029.00		50. AMGEN INC PROPERTY TYPE: SECURITIES 3,575.00				02/16/2001 -546.00	04/15/2010
3,029.00		50. AMGEN INC PROPERTY TYPE: SECURITIES 2,824.00				04/26/2000 205.00	04/15/2010
5,276.00		100. AMGEN INC PROPERTY TYPE: SECURITIES 5,649.00				04/26/2000 -373.00	07/20/2010
6,509.00		100. ANADARKO PETE CORP COM PROPERTY TYPE: SECURITIES 2,903.00				08/12/2004 3,606.00	01/05/2010
7,444.00		100. ANADARKO PETE CORP COM PROPERTY TYPE: SECURITIES 2,903.00				08/12/2004 4,541.00	04/15/2010
41,036.00		1000. ANADARKO PETE CORP COM PROPERTY TYPE: SECURITIES 29,025.00				08/12/2004 12,011.00	06/11/2010
1,939.00		50. DU PONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES 1,981.00				11/06/2003 -42.00	04/15/2010
1,793.00		100. EMC CORP/MASS PROPERTY TYPE: SECURITIES 2,374.00				05/04/1999 -581.00	01/05/2010
3,457.00		50. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 2,261.00				08/12/2004 1,196.00	01/05/2010

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)	
2,942.00		50. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 2,261.00					08/12/2004 681.00	07/20/2010
5,229.00		100. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 2,317.00					11/06/2003 2,912.00	01/05/2010
10,798.00		200. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 4,634.00					11/06/2003 6,164.00	04/15/2010
9,284.00		200. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 4,634.00					11/06/2003 4,650.00	07/20/2010
23,296.00		225. ISHARES BARCLAYS AGGREGATE BD FD PROPERTY TYPE: SECURITIES 22,823.00					12/20/2007 473.00	01/05/2010
23,595.00		225. ISHARES IBOXX \$ INVESTMENT GRADE CO PROPERTY TYPE: SECURITIES 23,741.00					12/20/2007 -146.00	01/05/2010
18,514.00		175. ISHARES IBOXX \$ INVESTMENT GRADE CO PROPERTY TYPE: SECURITIES 18,465.00					12/20/2007 49.00	04/15/2010
34,418.00		550. ISHARES COHEN & STEERS REALTY PROPERTY TYPE: SECURITIES 49,180.00					07/24/2007 -14,762.00	09/02/2010
2,217.00		25. ISHARES HIGH YIELD CORP BD FD PROPERTY TYPE: SECURITIES 2,225.00					09/23/2008 -8.00	01/05/2010
3,098.00		100. MICROSOFT CORP PROPERTY TYPE: SECURITIES 2,837.00					10/04/2001 261.00	01/05/2010
3,083.00		100. MICROSOFT CORP PROPERTY TYPE: SECURITIES 2,837.00					10/04/2001 246.00	04/15/2010

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

Kind of Property		Description				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)	
3,940.00		100. OMNICOM GROUP PROPERTY TYPE: SECURITIES 3,342.00				08/10/1999 598.00	01/05/2010
5,833.00		100. RAYTHEON CO COMMON PROPERTY TYPE: SECURITIES 3,234.00				09/04/2003 2,599.00	04/15/2010
2,738.00		100. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 2,059.00				12/28/1999 679.00	01/05/2010
6,736.00		200. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 4,118.00				12/28/1999 2,618.00	04/15/2010
257.00		10. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 206.00				12/28/1999 51.00	07/20/2010
2,308.00		90. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 1,839.00				12/28/1999 469.00	07/20/2010
353.00		. PRO RATA SHARE OF NET SETTLEMENT FUND PROPERTY TYPE: SECURITIES				353.00	07/30/2010
956.00		. PRO RATA SHARE OF NET SETTLEMENT FUND PROPERTY TYPE: SECURITIES				956.00	07/30/2010
395.00		. KING PHARMACEUTICALS SECURITY LITIGATION PROPERTY TYPE: SECURITIES				395.00	04/12/2010
1,520.00		. MCKESSON SECURITIES LITIGATION PAYMENT PROPERTY TYPE: SECURITIES				1,520.00	10/22/2009
188.00		. ROYAL DUTCH PETRO SECURITY LITIGATION PROPERTY TYPE: SECURITIES				188.00	06/14/2010

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)							----- 29,636. =====	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MONEY MARKET INTEREST	9.	9.
TOTAL	9.	9.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN DIVIDENDS	657.	657.
DOMESTIC DIVIDENDS	27,655.	27,655.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	28.	28.
NONQUALIFIED DOMESTIC DIVIDENDS	42,171.	42,171.
	-----	-----
TOTAL	70,511.	70,511.
	=====	=====

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 -----
EXCISE TAX ESTIMATE	505.	
FOREIGN TAXES ON QUALIFIED FOR	55.	55.
TOTALS	560.	55.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
BANK SERVICE FEES	24,894.	24,894.	200.
OTHER MISC. EXPENSES	200.		
	-----	-----	-----
TOTALS	25,094.	24,894.	200.
	=====	=====	=====

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

DESCRIPTION -----	AMOUNT -----
ROUNDING ADJUSTMENT	5.

TOTAL	5.
	=====

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

OH

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

=====

OFFICER NAME:

FIFTH THIRD BANK

ADDRESS:

P.O. BOX 630858

CINCINNATI, OH 45263

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TR U/A THE CAMDEN FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d
=====

31-6024141

RECIPIENT NAME:

DAVE GARBER @ FIFTH THIRD BANK

ADDRESS:

P.O. BOX 630858 MD 1090 HB

CINCINNATI, OH 45263

RECIPIENT'S PHONE NUMBER: 513-534-5472

FORM, INFORMATION AND MATERIALS:

AVAILABLE UPON REQUEST

RECIPIENT NAME:
THE GUIDANCE CENTER
ADDRESS:
13101 ALLEN RD.
SOUTHGATE, MI 48195
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
CINCINNATI MUSEUM CENTER
ADDRESS:
1301 WESTERN AVE.
CINCINNATI, OH 45203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
LITTLE MIAMI, INC.
ADDRESS:
6040 PRICE RD.
MILFORD, OH 45150-1429
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
MAINE COAST HERITAGE TR
ADDRESS:
1 MAIN ST. SUITE 201
TOPHSAM, ME 040486
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATION OF ALDERMERE FARM
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
MERRYSRING FOUNDATION
ADDRESS:
CONWAY RD.
CAMDEN, ME
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
MINUTE MAN ARC FOR HUMAN
SERVICES
ADDRESS:
1269 MAIN ST.
CONCORD, MA 01742
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

NORTHWEST FOLKLIFE FEST.

ADDRESS:

305 HARRISON ST.

SEATTLE, WA 98109

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOR OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

QUEEN CITY FOUNDATION

ADDRESS:

1 WEST FOURTH ST.

CINCINNATI, OH 45202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOR OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

UNITED WAY OF GREATER CINCINNATI

ADDRESS:

2400 READING RD.

CINCINNATI, OH 45202-1458

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOR CAMPAIGN

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
YOUTHLINKS
ADDRESS:
420 BROADWAY
ROCKLAND, ME 04841
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
THE NATURE CONSERVANCY
OHIO CHAPTER
ADDRESS:
6375 RIVERSIDE DR. SUITE 50
DUBLIN, OH 43017
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
CINCINNATI NATURE CENTER
ADDRESS:
4949 TEALTOWN RD.
MILFORD, OH 45150
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

MEGUNTICOCK WATERSHED ASC

ADDRESS:

P.O. 443

CAMDEN, ME 04843

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOR OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

ST. BONIFACE HAITI FOUNDATION

ADDRESS:

14 POND LANE

RANDOLPH, MA 02368

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOR SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

WORLD AFFAIRS COUNCIL

ADDRESS:

2200 ALASKAN WAY, SUITE 450

SEATTLE, WA 98121

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOR OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

CAMDEN CONFERENCE

ADDRESS:

P.O. BOX 882

CAMDEN, ME 04843-0882

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

BAY CHAMBER CONCERTS

ADDRESS:

58 BAY VIEW ST. , STE.1

CAMDEN, ME 04843

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

MAINE AUDUBON SOCIETY

ADDRESS:

20 GILSLAND FARM ROAD

FALMOUTH, ME 04105

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROJECT/PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
MAINE FARMLAND SOCIETY
ADDRESS:
97 MAIN STREET
BELFAST, ME 04915
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROJECT/PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
MERCANTILE LIBRARY
ADDRESS:
414 WALNUT STREET
CINCINNATI, OH 45202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROJECT/PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
THE OHIO RIVER WAY
ADDRESS:
P.O. BOX 43261
CINCINNATI, OH 45243
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROJECT/PUBLIC SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,000.

TR U/A THE CAMDEN FOUNDATION

31-6024141

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

=====

RECIPIENT NAME:

CHARLES RIVER WATERSHED ASSOC.

ADDRESS:

190 PARK ROAD

WESTON, ME 02493

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROJECT/PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 3,000.

TOTAL GRANTS PAID:

127,000.

=====

Investment Account

09/01/2010 - 09/30/2010

TR U/A THE CAMDEN FOUNDATION

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
155.3800		CASH	\$1.000	\$155.38	0.0%	\$155.38			
		Uninvested Cash - Total		\$155.38	0.0%	\$155.38			
66,943.0000		FIFTH THIRD PRIME MONEY MARKET FUND (N)	\$1.000	\$66,943.00	3.0%	\$66,943.00		\$6.69	
		(INCOME INVESTMENT)							
		CUSIP - 898330204							
778.0000		FIFTH THIRD PRIME MONEY MARKET FUND (N)	\$1.000	\$778.00	0.0%	\$778.00		\$0.08	
		CUSIP - 898330204							
		Taxable - Total		\$67,721.00	3.0%	\$67,721.00		\$6.77	
		Cash & Equivalents - Total		\$67,876.38	3.0%	\$67,876.38		\$6.77	0.0%
Fixed Income									
3,675.0000	AGG	ISHARES BARCLAYS AGGREGATE BD FD CUSIP - 464287226	\$108.650	\$399,288.75	17.8%	\$364,812.90	\$34,475.85	\$14,086.28	3.5%
3,600.0000	LQD	ISHARES IBOX \$ INVESTMENT GRADE CORPORATE BOND FUND CUSIP - 464287242	\$113.090	\$407,124.00	18.1%	\$371,880.30	\$35,243.70	\$19,472.40	4.8%
		Domestic Fixed Income - Total		\$806,412.75	35.9%	\$736,693.20	\$69,719.55	\$33,558.68	4.2%
1,000.0000	EHB	ENTERGY ARKANSAS INC PREFERRED 6% QUARTERLY CUSIP - 29364D795	\$25.910	\$25,910.00	1.2%	\$24,868.00	\$1,042.00	\$1,500.00	5.8%
5,202.9130	FTYX	FIFTH THIRD HIGH YIELD BOND FUND CUSIP - 351889985	\$9.730	\$50,624.34	2.3%	\$50,000.00	\$624.34	\$3,824.14	7.6%
200.0000	HYG	ISHARES HIGH YIELD CORP BND FND CUSIP - 464288513	\$89.690	\$17,938.00	0.8%	\$17,689.75	\$248.25	\$1,541.40	8.6%

Investment Account

Page 2 of 10

Investment Account ()
TR U/A THE CAMDEN FOUNDATION

09/01/2010 - 09/30/2010

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
----------	--------	-------------	---------------	--------------	-----------	------------	------------------------	--------------------	------------

(continued)

600.0000	PFF	ISHARES S&P PFD STK INDX FN CUSIP - 464288687	\$39.780	\$23,868.00	1.1%	\$22,839.88	\$1,028.12	\$1,725.00	7.2%
----------	-----	--	----------	-------------	------	-------------	------------	------------	------

High-Yield - Total

				\$118,340.34	5.3%	\$115,397.63	\$2,942.71	\$8,590.54	7.3%
--	--	--	--	--------------	------	--------------	------------	------------	------

Fixed Income - Total

				\$924,753.09	41.2%	\$852,090.83	\$72,662.26	\$42,149.22	4.6%
--	--	--	--	--------------	-------	--------------	-------------	-------------	------

Equities

600.0000	APD	AIR PRODS & CHEMS INC CUSIP - 009158106	\$82.820	\$49,692.00	2.2%	\$44,697.00	\$4,995.00	\$1,176.00	2.4%
800.0000	AMGN	AMGEN INC CUSIP - 031162100	\$55.110	\$44,088.00	2.0%	\$45,190.00	\$(1,102.00)		
1,000.0000	BK	BANK OF NEW YORK MELLON CORP CUSIP - 064058100	\$26.130	\$26,130.00	1.2%	\$39,430.35	\$(13,300.35)	\$360.00	1.4%
1,500.0000	CAG	CONAGRA FOODS INC CUSIP - 205887102	\$21.940	\$32,910.00	1.5%	\$33,060.00	\$(150.00)	\$1,380.00	4.2%
1,000.0000	COP	CONOCOPHILLIPS CUSIP - 20825C104	\$57.430	\$57,430.00	2.6%	\$36,735.00	\$20,695.00	\$2,200.00	3.8%
1,200.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	\$44.620	\$53,544.00	2.4%	\$47,544.00	\$6,000.00	\$1,968.00	3.7%
3,000.0000	DUK	DUKE ENERGY CORP CUSIP - 26441C105	\$17.710	\$53,130.00	2.4%	\$46,903.49	\$6,226.51	\$2,940.00	5.5%
1,400.0000	EMC	E M C CORP/MASS CUSIP - 268648102	\$20.310	\$28,434.00	1.3%	\$33,232.17	\$(4,798.17)		
900.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	\$61.790	\$55,611.00	2.5%	\$40,689.00	\$14,922.00	\$1,584.00	2.8%
1,700.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	\$16.250	\$27,625.00	1.2%	\$62,103.25	\$(34,478.25)	\$816.00	3.0%
1,000.0000	HPQ	HEWLETT PACKARD CO CUSIP - 428236103	\$42.070	\$42,070.00	1.9%	\$23,170.00	\$18,900.00	\$320.00	0.8%

Investment Account

Investment Account
TR U/A THE CAMDEN FOUNDATION

09/01/2010 - 09/30/2010

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
1,600.0000	INTC	INTEL CORP CUSIP - 458140100	\$19.200	\$30,720.00	1.4%	\$41,289.06	\$(10,569.06)	\$1,008.00	3.3%
900.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	\$38.060	\$34,254.00	1.5%	\$32,787.00	\$1,467.00	\$180.00	0.5%
800.0000	LLY	LILLY (ELI) & CO CUSIP - 532457108	\$36.530	\$29,224.00	1.3%	\$48,437.04	\$(19,213.04)	\$1,568.00	5.4%
2,000.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	\$24.490	\$48,980.00	2.2%	\$54,308.82	\$(5,328.82)	\$1,280.00	2.6%
800.0000	NTRS	NORTHERN TR CORP CUSIP - 665859104	\$48.240	\$38,592.00	1.7%	\$46,694.56	\$(8,102.56)	\$896.00	2.3%
900.0000	OMC	OMNICOM GROUP INC CUSIP - 681919106	\$39.480	\$35,532.00	1.6%	\$30,073.50	\$5,458.50	\$720.00	2.0%
400.0000	PEP	PEPSICO INC CUSIP - 713448108	\$66.440	\$26,576.00	1.2%	\$25,364.00	\$1,212.00	\$768.00	2.9%
2,500.0000	PFE	PFIZER INC CUSIP - 717081103	\$17.170	\$42,925.00	1.9%	\$85,897.00	\$(42,972.00)	\$1,800.00	4.2%
400.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	\$59.970	\$23,988.00	1.1%	\$24,828.00	\$(840.00)	\$770.80	3.2%
800.0000	RTN	RAYTHEON CO CUSIP - 755111507	\$45.710	\$36,568.00	1.6%	\$25,872.00	\$10,696.00	\$1,200.00	3.3%
600.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	\$61.610	\$36,966.00	1.6%	\$35,793.00	\$1,173.00	\$504.00	1.4%
1,200.0000	UNH	UNITEDHEALTH GROUP INC CUSIP - 91324P102	\$35.110	\$42,132.00	1.9%	\$29,610.00	\$12,522.00	\$600.00	1.4%
1,400.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	\$25.115	\$35,161.00	1.6%	\$28,335.13	\$6,825.87	\$280.00	0.8%
Large Cap Domestic - Total				\$932,282.00	41.5%	\$962,043.37	\$(29,761.37)	\$24,318.80	2.6%

Investment Account

Investment Account

09/01/2010 - 09/30/2010

TR U/A THE CAMDEN FOUNDATION

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
1,050.0000	IJH	ISHARES S&P MIDCAP 400 CUSIP - 464287507	\$80.080	\$84,084.00	3.7%	\$90,696.75	\$(6,612.75)	\$1,029.00	1.2%
1,100.0000	IWM	ISHARES RUSSELL 2000 INDEX FD CUSIP - 464287655	\$67.500	\$74,250.00	3.3%	\$88,646.60	\$(14,396.60)	\$869.00	1.2%
		Small & Mid Cap Domestic - Total		\$158,334.00	7.0%	\$179,343.35	\$(21,009.35)	\$1,898.00	1.2%
1,300.0000	EFA	ISHARES MSCI EAFE INDEX FD CUSIP - 464287465	\$54.920	\$71,396.00	3.2%	\$102,359.20	\$(30,963.20)	\$1,760.20	2.5%
		Developed International - Total		\$71,396.00	3.2%	\$102,359.20	\$(30,963.20)	\$1,760.20	2.5%
1,500.0000	EEM	ISHARES TR MSCI EMERGING MKTS INDEX FD CUSIP - 464287234	\$44.770	\$67,155.00	3.0%	\$63,984.00	\$3,171.00	\$895.50	1.3%
		Emerging Markets - Total		\$67,155.00	3.0%	\$63,984.00	\$3,171.00	\$895.50	1.3%
		Equities - Total		\$1,229,167.00	54.7%	\$1,307,729.92	\$(78,562.92)	\$28,872.50	2.3%
Real Estate Investments									
1,504.2120	TRREX	T ROWE PRICE RL EST FUND(122) CUSIP - 779919109	\$16.310	\$24,533.70	1.1%	\$25,000.00	\$(466.30)	\$631.77	2.6%
		Indirect - Total		\$24,533.70	1.1%	\$25,000.00	\$(466.30)	\$631.77	2.6%
		Real Estate Investments - Total		\$24,533.70	1.1%	\$25,000.00	\$(466.30)	\$631.77	2.6%
		Total Portfolio Positions		\$2,246,330.17	100.0%	\$2,252,697.13	\$(6,366.96)	\$71,660.26	3.2%