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

2010

For calendar year 2010, or tax year beginning , 2010, 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

Name of foundation: PUMPKIN HILL FOUNDATION, C/O FIFTH THIRD BANK, AGENT

A Employer identification number: 02-0500977

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

Room/suite:

B Telephone number (see page 10 of the instructions): (513) 579-5401

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 ▶ ☐

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

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

H Check type of organization: ☐ 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)* ▶ $ 920,847.

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	6,335.	6,335.		STMT 1
	4 Dividends and interest from securities	14,054.	13,843.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,603.			
	b Gross sales price for all assets on line 6a 332,023.				
	7 Capital gain net income (from Part IV, line 2)		7,603.		
	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)	4,714.			STMT 3
	12 **Total.** Add lines 1 through 11	32,706.	27,781.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 4	685.	343.	NONE	343.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	316.	316.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 6	8,007.	7,932.		75.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	9,008.	8,591.	NONE	418.
	25 Contributions, gifts, grants paid	44,000.			44,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	53,008.	8,591.	NONE	44,418.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-20,302.			
	b **Net investment income** (if negative, enter -0-)		19,190.		
	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	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	406.	1.	1.
2 Savings and temporary cash investments	52,190.	20,477.	20,477.
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 15 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	436,799.	621,393.	728,605.
c Investments - corporate bonds (attach schedule) STMT 8	340,138.	166,426.	171,764.
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)	829,533.	808,297.	920,847.
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	829,533.	808,297.	
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)	829,533.	808,297.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	829,533.	808,297.	

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	829,533.
2 Enter amount from Part I, line 27a	2	-20,302.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	809,231.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	934.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	808,297.

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	7,603.
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? [X] 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))
2009			
2008			
2007			
2006			
2005			

2 **Total** of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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	384.
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	384.
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	384.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 2,000.		
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	2,000.
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	1,616.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 1,616. **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 2010 or the taxable year beginning in 2010 (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, AGENT Telephone no ▶ (513)579-5401
Located at ▶ 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH ZIP + 4 ▶ 45263

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 22 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 2010 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 2010.)*	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 2010?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) . . . . ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . **6b** No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

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

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

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

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

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 24 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	828,060.
b	Average of monthly cash balances	1b	46,051.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	874,111.
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	874,111.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	13,112.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	860,999.
6	**Minimum investment return.** Enter 5% of line 5	6	43,050.

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	43,050.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	384.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	384.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	42,666.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	42,666.
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	42,666.

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	44,418.
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	44,418.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	44,418.

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 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				42,666.
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			37,877.	
b	Total for prior years 20 08 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2010:				
a	From 2005 ... NONE				
b	From 2006 ... NONE				
c	From 2007 ... NONE				
d	From 2008 ... NONE				
e	From 2009 ... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 44,418.				
a	Applied to 2009, but not more than line 2a			37,877.	
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 2010 distributable amount				6,541.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2010 *(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 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				36,125.
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9:				
a	Excess from 2006 ... NONE				
b	Excess from 2007 ... NONE				
c	Excess from 2008 ... NONE				
d	Excess from 2009 ... NONE				
e	Excess from 2010 ... 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 2010, 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 (a) 2010	Prior 3 years (b) 2009	(c) 2008	(d) 2007	(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).)

NONE

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

NONE

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

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

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

SEE STATEMENT 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

02-0500977

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 13				
Total . . . ▶ **3a**				44,000.
b *Approved for future payment*				
Total . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				NONE	6,335.
4 Dividends and interest from securities				NONE	14,054.
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	7,603.
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					4,714.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				NONE	32,706.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 32,706.

(See worksheet in line 13 instructions on page 29 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
4	IN THE GOVERNING AGREEMENT.
8	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
8	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED
8	IN THE GOVERNING AGREEMENT.
11	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
11	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED
11	IN THE GOVERNING AGREEMENT.
3	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
3	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED
3	IN THE GOVERNING AGREEMENT

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

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?

		Yes	No
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 WILLIAM PEABODY | Date 4/30/11 | Title Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Gina K. Smith	Gina K Smith	4-21-11		P00069394
Firm's name ▶ FIFTH THIRD BANK			Firm's EIN ▶ 31-0676865	
Firm's address ▶ P O BOX 630858 CINCINNATI, OH 45263-0858			Phone no. 800-336-6782	

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					489.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,473.	
		83.278 AMERICAN CENTURY VISTA FUND # 24					12/18/2007	04/13/2010
		PROPERTY TYPE: SECURITIES						
1,236.00		1,740.00					-504.00	
		34.27 AMERICAN CENTURY VISTA FUND # 24 I					12/18/2007	04/13/2010
		PROPERTY TYPE: SECURITIES						
509.00		716.00					-207.00	
		1173.39 AMERICAN CENTURY VISTA FUND # 24					03/17/2006	04/13/2010
		PROPERTY TYPE: SECURITIES						
17,413.00		19,877.00					-2,464.00	
		1402. AMERICAN CENTURY VISTA FUND # 24 I					04/27/2009	04/13/2010
		PROPERTY TYPE: SECURITIES						
20,806.00		15,590.00					5,216.00	
		10.886 BARON GROWTH FUND					12/21/2007	04/13/2010
		PROPERTY TYPE: SECURITIES						
497.00		551.00					-54.00	
		10.755 BARON GROWTH FUND					11/21/2006	04/13/2010
		PROPERTY TYPE: SECURITIES						
491.00		533.00					-42.00	
		.062 BARON GROWTH FUND					07/18/2008	04/13/2010
		PROPERTY TYPE: SECURITIES						
3.00		3.00						
		.812 BARON GROWTH FUND					05/29/2009	04/13/2010
		PROPERTY TYPE: SECURITIES						
37.00		27.00					10.00	
		211.485 BARON GROWTH FUND					04/27/2009	04/13/2010
		PROPERTY TYPE: SECURITIES						
9,648.00		6,713.00					2,935.00	
		720. AMERICAN EURO PAC GROWTH FD CL F					04/13/2010	06/15/2010
		PROPERTY TYPE: SECURITIES						
25,654.00		28,224.00					-2,570.00	

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)	
		698. GROWTH FD AMER INC CL F2 PROPERTY TYPE: SECURITIES					03/17/2006	04/13/2010
20,305.00		22,348.00					-2,043.00	
		190. ISHARES TR RUSSELL MIDCAP INDEX FD PROPERTY TYPE: SECURITIES					10/23/2006	04/13/2010
17,509.00		18,310.00					-801.00	
		236. ISHARES TR RUSSELL MIDCAP INDEX FD PROPERTY TYPE: SECURITIES					07/29/2005	04/13/2010
21,748.00		20,367.00					1,381.00	
		60. ISHARES TR RUSSELL MIDCAP INDEX FD PROPERTY TYPE: SECURITIES					04/27/2009	04/13/2010
5,529.00		3,695.00					1,834.00	
		165. ISHARES RUSSELL 1000 PROPERTY TYPE: SECURITIES					03/17/2006	06/15/2010
10,057.00		11,741.00					-1,684.00	
		506. ISHARES RUSSELL 1000 PROPERTY TYPE: SECURITIES					07/29/2005	06/15/2010
30,840.00		33,922.00					-3,082.00	
		90. ISHARES TR RUSSELL 2000 INDEX FD PROPERTY TYPE: SECURITIES					10/23/2006	04/13/2010
6,332.00		6,832.00					-500.00	
		10. ISHARES TR RUSSELL 2000 INDEX FD PROPERTY TYPE: SECURITIES					07/29/2005	04/13/2010
704.00		676.00					28.00	
		32.399 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					03/31/2010	04/13/2010
358.00		358.00						
		43.016 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					11/30/2009	04/13/2010
476.00		475.00					1.00	
		30.924 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					02/26/2010	04/13/2010
342.00		340.00					2.00	

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)	
		31.389 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					01/29/2010	04/13/2010
347.00		344.00					3.00	
		53.564 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					10/30/2009	04/13/2010
592.00		586.00					6.00	
		58.415 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					09/30/2009	04/13/2010
646.00		638.00					8.00	
		41.532 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					12/31/2009	04/13/2010
459.00		449.00					10.00	
		62.262 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					08/31/2009	04/13/2010
689.00		671.00					18.00	
		29.724 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					09/30/2005	04/13/2010
329.00		317.00					12.00	
		64.279 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					07/31/2009	04/13/2010
711.00		683.00					28.00	
		49.932 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					06/30/2008	04/13/2010
552.00		531.00					21.00	
		49.592 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					07/31/2008	04/13/2010
548.00		526.00					22.00	
		50.522 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					10/31/2007	04/13/2010
559.00		534.00					25.00	
		43.069 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					11/30/2006	04/13/2010
476.00		454.00					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)	
		41.54 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					11/30/2005	04/13/2010
459.00		437.00					22.00	
		37.01 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					10/31/2005	04/13/2010
409.00		389.00					20.00	
		44.572 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					12/31/2005	04/13/2010
493.00		468.00					25.00	
		43.066 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					09/28/2007	04/13/2010
476.00		452.00					24.00	
		38.828 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					02/28/2006	04/13/2010
429.00		407.00					22.00	
		39.227 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					01/31/2006	04/13/2010
434.00		411.00					23.00	
		89.151 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					12/14/2005	04/13/2010
986.00		933.00					53.00	
		45.704 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					10/31/2006	04/13/2010
505.00		479.00					26.00	
		.236 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					12/14/2005	04/13/2010
3.00		2.00					1.00	
		.044 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					10/31/2006	04/13/2010
1.00							1.00	
		61.972 PIMCO TOTAL RETURN FUND CL-I #35 PROPERTY TYPE: SECURITIES					06/30/2009	04/13/2010
685.00		648.00					37.00	

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)	
		4.026 PIMCO TOTAL RETURN FUND CL-I #35					09/29/2006	04/13/2010
		PROPERTY TYPE: SECURITIES						
45.00		42.00					3.00	
		28.411 PIMCO TOTAL RETURN FUND CL-I #35					12/09/2009	04/13/2010
		PROPERTY TYPE: SECURITIES						
314.00		309.00					5.00	
		102.138 PIMCO TOTAL RETURN FUND CL-I #35					12/09/2009	04/13/2010
		PROPERTY TYPE: SECURITIES						
1,130.00		1,112.00					18.00	
		9591.821 PIMCO TOTAL RETURN FUND CL-I #3					12/02/2003	04/13/2010
		PROPERTY TYPE: SECURITIES						
106,086.00		103,400.00					2,686.00	
		67.531 PIMCO TOTAL RETURN FUND CL-I #35					12/10/2003	04/13/2010
		PROPERTY TYPE: SECURITIES						
747.00		720.00					27.00	
		204.694 PIMCO TOTAL RETURN FUND CL-I #35					12/10/2003	04/13/2010
		PROPERTY TYPE: SECURITIES						
2,264.00		2,182.00					82.00	
		72.371 PIMCO TOTAL RETURN FUND CL-I #35					12/12/2007	04/13/2010
		PROPERTY TYPE: SECURITIES						
800.00		769.00					31.00	
		38.555 PIMCO TOTAL RETURN FUND CL-I #35					12/13/2006	04/13/2010
		PROPERTY TYPE: SECURITIES						
426.00		403.00					23.00	
		215.938 PIMCO TOTAL RETURN FUND CL-I #35					12/10/2008	04/13/2010
		PROPERTY TYPE: SECURITIES						
2,388.00		2,138.00					250.00	
		379.107 PIMCO TOTAL RETURN FUND CL-I #35					12/10/2008	04/13/2010
		PROPERTY TYPE: SECURITIES						
4,193.00		3,753.00					440.00	
		.001 PIMCO TOTAL RETURN FUND CL-I #35					11/11/1911	04/13/2010
		PROPERTY TYPE: SECURITIES						

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)	
		529. VANGUARD WHITEHALL FDS INC SELECT V PROPERTY TYPE: SECURITIES					04/27/2009	04/13/2010
9,306.00		6,195.00					3,111.00	
TOTAL GAIN(LOSS)							7,603.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	6,335.	6,335.
TOTAL	6,335.	6,335.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	2,100.	2,100.
NONDIVIDEND DISTRIBUTIONS	211.	
DOMESTIC DIVIDENDS	5,880.	5,880.
CORPORATE INTEREST	2,175.	2,175.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	207.	207.
NONQUALIFIED FOREIGN DIVIDENDS	78.	78.
NONQUALIFIED DOMESTIC DIVIDENDS	3,403.	3,403.
TOTAL	14,054.	13,843.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
EXCISE TAX REFUND		4,714.
	TOTALS	4,714.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	685.	343.		343.
TOTALS	685.	343.	NONE	343.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES ON QUALIFIED FOR	299.	299.
FOREIGN TAXES ON NONQUALIFIED	17.	17.
TOTALS	316.	316.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK SERVICE FEES	7,932.	7,932.	
OTHER MISC. EXPENSES	75.		75.
TOTALS	8,007.	7,932.	75.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE ATTACHED	621,393.	728,605.
TOTALS	621,393.	728,605.

PUMPKIN HILL FOUNDATION, C/O FIFTH THIRD 02-0500977

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE ATTACHED	166,426.	171,764.
TOTALS	166,426.	171,764.

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

DESCRIPTION	AMOUNT
COST BASIS ADJUSTMENT FOR OID INTEREST	934.
TOTAL	934.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
NH

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

OFFICER NAME:
WILLIAM N. PEABODY
ADDRESS:
FIFTH THIRD BANK, AGENT
CINCINNATI, OH 45263
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
ELIZABETH B. PEABODY
ADDRESS:
FIFTH THIRD BANK, AGENT
CINCINNATI, OH 45263
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

RECIPIENT NAME:
WILLIAM PEABODY, TRUSTEE
ADDRESS:
27 BURKEHAVEN LANE
SUNAPEE, NH 03782
FORM, INFORMATION AND MATERIALS:
LETTER
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NONE

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

RECIPIENT NAME:
SEE SCHEDULE ATTACHED
ADDRESS:
SEE SCHEDULE ATTACHED
SEE SCHEDULE ATTACHED,
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID .... 44,000.

TOTAL GRANTS PAID: 44,000.

Pumpkin Hill Foundation
Contributions
Fiscal Year Ending 12/31/2010

Organization	Address	City	St	Zip	Usage	Amt	Date Paid
Alaska Avalanche School	P O Box 100145	Anchorage	AK	99510-0145	General Operating Support	$2,000 00	10/27/2010
Alaska Equine Rescue	P O Box 771174	Eagle River	AK	99577	General Operating Support	$4,000 00	10/27/2010
Crane Mountain Valley Horse Rescue, Inc	7556 NYS Route 9N	Westport	NY	12993	Program/Project Support	$4,000 00	10/27/2010
Double H - Hole In The Woods Ranch Inc	97 Hidden Valley Rd	Lake Luzerne	NY	12846-3318	Program/Project Support	$2,000 00	10/27/2010
Friends of Mat-Su	P O Box 116	Palmer	AK	99645-0116	Program/Project Support	$5,000 00	10/27/2010
Guiding Hands Recreation Society (GHRS)	P O Box 20	Crawford Bay	BC	V0B 1E0	Program/Project Support	$3,000 00	12/10/2010
Keene Valley Library	P O Box 86	Keene Valley	NY	12943	Annual Fund	$4,000 00	10/27/2010
Kootenay Local Agricultural Society	1911 Irving Road, Tarrys	Castlegar	BC	V1N 4N6	Program/Project Support	$1,000 00	11/9/2010
Musk Ox Development Corporation	P O Box 587	Palmer	AK	99645-0587	Program/Project Support	$3,000 00	10/27/2010
New York Ski Education Foundation Inc	P O Box 300	Wilmington	NY	12997-0300	Program/Project Support	$2,000 00	10/27/2010
Northern Rockies Conservation Cooperative (NRCC)	P O Box 2705, 1585 West Berger Lane	Jackson	WY	83001-2705	Program/Project Support	$12,000 00	10/27/2010
South Okanagan Rehabilitation Centre for Owls (SORCO)	Box 1166	Oliver	BC	V0H 1T0	Program/Project Support	$2,000 00	12/3/2010
						$44 000 00	

FIFTH THIRD
PRIVATE BANK

AGT FOR PUMPKIN HILL FOUNDATION

12/01/2010 - 12/31/2010

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
0.9800		CASH	$1.000	$0.98	0.0%	$0.98			
17,805.0000		FIFTH THIRD BANKSAFE TRUST (INCOME INVESTMENT) CUSIP - 316775907	$1.000	$17,805.00	1.9%	$17,805.00		$7.12	
2,672.0000		FIFTH THIRD BANKSAFE TRUST CUSIP - 316775907	$1.000	$2,672.00	0.3%	$2,672.00		$1.07	
		Cash & Equivalents - Total		**$20,477.98**	**2.2%**	**$20,477.98**		**$8.19**	**0.0%**
Fixed Income									
50,000.0000		FREDDIE MAC 08/06/09 2.125 09/21/12 CUSIP - 3137EACE7	$102.560	$51,280.00	5.6%	$50,401.35	$878.65	$1,062.50	2.1%
50,000.0000		GENERAL ELECTRIC COMPANY 01/28/03 5.000 02/01/13 CUSIP - 369604AY9	$106.897	$53,448.50	5.8%	$51,714.50	$1,734.00	$2,500.00	4.7%
50,000.0000		GOLDMAN SACHS GROUP INC 05/07/09 5.250 05/15/14 CUSIP - 38141E6K0	$103.985	$51,992.50	5.6%	$50,000.00	$1,992.50	$2,625.00	5.0%
1,320.5580	PTTRX	PIMCO FDS TOTAL RETURN FD INSTL CL I #35 (INCOME INVESTMENT) CUSIP - 693390700	$10.850	$14,328.05	1.6%	$13,598.34	$729.71	$464.84	3.2%
65.9350	PTTRX	PIMCO FDS TOTAL RETURN FD INSTL CL I #35 CUSIP - 693390700	$10.850	$715.39	0.1%	$712.10	$3.29	$23 21	3 2%
		Fixed Income - Total		**$171,764.44**	**18.7%**	**$166,426.29**	**$5,338.15**	**$6,675.55**	**3.9%**

FIFTH THIRD
PRIVATE BANK

AGT FOR PUMPKIN HILL FOUNDATION

12/01/2010 - 12/31/2010

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
9,913.3950	TWEIX	AMER CENT EQUITY INCOME-INV CUSIP - 025076100	$7.210	$71,475.58	7.8%	$58,278.78	$13,196.80	$2,061.99	2.9%
438.4920	BGRFX	BARON GROWTH FUND FUND #587 CUSIP - 068278209	$51.230	$22,463.95	2.4%	$12,582.29	$9,881.66		
1,558.1290	GFFFX	GROWTH FD AMER INC CL F2 CUSIP - 399874825	$30.410	$47,382.70	5.1%	$49,887.77	$(2,505.07)	$498.60	1.1%
631.3960	HAINX	HARBOR INTERNATIONAL INST CUSIP - 411511306	$60.550	$38,231.03	4.2%	$30,990.04	$7,240.99	$550.58	1 4%
500.0000	EFA	ISHARES MSCI EAFE INDEX FD CUSIP - 464287465	$58.220	$29,110.00	3.2%	$28,604.50	$505.50	$698.50	2.4%
1,929.0000	IWB	ISHARES RUSSELL 1000 CUSIP - 464287622	$69.860	$134,759.94	14.6%	$116,459.68	$18,300.26	$2,243.43	1.7%
170.0000	IWM	ISHARES RUSSELL 2000 INDEX FD CUSIP - 464287655	$78.240	$13,300.80	1.4%	$11,492.00	$1,808.80	$151.98	1.1%
2,281.0000	LZOEX	LAZARD EMERGING MARKETS PORT-OP CUSIP - 52106N764	$22.190	$50,615.39	5.5%	$45,209.42	$5,405.97	$419.70	0.8%
1,313.0000	ODVYX	OPPENHEIMER DVLPING MKTS-Y CUSIP - 683974505	$36.070	$47,359.91	5.1%	$39,560.69	$7,799.22	$187.76	0.4%
850.7890	RPMGX	T ROWE PRICE MID-CAP GROWTH FUND #64 CUSIP - 779556109	$58.530	$49,796.68	5.4%	$44,552.00	$5,244.68	$51.05	0.1%
40.1320	RYTRX	ROYCE FD TOTAL RETURN FD FUND 267 (INCOME INVESTMENT) CUSIP - 780905881	$13.170	$528.54	0.1%	$448.93	$79.61	$6.22	1.2%
2,118.5520	RYTRX	ROYCE FD TOTAL RETURN FD FUND 267	$13.170	$27,901.33	3.0%	$18,311.41	$9,589.92	$328.38	1.2%

FIFTH THIRD
PRIVATE BANK

AGT FOR PUMPKIN HILL FOUNDATION

12/01/2010 - 12/31/2010

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 - 780905881							
2,259.2450	VASVX	VANGUARD SELECTED VALUE FD #934 CUSIP - 921946109	$18.760	$42,383.44	4.6%	$29,538.71	$12,844.73	$657.44	1.6%
		Equities - Total		**$575,309.29**	**62.5%**	**$485,916.22**	**$89,393.07**	**$7,855.63**	**1.4%**
Alternative Strategies									
50,000.0000		BARCLAYS EQUITY LINKED CD MAT 05/27/2014 CUSIP - 06740AEF2	$123.660	$61,830.00	6.7%	$51,241.00	$10,589.00		
53.7940	PAUPX	PIMCO ALL ASSET ALL AUTH FUND (INCOME INVESTMENT) CUSIP - 72201M438	$10.560	$568.06	0.1%	$580.46	$(12.40)	$20.44	3.6%
2,812.4470	PAUPX	PIMCO ALL ASSET ALL AUTH FUND CUSIP - 72201M438	$10.560	$29,699.44	3.2%	$29,898.17	$(198.73)	$1,068.73	3.6%
		Alternative Strategies - Total		**$92,097.50**	**10.0%**	**$81,719.63**	**$10,377.87**	**$1,089.17**	**1.2%**
Real Estate Investments									
400.0000	EQR	EQUITY RESIDENTIAL COM CUSIP - 29476L107	$51.950	$20,780.00	2.3%	$17,114.80	$3,665.20	$732.00	3.5%
600.0000	O	REALTY INCOME CORP COM CUSIP - 756109104	$34.200	$20,520.00	2.2%	$19,127.94	$1,392.06	$1,038.60	5.1%
200.0000	SPG	SIMON PPTY GROUP INC NEW CUSIP - 828806109	$99.490	$19,898.00	2.2%	$17,513.60	$2,384.40	$640.00	3.2%
		Real Estate Investments - Total		**$61,198.00**	**6.6%**	**$53,756.34**	**$7,441.66**	**$2,410.60**	**3.9%**
Total Portfolio Positions				**$920,847.21**	**100.0%**	**$808,296.46**	**$112,550.75**	**$18,039.14**	**2.0%**