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

2010

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

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

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

WILLIAM R DAILY FOUNDATION
FBT 2200 PNC CTR 201 E 5TH ST/WNK
CINCINNATI, OH 45202-4182

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, column (c), line 16) **\$ 1,879,461.** J Accounting method Cash Accrual
 Other (specify) _____

A Employer identification number
20-2505429

B Telephone number (see the instructions)
513-651-6800

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 ►

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 the instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc, received (alt sch)				
2	Ck ► <input checked="" type="checkbox"/> if the foundn is not req to alt Sch B				
3	Interest on savings and temporary cash investments	418.	418.	418.	
4	Dividends and interest from securities	20,356.	20,356.	20,356.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	21,582.			
b	Gross sales price for all assets on line 6a	90,946.			
7	Capital gain net income (from Part IV, line 2)		21,582.		
8	Net short-term capital gain			2,263.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (alt sch)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	42,356.	42,356.	23,037.	
13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) See St 1	2,282.	2,282.		
b	Accounting fees (attach sch)				
c	Other prof fees (attach sch) See St 2	7,553.	7,553.		
17	Interest				
18	Taxes (attach schedule) See Stmt 3	200.	200.		
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 4	1,784.	1,784.		
24	Total operating and administrative expenses. Add lines 13 through 23	11,819.	11,819.		
25	Contributions, gifts, grants paid Stmt 5	82,200.			82,200.
26	Total expenses and disbursements. Add lines 24 and 25	94,019.	11,819.	0.	82,200.
27	Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	-51,663.			
b	Net investment income (if negative, enter -0-)		30,537.		
c	Adjusted net income (if negative, enter -0-)			23,037.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments		983,666.	629,369.	629,369.	
	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 the instructions)					
	7 Other notes and loans receivable (attach sch)					
	Less allowance for doubtful accounts					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U S and state government obligations (attach schedule)	Statement 6	270,150.	265,148.	266,850.	
	b Investments - corporate stock (attach schedule)	Statement 7	746,415.	1,040,306.	963,114.	
	c Investments - corporate bonds (attach schedule)					
	11 Investments - land, buildings, and equipment basis					
Less accumulated depreciation (attach schedule)						
12 Investments - mortgage loans						
13 Investments - other (attach schedule)	Statement 8		20,150.	20,128.		
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 instructions Also, see page 1, item I)		2,000,231.	1,954,973.	1,879,461.		
LIABILITIES	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, & other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe)					
	23 Total liabilities (add lines 17 through 22)		0.	0.		
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input checked="" type="checkbox"/>			
	24 Unrestricted		2,000,231.	1,954,973.		
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, building, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
	30 Total net assets or fund balances (see the instructions)		2,000,231.	1,954,973.		
	31 Total liabilities and net assets/fund balances (see the instructions)		2,000,231.	1,954,973.		

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	2,000,231.
2 Enter amount from Part I, line 27a	2	-51,663.
3 Other increases not included in line 2 (itemize) ► See Statement 9	3	6,660.
4 Add lines 1, 2, and 3	4	1,955,228.
5 Decreases not included in line 2 (itemize) ► See Statement 10	5	255.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,954,973.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month day, year)	(d) Date sold (month day year)
1a 1775 EL PASO CORP COMMON		P	4/13/10	8/27/10
b 1282 CONSTELLATION BRANDS		P	1/12/10	8/27/10
c 20 APPLE INC.		P	1/22/10	8/30/10
d 634 FORTUNE BRANDS		P	2/10/09	12/08/10
e 5000 OH CAP FHA 5.3%		P	5/24/07	12/30/10
(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 20,380.		20,182.	198.	
b 21,309.		20,138.	1,171.	
c 4,883.		3,989.	894.	
d 39,374.		20,053.	19,321.	
e 5,000.		5,002.	-2.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))	
a				198.
b				1,171.
c				894.
d				19,321.
e				-2.
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	21,582.
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 the instructions) If (loss), enter -0- in Part I, line 8		3	2,263.

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) N/A

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 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 (column (b) divided by column (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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	(attach copy of letter if necessary – see instr.)	1	611.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	2	0.
3 Add lines 1 and 2			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	4	6a	362.
b Exempt foreign organizations – tax withheld at source			
c Tax paid with application for extension of time to file (Form 8868)			
d Backup withholding erroneously withheld			
7 Total credits and payments Add lines 6a through 6d	5	7	362.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	6	10	249.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ► Refunded			

Part VII-A Statements Regarding Activities

1 a 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?

	Yes	No
1 a	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

1 b	X
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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?

1 c	X
-----	---

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

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
---	---

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If 'Yes,' has it filed a tax return on Form 990-T for this year?

4 a	X
-----	---

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

4 b	N/A
-----	-----

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

6	X
---	---

• 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?

7	X
---	---

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) ►

8 b	X
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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

9	X
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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)? If 'Yes,' complete Part XIV

10	X
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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 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? Website address	13	X
14	The books are in care of ► <u>WILLIAM N KIRKHAM</u> Telephone no ► <u>513-651-6800</u> Located at ► <u>FBT 201 E 5TH ST 2200 PNC CENTER CINCINNATI</u> ZIP + 4 ► <u>45202-4182</u>		
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	N/A ► <input type="checkbox"/>
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	Yes X No
See 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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly).		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	N/A
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? If 'Yes,' list the years ► <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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 the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>20__ , 20__ , 20__ , 20__</u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 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	N/A
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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions)?			5b	N/A
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>			
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?	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
If 'Yes' to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 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
WILLIAM N KIRKHAM C/O FBT 201 E 5TH ST CINCINNATI, OH 45202	Director 0	0.	0.	0.
PATRICK M CUMMINGS 7712 BLUECRYSTAL CT CINCINNATI, OH 45224	Director 0	0.	0.	0.
JACK COORS 4125 HAMILTON AVE CINCINNATI, OH 45223	Director 0	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 – see 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				

Total number of other employees paid over \$50,000				0

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 instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over \$50,000 for professional services ► 0

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	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	
2		
All other program-related investments. See instructions		
3		

Total. Add lines 1 through 3 ► 0.

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Form 990-PF (2010)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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
- b Average of monthly cash balances
- c Fair market value of all other assets (see instructions)
- d **Total** (add lines 1a, b, and c)
- e Reduction claimed for blockage or other factors reported on lines 1a and 1c
(attach detailed explanation)
- 2 Acquisition indebtedness applicable to line 1 assets
- 3 Subtract line 2 from line 1d
- 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3
(for greater amount, see instructions)
- 5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4
- 6 **Minimum investment return.** Enter 5% of line 5

1a	1,096,830.
1b	752,508.
1c	
1d	1,849,338.
1e	0.
2	0.
3	1,849,338.
4	27,740.
5	1,821,598.
6	91,080.

Part XI Distributable Amount (see 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
- 2a Tax on investment income for 2010 from Part VI, line 5
- b Income tax for 2010 (This does not include the tax from Part VI)
- c Add lines 2a and 2b
- 3 Distributable amount before adjustments Subtract line 2c from line 1
- 4 Recoveries of amounts treated as qualifying distributions
- 5 Add lines 3 and 4
- 6 Deduction from distributable amount (see instructions)
- 7 **Distributable amount as adjusted** Subtract line 6 from line 5 Enter here and on Part XIII, line 1

1	91,080.
2a	611.
2b	
2c	611.
3	90,469.
4	
5	90,469.
6	
7	90,469.

Part XII Qualifying Distributions (see 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
- b Program-related investments – total from Part IX-B
- 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes
- 3 Amounts set aside for specific charitable projects that satisfy the
 - a Suitability test (prior IRS approval required)
 - b Cash distribution test (attach the required schedule)
- 4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4
- 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 instructions)
- 6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

1a	82,200.
1b	
2	
3a	
3b	
4	82,200.
5	
6	82,200.

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 instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				90,469.
2 Undistributed income, if any, as of the end of 2010			82,135.	
a Enter amount for 2009 only		0.		
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 82,200.			82,135.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2010 distributable amount				65
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				90,404.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

BAA

Form 990-PF (2010)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

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				<input type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/>	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							
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 organization had \$5,000 or more in assets at any time during the year – see 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 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

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

c Any submission deadlines

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

Part XV **Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
Total				► 3a
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	418.	
4 Dividends and interest from securities			14	20,356.	
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					21,582.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				20,774.	21,582.
13 Total Add line 12, columns (b), (d), and (e)					42,356.

(See worksheet in line 13 instructions 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 the instructions)
N/A	

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

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

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
N/A		

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.

Sign
Here

Signature of officer or trustee

14/1/11

Director
Title

Paid Preparer Use Only	Print/Type preparer's name Sally Spielvogel	Preparer's signature <i>Sally Spielvogel</i>	Date 3/28/11	Check if <input type="checkbox"/> if self-employed	PTIN N/A
	Firm's name ► Frost Brown Todd LLC	Firm's EIN ► N/A			
	Firm's address ► 2200 PNC Center, 201 East 5th Street Cincinnati, OH 45202	Phone no (513) 651-6800			

BAA

Form 990-PF (2010)

WILLIAM R DALLY FOUNDATION

20-2505429

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FBT	\$ 3,655.	\$ 3,655.		
LESS: T/E ALLOCATION	<u>-1,373.</u>	<u>-1,373.</u>		
Total	<u>\$ 2,282.</u>	<u>\$ 2,282.</u>	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT FEES	\$ 3,629.	\$ 3,629.		
LESS: T/E ALLOCATION	<u>-3,180.</u>	<u>-3,180.</u>		
LESS: T/E ALLOCATION	<u>-1,363.</u>	<u>-1,363.</u>		
TRUSTEE FEES (NORTH SIDE BANK)	<u>8,467.</u>	<u>8,467.</u>		
Total	<u>\$ 7,553.</u>	<u>\$ 7,553.</u>	\$ 0.	\$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TREASURER ST OF OHIO	\$ 200.	\$ 200.		
Total	<u>\$ 200.</u>	<u>\$ 200.</u>	\$ 0.	\$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INSURANCE	\$ 1,784.	\$ 1,784.		
Total	<u>\$ 1,784.</u>	<u>\$ 1,784.</u>	\$ 0.	\$ 0.

Statement 5
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Cash Grants and Allocations

Class of Activity:	VETERANS CEMETERY		
Donee's Name:	CENTER FOR GREAT NEIGHBORHOODS/LINDEN GR		
Donee's Address:	1650 RUSSELL ST		
Relationship of Donee:	NONE		
Organizational Status of Donee:	501(C) (3)		
Amount Given:		\$	5,000.
Class of Activity:	ABUSE ASSISTANCE		
Donee's Name:	THE HOPE OF SURVIVORS		
Donee's Address:	P O BOX 27		
Relationship of Donee:	EFFINGHAM, IL 62401		
Organizational Status of Donee:	NONE		
Amount Given:	501(C) (3)		7,500.
Class of Activity:	HSG, FOOD ABUSED CHILDREN		
Donee's Name:	ONE WAY FARM OF FAIRFIELD		
Donee's Address:	6131 RIVER RD		
Relationship of Donee:	FAIRFIELD, OH 45014		
Organizational Status of Donee:	NONE		
Amount Given:	501(C) (3)		20,000.
Class of Activity:	CHILDREN CLOTHING, ASSIST		
Donee's Name:	ASSISTANCE LEAGUE OF CINCINNATI		
Donee's Address:	1057 META DR		
Relationship of Donee:	CINCINNATI, OH 45237		
Organizational Status of Donee:	NONE		
Amount Given:	501(C) (3)		10,000.
Class of Activity:	CHILDREN & FAMILY SHELTER		
Donee's Name:	RONALD MCDONALD HOUSE OF GRT CINTI		
Donee's Address:	350 ERKENBRECHER AVE		
Relationship of Donee:	CINCINNATI, OH 45229		
Organizational Status of Donee:	NONE		
Amount Given:	501(C) (3)		6,000.
Class of Activity:	EDUCATION MINORITY STUDEN		
Donee's Name:	QUEEN CITY FOUNDATION		
Donee's Address:	3800 VICTORY PKWY		
Relationship of Donee:	CINCINNATI, OH 45207		
Organizational Status of Donee:	NONE		
Amount Given:	501(C) (3)		3,000.
Class of Activity:	EDUCATION		
Donee's Name:	UC FOUNDATION		
Donee's Address:	51 GOODMAN DRIVE		
Relationship of Donee:	CINCINNATI, OH 45219		
Organizational Status of Donee:	NONE		
Amount Given:	501(C) (3)		15,000.

WILLIAM R DALLY FOUNDATION

20-2505429

Statement 5 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Class of Activity:	PEOPLE WITH DISABILITIES	
Donee's Name:	NEW PERCEPTIONS	
Donee's Address:	1 SPERTI DRIVE	
	EDGEWOOD, KY 41017	
Relationship of Donee:	NONE	
Organizational Status of Donee:	501(C) (3)	
Amount Given:		\$ 5,000.
Class of Activity:	NEEDY CHILDREN & FAMILIES	
Donee's Name:	LIGHTHOUSE YOUTH SERVICES	
Donee's Address:	401 E. MCMILLAN	
	CINCINNATI, OH 45206	
Relationship of Donee:	NONE	
Organizational Status of Donee:	501(C) (3)	
Amount Given:		5,000.
Class of Activity:	ITALIAN HERITAGE	
Donee's Name:	ORDER SONS OF ITALY LODGE 1191	
Donee's Address:	2093 SYLVED LANE	
	CINCINNATI, OH 45238	
Relationship of Donee:	NONE	
Organizational Status of Donee:	501(C) (3)	
Amount Given:		2,000.
Class of Activity:	ABUSE ASSISTANCE	
Donee's Name:	WOMEN HELPING WOMEN	
Donee's Address:	215 E. 9TH ST. 7TH FLOOR	
	CINCINNATI, OH 45202	
Relationship of Donee:	NONE	
Organizational Status of Donee:	501(C) (3)	
Amount Given:		3,700
	Total \$ 82,200.	

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

<u>State/Municipal Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
25,000 ASHTABULA, OH	Cost	\$ 25,380.	\$ 25,276.
40,000 BARDSTOWN, KY	Cost	41,184.	42,372.
50,000 CLERMONT CNTY, OH	Cost	51,250.	50,000.
45,000 GARFIELD HTS, OH	Cost	47,251.	46,919.
50,000 MADEIRA, OH	Cost	48,877.	50,693.
40,000 MASON, OH	Cost	41,201.	41,635
15,000 OHCAPCORP-FHA SEC 8 HSG	Cost	10,005.	9,955.
		\$ 265,148.	\$ 266,850.
	Total \$ 265,148.		\$ 266,850.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
BRISTOL-MYERS SQUIBB 2688	Cost	\$ 80,882	\$ 71,178.
COLGATE PALMOLIVE 400	Cost	26,680.	32,148.
FIFTH THIRD BANCORP 6345	Cost	268,552.	93,145.
US BANCORP 1000 SHS	Cost	34,530.	26,970.
TRANSOCEAN 265	Cost	20,089.	18,420.
AFLAC 480	Cost	20,360.	27,086.
AT&T 778	Cost	20,025.	22,858.
ALTRIA GROUP 1079	Cost	20,154.	26,565.
CISCO SYSTEMS 930	Cost	20,049.	18,814.
CITIGROUP 5000	Cost	18,173.	23,650.
DUKE ENERGY	Cost	20,118.	23,420.
EXXON MOBIL 290	Cost	20,050.	21,205.
FORTUNE BRANDS 634	Cost	0.	0.
GENERAL ELECTRIC 1737	Cost	20,166.	31,770.
HEINZ 573	Cost	20,032.	28,341.
HUNTINGTON BANC 2900	Cost	15,230.	19,923.
INTEL 1063	Cost	20,269.	22,355.
JOHNSON & JOHNSON 334	Cost	19,969.	20,658.
KEYCORP 2000	Cost	14,926.	17,700.
MARSHALL & ISLEY 2500	Cost	17,585.	17,300.
MICROSOFT 1054	Cost	20,068.	29,417.
NEWS CORP 1545	Cost	20,178.	25,369.
REGIONS FIN'L 2000	Cost	13,012.	14,000.
SYNOVOUS FIN'L 5000	Cost	12,404.	13,200.
3 M CO 266	Cost	20,080.	22,956.
APPLE INC. 80	Cost	15,958.	25,805.
APPLIED MATLS INC 1600	Cost	20,126.	22,480.
BANK OF AMERICA CORPORATION 1775	Cost	20,231.	23,679.
BOEING COMPANY 332	Cost	20,009.	21,666.
CHEVRON CORPORATION 495	Cost	40,047.	45,169.
CINCINNATI FINL CORP 672	Cost	20,005.	21,296.
DU PONT E I DE NEMOURS & CO 518	Cost	20,072.	25,838.
USX MARATHON GROUP COM NEW 620	Cost	20,081.	22,959.
MARSH MCLENNAN 917	Cost	20,073.	25,071.
MERCK & COMPANY INC 533	Cost	20,025.	19,209.
PAYCHEX INC 642	Cost	20,037.	19,844.
TIME WARNER INC NEW 673	Cost	20,061.	21,650.
	Total	\$ 1,040,306.	\$ 963,114.

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Securities</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
PUTNAM DIVERSIFIED INC CLASS A 2484.895	Cost	\$ 20,150	\$ 20,128.
	Total	\$ 20,150	\$ 20,128.

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Federal Statements

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WILLIAM R DALLY FOUNDATION

20-2505429

Statement 9
Form 990-PF, Part III, Line 3
Other Increases

BOOK/TAX DIFFERENCE	\$	10
MISC CASH RECEIPTS		71.
TAX EXEMPT INCOME		6, 579.
Total	\$	6, 660.

Statement 10
Form 990-PF, Part III, Line 5
Other Decreases

IRS EST PAYMENTS	\$	255.
Total	\$	255.