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Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052
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
TR U/A THE JAMES FOUNDATION FIFTH THIRD BANK

A Employer identification number
34-6969288

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) 534-5310

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

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 308,773.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	3.	3.		STMT 1
	4 Dividends and interest from securities	5,187.	5,187.		STMT 2
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-20,836.			
	b Gross sales price for all assets on line 6a 198,744.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	-15,646.	5,190.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	550.	275.	NONE	275.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	115.	115.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 5	500.	400.		100.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,165.	790.	NONE	375.
	25 Contributions, gifts, grants paid	12,600.			12,600.
	26 **Total expenses and disbursements** Add lines 24 and 25	13,765.	790.	NONE	12,975.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-29,411.			
	b **Net investment income** (if negative, enter -0-)		4,400.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	495.	1.	1.
	2 Savings and temporary cash investments	9,741.	10,798.	10,798.
	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)	225,903.	197,418.	209,002.
	c Investments - corporate bonds (attach schedule)	88,957.	87,468.	88,972.
	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)	325,096.	295,685.	308,773.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	325,096.	295,685.	
	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)	325,096.	295,685.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	325,096.	295,685.	

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	325,096.
2	Enter amount from Part I, line 27a	2	-29,411.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	295,685.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	295,685.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-20,836.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	13,135.	255,097.	0.05149021745
2008	18,491.	300,277.	0.06157980798
2007	18,758.	344,435.	0.05446020294
2006	5,975.	313,138.	0.01908104414
2005	21,875.	304,270.	0.07189338417

2	**Total** of line 1, column (d)	2	0.25850465668
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.05170093134
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	285,954.
5	Multiply line 4 by line 3	5	14,784.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	44.
7	Add lines 5 and 6	7	14,828.
8	Enter qualifying distributions from Part XII, line 4	8	12,975.

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	88.
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	88.
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	88.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 36.		
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	36.
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	52.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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 6			
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)*

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 OF NW OHIO Telephone no ▶ (419)259-6803

Located at ▶ ONE SEAGATE, TOLEDO, OH ZIP + 4 ▶ 43560

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? 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 ▶	16		X

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		-0-	-0-	-0-

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

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

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

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 **Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 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 ▶	

Form **990-PF** (2010)

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	276,863.
b	Average of monthly cash balances	1b	13,446.
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	290,309.
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	290,309.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	4,355.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	285,954.
6	**Minimum investment return.** Enter 5% of line 5	6	14,298.

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	14,298.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	88.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	88.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	14,210.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	14,210.
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	14,210.

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	12,975.
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	12,975.
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	12,975.

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				14,210.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			6,699.	
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: ▶ $ 12,975.				
a Applied to 2009, but not more than line 2a			6,699.	
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				6,276.
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				7,934.
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	Prior 3 years			(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	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

SEE STATEMENT 8

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 10				
Total ▶ **3a**				12,600.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				NONE	3.
4 Dividends and interest from securities				NONE	5,187.
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	-20,836.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				NONE	-15,646.
13 Total. Add line 12, columns (b), (d), and (e)				13	-15,646.

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Signature of officer or trustee MATT CAROTHERS Date 04/25/2011 ▶ Title Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ Firm's EIN ▶

Firm's address ▶ Phone no

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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					1,414.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,373.	
		12.292 AMERICAN CENTURY VISTA FUND # 24 PROPERTY TYPE: SECURITIES					08/19/2009	02/17/2010
164.00		148.00					16.00	
		68.144 AMERICAN CENTURY VISTA FUND # 24 PROPERTY TYPE: SECURITIES					07/15/2009	02/17/2010
910.00		768.00					142.00	
		26.157 AMERICAN CENTURY VISTA FUND # 24 PROPERTY TYPE: SECURITIES					06/15/2009	02/17/2010
349.00		299.00					50.00	
		14.871 AMERICAN CENTURY VISTA FUND # 24 PROPERTY TYPE: SECURITIES					06/15/2009	03/19/2010
210.00		170.00					40.00	
		18.609 AMERICAN CENTURY VISTA FUND # 24 PROPERTY TYPE: SECURITIES					05/12/2009	03/19/2010
263.00		207.00					56.00	
		17.022 AMERICAN CENTURY VISTA FUND # 24 PROPERTY TYPE: SECURITIES					10/16/2008	03/19/2010
241.00		203.00					38.00	
		205.044 AMERICAN CENTURY VISTA FUND # 24 PROPERTY TYPE: SECURITIES					08/13/2008	03/19/2010
2,897.00		3,701.00					-804.00	
		1010.716 AMERICAN CENTURY VISTA FUND # 2 PROPERTY TYPE: SECURITIES					07/15/2008	03/19/2010
14,281.00		18,658.00					-4,377.00	
		1.113 BARON GROWTH FUND PROPERTY TYPE: SECURITIES					07/15/2008	02/17/2010
46.00		48.00					-2.00	
		14.755 BARON GROWTH FUND PROPERTY TYPE: SECURITIES					04/16/2008	02/17/2010
605.00		692.00					-87.00	

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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)	
		6.438 BARON GROWTH FUND PROPERTY TYPE: SECURITIES					04/16/2008	03/19/2010
283.00		302.00					-19.00	
		6.773 BARON GROWTH FUND PROPERTY TYPE: SECURITIES					04/13/2010	05/19/2010
293.00		309.00					-16.00	
		47.927 COLUMBIA MID CAP VALUE FD-CL Z PROPERTY TYPE: SECURITIES					02/17/2010	03/19/2010
568.00		532.00					36.00	
		13.984 COLUMBIA MID CAP VALUE FD-CL Z PROPERTY TYPE: SECURITIES					04/13/2010	05/19/2010
162.00		174.00					-12.00	
		152.633 COLUMBIA MID CAP VALUE FD-CL Z PROPERTY TYPE: SECURITIES					04/13/2010	06/17/2010
1,783.00		1,894.00					-111.00	
		91.743 COLUMBIA MID CAP VALUE FD-CL Z PROPERTY TYPE: SECURITIES					02/17/2010	06/17/2010
1,072.00		1,018.00					54.00	
		31.729 COLUMBIA MID CAP VALUE FD-CL Z PROPERTY TYPE: SECURITIES					07/28/2010	09/27/2010
371.00		364.00					7.00	
		12.784 COLUMBIA MID CAP VALUE FD-CL Z PROPERTY TYPE: SECURITIES					02/17/2010	09/27/2010
150.00		142.00					8.00	
		3.845 COLUMBIA MID CAP VALUE FD-CL Z PROPERTY TYPE: SECURITIES					07/15/2009	09/27/2010
45.00		34.00					11.00	
		66.516 COLUMBIA MID CAP VALUE FD-CL Z PROPERTY TYPE: SECURITIES					06/15/2009	09/27/2010
778.00		589.00					189.00	
		258.152 COLUMBIA MID CAP VALUE FD-CL Z PROPERTY TYPE: SECURITIES					02/13/2008	09/27/2010
3,020.00		3,498.00					-478.00	

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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)	
		13.891 COLUMBIA MID CAP VALUE FD-CL Z PROPERTY TYPE: SECURITIES					12/13/2007	09/27/2010
163.00		205.00					-42.00	
		1023.112 COLUMBIA MID CAP VALUE FD-CL Z PROPERTY TYPE: SECURITIES					07/17/2007	09/27/2010
11,970.00		16,493.00					-4,523.00	
		5.701 EUROPACIFIC GROWTH FD CL F-2 PROPERTY TYPE: SECURITIES					02/17/2010	03/19/2010
217.00		208.00					9.00	
		44.292 EUROPACIFIC GROWTH FD CL F-2 PROPERTY TYPE: SECURITIES					02/17/2010	04/13/2010
1,745.00		1,613.00					132.00	
		23.785 EUROPACIFIC GROWTH FD CL F-2 PROPERTY TYPE: SECURITIES					12/21/2009	04/13/2010
937.00		913.00					24.00	
		22.347 EUROPACIFIC GROWTH FD CL F-2 PROPERTY TYPE: SECURITIES					08/19/2009	04/13/2010
880.00		777.00					103.00	
		42.327 EUROPACIFIC GROWTH FD CL F-2 PROPERTY TYPE: SECURITIES					05/19/2010	06/17/2010
1,517.00		1,467.00					50.00	
		56.213 EUROPACIFIC GROWTH FD CL F-2 PROPERTY TYPE: SECURITIES					08/19/2009	06/17/2010
2,015.00		1,954.00					61.00	
		19.333 EUROPACIFIC GROWTH FD CL F-2 PROPERTY TYPE: SECURITIES					08/19/2009	07/28/2010
717.00		672.00					45.00	
		16.234 EUROPACIFIC GROWTH FD CL F-2 PROPERTY TYPE: SECURITIES					12/14/2010	12/16/2010
673.00		679.00					-6.00	
		67.033 FIFTH THIRD DISCIPLINED LARGE VAL PROPERTY TYPE: SECURITIES					02/17/2010	03/19/2010
672.00		639.00					33.00	

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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)	
		66.987 FIFTH THIRD DISCIPLINED LARGE VAL PROPERTY TYPE: SECURITIES					05/19/2010	06/17/2010
634.00		635.00					-1.00	
		312.979 FIFTH THIRD DISCIPLINED LARGE VA PROPERTY TYPE: SECURITIES					04/13/2010	06/17/2010
2,961.00		3,233.00					-272.00	
		61.164 FIFTH THIRD DISCIPLINED LARGE VAL PROPERTY TYPE: SECURITIES					07/28/2010	09/27/2010
594.00		574.00					20.00	
		252.142 FIFTH THIRD DISCIPLINED LARGE VA PROPERTY TYPE: SECURITIES					04/13/2010	09/27/2010
2,448.00		2,605.00					-157.00	
		484.506 FIFTH THIRD DISCIPLINED LARGE VA PROPERTY TYPE: SECURITIES					02/17/2010	09/27/2010
4,705.00		4,617.00					88.00	
		361.383 FIFTH THIRD DISCIPLINED LARGE VA PROPERTY TYPE: SECURITIES					12/21/2009	09/27/2010
3,509.00		3,484.00					25.00	
		237.016 FIFTH THIRD DISCIPLINED LARGE VA PROPERTY TYPE: SECURITIES					10/16/2008	09/27/2010
2,301.00		2,000.00					301.00	
		145.241 FIFTH THIRD DISCIPLINED LARGE VA PROPERTY TYPE: SECURITIES					12/10/2007	09/27/2010
1,410.00		1,983.00					-573.00	
		3326.581 FIFTH THIRD DISCIPLINED LARGE V PROPERTY TYPE: SECURITIES					07/16/2007	09/27/2010
32,301.00		51,263.00					-18,962.00	
		154.838 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					08/19/2009	02/17/2010
1,473.00		1,451.00					22.00	
		158.419 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					04/14/2009	02/17/2010
1,507.00		1,429.00					78.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		114.545 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					03/19/2010	04/13/2010
1,088.00		1,088.00						
		23.044 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					03/19/2010	05/19/2010
220.00		219.00					1.00	
		182.083 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					04/14/2009	05/19/2010
1,739.00		1,642.00					97.00	
		185.784 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					04/14/2009	06/17/2010
1,772.00		1,676.00					96.00	
		312.816 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					02/17/2006	06/17/2010
2,984.00		2,900.00					84.00	
		157.65 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					02/17/2006	07/28/2010
1,510.00		1,461.00					49.00	
		100.528 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					02/17/2006	12/14/2010
962.00		932.00					30.00	
		56.436 FIFTH THIRD SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES					02/17/2006	12/16/2010
540.00		523.00					17.00	
		224.746 GOLDMAN SACHS M/C VALUE-INST PROPERTY TYPE: SECURITIES					09/27/2010	12/16/2010
7,956.00		7,187.00					769.00	
		103.64 GROWTH FD AMER INC CL F2 PROPERTY TYPE: SECURITIES					12/21/2009	02/17/2010
2,783.00		2,811.00					-28.00	
		22.132 GROWTH FD AMER INC CL F2 PROPERTY TYPE: SECURITIES					12/21/2009	03/19/2010
624.00		600.00					24.00	

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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)	
		24.227 GROWTH FD AMER INC CL F2 PROPERTY TYPE: SECURITIES					12/21/2009	04/13/2010
705.00		657.00					48.00	
		25.157 GROWTH FD AMER INC CL F2 PROPERTY TYPE: SECURITIES					08/19/2009	04/13/2010
732.00		619.00					113.00	
		80.939 GROWTH FD AMER INC CL F2 PROPERTY TYPE: SECURITIES					04/14/2009	04/13/2010
2,355.00		1,687.00					668.00	
		10.563 GROWTH FD AMER INC CL F2 PROPERTY TYPE: SECURITIES					05/19/2010	06/17/2010
286.00		283.00					3.00	
		59.012 GROWTH FD AMER INC CL F2 PROPERTY TYPE: SECURITIES					04/14/2009	06/17/2010
1,595.00		1,230.00					365.00	
		55.746 GROWTH FD AMER INC CL F2 PROPERTY TYPE: SECURITIES					10/16/2008	06/17/2010
1,507.00		1,214.00					293.00	
		40.156 GROWTH FD AMER INC CL F2 PROPERTY TYPE: SECURITIES					12/14/2010	12/16/2010
1,218.00		1,220.00					-2.00	
		28.354 LAZARD EMERGING MARKETS PORT-OP PROPERTY TYPE: SECURITIES					02/17/2010	03/19/2010
536.00		505.00					31.00	
		324.087 LAZARD EMERGING MARKETS PORT-OP PROPERTY TYPE: SECURITIES					06/17/2010	07/28/2010
6,307.00		5,986.00					321.00	
		29.798 LAZARD EMERGING MARKETS PORT-OP PROPERTY TYPE: SECURITIES					05/19/2010	07/28/2010
580.00		530.00					50.00	
		5.208 LAZARD EMERGING MARKETS PORT-OP PROPERTY TYPE: SECURITIES					04/13/2010	07/28/2010
101.00		103.00					-2.00	

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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)	
		24.014 LAZARD EMERGING MARKETS PORT-OP PROPERTY TYPE: SECURITIES					02/17/2010	07/28/2010
467.00		428.00					39.00	
		24.472 LAZARD EMERGING MARKETS PORT-OP PROPERTY TYPE: SECURITIES					12/21/2009	07/28/2010
476.00		444.00					32.00	
		293.08 LAZARD EMERGING MARKETS PORT-OP PROPERTY TYPE: SECURITIES					04/14/2009	07/28/2010
5,703.00		3,529.00					2,174.00	
		28.543 LAZARD EMERGING MARKETS PORT-OP PROPERTY TYPE: SECURITIES					02/10/2009	07/28/2010
555.00		296.00					259.00	
		82.578 LAZARD EMERGING MARKETS PORT-OP PROPERTY TYPE: SECURITIES					11/13/2008	07/28/2010
1,607.00		968.00					639.00	
		54.108 LAZARD EMERGING MARKETS PORT-OP PROPERTY TYPE: SECURITIES					10/16/2008	07/28/2010
1,053.00		694.00					359.00	
		5.114 LAZARD EMERGING MARKETS PORT-OP PROPERTY TYPE: SECURITIES					08/26/2008	07/28/2010
100.00		104.00					-4.00	
		20.492 LAZARD EMERGING MARKETS PORT-OP PROPERTY TYPE: SECURITIES					08/26/2008	07/28/2010
399.00		418.00					-19.00	
		147.731 LAZARD EMERGING MARKETS PORT-OP PROPERTY TYPE: SECURITIES					02/13/2008	07/28/2010
2,875.00		3,343.00					-468.00	
		15.175 LAZARD EMERGING MARKETS PORT-OP PROPERTY TYPE: SECURITIES					12/27/2007	07/28/2010
295.00		366.00					-71.00	
		45.331 LAZARD EMERGING MARKETS PORT-OP PROPERTY TYPE: SECURITIES					12/27/2007	07/28/2010
882.00		1,094.00					-212.00	

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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)	
		217.149 LAZARD EMERGING MARKETS PORT-OP PROPERTY TYPE: SECURITIES					11/14/2007	07/28/2010
4,226.00		6,009.00					-1,783.00	
		.992 LAZARD EMERGING MARKETS PORT-OP PROPERTY TYPE: SECURITIES					08/28/2007	07/28/2010
19.00		23.00					-4.00	
		1.7 LAZARD EMERGING MARKETS PORT-OP PROPERTY TYPE: SECURITIES					08/28/2007	07/28/2010
33.00		40.00					-7.00	
		13.047 LAZARD EMERGING MARKETS PORT-OP PROPERTY TYPE: SECURITIES					08/13/2007	07/28/2010
254.00		313.00					-59.00	
		259.494 LAZARD EMERGING MARKETS PORT-OP PROPERTY TYPE: SECURITIES					01/17/2007	07/28/2010
5,050.00		5,335.00					-285.00	
		21.723 LORD ABBETT BOND DEBENTURE FUND A PROPERTY TYPE: SECURITIES					02/17/2010	04/13/2010
164.00		158.00					6.00	
		30.245 LORD ABBETT BOND DEBENTURE FUND A PROPERTY TYPE: SECURITIES					02/17/2010	05/19/2010
224.00		220.00					4.00	
		43.505 LORD ABBETT BOND DEBENTURE FUND A PROPERTY TYPE: SECURITIES					12/14/2010	12/16/2010
337.00		338.00					-1.00	
		206.271 MFS VALUE FUND CLASS I PROPERTY TYPE: SECURITIES					09/27/2010	12/16/2010
4,666.00		4,361.00					305.00	
		24.694 OPPENHEIMER DVLPING MKTS-Y PROPERTY TYPE: SECURITIES					12/14/2010	12/16/2010
857.00		865.00					-8.00	
		45.555 PIMCO TOTAL RETURN FUND PROPERTY TYPE: SECURITIES					02/10/2009	02/17/2010
497.00		463.00					34.00	

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)	
		129.378 PIMCO TOTAL RETURN FUND PROPERTY TYPE: SECURITIES					02/21/2006	02/17/2010
1,413.00		1,352.00					61.00	
		150.327 PIMCO TOTAL RETURN FUND PROPERTY TYPE: SECURITIES					03/19/2010	04/13/2010
1,663.00		1,658.00					5.00	
		2.735 PIMCO TOTAL RETURN FUND PROPERTY TYPE: SECURITIES					02/21/2006	04/13/2010
30.00		29.00					1.00	
		280.713 PIMCO TOTAL RETURN FUND PROPERTY TYPE: SECURITIES					02/21/2006	05/19/2010
3,127.00		2,934.00					193.00	
		14.437 PIMCO TOTAL RETURN FUND PROPERTY TYPE: SECURITIES					06/17/2010	07/28/2010
164.00		161.00					3.00	
		94.217 PIMCO TOTAL RETURN FUND PROPERTY TYPE: SECURITIES					12/14/2010	12/16/2010
1,010.00		1,011.00					-1.00	
		34.542 ROWE T PRICE MID-CAP GROWTH FUND PROPERTY TYPE: SECURITIES					03/19/2010	04/13/2010
1,839.00		1,751.00					88.00	
		7.838 ROWE T PRICE MID-CAP GROWTH FUND # PROPERTY TYPE: SECURITIES					03/19/2010	05/19/2010
394.00		397.00					-3.00	
		47.356 ROWE T PRICE MID-CAP GROWTH FUND PROPERTY TYPE: SECURITIES					03/19/2010	06/17/2010
2,428.00		2,400.00					28.00	
		6.998 ROWE T PRICE MID-CAP GROWTH FUND # PROPERTY TYPE: SECURITIES					07/28/2010	12/14/2010
406.00		351.00					55.00	
		84.691 ROWE T PRICE MID-CAP GROWTH FUND PROPERTY TYPE: SECURITIES					03/19/2010	12/14/2010
4,918.00		4,293.00					625.00	

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)	
		9.406 ROWE T PRICE US TREAS FDS LONG TER PROPERTY TYPE: SECURITIES					08/29/2008	02/17/2010
104.00		114.00					-10.00	
		4.691 ROWE T PRICE US TREAS FDS LONG TER PROPERTY TYPE: SECURITIES					07/31/2008	02/17/2010
52.00		56.00					-4.00	
		28.16 ROWE T PRICE US TREAS FDS LONG TER PROPERTY TYPE: SECURITIES					11/10/2009	02/17/2010
311.00		342.00					-31.00	
		33.498 ROWE T PRICE US TREAS FDS LONG TE PROPERTY TYPE: SECURITIES					03/19/2010	04/13/2010
371.00		376.00					-5.00	
		31.213 ROWE T PRICE US TREAS FDS LONG TE PROPERTY TYPE: SECURITIES					03/19/2010	05/19/2010
365.00		350.00					15.00	
		59.975 ROWE T PRICE US TREAS FDS LONG TE PROPERTY TYPE: SECURITIES					11/10/2009	05/19/2010
701.00		728.00					-27.00	
		66.636 ROWE T PRICE US TREAS FDS LONG TE PROPERTY TYPE: SECURITIES					07/15/2008	05/19/2010
779.00		804.00					-25.00	
		9.551 ROWE T PRICE US TREAS FDS LONG TER PROPERTY TYPE: SECURITIES					07/15/2008	07/28/2010
115.00		115.00						
		20.868 ROYCE FD TOTAL RETURN FD PROPERTY TYPE: SECURITIES					02/17/2010	03/19/2010
240.00		226.00					14.00	
		31.335 ROYCE FD TOTAL RETURN FD PROPERTY TYPE: SECURITIES					04/13/2010	05/19/2010
358.00		375.00					-17.00	
		63.933 ROYCE FD TOTAL RETURN FD PROPERTY TYPE: SECURITIES					06/17/2010	12/14/2010
839.00		726.00					113.00	

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)	
		101.467 ROYCE FD TOTAL RETURN FD PROPERTY TYPE: SECURITIES					04/13/2010	12/14/2010
1,331.00		1,214.00					117.00	
		24.313 ROYCE FD TOTAL RETURN FD PROPERTY TYPE: SECURITIES					04/13/2010	12/16/2010
320.00		291.00					29.00	
TOTAL GAIN(LOSS)		.....					-20,836.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	3.	3.
TOTAL	3.	3.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	768.	768.
DOMESTIC DIVIDENDS	1,735.	1,735.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	649.	649.
NONQUALIFIED DOMESTIC DIVIDENDS	2,035.	2,035.
TOTAL	5,187.	5,187.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	550.	275.		275.
TOTALS	550.	275.	NONE	275.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES ON QUALIFIED FOR	115.	115.
TOTALS	115.	115.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK SERVICE FEES	400.	400.	
OTHER MISC. EXPENSES	100.		100.
TOTALS	500.	400.	100.

STATE(S) WHERE THE FOUNDATION IS REGISTERED

OH

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

OFFICER NAME:
FIFTH THIRD BANK OF NW OH NA
ADDRESS:
5520 MONROE ST
SYLVANIA, OH 43560
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

RECIPIENT NAME:
FIFTH THIRD BANK
ADDRESS:
5520 MONROE STREET
SYLVANIA, OH 43560
RECIPIENT'S PHONE NUMBER: 419-885-5322
FORM, INFORMATION AND MATERIALS:
LETTER
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
FUNDS TO BE USED FOR RELIGOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES OR FOR PREVENTION OF CRUELTY TO CHILDREN

RECIPIENT NAME:
ST. JOSEPH CHURCH
ADDRESS:
628 LOCUST STREET
TOLEDO, OH 43604
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:
THE SALVATION ARMY
ADDRESS:
1856 W SYLVANIA AVENUE
TOLEDO, OH 43613
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:
CENTRAL CATHOLIC
HIGH SCHOOL
ADDRESS:
2550 CHERRY ST.
TOLEDO, OH 43608
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
EDUCATIONAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 5,600.

RECIPIENT NAME:
BLESSED SACRAMENT PARISH
ADDRESS:
4227 BELLEVUE RD
TOLEDO, OH 43613
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
RELIGIOUS PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:
ST. VINCENT DEPAUL
SOCIETY
ADDRESS:
1001 WASHINGTON ST.
TOLEDO, OH 43602
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
HELPING THE UNDER PRIVILEGED
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:
TOLEDO/LUCAS COUNTY
LIBRARY
ADDRESS:
806 MAIN ST.
TOLEDO, OH 43607
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
LITERARY PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ..... 1,000.

TOTAL GRANTS PAID: 12,600.

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

NONQUALIFIED SHORT-TERM CAPITAL GAIN DIVIDEND	1,414.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		1,414.00

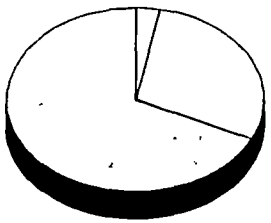
LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

LONG-TERM 15% CAPITAL GAIN DIVIDENDS	1,373.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		1,373.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		1,373.00

FIFTH THIRD
INSTITUTIONAL SERVICES

INVESTMENT ALLOCATION SUMMARY



- ☐ Cash and Equivalents - 3%
- ☐ Fixed Income - 29%
- ☐ Equities - 68%

Description	Last Statement	This Statement	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	$17,866.25	$10,797.82 ✓	3%	$1.08	0.0%
Fixed Income	$83,933.08	$88,971.80 ✓	29%	$3,016.75	3.4%
Equities	$200,715.59	$209,001.61 ✓	68%	$2,156.60	1.0%
Total Account Value	**$302,514.92**	**$308,771.23**	**100%**	**$5,174.43**	**1.7%**

Net change in total account value 2.1 % Increase

ACCOUNT SUMMARY

	Income Cash	Principal Cash	Investments*	Total
Beginning Balance	**$(30,328.68)**	**$48,194.93**	**$284,648.67**	**$302,514.92**
Income	$1,877.58	$2,786.58		$4,664.16
Distributions	$(33.33)	$(7,000.00)		$(7,033.33)
Net Security Transactions		$(4,699.26)	$4,699.26	
Change in Market Value			$8,625.48	$8,625.48
Ending Balance	**$(28,484.43)**	**$39,282.25**	**$297,973.41**	**$308,771.23**

* Investments represent the activity in your equity, bond & other security holdings

ACCOUNT OVERVIEW

	Current Period	YTD
Income Earned		
Interest	$205.54	$2,179.67
Dividends	$4,458.62	$5,680.37
Total Income Earned	$4,664.16	$7,860.04
Distributions		
Cash	$(33.33)	$(6,649.96)
Benefits Paid	$(7,000.00)	$(7,000.00)
Total Distributions	$(7,033.33)	$(13,649.96)
Security Transactions		
Purchases	$(30,732.42)	$(189,604.11)
Sales	$26,033.16	$195,956.10
Net Security Transactions	$(4,699.26)	$6,351.99
Change in Market Value	$8,625.48	$30,077.32

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	$1,995.55	$3,906.57
Long-term gain/(loss)	$47.09	$(27,528.06)
Net realized gain/(loss)	**$2,042.64**	**$(23,621.49)**

INVESTMENT OBJECTIVE

Growth and Income

Total return through long-term growth of capital, an expectation of a modest level of principal fluctuation, and moderate current taxable income.

FIFTH THIRD
INSTITUTIONAL SERVICES

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
0.8200		CASH	$1.000	$0.82	0.0%	$0.82			
10,797.0000		FIFTH THIRD PRIME MONEY MARKET FUND (N) CUSIP - 898330204	$1.000	$10,797.00	3.5%	$10,797.00		$1.08	
		Cash & Equivalents - Total		**$10,797.82**	**3.5%**	**$10,797.82**		**$1.08**	**0.0%**
Fixed Income									
1,833.4760	KNLMX	FIFTH THIRD SHORT TERM BOND FUND CUSIP - 351889928	$9.560	$17,528.03	5.7%	$16,996.33	$531.70	$355.69	2.0%
1,470.0460	LBNDX	LORD ABBETT BD DEB FD CLASS A CUSIP - 544004104	$7.810	$11,481.06	3.7%	$11,137.24	$343.82	$667.40	5.8%
4,099.3000	PTTPX	PIMCO TOTAL RETURN FUND CUSIP - 72201M552	$10.850	$44,477.41	14.4%	$43,124.41	$1,353.00	$1,397.86	3.1%
1,357.1690	PRULX	ROWE T PRICE US TREAS FDS LONG TERM FD CUSIP - 77957T206	$11.410	$15,485.30	5.0%	$16,210.19	$(724.89)	$595.80	3.8%
		Fixed Income - Total		**$88,971.80**	**28.8%**	**$87,468.17**	**$1,503.63**	**$3,016.75**	**3.4%**
Equities									
210.2790	BGRFX	BARON GROWTH FUND FUND #587 CUSIP - 068278209	$51.230	$10,772.59	3.5%	$9,928.37	$844.22		
846.7520	AEPFX	EUROPACIFIC GROWTH FD CL F-2 CUSIP - 29875E100	$41.330	$34,996.26	11.3%	$35,690.83	$(694.57)	$573.25	1.6%
294.2050	GSMCX	GOLDMAN SACHS MID-CAP VALUE FUND INST CUSIP - 38141W398	$36.150	$10,635.51	3.4%	$9,408.67	$1,226.84	$76.79	0.7%
1,531.1750	GFFFX	GROWTH FD AMER INC CL F2	$30.410	$46,563.03	15.1%	$47,788.53	$(1,225.50)	$489.98	1.1%

FIFTH THIRD
INSTITUTIONAL SERVICES

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 - 399874825							
2,055.0400	MEIIX	MFS VALUE FUND CLASS I CUSIP - 552983694	$22.910	$47,080.97	15.2%	$43,443.54	$3,637.43	$731.59	1.6%
1,066.9170	ODVYX	OPPENHEIMER DVLPING MKTS-Y CUSIP - 683974505	$36.070	$38,483.70	12.5%	$32,330.35	$6,153.35	$152 57	0.4%
172 5250	RPMGX	T ROWE PRICE MID-CAP GROWTH FUND #64 CUSIP - 779556109	$58.530	$10,097.89	3.3%	$8,745.29	$1,352 60	$10 35	0 1%
787.5220	RYTRX	ROYCE FD TOTAL RETURN FD FUND 267 CUSIP - 780905881	$13.170	$10,371.66	3.4%	$10,082.66	$289 00	$122 07	1 2%
		Equities - Total		**$209,001.61**	**67.7%**	**$197,418.24**	**$11,583.37**	**$2,156.60**	**1.0%**
Total Portfolio Positions				**$308,771.23**	**100.0%**	**$295,684.23**	**$13,087.00**	**$5,174.43**	**1.7%**