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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

OMB No 1545-0052

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 10/01, 2010, and ending 09/30, 2011

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

A Employer identification number

TR U/A THE CAMDEN FOUNDATION

31-6024141

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

P O BOX 630858

City or town, state, and ZIP code

CINCINNATI, OH 45263-0858

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,042,167.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

B Telephone number (see page 10 of the instructions)

(513) 534-5310

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 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)
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	13.	13.		STMT 1
4 Dividends and interest from securities	70,446.	70,354.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	40,939.			
b Gross sales price for all assets on line 6a	778,832.			
7 Capital gain net income (from Part IV, line 2)		40,939.		
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	111,398.	111,306.		
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	1,265.	326.		
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	26,179.	25,979.		200.
24 Total operating and administrative expenses. Add lines 13 through 23	27,994.	26,580.	NONE	475.
25 Contributions, gifts, grants paid	137,000.			137,000.
26 Total expenses and disbursements. Add lines 24 and 25	164,994.	26,580.	NONE	137,475.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-53,596.			
b Net investment income (if negative, enter -0-)		84,726.		
c Adjusted net income (if negative, enter -0-)				

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

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		155.	1.	1.
	2	Savings and temporary cash investments		67,721.	35,336.	35,336.
	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)		1,307,730.	1,689,195.	1,430,371.
	c	Investments - corporate bonds (attach schedule)		852,091.	449,571.	480,536.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule)				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule)				
15	Other assets (describe ▶)		25,000.	25,000.	95,923.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		2,252,697.	2,199,103.	2,042,167.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds		2,252,697.	2,199,103.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see page 17 of the instructions)		2,252,697.	2,199,103.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		2,252,697.	2,199,103.		

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	2,252,697.
2	Enter amount from Part I, line 27a	2	-53,596.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	2.
4	Add lines 1, 2, and 3	4	2,199,103.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,199,103.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo, day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col. (k), but not less than -0- or Losses (from col (h)))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	40,939.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3		
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.					

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	126,726.	2,170,738.	0.05837922402
2008	142,906.	2,004,722.	0.07128469683
2007	152,842.	2,706,487.	0.05647246782
2006	146,475.	2,945,648.	0.04972590072
2005	146,450.	2,823,483.	0.05186856092
2 Total of line 1, column (d)			2 0.28773085031
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 0.05754617006
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 2,260,541.
5 Multiply line 4 by line 3			5 130,085.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 847.
7 Add lines 5 and 6			7 130,932.
8 Enter qualifying distributions from Part XII, line 4			8 137,475.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	847.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ 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, 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	847.
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	847.
6 Credits/Payments:		
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	760.
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	760.
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	87.
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 7		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>FIFTH THIRD BANK</u> Telephone no. ▶ <u>(513) 579-5472</u> Located at ▶ <u>38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH</u> ZIP + 4 ▶ <u>45202</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 ▶ <u>15</u>			
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	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	
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** ☒

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 8		-0-	-0-	-0-

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

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

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,255,285.
b	Average of monthly cash balances	1b	39,680.
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	2,294,965.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,294,965.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	34,424.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,260,541.
6	Minimum investment return. Enter 5% of line 5	6	113,027.

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	113,027.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	847.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	847.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	112,180.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	112,180.
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	112,180.

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	137,475.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	137,475.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	847.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	136,628.

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				112,180.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 7,114.				
b From 2006 1,983.				
c From 2007 18,784.				
d From 2008 43,808.				
e From 2009 19,687.				
f Total of lines 3a through e	91,376.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 137,475.				
a Applied to 2009, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				112,180.
e Remaining amount distributed out of corpus	25,295.			
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	116,671.			
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			NONE	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	7,114.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	109,557.			
10 Analysis of line 9:				
a Excess from 2006 1,983.				
b Excess from 2007 18,784.				
c Excess from 2008 43,808.				
d Excess from 2009 19,687.				
e Excess from 2010 25,295.				

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

SEE STATEMENT 9

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

N/A

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

N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT 16				
Total			▶ 3a	137,000.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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	13.
4 Dividends and interest from securities					NONE	70,446.
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	40,939.
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	111,398.
13 Total. Add line 12, columns (b), (d), and (e)						111,398.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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.)
----------------------	--

[illegible]

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					983.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					985.	
3,866.00		50. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 1,837.00					08/12/2004 2,029.00	02/25/2011
3,809.00		50. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 1,837.00					08/12/2004 1,972.00	03/11/2011
3,584.00		50. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 1,837.00					08/12/2004 1,747.00	05/13/2011
3,553.00		50. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 1,837.00					08/12/2004 1,716.00	05/17/2011
5,373.00		75. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 2,755.00					08/12/2004 2,618.00	06/17/2011
5,354.00		100. DU PONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES 3,962.00					11/06/2003 1,392.00	03/04/2011
5,271.00		100. DU PONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES 3,962.00					11/06/2003 1,309.00	05/17/2011
1,799.00		100. DUKE ENERGY CORP PROPERTY TYPE: SECURITIES 1,563.00					01/07/2000 236.00	03/04/2011
1,887.00		100. DUKE ENERGY CORP PROPERTY TYPE: SECURITIES 1,563.00					01/07/2000 324.00	05/11/2011
1,918.00		100. DUKE ENERGY CORP PROPERTY TYPE: SECURITIES 1,563.00					01/07/2000 355.00	05/13/2011

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)	
20,413.00		775. EMC CORP/MASS PROPERTY TYPE: SECURITIES 18,396.00					05/04/1999 2,017.00	06/21/2011
16,731.00		625. EMC CORP/MASS PROPERTY TYPE: SECURITIES 14,836.00					05/04/1999 1,895.00	07/27/2011
2,500.00		100. ENTERGY ARKANSAS INC PREFERRED 6% Q PROPERTY TYPE: SECURITIES 2,565.00					09/13/2005 -65.00	11/08/2010
2,500.00		100. ENTERGY ARKANSAS INC PREFERRED 6% Q PROPERTY TYPE: SECURITIES 2,565.00					09/13/2005 -65.00	11/08/2010
5,000.00		200. ENTERGY ARKANSAS INC PREFERRED 6% Q PROPERTY TYPE: SECURITIES 5,034.00					03/24/2006 -34.00	11/08/2010
5,000.00		200. ENTERGY ARKANSAS INC PREFERRED 6% Q PROPERTY TYPE: SECURITIES 5,024.00					12/19/2005 -24.00	11/08/2010
10,000.00		400. ENTERGY ARKANSAS INC PREFERRED 6% Q PROPERTY TYPE: SECURITIES 9,680.00					04/24/2006 320.00	11/08/2010
4,266.00		50. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 2,261.00					08/12/2004 2,005.00	03/04/2011
4,116.00		50. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 2,261.00					08/12/2004 1,855.00	03/11/2011
4,049.00		50. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 2,261.00					08/12/2004 1,788.00	05/13/2011
4,001.00		50. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 2,261.00					08/12/2004 1,740.00	05/17/2011

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)	
73,373.00		675. ISHARES BARCLAYS AGGREGATE BD FD ET PROPERTY TYPE: SECURITIES 68,468.00					12/20/2007 4,905.00	11/03/2010
10,708.00		100. ISHARES BARCLAYS AGGREGATE BD FD ET PROPERTY TYPE: SECURITIES 10,143.00					12/20/2007 565.00	11/18/2010
53,859.00		500. ISHARES BARCLAYS AGGREGATE BD FD ET PROPERTY TYPE: SECURITIES 50,717.00					12/20/2007 3,142.00	11/23/2010
7,889.00		75. ISHARES BARCLAYS AGGREGATE BD FD ETF PROPERTY TYPE: SECURITIES 7,608.00					12/20/2007 281.00	12/08/2010
2,630.00		25. ISHARES BARCLAYS AGGREGATE BD FD ETF PROPERTY TYPE: SECURITIES 2,500.00					09/19/2007 130.00	12/08/2010
18,427.00		175. ISHARES BARCLAYS AGGREGATE BD FD ET PROPERTY TYPE: SECURITIES 17,502.00					09/19/2007 925.00	01/12/2011
13,162.00		125. ISHARES BARCLAYS AGGREGATE BD FD ET PROPERTY TYPE: SECURITIES 12,395.00					09/23/2008 767.00	01/12/2011
10,498.00		100. ISHARES BARCLAYS AGGREGATE BD FD ET PROPERTY TYPE: SECURITIES 9,774.00					07/09/2007 724.00	03/04/2011
10,559.00		100. ISHARES BARCLAYS AGGREGATE BD FD ET PROPERTY TYPE: SECURITIES 9,774.00					07/09/2007 785.00	03/11/2011
5,257.00		50. ISHARES BARCLAYS AGGREGATE BD FD ETF PROPERTY TYPE: SECURITIES 4,887.00					07/09/2007 370.00	03/28/2011
10,507.00		100. ISHARES BARCLAYS AGGREGATE BD FD ET PROPERTY TYPE: SECURITIES 9,774.00					07/09/2007 733.00	03/30/2011

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)	
67,616.00		600. ISHARES IBOXX \$ INVESTMENT GRADE CO PROPERTY TYPE: SECURITIES 63,308.00					12/20/2007 4,308.00	11/03/2010
10,973.00		100. ISHARES IBOXX \$ INVESTMENT GRADE CO PROPERTY TYPE: SECURITIES 10,551.00					12/20/2007 422.00	11/18/2010
47,183.00		425. ISHARES IBOXX \$ INVESTMENT GRADE CO PROPERTY TYPE: SECURITIES 44,843.00					12/20/2007 2,340.00	11/23/2010
19,428.00		175. ISHARES IBOXX \$ INVESTMENT GRADE CO PROPERTY TYPE: SECURITIES 18,275.00					09/19/2007 1,153.00	11/23/2010
2,691.00		25. ISHARES IBOXX \$ INVESTMENT GRADE COR PROPERTY TYPE: SECURITIES 2,611.00					09/19/2007 80.00	12/08/2010
8,074.00		75. ISHARES IBOXX \$ INVESTMENT GRADE COR PROPERTY TYPE: SECURITIES 7,746.00					07/09/2007 328.00	12/08/2010
21,732.00		200. ISHARES IBOXX \$ INVESTMENT GRADE CO PROPERTY TYPE: SECURITIES 20,656.00					07/09/2007 1,076.00	01/12/2011
10,812.00		100. ISHARES IBOXX \$ INVESTMENT GRADE CO PROPERTY TYPE: SECURITIES 10,328.00					07/09/2007 484.00	03/04/2011
10,872.00		100. ISHARES IBOXX \$ INVESTMENT GRADE CO PROPERTY TYPE: SECURITIES 10,328.00					07/09/2007 544.00	03/11/2011
5,431.00		50. ISHARES IBOXX \$ INVESTMENT GRADE COR PROPERTY TYPE: SECURITIES 5,164.00					07/09/2007 267.00	03/25/2011
5,432.00		50. ISHARES IBOXX \$ INVESTMENT GRADE COR PROPERTY TYPE: SECURITIES 5,164.00					07/09/2007 268.00	03/28/2011

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)	
10,822.00		100. ISHARES IBOXX \$ INVESTMENT GRADE CO PROPERTY TYPE: SECURITIES 10,328.00					07/09/2007 494.00	03/30/2011
11,109.00		100. ISHARES IBOXX \$ INVESTMENT GRADE CO PROPERTY TYPE: SECURITIES 10,328.00					07/09/2007 781.00	05/17/2011
12,148.00		210. ISHARES MSCI EAFE INDEX FUND PROPERTY TYPE: SECURITIES 17,407.00					07/09/2007 -5,259.00	12/30/2010
17,355.00		300. ISHARES MSCI EAFE INDEX FUND PROPERTY TYPE: SECURITIES 24,699.00					07/24/2007 -7,344.00	12/30/2010
16,776.00		290. ISHARES MSCI EAFE INDEX FUND PROPERTY TYPE: SECURITIES 22,118.00					03/29/2007 -5,342.00	12/30/2010
15,725.00		185. ISHARES TRUST-S&P 400 MIDCAP ETF [R PROPERTY TYPE: SECURITIES 16,874.00					07/09/2007 -1,149.00	09/08/2011
5,525.00		65. ISHARES TRUST-S&P 400 MIDCAP ETF [RI PROPERTY TYPE: SECURITIES 5,821.00					07/24/2007 -296.00	09/08/2011
13,273.00		190. ISHARES TR RUSSELL 2000 INDEX FD ET PROPERTY TYPE: SECURITIES 16,108.00					07/09/2007 -2,835.00	09/08/2011
7,684.00		110. ISHARES TR RUSSELL 2000 INDEX FD ET PROPERTY TYPE: SECURITIES 8,976.00					07/24/2007 -1,292.00	09/08/2011
28,524.00		800. LILLY ELI & CO PROPERTY TYPE: SECURITIES 48,437.00					09/04/2003 -19,913.00	02/09/2011
5,704.00		200. MICROSOFT CORP PROPERTY TYPE: SECURITIES 5,503.00					10/03/2001 201.00	01/12/2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,057.00		100. PFIZER INC PROPERTY TYPE: SECURITIES 3,436.00					01/07/2000 -1,379.00	05/11/2011
41,152.00		800. RAYTHEON CO COMMON PROPERTY TYPE: SECURITIES 25,872.00					09/04/2003 15,280.00	02/09/2011
46,907.00		1200. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES 29,610.00					09/04/2003 17,297.00	01/12/2011
TOTAL GAIN(LOSS)							----- 40,939. =====	

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----		NET INVESTMENT INCOME -----	
MONEY MARKET INTEREST		13.		13.
		-----		-----
TOTAL		13.		13.
		=====		=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN DIVIDENDS	3,047.	3,047.
NONDIVIDEND DISTRIBUTIONS	92.	
DOMESTIC DIVIDENDS	33,324.	33,324.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	750.	750.
NONQUALIFIED FOREIGN DIVIDENDS	1,914.	1,914.
NONQUALIFIED DOMESTIC DIVIDENDS	31,319.	31,319.
	-----	-----
TOTAL	70,446.	70,354.
	=====	=====

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 -----
PRIOR YEAR EXCISE TAX PAID	179.	
EXCISE TAX ESTIMATE	760.	
FOREIGN TAXES ON QUALIFIED FOR	293.	293.
FOREIGN TAXES ON NONQUALIFIED	33.	33.
	-----	-----
TOTALS	1,265.	326.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
BANK SERVICE FEES	25,979.	25,979.	200.
OTHER MISC. EXPENSES	200.		
TOTALS	26,179.	25,979.	200.
	=====	=====	=====

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

DESCRIPTION -----	AMOUNT -----
ROUNDING ADJUSTMENT	2.

TOTAL	2.
	=====

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

OH

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

=====

OFFICER NAME:

FIFTH THIRD BANK

ADDRESS:

P.O. BOX 630858

CINCINNATI, OH 45263

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

31-6024141

RECIPIENT NAME:

DAVE GARBER @ FIFTH THIRD BANK

ADDRESS:

P.O. BOX 630858 MD 1090 HB

CINCINNATI, OH 45263

RECIPIENT'S PHONE NUMBER: 513-534-5472

FORM, INFORMATION AND MATERIALS:

AVAILABLE UPON REQUEST

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

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

RECIPIENT NAME:
MAINE COAST HERITAGE TR
ADDRESS:
1 MAIN ST. SUITE 201
TOPHSAM, ME 040486
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATION OF ALDERMERE FARM
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 15,000.

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

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

RECIPIENT NAME:
NORTHWEST FOLKLIFE FEST.
ADDRESS:
305 HARRISON ST.
SEATTLE, WA 98109
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
QUEEN CITY FOUNDATION
ADDRESS:
1 WEST FOURTH ST.
CINCINNATI, OH 45202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
THE SEVEN HILLS SCHOOLS
ADDRESS:
5400 REDBANK RD.
CINCINNATI, OH 45227-1198
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR UNRESTRICTED CAPITAL
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
UNITED WAY OF GREATER CINCINNATI
ADDRESS:
2400 READING RD.
CINCINNATI, OH 45202-1458
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 5,000.

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

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

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

RECIPIENT NAME:
MEGUNTICOCK WATERSHED ASC
ADDRESS:
P.O. 443
CAMDEN, ME 04843
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
ST. BONIFACE HAITI FOUNDATION
ADDRESS:
14 POND LANE
RANDOLPH, MA 02368
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
WORLD AFFAIRS COUNCIL
ADDRESS:
2200 ALASKAN WAY, SUITE 450
SEATTLE, WA 98121
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
CAMDEN CONFERENCE
ADDRESS:
P.O. BOX 882
CAMDEN, ME 04843-0882
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
BAY CHAMBER CONCERTS
ADDRESS:
58 BAY VIEW ST. , STE.1
CAMDEN, ME 04843
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 10,000.

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

RECIPIENT NAME:
MERCANTILE LIBRARY
ADDRESS:
414 WALNUT STREET
CINCINNATI, OH 45202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROJECT/PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
CHARLES RIVER WATERSHED ASSOC.
ADDRESS:
190 PARK ROAD
WESTON, ME 02493
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROJECT/PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

TOTAL GRANTS PAID: 137,000.
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Investment Account
TR U/A THE CAMDEN FOUNDATION

09/01/2011 - 09/30/2011

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est Annual Income	Est Yield
Cash & Equivalents									
1.1900		CASH	\$1.000	\$1.19	0.0%	\$1.19			
		Uninvested Cash - Total		\$1.19	0.0%	\$1.19			
31,690.0000		FIFTH THIRD PRIME MONEY MARKET FUND (N)	\$1.000	\$31,690.00	1.6%	\$31,690.00		\$3.17	
		(INCOME INVESTMENT)							
		CUSIP - 898330204							
3,646.0000		FIFTH THIRD PRIME MONEY MARKET FUND (N)	\$1.000	\$3,646.00	0.2%	\$3,646.00		\$0.36	
		CUSIP - 898330204							
		Taxable - Total		\$35,336.00	1.7%	\$35,336.00		\$3.53	
		Cash & Equivalents - Total		\$35,337.19	1.7%	\$35,337.19		\$3.53	0.0%
Fixed Income									
1,650.0000	AGG	ISHARES BARCLAYS AGGREGATE BD FD CUSIP - 464287226	\$110.110	\$181,681.50	8.9%	\$161,271.00	\$20,410.50	\$5,864.10	3.2%
1,500.0000	LQD	ISHARES IBOX \$ INVESTMENT GRADE CORPORATE BOND FUND CUSIP - 464287242	\$112.310	\$168,465.00	8.2%	\$152,249.28	\$16,215.72	\$7,680.00	4.6%
		Domestic Fixed Income - Total		\$350,146.50	17.1%	\$313,520.28	\$36,626.22	\$13,544.10	3.9%
200.0000	TIP	ISHARES BARCLAYS TIPS BOND FUND CUSIP - 464287176	\$114.300	\$22,860.00	1.1%	\$21,904.87	\$955.13	\$968.40	4.2%
		Inflation Indexed - Total		\$22,860.00	1.1%	\$21,904.87	\$955.13	\$968.40	4.2%
5,202.9130	FTYD	FIFTH THIRD HIGH YIELD BOND FUND CUSIP - 351889985	\$9.270	\$48,231.00	2.4%	\$50,000.00	\$(1,769.00)	\$3,714.88	7.7%
200.0000	HYG	ISHARES HIGH YIELD CORP BND FND CUSIP - 464288513	\$82.830	\$16,566.00	0.8%	\$17,689.75	\$(1,123.75)	\$1,384.80	8.4%

Investment Account



FIFTH THIRD
PRIVATE BANK

Investment Account
TR U/A THE CAMDEN FOUNDATION

09/01/2011 - 09/30/2011

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PORTFOLIO POSITIONS										(continued)
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield	
Fixed Income										(continued)
1,200.0000	PFF	ISHARES S&P PFD STK INDX FN CUSIP - 464288687	\$35.610	\$42,732.00	2.1%	\$46,455.88	\$(3,723.88)	\$3,141.60	7.4%	
High-Yield - Total				\$107,529.00	5.3%	\$114,145.63	\$(6,616.63)	\$8,241.28	7.7%	
Fixed Income - Total				\$480,535.50	23.5%	\$449,570.78	\$30,964.72	\$22,753.78	4.7%	

Equities									
625.0000	ABT	ABBOTT LABS CUSIP - 002824100	\$51.140	\$31,962.50	1.6%	\$28,518.63	\$3,443.87	\$1,200.00	3.8%
600.0000	APD	AIR PRODS & CHEMS INC CUSIP - 009158106	\$76.370	\$45,822.00	2.2%	\$44,697.00	\$1,125.00	\$1,392.00	3.0%
800.0000	AMGN	AMGEN INC CUSIP - 031162100	\$54.960	\$43,968.00	2.2%	\$45,190.00	\$(1,222.00)	\$896.00	2.0%
1,000.0000	BK	BANK OF NEW YORK MELLON CORP CUSIP - 064058100	\$18.590	\$18,590.00	0.9%	\$39,430.35	\$(20,840.35)	\$520.00	2.8%
1,500.0000	CAG	CONAGRA FOODS INC CUSIP - 205887102	\$24.220	\$36,330.00	1.8%	\$33,060.00	\$3,270.00	\$1,440.00	4.0%
725.0000	COP	CONOCOPHILLIPS CUSIP - 20825C104	\$63.320	\$45,907.00	2.2%	\$26,632.87	\$19,274.13	\$1,914.00	4.2%
1,000.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	\$39.970	\$39,970.00	2.0%	\$39,620.00	\$350.00	\$1,640.00	4.1%
2,700.0000	DUK	DUKE ENERGY CORP CUSIP - 26441C105	\$19.990	\$53,973.00	2.6%	\$42,213.14	\$11,759.86	\$2,700.00	5.0%
700.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	\$72.630	\$50,841.00	2.5%	\$31,647.00	\$19,194.00	\$1,316.00	2.6%
1,700.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	\$15.220	\$25,874.00	1.3%	\$62,103.25	\$(36,229.25)	\$1,020.00	3.9%
1,000.0000	HPQ	HEWLETT PACKARD CO CUSIP - 428236103	\$22.450	\$22,450.00	1.1%	\$23,170.00	\$(720.00)	\$480.00	2.1%

Investment Account



FIFTH THIRD
PRIVATE BANK

Investment Account

TR U/A THE CAMDEN FOUNDATION

09/01/2011 - 09/30/2011

PORTFOLIO POSITIONS (continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
1,600.0000	INTC	INTEL CORP CUSIP - 458140100	\$21.335	\$34,136.00	1.7%	\$41,289.06	\$(7,153.06)	\$1,344.00	3.9%
900.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	\$30.120	\$27,108.00	1.3%	\$32,787.00	\$(5,679.00)	\$900.00	3.3%
1,800.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	\$24.890	\$44,802.00	2.2%	\$48,806.07	\$(4,004.07)	\$1,440.00	3.2%
350.0000	NSC	NORFOLK SOUTHN CORP CUSIP - 655844108	\$61.020	\$21,357.00	1.0%	\$21,762.97	\$(405.97)	\$602.00	2.8%
800.0000	NTRS	NORTHERN TR CORP CUSIP - 665859104	\$34.980	\$27,984.00	1.4%	\$46,694.56	\$(18,710.56)	\$896.00	3.2%
900.0000	OMC	OMNICOM GROUP INC CUSIP - 681919106	\$36.840	\$33,156.00	1.6%	\$30,073.50	\$3,082.50	\$900.00	2.7%
400.0000	PEP	PEPSICO INC CUSIP - 713448108	\$61.900	\$24,760.00	1.2%	\$25,364.00	\$(604.00)	\$824.00	3.3%
2,400.0000	PFE	PFIZER INC CUSIP - 717081103	\$17.680	\$42,432.00	2.1%	\$82,461.12	\$(40,029.12)	\$1,920.00	4.5%
400.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	\$63.180	\$25,272.00	1.2%	\$24,828.00	\$444.00	\$840.00	3.3%
600.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	\$59.730	\$35,838.00	1.8%	\$35,793.00	\$45.00	\$600.00	1.7%
225.0000	MMM	3M CO CUSIP - 88579Y101	\$71.790	\$16,152.75	0.8%	\$20,375.96	\$(4,223.21)	\$495.00	3.1%
1,400.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	\$24.120	\$33,768.00	1.7%	\$28,335.13	\$5,432.87	\$672.00	2.0%
Large Cap Domestic - Total				\$782,453.25	38.3%	\$854,852.61	\$(72,399.36)	\$25,951.00	3.3%
1,711.9810	ACMVX	AMERICAN CENTURY MID CAP VALUE INV	\$11.050	\$18,917.39	0.9%	\$20,000.00	\$(1,082.61)	\$287.61	1.5%

Investment Account



FIFTH THIRD
PRIVATE BANK

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TR U/A THE CAMDEN FOUNDATION

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PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
(continued)									
Equities									
CUSIP - 025076654									
870.7270	GGDX	GOLDMAN SACHS GROWTH OPPOR-INS	\$20.480	\$17,832.49	0.9%	\$20,187.77	\$(2,355.28)		
CUSIP - 38142Y401									
800.0000	IJH	ISHARES S&P MIDCAP 400	\$77.990	\$62,392.00	3.1%	\$68,001.50	\$(5,609.50)	\$855.20	1.4%
CUSIP - 464287507									
800.0000	IWM	ISHARES RUSSELL 2000 INDEX FD	\$64.300	\$51,440.00	2.5%	\$63,562.40	\$(12,122.40)	\$822.40	1.6%
CUSIP - 464287655									
663.1150	PRNHX	T ROWE PRICE NEW HORIZONS FD	\$31.330	\$20,775.39	1.0%	\$20,999.81	\$(224.42)	\$9.28	
CUSIP - 779562107									
1,611.6060	RYTRX	ROYCE FD TOTAL RETURN FD FUND 267	\$11.440	\$18,436.77	0.9%	\$20,000.00	\$(1,563.23)	\$209.51	1.1%
CUSIP - 780905881									
Small & Mid Cap Domestic - Total				\$189,794.04	9.3%	\$212,751.48	\$(22,957.44)	\$2,184.00	1.2%
CUSIP - 197199813									
748.3210	ACINX	COLUMBIA ACORN INTL FUND Z	\$33.630	\$25,166.04	1.2%	\$30,000.00	\$(4,833.96)	\$1,011.73	4.0%
CUSIP - 197199813									
1,006.7300	AEPFX	EUROPACIFIC GROWTH FD CL F-2	\$34.230	\$34,460.37	1.7%	\$40,000.01	\$(5,539.64)	\$681.56	2.0%
CUSIP - 29875E100									
691.8360	HAIXX	HARBOR INTERNATIONAL INST	\$50.130	\$34,681.74	1.7%	\$39,999.89	\$(5,318.15)	\$603.28	1.7%
CUSIP - 411511306									
1,100.0000	EFA	ISHARES MSCI EAFE INDEX FD	\$47.780	\$52,558.00	2.6%	\$72,611.00	\$(20,053.00)	\$1,846.90	3.5%
CUSIP - 464287465									
Developed International - Total				\$146,866.15	7.2%	\$182,610.90	\$(35,744.75)	\$4,143.47	2.8%
CUSIP - 464287234									
1,500.0000	EEM	ISHARES TR MSCI EMERGING MKTS INDEX FD	\$35.095	\$52,642.50	2.6%	\$63,984.00	\$(11,341.50)	\$1,230.00	2.3%
CUSIP - 464287234									

Investment Account



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PRIVATE BANK

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TR U/A THE CAMDEN FOUNDATION

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PORTFOLIO POSITIONS							(continued)	
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income Yield
Equities								
1,944.6820	ODVYX	OPPENHEIMER DVLPING MKTS-Y CUSIP - 683974505	\$28.490	\$55,403.99	2.7%	\$67,000.04	\$(11,596.05)	\$278.09 0.5%
Emerging Markets - Total				\$108,046.49	5.3%	\$130,984.04	\$(22,937.55)	\$1,508.09 1.4%
Equities - Total				\$1,227,159.93	60.1%	\$1,381,199.03	\$(154,039.10)	\$33,786.56 2.8%

Alternative Strategies								
4,895.8540	PCRFX	PIMCO COMMODITY REALRETURN STRAT CUSIP - 72201M842	\$7.380	\$36,131.40	1.8%	\$47,000.00	\$(10,868.60)	\$6,589.82 18.2%
440.6160	PRNEX	T ROWE PRICE NEW ERA FD CUSIP - 779559103	\$39.750	\$17,514.49	0.9%	\$21,000.06	\$(3,485.57)	\$198.28 1.1%
Commodities - Total				\$53,645.89	2.6%	\$68,000.06	\$(14,354.17)	\$6,788.10 12.7%
2,525.6470	MDLOX	BLACKROCK GLOBAL ALLOCATION-A CUSIP - 09251T103	\$17.770	\$44,880.75	2.2%	\$50,000.02	\$(5,119.27)	\$813.26 1.8%
1,600.6450	MERFX	THE MERGER FUND CUSIP - 589509108	\$15.590	\$24,954.06	1.2%	\$26,000.00	\$(1,045.94)	\$483.39 1.9%
2,379.1960	AMFAX	NATIXIS FDS TR II ASG MANAGED FUTURES STRATEGY FD CL A CUSIP - 63872T745	\$10.820	\$25,742.90	1.3%	\$26,000.00	\$(257.10)	
2,824.1140	PAUPX	PIMCO ALL ASSET ALL AUTH FUND CUSIP - 72201M438	\$10.040	\$28,354.10	1.4%	\$29,999.99	\$(1,645.89)	\$2,089.84 7.4%
Non-Directional - Total				\$123,931.81	6.1%	\$132,000.01	\$(8,068.20)	\$3,386.49 2.7%
2,481.4700	AQRNX	AQR FDS	\$10.330	\$25,633.59	1.3%	\$26,000.00	\$(366.41)	

Investment Account



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Investment Account
TR U/A THE CAMDEN FOUNDATION

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

Alternative Strategies
RISK PARITY FD CL N
CUSIP - 00203H834

Directional - Total				\$25,633.59	1.3%	\$26,000.00	\$(366.41)		
Alternative Strategies - Total				\$203,211.29	10.0%	\$226,000.07	\$(22,788.78)	\$10,174.59	5.0%

Real Estate Investments									
2,321.1380	IIRAX	ING INTERNATIONAL REAL EST-A CUSIP - 44980Q542	\$7.160	\$16,619.35	0.8%	\$20,000.00	\$(3,380.65)	\$1,083.97	6.5%
2,028.3060	TRREX	T ROWE PRICE RL EST FUND(122) CUSIP - 779919109	\$16.150	\$32,757.14	1.6%	\$35,000.00	\$(2,242.86)	\$811.32	2.5%
500.0000	RWX	SPDR DJ INTL REAL ESTATE ETF CUSIP - 78463X863	\$32.050	\$16,025.00	0.8%	\$19,572.33	\$(3,547.33)	\$1,765.00	11.0%
600.0000	VNQ	VANGUARD REIT ETF CUSIP - 922908553	\$50.870	\$30,522.00	1.5%	\$32,423.98	\$(1,901.98)	\$1,201.80	3.9%
Indirect - Total				\$95,923.49	4.7%	\$106,996.31	\$(11,072.82)	\$4,862.09	5.1%

Real Estate Investments - Total				\$95,923.49	4.7%	\$106,996.31	\$(11,072.82)	\$4,862.09	5.1%
Total Portfolio Positions				\$2,042,167.40	100.0%	\$2,199,103.38	\$(156,935.98)	\$71,580.55	3.5%