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Form **990-PF**

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

**2008**

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2008, or tax year beginning 10/01, 2008, and ending 09/30, 2009

G Check all that apply:  Initial return  Final return  Amended return  Address change  Name change

Name of foundation: TR U/W LEMUEL HOLMES FOR RPI LEMUEL HOLMES FUND 10 -101160055180

Number and street (or P.O. box number if mail is not delivered to street address): KEYBANK 4900 TIEDEMAN RD. OH-01-49-0150

Room/suite:

City or town, state, and ZIP code: BROOKLYN, OH 44144-2302

A Employer identification number: 14-6014894

B Telephone number (see page 10 of the instructions): (866) 238-8650

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 671,069.

J Accounting method:  Cash  Accrual  Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis.)

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

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

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	930.	930.		STMT 1
4 Dividends and interest from securities	20,596.	20,596.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-28,682.			
b Gross sales price for all assets on line 6a	228,443.			
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	-7,156.	21,526.		
13 Compensation of officers, directors, trustees, etc.	635.	476.		159.
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	750.	NONE	NONE	750.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	152.	152.		
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	100.			100.
24 Total operating and administrative expenses. Add lines 13 through 23	1,637.	628.	NONE	1,009.
25 Contributions, gifts, grants paid	29,459.			29,459.
26 Total expenses and disbursements. Add lines 24 and 25	31,096.	628.	NONE	30,468.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-38,252.			
b Net investment income (if negative, enter -)		20,898.		
c Adjusted net income (if negative, enter -)				

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Operating and Administrative Expenses

4 15

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	58,025.	25,055.	25,055.
	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)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 6	633,507.	628,225.	646,014.	
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)	691,532.	653,280.	671,069.	
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. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	691,532.	653,280.	
	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)	691,532.	653,280.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	691,532.	653,280.		

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	691,532.
2	Enter amount from Part I, line 27a	2	-38,252.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	653,280.
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	653,280.

Part IV Capital Gains and Losses for Tax on Investment Income

Table with 4 columns: (a) List and describe the kind(s) of property sold, (b) How acquired, (c) Date acquired, (d) Date sold. Row 1a: SEE PART IV DETAIL.

Table with 4 columns: (e) Gross sales price, (f) Depreciation allowed, (g) Cost or other basis plus expense of sale, (h) Gain or (loss) (e) plus (f) minus (g). Rows a-e.

Table with 4 columns: (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), (l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)). Rows a-e.

Summary rows for capital gain net income and net short-term capital gain or (loss). Row 2: Capital gain net income or (net capital loss) -28,682. Row 3: Net short-term capital gain or (loss).

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

(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

Table for qualification under section 4940(e) with 4 columns: (a) Base period years, (b) Adjusted qualifying distributions, (c) Net value of noncharitable-use assets, (d) Distribution ratio. Rows 2007-2003.

Summary rows for qualification under section 4940(e). Rows 2-8: Total of line 1, column (d); Average distribution ratio; Enter the net value of noncharitable-use assets; Multiply line 4 by line 3; Enter 1% of net investment income; Add lines 5 and 6; Enter qualifying distributions.

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

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Total credits and payments', and 'Tax due'. Values include 418. and NONE.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and asset requirements. Columns for 'Yes' and 'No' with 'X' marks.

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)(3)? 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 KEYBANK, N.A. Telephone no. (216) 813-4556
Located at 4900 TIEDEMAN RD. OH-01-49-0150, BROOKLYN, OH ZIP + 4 44144-2302
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(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 X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . . . 1b X
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 2008? . . . . . 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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? . . . . . Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions.) . . . . . 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 X
b If "Yes," did it have excess business holdings in 2008 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 2008.) . . . . . 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 2008? . . . . . 4b X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?  **5b**

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No **6b** X  
If you answered "Yes" to 6b, also file Form 8870.

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

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No **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		635.	-0-	-0-

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

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services . . . . . **NONE**

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

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

**Part IX-B Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	

Total. Add lines 1 through 3 . . . . .

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	629,979.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions) . . . . .	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	629,979.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	629,979.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) . . . . .	<b>4</b>	9,450.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	620,529.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	31,026.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	31,026.
<b>2a</b>	Tax on investment income for 2008 from Part VI, line 5 . . . . .	<b>2a</b>	418.
<b>b</b>	Income tax for 2008. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	418.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	30,608.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	30,608.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions) . . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	30,608.

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	<b>1a</b>	30,468.
<b>b</b>	Program-related investments - total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	30,468.
<b>5</b>	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) . . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	30,468.

**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 2007	(c) 2007	(d) 2008
<b>1</b> Distributable amount for 2008 from Part XI, line 7 . . . . .				30,608.
<b>2</b> Undistributed income, if any, as of the end of 2007:				
<b>a</b> Enter amount for 2007 only . . . . .			NONE	
<b>b</b> Total for prior years: 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2008:				
<b>a</b> From 2003 . . . . .	NONE			
<b>b</b> From 2004 . . . . .	NONE			
<b>c</b> From 2005 . . . . .	NONE			
<b>d</b> From 2006 . . . . .	NONE			
<b>e</b> From 2007 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ <u>30,468.</u>				
<b>a</b> Applied to 2007, but not more than line 2a . . . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .	NONE			
<b>d</b> Applied to 2008 distributable amount . . . . .				30,468.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2008 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009 . . . . .				140.
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2004 . . . . .	NONE			
<b>b</b> Excess from 2005 . . . . .	NONE			
<b>c</b> Excess from 2006 . . . . .	NONE			
<b>d</b> Excess from 2007 . . . . .	NONE			
<b>e</b> Excess from 2008 . . . . .	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 2008, 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)

Table with columns: Tax year (a) 2008, (b) 2007, (c) 2006, (d) 2005, (e) Total. Rows include: 2a Adjusted net income, b 85% of line 2a, c Qualifying distributions from Part XII, 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, 3 Complete 3a, b, or c for the alternative test relied upon (Assets, Endowment, Support).

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 27 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 [X] 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:

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

c Any submission deadlines:

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

**Part XV Supplementary Information (continued)**

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

Recipient 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 9				
<b>Total . . . . . ▶ 3a</b>				29,459.
b <i>Approved for future payment</i>				
<b>Total . . . . . ▶ 3b</b>				





**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 COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					3,039.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,129.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-156.	
3,158.00		75. STATE STR CORP COM PROPERTY TYPE: SECURITIES 4,937.00					03/02/2007 -1,779.00	10/08/2008
2,057.00		50. STATE STR CORP COM PROPERTY TYPE: SECURITIES 3,292.00					03/02/2007 -1,235.00	01/05/2009
1,028.00		25. STATE STR CORP COM PROPERTY TYPE: SECURITIES 2,077.00					02/27/2008 -1,049.00	01/05/2009
5,076.00		450. EMC CORP COM PROPERTY TYPE: SECURITIES 6,377.00					01/05/2005 -1,301.00	01/06/2009
1,490.00		60. CATERPILLAR INC DEL COM PROPERTY TYPE: SECURITIES 3,801.00					03/02/2007 -2,311.00	02/26/2009
497.00		20. CATERPILLAR INC DEL COM PROPERTY TYPE: SECURITIES 1,617.00					06/14/2007 -1,120.00	02/26/2009
621.00		25. CATERPILLAR INC DEL COM PROPERTY TYPE: SECURITIES 1,752.00					11/14/2007 -1,131.00	02/26/2009
2,874.00		240. DEUTSCHE TELEKOM AG SPONS ADR PROPERTY TYPE: SECURITIES 4,654.00					02/27/2008 -1,780.00	02/26/2009

**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)	
2,831.00		100. TARGET CORP COM PROPERTY TYPE: SECURITIES 3,243.00				05/19/1999	02/26/2009	-412.00
1,642.00		125. AFLAC INC COM PROPERTY TYPE: SECURITIES 5,984.00				10/31/2005	03/12/2009	-4,342.00
657.00		50. AFLAC INC COM PROPERTY TYPE: SECURITIES 2,360.00				06/07/2006	03/12/2009	-1,703.00
985.00		75. AFLAC INC COM PROPERTY TYPE: SECURITIES 3,524.00				03/02/2007	03/12/2009	-2,539.00
362.00		75. TEXTRON INC COM PROPERTY TYPE: SECURITIES 4,780.00				10/04/2007	03/12/2009	-4,418.00
121.00		25. TEXTRON INC COM PROPERTY TYPE: SECURITIES 1,431.00				02/27/2008	03/12/2009	-1,310.00
1,573.00		150. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 356.00				11/28/1983	04/08/2009	1,217.00
787.00		75. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 2,683.00				12/07/2005	04/08/2009	-1,896.00
2,564.00		50. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 2,571.00				07/10/2003	04/08/2009	-7.00
2,564.00		50. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 3,005.00				12/07/2005	04/08/2009	-441.00
3,123.00		65. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 3,517.00				08/05/2005	04/08/2009	-394.00

**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)	
1,087.00		25. ABBOTT LABS COM PROPERTY TYPE: SECURITIES 871.00					07/03/2002 216.00	05/05/2009
2,175.00		50. ABBOTT LABS COM PROPERTY TYPE: SECURITIES 1,913.00					12/07/2005 262.00	05/05/2009
916.00		40. WALT DISNEY CO COM PROPERTY TYPE: SECURITIES 1,006.00					08/05/2005 -90.00	05/05/2009
2,361.00		35. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 1,745.00					01/05/2005 616.00	05/05/2009
2,374.00		120. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 679.00					12/06/1995 1,695.00	05/05/2009
2,112.00		35. MILLIPORE CORP COM PROPERTY TYPE: SECURITIES 2,498.00					03/02/2007 -386.00	05/05/2009
1,727.00		35. PEPSICO INC COM PROPERTY TYPE: SECURITIES 1,821.00					01/05/2005 -94.00	05/05/2009
4,890.00		55. SPDR GOLD TRUST FUND CLOSED-END FUND PROPERTY TYPE: SECURITIES 3,522.00					03/02/2007 1,368.00	05/05/2009
4,984.00		125. STRYKER CORP COM PROPERTY TYPE: SECURITIES 5,138.00					10/31/2005 -154.00	05/05/2009
399.00		10. STRYKER CORP COM PROPERTY TYPE: SECURITIES 665.00					02/27/2008 -266.00	05/05/2009
2,962.00		50. TELEFONICA S A SPONS ADR PROPERTY TYPE: SECURITIES 2,424.00					06/15/2006 538.00	05/05/2009

**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)	
25,000.00		2170.1389 VICTORY FUND FOR INCOME FUND PROPERTY TYPE: SECURITIES 28,993.00					04/09/2003 -3,993.00	05/05/2009
1,718.00		75. WELLS FARGO CO COM PROPERTY TYPE: SECURITIES 1,560.00					05/10/2000 158.00	05/05/2009
13,284.00		179.8365 KT TAXABLE BOND FUND (NY) PROPERTY TYPE: SECURITIES 14,561.00					08/21/1998 -1,277.00	05/08/2009
11,716.00		158.6073 KT TAXABLE BOND FUND (NY) PROPERTY TYPE: SECURITIES 12,912.00					08/31/1998 -1,196.00	05/08/2009
1,921.00		30. AIR PRODUCTS & CHEMICALS INC COM PROPERTY TYPE: SECURITIES 1,368.00					09/24/2003 553.00	05/20/2009
1,112.00		50. CHESAPEAKE ENERGY CORP COM PROPERTY TYPE: SECURITIES 1,478.00					06/07/2006 -366.00	05/20/2009
469.00		25. CISCO SYS INC COM PROPERTY TYPE: SECURITIES 421.00					08/21/1998 48.00	05/20/2009
3,189.00		50. COLGATE PALMOLIVE CO COM PROPERTY TYPE: SECURITIES 2,653.00					10/31/2005 536.00	05/20/2009
746.00		30. DIRECTV GROUP INC COM PROPERTY TYPE: SECURITIES 677.00					03/02/2007 69.00	05/20/2009
949.00		20. EATON CORP COM PROPERTY TYPE: SECURITIES 912.00					05/05/2009 37.00	05/20/2009
2,741.00		75. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 2,636.00					05/05/2009 105.00	05/20/2009

**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)	
675.00		35. ORACLE CORP COM PROPERTY TYPE: SECURITIES 581.00				03/02/2007	05/20/2009	94.00
1,812.00		35. PEPSICO INC COM PROPERTY TYPE: SECURITIES 1,821.00				01/05/2005	05/20/2009	-9.00
7,110.00		395. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 6,755.00				10/11/2006	05/20/2009	355.00
1,530.00		85. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 1,555.00				03/02/2007	05/20/2009	-25.00
360.00		20. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 375.00				05/05/2009	05/20/2009	-15.00
270.00		25. TAIWAN SEMICONDUCTOR MFG CO SPONS AD PROPERTY TYPE: SECURITIES 264.00				06/14/2007	05/20/2009	6.00
505.00		25. XILINK INC COM PROPERTY TYPE: SECURITIES 509.00				05/05/2009	05/20/2009	-4.00
616.00		20. NOBLE CORP FGN COM PROPERTY TYPE: SECURITIES 942.00				06/14/2007	05/20/2009	-326.00
2,316.00		75. DOVER CORP COM PROPERTY TYPE: SECURITIES 3,041.00				01/05/2005	05/28/2009	-725.00
1,544.00		50. DOVER CORP COM PROPERTY TYPE: SECURITIES 1,952.00				10/31/2005	05/28/2009	-408.00
772.00		25. DOVER CORP COM PROPERTY TYPE: SECURITIES 1,181.00				06/07/2006	05/28/2009	-409.00

**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)	
772.00		25. DOVER CORP COM PROPERTY TYPE: SECURITIES 791.00					05/05/2009	05/28/2009 -19.00
1,742.00		25. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 1,246.00					01/05/2005	05/29/2009 496.00
1,042.00		20. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 1,083.00					11/28/2005	05/29/2009 -41.00
17,054.00		230.8907 KT TAXABLE BOND FUND (NY) PROPERTY TYPE: SECURITIES 18,695.00					08/31/1998	05/29/2009 -1,641.00
29,333.00		397.1327 KT TAXABLE BOND FUND (NY) PROPERTY TYPE: SECURITIES 31,383.00					05/21/1999	05/29/2009 -2,050.00
3,613.00		48.9166 KT TAXABLE BOND FUND (NY) PROPERTY TYPE: SECURITIES 3,845.00					07/23/1999	05/29/2009 -232.00
4.00		.374 TAIWAN SEMICONDUCTOR MFG CO SPONS A PROPERTY TYPE: SECURITIES 4.00					06/14/2007	07/15/2009
4,233.00		55. L-3 COMMUNICATIONS CORPORATION COM PROPERTY TYPE: SECURITIES 4,292.00					10/31/2005	09/10/2009 -59.00
770.00		10. L-3 COMMUNICATIONS CORPORATION COM PROPERTY TYPE: SECURITIES 747.00					05/20/2009	09/10/2009 23.00
288.00		5. PEPSICO INC COM PROPERTY TYPE: SECURITIES 260.00					01/05/2005	09/10/2009 28.00
4,325.00		75. PEPSICO INC COM PROPERTY TYPE: SECURITIES 4,458.00					12/07/2005	09/10/2009 -133.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,975.00		195. DIRECTV GROUP INC COM PROPERTY TYPE: SECURITIES 4,402.00				03/02/2007	09/11/2009 573.00	
1,914.00		75. DIRECTV GROUP INC COM PROPERTY TYPE: SECURITIES 1,758.00				06/14/2007	09/11/2009 156.00	
383.00		15. DIRECTV GROUP INC COM PROPERTY TYPE: SECURITIES 397.00				02/27/2008	09/11/2009 -14.00	
2,169.00		85. DIRECTV GROUP INC COM PROPERTY TYPE: SECURITIES 1,924.00				05/05/2009	09/11/2009 245.00	
749.00		30. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 170.00				12/06/1995	09/11/2009 579.00	
1,248.00		50. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 1,656.00				05/10/2000	09/11/2009 -408.00	
250.00		10. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 277.00				12/07/2005	09/11/2009 -27.00	
2,319.00		50. ABBOTT LABS COM PROPERTY TYPE: SECURITIES 1,913.00				12/07/2005	09/17/2009 406.00	
2,319.00		50. ABBOTT LABS COM PROPERTY TYPE: SECURITIES 2,730.00				02/27/2008	09/17/2009 -411.00	
1,431.00		20. MILLIPORE CORP COM PROPERTY TYPE: SECURITIES 1,428.00				03/02/2007	09/17/2009 3.00	
2,146.00		30. MILLIPORE CORP COM PROPERTY TYPE: SECURITIES 2,276.00				06/14/2007	09/17/2009 -130.00	

**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)	
TOTAL GAIN (LOSS) .....							----- -28,682. =====	

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET	930.	930.
TOTAL	930.	930.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND/INTEREST	20,596.	20,596.
TOTAL	20,596.	20,596.

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	750.			750.
TOTALS	750.	NONE	NONE	750.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	152.	152.
TOTALS	152.	152.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	100.	100.
TOTALS	100.	100.

TR U/W LEMUEL HOLMES FOR RPI LEMUEL HOLMES

14-6014894

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/  
FMV

C OR F  
-----

ENDING  
BOOK VALUE  
-----

ENDING  
FMV  
----

DESCRIPTION  
-----

SEE ATTACHED

C

628,225.

628,225.

646,014.

TOTALS

628,225.

646,014.

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Part II

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41  
RUN DATE 2009-10-16  
BUS DATE 2009-10-15  
PAGE 102  
SAR ID TAC000PCRR41

3K-RG-OFF-ACCOUNT  
10-10-116-0055180  
FISCAL YEAR CODE 0931

ACCOUNT NAME  
HOLMES LEMUEL FBO RPI  
AS OF 09-30-2009

TAX ANALYST/NAME  
665 S E ADDISON-TURNER 216-813-4513

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
698255105	XL CAPITAL LTD FGN COM CL A	5,587.20	0.00	5,512.85	320.000
H5833N103	NOBLE CORP FGN COM	8,161.40	0.00	9,505.50	215.000
H8817H100	TRANSOCEAN LTD FGN COM	10,691.25	0.00	9,006.25	125.000
00724F101	ADOBE SYS INC COM	5,451.60	0.00	4,763.35	165.000
009158106	AIR PRODUCTS & CHEMICALS INC COM	5,042.70	0.00	3,356.65	65.000
023135106	AMAZON COM INC COM	6,068.40	0.00	5,191.93	65.000
037833100	APPLE INC COM	9,267.50	0.00	6,449.80	50.000
054303102	AVON PRODS INC COM	8,490.00	0.00	8,600.00	250.000
064058100	BANK OF NEW YORK MELLON CORP COM	6,957.60	0.00	6,679.20	240.000
071813109	BAXTER INTERNATIONAL INC COM	4,275.75	0.00	3,720.75	75.000
088606108	BHP BILLITON LTD SPONS ADR	3,960.60	0.00	4,528.40	60.000
12189T104	BURLINGTON NORTHERN SANTA FE COM	3,592.35	0.00	4,035.60	45.000
126650100	CVS/CAREMARK CORP COM	10,722.00	0.00	10,569.50	300.000
165167107	CHESAPEAKE ENERGY CORP COM	6,816.00	0.00	6,750.20	240.000
17275R102	CISCO SYS INC COM	11,770.00	0.00	10,989.69	500.000
194162103	COLGATE PALMOLIVE CO COM	5,721.00	0.00	3,979.50	75.000
217204106	COPART INC COM	6,642.00	0.00	6,261.50	200.000
222816100	COVANCE INC	8,934.75	0.00	9,297.95	165.000

Statement 6

PART II

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41  
RUN DATE 2009-10-16  
BUS DATE 2009-10-15  
PAGE 103  
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3K-RG-OFF-ACCOUNT ACCOUNT NAME  
10-10-116-005180 HOLMES LEHUEL FBO RPI  
FISCAL YEAR CODE 0931 AS OF 09-30-2009

TAX ANALYST/NAME  
665 S E ADDISON-TURNER 216-813-6513

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
254687106	WALT DISNEY CO COM	6,453.10	0.00	5,946.48	235.000
26875P101	EOG RESOURCES INC COM	10,021.20	0.00	6,226.60	120.000
278058102	EATON CORP COM	5,659.00	0.00	4,811.60	100.000
302130109	EXPEDITORS INTL WASH INC COM	3,515.00	0.00	3,363.00	100.000
30231G102	EXXON MOBIL CORP COM	3,430.50	0.00	2,492.50	50.000
35671D857	FREEMONT-MCMORAN COPPER & GOLD COM	4,459.65	0.00	4,654.65	65.000
372917104	GENZYME CORP GENL DIVISION COM	6,807.60	0.00	6,525.40	120.000
38259P508	GOOGLE INC COM CL A	9,917.00	0.00	10,946.67	20.000
428236103	HEWLETT PACKARD CO COM	12,746.70	0.00	9,908.00	270.000
458140100	INTEL CORP COM	8,806.50	0.00	8,844.77	450.000
459902102	INTERNATIONAL GAME TECHNOLOGY COM	5,155.20	0.00	5,511.79	240.000
46625H100	JP MORGAN CHASE & CO COM	9,859.50	0.00	7,907.24	225.000
48242M106	KBR INC COM	5,822.50	0.00	5,025.60	250.000
585055106	MEDTRONIC INC COM	6,992.00	0.00	5,628.65	190.000
594918104	MICROSOFT CORP COM	3,600.80	0.00	3,872.40	140.000
61166W101	MONSANTO CO COM	4,644.00	0.00	5,097.40	60.000
68389X105	ORACLE CORP COM	8,336.00	0.00	6,839.50	400.000

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Part II

CHARITABLE TRUSTS HOLDINGS REPORT

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AK-RG-OFF-ACCOUNT  
10-10-116-0055180 HOLMES LEHUEL FBO RPI  
FISCAL YEAR CODE 0931 AS OF 09-30-2009

TAX ANALYST/NAME  
665 S E ADDISON-TURNER 216-813-6513

CUSIP	ASSET NAME	T/W	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
693390700	PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND INSTL CL		65,486.03	0.00	62,000.00	5,996.889
704549104	PEABODY ENERGY CORP COH		6,141.30	0.00	5,245.35	165.000
74144T108	T ROWE PRICE GROUP INC COH		4,570.00	0.00	4,053.00	100.000
747525103	QUALCOMM INC COH		7,871.50	0.00	7,495.25	175.000
74762E102	QUANTA SERVICES INC COH		4,315.35	0.00	4,509.93	195.000
7495200A1	KT SHORT TERM DEPOSIT FUND		22,863.04	192.03	23,055.07	23,055.070
806407102	HENRY SCHEIN INC COH		6,314.65	0.00	6,334.85	115.000
806857108	SCHLUMBERGER LTD FGN COM		10,430.00	0.00	5,975.09	175.000
808513105	SCHWAB CHARLES CORP NEW COH		10,915.50	0.00	10,658.30	570.000
874039100	TAIWAN SEMICONDUCTOR MFG CO SPONS ADR		5,480.00	0.00	5,319.78	500.000
879382208	TELEFONICA S A SPONS ADR		8,291.00	0.00	4,848.00	100.000
881624209	TEVA PHARMACEUTICAL INDS LTD SPONS ADR		10,870.40	0.00	8,580.45	215.000
883556102	THERMO FISHER SCIENTIFIC INC COH		8,078.95	0.00	8,733.25	185.000
913017109	UNITED TECHNOLOGIES CORP COH		11,576.70	0.00	10,800.75	190.000
917047102	URBAN OUTFITTERS INC COH		4,525.50	0.00	3,117.00	150.000
926464751	VICTORY FUND FOR INCOME FUND		119,280.13	0.00	137,600.98	10,282.770
92826C839	VISA INC COH CL A		5,183.25	0.00	5,184.50	75.000
949746101	WELLS FARGO CO COH		5,213.30	0.00	4,521.60	185.000

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PART II

CHARITABLE TRUSTS HOLDINGS REPORT

3K-RG-OFF-ACCOUNT  
10-10-116-0055180 HOLMES LEMUEL FBO RPI  
FISCAL YEAR CODE 0931 AS OF 09-30-2009

TAX ANALYST/NAME  
665 S E ADDISON-TURNER 216-813-4513

REPORT TAC-CRR41  
RUN DATE 2009-10-16  
BUS DATE 2009-10-15  
PAGE 105  
SAR ID TAC000PCRR41

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
983919101	XILINX INC COM	6,440.50	0.00	5,602.66	275.000
990519076	KT TAXABLE BOND FUND (NY)	102,651.31	0.00	106,843.25	1,342.414
*** TOTAL ***		670,876.76	192.03	653,279.93	50,237.143

$$\frac{653,279.93}{25,055}$$

$$28,225$$

$$\frac{671,069}{25,055}$$

$$26,781$$

Statement 6

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

NY

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

OFFICER NAME:

KEYBANK, N.A.

ADDRESS:

4900 TIEDEMAN ROAD  
BROOKLYN, OH 44144

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 635.

TOTAL COMPENSATION: 635.  
=====

RECIPIENT NAME:  
RENSSELAER POLYTECHNIC INSTITUTE  
ATTN: JEANETTE RAPTOULIS

ADDRESS:  
110 8TH ST - TROY BLG 5TH FLR  
TROY, NY 12180

RELATIONSHIP:  
NONE

PURPOSE OF GRANT:  
GENERAL CORPORATE PURPOSES

FOUNDATION STATUS OF RECIPIENT:  
PUBLIC

AMOUNT OF GRANT PAID ..... 29,459.

TOTAL GRANTS PAID: ..... 29,459.  
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