Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
WM KILWORTH FDN T/W 40
-104200161800

Number and street (or P.O. box number if mail is not delivered to street address) | Room/suite
10 W SECOND ST 26TH FL

City or town, state, and ZIP code
DAYTON, OH 45402

A Employer identification number
91-6072527

B Telephone number (see page 10 of the instructions)
(800) 999-9658

C If exemption application is pending, check here ▶ ☐
D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 4,313,008.

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

ENVELOPE POSTMARK DATE MAY 08 2010

SCANNED MAY 12 2010

RECEIVED MAY 10 2010 OGDEN, UT

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	122,130.	122,130.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-33,441.			
b	Gross sales price for all assets on line 6a 1,712,172.				
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)	4,634.			STMT 1
12	**Total.** Add lines 1 through 11	93,323.	122,130.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	36,614.	27,460.		9,153.
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 2	1,250.	NONE	NONE	1,250.
c	Other professional fees (attach schedule) STMT 3	954.			
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) STMT 4	426.	426.		
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	27.			
24	**Total operating and administrative expenses.** Add lines 13 through 23	39,271.	27,886.	NONE	10,403.
25	Contributions, gifts, grants paid	242,333.			242,333.
26	**Total expenses and disbursements.** Add lines 24 and 25	281,604.	27,886.	NONE	252,736.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-188,281.			
b	**Net investment income** (if negative, enter -0-)		94,244.		
c	**Adjusted net income** (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. JSA Form **990-PF** (2009)

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments			
	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 16 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)	4,013,622.	3,825,339.	
	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)	4,013,622.	3,825,339.	
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	4,013,622.	3,825,339.	
	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)	4,013,622.	3,825,339.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,013,622.	3,825,339.	

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	4,013,622.
2	Enter amount from Part I, line 27a	2	-188,281.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,825,341.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	2.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,825,339.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-33,441.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col (c))
2008	267,553.	4,756,397.	0.05625119182
2007	273,731.	5,455,081.	0.05017908992
2006	271,715.	5,135,360.	0.05291060413
2005	247,027.	4,992,469.	0.04947992667
2004	272,116.	4,949,395.	0.05497964903

2	**Total** of line 1, column (d)	2	0.26380046157
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	0.05276009231
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,029,208.
5	Multiply line 4 by line 3	5	212,581.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	942.
7	Add lines 5 and 6	7	213,523.
8	Enter qualifying distributions from Part XII, line 4	8	252,736.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter: ______________ (attach copy of ruling letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	942.
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	942.
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	942.
6	Credits/Payments:				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,364.		
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	1,364.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	422.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 422. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶$ ____________ (2) On foundation managers. ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.* . .	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KEYBANK, N.A. Telephone no. ▶

Located at ▶ 10 W SECOND ST 26TH FL, DAYTON, OH ZIP + 4 ▶ 45402

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

(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

			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 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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No

If "Yes," list the years ▶ ____, ____, ____, ____

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see 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

			Yes	No
b	If "Yes," did it have excess business holdings in 2009 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 2009.)*	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 2009?	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** No: X

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		36,614.	-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.)

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	NONE
b	Average of monthly cash balances	1b	4,090,567.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,090,567.
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	4,090,567.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	61,359.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,029,208.
6	**Minimum investment return.** Enter 5% of line 5	6	201,460.

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	201,460.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	942.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	942.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	200,518.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	200,518.
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	200,518.

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	252,736.
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	252,736.
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	942.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	251,794.

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 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7					200,518.
2	Undistributed income, if any, as of the end of 2009:					
a	Enter amount for 2008 only				NONE	
b	Total for prior years: 20 07 ,20 ____ ,20 ____			NONE		
3	Excess distributions carryover, if any, to 2009:					
a	From 2004	30,513.				
b	From 2005	NONE				
c	From 2006	20,502.				
d	From 2007	8,316.				
e	From 2008	NONE				
f	**Total** of lines 3a through e		59,331.			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $	252,736.				
a	Applied to 2008, 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 2009 distributable amount					200,518.
e	Remaining amount distributed out of corpus		52,218.			
5	Excess distributions carryover applied to 2009 *(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		111,549.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				NONE	
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					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 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		30,513.			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		81,036.			
10	Analysis of line 9:					
a	Excess from 2005	NONE				
b	Excess from 2006	20,502.				
c	Excess from 2007	8,316.				
d	Excess from 2008	NONE				
e	Excess from 2009	52,218.				

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 2009, 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			
	(a) 2009	**(b)** 2008	**(c)** 2007	**(d)** 2006	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

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

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:

N/A

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

N/A

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

91-6072527

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT 15				
Total . . . . ▶ **3a**				242,333.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	122,130.	
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			18	-33,441.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b			1	4,634.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				93,323.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 93,323.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ James R Freedline Jr | 05/06/2010 ▶ Vice President

Signature of officer or trustee KEYBANK BY: J R FREEDLINE Date Title

Paid Preparer's Use Only

Preparer's signature ▶ | Date | Check if self-employed ▶ ☐ | Preparer's identifying number (See **Signature** on page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code ▶ | EIN ▶

Phone no

Form **990-PF** (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)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-8,306.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					430.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-123,659.	
		300. CITIGROUP INC COM PROPERTY TYPE: SECURITIES					08/12/2003	01/21/2009
993.00		13,515.00					-12,522.00	
		117. CITIGROUP INC COM PROPERTY TYPE: SECURITIES					02/01/2000	01/21/2009
387.00		4,768.00					-4,381.00	
		150. CITIGROUP INC COM PROPERTY TYPE: SECURITIES					05/05/2003	01/21/2009
497.00		5,963.00					-5,466.00	
		1333. CITIGROUP INC COM PROPERTY TYPE: SECURITIES					01/25/2000	01/21/2009
4,412.00		52,699.00					-48,287.00	
		334.92 FANNIE MAE POOL 580190 PROPERTY TYPE: SECURITIES					11/27/2001	01/25/2009
335.00		335.00						
		30.09 FANNIE MAE POOL 616410 PROPERTY TYPE: SECURITIES					11/27/2001	01/25/2009
30.00		30.00						
		810. TEXTRON INC COM PROPERTY TYPE: SECURITIES					10/09/2007	02/04/2009
5,215.00		51,642.00					-46,427.00	
		684. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES					12/05/2001	02/20/2009
2,073.00		22,794.00					-20,721.00	

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)	
		150. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES					09/09/2003	02/20/2009
455.00		4,016.00					-3,561.00	
		278. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES					09/12/2002	02/20/2009
842.00		5,878.00					-5,036.00	
		333.42 FANNIE MAE POOL 580190 PROPERTY TYPE: SECURITIES					11/27/2001	02/25/2009
333.00		333.00						
		30.95 FANNIE MAE POOL 616410 PROPERTY TYPE: SECURITIES					11/27/2001	02/25/2009
31.00		31.00						
		335.08 FANNIE MAE POOL 580190 PROPERTY TYPE: SECURITIES					11/27/2001	03/25/2009
335.00		335.00						
		31.11 FANNIE MAE POOL 616410 PROPERTY TYPE: SECURITIES					11/27/2001	03/25/2009
31.00		31.00						
		25. ABBOTT LABS COM PROPERTY TYPE: SECURITIES					07/19/2001	04/01/2009
1,166.00		1,209.00					-43.00	
		350. AMGEN INC COM PROPERTY TYPE: SECURITIES					05/19/2004	04/01/2009
16,919.00		19,436.00					-2,517.00	
		497. CHEVRON CORP COM PROPERTY TYPE: SECURITIES					07/19/2001	04/01/2009
33,980.00		16,004.00					17,976.00	
		170. CHEVRON CORP COM PROPERTY TYPE: SECURITIES					08/06/2002	04/01/2009
11,623.00		5,239.00					6,384.00	
		200. CISCO SYS INC COM PROPERTY TYPE: SECURITIES					03/01/2005	04/01/2009
3,486.00		3,496.00					-10.00	

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)	
		85. COLGATE PALMOLIVE CO COM PROPERTY TYPE: SECURITIES					12/13/2004	04/01/2009
5,005.00		4,252.00					753.00	
		64. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES					05/08/2008	04/01/2009
2,553.00		5,663.00					-3,110.00	
		496. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES					07/09/2002	04/01/2009
19,785.00		14,541.00					5,244.00	
		205. DIRECTV GROUP INC COM PROPERTY TYPE: SECURITIES					05/08/2008	04/01/2009
4,810.00		5,640.00					-830.00	
		50. WALT DISNEY CO COM PROPERTY TYPE: SECURITIES					05/08/2008	04/01/2009
936.00		1,734.00					-798.00	
		50. WALT DISNEY CO COM PROPERTY TYPE: SECURITIES					12/13/2004	04/01/2009
936.00		1,364.00					-428.00	
		80. DOVER CORP COM PROPERTY TYPE: SECURITIES					08/24/2005	04/01/2009
2,137.00		3,164.00					-1,027.00	
		270. EMC CORP COM PROPERTY TYPE: SECURITIES					04/20/2004	04/01/2009
3,160.00		3,497.00					-337.00	
		200. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES					04/16/2002	04/01/2009
13,839.00		8,442.00					5,397.00	
		200. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES					11/14/2001	04/01/2009
13,839.00		7,774.00					6,065.00	
		65. HONEYWELL INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES					05/08/2008	04/01/2009
1,841.00		3,856.00					-2,015.00	

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)	
		210. INTEL CORP COM PROPERTY TYPE: SECURITIES					10/19/2006	04/01/2009
3,148.00		4,408.00					-1,260.00	
		670. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES					07/19/2001	04/01/2009
35,530.00		36,287.00					-757.00	
		75. KOHLS CORP COM PROPERTY TYPE: SECURITIES					05/08/2008	04/01/2009
3,288.00		3,611.00					-323.00	
		800. KOHLS CORP COM PROPERTY TYPE: SECURITIES					12/19/2007	04/01/2009
35,071.00		36,447.00					-1,376.00	
		75. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES					05/08/2008	04/01/2009
4,136.00		4,437.00					-301.00	
		25. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES					12/06/2002	04/01/2009
1,379.00		456.00					923.00	
		140. MEDTRONIC INC COM PROPERTY TYPE: SECURITIES					10/09/2007	04/01/2009
4,141.00		7,893.00					-3,752.00	
		170. ORACLE CORP COM PROPERTY TYPE: SECURITIES					07/27/2005	04/01/2009
3,159.00		2,356.00					803.00	
		60. PEPSICO INC COM PROPERTY TYPE: SECURITIES					05/08/2008	04/01/2009
3,137.00		4,083.00					-946.00	
		345. PEPSICO INC COM PROPERTY TYPE: SECURITIES					05/21/2003	04/01/2009
18,040.00		14,939.00					3,101.00	
		50. PRAXAIR INC COM PROPERTY TYPE: SECURITIES					05/08/2008	04/01/2009
3,457.00		4,639.00					-1,182.00	

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)	
		15. PRAXAIR INC COM					07/19/2001	04/01/2009
		PROPERTY TYPE: SECURITIES						
1,037.00		346.00					691.00	
		380. PROCTER & GAMBLE CO COM					04/21/2005	04/01/2009
		PROPERTY TYPE: SECURITIES						
18,380.00		20,554.00					-2,174.00	
		1700. SYMANTEC CORP COM					06/14/2006	04/01/2009
		PROPERTY TYPE: SECURITIES						
25,942.00		26,066.00					-124.00	
		540. TAIWAN SEMICONDUCTOR MFG CO SPONS A					06/21/2007	04/01/2009
		PROPERTY TYPE: SECURITIES						
5,081.00		5,948.00					-867.00	
		80. UNITED PARCEL SERVICE INC COM CL B					05/02/2006	04/01/2009
		PROPERTY TYPE: SECURITIES						
4,001.00		6,493.00					-2,492.00	
		20. VERIZON COMMUNICATIONS COM					11/14/2001	04/01/2009
		PROPERTY TYPE: SECURITIES						
626.00		939.00					-313.00	
		80. VERIZON COMMUNICATIONS COM					12/05/2001	04/01/2009
		PROPERTY TYPE: SECURITIES						
2,502.00		3,666.00					-1,164.00	
		575. WYETH COM					01/23/2002	04/01/2009
		PROPERTY TYPE: SECURITIES						
24,871.00		36,944.00					-12,073.00	
		10. WYETH COM					07/19/2001	04/01/2009
		PROPERTY TYPE: SECURITIES						
433.00		614.00					-181.00	
		500. CATERPILLAR INC DEL COM					04/26/2007	04/16/2009
		PROPERTY TYPE: SECURITIES						
16,415.00		36,415.00					-20,000.00	
		310. MICROSOFT CORP COM					09/09/2003	04/16/2009
		PROPERTY TYPE: SECURITIES						
6,093.00		8,832.00					-2,739.00	

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)	
		65. MICROSOFT CORP COM					07/11/2003	04/16/2009
		PROPERTY TYPE: SECURITIES						
1,278.00		1,770.00					-492.00	
		100. SCHLUMBERGER LTD COM					01/09/2004	04/16/2009
		PROPERTY TYPE: SECURITIES						
4,593.00		2,737.00					1,856.00	
		55. STRYKER CORP COM					04/26/2007	04/16/2009
		PROPERTY TYPE: SECURITIES						
2,026.00		3,634.00					-1,608.00	
		45. THERMO FISHER SCIENTIFIC INC COM					12/19/2007	04/16/2009
		PROPERTY TYPE: SECURITIES						
1,669.00		2,558.00					-889.00	
		116. WELLS FARGO CO COM					06/12/2003	04/16/2009
		PROPERTY TYPE: SECURITIES						
2,305.00		2,979.00					-674.00	
		190. WYETH COM					07/19/2001	04/16/2009
		PROPERTY TYPE: SECURITIES						
8,130.00		11,668.00					-3,538.00	
		80. WYETH COM					05/05/2003	04/16/2009
		PROPERTY TYPE: SECURITIES						
3,423.00		3,461.00					-38.00	
		475. WYETH COM					01/06/2003	04/16/2009
		PROPERTY TYPE: SECURITIES						
20,325.00		18,373.00					1,952.00	
		120. WYETH COM					08/06/2002	04/16/2009
		PROPERTY TYPE: SECURITIES						
5,135.00		4,608.00					527.00	
		336.76 FANNIE MAE POOL 580190					11/27/2001	04/25/2009
		PROPERTY TYPE: SECURITIES						
337.00		337.00						
		29.88 FANNIE MAE POOL 616410					11/27/2001	04/25/2009
		PROPERTY TYPE: SECURITIES						
30.00		30.00						

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)	
		10. ABBOTT LABS COM PROPERTY TYPE: SECURITIES					07/19/2001	05/11/2009
449.00		484.00					-35.00	
		100. COMCAST CORP COM CL A PROPERTY TYPE: SECURITIES					05/08/2008	05/11/2009
1,545.00		2,200.00					-655.00	
		154. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES					07/09/2002	05/11/2009
6,961.00		4,515.00					2,446.00	
		296. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES					09/12/2002	05/11/2009
13,379.00		7,769.00					5,610.00	
		20. DOVER CORP COM PROPERTY TYPE: SECURITIES					08/24/2005	05/11/2009
666.00		791.00					-125.00	
		35. HONEYWELL INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES					05/08/2008	05/11/2009
1,181.00		2,076.00					-895.00	
		5. HONEYWELL INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES					01/07/2002	05/11/2009
169.00		173.00					-4.00	
		10. INTERNATIONAL BUSINESS MACHS COM PROPERTY TYPE: SECURITIES					07/19/2001	05/11/2009
1,033.00		1,040.00					-7.00	
		50. PEABODY ENERGY CORP COM PROPERTY TYPE: SECURITIES					09/11/2008	05/11/2009
1,599.00		2,522.00					-923.00	
		485. STRYKER CORP COM PROPERTY TYPE: SECURITIES					04/26/2007	05/11/2009
19,964.00		32,042.00					-12,078.00	
		25. TEVA PHARMACEUTICAL INDS LTD SPONS A PROPERTY TYPE: SECURITIES					12/19/2007	05/11/2009
1,127.00		1,104.00					23.00	

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)	
		100. WELLS FARGO CO COM PROPERTY TYPE: SECURITIES					06/12/2003	05/11/2009
2,736.00		2,569.00					167.00	
		15. BHP BILLITON LTD SPONS ADR PROPERTY TYPE: SECURITIES					02/06/2008	05/21/2009
776.00		1,014.00					-238.00	
		185. INTERNATIONAL BUSINESS MACHS COM PROPERTY TYPE: SECURITIES					07/19/2001	05/21/2009
18,955.00		19,233.00					-278.00	
		10. INTERNATIONAL BUSINESS MACHS COM PROPERTY TYPE: SECURITIES					09/09/2003	05/21/2009
1,025.00		899.00					126.00	
		10. INTERNATIONAL BUSINESS MACHS COM PROPERTY TYPE: SECURITIES					05/05/2003	05/21/2009
1,025.00		874.00					151.00	
		5. PRAXAIR INC COM PROPERTY TYPE: SECURITIES					07/19/2001	05/21/2009
352.00		115.00					237.00	
		55. TARGET CORP COM PROPERTY TYPE: SECURITIES					06/25/1997	05/21/2009
2,326.00		723.00					1,603.00	
		155. UNITED PARCEL SERVICE INC COM CL B PROPERTY TYPE: SECURITIES					05/02/2006	05/21/2009
7,807.00		12,579.00					-4,772.00	
		200. UNITED PARCEL SERVICE INC COM CL B PROPERTY TYPE: SECURITIES					03/20/2006	05/21/2009
10,074.00		15,654.00					-5,580.00	
		349.37 FANNIE MAE POOL 580190 PROPERTY TYPE: SECURITIES					11/27/2001	05/25/2009
349.00		349.00						
		30.03 FANNIE MAE POOL 616410 PROPERTY TYPE: SECURITIES					11/27/2001	05/25/2009
30.00		30.00						

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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)	
		340.19 FANNIE MAE POOL 580190					11/27/2001	06/25/2009
		PROPERTY TYPE: SECURITIES						
340.00		340.00						
		30.19 FANNIE MAE POOL 616410					11/27/2001	06/25/2009
		PROPERTY TYPE: SECURITIES						
30.00		30.00						
		.654 TAIWAN SEMICONDUCTOR MFG CO SPONS A					06/21/2007	07/15/2009
		PROPERTY TYPE: SECURITIES						
7.00		7.00						
		2965.94 FANNIE MAE POOL 580190					11/27/2001	07/25/2009
		PROPERTY TYPE: SECURITIES						
2,966.00		2,966.00						
		30.29 FANNIE MAE POOL 616410					11/27/2001	07/25/2009
		PROPERTY TYPE: SECURITIES						
30.00		30.00						
		300.9 FANNIE MAE POOL 580190					11/27/2001	08/25/2009
		PROPERTY TYPE: SECURITIES						
301.00		301.00						
		30.78 FANNIE MAE POOL 616410					11/27/2001	08/25/2009
		PROPERTY TYPE: SECURITIES						
31.00		31.00						
		305.56 FANNIE MAE POOL 580190					11/27/2001	09/25/2009
		PROPERTY TYPE: SECURITIES						
306.00		306.00						
		30.94 FANNIE MAE POOL 616410					11/27/2001	09/25/2009
		PROPERTY TYPE: SECURITIES						
31.00		31.00						
		10. ABBOTT LABS COM					07/19/2001	09/28/2009
		PROPERTY TYPE: SECURITIES						
485.00		484.00					1.00	
		10. ADOBE SYS INC COM					05/21/2009	09/28/2009
		PROPERTY TYPE: SECURITIES						
328.00		258.00					70.00	

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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)	
		5. APPLE INC COM PROPERTY TYPE: SECURITIES					01/25/2008	09/28/2009
930.00		667.00					263.00	
		25. AVON PRODS INC COM PROPERTY TYPE: SECURITIES					08/18/2008	09/28/2009
830.00		1,083.00					-253.00	
		15. BAXTER INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES					04/01/2009	09/28/2009
860.00		760.00					100.00	
		15. BHP BILLITON LTD SPONS ADR PROPERTY TYPE: SECURITIES					02/06/2008	09/28/2009
985.00		1,014.00					-29.00	
		25. CVS/CAREMARK CORP COM PROPERTY TYPE: SECURITIES					11/07/2007	09/28/2009
870.00		1,054.00					-184.00	
		15. CHESAPEAKE ENERGY CORP COM PROPERTY TYPE: SECURITIES					04/16/2009	09/28/2009
421.00		314.00					107.00	
		35. CISCO SYS INC COM PROPERTY TYPE: SECURITIES					04/16/2009	09/28/2009
824.00		634.00					190.00	
		10. COLGATE PALMOLIVE CO COM PROPERTY TYPE: SECURITIES					12/13/2004	09/28/2009
763.00		500.00					263.00	
		10. COMCAST CORP COM CL A PROPERTY TYPE: SECURITIES					05/08/2008	09/28/2009
170.00		220.00					-50.00	
		5. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES					09/12/2002	09/28/2009
228.00		131.00					97.00	
		10. COVANCE INC COM PROPERTY TYPE: SECURITIES					08/18/2008	09/28/2009
545.00		953.00					-408.00	

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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)	
		15. DIRECTV GROUP INC COM PROPERTY TYPE: SECURITIES					05/08/2008	09/28/2009
412.00		413.00					-1.00	
		30. WALT DISNEY CO COM PROPERTY TYPE: SECURITIES					12/13/2004	09/28/2009
844.00		819.00					25.00	
		15. DOVER CORP COM PROPERTY TYPE: SECURITIES					08/24/2005	09/28/2009
574.00		593.00					-19.00	
		5. EMC CORP COM PROPERTY TYPE: SECURITIES					04/20/2004	09/28/2009
85.00		65.00					20.00	
		10. EOG RESOURCES INC COM PROPERTY TYPE: SECURITIES					04/01/2009	09/28/2009
799.00		573.00					226.00	
		10. EATON CORP COM PROPERTY TYPE: SECURITIES					04/16/2009	09/28/2009
568.00		435.00					133.00	
		10. EXPEDITORS INTL WASH INC COM PROPERTY TYPE: SECURITIES					05/21/2009	09/28/2009
350.00		322.00					28.00	
		5. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES					11/14/2001	09/28/2009
347.00		194.00					153.00	
		15. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES					03/08/1994	09/28/2009
251.00		132.00					119.00	
		5. GENZYME CORP GENL DIVISION COM PROPERTY TYPE: SECURITIES					04/01/2009	09/28/2009
286.00		287.00					-1.00	
		15. HONEYWELL INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES					01/07/2002	09/28/2009
559.00		518.00					41.00	

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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. INTEL CORP COM					10/19/2006	09/28/2009
		PROPERTY TYPE: SECURITIES						
492.00		525.00					-33.00	
		15. JP MORGAN CHASE & CO COM					04/16/2009	09/28/2009
		PROPERTY TYPE: SECURITIES						
670.00		504.00					166.00	
		15. MCDONALDS CORP COM					12/06/2002	09/28/2009
		PROPERTY TYPE: SECURITIES						
856.00		274.00					582.00	
		15. MEDTRONIC INC COM					10/09/2007	09/28/2009
		PROPERTY TYPE: SECURITIES						
560.00		846.00					-286.00	
		10. NORTHROP GRUMMAN CORP COM					09/08/2004	09/28/2009
		PROPERTY TYPE: SECURITIES						
517.00		510.00					7.00	
		70. ORACLE CORP COM					07/27/2005	09/28/2009
		PROPERTY TYPE: SECURITIES						
1,474.00		970.00					504.00	
		15. PEABODY ENERGY CORP COM					09/11/2008	09/28/2009
		PROPERTY TYPE: SECURITIES						
565.00		756.00					-191.00	
		180. PEPSICO INC COM					05/21/2003	09/28/2009
		PROPERTY TYPE: SECURITIES						
10,607.00		7,794.00					2,813.00	
		40. PEPSICO INC COM					05/05/2003	09/28/2009
		PROPERTY TYPE: SECURITIES						
2,357.00		1,722.00					635.00	
		75. PEPSICO INC COM					01/13/2003	09/28/2009
		PROPERTY TYPE: SECURITIES						
4,420.00		3,221.00					1,199.00	
		365. PEPSICO INC COM					11/22/2002	09/28/2009
		PROPERTY TYPE: SECURITIES						
21,509.00		15,359.00					6,150.00	

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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. PRAXAIR INC COM					07/19/2001	09/28/2009
		PROPERTY TYPE: SECURITIES						
803.00		231.00					572.00	
		10. T ROWE PRICE GROUP INC COM					04/01/2009	09/28/2009
		PROPERTY TYPE: SECURITIES						
461.00		290.00					171.00	
		5. QUALCOMM INC COM					04/01/2009	09/28/2009
		PROPERTY TYPE: SECURITIES						
230.00		198.00					32.00	
		10. HENRY SCHEIN INC COM					05/11/2009	09/28/2009
		PROPERTY TYPE: SECURITIES						
553.00		464.00					89.00	
		20. SCHLUMBERGER LTD COM					01/09/2004	09/28/2009
		PROPERTY TYPE: SECURITIES						
1,207.00		547.00					660.00	
		5. SCHWAB CHARLES CORP NEW COM					05/08/2008	09/28/2009
		PROPERTY TYPE: SECURITIES						
95.00		109.00					-14.00	
		50. TAIWAN SEMICONDUCTOR MFG CO SPONS AD					06/21/2007	09/28/2009
		PROPERTY TYPE: SECURITIES						
533.00		548.00					-15.00	
		15. TARGET CORP COM					06/25/1997	09/28/2009
		PROPERTY TYPE: SECURITIES						
714.00		197.00					517.00	
		10. TEVA PHARMACEUTICAL INDS LTD SPONS A					12/19/2007	09/28/2009
		PROPERTY TYPE: SECURITIES						
515.00		441.00					74.00	
		10. THERMO FISHER SCIENTIFIC INC COM					12/19/2007	09/28/2009
		PROPERTY TYPE: SECURITIES						
439.00		569.00					-130.00	
		10. UNITED PARCEL SERVICE INC COM CL B					03/20/2006	09/28/2009
		PROPERTY TYPE: SECURITIES						
575.00		783.00					-208.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		20. URBAN OUTFITTERS INC COM					05/11/2009	09/28/2009
		PROPERTY TYPE: SECURITIES						
610.00		385.00					225.00	
		15. VERIZON COMMUNICATIONS COM					12/05/2001	09/28/2009
		PROPERTY TYPE: SECURITIES						
454.00		687.00					-233.00	
		5. VISA INC COM CL A					05/11/2009	09/28/2009
		PROPERTY TYPE: SECURITIES						
355.00		337.00					18.00	
		30. WELLS FARGO CO COM					05/05/2003	09/28/2009
		PROPERTY TYPE: SECURITIES						
863.00		721.00					142.00	
		10. TRANSOCEAN LTD FGN COM					04/01/2009	09/28/2009
		PROPERTY TYPE: SECURITIES						
842.00		594.00					248.00	
		100000. UNITED STATES TREAS NTS DTD 10/0					10/01/2007	09/30/2009
		PROPERTY TYPE: SECURITIES						
100,000.00		100,098.00					-98.00	
		307.09 FANNIE MAE POOL 580190					11/27/2001	10/25/2009
		PROPERTY TYPE: SECURITIES						
307.00		307.00						
		39.54 FANNIE MAE POOL 616410					11/27/2001	10/25/2009
		PROPERTY TYPE: SECURITIES						
40.00		40.00						
		805. ABBOTT LABS COM					07/19/2001	11/05/2009
		PROPERTY TYPE: SECURITIES						
41,421.00		38,924.00					2,497.00	
		75. ABBOTT LABS COM					08/06/2002	11/05/2009
		PROPERTY TYPE: SECURITIES						
3,859.00		2,687.00					1,172.00	
		150. AVON PRODS INC COM					08/18/2008	11/05/2009
		PROPERTY TYPE: SECURITIES						
4,954.00		6,500.00					-1,546.00	

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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)	
		125. BAXTER INTERNATIONAL INC COM					04/01/2009	11/05/2009
		PROPERTY TYPE: SECURITIES						
6,815.00		6,337.00					478.00	
		480. CVS/CAREMARK CORP COM					11/07/2007	11/05/2009
		PROPERTY TYPE: SECURITIES						
13,862.00		20,230.00					-6,368.00	
		450. CHESAPEAKE ENERGY CORP COM					04/16/2009	11/05/2009
		PROPERTY TYPE: SECURITIES						
11,106.00		9,419.00					1,687.00	
		850. CISCO SYS INC COM					04/16/2009	11/05/2009
		PROPERTY TYPE: SECURITIES						
20,246.00		15,406.00					4,840.00	
		10. COLGATE PALMOLIVE CO COM					12/13/2004	11/05/2009
		PROPERTY TYPE: SECURITIES						
794.00		500.00					294.00	
		479. CONOCOPHILLIPS COM					09/12/2002	11/05/2009
		PROPERTY TYPE: SECURITIES						
24,827.00		12,572.00					12,255.00	
		196. CONOCOPHILLIPS COM					08/06/2002	11/05/2009
		PROPERTY TYPE: SECURITIES						
10,159.00		4,767.00					5,392.00	
		1080. DIRECTV GROUP INC COM					05/08/2008	11/05/2009
		PROPERTY TYPE: SECURITIES						
30,261.00		29,711.00					550.00	
		1000. DIRECTV GROUP INC COM					03/05/2008	11/05/2009
		PROPERTY TYPE: SECURITIES						
28,019.00		25,650.00					2,369.00	
		420. WALT DISNEY CO COM					12/13/2004	11/05/2009
		PROPERTY TYPE: SECURITIES						
12,087.00		11,462.00					625.00	
		90. WALT DISNEY CO COM					10/26/2004	11/05/2009
		PROPERTY TYPE: SECURITIES						
2,590.00		2,208.00					382.00	

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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)	
		585. DOVER CORP COM PROPERTY TYPE: SECURITIES					08/24/2005	11/05/2009
23,237.00		23,133.00					104.00	
		580. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES					11/14/2001	11/05/2009
41,904.00		22,545.00					19,359.00	
		20. GENZYME CORP GENL DIVISION COM PROPERTY TYPE: SECURITIES					04/01/2009	11/05/2009
1,038.00		1,150.00					-112.00	
		125. HONEYWELL INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES					01/07/2002	11/05/2009
4,662.00		4,316.00					346.00	
		160. HONEYWELL INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES					08/06/2002	11/05/2009
5,968.00		4,867.00					1,101.00	
		50. HONEYWELL INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES					09/09/2003	11/05/2009
1,865.00		1,472.00					393.00	
		65. HONEYWELL INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES					07/16/2003	11/05/2009
2,424.00		1,799.00					625.00	
		815. INTEL CORP COM PROPERTY TYPE: SECURITIES					10/19/2006	11/05/2009
15,419.00		17,107.00					-1,688.00	
		175. INTEL CORP COM PROPERTY TYPE: SECURITIES					05/05/2003	11/05/2009
3,311.00		3,367.00					-56.00	
		60. INTEL CORP COM PROPERTY TYPE: SECURITIES					01/15/1997	11/05/2009
1,135.00		1,086.00					49.00	
		665. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					04/16/2009	11/05/2009
28,807.00		22,345.00					6,462.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		285. JP MORGAN CHASE & CO COM					04/01/2009	11/05/2009
		PROPERTY TYPE: SECURITIES						
12,346.00		7,982.00					4,364.00	
		765. MCDONALDS CORP COM					12/06/2002	11/05/2009
		PROPERTY TYPE: SECURITIES						
46,606.00		13,961.00					32,645.00	
		130. MCDONALDS CORP COM					05/07/2003	11/05/2009
		PROPERTY TYPE: SECURITIES						
7,920.00		2,304.00					5,616.00	
		85. MEDTRONIC INC COM					10/09/2007	11/05/2009
		PROPERTY TYPE: SECURITIES						
3,244.00		4,792.00					-1,548.00	
		195. MEDTRONIC INC COM					09/08/2004	11/05/2009
		PROPERTY TYPE: SECURITIES						
7,442.00		9,887.00					-2,445.00	
		370. MICROSOFT CORP COM					07/11/2003	11/05/2009
		PROPERTY TYPE: SECURITIES						
10,556.00		10,075.00					481.00	
		75. MICROSOFT CORP COM					08/25/2003	11/05/2009
		PROPERTY TYPE: SECURITIES						
2,140.00		1,985.00					155.00	
		700. MICROSOFT CORP COM					06/26/2002	11/05/2009
		PROPERTY TYPE: SECURITIES						
19,970.00		18,392.00					1,578.00	
		100. MICROSOFT CORP COM					05/05/2003	11/05/2009
		PROPERTY TYPE: SECURITIES						
2,853.00		2,615.00					238.00	
		170. MICROSOFT CORP COM					08/06/2002	11/05/2009
		PROPERTY TYPE: SECURITIES						
4,850.00		3,919.00					931.00	
		2350. MICROSOFT CORP COM					04/05/1995	11/05/2009
		PROPERTY TYPE: SECURITIES						
67,043.00		10,189.00					56,854.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		175. NORTHROP GRUMMAN CORP COM PROPERTY TYPE: SECURITIES					09/08/2004	11/05/2009
8,982.00		8,923.00					59.00	
		375. NORTHROP GRUMMAN CORP COM PROPERTY TYPE: SECURITIES					10/18/2004	11/05/2009
19,246.00		19,016.00					230.00	
		1330. ORACLE CORP COM PROPERTY TYPE: SECURITIES					07/27/2005	11/05/2009
28,368.00		18,434.00					9,934.00	
		65. ORACLE CORP COM PROPERTY TYPE: SECURITIES					12/29/2005	11/05/2009
1,386.00		801.00					585.00	
		720. PRAXAIR INC COM PROPERTY TYPE: SECURITIES					07/19/2001	11/05/2009
58,049.00		16,625.00					41,424.00	
		55. T ROWE PRICE GROUP INC COM PROPERTY TYPE: SECURITIES					04/01/2009	11/05/2009
2,738.00		1,592.00					1,146.00	
		5. QUALCOMM INC COM PROPERTY TYPE: SECURITIES					04/01/2009	11/05/2009
218.00		198.00					20.00	
		160. HENRY SCHEIN INC COM PROPERTY TYPE: SECURITIES					05/11/2009	11/05/2009
8,178.00		7,429.00					749.00	
		520. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES					01/09/2004	11/05/2009
33,690.00		14,230.00					19,460.00	
		105. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES					04/14/2003	11/05/2009
6,803.00		2,009.00					4,794.00	
		595. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES					05/08/2008	11/05/2009
10,252.00		12,965.00					-2,713.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		105. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES					03/14/2008	11/05/2009
1,809.00		2,082.00					-273.00	
		2000. TAIWAN SEMICONDUCTOR MFG CO SPONS PROPERTY TYPE: SECURITIES					06/21/2007	11/05/2009
19,619.00		21,919.00					-2,300.00	
		595. TARGET CORP COM PROPERTY TYPE: SECURITIES					06/25/1997	11/05/2009
29,273.00		7,824.00					21,449.00	
		10. THERMO FISHER SCIENTIFIC INC COM PROPERTY TYPE: SECURITIES					12/19/2007	11/05/2009
447.00		569.00					-122.00	
		215. UNITED PARCEL SERVICE INC COM CL B PROPERTY TYPE: SECURITIES					03/20/2006	11/05/2009
11,650.00		16,828.00					-5,178.00	
		135. UNITED PARCEL SERVICE INC COM CL B PROPERTY TYPE: SECURITIES					06/21/2007	11/05/2009
7,315.00		9,850.00					-2,535.00	
		305. URBAN OUTFITTERS INC COM PROPERTY TYPE: SECURITIES					05/11/2009	11/05/2009
9,669.00		5,868.00					3,801.00	
		150. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES					12/05/2001	11/05/2009
4,396.00		6,874.00					-2,478.00	
		170. WELLS FARGO CO COM PROPERTY TYPE: SECURITIES					05/05/2003	11/05/2009
4,598.00		4,087.00					511.00	
		600. WELLS FARGO CO COM PROPERTY TYPE: SECURITIES					08/27/2001	11/05/2009
16,230.00		14,205.00					2,025.00	
		1230. WELLS FARGO CO COM PROPERTY TYPE: SECURITIES					07/19/2001	11/05/2009
33,271.00		28,820.00					4,451.00	

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)	
		25. TRANSOCEAN LTD FGN COM					04/01/2009	11/05/2009
		PROPERTY TYPE: SECURITIES						
2,132.00		1,484.00					648.00	
		100000. UNITED STATES TREAS NTS DTD 12/1					12/30/2005	11/06/2009
		PROPERTY TYPE: SECURITIES						
104,320.00		100,297.00					4,023.00	
		100000. UNITED STATES TREAS NTS DTD 05/1					05/22/2007	11/06/2009
		PROPERTY TYPE: SECURITIES						
109,031.00		97,434.00					11,597.00	
		100000. CHASE MANHATTAN CORP SUB NT					04/10/2000	11/15/2009
		PROPERTY TYPE: SECURITIES						
100,000.00		97,445.00					2,555.00	
		314.99 FANNIE MAE POOL 580190					11/27/2001	11/25/2009
		PROPERTY TYPE: SECURITIES						
315.00		315.00						
		31.31 FANNIE MAE POOL 616410					11/27/2001	11/25/2009
		PROPERTY TYPE: SECURITIES						
31.00		31.00						
		310.57 FANNIE MAE POOL 580190					11/27/2001	12/25/2009
		PROPERTY TYPE: SECURITIES						
311.00		311.00						
		31.48 FANNIE MAE POOL 616410					11/27/2001	12/25/2009
		PROPERTY TYPE: SECURITIES						
31.00		31.00						
TOTAL GAIN(LOSS)		....					-33,441.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
	TOTALS	4,634.

STATEMENT 1

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	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
LEGAL FEES		954.
	TOTALS	954.

STATEMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	426.	426.
TOTALS	426.	426.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
MISC		27.
	TOTALS	27.

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

DESCRIPTION		AMOUNT
ROUNDING		2.
	TOTAL	2.

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STATE(S) WHERE THE FOUNDATION IS REGISTERED
========================================
     WA
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STATEMENT 7

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

OFFICER NAME:
KEYBANK, NATIONAL ASSOCIATION
ADDRESS:
10 W SECOND ST 26TH FL
DAYTON, OH 45402
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 36,614.

TOTAL COMPENSATION: 36,614.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
TACOMA COMMUNITY COLLEGE
ADDRESS:
5900 SOUTH 12TH STREET
TACOMA, WA 98422

RECIPIENT NAME:
BOYS & GIRLS CLUB SO PUGET SD
ADDRESS:
1501 PACIFIC AVE STE 301
TACOMA, WA 98402
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
MARY BRIDGE CHILDREN'S FDN
ADDRESS:
311 S L ST
TACOMA, WA 98405
AMOUNT OF GRANT PAID .... 33,333.

RECIPIENT NAME:
HELPING HANDS HOUSE
ADDRESS:
P.O. BOX 710
PUYALLUP, WA 98371-0184
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
PALMER SCHOLARS
ADDRESS:
P.O. BOX 7119
TACOMA, WA 98417
AMOUNT OF GRANT PAID .... 12,500.

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

RECIPIENT NAME:
PHOENIX HOUSING NETWORK
ADDRESS:
7050 SOUTH G ST.
TACOMA, WA 98408
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SALVATION ARMY
ADDRESS:
P.O. BOX 1254
TACOMA, WA 98401-1254
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
MERCY HOUSING
ADDRESS:
2505 THIRD AVE. SUITE 204
SEATTLE, WA 98121
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
TACOMA MUSEUM OF GLASS
ADDRESS:
1801 DOCK ST
TACOMA, WA 98402-3217
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
INDEPENDENT COLLEGES OF WA
ADDRESS:
600 STEWART ST. SUITE 600
SEATTLE, WA 98101
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
TACOMA GOODWILL INDUSTRIES
ADDRESS:
714 SOUTH 27TH ST
TACOMA, WA 98409
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
TACOMA HOMESPARKS
ADDRESS:
6424 N 9TH ST
TACOMA, WA 98406
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
PACIFIC SCIENCE CENTER
ADDRESS:
200 SECOND AVE N
SEATTLE, WA 98109
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
CHILDREN'S MUSEUM OF TACOMA
ADDRESS:
936 BROADWAY
TACOMA, WA 98402
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
ASSOCIATED MINISTRIES
ADDRESS:
1224 SOUTH I ST
TACOMA, WA 98405
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
WASHINGTON WOMEN'S EMPLOYMENT&
EDUCATION
ADDRESS:
3516 SOUTH 47TH STREET SUITE 205
TACOMA, WA 98409
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
THE FOOD BANKS OF PIERCE COUNTY
ADDRESS:
1224 SOUTH I ST
TACOMA, WA 98405
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
THE TACOMA RESCUE MISSION
ADDRESS:
P.O. BOX 1912
TACOMA, WA 98401-1912
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
TACOMA COALITION OF INDIVIDUALS -
DISABLITITIES
ADDRESS:
6315 SOUTH 19TH ST
TACOMA, WA 98466
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
TACOMA ART MUSEUM
ADDRESS:
1701 PACIFIC AVE
TACOMA, WA 98402
AMOUNT OF GRANT PAID .... 7,500.

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

RECIPIENT NAME:
TACOMA YOUTH SYMPHONY
ADDRESS:
901 BROADWAY PLAZE, SUITE 500
TACOMA, WA 98402-4415

AMOUNT OF GRANT PAID	5,000.

RECIPIENT NAME:
PEACE COMMUNITY CENTER
ADDRESS:
2106 SOUTH CUSHMAN AVE
TACOMA, WA 98405

AMOUNT OF GRANT PAID	2,000.

RECIPIENT NAME:
TACOMA SHARED HOUSING SERVICES
ADDRESS:
P.O. BOX 5937
TACOMA, WA 98415-0937

AMOUNT OF GRANT PAID	5,000.

RECIPIENT NAME:
EXODUS HOUSING
ADDRESS:
P.O. BOX 1006
SUMNER, WA 98390

AMOUNT OF GRANT PAID	7,500.

RECIPIENT NAME:
YWCA - PIERCE COUNTY
ADDRESS:
405 BROADWAY
TACOMA, WA 98402

AMOUNT OF GRANT PAID	10,000.

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

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RECIPIENT NAME:
AMERICAN CANCER SOCIETY
ADDRESS:
1313 BROADWAY
TACOMA, WA 98402
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
UW FOUNDATION
ADDRESS:
P.O. BOX 359505
SEATTLE, WA 98195-9505
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
BROADWAY CENTER FOR THE
PERFORMING ARTS
ADDRESS:
901 BROADWAY, SUITE 700
TACOMA, WA 98402
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
GIRL SCOUTS OF WESTERN, WA
DUPONT GIRL SCOUT CENTER
ADDRESS:
P.O. BOX 770
DUPONT, WA 98327
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
GREATER METROPARKS FOUNDATION
ADDRESS:
4702 S. 19TH ST.
TACOMA, WA 98405-1175
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
FRIENDS OF ROSE HOUSE
ADDRESS:
1419 SOUTH YAKIMA AVE
TACOMA, WA 98405
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
POINT DEFIANCE ZOO & AQUARIUM
ADDRESS:
5400 NORTH PEARL STREET
TACOMA, WA 98407
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
UNIVERSITY OF PUGET SOUND
ADDRESS:
1500 NORTH WARNER
TACOMA, WA 98416
AMOUNT OF GRANT PAID .... 15,000.

TOTAL GRANTS PAID: 242,333.
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CHARITABLE TRUSTS HOLDINGS REPORT

K-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
0-10-420-0161800 KILWORTH WILLIAM FND T/W 404 W WEST 937-285-5302
ISCAL YEAR CODE 1231 AS OF 12-31-2009

REPORT TAC-CRR41
RUN DATE 2010-01-16
BUS DATE 2010-01-15
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SAR ID TAC000PCRR41

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
G98255105	XL CAPITAL LTD FGN COM CL A	36,201.75	0.00	32,570.71	1,975.000
H5833N103	NOBLE CORP FGN COM	52,096.00	0.00	42,740.66	1,280.000
H8817H100	TRANSOCEAN LTD FGN COM	45,954.00	0.00	32,944.63	555.000
00724F101	ADOBE SYS INC COM	26,849.40	0.00	18,815.45	730.000
009158106	AIR PRODUCTS & CHEMICALS INC COM	25,533.90	0.00	24,959.91	315.000
023135106	AMAZON COM INC COM	20,178.00	0.00	17,971.50	150.000
037833100	APPLE INC COM	56,897.64	0.00	34,091.53	270.000
054303102	AVON PRODS INC COM	34,965.00	0.00	44,316.51	1,110.000
064149107	BANK OF NOVA SCOTIA FGN COM	36,690.90	0.00	34,601.94	785.000
071813109	BAXTER INTERNATIONAL INC COM	18,484.20	0.00	15,970.34	315.000
088606108	BHP BILLITON LTD SPONS ADR	28,334.60	0.00	25,015.85	370.000
126650100	CVS/CAREMARK CORP COM	43,161.40	0.00	44,455.90	1,340.000
165167107	CHESAPEAKE ENERGY CORP COM	20,574.60	0.00	16,639.35	795.000
17275R102	CISCO SYS INC COM	54,583.20	0.00	18,510.87	2,280.000
194162103	COLGATE PALMOLIVE CO COM	30,395.50	0.00	18,507.40	370.000
20030N101	COMCAST CORP COM CL A	18,377.40	0.00	23,980.00	1,090.000
22160KAB1	COSTCO WHOLESALE CORP SENIOR NT DTD 02/20/07 5.30% DUE 03/15/12	107,876.00	0.00	99,877.00	100,000.000

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                    CHARITABLE TRUSTS HOLDINGS REPORT                                                             REPORT   TAC-CRR41
                                                                                                                  RUN DATE 2010-01-16
K-RG-OFF-ACCOUNT         ACCOUNT NAME                          TAX ANALYST/NAME                                   BUS DATE 2010-01-15
0-10-420-0161800  KILWORTH WILLIAM FND        T/W              404   W WEST              937-285-5302             PAGE     173
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     CUSIP          ASSET NAME                                PRINCIPAL MV          INCOME MV          TAX COST      UNITS

     222816100    COVANCE INC                                  42,564.60              0.00            43,440.62              780.000
                    COM

     231021106    CUMMINS INC                                  28,203.90              0.00            28,606.97              615.000
                    COM

     254687106    WALT DISNEY CO                               34,185.00              0.00            25,999.76            1,060.000
                    COM

     268648102    EMC CORP                                     52,322.65              0.00            38,387.75            2,995.000
                    COM

     26875P101    EOG RESOURCES INC                            53,515.00              0.00            33,738.50              550.000
                    COM

     278058102    EATON CORP                                   32,446.20              0.00            24,284.53              510.000
                    COM

     302130109    EXPEDITORS INTL WASH INC                     24,165.15              0.00            22,260.97              695.000
                    COM

     30231G102    EXXON MOBIL CORP                             14,660.85              0.00             8,024.05              215.000
                    COM

     3134A4HF4    FREDDIE MAC                                 107,375.00              0.00            98,316.00          100,000.000
                    NOTE
                    DTD 09/25/01 5.50% DUE 09/15/11

     3134A4UX0    FREDDIE MAC                                 107,469.00              0.00           101,791.90          100,000.000
                    NOTE
                    DTD 01/21/05 4.50% DUE 01/15/15

     31359MTG8    FANNIE MAE                                   54,187.50              0.00            49,751.20           50,000.000
                    NOTE
                    DTD 09/26/03 4.625% DUE 10/15/13

     31359M7X5    FANNIE MAE                                  108,625.00              0.00            98,474.00          100,000.000
                    NOTE
                    DTD 04/16/07 5.00% DUE 05/11/17

     31387CRK9    FANNIE MAE                                   26,385.52              0.00            21,222.13           24,815.910
                    POOL 580190
                    DTD 05/01/01 5.500% DUE 05/01/16

     31388VYF9    FANNIE MAE                                   16,612.72              0.00            11,838.41           15,525.910
                    POOL 616410
                    DTD 12/01/01 6.000% DUE 12/01/31

     35671D857    FREEPORT-MCMORAN COPPER & GOLD               26,897.15              0.00            26,529.99              335.000
                    COM

     369604103    GENERAL ELEC CO                              45,238.70              0.00            34,643.68            2,990.000
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CHARITABLE TRUSTS HOLDINGS REPORT

K-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
0-10-420-0161800 KILWORTH WILLIAM FND T/W 404 W WEST 937-285-5302
ISCAL YEAR CODE 1231 AS OF 12-31-2009

REPORT TAC-CRR41
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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
	COM				
372917104	GENZYME CORP GENL DIVISION COM	24,505.00	0.00	28,737.75	500.000
38259P508	GOOGLE INC COM CL A	30,999.00	0.00	27,355.80	50.000
411511306	HARBOR INTERNATIONAL FD OPEN-END FUND	203,674.81	0.00	200,000.00	3,711.952
438516106	HONEYWELL INTERNATIONAL INC COM	28,420.00	0.00	19,819.69	725.000
458140100	INTEL CORP COM	34,476.00	0.00	30,259.69	1,690.000
459902102	INTERNATIONAL GAME TECHNOLOGY COM	21,585.50	0.00	21,211.52	1,150.000
464287234	ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND	103,750.00	0.00	98,881.00	2,500.000
464287648	ISHARES RUSSELL 2000 GWTH INDEX CLOSED-END FUND	17,017.50	0.00	16,577.50	250.000
464287804	ISHARES S&P SMALLCAP 600 INDEX CLOSED-END FUND	54,720.00	0.00	53,083.00	1,000.000
46625HHP8	JPMORGAN CHASE & CO SENIOR NT DTD 09/18/09 3.70% DUE 01/20/15	50,148.00	0.00	50,421.00	50,000.000
46625H100	JP MORGAN CHASE & CO COM	40,211.55	0.00	27,026.56	965.000
48242W106	KBR INC COM	21,850.00	0.00	23,619.05	1,150.000
580135101	MCDONALDS CORP COM	34,029.80	0.00	9,603.30	545.000
585055106	MEDTRONIC INC COM	37,383.00	0.00	41,779.30	850.000
68389X105	ORACLE CORP COM	45,012.55	0.00	22,607.20	1,835.000
704549104	PEABODY ENERGY CORP COM	35,489.85	0.00	37,101.99	785.000
713448BK3	PEPSICO INC	51,670.00	0.00	52,360.00	50,000.000

CHARITABLE TRUSTS HOLDINGS REPORT

K-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
0-10-420-0161800 KILWORTH WILLIAM FND T/W 404 W WEST 937-285-5302
ISCAL YEAR CODE 1231 AS OF 12-31-2009

REPORT TAC-CRR41
RUN DATE 2010-01-16
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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
	SENIOR NT DTD 03/02/09 3.75% DUE 03/01/14				
74144T108	T ROWE PRICE GROUP INC COM	29,287.50	0.00	15,922.50	550.000
747525103	QUALCOMM INC COM	36,545.40	0.00	31,323.50	790.000
74762E102	QUANTA SERVICES INC COM	19,277.00	0.00	19,849.48	925.000
7495200A1	KT SHORT TERM DEPOSIT FUND	141,883.11	74,857.39	216,740.50	216,740.500
749520902	KT GOVERNMENT MORTGAGE FUND	280,940.97	0.00	280,713.40	3,029.330
806407102	HENRY SCHEIN INC COM	26,037.00	0.00	20,007.23	495.000
806857108	SCHLUMBERGER LTD FGN COM	51,746.55	0.00	15,211.42	795.000
808513105	SCHWAB CHARLES CORP NEW COM	46,485.40	0.00	40,987.70	2,470.000
874039100	TAIWAN SEMICONDUCTOR MFG CO SPONS ADR	19,436.56	0.00	18,620.49	1,699.000
87612E106	TARGET CORP COM	19,348.00	0.00	5,260.00	400.000
881624209	TEVA PHARMACEUTICAL INDS LTD SPONS ADR	53,651.90	0.00	44,708.70	955.000
883556102	THERMO FISHER SCIENTIFIC INC COM	40,536.50	0.00	39,112.19	850.000
911312106	UNITED PARCEL SERVICE INC COM CL B	23,234.85	0.00	29,441.55	405.000
912810PV4	UNITED STATES TREAS BDS INFL IDX DTD 01/31/08 1.75% DUE 01/15/28	197,892.17	0.00	199,505.55	206,372.000
912828BH2	UNITED STATES TREAS NTS DTD 08/15/03 4.25% DUE 08/15/13	107,906.00	0.00	99,046.88	100,000.000
912828EE6	UNITED STATES TREAS NTS DTD 08/15/05 4.25% DUE 08/15/15	107,031.00	0.00	102,546.88	100,000.000
917047102	URBAN OUTFITTERS INC COM	25,717.65	0.00	14,141.40	735.000

CHARITABLE TRUSTS HOLDINGS REPORT

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K-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
0-10-420-0161800 KILWORTH WILLIAM FND T/W 404 W WEST 937-285-5302
ISCAL YEAR CODE 1231 AS OF 12-31-2009

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
922042858	VANGUARD EMERGING MARKETS ETF CLOSED-END FUND	123,000.00	0.00	117,495.00	3,000.000
92343V104	VERIZON COMMUNICATIONS INC COM	43,400.30	0.00	54,637.76	1,310.000
92826C839	VISA INC COM CL A	28,424.50	0.00	22,308.49	325.000
949746101	WELLS FARGO CO COM	26,180.30	0.00	22,271.48	970.000
998154223	CHARITABLE INTL EQUITY FUND	318,539.57	0.00	252,528.87	18,222.462
998154231	CHARITABLE MID CAP FUND	71,608.90	0.00	62,130.34	480.636
998154249	CHARITABLE CONVERTIBLE SEC FUND	133,089.74	0.00	127,103.80	5,839.600
	*** TOTAL ***	4,238,150.86	74,857.39	3,825,339.47	1,299,882.299

4,313,008.25