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

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

OMB No 1545-0052

2009

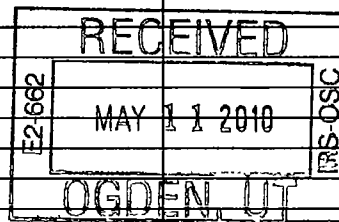
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

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 BERNICE A B KEYES T/W 40 -104200166180		A Employer identification number 91-6111944
	Number and street (or P O box number if mail is not delivered to street address) Room/suite KEYBANK, 4900 TIEDEMAN RD. OH-01-49-0150		B Telephone number (see page 10 of the instructions) (800) 999-9658
	City or town, state, and ZIP code BROOKLYN, OH 44144-2302		C If exemption application is pending, check here <input type="checkbox"/>
			D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,785,254.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <input type="checkbox"/> if the foundation is not required to attach Sch. B.					
	3	Interest on savings and temporary cash investments					
	4	Dividends and interest from securities		47,931.	47,672.		STMT 1
	5a	Gross rents					
	b	Net rental income or (loss)					
	6a	Net gain or (loss) from sale of assets not on line 10		-77,363.			
	b	Gross sales price for all assets on line 6a		440,135.			
	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					
Operating and Administrative Expenses	b	Less Cost of goods sold					
	c	Gross profit or (loss) (attach schedule)					
	11	Other income (attach schedule)		505.			STMT 3
	12	Total. Add lines 1 through 11		-28,927.	47,672.		
	13	Compensation of officers, directors, trustees, etc.		18,512.	13,884.		4,628.
	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 4		1,250.	NONE	NONE	1,250.
	c	Other professional fees (attach schedule)					
	17	Interest					
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 5		136.	136.		
	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 6		26.			26.
	24	Total operating and administrative expenses. Add lines 13 through 23		19,924.	14,020.	NONE	5,904.
	25	Contributions, gifts, grants paid		94,066.			94,066.
	26	Total expenses and disbursements. Add lines 24 and 25		113,990.	14,020.	NONE	99,970.
	27	Subtract line 26 from line 12					
	a	Excess of revenue over expenses and disbursements		-142,917.			
	b	Net investment income (if negative, enter -0-)			33,652.		
	c	Adjusted net income (if negative, enter -0-)					



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

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	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) STMT 7	1,740,286.	1,597,166.	1,785,254.		
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)	1,740,286.	1,597,166.	1,785,254.		
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 ▶ <input type="checkbox"/>					
	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. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	1,740,286.	1,597,166.		
	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)	1,740,286.	1,597,166.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,740,286.	1,597,166.			

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	1,740,286.
2	Enter amount from Part I, line 27a	2	-142,917.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,597,369.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	203.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,597,166.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
(i) FM V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2 -77,363.		
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	121,300.	1,888,832.	0.06421958120
2007	129,678.	2,197,870.	0.05900166980
2006	73,642.	2,077,483.	0.03544770282
2005	101,206.	2,005,679.	0.05045971963
2004	100,344.	1,993,463.	0.05033652493
2 Total of line 1, column (d)			2 0.25946519838
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 0.05189303968
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 1,600,261.
5 Multiply line 4 by line 3			5 83,042.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 337.
7 Add lines 5 and 6			7 83,379.
8 Enter qualifying distributions from Part XII, line 4			8 99,970.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		1	337.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, 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	337.
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	337.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 600.		
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	600.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	263.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	263. Refunded	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> KEYBANK, N A Telephone no. <input type="checkbox"/> (216) 813-4556			
Located at <input type="checkbox"/> 4900 TIEDEMAN RD.OH-01-49-0147, BROOKLYN, OH ZIP + 4 <input type="checkbox"/> 44144-2302				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	<input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 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.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/>	1b	X
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? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>		
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 <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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** ☐ Yes ☒ No
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** ☐ Yes ☒ No
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** ☐ Yes ☒ No

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 10		18,512.	-0-	-0-

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services **NONE****Part IX-A Summary of Direct Charitable Activities**

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,624,630.
b	Average of monthly cash balances	1b	NONE
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	1,624,630.
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	1,624,630.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	24,369.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,600,261.
6	Minimum investment return. Enter 5% of line 5	6	80,013.

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	80,013.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	337.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	337.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	79,676.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	79,676.
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	79,676.

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	99,970.
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	99,970.
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	337.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	99,633.

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				79,676.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004	2,605.			
b From 2005	2,829.			
c From 2006	NONE			
d From 2007	23,084.			
e From 2008	27,433.			
f Total of lines 3a through e	55,951.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 99,970.				
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				79,676.
e Remaining amount distributed out of corpus . . .	20,294.			
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	76,245.			
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)	2,605.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	73,640.			
10 Analysis of line 9				
a Excess from 2005 . . .	2,829.			
b Excess from 2006 . . .	NONE			
c Excess from 2007 . . .	23,084.			
d Excess from 2008 . . .	27,433.			
e Excess from 2009 . . .	20,294.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1 a 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			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a 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).)

NONE

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year SEE STATEMENT 17				
Total				▶ 3a 94,066.
b Approved for future payment				
Total				▶ 3b

Form 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	47,931.	
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	-77,363.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue: a _____					
b	_____			1	505.	
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				-28,927.	
13	Total. Add line 12, columns (b), (d), and (e)					-28,927.

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

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

[illegible]

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

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 (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 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.		Yes	No
	1a(1)		X
	1a(2)		X
	1b(1)		X
	1b(2)		X
	1b(3)		X
	1b(4)		X
	1b(5)		X
	1b(6)		X
	1c		X

[illegible]

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

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

Signature of officer or trustee **KEYBANK**

05/03/2010

Vice President

Signature of officer or trustee

KEYBANK BY: J R FREEDLINE

Date _____

Title

Sign Here

**Pai
Prepa
Use C**

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				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				7,186.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				223.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				-56,792.	
175.00		53. CITIGROUP INC COM PROPERTY TYPE: SECURITIES 2,486.00				02/27/2001 -2,311.00	01/21/2009
348.00		105. CITIGROUP INC COM PROPERTY TYPE: SECURITIES 4,753.00				08/13/2003 -4,405.00	01/21/2009
139.00		42. CITIGROUP INC COM PROPERTY TYPE: SECURITIES 1,868.00				09/16/2003 -1,729.00	01/21/2009
222.00		67. CITIGROUP INC COM PROPERTY TYPE: SECURITIES 2,816.00				03/31/2000 -2,594.00	01/21/2009
662.00		200. CITIGROUP INC COM PROPERTY TYPE: SECURITIES 8,274.00				05/25/2000 -7,612.00	01/21/2009
440.00		133. CITIGROUP INC COM PROPERTY TYPE: SECURITIES 5,417.00				02/01/2000 -4,977.00	01/21/2009
10,126.00		140. CHEVRON CORP COM PROPERTY TYPE: SECURITIES 4,810.00				08/31/2001 5,316.00	02/04/2009
1,674.00		260. TEXTRON INC COM PROPERTY TYPE: SECURITIES 18,683.00				12/27/2007 -17,009.00	02/04/2009

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)	
685.00		226. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES 7,570.00					08/31/2001 -6,885.00	02/20/2009
236.00		78. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES 2,188.00					07/09/2003 -1,952.00	02/20/2009
36.00		12. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES 300.00					08/05/2003 -264.00	02/20/2009
73.00		24. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES 480.00					07/16/2008 -407.00	02/20/2009
4,050.00		80. AMGEN INC COM PROPERTY TYPE: SECURITIES 4,338.00					05/25/2004 -288.00	03/13/2009
2,025.00		40. AMGEN INC COM PROPERTY TYPE: SECURITIES 1,832.00					02/28/2008 193.00	03/13/2009
480.00		5. APPLE INC COM PROPERTY TYPE: SECURITIES 667.00					01/25/2008 -187.00	03/13/2009
24,972.00		400. CHEVRON CORP COM PROPERTY TYPE: SECURITIES 9,670.00					03/23/1995 15,302.00	03/13/2009
10,475.00		210. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 11,073.00					08/31/2001 -598.00	03/13/2009
1,205.00		25. PEPSICO INC COM PROPERTY TYPE: SECURITIES 1,710.00					04/29/2008 -505.00	03/13/2009
1,205.00		25. PEPSICO INC COM PROPERTY TYPE: SECURITIES 1,078.00					05/21/2003 127.00	03/13/2009

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)	
5,807.00		125. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 6,752.00					04/22/2005 -945.00	03/13/2009
7,480.00		550. SYMANTEC CORP COM PROPERTY TYPE: SECURITIES 8,433.00					06/14/2006 -953.00	03/13/2009
5,171.00		120. WYETH COM PROPERTY TYPE: SECURITIES 6,780.00					08/31/2001 -1,609.00	03/13/2009
4,759.00		145. CATERPILLAR INC DEL COM PROPERTY TYPE: SECURITIES 10,527.00					04/25/2007 -5,768.00	04/16/2009
1,132.00		25. KOHLS CORP COM PROPERTY TYPE: SECURITIES 1,236.00					04/29/2008 -104.00	04/16/2009
11,321.00		250. KOHLS CORP COM PROPERTY TYPE: SECURITIES 11,151.00					12/27/2007 170.00	04/16/2009
519.00		10. PEPSICO INC COM PROPERTY TYPE: SECURITIES 431.00					05/21/2003 88.00	04/16/2009
3,372.00		65. PEPSICO INC COM PROPERTY TYPE: SECURITIES 2,486.00					04/03/2003 886.00	04/16/2009
2,353.00		55. WYETH COM PROPERTY TYPE: SECURITIES 3,108.00					08/31/2001 -755.00	04/16/2009
428.00		10. WYETH COM PROPERTY TYPE: SECURITIES 471.00					09/16/2003 -43.00	04/16/2009
1,711.00		40. WYETH COM PROPERTY TYPE: SECURITIES 1,842.00					07/09/2003 -131.00	04/16/2009

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)	
8,342.00		195. WYETH COM PROPERTY TYPE: SECURITIES 7,391.00					04/03/2003 951.00	04/16/2009
231.00		15. INTEL CORP COM PROPERTY TYPE: SECURITIES 978.00					03/31/2000 -747.00	04/21/2009
1,016.00		10. INTERNATIONAL BUSINESS MACHS COM PROPERTY TYPE: SECURITIES 1,000.00					08/31/2001 16.00	04/21/2009
17,411.00		186.9382 KT GOVERNMENT MORTGAGE FUND PROPERTY TYPE: SECURITIES 19,520.00					05/15/2003 -2,109.00	04/21/2009
7,589.00		81.489 KT GOVERNMENT MORTGAGE FUND PROPERTY TYPE: SECURITIES 8,320.00					10/03/1997 -731.00	04/21/2009
2,257.00		50. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES 4,265.00					04/29/2008 -2,008.00	05/11/2009
4,063.00		90. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES 4,170.00					02/04/2009 -107.00	05/11/2009
903.00		20. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES 658.00					01/08/2004 245.00	05/11/2009
6,168.00		150. STRYKER CORP COM PROPERTY TYPE: SECURITIES 9,969.00					04/25/2007 -3,801.00	05/11/2009
6,866.00		65. INTERNATIONAL BUSINESS MACHS COM PROPERTY TYPE: SECURITIES 6,500.00					08/31/2001 366.00	05/19/2009
5,242.00		100. UNITED PARCEL SERVICE INC COM CL B PROPERTY TYPE: SECURITIES 8,116.00					05/02/2006 -2,874.00	05/19/2009

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

Kind of Property		Description				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)	
1,048.00		20. UNITED PARCEL SERVICE INC COM CL B PROPERTY TYPE: SECURITIES 1,565.00				03/20/2006 -517.00	05/19/2009
665.00		25. AVON PRODS INC COM PROPERTY TYPE: SECURITIES 1,014.00				04/29/2008 -349.00	06/10/2009
702.00		10. COLGATE PALMOLIVE CO COM PROPERTY TYPE: SECURITIES 699.00				06/25/2008 3.00	06/10/2009
100,000.00		17164.1406 KT FIXED INCOME FUND PROPERTY TYPE: SECURITIES 117,090.00				04/17/1998 -17,090.00	06/10/2009
11,931.00		225. PEPSICO INC COM PROPERTY TYPE: SECURITIES 8,606.00				04/03/2003 3,325.00	06/10/2009
27,691.00		302.8081 KT GOVERNMENT MORTGAGE FUND PROPERTY TYPE: SECURITIES 30,950.00				10/03/1997 -3,259.00	06/10/2009
71,435.00		781.171 KT GOVERNMENT MORTGAGE FUND PROPERTY TYPE: SECURITIES 75,028.00				07/31/1994 -3,593.00	06/10/2009
874.00		9.56 KT GOVERNMENT MORTGAGE FUND PROPERTY TYPE: SECURITIES 895.00				12/23/1994 -21.00	06/10/2009
2.00		.154 TAIWAN SEMICONDUCTOR MFG CO SPONS A PROPERTY TYPE: SECURITIES 2.00				06/18/2007	07/15/2009
15,964.00		310. ABBOTT LABS COM PROPERTY TYPE: SECURITIES 14,568.00				08/31/2001 1,396.00	10/21/2009
1,758.00		30. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 666.00				08/05/2003 1,092.00	10/21/2009

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)	
9,373.00		160. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 2,801.00					05/09/2003 6,572.00	10/21/2009
1,333.00		50. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 1,423.00					09/16/2003 -90.00	10/21/2009
1,333.00		50. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 1,325.00					07/16/2008 8.00	10/21/2009
31,998.00		1200. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 5,353.00					03/23/1995 26,645.00	10/21/2009
3,890.00		130. WELLS FARGO CO COM PROPERTY TYPE: SECURITIES 3,331.00					06/12/2003 559.00	10/21/2009
1,496.00		50. WELLS FARGO CO COM PROPERTY TYPE: SECURITIES 1,271.00					07/09/2003 225.00	10/21/2009
23,939.00		800. WELLS FARGO CO COM PROPERTY TYPE: SECURITIES 18,456.00					08/31/2001 5,483.00	10/21/2009
9,629.00		330. DIRECTV GROUP INC COM PROPERTY TYPE: SECURITIES 8,659.00					02/28/2008 970.00	11/06/2009
11,088.00		380. DIRECTV GROUP INC COM PROPERTY TYPE: SECURITIES 9,679.00					04/29/2008 1,409.00	11/06/2009

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 GAIN(LOSS)							----- -77,363. =====	

BERNICE A B KEYES

T/W 40

91-6111944

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ABBOTT LABS COM	484.	484.
AVON PRODS INC COM	355.	355.
BAXTER INTERNATIONAL INC COM	117.	117.
BHP BILLITON LTD SPONS ADR	197.	197.
CVS/CAREMARK CORP COM	158.	158.
CATERPILLAR INC DEL COM	122.	122.
CHESAPEAKE ENERGY CORP COM	64.	64.
CHEVRON CORP COM	260.	260.
COLGATE PALMOLIVE CO COM	241.	241.
KT FIXED INCOME FUND	11,812.	11,581.
COMCAST CORP COM CL A	110.	110.
CONOCOPHILLIPS COM	534.	534.
WALT DISNEY CO COM	180.	180.
DOVER CORP COM	204.	204.
EOG RESOURCES INC COM	70.	70.
EATON CORP COM	210.	210.
EXPEDITORS INTL WASH INC COM	74.	74.
EXXON MOBIL CORP COM	403.	403.
GENERAL ELEC CO COM	422.	422.
HONEYWELL INTERNATIONAL INC COM	442.	442.
INTEL CORP COM	520.	520.
INTERNATIONAL BUSINESS MACHS COM	73.	73.
ISHARES BARCLAYS TIPS BOND FUND CLOSED-E	3,861.	3,861.
ISHARES MSCI EMERGING MKTS INDEX CLOSED-E	666.	666.
ISHARES RUSSELL 2000 GWTH INDEX CLOSED-E	145.	145.
ISHARES S&P SMALLCAP 600 INDEX CLOSED-EN	678.	678.
JP MORGAN CHASE & CO COM	87.	87.
JOHNSON & JOHNSON COM	97.	97.
MCDONALDS CORP COM	900.	900.
MEDTRONIC INC COM	283.	283.
MICROSOFT CORP COM	507.	507.
NORTHROP GRUMMAN CORP COM	330.	330.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ORACLE CORP COM	161.	161.
PEABODY ENERGY CORP COM	68.	68.
PEPSICO INC COM	399.	399.
PRAXAIR INC COM	384.	384.
T ROWE PRICE GROUP INC COM	150.	150.
PROCTER & GAMBLE CO COM	50.	50.
QUALCOMM INC COM	153.	153.
KT SHORT TERM DEPOSIT FUND	1,381.	1,381.
KT INTER-TERM FIXED INCOME FUND	2,113.	2,085.
KT GOVERNMENT MORTGAGE FUND	7,087.	7,087.
SCHLUMBERGER LTD COM	399.	399.
SCHWAB CHARLES CORP NEW COM	218.	218.
STRYKER CORP COM	60.	60.
TAIWAN SEMICONDUCTOR MFG CO SPONS ADR	561.	561.
TARGET CORP COM	215.	215.
TEVA PHARMACEUTICAL INDS LTD SPONS ADR	121.	121.
TEXTRON INC COM	60.	60.
UNITED PARCEL SERVICE INC COM CL B	558.	558.
UNITED STATES TREAS BDS INFL IDX DTD 01/	-198.	-198.
VANGUARD INTERNATIONAL GROWTH FD OPEN-EN	527.	527.
VERIZON COMMUNICATIONS COM	965.	965.
VISA INC COM CL A	40.	40.
WELLS FARGO CO COM	431.	431.
WYETH COM	126.	126.
CHARITABLE INTL EQUITY FUND	2,247.	2,247.
CHARITABLE MID CAP FUND	1,381.	1,381.
CHARITABLE CONVERTIBLE SEC FUND	3,636.	3,636.
NOBLE CORP FGN COM	32.	32.
	-----	-----
TOTAL	47,931.	47,672.
	=====	=====

BERNICE A B KEYES

T/W 40

91-6111944

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

DESCRIPTION

REVENUE
AND
EXPENSES
PER BOOKS

TOTALS

505.
=====

STATEMENT 3

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.
	=====	=====	=====	=====

BERNICE A B KEYES

T/W 40

91-6111944

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	136.	136.
	-----	-----
TOTALS	136.	136.
	=====	=====

BERNICE A B KEYES

T/W 40

91-61111944

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER NON-ALLOCABLE EXPENSE -	25.	25.
OTHER NON-ALLOCABLE EXPENSE -	1.	1.
TOTALS	26.	26.
	=====	=====

BERNICE A B KEYES

T/W 40

91-6111944

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F
-------------	------------------------

ENDING BOOK VALUE	ENDING FMV
----------------------	---------------

SEE ATTACHED

C

1,597,369.

1,785,254.

TOTALS

1,597,369.

1,785,254.

=====

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

ISHARES S&P GSCI COST BASIS ADJUSTMENT

203.

TOTAL

203.
=====

BERNICE A B KEYES

T/W 40

91-6111944

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

WA

STATEMENT 9

BERNICE A B KEYES

T/W 40

91-6111944

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

=====

OFFICER NAME:

KEYBANK N A

ADDRESS:

127 PUBLIC SQUARE, MC OH-01-27-1614

CLEVELAND, OH 44144

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 18,512.

TOTAL COMPENSATION: 18,512.

=====

STATEMENT 10

BERNICE A B KEYES T/W 40 91-6111944
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
CHARLES WRIGHT ACADEMY
ADDRESS:
7723 CHAMBERS CREEK ROAD
UNIVERSITY PLACE, WA 98467
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 31,941.

RECIPIENT NAME:
SYRACUSE UNIVERSITY
ADDRESS:
306 STEELE HALL
SYRACUSE, NY 13244-0001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,775.

RECIPIENT NAME:
UNIVERSITY OF WASHINGTON
ADDRESS:
105 SCHMITZ
SEATTLE, WA 98124
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 17,750.

STATEMENT 11

BERNICE A B KEYES T/W 40 91-6111944
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
WESTERN WA UNIVERSITY
ADDRESS:
516 HIGH STREET
BELLINGHAM, WA 98225
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 7,100.

RECIPIENT NAME:
SEATTLE PACIFIC
ADDRESS:
3307 ERD AVENUE WEST
SEATTLE, WA 98119
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,775.

RECIPIENT NAME:
YALE UNIVERSITY
ADDRESS:
149 ELM STREET
NEWHAVEN, CT 06520-1942
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,775.

BERNICE A B KEYES T/W 40 91-6111944
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
GEORGETOWN UNIVERSITY
ADDRESS:
37TH AND O STREET, NW
WASHINGTON, DC 20057
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,775.

RECIPIENT NAME:
WHITMORE UNIVERSITY
ADDRESS:
300 W. HAWTHORNE ROAD
SPOKANE, WA 99251
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,775.

RECIPIENT NAME:
GONZAGA UNIVERSITY
ADDRESS:
502 E BOONE AVENUE
SPOKANE, WA 99258
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,775.

RECIPIENT NAME:
PACIFIC LUTHERAN UNIVERSITY
ADDRESS:
12180 PARK AVENUE
TACOMA, WA 98447
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,775.

RECIPIENT NAME:
PIERCE COLLEGE
ADDRESS:
9401 FARWEST DRIVE SW
LAKEWOOD, WA 98498
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,775.

RECIPIENT NAME:
UNIVERSITY OF PUGET SOUND
ADDRESS:
1500 N WARMER STREET
TACOMA, WA 98416
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,775.

BERNICE A B KEYES T/W 40 91-6111944
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
CALIFORNIA LUTHERAN UNIVERSITY
ADDRESS:
60 WSET OLSEN ROAD
THOUSAND OAKS, CA 91360
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,775.

RECIPIENT NAME:
BRIGHAM YOUNG UNIVERSITY - IDAHO
ADDRESS:
525 SOUTH CENTER STREET
REXBURG, ID 83460
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,775.

RECIPIENT NAME:
SEATTLE UNIVERSITY
ADDRESS:
901 12TH AVENUE
SEATTLE, WA 98122
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,325.

STATEMENT 15

RECIPIENT NAME:
WASHINGTON STATE UNIVERSITY
ADDRESS:
P O BOX 641014
PULLMAN, WA 99164
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,550.

RECIPIENT NAME:
PRINCETON UNIVERSITY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,775.

RECIPIENT NAME:
SEATTLE CENTRAL COMM COLLEGE
ADDRESS:
1701 BROADWAY
SEATTLE, WA 98122
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,775.

BERNICE A B KEYES T/W 40 91-6111944
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
US AIR FORCE ACADEMY
ADDRESS:
2304 CADET DRIVE
USAF ACADEMY, CO 80840
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,775.

RECIPIENT NAME:
UNIVERSITY OF PORTLAND
ADDRESS:
5000 N WILLIAMETTE
PORTLAND, OR 97203-5798
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,775.

RECIPIENT NAME:
BROWNARD COLLEGE
ADDRESS:
111 EAST LAS OLAS BLVD
FORT LAUDERDALE, FL 33301
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,775.

TOTAL GRANTS PAID: 94,066.
=====

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41
 RUN DATE 2010-01-16
 BUS DATE 2010-01-15
 PAGE 1366
 SAR ID TAC000PCRR41

K-RG-OFF-ACCOUNT
 0-10-420-0166180 KEYES BERNICE A B
 ISCAL YEAR CODE 1231 AS OF 12-31-2009

TAX ANALYST/NAME
 611 E PEREZ

216-813-4583

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
H5833N103	NOBLE CORP FGN COM	9,157.50	0.00	5,537.85	225.000
H8817H100	TRANSOCEAN LTD FGN COM	16,560.00	0.00	11,420.59	200.000
00724F101	ADOBE SYS INC COM	9,011.10	0.00	6,518.23	245.000
037833100	APPLE INC COM	18,965.88	0.00	10,679.56	90.000
054303102	AVON PRODS INC COM	12,915.00	0.00	15,409.11	410.000
064149107	BANK OF NOVA SCOTIA FGN COM	16,359.00	0.00	15,662.50	350.000
071813109	BAXTER INTERNATIONAL INC COM	8,802.00	0.00	9,042.00	150.000
088606108	BHP BILLITON LTD SPONS ADR	9,189.60	0.00	8,112.82	120.000
126650100	CVS/CAREMARK CORP COM	19,003.90	0.00	20,343.50	590.000
165167107	CHESAPEAKE ENERGY CORP COM	10,999.00	0.00	8,925.00	425.000
17275R102	CISCO SYS INC COM	24,897.60	0.00	18,668.74	1,040.000
194162103	COLGATE PALMOLIVE CO COM	11,090.25	0.00	9,429.81	135.000
194198917	KT FIXED INCOME FUND	161,984.24	0.00	168,307.13	25,914.161
20030N101	COMCAST CORP COM CL A	6,996.90	0.00	7,654.70	415.000
20825C104	CONOCOPHILLIPS COM	12,256.80	0.00	7,899.60	240.000
222816100	COVANCE INC COM	12,823.95	0.00	14,271.50	235.000
254687106	WALT DISNEY CO COM	16,608.75	0.00	11,269.70	515.000
260003108	DOVER CORP COM	8,322.00	0.00	7,968.50	200.000

CHARITABLE TRUSTS HOLDINGS REPORT

K-RG-OFF-ACCOUNT 0-10-420-0166180 KEYES BERNICE A B AS OF 12-31-2009
 ISCAL YEAR CODE 1231

TAX ANALYST/NAME
 611 E PEREZ

216-813-4583

REPORT TAC-CRR41
 RUN DATE 2010-01-16
 BUS DATE 2010-01-15
 PAGE 1367
 SAR ID TAC000PCRR41

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
268648102	EMC CORP COM	17,382.65	0.00	12,777.90	995.000
26875P101	EOG RESOURCES INC COM	15,568.00	0.00	9,368.00	160.000
278058102	EATON CORP COM	8,906.80	0.00	6,094.96	140.000
302130109	EXPEDITORS INTL WASH INC COM	6,780.15	0.00	6,479.85	195.000
302316102	EXXON MOBIL CORP COM	17,047.50	0.00	15,018.50	250.000
369604103	GENERAL ELEC CO COM	7,791.95	0.00	5,490.25	515.000
372917104	GENZYME CORP GENL DIVISION COM	8,576.75	0.00	9,681.00	175.000
438516106	HONEYWELL INTERNATIONAL INC COM	14,308.00	0.00	10,778.85	365.000
458140100	INTEL CORP COM	18,870.00	0.00	37,204.91	925.000
46428R107	ISHARES S&P GSCI COMMODITY INDEX CLOSED-END FUND	63,640.00	0.00	59,690.00	2,000.000 *
464287176	ISHARES BARCLAYS TIPS BOND FUND CLOSED-END FUND	181,825.00	0.00	177,276.00	1,750.000
464287234	ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND	41,500.00	0.00	32,255.00	1,000.000
464287648	ISHARES RUSSELL 2000 GWTH INDEX CLOSED-END FUND	30,631.50	0.00	20,792.00	450.000
464287804	ISHARES S&P SMALLCAP 600 INDEX CLOSED-END FUND	90,288.00	0.00	75,323.00	1,650.000
46625H100	JP MORGAN CHASE & CO COM	26,668.80	0.00	17,164.40	640.000
580135101	MCDONALDS CORP COM	18,732.00	0.00	4,257.00	300.000
585055106	MEDTRONIC INC COM	15,832.80	0.00	18,003.60	360.000

CHARITABLE TRUSTS HOLDINGS REPORT

K-RG-OFF-ACCOUNT
0-10-420-0166180
ISCAL YEAR CODE 1231

ACCOUNT NAME
KEYES BERNICE A B
AS OF 12-31-2009

OCHR

TAX ANALYST/NAME
611 E PEREZ

216-813-4583

REPORT TAC-CRR41
RUN DATE 2010-01-16
BUS DATE 2010-01-15
PAGE 1368
SAR ID TAC000PCRR41

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
666807102	NORTHROP GRUMMAN CORP COM	10,890.75	0.00	9,872.25	195.000
68389X105	ORACLE CORP COM	26,247.10	0.00	16,449.42	1,070.000
704549104	PEABODY ENERGY CORP COM	12,206.70	0.00	12,778.20	270.000
74005P104	PRAXAIR INC COM	19,274.40	0.00	9,840.50	240.000
74144T108	T ROWE PRICE GROUP INC COM	10,650.00	0.00	5,315.25	200.000
747525103	QUALCOMM INC COM	16,191.00	0.00	13,150.50	350.000
74762E102	QUANTA SERVICES INC COM	10,941.00	0.00	13,269.74	525.000
7495200A1	KT SHORT TERM DEPOSIT FUND	43,025.90	7,543.43	50,569.33	50,569.330
7495200D5	KT INTER-TERM FIXED INCOME FUND	47,059.27	0.00	49,041.14 ✓	2,276.639
749520902	KT GOVERNMENT MORTGAGE FUND	69,608.83	0.00	63,472.01 ✓	750.578
806407102	HENRY SCHEIN INC COM	11,572.00	0.00	8,960.00	220.000
806857108	SCHLUMBERGER LTD FGN COM	30,917.75	0.00	13,038.00	475.000
808513105	SCHWAB CHARLES CORP NEW COM	20,231.50	0.00	19,054.59	1,075.000
874039100	TAIWAN SEMICONDUCTOR MFG CO SPONS ADR	14,151.28	0.00	13,263.20	1,237.000
87612E106	TARGET CORP COM	15,720.25	0.00	10,547.67	325.000
881624209	TEVA PHARMACEUTICAL INDS LTD SPONS ADR	11,236.00	0.00	9,380.00	200.000
883556102	THERMO FISHER SCIENTIFIC INC COM	13,591.65	0.00	13,736.50	285.000
911312106	UNITED PARCEL SERVICE INC COM CL B	14,342.50	0.00	18,882.40	250.000
912810PV4	UNITED STATES TREAS BDS INFL IDX	47,494.12	0.00	49,148.75	49,529.280

CHARITABLE TRUSTS HOLDINGS REPORT

K-RG-OFF-ACCOUNT
0-10-420-0166180
ISCAL YEAR CODE 1231

ACCOUNT NAME
KEYES BERNICE A B
AS OF 12-31-2009

OCHR

TAX ANALYST/NAME
611 E PEREZ

216-813-4583

REPORT TAC-CRR41
RUN DATE 2010-01-16
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PAGE 1369
SAR ID TAC000PCRR41

CUSIP	ASSET NAME	DDT 01/31/08 1.75% DUE 01/15/28	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
917047102	URBAN OUTFITTERS INC COM		12,246.50	0.00	6,690.01	350.000
921910204	VANGUARD INTERNATIONAL GROWTH FD OPEN-END FUND		29,204.98	0.00	40,000.00	1,718.951
92343V104	VERIZON COMMUNICATIONS INC COM		17,227.60	0.00	23,310.22	520.000
92826C839	VISA INC COM CL A		13,119.00	0.00	10,501.50	150.000
998154223	CHARITABLE INTL EQUITY FUND		85,152.23	0.00	56,091.17	4,871.242
998154231	CHARITABLE MID CAP FUND		108,510.35	0.00	90,809.76	728.317
998154249	CHARITABLE CONVERTIBLE SEC FUND		96,604.18	0.00	95,420.49	4,238.717
*** TOTAL ***			1,777,710.21	7,543.43	1,597,368.66	165,989.215

Total FMV \$ 1,785,253.64

↓
-203.00 Cost Basis Adj for

Partnership activity.

Adjusted Total

\$1597,165.66