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

**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 10/01, 2009, and ending 09/30, 2010

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 TR U/W LEMUEL HOLMES FOR RPI LEMUEL HOLMES FUND 10 -101160055180		A Employer identification number 14-6014894
	Number and street (or P O box number if mail is not delivered to street address) KEYBANK 4900 TIEDEMAN RD. OH-01-49-0150	Room/suite	B Telephone number (see page 10 of the instructions) (866) 238-8650
	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:  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) ▶ \$ 677,853.

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

E If private foundation status was terminated under section 507(b)(1)(A), check here   
 F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	18,117.	18,117.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-7,450.			
b Gross sales price for all assets on line 6a	138,680.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	10,667.	18,117.		
13 Compensation of officers, directors, trustees, etc.	596.	447.		149.
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	750.	NONE	NONE	750.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	983.	145.		
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 4	100.			100.
24 Total operating and administrative expenses. Add lines 13 through 23	2,429.	592.	NONE	999.
25 Contributions, gifts, grants paid	31,777.			31,777.
26 Total expenses and disbursements. Add lines 24 and 25	34,206.	592.	NONE	32,776.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-23,539.			
b Net investment income (if negative, enter -0-)		17,525.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	25,055.		
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 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 5	628,225.	629,742.	677,853.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ . . . . .)				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	653,280.	629,742.	677,853.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>				
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	653,280.	629,742.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	653,280.	629,742.		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	653,280.	629,742.		

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) . . . . .	1 653,280.
2	Enter amount from Part I, line 27a . . . . .	2 -23,539.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6 . . . . .	3 1.
4	Add lines 1, 2, and 3 . . . . .	4 629,742.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 629,742.

**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) FMV 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	-7,450.	
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. . . . .						

**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	30,468.	620,529.	0.04910004206
2007			
2006			
2005			
2004			

  

2 Total of line 1, column (d) . . . . .	2	0.04910004206
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	0.04910004206
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .	4	672,525.
5 Multiply line 4 by line 3 . . . . .	5	33,021.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	6	175.
7 Add lines 5 and 6 . . . . .	7	33,196.
8 Enter qualifying distributions from Part XII, line 4 . . . . . 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.	8	32,776.

**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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	351.
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	351.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	351.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 . . . . .	6a	420.
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	420.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	69.
11	Enter the amount of line 10 to be <b>Credited to 2010 estimated tax</b> ▶ 69. Refunded ▶	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address $\blacktriangleright$ N/A				
14	The books are in care of $\blacktriangleright$ KEYBANK, N.A. Telephone no $\blacktriangleright$ (216) 813-4556			
Located at $\blacktriangleright$ 4900 TIEDEMAN RD. OH-01-49-0150, BROOKLYN, OH ZIP + 4 $\blacktriangleright$ 44144-2302				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here $\blacktriangleright$ <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year $\blacktriangleright$ 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)? Organizations relying on a current notice regarding disaster assistance check here $\blacktriangleright$ <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?	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 $\blacktriangleright$ _____		
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 $\blacktriangleright$ _____		
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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		592.	-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	
-----	
-----	
<b>Total.</b> Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	682,766.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	682,766.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	682,766.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	10,241.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	672,525.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	33,626.

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	33,626.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	351.
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	351.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	33,275.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	33,275.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	33,275.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	32,776.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	32,776.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	32,776.

**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 . . . . .				33,275.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only . . . . .			140.	
b Total for prior years 20 <u>07</u> , 20 <u>    </u> , 20 <u>    </u> . . . . .		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004 . . . . .	NONE			
b From 2005 . . . . .	NONE			
c From 2006 . . . . .	NONE			
d From 2007 . . . . .	NONE			
e From 2008 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>32,776.</u>				
a Applied to 2008, but not more than line 2a . . . . .			140.	
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 . . . . .				32,636.
e Remaining amount distributed out of corpus . . . . .	NONE			
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 . . . . .	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 . . . . .				639.
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) . . . . .	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9				
a Excess from 2005 . . . . .	NONE			
b Excess from 2006 . . . . .	NONE			
c Excess from 2007 . . . . .	NONE			
d Excess from 2008 . . . . .	NONE			
e Excess from 2009 . . . . .	NONE			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)
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
(2) Support from general public and 5 or more exempt organizations
(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 [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
a The name, address, and telephone number of the person to whom applications should be addressed.
b The form in which applications should be submitted and information and materials they should include.
c Any submission deadlines:
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>  SEE STATEMENT 9				
<b>Total . . . . .</b> ▶ <b>3a</b>				31,777.
b <i>Approved for future payment</i>				
<b>Total . . . . .</b> ▶ <b>3b</b>				





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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					521.	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					2,819.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					361.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-4,534.	
6,434.00		240. BANK OF NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES 6,679.00					05/05/2009 -245.00	12/17/2009
4,430.00		45. BURLINGTON NORTHERN SANTA FE COM PROPERTY TYPE: SECURITIES 4,036.00					02/27/2008 394.00	12/17/2009
1,246.00		50. CHESAPEAKE ENERGY CORP COM PROPERTY TYPE: SECURITIES 1,478.00					06/07/2006 -232.00	12/17/2009
1,620.00		65. CHESAPEAKE ENERGY CORP COM PROPERTY TYPE: SECURITIES 2,404.00					06/14/2007 -784.00	12/17/2009
2,118.00		85. CHESAPEAKE ENERGY CORP COM PROPERTY TYPE: SECURITIES 1,740.00					05/05/2009 378.00	12/17/2009
997.00		40. CHESAPEAKE ENERGY CORP COM PROPERTY TYPE: SECURITIES 1,128.00					09/17/2009 -131.00	12/17/2009
7,078.00		200. COPART INC COM PROPERTY TYPE: SECURITIES 6,262.00					05/05/2009 816.00	12/17/2009
5,347.00		110. GENZYME CORP GENL DIVISION COM PROPERTY TYPE: SECURITIES 5,976.00					05/05/2009 -629.00	12/17/2009

**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)	
486.00		10. GENZYME CORP GENL DIVISION COM PROPERTY TYPE: SECURITIES 549.00					09/11/2009 -63.00	12/17/2009
1,435.00		75. INTEL CORP COM PROPERTY TYPE: SECURITIES 156.00					10/29/1992 1,279.00	12/17/2009
4,141.00		140. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 3,872.00					12/07/2005 269.00	12/17/2009
3,224.00		40. MONSANTO CO COM PROPERTY TYPE: SECURITIES 3,537.00					05/05/2009 -313.00	12/17/2009
1,612.00		20. MONSANTO CO COM PROPERTY TYPE: SECURITIES 1,561.00					09/11/2009 51.00	12/17/2009
1,359.00		125. TAIWAN SEMICONDUCTOR MFG CO SPONS A PROPERTY TYPE: SECURITIES 1,314.00					06/14/2007 45.00	12/17/2009
5,569.00		80. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 4,331.00					11/28/2005 1,238.00	12/17/2009
1,392.00		20. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 1,216.00					06/07/2006 176.00	12/17/2009
3,251.00		125. WELLS FARGO CO COM PROPERTY TYPE: SECURITIES 2,600.00					05/10/2000 651.00	12/17/2009
780.00		30. WELLS FARGO CO COM PROPERTY TYPE: SECURITIES 1,046.00					03/02/2007 -266.00	12/17/2009
260.00		10. WELLS FARGO CO COM PROPERTY TYPE: SECURITIES 317.00					02/27/2008 -57.00	12/17/2009

**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)	
520.00		20. WELLS FARGO CO COM PROPERTY TYPE: SECURITIES 558.00					09/11/2009 -38.00	12/17/2009
1,226.00		50. XILINX INC COM PROPERTY TYPE: SECURITIES 1,019.00					05/05/2009 207.00	12/17/2009
9,096.00		125. TRANSOCEAN LTD FGN COM PROPERTY TYPE: SECURITIES 9,006.00					05/05/2009 90.00	05/06/2010
655.00		5. AMAZON COM INC COM PROPERTY TYPE: SECURITIES 397.00					04/23/2009 258.00	05/10/2010
3,450.00		75. BAXTER INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES 3,721.00					05/05/2009 -271.00	05/10/2010
2,679.00		75. CVS/CAREMARK CORP COM PROPERTY TYPE: SECURITIES 2,801.00					06/14/2007 -122.00	05/10/2010
4,226.00		40. EOG RESOURCES INC COM PROPERTY TYPE: SECURITIES 1,909.00					04/29/2005 2,317.00	05/10/2010
2,577.00		5. GOOGLE INC COM CL A PROPERTY TYPE: SECURITIES 3,201.00					11/14/2007 -624.00	05/10/2010
739.00		15. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES 550.00					05/05/2009 189.00	05/10/2010
3,710.00		205. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 3,844.00					05/05/2009 -134.00	05/10/2010
2,765.00		274. TAIWAN SEMICONDUCTOR MFG CO SPONS A PROPERTY TYPE: SECURITIES 2,881.00					06/14/2007 -116.00	05/10/2010

**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)	
787.00		78. TAIWAN SEMICONDUCTOR MFG CO SPONS AD PROPERTY TYPE: SECURITIES 870.00					05/05/2009 -83.00	05/10/2010
232.00		23. TAIWAN SEMICONDUCTOR MFG CO SPONS AD PROPERTY TYPE: SECURITIES 255.00					09/11/2009 -23.00	05/10/2010
6,255.00		100. TELEFONICA S A SPONS ADR PROPERTY TYPE: SECURITIES 4,848.00					06/15/2006 1,407.00	05/10/2010
1,099.00		30. URBAN OUTFITTERS INC COM PROPERTY TYPE: SECURITIES 623.00					05/05/2009 476.00	05/10/2010
278.00		10. AVON PRODS INC COM PROPERTY TYPE: SECURITIES 392.00					02/27/2008 -114.00	06/09/2010
2,472.00		80. CVS/CAREMARK CORP COM PROPERTY TYPE: SECURITIES 2,987.00					06/14/2007 -515.00	06/09/2010
2,430.00		5. GOOGLE INC COM CL A PROPERTY TYPE: SECURITIES 3,201.00					11/14/2007 -771.00	06/09/2010
377.00		10. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 351.00					05/05/2009 26.00	06/09/2010
6,148.00		175. QUALCOMM INC COM PROPERTY TYPE: SECURITIES 7,495.00					05/05/2009 -1,347.00	06/09/2010
520.00		10. TEVA PHARMACEUTICAL INDS LTD SPONS A PROPERTY TYPE: SECURITIES 381.00					10/31/2005 139.00	06/09/2010
375.00		5. VISA INC COM CL A PROPERTY TYPE: SECURITIES 333.00					05/20/2009 42.00	06/09/2010

**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)	
3,449.00		120. NOBLE CORP FGN COM PROPERTY TYPE: SECURITIES 5,654.00					06/14/2007	06/09/2010
							-2,205.00	
3,769.00		240. INTERNATIONAL GAME TECHNOLOGY COM PROPERTY TYPE: SECURITIES 5,512.00					09/11/2009	07/23/2010
							-1,743.00	
4,881.00		325. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 6,094.00					05/05/2009	07/23/2010
							-1,213.00	
601.00		40. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 721.00					09/11/2009	07/23/2010
							-120.00	
1,890.00		60. NOBLE CORP FGN COM PROPERTY TYPE: SECURITIES 2,827.00					06/14/2007	07/23/2010
							-937.00	
1,103.00		35. NOBLE CORP FGN COM PROPERTY TYPE: SECURITIES 1,025.00					05/05/2009	07/23/2010
							78.00	
1,890.00		60. NOBLE CORP FGN COM PROPERTY TYPE: SECURITIES 2,451.00					12/17/2009	07/23/2010
							-561.00	
472.00		10. BANK OF NOVA SCOTIA FGN COM PROPERTY TYPE: SECURITIES 452.00					12/17/2009	08/12/2010
							20.00	
2,026.00		50. COVANCE INC COM PROPERTY TYPE: SECURITIES 4,383.00					02/27/2008	08/12/2010
							-2,357.00	
810.00		20. COVANCE INC COM PROPERTY TYPE: SECURITIES 789.00					05/05/2009	08/12/2010
							21.00	
576.00		20. CVS/CAREMARK CORP COM PROPERTY TYPE: SECURITIES 747.00					06/14/2007	09/10/2010
							-171.00	

**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)	
3,601.00		125. CVS/CAREMARK CORP COM PROPERTY TYPE: SECURITIES 4,035.00					05/05/2009 -434.00	09/10/2010
3,001.00		45. VISA INC COM CL A PROPERTY TYPE: SECURITIES 3,001.00					05/20/2009	09/10/2010
1,667.00		25. VISA INC COM CL A PROPERTY TYPE: SECURITIES 1,850.00					09/17/2009 -183.00	09/10/2010
3,320.00		125. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES 3,374.00					05/20/2009 -54.00	09/23/2010
1,062.00		40. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES 1,390.00					09/11/2009 -328.00	09/23/2010
TOTAL GAIN (LOSS) .....							----- -7,450. =====	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	18,117.	18,117.
TOTAL	18,117.	18,117.

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	750.			750.
TOTALS	750.	NONE	NONE	750.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	145.	145.
FEDERAL TAX PAYMENT - PRIOR YE	418.	
FEDERAL ESTIMATES - PRINCIPAL	420.	
TOTALS	983.	145.

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

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

TR U/W LEMUEL HOLMES FOR RPI LEMUEL HOLMES

14-6014894

FORM 990PF, PART II - OTHER INVESTMENTS  
=====

DESCRIPTION	COST/ FMV		ENDING FMV
	C	OR F	
SEE ATTACHED	C		677,853.
TOTALS			677,853.

629,742.	677,853.
629,742.	677,853.
=====	=====

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

=====

DESCRIPTION -----	AMOUNT -----
----------------------	-----------------

ROUNDING	1.
----------	----

TOTAL	----- 1. =====
-------	----------------------

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

NY

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

OFFICER NAME:

KEYBANK, N.A.

ADDRESS:

4900 TIEDEMAN ROAD  
BROOKLYN, OH 44144

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 592.

TOTAL COMPENSATION: 592.  
=====

RECIPIENT NAME:  
RENSSELAER POLYTECHNIC INSTITUTE  
ADDRESS:  
110 8TH ST - TROY BLG 5TH FLR  
TROY, NY 12180  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CORPORATE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 31,777.  
  
TOTAL GRANTS PAID: ..... 31,777.  
=====

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41  
 RUN DATE 2010-10-16  
 BUS DATE 2010-10-15  
 PAGE 108  
 SAR ID TAC000PCRR41

HK-RG-OFF-ACCOUNT  
 0-10-116-0055180 HOLMES LEMUEL FBO RPI  
 FISCAL YEAR CODE 0931 AS OF 09-30-2010

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

T/W

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
G98290102	XL GROUP PLC FGN COM	9,205.50	0.00	7,418.60	425.000
009158106	AIR PRODUCTS & CHEMICALS INC COM	5,383.30	0.00	3,356.65	65.000
023135106	AMAZON COM INC COM	9,423.60	0.00	4,795.12	60.000
037411105	APACHE CORP COM	8,798.40	0.00	8,777.68	90.000
037833100	APPLE INC COM	14,187.50	0.00	6,449.80	50.000
054303102	AVON PRODS INC COM	7,706.40	0.00	8,207.70	240.000
060505104	BANK OF AMERICA CORP COM	5,634.08	0.00	7,378.76	430.000
064149107	BANK OF NOVA SCOTIA FGN COM	9,594.00	0.00	8,129.64	180.000
088606108	BHP BILLITON LTD SPONS ADR	6,105.60	0.00	5,975.00	80.000
151020104	CELGENE CORP COM	7,489.30	0.00	6,780.20	130.000
17275R102	CISCO SYS INC COM	10,950.00	0.00	10,989.69	500.000
194162103	COLGATE PALMOLIVE CO COM	5,764.50	0.00	3,979.50	75.000
222816100	COVANCE INC COM	4,445.05	0.00	4,126.85	95.000
231021106	CUMMINS INC COM	12,228.30	0.00	6,268.05	135.000
244199105	DEERE & CO COM	4,186.80	0.00	4,314.86	60.000
253868103	DIGITAL REALTY TRUST INC REIT	5,553.00	0.00	5,406.71	90.000
254687106	WALT DISNEY CO COM	7,778.50	0.00	5,946.48	235.000
25490A101	DIRECTV	5,828.20	0.00	5,366.16	140.000

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 10-10-116-0055180 HOLMES LEMUEL FBO RPI  
 FISCAL YEAR CODE 0931 AS OF 09-30-2010

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

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
26875P101	COM CL A EOG RESOURCES INC COM	7,437.60	0.00	4,317.80	80.000
278058102	EATON CORP COM	9,073.90	0.00	5,501.70	110.000
302130109	EXPEDITORS INTL WASH INC COM	6,934.50	0.00	5,088.50	150.000
302316102	EXXON MOBIL CORP COM	3,089.50	0.00	2,492.50	50.000
31428X106	FEDEX CORP COM	4,702.50	0.00	4,670.05	55.000
315616102	F5 NETWORKS INC COM	10,381.00	0.00	6,713.96	100.000
35671D857	FREEMPORT-MCHORAN COPPER & GOLD COM	6,404.25	0.00	5,358.55	75.000
369604103	GENERAL ELEC CO COM	12,431.25	0.00	12,399.94	765.000
38259P508	GOOGLE INC COM CL A	5,257.90	0.00	4,544.57	10.000
428236103	HEWLETT PACKARD CO COM	10,727.85	0.00	9,357.56	255.000
458140100	INTEL CORP COM	7,200.00	0.00	8,688.91	375.000
45865V100	INTERCONTINENTALEXCHANGE INC COM	5,759.60	0.00	5,865.75	55.000
46625H100	JP MORGAN CHASE & CO COM	8,182.90	0.00	7,555.81	215.000
48242W106	KBR INC COM	7,145.60	0.00	5,911.60	290.000
585055106	MEDTRONIC INC COM	6,380.20	0.00	5,628.65	190.000
59156R108	METLIFE INC COM	4,614.00	0.00	4,897.20	120.000
65339F101	NEXTERA ENERGY INC COM	5,167.05	0.00	5,006.80	95.000

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

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
674599105	OCCIDENTAL PETE CORP DEL COM	9,396.00	0.00	9,579.60	120.000
68389X105	ORACLE CORP COM	13,962.00	0.00	9,744.69	520.000
693390700	PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND INSTL CL	69,563.91	0.00	62,000.00	5,996.889
704549104	PEABODY ENERGY CORP COM	8,086.65	0.00	5,245.35	165.000
74144T108	T ROWE PRICE GROUP INC COM	5,507.15	0.00	4,519.50	110.000
741503403	PRICELINE.COM INC COM	5,225.10	0.00	4,872.90	15.000
74762E102	QUANTA SERVICES INC COM	3,720.60	0.00	4,509.93	195.000
7495200A1	KT SHORT TERM DEPOSIT FUND	6,389.81	136.72	6,526.53	6,526.530
806407102	HENRY SCHEIN INC COM	7,908.30	0.00	7,411.45	135.000
806857108	SCHLUMBERGER LTD FGN COM	12,013.95	0.00	7,121.49	195.000
832696405	SHUCKER J M CO COM	3,631.80	0.00	3,765.83	60.000
881624209	TEVA PHARMACEUTICAL INDS LTD SPONS ADR	10,813.75	0.00	8,199.35	205.000
883556102	THERMO FISHER SCIENTIFIC INC COM	8,857.80	0.00	8,733.25	185.000
913017109	UNITED TECHNOLOGIES CORP COM	6,410.70	0.00	5,253.15	90.000
917047102	URBAN OUTFITTERS INC COM	3,772.80	0.00	2,493.60	120.000
926464751	VICTORY FUND FOR INCOME FUND	120,925.38	0.00	137,600.98	10,282.770
928563402	VHWARE INC COM CL A	8,494.00	0.00	6,866.85	100.000
983919101	XILINX INC COM	5,994.00	0.00	4,583.99	225.000

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41  
 RUN DATE 2010-10-16  
 BUS DATE 2010-10-15  
 PAGE 111  
 SAR ID TAC000PCRR41

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

3K-RG-OFF-ACCOUNT  
 10-10-116-0055180 HOLMES LEMUEL FBO RPI  
 FISCAL YEAR CODE 0931 AS OF 09-30-2010

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
989701107	ZIONS BANCORP COM	5,767.20	0.00	7,400.67	270.000
990519076	KT TAXABLE BOND FUND (NY)	106,650.77	0.00	105,645.32	1,342.414

629,741.73  
 66,526.53 } ST CASH  
623,215.20

684,243.30  
 684,380.02  
 66,526.53 } ST CASH  
677,853.49

\*\*\* TOTAL \*\*\*