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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No. 1545-0052

**2010**

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

For calendar year 2010, or tax year beginning , 2010, and ending , 20

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return  
☐ Amended return ☐ Address change ☐ Name changeName of foundation **WM KILWORTH FDN** T/W 40  
-104200161800  
A Employer identification number  
91-6072527Number and street (or P.O. box number if mail is not delivered to street address) Room/suite  
**KEYBANK N.A. 10 W SECOND ST 26TH FL**  
B Telephone number (see page 10 of the instructions)  
(800) 999-9658City or town, state, and ZIP code  
**DAYTON, OH 45402**  
C If exemption application is pending, check here ☐  
D 1. Foreign organizations, check here ☐  
2. Foreign organizations meeting the 85% test, check here and attach computation ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 4,554,712.**  
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)
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	102,417.	102,417.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	29,900.			
	b Gross sales price for all assets on line 6a	759,558.			
	7 Capital gain net income (from Part IV, line 2)		29,900.		
	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	132,317.	132,317.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	40,965.	30,724.		10,241.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	1,250.	NONE	NONE	1,250.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	520.	284.		
	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	25.			
	24 Total operating and administrative expenses. Add lines 13 through 23	42,760.	31,008.	NONE	11,491.
	25 Contributions, gifts, grants paid	243,950.			243,950.
26 Total expenses and disbursements. Add lines 24 and 25	286,710.	31,008.	NONE	255,441.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-154,393.				
b Net investment income (if negative, enter -0-)		101,309.			
c Adjusted net income (if negative, enter -0-)					

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

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .			
	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 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	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) . . . . .	3,825,339.	3,670,943.	4,554,712.
	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) . . . . .	3,825,339.	3,670,943.	4,554,712.	
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	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 . . . . .	3,825,339.	3,670,943.	
	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) . . . . .	3,825,339.	3,670,943.	
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	3,825,339.	3,670,943.		

**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	3,825,339.
2	Enter amount from Part I, line 27a . . . . .	2	-154,393.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	3,670,946.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	3.
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	3,670,943.

**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.)
<b>1a SEE PART IV DETAIL</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			<b>2</b>	29,900.	
<b>3</b> 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. . . . .			<b>3</b>		

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	251,794.	4,029,208.	0.06249218209
2008	267,553.	4,756,397.	0.05625119182
2007	273,731.	5,455,081.	0.05017908992
2006	271,715.	5,135,360.	0.05291060413
2005	247,027.	4,992,469.	0.04947992667
<b>2</b> Total of line 1, column (d) . . . . .			<b>2</b> 0.27131299463
<b>3</b> 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 . . . . .			<b>3</b> 0.05426259893
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 . . . . .			<b>4</b> 4,326,474.
<b>5</b> Multiply line 4 by line 3 . . . . .			<b>5</b> 234,766.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			<b>6</b> 1,013.
<b>7</b> Add lines 5 and 6 . . . . .			<b>7</b> 235,779.
<b>8</b> 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.			<b>8</b> 255,441.

**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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	1,013.
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	1,013.
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	1,013.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010 . . . . .	6a	422.	
b Exempt foreign organizations-tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	2,350.	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	2,772.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	10.	
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	1,749.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 1,016. Refunded <input checked="" type="checkbox"/> 733.	11	733.	

**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)? . . . . .		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year? . . . . .		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? . . . . .		X
If "Yes," attach a detailed description of the activities.		
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? . . . . .		X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV . . . . .	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ _____ STMT 7		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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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 <b>▶</b> N/A				
14	The books are in care of <b>▶</b> KEYBANK, N.A. Telephone no. <b>▶</b>			
Located at <b>▶</b> 10 W SECOND ST 26TH FL, DAYTON, OH ZIP + 4 <b>▶</b> 45402				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . <b>▶</b>	15		
and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>▶</b>				
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <b>▶</b>				

**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 22 of the instructions)? . . . . . <input type="checkbox"/> <b>▶</b>	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 2010? . . . . . <input type="checkbox"/> <b>▶</b>	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶</b> _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions.) . . . . . <input type="checkbox"/> <b>▶</b>	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. <b>▶</b> _____		
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 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) . . . . . <input type="checkbox"/> <b>▶</b>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . <input type="checkbox"/> <b>▶</b>	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? . . . . . <input type="checkbox"/> <b>▶</b>	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)? ☐ 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? ☐ 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? ☐ 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 8		40,965.	-0-	-0-

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

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

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

<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>	NONE
<b>b</b>	Average of monthly cash balances	<b>1b</b>	4,392,359.
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	4,392,359.
<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>	4,392,359.
<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>	65,885.
<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>	4,326,474.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	216,324.

**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>	216,324.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	1,013.
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,013.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	215,311.
<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>	215,311.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	215,311.

**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>	255,441.
<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>	255,441.
<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>	1,013.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	254,428.

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7 . . . . .				215,311.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only . . . . .			NONE	
b Total for prior years: 20 08, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 . . . . .	NONE			
b From 2006 . . . . .	20,502.			
c From 2007 . . . . .	8,316.			
d From 2008 . . . . .	NONE			
e From 2009 . . . . .	52,218.			
f Total of lines 3a through e . . . . .	81,036.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 255,441.				
a Applied to 2009, but not more than line 2a . . . .			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . .	NONE			
d Applied to 2010 distributable amount . . . . .				215,311.
e Remaining amount distributed out of corpus . . . .	40,130.			
5 Excess distributions carryover applied to 2010 . . . .	NONE			NONE
<i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	121,166.			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .			NONE	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011. . . . .				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	121,166.			
10 Analysis of line 9:				
a Excess from 2006 . . . . .	20,502.			
b Excess from 2007 . . . . .	8,316.			
c Excess from 2008 . . . . .	NONE			
d Excess from 2009 . . . . .	52,218.			
e Excess from 2010 . . . . .	40,130.			

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . .

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

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

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

N/A

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

N/A

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

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

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

SEE STATEMENT 9

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

SEE ATTACHED STATEMENT FOR LINE 2

**c** Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

<b>Recipient</b> <b>Name and address (home or business)</b>	<b>If recipient is an individual,  show any relationship to  any foundation manager  or substantial contributor</b>	<b>Foundation  status of  recipient</b>	<b>Purpose of grant or  contribution</b>	<b>Amount</b>
<b>a Paid during the year</b>  SEE STATEMENT 23				
<b>Total</b> .....			<b>3a</b>	243,950.
<b>b Approved for future payment</b>				
<b>Total</b> .....			<b>3b</b>	



## Part XVII

**Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**


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

[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 5277. ☐ Yes ☒ No

**b** If "Yes," complete the following schedule.

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

<b>Sign Here</b>	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	08/11/2011 Date	Vice President Title

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

**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				9,254.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				488.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				15,659.	
318.00		318.11 FANNIE MAE POOL 580190 PROPERTY TYPE: SECURITIES 318.00				11/27/2001	01/25/2010
33.00		32.7 FANNIE MAE POOL 616410 PROPERTY TYPE: SECURITIES 33.00				11/27/2001	01/25/2010
317.00		316.52 FANNIE MAE POOL 580190 PROPERTY TYPE: SECURITIES 317.00				11/27/2001	02/25/2010
32.00		31.77 FANNIE MAE POOL 616410 PROPERTY TYPE: SECURITIES 32.00				11/27/2001	02/25/2010
18,882.00		1088. COMCAST CORP COM CL A PROPERTY TYPE: SECURITIES 23,936.00				05/08/2008	03/05/2010
35.00		2. COMCAST CORP COM CL A PROPERTY TYPE: SECURITIES 44.00				05/08/2008	03/05/2010
318.00		318.09 FANNIE MAE POOL 580190 PROPERTY TYPE: SECURITIES 318.00				11/27/2001	03/25/2010
31.00		30.93 FANNIE MAE POOL 616410 PROPERTY TYPE: SECURITIES 31.00				11/27/2001	03/25/2010

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**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
26,025.00		500. GENZYME CORP GENL DIVISION COM PROPERTY TYPE: SECURITIES 28,738.00					04/01/2009 -2,713.00	04/06/2010
18,098.00		1699. TAIWAN SEMICONDUCTOR MFG CO SPONS PROPERTY TYPE: SECURITIES 18,620.00					06/21/2007 -522.00	04/08/2010
18,302.00		315. BAXTER INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES 15,970.00					04/01/2009 2,332.00	04/12/2010
320.00		319.68 FANNIE MAE POOL 580190 PROPERTY TYPE: SECURITIES 320.00					11/27/2001	04/25/2010
33.00		33.2 FANNIE MAE POOL 616410 PROPERTY TYPE: SECURITIES 33.00					11/27/2001	04/25/2010
41,420.00		555. TRANSOCEAN LTD FGN COM PROPERTY TYPE: SECURITIES 32,945.00					04/01/2009 8,475.00	05/05/2010
3,704.00		3704.23 FANNIE MAE POOL 580190 PROPERTY TYPE: SECURITIES 3,704.00					11/27/2001	05/25/2010
32.00		32.32 FANNIE MAE POOL 616410 PROPERTY TYPE: SECURITIES 32.00					11/27/2001	05/25/2010
27,596.00		787. QUALCOMM INC COM PROPERTY TYPE: SECURITIES 31,205.00					04/01/2009 -3,609.00	06/16/2010
105.00		3. QUALCOMM INC COM PROPERTY TYPE: SECURITIES 119.00					04/01/2009 -14.00	06/16/2010
280.00		280.22 FANNIE MAE POOL 580190 PROPERTY TYPE: SECURITIES 280.00					11/27/2001	06/25/2010



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**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,571.00		2570.7 FANNIE MAE POOL 616410 PROPERTY TYPE: SECURITIES 2,571.00					11/27/2001	06/25/2010
3,988.00		150. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES 3,866.00					05/21/2009	07/08/2010
							122.00	
17,193.00		150. AMAZON COM INC COM PROPERTY TYPE: SECURITIES 17,972.00					11/05/2009	07/08/2010
							-779.00	
14,091.00		55. APPLE INC COM PROPERTY TYPE: SECURITIES 7,342.00					01/25/2008	07/08/2010
							6,749.00	
3,046.00		110. AVON PRODS INC COM PROPERTY TYPE: SECURITIES 4,767.00					08/18/2008	07/08/2010
							-1,721.00	
9,596.00		330. CVS/CAREMARK CORP COM PROPERTY TYPE: SECURITIES 13,908.00					11/07/2007	07/08/2010
							-4,312.00	
1,599.00		55. CVS/CAREMARK CORP COM PROPERTY TYPE: SECURITIES 2,295.00					05/08/2008	07/08/2010
							-696.00	
16,926.00		795. CHESAPEAKE ENERGY CORP COM PROPERTY TYPE: SECURITIES 16,639.00					04/16/2009	07/08/2010
							287.00	
5,312.00		65. COLGATE PALMOLIVE CO COM PROPERTY TYPE: SECURITIES 3,251.00					12/13/2004	07/08/2010
							2,061.00	
4,429.00		85. COVANCE INC COM PROPERTY TYPE: SECURITIES 8,100.00					08/18/2008	07/08/2010
							-3,671.00	
1,019.00		15. CUMMINS INC COM PROPERTY TYPE: SECURITIES 698.00					11/05/2009	07/08/2010
							321.00	

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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)	
42,834.00		2245. EMC CORP COM PROPERTY TYPE: SECURITIES 29,073.00				04/20/2004 13,761.00	07/08/2010
14,310.00		750. EMC CORP COM PROPERTY TYPE: SECURITIES 9,315.00				04/11/2005 4,995.00	07/08/2010
7,921.00		75. EOG RESOURCES INC COM PROPERTY TYPE: SECURITIES 6,526.00				11/05/2009 1,395.00	07/08/2010
11,090.00		105. EOG RESOURCES INC COM PROPERTY TYPE: SECURITIES 6,015.00				04/01/2009 5,075.00	07/08/2010
2,635.00		40. EATON CORP COM PROPERTY TYPE: SECURITIES 2,572.00				11/05/2009 63.00	07/08/2010
1,529.00		205.452 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES 2,410.00				12/05/2001 -881.00	07/08/2010
409.00		55. FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES 520.00				07/09/2002 -111.00	07/08/2010
89.00		12. FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES 110.00				05/05/2003 -21.00	07/08/2010
309.00		41.548 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES 317.00				08/06/2002 -8.00	07/08/2010
22,582.00		50. GOOGLE INC COM CL A PROPERTY TYPE: SECURITIES 27,356.00				11/05/2009 -4,774.00	07/08/2010
18,148.00		1150. INTERNATIONAL GAME TECHNOLOGY COM PROPERTY TYPE: SECURITIES 21,212.00				11/05/2009 -3,064.00	07/08/2010

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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)	
16,722.00		250. ISHARES RUSSELL 2000 GWTH INDEX CLO PROPERTY TYPE: SECURITIES 16,578.00				09/28/2009 144.00	07/08/2010
14,958.00		725. KBR INC COM PROPERTY TYPE: SECURITIES 14,890.00				11/05/2009 68.00	07/08/2010
7,196.00		170. PEABODY ENERGY CORP COM PROPERTY TYPE: SECURITIES 8,573.00				09/11/2008 -1,377.00	07/08/2010
2,331.00		50. T ROWE PRICE GROUP INC COM PROPERTY TYPE: SECURITIES 1,448.00				04/01/2009 883.00	07/08/2010
7,640.00		545. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 10,809.00				03/14/2008 -3,169.00	07/08/2010
2,453.00		175. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 3,063.00				04/16/2009 -610.00	07/08/2010
2,033.00		145. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 2,247.00				04/01/2009 -214.00	07/08/2010
8,185.00		155. TEVA PHARMACEUTICAL INDS LTD SPONS PROPERTY TYPE: SECURITIES 7,973.00				11/05/2009 212.00	07/08/2010
8,016.00		165. THERMO FISHER SCIENTIFIC INC COM PROPERTY TYPE: SECURITIES 9,381.00				12/19/2007 -1,365.00	07/08/2010
4,869.00		145. URBAN OUTFITTERS INC COM PROPERTY TYPE: SECURITIES 2,790.00				05/11/2009 2,079.00	07/08/2010
22,717.00		855. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 36,770.00				12/05/2001 -14,053.00	07/08/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
6,111.00		230. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 7,935.00					07/09/2002 -1,824.00	07/08/2010
1,328.00		50. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 1,681.00					05/05/2003 -353.00	07/08/2010
4,650.00		175. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 4,891.00					08/06/2002 -241.00	07/08/2010
2,604.00		35. VISA INC COM CL A PROPERTY TYPE: SECURITIES 2,763.00					11/05/2009 -159.00	07/08/2010
4,835.00		65. VISA INC COM CL A PROPERTY TYPE: SECURITIES 4,381.00					05/11/2009 454.00	07/08/2010
20,158.00		770. WELLS FARGO CO COM PROPERTY TYPE: SECURITIES 18,041.00					07/19/2001 2,117.00	07/08/2010
5,236.00		200. WELLS FARGO CO COM PROPERTY TYPE: SECURITIES 4,230.00					11/14/2001 1,006.00	07/08/2010
18,519.00		570. NOBLE CORP FGN COM PROPERTY TYPE: SECURITIES 24,405.00					11/05/2009 -5,886.00	07/08/2010
487.00		15. NOBLE CORP FGN COM PROPERTY TYPE: SECURITIES 446.00					05/11/2009 41.00	07/08/2010
3,899.00		120. NOBLE CORP FGN COM PROPERTY TYPE: SECURITIES 3,089.00					04/02/2009 810.00	07/08/2010
3.00		.452 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES 3.00					08/06/2002	07/16/2010

**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)	
282.00		281.62 FANNIE MAE POOL 580190 PROPERTY TYPE: SECURITIES 282.00				11/27/2001	07/25/2010
28.00		27.74 FANNIE MAE POOL 616410 PROPERTY TYPE: SECURITIES 28.00				11/27/2001	07/25/2010
283.00		283.02 FANNIE MAE POOL 580190 PROPERTY TYPE: SECURITIES 283.00				11/27/2001	08/25/2010
28.00		27.88 FANNIE MAE POOL 616410 PROPERTY TYPE: SECURITIES 28.00				11/27/2001	08/25/2010
284.00		284.43 FANNIE MAE POOL 580190 PROPERTY TYPE: SECURITIES 284.00				11/27/2001	09/25/2010
2,552.00		2552.36 FANNIE MAE POOL 616410 PROPERTY TYPE: SECURITIES 2,552.00				11/27/2001	09/25/2010
15,587.00		577. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES 14,872.00				05/21/2009	10/08/2010
81.00		3. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES 77.00				05/21/2009	10/08/2010
286.00		285.86 FANNIE MAE POOL 580190 PROPERTY TYPE: SECURITIES 286.00				11/27/2001	10/25/2010
23.00		23.4 FANNIE MAE POOL 616410 PROPERTY TYPE: SECURITIES 23.00				11/27/2001	10/25/2010
19,790.00		575. NOBLE CORP FGN COM PROPERTY TYPE: SECURITIES 14,801.00				04/02/2009	10/28/2010

**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)	
1,634.00		1634.35 FANNIE MAE POOL 580190 PROPERTY TYPE: SECURITIES 1,634.00				11/27/2001	11/25/2010
24.00		23.52 FANNIE MAE POOL 616410 PROPERTY TYPE: SECURITIES 24.00				11/27/2001	11/25/2010
26,071.00		1950. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES 28,606.00				07/08/2010	12/22/2010
4,682.00		240. CISCO SYS INC COM PROPERTY TYPE: SECURITIES 5,345.00				07/08/2010	12/23/2010
1,073.00		55. CISCO SYS INC COM PROPERTY TYPE: SECURITIES 997.00				04/16/2009	12/23/2010
9,267.00		475. CISCO SYS INC COM PROPERTY TYPE: SECURITIES 8,303.00				03/01/2005	12/23/2010
7,316.00		375. CISCO SYS INC COM PROPERTY TYPE: SECURITIES 4,358.00				09/25/2002	12/23/2010
1,527.00		85. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 1,248.00				07/08/2010	12/23/2010
23,181.00		1290. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 18,666.00				11/05/2009	12/23/2010
18,500.00		925. QUANTA SERVICES INC COM PROPERTY TYPE: SECURITIES 19,849.00				11/05/2009	12/23/2010
6,500.00		325. QUANTA SERVICES INC COM PROPERTY TYPE: SECURITIES 6,822.00				07/08/2010	12/23/2010

**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)	
27,220.00		1605. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 24,870.00				04/01/2009 2,350.00	12/23/2010
25,494.00		350. UNITED PARCEL SERVICE INC COM CL B PROPERTY TYPE: SECURITIES 25,536.00				06/21/2007 -42.00	12/23/2010
4,006.00		55. UNITED PARCEL SERVICE INC COM CL B PROPERTY TYPE: SECURITIES 3,906.00				05/08/2008 100.00	12/23/2010
15,385.00		225. VISA INC COM CL A PROPERTY TYPE: SECURITIES 15,165.00				05/11/2009 220.00	12/23/2010
274.00		273.66 FANNIE MAE POOL 580190 PROPERTY TYPE: SECURITIES 274.00				11/27/2001	12/25/2010
23.00		23.08 FANNIE MAE POOL 616410 PROPERTY TYPE: SECURITIES 23.00				11/27/2001	12/25/2010
275.00		275.02 FANNIE MAE POOL 580190 PROPERTY TYPE: SECURITIES 275.00				11/27/2001	12/31/2010
24.00		24.33 FANNIE MAE POOL 616410 PROPERTY TYPE: SECURITIES 24.00				11/27/2001	12/31/2010
TOTAL GAIN(LOSS) .....						----- 29,900. =====	

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST COMMON TRUST FUNDS	75,523. 26,894. -----	75,523. 26,894. -----
TOTAL	102,417. =====	102,417. =====



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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.
	=====	=====	=====	=====

## FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	284.	284.
FEDERAL TAX PAYMENT - PRIOR YE	236.	
	-----	-----
TOTALS	520.	284.
	=====	=====

## FORM 990PF, PART I - OTHER EXPENSES

=====

## DESCRIPTION

-----

STATE FILING FEE

TOTALS

REVENUE  
AND  
EXPENSES  
PER BOOKS

-----

25.

-----

25.

=====

WM KILWORTH FDN

T/W 40

91-6072527

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

COST/  
FMV

C OR F

-----

DESCRIPTION  
-----

ENDING  
BOOK VALUE

-----

ENDING  
FMV

-----

SEE ATTACHED

C

TOTALS

3,670,943.

4,554,712.

3,670,943.

4,554,712.

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

=====

DESCRIPTION

-----

AMOUNT

-----

ROUNDING

3.

-----

TOTAL

3.

=====

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

=====

WA

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

=====

## OFFICER NAME:

KEYBANK, NATIONAL ASSOCIATION

## ADDRESS:

10 W SECOND ST 26TH FL

DAYTON, OH 45402

## TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 40,965.

TOTAL COMPENSATION:

40,965.

=====

RECIPIENT NAME:

KEYBANK N.A. ATTN: MOLLIE DETERMAN

ADDRESS:

PO BOX 11500, WA-31-0310

TACOMA, WA 98402

FORM, INFORMATION AND MATERIALS:

APPLICATION FORM PROVIDED BY KEYBANK (SEE ABOVE ADDRESS)

SUBMISSION DEADLINES:

NOVEMBER 15 OF CURRENT YEAR

RESTRICTIONS OR LIMITATIONS ON AWARDS:

PIERCE COUNTY RESIDENT



RECIPIENT NAME:  
TACOMA COMMUNITY COLLEGE  
ADDRESS:  
5900 SOUTH 12TH STREET  
TACOMA, WA 98422  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 4,950.

RECIPIENT NAME:  
BOYS & GIRLS CLUB SO PUGET SD  
ADDRESS:  
1501 PACIFIC AVE STE 301  
TACOMA, WA 98402  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
HELPING HANDS HOUSE  
ADDRESS:  
P.O. BOX 710  
PUYALLUP, WA 98371-0184  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
TACOMA MUSEUM OF GLASS  
ADDRESS:  
1801 DOCK ST  
TACOMA, WA 98402-3217  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
INDEPENDENT COLLEGES OF WA  
ADDRESS:  
600 STEWART ST. SUITE 600  
SEATTLE, WA 98101  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
TACOMA GOODWILL INDUSTRIES  
ADDRESS:  
714 SOUTH 27TH ST  
TACOMA, WA 98409  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
PACIFIC SCIENCE CENTER  
ADDRESS:  
200 SECOND AVE N  
SEATTLE, WA 98109  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
CHILDREN'S MUSEUM OF TACOMA  
ADDRESS:  
936 BROADWAY  
TACOMA, WA 98402  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
ASSOCIATED MINISTRIES  
ADDRESS:  
1224 SOUTH I ST  
TACOMA, WA 98405  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
WASHINGTON WOMEN'S EMPLOYMENT &  
EDUCATION  
ADDRESS:  
3516 SOUTH 47TH STREET SUITE 205  
TACOMA, WA 98409  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
THE FOOD BANKS OF PIERCE COUNTY  
ADDRESS:  
1224 SOUTH I ST  
TACOMA, WA 98405  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
THE TACOMA RESCUE MISSION  
ADDRESS:  
P.O. BOX 1912  
TACOMA, WA 98401-1912  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
TACOMA COALITION OF INDIVIDUALS -  
DISABILITIES  
ADDRESS:  
6315 SOUTH 19TH ST  
TACOMA, WA 98466  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
TACOMA ART MUSEUM  
ADDRESS:  
1701 PACIFIC AVE  
TACOMA, WA 98402  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 7,500.

RECIPIENT NAME:  
TACOMA YOUTH SYMPHONY  
ADDRESS:  
901 BROADWAY PLAZE, SUITE 500  
TACOMA, WA 98402-4415  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

PEACE COMMUNITY CENTER

ADDRESS:

2106 SOUTH CUSHMAN AVE  
TACOMA, WA 98405

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID ..... 3,500.

RECIPIENT NAME:

TACOMA SHARED HOUSING SERVICES

ADDRESS:

P.O. BOX 5937  
TACOMA, WA 98415-0937

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

YWCA - PIERCE COUNTY

ADDRESS:

405 BROADWAY  
TACOMA, WA 98402

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
AMERICAN CANCER SOCIETY  
ADDRESS:  
1313 BROADWAY  
TACOMA, WA 98402  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
UW FOUNDATION  
ADDRESS:  
P.O. BOX 359505  
SEATTLE, WA 98195-9505  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
BROADWAY CENTER FOR THE  
PERFORMING ARTS  
ADDRESS:  
901 BROADWAY, SUITE 700  
TACOMA, WA 98402  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 7,500.

RECIPIENT NAME:

GIRL SCOUTS OF WESTERN, WA  
DUPONT GIRL SCOUT CENTER

ADDRESS:

P.O. BOX 770  
DUPONT, WA 98327

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

GREATER METROPARKS FOUNDATION

ADDRESS:

4702 S. 19TH ST.  
TACOMA, WA 98405-1175

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:

POINT DEFIANCE ZOO & AQUARIUM

ADDRESS:

5400 NORTH PEARL STREET  
TACOMA, WA 98407

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID ..... 5,000.



RECIPIENT NAME:  
EMERGENCY FOOD NETWORK  
ADDRESS:  
3318 92ND STREET SOUTH  
LAKEWOOD, WA 98499  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
YOUTH MARINE FOUNDATION  
ADDRESS:  
820 EAST D STREET  
TACOMA, WA 98407  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
CATHOLIC COMMUNITY SERVICES  
ADDRESS:  
1323 S YAKIMA AVE  
TACOMA, WA 98405-4457  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
NORTHWEST SINFONIETTA  
ADDRESS:  
1019 PACIFIC AVE, SUITE 1011  
TACOMA, WA 98402  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
LAKEWOLD GARDENS - THE FRIENDS  
OF LAKEWOLD  
ADDRESS:  
PO BOX 39780  
LAKEWOOD, WA 98496-3780  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 3,500.

RECIPIENT NAME:  
AIDS HOUSING ASSOCIATION OF TACOMA  
ADDRESS:  
301 NORTH L STREET  
TACOMA, WA 98403  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 3,500.

RECIPIENT NAME:

REBUILDING TOGETHER SOUTH SOUND

ADDRESS:

2025 MILDRED STREET WEST  
FIRCREST, WA 98446

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID ..... 3,500.

RECIPIENT NAME:

TACOMA SYMPHONY ORCHESTRA

ADDRESS:

901 BROADWAY, SUITE 600  
TACOMA, WA 98402

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

AMERICAN RED CROSS - MT. RAINIER  
CHAPTER

ADDRESS:

1235 SOUTH TACOMA WAY  
TACOMA, WA 98409

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
MEDICAL TEAMS INTERNATIONAL  
ADDRESS:  
9680 153RD AVE NE  
REDMOND, WA 98052  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
BREAST CANCER RESOURCE CENTER  
ADDRESS:  
3502 SOUTH 12TH ST, SUITE A  
TACOMA, WA 98405  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
BIRTH TO THREE DEVELOPMENTAL CENTER  
ADDRESS:  
PO BOX 24269  
FEDERAL WAY, WA 98093  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 3,500.

RECIPIENT NAME:

ARK INSTITUTE OF LEARNING

ADDRESS:

1916 S WASHINGTON STREET

TACOMA, WA 98405

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID ..... 3,500.

RECIPIENT NAME:

HOPESPARKS

ADDRESS:

6424 N 9TH ST

TACOMA, WA 98406

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID ..... 3,500.

RECIPIENT NAME:

LOVE'S TREASURY

ADDRESS:

10213 139TH ST CT E #B1

PUYALLUP, WA 98374

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
TACOMA/PIERCE COUNTY HABITAT FOR  
HUMANITY  
ADDRESS:  
PO BOX 7124  
TACOMA, WA 98417  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
UNIVERSITY OF PUGET SOUND  
ADDRESS:  
1500 NORTH WARNER  
TACOMA, WA 98416  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
PIERCE COLLEGE  
ATTN: CASHIER'S OFFICE-SHOLARSHI  
ADDRESS:  
9401 FARWEST DRIVE S.W.  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

TOTAL GRANTS PAID: 243,950.  
=====

REPORT TAC-CRR41  
RUN DATE 2011-01-15  
BUS DATE 2011-01-14  
PAGE 149  
SAR ID TAC000PCRR41

**TAX ANALYST/NAME**  
**404 W WEST**

**937-285-5302**

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SAR ID TAC000PCRR41

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
698290102	XL GROUP PLC FGN COM	43,094.50	0.00	32,570.71	1,975.000
000375204	ABB LTD SPONS ADR	37,828.25	0.00	37,086.85	1,685.000
009158106	AIR PRODUCTS & CHEMICALS INC COM	28,649.25	0.00	24,959.91	315.000
037411105	APACHE CORP COM	41,134.35	0.00	29,980.40	345.000
037833100	APPLE INC COM	69,350.40	0.00	26,749.73	215.000
054303102	AVON PRODS INC COM	29,060.00	0.00	39,549.71	1,000.000
064149107	BANK OF NOVA SCOTIA FGN COM	52,624.00	0.00	42,147.09	920.000
088606108	BHP BILLITON LTD SPONS ADR	34,380.40	0.00	25,015.85	370.000
126650100	CVS/CAREMARK CORP COM	33,205.35	0.00	28,253.42	955.000
151020104	CELGENE CORP COM	23,656.00	0.00	25,424.00	400.000
17275R102	CISCO SYS INC COM	27,816.25	0.00	4,853.51	1,375.000
194162103	COLGATE PALMOLIVE CO COM	24,512.85	0.00	15,256.10	305.000
22160KAB1	COSTCO WHOLESALE CORP SENIOR NT DTD 02/20/07 5.30% DUE 03/15/12	105,204.00	0.00	99,877.00	100,000.000
222816100	COVANCE INC COM	35,729.95	0.00	35,340.97	695.000
231021106	CUMMINS INC COM	66,006.00	0.00	27,909.24	600.000
244199105	DEERE & CO COM	26,991.25	0.00	27,287.00	325.000
254687106	WALT DISNEY CO COM	46,887.50	0.00	32,283.04	1,250.000

# CHARITABLE TRUSTS HOLDINGS REPORT

(-RG-OFF-ACCOUNT  
 0-10-420-0161800 KILWORTH WILLIAM FND  
 T/W AS OF 12-31-2010  
 TAC-CRR41  
 RUN DATE 2011-01-15  
 BUS DATE 2011-01-14  
 PAGE 150  
 SAR ID TAC000PCRR41

CUSIP	ASSET NAME	ACCOUNT NAME	TAX ANALYST/NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
25490A101	DIRECTV COM CL A	0-10-420-0161800 KILWORTH WILLIAM FND	404 W WEST	25,155.90	0.00	22,238.94	630.000
2687SP101	EOG RESOURCES INC COM	AS OF 12-31-2010		33,821.70	0.00	21,197.30	370.000
278058102	EATON CORP COM			47,709.70	0.00	21,712.13	470.000
302130109	EXPEDITORS INTL WASH INC COM			37,947.00	0.00	22,260.97	695.000
302316102	EXXON MOBIL CORP COM			19,376.80	0.00	10,944.05	265.000
3134A4HF4	FREDDIE MAC NOTE DTD 09/25/01 5.50% DUE 09/15/11			103,579.00	0.00	98,316.00	100,000.000
3134A4UX0	FREDDIE MAC NOTE DTD 01/21/05 4.50% DUE 01/15/15			110,459.00	0.00	101,791.90	100,000.000
31359HTG8	FANNIE MAE NOTE DTD 09/26/03 4.625% DUE 10/15/13			54,882.50	0.00	49,751.20	50,000.000
31359H7X5	FANNIE MAE NOTE DTD 04/16/07 5.00% DUE 05/11/17			112,135.00	0.00	98,474.00	100,000.000
31387CRK9	FANNIE MAE POOL 580190 DTD 05/01/01 5.500% DUE 05/01/16			17,788.36	0.00	12,922.34	16,516.120
31388VYF9	FANNIE MAE POOL 616410 DTD 12/01/01 6.000% DUE 12/01/31			11,144.13	0.00	6,428.81	10,116.310
31428X106	FEDEX CORP COM			18,136.95	0.00	18,154.50	195.000
315616102	F5 NETWORKS INC COM			37,095.60	0.00	21,255.24	285.000
35671D857	FREEPORT-MCMORAN COPPER & GOLD COM			40,230.15	0.00	26,529.99	335.000
369604103	GENERAL ELEC CO COM			31,093.00	0.00	15,977.38	1,700.000
411511306	HARBOR INTERNATIONAL FD			224,758.69	0.00	200,000.00	3,711.952



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TAX ANALYST/NAME  
 404 W WEST

937-285-5302

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
OPEN-END FUND					
428236103	HEWLETT PACKARD CO COM	25,049.50	0.00	29,789.88	595.000
438516106	HONEYWELL INTERNATIONAL INC COM	38,541.00	0.00	19,819.69	725.000
458140100	INTEL CORP COM	46,371.15	0.00	40,539.04	2,205.000
45865V100	INTERCONTINENTALEXCHANGE INC COM	22,042.75	0.00	19,639.42	185.000
464287234	ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND	142,926.00	0.00	118,500.95	3,000.000
464287804	ISHARES S&P SMALLCAP 600 INDEX CLOSED-END FUND	94,146.25	0.00	73,527.93	1,375.000
46625HHP8	JPMORGAN CHASE & CO SENIOR NT DTD 09/18/09 3.70% DUE 01/20/15	51,744.50	0.00	50,421.00	50,000.000
46625H100	JP MORGAN CHASE & CO COM	48,783.00	0.00	33,988.09	1,150.000
48203R104	JUNIPER NETWORKS INC COM	26,951.60	0.00	27,667.00	730.000
48242W106	KBR INC COM	37,630.45	0.00	32,680.48	1,235.000
580135101	MCDONALDS CORP COM	41,834.20	0.00	9,603.30	545.000
585055106	MEDTRONIC INC COM	33,381.00	0.00	43,618.80	900.000
59156R108	METLIFE INC COM	18,220.40	0.00	18,327.00	410.000
594918104	MICROSOFT CORP COM	34,608.40	0.00	29,958.28	1,240.000
65339F101	NEXTERA ENERGY INC COM	18,456.45	0.00	18,488.40	355.000
674599105	OCCIDENTAL PETE CORP DEL COM	48,559.50	0.00	39,797.95	495.000
68389X105	ORACLE CORP	80,754.00	0.00	39,794.28	2,580.000

# CHARITABLE TRUSTS HOLDINGS REPORT

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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
704549104	PEABODY ENERGY CORP COM	39,347.70	0.00	28,528.82	615.000
713448BK3	PEPSICO INC SENIOR NT DTD 03/02/09 3.75% DUE 03/01/14	52,914.50	0.00	52,360.00	50,000.000
74144T108	T ROME PRICE GROUP INC COM	32,270.00	0.00	14,475.00	500.000
7495200A1	KT SHORT TERM DEPOSIT FUND	21,743.04	10,488.72	32,231.76	32,231.760
749520902	KT GOVERNMENT MORTGAGE FUND	287,352.25	0.00	276,509.18	3,029.330
806407102	HENRY SCHEIN INC COM	31,922.80	0.00	21,373.98	520.000
806857108	SCHLUMBERGER LTD FGN COM	94,772.50	0.00	34,887.19	1,135.000
832696405	SHUCKER J M CO COM	18,053.75	0.00	17,954.75	275.000
87612E106	TARGET CORP COM	48,104.00	0.00	25,103.96	800.000
881624209	TEVA PHARMACEUTICAL INDS LTD SPONS ADR	41,704.00	0.00	36,735.50	800.000
883556102	THERMO FISHER SCIENTIFIC INC COM	37,921.60	0.00	29,731.28	685.000
912810PV4	UNITED STATES TREAS BDS INFL IDX DTD 01/31/08 1.75% DUE 01/15/28	212,539.92	0.00	201,921.55	208,788.000
912828BH2	UNITED STATES TREAS NTS DTD 08/15/03 4.25% DUE 08/15/13	108,875.00	0.00	99,046.88	100,000.000
912828EE6	UNITED STATES TREAS NTS DTD 08/15/05 4.25% DUE 08/15/15	110,727.00	0.00	102,546.88	100,000.000
917047102	URBAN OUTFITTERS INC COM	21,127.90	0.00	11,351.60	590.000
922042858	VANGUARD EMERGING MARKETS ETF CLOSED-END FUND	144,438.00	0.00	117,495.00	3,000.000
928563402	VHWARE INC COM CL A	30,229.40	0.00	23,381.56	340.000

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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
983919101	XILINX INC COM	18,837.00	0.00	17,095.78	650.000
989701107	ZIONS BANCORP COM	36,345.00	0.00	33,678.89	1,500.000
998154223	CHARITABLE INTL EQUITY FUND	372,587.39	0.00	262,488.94	18,222.462
998154231	CHARITABLE MID CAP FUND	176,437.30	0.00	149,804.30	983.667
998154249	CHARITABLE CONVERTIBLE SEC FUND	144,528.93	0.00	133,579.23	5,839.600
*** TOTAL ***		4,544,222.91	10,488.72	3,670,942.80	1,096,249.200