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

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 , 2010

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

Name of foundation BERNICE A B KEYES T/W 40 A Employer identification number

-104200166180

91-6111944

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)

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

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) ► \$ 1,889,881. J Accounting method. Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis.)

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

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	38,372.	38,372.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	56,118.			
b Gross sales price for all assets on line 6a	628,278.			
7 Capital gain net income (from Part IV, line 2)		56,118.		
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	94,490.	94,490.		
13 Compensation of officers, directors, trustees, etc	19,942.	14,957.		4,986.
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	180.	103.		
18 Taxes (attach schedule) (see page 14 of the instructions)				
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.			25.
24 Total operating and administrative expenses				
Add lines 13 through 23	21,397.	15,060.	NONE	6,261.
25 Contributions, gifts, grants paid	82,537.			82,537.
26 Total expenses and disbursements Add lines 24 and 25	103,934.	15,060.	NONE	88,798.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-9,444.			
b Net investment income (if negative, enter -0-)		79,430.		
c Adjusted net income (if negative, enter -0-)				

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

Operating and Administrative Expenses
JUL 1 2011
SCANNED

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JSA

Form 990-PF (2010)

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P 21

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 ►	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.			
14	Land, buildings, and equipment basis ►	1,597,166.	1,587,445.	1,889,881.	
	Less accumulated depreciation ► (attach schedule)				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,597,166.	1,587,445.	1,889,881.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	1,597,166.	1,587,445.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	1,597,166.	1,587,445.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,597,166.	1,587,445.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,597,166.
2	Enter amount from Part I, line 27a	2	-9,444.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 6	3	118.
4	Add lines 1, 2, and 3	4	1,587,840.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 7	5	395.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,587,445.

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) 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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	56,118.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.	{ }		3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?
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	99,633.	1,600,261.	0.06226046876		
2008	121,300.	1,888,832.	0.06421958120		
2007	129,678.	2,197,870.	0.05900166980		
2006	73,642.	2,077,483.	0.03544770282		
2005	101,206.	2,005,679.	0.05045971963		
2 Total of line 1, column (d)			2	0.27138914221	
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	0.05427782844	
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4	1,754,489.	
5 Multiply line 4 by line 3			5	95,230.	
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	794.	
7 Add lines 5 and 6			7	96,024.	
8 Enter qualifying distributions from Part XII, line 4			8	88,798.	
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18.					

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)		
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	1,589.
b	Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	
c	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 . . .	
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 1,589.
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 1,589.
6	Credits/Payments	
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 340.
b	Exempt foreign organizations-tax withheld at source	6b NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c 1,146.
d	Backup withholding erroneously withheld	6d
7	Total credits and payments Add lines 6a through 6d	7 1,486.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 103.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10
11	Enter the amount of line 10 to be Credited to 2011 estimated tax ►	11 Refunded

Part VII-A Statements Regarding Activities		
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?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
<i>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</i>		
1c	Did the foundation file Form 1120-POL for this year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
<i>If "Yes," attach a detailed description of the activities</i>		
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	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
<i>If "Yes," attach the statement required by General Instruction T.</i>		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	
<ul style="list-style-type: none"> ● 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? 		
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	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ►	STMT 8
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	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
N/A		
14	Telephone no ► (216) 813-4556	
Located at ► 4900 TIEDEMAN RD, OH-01-49-0147, BROOKLYN, OH ZIP + 4 ► 44144-2302		
15	► 15	
16	Yes	No X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ►		

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

	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)?		
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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?		
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 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)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 9		19,942.	-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
1NONE	

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
1NONE	

2	

All other program-related investments See page 24 of the instructions	
3NONE	

Total. Add lines 1 through 3 ►	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a Average monthly fair market value of securities	1a	1,781,207.
b Average of monthly cash balances	1b	NONE
c Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	1,781,207.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	NONE
3 Subtract line 2 from line 1d	3	1,781,207.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	26,718.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,754,489.
6 Minimum investment return. Enter 5% of line 5	6	87,724.

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

1 Minimum investment return from Part X, line 6	1	87,724.
2a Tax on investment income for 2010 from Part VI, line 5	2a	1,589.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,589.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	86,135.
4 Recoveries of amounts treated as qualifying distributions	4	118.
5 Add lines 3 and 4	5	86,253.
6 Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	86,253.

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	88,798.
b Program-related investments - total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	88,798.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	88,798.

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				86,253.
2 Undistributed income, if any, as of the end of 2010			NONE	
a Enter amount for 2009 only		NONE		
b Total for prior years 20 08,20 20				
3 Excess distributions carryover, if any, to 2010:				
a From 2005	2,829.			
b From 2006	NONE			
c From 2007	23,084.			
d From 2008	27,433.			
e From 2009	20,294.			
f Total of lines 3a through e	73,640.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$			NONE	
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				86,253.
e Remaining amount distributed out of corpus	2,545.			
5 Excess distributions carryover applied to 2010 <i>(If an amount appears in column (d), the same amount must be shown in column (a))</i>	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	76,185.			
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)	2,829.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	73,356.			
10 Analysis of line 9				
a Excess from 2006	NONE			
b Excess from 2007	23,084.			
c Excess from 2008	27,433.			
d Excess from 2009	20,294.			
e Excess from 2010	2,545.			

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)

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

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

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

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

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 16				
Total				► 3a 82,537.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1	Program service revenue	a			
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities			14	38,372.
5	Net rental income or (loss) from real estate:				
a	Debt-financed property				
b	Not debt-financed property				
6	Net rental income or (loss) from personal property				
7	Other investment income			18	56,118.
8	Gain or (loss) from sales of assets other than inventory				
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue a	b			
c					
d					
e					
12	Subtotal Add columns (b), (d), and (e)				94,490.

13 Total. Add line 12, columns (b), (d), and (e)
(See worksheet in line 13 instructions on page 29 to verify calculations)

Relationship of Activities to the Accomplishment of Exempt Purposes

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions)

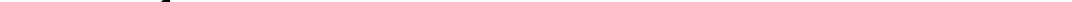
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash	1a(1)	X
(2) Other assets	1a(2)	X
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3) Rental of facilities, equipment, or other assets	1b(3)	X
(4) Reimbursement arrangements	1b(4)	X
(5) Loans or loan guarantees	1b(5)	X
(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

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

b If "Yes," complete the following schedule

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

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

James R. Fruehling, Jr. Signature of officer or trustee KEYRANK BY

06/24/2017

Vice President

Signature of officer or trustee KEYBANK RV: T P SPEEDLINE Date

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Signature of officer or trustee NETBANK BT: U R FREEDLINE Date 10/10/00				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	PTIN
			Check <input type="checkbox"/> if self-employed	
	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				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					14,680.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					146.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					3,931.	
934.00		25. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES 665.00				05/19/2009	01/06/2010	
2,132.00		10. APPLE INC COM PROPERTY TYPE: SECURITIES 1,335.00				01/25/2008	01/06/2010	
1,609.00		50. AVON PRODS INC COM PROPERTY TYPE: SECURITIES 2,028.00				04/29/2008	01/06/2010	
2,073.00		45. BANK OF NOVA SCOTIA FGN COM PROPERTY TYPE: SECURITIES 2,014.00				10/21/2009	01/06/2010	
1,454.00		25. BAXTER INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES 1,507.00				02/04/2009	01/06/2010	
1,614.00		20. BHP BILLITON LTD SPONS ADR PROPERTY TYPE: SECURITIES 1,352.00				02/06/2008	01/06/2010	
2,449.00		75. CVS/CAREMARK CORP COM PROPERTY TYPE: SECURITIES 3,161.00				11/07/2007	01/06/2010	
1,298.00		45. CHESAPEAKE ENERGY CORP COM PROPERTY TYPE: SECURITIES 945.00				04/16/2009	01/06/2010	
							353.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,448.00		100. CISCO SYS INC COM PROPERTY TYPE: SECURITIES 2,736.00				06/18/2007	01/06/2010	
2,911.00		35. COLGATE PALMOLIVE CO COM PROPERTY TYPE: SECURITIES 2,445.00				06/25/2008	01/06/2010	
1,657.00		100. COMCAST CORP COM CL A PROPERTY TYPE: SECURITIES 1,874.00				07/20/2004	01/06/2010	
12,586.00		240. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES 7,900.00				01/08/2004	01/06/2010	
1,374.00		25. COVANCE INC COM PROPERTY TYPE: SECURITIES 2,140.00				07/16/2008	01/06/2010	
1,586.00		50. WALT DISNEY CO COM PROPERTY TYPE: SECURITIES 1,229.00				10/27/2004	01/06/2010	
8,498.00		200. DOVER CORP COM PROPERTY TYPE: SECURITIES 7,969.00				08/24/2005	01/06/2010	
13,517.00		765. EMC CORP COM PROPERTY TYPE: SECURITIES 9,914.00				04/20/2004	01/06/2010	
4,064.00		230. EMC CORP COM PROPERTY TYPE: SECURITIES 2,864.00				04/11/2005	01/06/2010	
1,983.00		20. EOG RESOURCES INC COM PROPERTY TYPE: SECURITIES 1,171.00				03/13/2009	01/06/2010	
949.00		15. EATON CORP COM PROPERTY TYPE: SECURITIES 653.00				04/16/2009	01/06/2010	

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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)	
696.00			20. EXPEDITORS INTL WASH INC COM PROPERTY TYPE: SECURITIES 665.00			05/19/2009	31.00	01/06/2010
1,397.00			20. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 1,596.00			04/25/2007	-199.00	01/06/2010
979.00			20. GENZYME CORP GENL DIVISION COM PROPERTY TYPE: SECURITIES 1,106.00			03/13/2009	-127.00	01/06/2010
2,017.00			50. HONEYWELL INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES 1,696.00			02/19/2002	321.00	01/06/2010
1,971.00			95. INTEL CORP COM PROPERTY TYPE: SECURITIES 6,196.00			03/31/2000	-4,225.00	01/06/2010
2,635.00			60. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 2,013.00			04/16/2009	622.00	01/06/2010
1,360.00			30. MEDTRONIC INC COM PROPERTY TYPE: SECURITIES 1,521.00			09/08/2004	-161.00	01/06/2010
5,123.00			90. NORTHROP GRUMMAN CORP COM PROPERTY TYPE: SECURITIES 4,586.00			09/08/2004	537.00	01/06/2010
5,976.00			105. NORTHROP GRUMMAN CORP COM PROPERTY TYPE: SECURITIES 5,287.00			10/19/2004	689.00	01/06/2010
1,225.00			50. ORACLE CORP COM PROPERTY TYPE: SECURITIES 1,021.00			07/16/2008	204.00	01/06/2010
1,348.00			55. ORACLE CORP COM PROPERTY TYPE: SECURITIES 1,097.00			06/18/2007	251.00	01/06/2010

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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)	
2,019.00		40. PEABODY ENERGY CORP COM PROPERTY TYPE: SECURITIES 2,018.00				09/11/2008	01/06/2010	1.00
5,230.00		65. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 4,260.00				04/25/2007	01/06/2010	970.00
1,086.00		20. T ROWE PRICE GROUP INC COM PROPERTY TYPE: SECURITIES 700.00				04/16/2009	01/06/2010	386.00
3,589.00		75. QUALCOMM INC COM PROPERTY TYPE: SECURITIES 3,135.00				10/21/2009	01/06/2010	454.00
1,206.00		55. QUANTA SERVICES INC COM PROPERTY TYPE: SECURITIES 1,390.00				06/10/2009	01/06/2010	-184.00
1,341.00		25. HENRY SCHEIN INC COM PROPERTY TYPE: SECURITIES 1,159.00				05/11/2009	01/06/2010	182.00
3,392.00		50. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 1,620.00				02/27/2001	01/06/2010	1,772.00
2,136.00		110. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 2,417.00				04/29/2008	01/06/2010	-281.00
1,375.00		120. TAIWAN SEMICONDUCTOR MFG CO SPONS A PROPERTY TYPE: SECURITIES 1,287.00				06/18/2007	01/06/2010	88.00
2,467.00		50. TARGET CORP COM PROPERTY TYPE: SECURITIES 1,632.00				05/25/2000	01/06/2010	835.00
1,142.00		20. TEVA PHARMACEUTICAL INDS LTD SPONS A PROPERTY TYPE: SECURITIES 938.00				12/27/2007	01/06/2010	204.00

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
1,448.00			30. THERMO FISHER SCIENTIFIC INC COM PROPERTY TYPE: SECURITIES 1,760.00			12/27/2007	01/06/2010	
1,450.00			25. UNITED PARCEL SERVICE INC COM CL B PROPERTY TYPE: SECURITIES 1,957.00			03/20/2006	01/06/2010	
1,750.00			50. URBAN OUTFITTERS INC COM PROPERTY TYPE: SECURITIES 956.00			05/11/2009	01/06/2010	
2,092.00			65. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 3,126.00			08/31/2001	01/06/2010	
3,458.00			40. VISA INC COM CL A PROPERTY TYPE: SECURITIES 3,065.00			10/21/2009	01/06/2010	
906.00			10. TRANSOCEAN LTD FGN COM PROPERTY TYPE: SECURITIES 842.00			06/10/2009	01/06/2010	
1,359.00			15. TRANSOCEAN LTD FGN COM PROPERTY TYPE: SECURITIES 835.00			03/13/2009	01/06/2010	
781.00			45. COMCAST CORP COM CL A PROPERTY TYPE: SECURITIES 843.00			07/20/2004	03/05/2010	
4,686.00			270. COMCAST CORP COM CL A PROPERTY TYPE: SECURITIES 4,937.00			07/06/2004	03/05/2010	
14,408.00			200. ISHARES RUSSELL 2000 GWTH INDEX CLO PROPERTY TYPE: SECURITIES 10,082.00			04/21/2009	03/05/2010	
18,010.00			250. ISHARES RUSSELL 2000 GWTH INDEX CLO PROPERTY TYPE: SECURITIES 10,710.00			03/13/2009	03/05/2010	

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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			
8,068.00		155. GENZYME CORP GENL DIVISION COM PROPERTY TYPE: SECURITIES 8,575.00				03/13/2009	04/06/2010	-507.00
11,898.00		1117. TAIWAN SEMICONDUCTOR MFG CO SPONS PROPERTY TYPE: SECURITIES 11,977.00				06/18/2007	04/08/2010	-79.00
7,263.00		125. BAXTER INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES 7,535.00				02/04/2009	04/12/2010	-272.00
13,060.00		175. TRANSOCEAN LTD FGN COM PROPERTY TYPE: SECURITIES 9,744.00				03/13/2009	05/05/2010	3,316.00
9,608.00		274. QUALCOMM INC COM PROPERTY TYPE: SECURITIES 9,979.00				03/13/2009	06/16/2010	-371.00
35.00		1. QUALCOMM INC COM PROPERTY TYPE: SECURITIES 36.00				03/13/2009	06/16/2010	-1.00
2.00		.216 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES 3.00				08/31/2001	07/16/2010	-1.00
137.00		5. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES 133.00				05/19/2009	08/25/2010	4.00
1,756.00		60. AVON PRODS INC COM PROPERTY TYPE: SECURITIES 2,434.00				04/29/2008	08/25/2010	-678.00
5,333.00		190. CVS/CAREMARK CORP COM PROPERTY TYPE: SECURITIES 8,008.00				11/07/2007	08/25/2010	-2,675.00
1,123.00		40. CVS/CAREMARK CORP COM PROPERTY TYPE: SECURITIES 1,635.00				02/28/2008	08/25/2010	-512.00

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,667.00		95. CVS/CAREMARK CORP COM PROPERTY TYPE: SECURITIES 2,513.00			154.00	03/13/2009	08/25/2010	
7,581.00		380. CHESAPEAKE ENERGY CORP COM PROPERTY TYPE: SECURITIES 7,980.00			-399.00	04/16/2009	08/25/2010	
2,121.00		100. CISCO SYS INC COM PROPERTY TYPE: SECURITIES 2,736.00			-615.00	06/18/2007	08/25/2010	
4,772.00		225. CISCO SYS INC COM PROPERTY TYPE: SECURITIES 4,073.00			699.00	04/16/2009	08/25/2010	
2,947.00		75. COVANCE INC COM PROPERTY TYPE: SECURITIES 6,421.00			-3,474.00	07/16/2008	08/25/2010	
1,179.00		30. COVANCE INC COM PROPERTY TYPE: SECURITIES 1,269.00			-90.00	02/04/2009	08/25/2010	
2,948.00		40. CUMMINS INC COM PROPERTY TYPE: SECURITIES 1,930.00			1,018.00	01/06/2010	08/25/2010	
3,678.00		115. WALT DISNEY CO COM PROPERTY TYPE: SECURITIES 2,826.00			852.00	10/27/2004	08/25/2010	
1,119.00		35. WALT DISNEY CO COM PROPERTY TYPE: SECURITIES 721.00			398.00	07/09/2003	08/25/2010	
3,912.00		45. EOG RESOURCES INC COM PROPERTY TYPE: SECURITIES 2,635.00			1,277.00	03/13/2009	08/25/2010	
4,709.00		80. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 6,386.00			-1,677.00	04/25/2007	08/25/2010	

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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)	
1,766.00			30. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 1,971.00			04/21/2009	08/25/2010	-205.00
2,649.00			45. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 1,899.00			04/16/2002	08/25/2010	750.00
512.00			68. FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES 840.00			08/31/2001	08/25/2010	-328.00
23.00			3. FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES 35.00			07/09/2003	08/25/2010	-12.00
256.00			34. FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES 333.00			12/04/2002	08/25/2010	-77.00
30.00			4. FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES 31.00			08/05/2003	08/25/2010	-1.00
581.00			40. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 1,315.00			04/29/2008	08/25/2010	-734.00
1,307.00			90. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 1,401.00			01/06/2010	08/25/2010	-94.00
1,940.00			50. HONEYWELL INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES 1,696.00			02/19/2002	08/25/2010	244.00
1,746.00			45. HONEYWELL INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES 1,262.00			08/05/2003	08/25/2010	484.00
776.00			20. HONEYWELL INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES 561.00			07/09/2003	08/25/2010	215.00

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
7,760.00		200. HONEYWELL INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES 5,564.00				07/21/2003	08/25/2010 2,196.00	
2,684.00		145. INTEL CORP COM PROPERTY TYPE: SECURITIES 9,457.00				03/31/2000	08/25/2010 -6,773.00	
2,776.00		150. INTEL CORP COM PROPERTY TYPE: SECURITIES 9,394.00				08/07/2000	08/25/2010 -6,618.00	
1,481.00		80. INTEL CORP COM PROPERTY TYPE: SECURITIES 2,215.00				08/31/2001	08/25/2010 -734.00	
53,724.00		500. ISHARES BARCLAYS TIPS BOND FUND CLO PROPERTY TYPE: SECURITIES 51,851.00				10/21/2009	08/25/2010 1,873.00	
53,239.00		1000. ISHARES S&P SMALLCAP 600 INDEX CLO PROPERTY TYPE: SECURITIES 45,650.00				06/10/2009	08/25/2010 7,589.00	
4,517.00		125. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 4,194.00				04/16/2009	08/25/2010 323.00	
2,710.00		75. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 1,862.00				02/04/2009	08/25/2010 848.00	
21,966.00		300. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 4,257.00				04/03/2003	08/25/2010 17,709.00	
3,513.00		110. MEDTRONIC INC COM PROPERTY TYPE: SECURITIES 5,578.00				09/08/2004	08/25/2010 -2,065.00	
3,703.00		165. ORACLE CORP COM PROPERTY TYPE: SECURITIES 3,292.00				06/18/2007	08/25/2010 411.00	

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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)	
3,366.00		150. ORACLE CORP COM PROPERTY TYPE: SECURITIES 2,070.00				07/27/2005	08/25/2010	
418.00		10. PEABODY ENERGY CORP COM PROPERTY TYPE: SECURITIES 505.00				09/11/2008	08/25/2010	
3,004.00		35. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 2,294.00				04/25/2007	08/25/2010	
12,017.00		140. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 3,287.00				08/31/2001	08/25/2010	
225.00		5. T ROWE PRICE GROUP INC COM PROPERTY TYPE: SECURITIES 175.00				04/16/2009	08/25/2010	
1,123.00		25. T ROWE PRICE GROUP INC COM PROPERTY TYPE: SECURITIES 634.00				03/13/2009	08/25/2010	
4,133.00		230. QUANTA SERVICES INC COM PROPERTY TYPE: SECURITIES 5,813.00				06/10/2009	08/25/2010	
535.00		10. HENRY SCHEIN INC COM PROPERTY TYPE: SECURITIES 463.00				05/11/2009	08/25/2010	
6,819.00		125. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 4,050.00				02/27/2001	08/25/2010	
2,727.00		50. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 1,228.00				08/31/2001	08/25/2010	
1,007.00		75. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 1,648.00				04/29/2008	08/25/2010	

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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)	
201.00		15. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 314.00				07/16/2008	08/25/2010 -113.00	
2,686.00		200. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 3,967.00				03/14/2008	08/25/2010 -1,281.00	
4,029.00		300. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 5,254.00				04/16/2009	08/25/2010 -1,225.00	
1,007.00		75. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 1,300.00				04/21/2009	08/25/2010 -293.00	
4,029.00		300. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 4,155.00				03/13/2009	08/25/2010 -126.00	
11,592.00		225. TARGET CORP COM PROPERTY TYPE: SECURITIES 7,345.00				05/25/2000	08/25/2010 4,247.00	
2,576.00		50. TARGET CORP COM PROPERTY TYPE: SECURITIES 1,571.00				08/07/2000	08/25/2010 1,005.00	
867.00		20. THERMO FISHER SCIENTIFIC INC COM PROPERTY TYPE: SECURITIES 1,173.00				12/27/2007	08/25/2010 -306.00	
4,441.00		70. UNITED PARCEL SERVICE INC COM CL B PROPERTY TYPE: SECURITIES 5,479.00				03/20/2006	08/25/2010 -1,038.00	
8,881.00		140. UNITED PARCEL SERVICE INC COM CL B PROPERTY TYPE: SECURITIES 10,364.00				06/18/2007	08/25/2010 -1,483.00	
952.00		15. UNITED PARCEL SERVICE INC COM CL B PROPERTY TYPE: SECURITIES 1,083.00				04/25/2007	08/25/2010 -131.00	

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OE1730 2 000

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,840.00		150. URBAN OUTFITTERS INC COM PROPERTY TYPE: SECURITIES 2,867.00				05/11/2009	08/25/2010	
27,658.00		1718.951 VANGUARD INTERNATIONAL GROWTH F PROPERTY TYPE: SECURITIES 40,000.00				04/13/2006	08/25/2010	
8,442.00		285. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 12,861.00				08/31/2001	08/25/2010	
4,147.00		140. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 5,078.00				12/04/2002	08/25/2010	
444.00		15. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 528.00				07/09/2003	08/25/2010	
444.00		15. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 475.00				08/05/2003	08/25/2010	
709.00		10. VISA INC COM CL A PROPERTY TYPE: SECURITIES 766.00				10/21/2009	08/25/2010	
709.00		10. VISA INC COM CL A PROPERTY TYPE: SECURITIES 667.00				05/11/2009	08/25/2010	
2,303.00		75. NOBLE CORP FGN COM PROPERTY TYPE: SECURITIES 3,296.00				01/06/2010	08/25/2010	
461.00		15. NOBLE CORP FGN COM PROPERTY TYPE: SECURITIES 399.00				04/21/2009	08/25/2010	
6,449.00		210. NOBLE CORP FGN COM PROPERTY TYPE: SECURITIES 5,139.00				03/13/2009	08/25/2010	

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)	
5,781.00		214. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES 5,693.00				05/19/2009	10/08/2010	88.00
27.00		1. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES 27.00				05/19/2009	10/08/2010	
1,606.00		5. APPLE INC COM PROPERTY TYPE: SECURITIES 667.00				01/25/2008	12/17/2010	939.00
6,641.00		530. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES 6,710.00				08/25/2010	12/17/2010	-69.00
6,517.00		190. CVS/CAREMARK CORP COM PROPERTY TYPE: SECURITIES 5,027.00				03/13/2009	12/17/2010	1,490.00
7,933.00		450. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 7,007.00				01/06/2010	12/17/2010	926.00
4,584.00		115. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 2,855.00				02/04/2009	12/17/2010	1,729.00
606.00		10. PEABODY ENERGY CORP COM PROPERTY TYPE: SECURITIES 505.00				09/11/2008	12/17/2010	101.00
4,656.00		240. QUANTA SERVICES INC COM PROPERTY TYPE: SECURITIES 6,066.00				06/10/2009	12/17/2010	-1,410.00
619.00		10. HENRY SCHEIN INC COM PROPERTY TYPE: SECURITIES 463.00				05/11/2009	12/17/2010	156.00
393.00		5. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 327.00				08/25/2010	12/17/2010	66.00

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)	
6,148.00		90. VISA INC COM CL A PROPERTY TYPE: SECURITIES 6,003.00				05/11/2009 145.00	12/17/2010
TOTAL GAIN(LOSS)						----- 56,118. =====	

BERNICE A B KEYES

T/W 40

91-6111944

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	38,372.	38,372.
TOTAL	38,372.	38,372.

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STATEMENT 1
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BERNICE A B KEYES

T/W 40

91-61111944

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.

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STATEMENT 2

BERNICE A B KEYES

T/W 40

91-6111944

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	103.	103.
FEDERAL ESTIMATES - PRINCIPAL	77.	
TOTALS	180.	103.

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STATEMENT 3

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BERNICE A B KEYES

91-61111944

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION
- - - - -
REVENUE
AND
EXPENSES
PER BOOKS
- - - - -

OTHER NON-ALLOCABLE EXPENSE -

25.

TOTALS

25.

25.

25.

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STATEMENT 4

BERNICE A B KEYES

91-6111944

FORM 990PF, PART II - OTHER INVESTMENTS

COST/

FMV

C OR F

DESCRIPTION

SEE ATTACHED

TOTALS

C

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STATEMENT 5

BERNICE A B KEYES

T/W 40

91-6111944

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

=====

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

2009 REIMBURSEMENT OF GRANT	118.
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TOTAL	118.
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=====

STATEMENT 6

XD576 2 000

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BERNICE A B KEYES

T/W 40

91-6111944

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

=====

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

ISHARES S&P GSCI COST BASIS ADJUSTMENT	395.
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TOTAL	395.
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=====

STATEMENT 7

XD576 2 000

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BERNICE A B KEYES

T/W 40

91-6111944

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

WA

STATEMENT 8

XDS76 2000

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BERNICE A B KEYES

T/W 40

91-6111944

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

=====

OFFICER NAME:

KEYBANK N A

ADDRESS:

127 PUBLIC SQUARE, MC OH-01-27-1614
CLEVELAND, OH 44144

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 19,942.

TOTAL COMPENSATION: 19,942.

=====

STATEMENT 9

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

RECIPIENT NAME:
CHARLES WRIGHT ACADEMY
ADDRESS:
7723 CHAMBERS CREEK ROAD
UNIVERSITY PLACE, WA 98467
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 27,960.

RECIPIENT NAME:
UNIVERSITY OF WASHINGTON
ADDRESS:
105 SCHMITZ
SEATTLE, WA 98124
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 4,659.

RECIPIENT NAME:
WESTERN WA UNIVERSITY
ADDRESS:
516 HIGH STREET
BELLINGHAM, WA 98225
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 7,765.

STATEMENT 10

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

RECIPIENT NAME:
SEATTLE PACIFIC
ADDRESS:
3307 ERD AVENUE WEST
SEATTLE, WA 98119
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,106.

RECIPIENT NAME:
GONZAGA UNIVERSITY
ADDRESS:
502 E BOONE AVENUE
SPOKANE, WA 99258
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,106.

RECIPIENT NAME:
PACIFIC LUTHERAN UNIVERSITY
ADDRESS:
12180 PARK AVENUE
TACOMA, WA 98447
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 6,212.

STATEMENT 11

BERNICE A B KEYES

T/W 40

91-6111944

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

=====

RECIPIENT NAME:

PIERCE COLLEGE

ADDRESS:

9401 FARWEST DRIVE SW
LAKEWOOD, WA 98498

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 7,765.

RECIPIENT NAME:

UNIVERSITY OF PUGET SOUND

ADDRESS:

1500 N WARMER STREET
TACOMA, WA 98416

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,553.

RECIPIENT NAME:

SEATTLE UNIVERSITY

ADDRESS:

901 12TH AVENUE
SEATTLE, WA 98122

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,553.

STATEMENT 12

BERNICE A B KEYES

T/W 40

91-6111944

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

=====

RECIPIENT NAME:

UNIVERSITY OF PORTLAND

ADDRESS:

5000 N WILLIAMETTE
PORTLAND, OR 97203-5798

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,553.

RECIPIENT NAME:

INTL ACADEMY OF DESIGN & TECHNOLOGY

ADDRESS:

645 ANDOVER PARK W
SEATTLE, WA 98188

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,775.

RECIPIENT NAME:

THE EVERGREEN STATE COLLEGE

ADDRESS:

2700 EVRHREEN PARKWAY NW
OLYMPIA, WA 98505

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,553.

STATEMENT 13

BERNICE A B KEYES

T/W 40

91-6111944

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

=====

RECIPIENT NAME:

SAN DIEGO STATE UNIVERSITY

ADDRESS:

5500 CHAMPAINE DRIVE
SAN DIEGO, CA 92182

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,553.

RECIPIENT NAME:

OCCIDENTAL COLLEGE

ADDRESS:

1600 CAMPUS ROAD
LOS ANGELES, CA 90041

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 3,106.

RECIPIENT NAME:

WILLAMETTE UNIVERSITY

ADDRESS:

900 STATE STREET
SALEM, OR 97301

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,553.

STATEMENT 14

BERNICE A B KEYES

T/W 40

91-6111944

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

=====

RECIPIENT NAME:

GEORGE FOX UNIVERSITY

ADDRESS:

414 N MERIDIAN STREET
NEWBERG, OR 97132

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,553.

RECIPIENT NAME:

WHITWORTH UNIVERSITY

ADDRESS:

300 W HAWTHORNE ROAD
SPOKANE, WA 99251

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,553.

RECIPIENT NAME:

SANTA CLARA UNIVERSITY

ADDRESS:

500 EL CAMINO REAL
SANTA CLARA, CA 95053

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,553.

STATEMENT 15

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

RECIPIENT NAME:
CENTRAL WA UNIVERSITY
ADDRESS:
400 E UNIVERSITY WAY
ELLENSBURG, WA 98926
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,553.

RECIPIENT NAME:
TACOMA COMMUNITY COLLEGE
ADDRESS:
6501 SOUTH 19TH STREET
TACOMA, WA 98466
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,553.

TOTAL GRANTS PAID: 82,537.
=====

STATEMENT 16

CHARITABLE TRUSTS HOLDINGS REPORT

ACCOUNT NAME		TAX ANALYST/NAME		REPORT	
K-RG-OFF-ACCOUNT 010-020-0166180 KEYES BERNICE A B ISCAL YEAR CODE 1231 AS OF 12-31-2010		611 E PEREZ		TAC-CRR41 RUN DATE 2011-01-15 BUS DATE 2011-01-14 PAGE 1375 SAR ID TAC000PCRR41	
CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
698290102	XL GROUP PLC FGN COM	10,364.50	0.00	10,459.45	475.000
000375204	ABB LTD SPONS ADR	10,663.75	0.00	10,250.45	475.000
009158106	AIR PRODUCTS & CHEMICALS INC COM	7,730.75	0.00	6,257.70	85.000
023135106	AMAZON COM INC COM	13,500.00	0.00	9,537.00	75.000
037411105	APACHE CORP COM	13,115.30	0.00	9,552.39	110.000
037833100	APPLE INC COM	24,192.00	0.00	8,677.25	75.000
054303102	AVON PRODS INC COM	8,718.00	0.00	10,947.51	300.000
064149107	BANK OF NOVA SCOTIA FGN COM	17,446.00	0.00	13,648.75	305.000
088606108	BHP BILLITON LTD SPONS ADR	9,292.00	0.00	6,760.68	100.000
151020104	CELGENE CORP COM	9,166.70	0.00	9,496.90	155.000
17275R102	CISCO SYS INC COM	12,441.45	0.00	9,123.38	615.000
194162103	COLGATE PALMOLIVE CO COM	8,037.00	0.00	6,985.04	100.000
194198917	KT FIXED INCOME FUND	166,169.37	0.00	166,506.00 -	25,914.161
222816100	COVANCE INC COM	5,398.05	0.00	4,441.50	105.000
231021106	CUMMINS INC COM	18,151.65	0.00	7,959.60	165.000
244199105	DEERE & CO COM	9,135.50	0.00	9,002.38	110.000
2530668103	DIGITAL REALTY TRUST INC REIT	5,669.40	0.00	6,469.06	110.000
254687106	WALT DISNEY CO COM	11,815.65	0.00	6,492.99	315.000

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41

RUN DATE 2011-01-15

BUS DATE 2011-01-14

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SAR ID TAC000PCRR42

IBK-RG-OFF-ACCOUNT
 440-10-020-0166180 KEYES BERNICE A B
 FISCAL YEAR CODE 1231 AS OF 12-31-2010

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
25490A101	DIRECTV COM CL A	7,387.05	0.00	6,976.33	185.000
26875P101	EOG RESOURCES INC COM	8,683.95	0.00	5,542.25	95.000
278058102	EATON CORP COM	13,703.85	0.00	6,142.13	135.000
302130109	EXPEDITORS INTL WASH INC COM	9,555.00	0.00	5,815.25	175.000
302316102	EXXON MOBIL CORP COM	5,484.00	0.00	3,165.75	75.000
31428X106	FEDEX CORP COM	6,510.70	0.00	5,501.30	70.000
315616102	F5 NETWORKS INC COM	16,270.00	0.00	10,801.25	125.000
35671D857	FREEPORT-MCMORAN COPPER & GOLD COM	10,808.10	0.00	5,992.20	90.000
369604103	GENERAL ELEC CO COM	9,053.55	0.00	4,486.45	495.000
38259P508	GOOGLE INC COM CL A	8,909.55	0.00	7,521.85	15.000
411511306	HARBOR INTERNATIONAL FD OPEN-END FUND	117,039.46	0.00	100,000.00	1,932.939
428236103	HEWLETT PACKARD CO COM	8,209.50	0.00	10,342.35	195.000
458140100	INTEL CORP COM	9,568.65	0.00	9,943.45	455.000
45865V100	INTERCONTINENTALEXCHANGE INC COM	7,744.75	0.00	6,230.90	65.000
46428R107	ISHARES S&P GSCI COMMODITY INDEX CLOSED-END FUND	68,200.00	0.00	59,690.00	2,000.000
464287176	ISHARES BARCLAYS TIPS BOND FUND CLOSED-END FUND	134,400.00	0.00	124,879.20	1,250.000
464287234	ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND	71,463.00	0.00	52,209.95	1,500.000

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CHARITABLE TRUSTS HOLDINGS REPORT

BK-RG-OFF-ACCOUNT 40-10-420-0166180 FISCAL YEAR CODE 1231	ACCOUNT NAME KEYES BERNTCE A B AS OF 12-31-2010	TAX ANALYST/NAME 611 E PEREZ	PRINCIPAL MV 44,505.50	INCOME MV 0.00	TAX COST 29,672.70	UNITS 650.000	REPORT TAC-CRR41 RUN DATE 2011-01-15 BUS DATE 2011-01-14 PAGE 1377 SAR ID TAC000PCR41
464287804	ISHARES S&P SMALLCAP 600 INDEX CLOSED-END FUND		38,800.00	0.00	39,729.70	1,000.000	
464288687	ISHARES S&P US PREFERRED STOCK CLOSED-END FUND		11,241.30	0.00	6,239.95	265.000	
46625H100	JP MORGAN CHASE & CO COM		11,121.55	0.00	8,318.31	365.000	
48242W106	KBR INC COM		8,159.80	0.00	10,904.20	220.000	
585055106	MEDTRONIC INC COM		6,666.00	0.00	6,562.49	150.000	
59156R108	METLIFE INC COM		5,978.85	0.00	6,120.29	115.000	
65339F101	NEXTERA ENERGY INC COM		14,715.00	0.00	10,945.50	150.000	
674599105	occidental PETE CORP DEL COM		20,345.00	0.00	8,269.93	650.000	
68389X105	ORACLE CORP COM		13,435.80	0.00	9,750.60	210.000	
704549104	PEABODY ENERGY CORP COM		9,681.00	0.00	3,805.50	150.000	
74144T108	T ROWE PRICE GROUP INC COM		5,993.25	0.00	6,031.80	15.000	
741503403	PRICELINE.COM INC COM		107,015.16	7,030.78	114,045.94	114,045.940	
7495200A1	KT SHORT TERM DEPOSIT FUND		48,167.53	0.00	49,761.56 -	2,276.639	
7495200D5	KT INTER-TERM FIXED INCOME FUND		71,197.35	0.00	62,430.35 -	750.578	
806407102	KT GOVERNMENT MORTGAGE FUND HENRY SCHEIN INC COM		10,743.25	0.00	6,874.70	175.000	
806857108	SCHLUMBERGER LTD FGN COM		20,875.00	0.00	6,140.00	250.000	
832696405	SMUCKER J M CO COM		4,923.75	0.00	4,414.50	75.000	
881624209	TEVA PHARMACEUTICAL IND'S LTD		13,293.15	0.00	12,227.21	255.000	

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CUSIP	ACCOUNT NAME FISCAL YEAR CODE 1231	NAME AS OF 12-31-2010	TAX ANALYST/NAME 611 E PEREZ	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
663556102	KEYES BERNICE A B	OCHR					
912810PV4	SPONS ADR	SPONS ADR					
912828LA6	UNITED STATES TREAS BDS INF'L IDX DTD 01/31/08 1.75% DUE 01/15/28	UNITED STATES TREAS NTS INF'L IDX DTD 07/15/09 1.875% DUE 07/15/19	13,009.60	0.00	10,804.00	235.000	
913017109	UNITED TECHNOLOGIES CORP COM		51,009.58	0.00	49,728.59	50,109.120	
917047102	URBAN OUTFITTERS INC CON		52,342.44	0.00	49,993.13	48,141.160	
928563402	VMWARE INC CON CL A		8,659.20	0.00	7,191.78	110.000	
983519101	XILINK INC COM		5,371.50	0.00	2,867.14	150.000	
988701107	VMWARE INC CON CL A		10,669.20	0.00	9,345.59	120.000	
998154223	ZIONS BANCORP COM		8,259.30	0.00	7,425.38	285.000	
998154231	ZIONS BANCORP COM		8,359.35	0.00	6,313.47	345.000	
998154249	CHARITABLE INT'L EQUITY FUND CHARITABLE MID CAP FUND CHARITABLE CONVERTIBLE SEC FUND *** TOTAL ***		130,198.39	0.00	83,996.27 -	6,367.728	
			149,207.79	0.00	119,482.90 -	831.858	
			104,907.40	0.00	100,120.75 -	4,238.717	
			1,882,850.17	7,030.78	1,588,042.87	271,148.839	
							- 207 00 2009 1 shares S+P
							<u>1587,444.37</u>
							<u>- 395 2010 1 shares S+P</u>

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