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Federal

Form 990-PF

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

OMB No. 1545-0052

2010

Department of the Treasury Internal Revenue Service

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 10/01, 2010, and ending 09/30, 2011

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

Name of foundation: TR U/W LEMUEL HOLMES FOR RPI LEMUEL HOLMES FUND 10 -101160055180

Number and street (or P.O. box number if mail is not delivered to street address): KEYBANK 4900 TIEDEMAN RD. OH-01-49-0150

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) \$ 642,341. J Accounting method: X Cash, Accrual, Other (specify)

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).

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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	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	629,742.	632,947.	642,341.	
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	629,742.	632,947.	642,341.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	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	629,742.	632,947.	
	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)	629,742.	632,947.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	629,742.	632,947.		

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	629,742.
2	Enter amount from Part I, line 27a	2	3,204.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 6	3	1.
4	Add lines 1, 2, and 3	4	632,947.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	632,947.

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			(l) 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	19,076.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.			}	3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	32,776.	672,525.	0.04873573473
2008	30,468.	620,529.	0.04910004206
2007			
2006			
2005			

2 Total of line 1, column (d)	2	0.09783577679
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	0.04891788840
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	711,625.
5 Multiply line 4 by line 3	5	34,811.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	370.
7 Add lines 5 and 6	7	35,181.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	33,513.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Values include 740.00, NONE, 360.00, and 380.00.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns include question text, Yes, and No. Includes 'STMT 7' in row 8a.

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? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>KEYBANK, N.A.</u> Telephone no. ▶ <u>(216) 813-4556</u> Located at ▶ <u>4900 TIEDEMAN RD. OH-01-49-0150, BROOKLYN, OH</u> ZIP + 4 ▶ <u>44144-2302</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>			
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? 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 ▶	16	Yes	No X

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"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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	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.)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 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		801.	-0-	-0-

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

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	

2	

3	

4	

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

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	722,462.
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	722,462.
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	722,462.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	10,837.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	711,625.
6	Minimum investment return. Enter 5% of line 5	6	35,581.

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	35,581.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	740.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	740.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	34,841.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	34,841.
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	34,841.

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	33,513.
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	33,513.
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	33,513.

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				34,841.
2 Undistributed Income, if any, as of the end of 2010:				
a Enter amount for 2009 only			639.	
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	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 33,513.				
a Applied to 2009, but not more than line 2a			639.	
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				32,874.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.				1,967.
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	NONE			
10 Analysis of line 9:				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	NONE			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

Table with 5 main columns: Tax year (a) 2010, Prior 3 years (b) 2009, (c) 2008, (d) 2007, and (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>SEE STATEMENT 9</p>				
Total				3a 32,459.
<i>b Approved for future payment</i>				
Total				3b

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.
Jeffrey K. Kogler, VP 02/13/2012 Vice President

Paid Preparer Use Only section containing fields for Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, and 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 CAPITAL GAIN DIVIDENDS					2,219.	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					2,000.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,062.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-8,923.	
4,979.00		430. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES 7,379.00					05/10/2010 -2,400.00	12/02/2010
6,394.00		360. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 5,728.00					12/17/2009 666.00	12/16/2010
2,768.00		140. QUANTA SERVICES INC COM PROPERTY TYPE: SECURITIES 3,123.00					05/29/2009 -355.00	12/16/2010
1,087.00		55. QUANTA SERVICES INC COM PROPERTY TYPE: SECURITIES 1,387.00					09/11/2009 -300.00	12/16/2010
2,926.00		150. CISCO SYS INC COM PROPERTY TYPE: SECURITIES 2,527.00					08/21/1998 399.00	12/22/2010
585.00		30. CISCO SYS INC COM PROPERTY TYPE: SECURITIES 1,757.00					05/10/2000 -1,172.00	12/22/2010
2,711.00		20. F5 NETWORKS INC COM PROPERTY TYPE: SECURITIES 1,343.00					05/10/2010 1,368.00	12/22/2010
1,881.00		20. EOG RESOURCES INC COM PROPERTY TYPE: SECURITIES 954.00					04/29/2005 927.00	01/06/2011

**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)	
3,759.00		50. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 2,493.00					01/05/2005	01/06/2011
							1,266.00	
1,610.00		20. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 531.00					05/19/1999	01/06/2011
							1,079.00	
4,820.00		165. AVON PRODS INC COM PROPERTY TYPE: SECURITIES 6,473.00					02/27/2008	01/13/2011
							-1,653.00	
2,191.00		75. AVON PRODS INC COM PROPERTY TYPE: SECURITIES 1,735.00					05/05/2009	01/13/2011
							456.00	
3,981.00		45. AIR PRODUCTS & CHEMICALS INC COM PROPERTY TYPE: SECURITIES 2,052.00					09/24/2003	01/19/2011
							1,929.00	
1,769.00		20. AIR PRODUCTS & CHEMICALS INC COM PROPERTY TYPE: SECURITIES 1,304.00					05/05/2009	01/19/2011
							465.00	
3,930.00		75. COVANCE INC COM PROPERTY TYPE: SECURITIES 2,957.00					05/05/2009	02/04/2011
							973.00	
1,048.00		20. COVANCE INC COM PROPERTY TYPE: SECURITIES 1,170.00					09/11/2009	02/04/2011
							-122.00	
7,536.00		225. XILINX INC COM PROPERTY TYPE: SECURITIES 4,584.00					05/05/2009	02/04/2011
							2,952.00	
377.00		20. CISCO SYS INC COM PROPERTY TYPE: SECURITIES 1,171.00					05/10/2000	02/11/2011
							-794.00	
3,770.00		200. CISCO SYS INC COM PROPERTY TYPE: SECURITIES 3,590.00					12/07/2005	02/11/2011
							180.00	

**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)	
1,885.00		100. CISCO SYS INC COM PROPERTY TYPE: SECURITIES 1,945.00					05/05/2009	02/11/2011
							-60.00	
4,464.00		40. CUMMINS INC COM PROPERTY TYPE: SECURITIES 1,857.00					12/17/2009	02/11/2011
							2,607.00	
1,805.00		20. VMWARE INC COM CL A PROPERTY TYPE: SECURITIES 1,373.00					06/09/2010	02/11/2011
							432.00	
6,323.00		295. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 4,693.00					12/17/2009	02/17/2011
							1,630.00	
2,358.00		110. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 1,979.00					05/10/2010	02/17/2011
							379.00	
1,070.00		40. EMC CORP COM PROPERTY TYPE: SECURITIES 1,088.00					02/11/2011	03/07/2011
							-18.00	
4,808.00		55. FEDEX CORP COM PROPERTY TYPE: SECURITIES 4,670.00					12/17/2009	03/07/2011
							138.00	
2,264.00		20. EOG RESOURCES INC COM PROPERTY TYPE: SECURITIES 954.00					04/29/2005	04/07/2011
							1,310.00	
4,025.00		40. OCCIDENTAL PETE CORP DEL COM PROPERTY TYPE: SECURITIES 3,187.00					05/06/2010	04/07/2011
							838.00	
6,580.00		270. ZIONS BANCORP COM PROPERTY TYPE: SECURITIES 7,401.00					05/10/2010	04/07/2011
							-821.00	
1,950.00		80. ZIONS BANCORP COM PROPERTY TYPE: SECURITIES 1,660.00					12/02/2010	04/07/2011
							290.00	

**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)	
2,039.00		50. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES 1,835.00				05/05/2009	04/28/2011 204.00	
3,148.00		90. ORACLE CORP COM PROPERTY TYPE: SECURITIES 1,495.00				03/02/2007	04/28/2011 1,653.00	
7,402.00		205. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES 7,523.00				05/05/2009	05/19/2011 -121.00	
553.00		25. INTEL CORP COM PROPERTY TYPE: SECURITIES 52.00				10/29/1992	06/02/2011 501.00	
1,105.00		50. INTEL CORP COM PROPERTY TYPE: SECURITIES 2,739.00				05/10/2000	06/02/2011 -1,634.00	
2,211.00		100. INTEL CORP COM PROPERTY TYPE: SECURITIES 2,263.00				01/05/2005	06/02/2011 -52.00	
2,764.00		125. INTEL CORP COM PROPERTY TYPE: SECURITIES 2,424.00				03/02/2007	06/02/2011 340.00	
1,658.00		75. INTEL CORP COM PROPERTY TYPE: SECURITIES 1,211.00				05/05/2009	06/02/2011 447.00	
7,495.00		160. EATON CORP COM PROPERTY TYPE: SECURITIES 3,648.00				05/05/2009	06/09/2011 3,847.00	
1,874.00		40. EATON CORP COM PROPERTY TYPE: SECURITIES 1,164.00				09/11/2009	06/09/2011 710.00	
937.00		20. EATON CORP COM PROPERTY TYPE: SECURITIES 690.00				06/09/2010	06/09/2011 247.00	

**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 12/31/89	Excess of FMV over adj basis		Gain or (loss)	
24,076.00		2073.77 VICTORY FD FOR INCOME FUND CL I PROPERTY TYPE: SECURITIES 27,706.00				04/09/2003	06/20/2011	
						-3,630.00		
45,263.00		3898.644 VICTORY FD FOR INCOME FUND CL I PROPERTY TYPE: SECURITIES 52,398.00				06/11/2003	06/20/2011	
						-7,135.00		
60,571.00		762.078 KT TAXABLE BOND FUND (NY) PROPERTY TYPE: SECURITIES 57,100.00				07/23/1999	06/24/2011	
						3,471.00		
46,126.00		580.336 KT TAXABLE BOND FUND (NY) PROPERTY TYPE: SECURITIES 43,853.00				03/09/2007	06/24/2011	
						2,273.00		
3,379.00		120. URBAN OUTFITTERS INC COM PROPERTY TYPE: SECURITIES 2,494.00				05/05/2009	06/30/2011	
						885.00		
1,304.00		60. XL GROUP PLC FGN COM PROPERTY TYPE: SECURITIES 1,026.00				09/11/2009	06/30/2011	
						278.00		
2,404.00		50. EXPEDITORS INTL WASH INC COM PROPERTY TYPE: SECURITIES 1,682.00				05/20/2009	07/28/2011	
						722.00		
3,057.00		85. MEDTRONIC INC COM PROPERTY TYPE: SECURITIES 1,139.00				12/06/1995	07/28/2011	
						1,918.00		
2,697.00		75. MEDTRONIC INC COM PROPERTY TYPE: SECURITIES 3,514.00				11/14/2007	07/28/2011	
						-817.00		
1,079.00		30. MEDTRONIC INC COM PROPERTY TYPE: SECURITIES 976.00				05/05/2009	07/28/2011	
						103.00		
1,848.00		20. EOG RESOURCES INC COM PROPERTY TYPE: SECURITIES 954.00				04/29/2005	09/01/2011	
						894.00		

**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)	
1,848.00		20. EOG RESOURCES INC COM PROPERTY TYPE: SECURITIES 1,455.00					05/29/2009	09/01/2011 393.00
2,259.00		50. EXPEDITORS INTL WASH INC COM PROPERTY TYPE: SECURITIES 1,682.00					05/20/2009	09/01/2011 577.00
2,259.00		50. EXPEDITORS INTL WASH INC COM PROPERTY TYPE: SECURITIES 1,726.00					12/17/2009	09/01/2011 533.00
1,947.00		40. PEABODY ENERGY CORP COM PROPERTY TYPE: SECURITIES 1,272.00					05/05/2009	09/01/2011 675.00
2,335.00		30. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 797.00					05/19/1999	09/01/2011 1,538.00
1,611.00		30. BANK OF NOVA SCOTIA FGN COM PROPERTY TYPE: SECURITIES 1,355.00					12/17/2009	09/16/2011 256.00
6,940.00		75. COLGATE PALMOLIVE CO COM PROPERTY TYPE: SECURITIES 3,980.00					10/31/2005	09/16/2011 2,960.00
3,759.00		130. KBR INC COM PROPERTY TYPE: SECURITIES 2,365.00					05/29/2009	09/16/2011 1,394.00
17,000.00		1466.782 VICTORY FD FOR INCOME FUND CL I PROPERTY TYPE: SECURITIES 19,714.00					06/11/2003	09/21/2011 -2,714.00
4,120.00		130. FREEPORT-MCMORAN COPPER & GOLD COM PROPERTY TYPE: SECURITIES 4,655.00					09/17/2009	09/29/2011 -535.00
634.00		20. FREEPORT-MCMORAN COPPER & GOLD COM PROPERTY TYPE: SECURITIES 704.00					08/12/2010	09/29/2011 -70.00

**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)	
TOTAL GAIN (LOSS)							----- 19,076. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	18,631.	18,631.
TOTAL	18,631.	18,631.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - TAXES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	98.	98.
FEDERAL ESTIMATES - PRINCIPAL	291.	
TOTALS	389.	98.

TR U/W LEMUEL HOLMES FOR RPI LEMUEL HOLMES

14-6014894

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
----------------------	--------------------------------------------------	---------------------------------

OTHER NON-ALLOCABLE EXPENSE -

104.

104.

TOTALS

104.
=====

104.
=====

TR U/W LEMUEL HOLMES FOR RPI LEMUEL HOLMES
 FORM 990PF, PART II - OTHER INVESTMENTS
 =====

14-6014894

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	C	632,947.	642,341.
TOTALS		632,947.	642,341.

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41
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K-RG-OFF-ACCOUNT ACCOUNT NAME
 0-10-116-0055180 HOLMES LEMUEL FBO RPI
 ISCAL YEAR CODE 0931 AS OF 09-30-2011

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

T/W

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
61151C101	ACCENTURE PLC FGN COM CL A	7,902.00	0.00	8,503.27	150.000
698290102	XL GROUP PLC FGN COM	6,862.00	0.00	6,392.60	365.000
000375204	ABB LTD SPONS ADR	8,027.60	0.00	10,549.09	470.000
023135106	AMAZON COM INC COM	12,973.80	0.00	4,795.12	60.000
037411105	APACHE CORP COM	7,221.60	0.00	8,777.68	90.000
037833100	APPLE INC COM	19,066.00	0.00	6,449.80	50.000
064058100	BANK OF NEW YORK MELLON CORP COM	3,532.10	0.00	5,753.20	190.000
064149107	BANK OF NOVA SCOTIA FGN COM	9,027.00	0.00	8,385.40	180.000
067901108	BARRICK GOLD CORP FGN COM	4,198.50	0.00	4,797.90	90.000
088606108	BHP BILLITON LTD SPONS ADR	5,315.20	0.00	5,975.00	80.000
151020104	CELGENE CORP COM	8,048.30	0.00	6,780.20	130.000
191216100	COCA COLA CO COM	9,458.40	0.00	8,943.20	140.000
20825C104	CONOCOPHILLIPS COM	5,698.80	0.00	6,164.09	90.000
231021106	CUMMINS INC COM	7,757.70	0.00	4,410.85	95.000
244199105	DEERE & CO COM	7,102.70	0.00	8,420.75	110.000
253868103	DIGITAL REALTY TRUST INC REIT	4,964.40	0.00	5,406.71	90.000
254687106	WALT DISNEY CO COM	7,087.60	0.00	5,946.48	235.000
25490A101	DIRECTV	5,917.80	0.00	5,366.16	140.000

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41
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 SAR ID TAC000PCRR41

K-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
 0-10-116-0055180 HOLMES LEMUEL FBO RPI 665 S E ADDISON-TURNER 216-813-4513
 ISCAL YEAR CODE 0931 AS OF 09-30-2011 T/W

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
268648102	COM CL A EMC CORP COM	5,877.20	0.00	7,664.17	280.000
315616102	F5 NETWORKS INC COM	5,684.00	0.00	5,371.17	80.000
343412102	FLUOR CORP COM	4,655.00	0.00	6,340.98	100.000
35671D857	FREEPORT-MCMORAN COPPER & GOLD COM	4,567.50	0.00	5,350.55 204.98 4,953.57	150.000
38259F508	GOOGLE INC COM CL A	7,210.56	0.00	6,876.85	14.000
423074103	H J HEINZ CO COM	5,552.80	0.00	5,614.07	110.000
42809H107	HESS CORP COM	7,344.40	0.00	11,009.13	140.000
45865V100	INTERCONTINENTALEXCHANGE INC COM	6,504.30	0.00	5,865.75	55.000
464288638	ISHARES BARCLAYS INTER CREDIT BD CLOSED-END FUND	164,776.97	0.00	164,987.69	1,543.000
46625H100	JP MORGAN CHASE & CO COM	6,475.80	0.00	7,555.81	215.000
48203R104	JUNIPER NETWORKS INC COM	2,934.20	0.00	6,430.15	170.000
48242W106	KBR INC COM	3,780.80	0.00	3,546.90	160.000
50075N104	KRAFT FOODS INC COM CL A	8,730.80	0.00	9,101.30	260.000
579780206	MCCORMICK & CO INC COM	9,232.00	0.00	9,360.08	200.000
580135101	MCDONALDS CORP COM	6,147.40	0.00	6,184.50	70.000
58155Q103	MCKESSON CORP COM	4,362.00	0.00	4,645.64	60.000
59156R108	METLIFE INC COM	3,361.20	0.00	4,897.20	120.000

CHARITABLE TRUSTS HOLDINGS REPORT

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K-RG-OFF-ACCOUNT
 0-10-116-0055180 HOLMES LEMUEL FBO RPI
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TAX ANALYST/NAME
 665 S E ADDISON-TURNER 216-813-4513

T/W

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
65339F101	NEXTERA ENERGY INC COH	5,131.90	0.00	5,006.80	95.000
654106103	NIKE INC COH CL B	4,275.50	0.00	4,501.49	50.000
66987V109	NOVARTIS AG ADR	6,134.70	0.00	6,750.69	110.000
674599105	OCCIDENTAL PETE CORP DEL COH	5,720.00	0.00	6,392.69	80.000
68389X105	ORACLE CORP COH	12,358.20	0.00	8,249.79	430.000
693390700	PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND INSTL CL	71,190.24	0.00	68,610.00	6,597.798
704549104	PEABODY ENERGY CORP COH	4,235.00	0.00	3,973.75	125.000
73755L107	POTASH CORP OF SASKATCHEWAN INC FGN COH	5,186.40	0.00	6,656.00	120.000
74144T108	T ROME PRICE GROUP INC COH	5,254.70	0.00	4,519.50	110.000
741503403	PRICELINE.COM INC COH	6,741.90	0.00	4,872.90	15.000
742718109	PROCTER & GAMBLE CO COH	7,581.60	0.00	7,633.19	120.000
747525103	QUALCOMM INC COH	7,780.80	0.00	8,821.07	160.000
7495200A1	KT SHORT TERM DEPOSIT FUND	9,919.27	0.00	9,919.27	9,919.270
806407102	HENRY SCHEIN INC COH	8,371.35	0.00	7,411.45	135.000
806857108	SCHLUMBERGER LTD FGN COH	8,660.85	0.00	5,793.66	145.000
832696405	SMUCKER J M CO COH	7,289.00	0.00	6,261.42	100.000
867224107	SUNCOR ENERGY INC FGN COH	6,868.80	0.00	10,381.06	270.000
881624209	TEVA PHARMACEUTICAL INDS LTD	7,630.10	0.00	8,199.35	205.000

CHARITABLE TRUSTS HOLDINGS REPORT

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K-RG-OFF-ACCOUNT
 0-10-116-0055180 HOLMES LEMUEL FBO RPI
 ISCAL YEAR CODE 0931 AS OF 09-30-2011

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

T/W

CUSIP	ASSET NAME	SPONS ADR	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
883556102	THERMO FISHER SCIENTIFIC INC COM		9,368.40	0.00	8,733.25	185.000
913017109	UNITED TECHNOLOGIES CORP COM		6,332.40	0.00	5,253.15	90.000
92646A658	VICTORY FD FOR INCOME FUND CL I		32,814.84	0.00	37,784.08	2,843.574
928563402	VMWARE INC COM CL A		6,430.40	0.00	5,493.48	80.000
999999USD	UNINVESTED CASH		0.00	-293.57	-293.57	293.570
*** TOTAL ***			642,634.78	-293.57	633,551.91	28,174.072

LATE SAK <604.98>
 Freeport 632,946.93

642,341.21

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

=====

DESCRIPTION -----	AMOUNT -----
ROUNDING	1.
TOTAL	----- 1. =====

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

NY

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

OFFICER NAME:

KEYBANK, N.A.

ADDRESS:

4900 TIEDEMAN ROAD
BROOKLYN, OH 44144

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 801.

TOTAL COMPENSATION: 801.
=====

RECIPIENT NAME:

RENSSELAER POLYTECHNIC INSTITUTE

ADDRESS:

110 8TH ST - TROY BLG 5TH FLR
TROY, NY 12180

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CORPORATE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 32,459.

TOTAL GRANTS PAID: 32,459.
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