



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

**2011**

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

For calendar year **2011** or tax year beginning **2011**, and ending **20**

Name of foundation **GREGORY ELEANOR T/W 20** **A Employer identification number**  
**-242001199300** **34-6500951**

Number and street (or P O box number if mail is not delivered to street address) **Room/suite** **B Telephone number (see instructions)**  
**KEYBANK, 4900 TIEDEMAN RD. OH-01-49-0150** **(800) 999-9658**

City or town, state, and ZIP code **C If exemption application is pending, check here**  
**BROOKLYN, OH 44144-2302**

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

**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) ▶ \$** **J Accounting method:**  Cash  Accrual  
**652,806.**  Other (specify) \_\_\_\_\_  
*(Part I, column (d) must be on cash basis.)*

**F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here**

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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	23,622.	23,622.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	39,582.			
b	Gross sales price for all assets on line 6a	396,680.			
7	Capital gain net income (from Part IV, line 2)		39,582.		
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)	1,269.	1,269.		STMT 2
12	<b>Total. Add lines 1 through 11</b>	64,473.	64,473.		
13	Compensation of officers, directors, trustees, etc.	9,049.	6,787.		2,262.
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)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT. 3	580.			
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	300.			300.
24	<b>Total operating and administrative expenses. Add lines 13 through 23</b>	9,929.	6,787.	NONE	2,562.
25	Contributions, gifts, grants paid	34,456.			34,456.
26	<b>Total expenses and disbursements. Add lines 24 and 25</b>	44,385.	6,787.	NONE	37,018.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	20,088.			
b	Net investment income (if negative, enter -0-)		57,686.		
c	Adjusted net income (if negative, enter -0-)				

SCANNED MAY 30 2012

RECEIVED  
MAY 18 2012  
OGDEN, UT  
IRSOCS

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .			
	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 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.	632,657.	652,746.	652,806.
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	632,657.	652,746.	652,806.	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ )			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	632,657.	652,746.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	632,657.	652,746.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	632,657.	652,746.		

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) . . . . .	1 632,657.
2	Enter amount from Part I, line 27a . . . . .	2 20,088.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3 1.
4	Add lines 1, 2, and 3 . . . . .	4 652,746.
5	Decreases not included in line 2 (itemize) ▶	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 652,746.

**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 ATTACHED STATEMENT 19			
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 39,582.
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 instructions). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		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 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))
2010	33,189.	678,795.	0.048894
2009	39,814.	607,386.	0.065550
2008	46,780.	744,302.	0.062851
2007			
2006			
2	Total of line 1, column (d)		2 0.177295
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 0.059098
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		4 703,386.
5	Multiply line 4 by line 3		5 41,569.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 577.
7	Add lines 5 and 6		7 42,146.
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.		8 37,018.

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

Table with 11 rows for excise tax calculation. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', and 'Credits/Payments'. Total tax due is 814.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and unrelated business income. Most 'Yes' boxes are checked.

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 instructions) . . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of KEYBANK, N.A. Telephone no (216) 813-4556
Located at 4900 TIEDEMAN RD. OH-01-49-0150, BROOKLYN, OH ZIP + 4 44144-2302
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country

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.

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? . . . . . Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X Yes 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)? . . . . . Yes X 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.) . . . . . Yes X 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 instructions)? . . . . . 1b X
Organizations relying on a current notice regarding disaster assistance check here . . . . .
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 2011? . . . . . 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? . . . . . Yes X 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 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? . . . . . Yes X No
b If "Yes," did it have excess business holdings in 2011 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 2011) . . . . . 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 2011? . . . . . 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 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 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 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 7		9,049.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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 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 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 instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see 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	714,097.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	714,097.
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	714,097.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,711.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	703,386.
6	Minimum investment return. Enter 5% of line 5	6	35,169.

**Part XI Distributable Amount** (see 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	35,169.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,154.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,154.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	34,015.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	34,015.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	34,015.

**Part XII Qualifying Distributions** (see 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	37,018.
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	37,018.
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 instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	37,018.

**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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7 . . . . .				34,015.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .			NONE	
b Total for prior years 20 <u>09</u> , 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2011				
a From 2006 . . . . .				NONE
b From 2007 . . . . .				NONE
c From 2008 . . . . .				9,518.
d From 2009 . . . . .				9,639.
e From 2010 . . . . .				NONE
f Total of lines 3a through e . . . . .	19,157.			
4 Qualifying distributions for 2011 from Part XII, line 4. ▶ \$ <u>37,018.</u>				
a Applied to 2010, but not more than line 2a . . . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2011 distributable amount . . . . .				34,015.
e Remaining amount distributed out of corpus . . . . .	3,003.			
5 Excess distributions carryover applied to 2011 . (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	22,160.			
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 instructions . . . . .		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	22,160.			
10 Analysis of line 9:				
a Excess from 2007 . . . . .				NONE
b Excess from 2008 . . . . .				9,518.
c Excess from 2009 . . . . .				9,639.
d Excess from 2010 . . . . .				NONE
e Excess from 2011 . . . . .				3,003.

**Part XIV Private Operating Foundations** (see 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 2011, enter the date of the ruling . . . . .

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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><b>a</b> Paid during the year</p> <p>SEE STATEMENT 8</p>				
<b>Total</b> . . . . . ▶ <b>3a</b>				34,456.
<p><b>b</b> Approved for future payment</p>				
<b>Total</b> . . . . . ▶ <b>3b</b>				



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... 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.

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

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) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Jeffrey K. Koogler, VP Date: 05/14/2012 Title: Vice President

Paid Preparer Use Only Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

GREGORY ELEANOR

T/W 20

34-6500951

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	23,622.	23,622.
TOTAL	23,622.	23,622.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
POWERSHARES PARTNERSHIP INC	1,269.	1,269.
TOTALS	1,269.	1,269.
	=====	=====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX PAYMENT - PRIOR YE	240.
FEDERAL ESTIMATES - PRINCIPAL	340.
	-----
TOTALS	580.
	=====

GREGORY ELEANOR

T/W 20

34-6500951

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

REVENUE  
AND  
EXPENSES  
PER BOOKS  
-----

CHARITABLE  
PURPOSES  
-----

DESCRIPTION  
-----

OTHER ALLOCABLE EXPENSE-PRINCI 50.  
OTHER ALLOCABLE EXPENSE- INCOME 50.  
OTHER NON-ALLOCABLE EXPENSE - 200.

50.  
50.  
200.

TOTALS

-----  
300.  
=====

-----  
300.  
=====

GREGORY ELEANOR

T/W 20

34-6500951

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/

FMV

C OR F

-----

DESCRIPTION

-----

SEE ATTACHED

C

TOTALS

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

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

GREGORY ELEANOR

T/W 20

34-6500951

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

OFFICER NAME:

KEYBANK

ADDRESS:

127 PUBLIC SQUARE

CLEVELAND, OH 44114

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 9,049.

TOTAL COMPENSATION: 9,049.  
=====

RECIPIENT NAME:  
BEECH BROOK  
ADDRESS:  
3737 LANDER RD.  
PEPPER PIKE, OH 44124  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
FOR THE CARE OF CHILDREN  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 17,228.

RECIPIENT NAME:  
CATHOLIC DIOCESE OF CLEVELAND FDN  
ADDRESS:  
1404 E NINTH ST., 8TH FL  
CLEVELAND, OH 44114-1722  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
FOR THE CARE OF CHILDREN  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 17,228.

TOTAL GRANTS PAID: 34,456.  
=====

**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					NONE	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-3,960.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					NONE	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					8,489.	
69,914.00		5280.515 DODGE & COX INCOME FD OPEN-END PROPERTY TYPE: OTHER 66,693.00					09/10/2007 3,221.00	03/29/2011
7,403.00		559.105 DODGE & COX INCOME FD OPEN-END F PROPERTY TYPE: OTHER 7,000.00					04/09/2008 403.00	03/29/2011
1,084.00		34.243 GROWTH FUND OF AMERICA OPEN-END F PROPERTY TYPE: OTHER 1,208.00					09/10/2007 -124.00	03/29/2011
3,769.00		119.044 GROWTH FUND OF AMERICA OPEN-END PROPERTY TYPE: OTHER 3,951.00					12/19/2007 -182.00	03/29/2011
72,757.00		2298.059 GROWTH FUND OF AMERICA OPEN-END PROPERTY TYPE: OTHER 73,400.00					04/09/2008 -643.00	03/29/2011
67.00		1.047 HARBOR INTERNATIONAL FD OPEN-END F PROPERTY TYPE: OTHER 72.00					12/19/2007 -5.00	05/13/2011
518.00		8.137 HARBOR INTERNATIONAL FD OPEN-END F PROPERTY TYPE: OTHER 562.00					12/19/2007 -44.00	05/13/2011
2,416.00		37.956 HARBOR INTERNATIONAL FD OPEN-END PROPERTY TYPE: OTHER 2,620.00					04/09/2008 -204.00	05/13/2011

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
54,289.00		500. ISHARES BARCLAYS TIPS BOND FUND CLO PROPERTY TYPE: OTHER 51,605.00				03/29/2010 2,684.00	03/29/2011
57,035.00		1200. ISHARES MSCI EMERGING MKTS INDEX C PROPERTY TYPE: OTHER 39,816.00				06/08/2009 17,219.00	03/29/2011
4,501.00		150. POWERSHARES DB COMMODITY INDEX CLOS PROPERTY TYPE: OTHER 4,225.00				06/11/2009 276.00	03/29/2011
24,684.00		850. POWERSHARES DB COMMODITY INDEX CLOS PROPERTY TYPE: OTHER 24,353.00				06/11/2009 331.00	05/13/2011
4,646.00		160. POWERSHARES DB COMMODITY INDEX CLOS PROPERTY TYPE: OTHER 4,406.00				04/01/2010 240.00	05/13/2011
1,329.00		91.662 WELLS FARGO ADV SMALL CAP GROWTH PROPERTY TYPE: OTHER 1,256.00				12/13/2010 73.00	05/13/2011
24,970.00		1722.102 WELLS FARGO ADV SMALL CAP GROWT PROPERTY TYPE: OTHER 10,874.00				03/10/2009 14,096.00	05/13/2011
62,769.00		4774.319 CHARITABLE MULTI ASSET FUND PROPERTY TYPE: OTHER 65,057.00				02/18/2000 -2,288.00	03/29/2011
TOTAL GAIN (LOSS) .....						39,582. =====	

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41  
 RUN DATE 2012-01-18  
 BUS DATE 2012-01-17  
 PAGE 988  
 SAR ID TAC000PCRR41

RG-OFF-ACCOUNT 24-200-1199300 GREGORY ELEANOR AS OF 12-31-2011  
 ACCOUNT NAME TAX ANALYST/NAME  
 24-200-1199300 GREGORY ELEANOR OCHR 575 P A HARRIS 216-813-4557

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
277905642	EATON VANCE LARGE-CAP VALUE FUND OPEN-END FUND CL I	54,495.07	0.00	41,900.00	3,173.854
411511306	HARBOR INTERNATIONAL FD OPEN-END FUND	101,745.97	0.00	93,677.41	1,939.866
464286509	ISHARES MSCI CANADA INDEX FD CLOSED-END FUND	12,635.00	0.00	15,708.20	475.000
464286665	ISHARES MSCI PAC EX-JPN INDEX FD CLOSED-END FUND	12,652.25	0.00	15,375.72	325.000
464287176	ISHARES BARCLAYS TIPS BOND FUND CLOSED-END FUND	46,676.00	0.00	41,283.92	400.000
464288646	ISHARES BARCLAYS 1-3 YR CR BD FD CLOSED-END FUND	46,890.00	0.00	47,029.41	450.000
47103C241	JANUS ADV PERKINS MID CAP VALUE OPEN-END FUND CL I	58,748.22	0.00	41,360.03	2,911.210
641224415	NEUBERGER BERMAN EMERG MKTS EQTY OPEN-END FUND INSTL CL	23,425.26	0.00	30,999.99	1,709.873
693390700	PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND INSTL CL	41,141.77	0.00	41,257.39	3,784.891
722005667	PIMCO COMMODITY REALRETURN STRAT OPEN-END FUND INSTL CL	24,557.12	0.00	34,661.59	3,754.911
7495200A1	KT SHORT TERM DEPOSIT FUND	8,931.89	6,432.14	15,364.03	15,364.030
780905600	ROYCE FD PREMIER SER MUTUAL FUND	30,774.42	0.00	36,432.92	1,661.686
880208400	TEMPLETON GLOBAL BOND FUND OPEN-END FUND ADV CL	21,953.93	0.00	24,139.31	1,774.772
998155147	CHARITABLE LARGE CAPITALIZATION EQUITY FUND	161,747.04	0.00	173,555.94	1,298.542
*** TOTAL ***		646,373.94	6,432.14	652,745.86	39,023.635

652,806.08