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

OMB No 1545-0052

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 WM KILWORTH FDN		T/W 40	A Employer identification number 91-6072527
-104200161800			
Number and street (or P O box number if mail is not delivered to street address)		Room/suite	B Telephone number (see instructions) (800) 999-9658
KEYBANK N.A. 10 W SECOND ST 26TH FL			
City or town, state, and ZIP code DAYTON, OH 45402			
G Check all that apply:		C If exemption application is pending, check here <input type="checkbox"/>	
<input type="checkbox"/> Initial return		<input type="checkbox"/> 1 Foreign organizations, check here <input type="checkbox"/>	
<input type="checkbox"/> Final return		<input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<input type="checkbox"/> Address change		<input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<input type="checkbox"/> Initial return of a former public charity		<input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<input type="checkbox"/> Amended return			
<input type="checkbox"/> Name change			
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation			
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust			
<input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 4,136,836.			
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual			
<input type="checkbox"/> Other (specify) _____			
(Part I, column (d) must be on cash basis.)			

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 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	99,235.	99,235.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	327,683.			
b	Gross sales price for all assets on line 6a	1,362,352.			
7	Capital gain net income (from Part IV, line 2)	327,683.			
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	426,918.	426,918.		
13	Compensation of officers, directors, trustees, etc.	42,317.	31,738.		10,579.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT. 2	1,250.	NONE	NONE	1,250.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT. 3	3,580.	468.		
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	82.	82.		
24	Total operating and administrative expenses. Add lines 13 through 23	47,229.	32,288.	NONE	11,829.
25	Contributions, gifts, grants paid	198,000.			198,000.
26	Total expenses and disbursements. Add lines 24 and 25	245,229.	32,288.	NONE	209,829.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	181,689.			
b	Net investment income (if negative, enter -0-)		394,630.		
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule),			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule),			
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 5	3,670,943.	3,852,632.	4,136,836.
	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)	3,670,943.	3,852,632.	4,136,836.	
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	3,670,943.	3,852,632.	
	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 instructions)	3,670,943.	3,852,632.	
31	Total liabilities and net assets/fund balances (see instructions)	3,670,943.	3,852,632.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,670,943.
2	Enter amount from Part I, line 27a	2	181,689.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	
4	Add lines 1, 2, and 3	4	3,852,632.
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	3,852,632.

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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 PUBLICLY TRADED SECURITIES					
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 7,066.		7,066.			
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	327,683.	
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			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	254,428.	4,326,474.	0.058807
2009	251,794.	4,029,208.	0.062492
2008	267,553.	4,756,397.	0.056251
2007	273,731.	5,455,081.	0.050179
2006	271,715.	5,135,360.	0.052911
2 Total of line 1, column (d)			2 0.280640
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 0.056128
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 4,453,661.
5 Multiply line 4 by line 3			5 249,975.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,946.
7 Add lines 5 and 6			7 253,921.
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.			8 209,829.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	7,893.
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	7,893.
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	7,893.
6 Credits/Payments.			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,778.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	3,100.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,878.	
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	3,015.	
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 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> WA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 <u>N/A</u>				
14	The books are in care of <u>KEYBANK, N.A.</u> Telephone no. <u></u>			
Located at <u>10 W SECOND ST 26TH FL, DAYTON, OH</u> ZIP + 4 <u>45402</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 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
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>				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 instructions)?	1b	X
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 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years <u></u>		
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. <u></u>		
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 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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 ☒ NoOrganizations 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		42,317.	-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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see 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	

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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	NONE
b	Average of monthly cash balances	1b	4,521,483.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,521,483.
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	4,521,483.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	67,822.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,453,661.
6	Minimum investment return. Enter 5% of line 5	6	222,683.

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	222,683.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	7,893.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,893.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	214,790.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	214,790.
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	214,790.

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	209,829.
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	209,829.
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	209,829.

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				214,790.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 09, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	20,502.			
b From 2007	8,316.			
c From 2008	NONE			
d From 2009	52,218.			
e From 2010	40,130.			
f Total of lines 3a through e	121,166.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 209,829.				
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				209,829.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a))	4,961.			4,961.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	116,205.			
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				
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)	15,541.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	100,664.			
10 Analysis of line 9:				
a Excess from 2007	8,316.			
b Excess from 2008	NONE			
c Excess from 2009	52,218.			
d Excess from 2010	40,130.			
e Excess from 2011				

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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:

SEE STATEMENT 8

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

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)				
a Paid during the year SEE STATEMENT 20				
Total			▶ 3a	198,000.
b Approved for future payment				
Total			▶ 3b	

(e)
Related or exempt
function income
(See instructions.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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 instructions.)

NOT APPLICABLE

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

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(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. Kozler, VP Date 11/06/2012

▶ Vice President
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check <input type="checkbox"/> if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no.

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	79,399.	79,399.
COMMON TRUST FUNDS	19,836.	19,836.
	-----	-----
TOTAL	99,235.	99,235.
	=====	=====

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

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

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	468.	468.
FEDERAL TAX PAYMENT - PRIOR YE	2,350.	
FEDERAL ESTIMATES - PRINCIPAL	762.	
	-----	-----
TOTALS	3,580.	468.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DEPOSITARY SERVICE FEE	17.	17.
STATE FILING FEE	25.	25.
UNITED STATES TREASURY TAX CER	40.	40.
TOTALS	----- 82. =====	----- 82. =====

WM KILWORTH FDN

T/W 40

91-6072527

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

TOTAL

=====

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

=====

OFFICER NAME:

KEYBANK, NATIONAL ASSOCIATION

ADDRESS:

10 W SECOND ST 26TH FL

DAYTON, OH 45402

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 42,317.

TOTAL COMPENSATION:

42,317.

=====

WM KILWORTH FDN T/W 40
FORM 990PF, PART XV - LINES 2a - 2d
=====

91-6072527

RECIPIENT NAME:

KEYBANK N.A. ATTN: MOLLIE DETERMAN

ADDRESS:

PO BOX 11500, WA-31-0310

TACOMA, WA 98402

FORM, INFORMATION AND MATERIALS:

APPLICATION FORM PROVIDED BY KEYBANK (SEE ABOVE ADDRESS)

SUBMISSION DEADLINES:

NOVEMBER 15 OF CURRENT YEAR

RESTRICTIONS OR LIMITATIONS ON AWARDS:

PIERCE COUNTY RESIDENT

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

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

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

=====

RECIPIENT NAME:
PALMER SCHOLARS
ADDRESS:
P.O. BOX 7119
TACOMA, WA 98417
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:
SALVATION ARMY
ADDRESS:
P.O. BOX 1254
TACOMA, WA 98401-1254
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 5,000.

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

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

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

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

=====

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

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

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

RECIPIENT NAME:
TACOMA YOUTH SYMPHONY
ADDRESS:
901 BROADWAY PLAZE, SUITE 500
TACOMA, WA 98402-4415
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
PEACE COMMUNITY CENTER
ADDRESS:
2106 SOUTH CUSHMAN AVE
TACOMA, WA 98405
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
TACOMA SHARED HOUSING SERVICES
ADDRESS:
P.O. BOX 5937
TACOMA, WA 98415-0937
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:
YWCA - PIERCE COUNTY
ADDRESS:
405 BROADWAY
TACOMA, WA 98402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 10,000.

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

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

RECIPIENT NAME:

BROADWAY CENTER FOR THE
PERFORMING ARTS

ADDRESS:

901 BROADWAY, SUITE 700
TACOMA, WA 98402

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

GIRL SCOUTS OF WESTERN, WA
DUPONT GIRL SCOUT CENTER

ADDRESS:

P.O. BOX 770
DUPONT, WA 98327

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

GREATER METROPARKS FOUNDATION

ADDRESS:

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

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID 10,000.

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

=====

RECIPIENT NAME:

POINT DEFIANCE ZOO & AQUARIUM

ADDRESS:

5400 NORTH PEARL STREET

TACOMA, WA 98407

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

EMERGENCY FOOD NETWORK

ADDRESS:

3318 92ND STREET SOUTH

LAKEWOOD, WA 98499

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

CATHOLIC COMMUNITY SERVICES

ADDRESS:

1323 S YAKIMA AVE

TACOMA, WA 98405-4457

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID 10,000.

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

RECIPIENT NAME:
LAKEWOLD GARDENS - THE FRIENDS
OF LAKEWOLD
ADDRESS:
PO BOX 39780
LAKEWOOD, WA 98496-3780
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 1,250.

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

RECIPIENT NAME:
REBUILDING TOGETHER SOUTH SOUND
ADDRESS:
2025 MILDRED STREET WEST
FIRCREST, WA 98446
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:
AMERICAN RED CROSS - MT. RAINIER
CHAPTER
ADDRESS:
1235 SOUTH TACOMA WAY
TACOMA, WA 98409
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 5,000.

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

RECIPIENT NAME:
HOPES PARKS
ADDRESS:
6424 N 9TH ST
TACOMA, WA 98406
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:
LOVE'S TREASURY
ADDRESS:
10213 139TH ST CT E #B1
PUYALLUP, WA 98374
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 2,500.

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

RECIPIENT NAME:
TACID TACOMA AREA COALITION OF
INDIVIDUALS WITH DISABILITIES

ADDRESS:
6315 SOUHT 19TH STREET
TACOMA, WA 98466

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
UNRESTRICKED

FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
UNIVERSITY OF PUGET SOUND

ADDRESS:
1500 NORTH WARNER
TACOMA, WA 98416

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
PIERCE COLLEGE
ATTN: CASHIER'S OFFICE-SHOLARSHI

ADDRESS:
9401 FARWEST DRIVE S.W.

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES

AMOUNT OF GRANT PAID 4,800.

TOTAL GRANTS PAID: 198,000.
=====

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41
 RUN DATE 2012-01-18
 BUS DATE 2012-01-17
 PAGE 134
 SAR ID TAC000PCRR41

TAX ANALYST/NAME

404 W WEST

937-285-5302

ACCOUNT NAME

K-RG-OFF-ACCOUNT
 0-10-420-0161800 KILWORTH WILLIAM FND
 ISCAL YEAR CODE 1231 AS OF 12-31-2011

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
G1151C101	ACCENTURE PLC FGN COM CL A	31,938.00	0.00	34,103.94	600.000
G98290102	XL GROUP PLC FGN COM	30,149.25	0.00	25,149.54	1,525.000
000375204	ABB LTD SPONS ADR	36,906.80	0.00	43,904.07	1,960.000
00078H158	ASTON/FAIRPOINTE MID CAP FUND OPEN-END FUND CL I	86,087.72	0.00	75,000.00	2,872.463
023135106	AMAZON COM INC COM	21,637.50	0.00	24,547.18	125.000
037411105	APACHE CORP COM	34,420.40	0.00	34,410.00	380.000
037833100	APPLE INC COM	83,025.00	0.00	25,414.86	205.000
064058100	BANK OF NEW YORK MELLON CORP COM	15,430.25	0.00	22,265.67	775.000
064149107	BANK OF NOVA SCOTIA FGN COM	44,829.00	0.00	41,029.29	900.000
067901108	BARRICK GOLD CORP FGN COM	18,100.00	0.00	20,231.96	400.000
088606108	BHP BILLITON LTD SPONS ADR	24,014.20	0.00	22,986.65	340.000
151020104	CELGENE CORP COM	35,490.00	0.00	32,770.23	525.000
191216100	COCA COLA CO COM	40,232.75	0.00	38,501.94	575.000
194162103	COLGATE PALMOLIVE CO COM	30,026.75	0.00	16,967.90	325.000
20825C104	CONOCOPHILLIPS COM	26,597.55	0.00	23,597.14	365.000
22160KAB1	COSTCO WHOLESALE CORP SENIOR NT DTD 02/20/07 5.30% DUE 03/15/12	100,926.00	0.00	99,877.00	100,000.000
231021106	CUMMINS INC COM	33,887.70	0.00	17,908.43	385.000

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41
 RUN DATE 2012-01-18
 BUS DATE 2012-01-17
 PAGE 136
 SAR ID TAC000PCRR41

K-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
 0-10-420-0161800 KILWORTH WILLIAM FND T/W 404 W WEST
 ISCAL YEAR CODE 1231 AS OF 12-31-2011 937-285-5302

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
45865V100	INTERCONTINENTALEXCHANGE INC COM	26,521.00	0.00	23,869.87	220.000
464286509	ISHARES MSCI CANADA INDEX FD CLOSED-END FUND	42,560.00	0.00	47,248.00	1,600.000
464286665	ISHARES MSCI PAC EX-JPN INDEX FD CLOSED-END FUND	42,823.00	0.00	48,064.45	1,100.000
464287234	ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND	113,820.00	0.00	118,500.95	3,000.000
464287804	ISHARES S&P SMALLCAP 600 INDEX CLOSED-END FUND	93,912.50	0.00	73,527.93	1,375.000
46625HHP8	JPMORGAN CHASE & CO SENIOR NT DTD 09/18/09 3.70% DUE 01/20/15	51,840.00	0.00	50,421.00	50,000.000
46625H100	JP MORGAN CHASE & CO COM	30,091.25	0.00	25,346.16	905.000
48203R104	JUNIPER NETWORKS INC COM	14,899.30	0.00	27,667.00	730.000
48242W106	KBR INC COM	34,140.75	0.00	32,384.78	1,225.000
50075N104	KRAFT FOODS INC COM CL A	41,096.00	0.00	37,790.40	1,100.000
579780206	MCCORMICK & CO INC COM	41,848.60	0.00	39,771.54	830.000
58155Q103	MCKESSON CORP COM	21,425.25	0.00	23,048.55	275.000
59156R108	METLIFE INC COM	15,901.80	0.00	22,817.99	510.000
65339F101	NEXTERA ENERGY INC COM	24,656.40	0.00	21,287.40	405.000
654106103	NIKE INC COM CL B	19,274.00	0.00	18,443.66	200.000
66987V109	NOVARTIS AG ADR	25,726.50	0.00	24,902.96	450.000
674599105	OCCIDENTAL PETE CORP DEL COM	32,326.50	0.00	27,737.97	345.000

CHARITABLE TRUSTS HOLDINGS REPORT

K-RG-OFF-ACCOUNT
0-10-420-0161800 KILWORTH WILLIAM FND
ISCAL YEAR CODE 1231 AS OF 12-31-2011

ACCOUNT NAME
KILWORTH WILLIAM FND
T/W

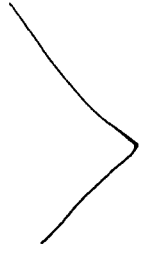
TAX ANALYST/NAME
404 W WEST

REPORT TAC-CRR41
RUN DATE 2012-01-18
BUS DATE 2012-01-17
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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
68389X105	ORACLE CORP COM	45,528.75	0.00	21,868.00	1,775.000
704549104	PEABODY ENERGY CORP COM	17,713.85	0.00	24,494.39	535.000
713448BK3	PEPSICO INC SENIOR NT DTD 03/02/09 3.75% DUE 03/01/14	53,162.50	0.00	52,360.00	50,000.000
73755L107	POTASH CORP OF SASKATCHEWAN INC FGN COM	18,576.00	0.00	25,559.91	450.000
74144T108	T ROWE PRICE GROUP INC COM	25,627.50	0.00	13,027.50	450.000
741503403	PRICELINE.COM INC COM	25,724.05	0.00	29,526.20	55.000
747525103	QUALCOMM INC COM	36,649.00	0.00	38,577.03	670.000
7495200A1	KT SHORT TERM DEPOSIT FUND	198,272.64	13,430.00	211,702.64	211,702.640
749520902	KT GOVERNMENT MORTGAGE FUND	295,887.38	0.00	264,775.11	3,029.330
780905600	ROYCE FD PREMIER SER MUTUAL FUND	53,402.46	0.00	54,221.87	2,883.502
806407102	HENRY SCHEIN INC COM	37,691.55	0.00	25,922.03	585.000
806857108	SCHLUMBERGER LTD FGN COM	42,010.65	0.00	11,767.32	615.000
832696405	SMUCKER J M CO COM	31,658.85	0.00	27,828.24	405.000
867224107	SUNCOR ENERGY INC FGN COM	33,154.50	0.00	51,367.51	1,150.000
87612E106	TARGET CORP COM	29,451.50	0.00	13,941.73	575.000
881624209	TEVA PHARMACEUTICAL INDS LTD SPONS ADR	35,113.20	0.00	40,035.30	870.000
883556102	THERMO FISHER SCIENTIFIC INC COM	35,301.45	0.00	35,997.26	785.000

CHARITABLE TRUSTS HOLDINGS REPORT

K-RG-OFF-ACCOUNT				ACCOUNT NAME		TAX ANALYST/NAME		937-285-5302		BUS DATE 2012-01-17	
0-10-420-0161800 KILWORTH WILLIAM FND				T/W		404 W WEST				PAGE 138	
ISCAL YEAR CODE 1231 AS OF 12-31-2011										SAR ID TAC000PCRR41	
CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS						
912810PV4	UNITED STATES TREAS BDS INFL IDX DTD 01/31/08 1.75% DUE 01/15/28	259,980.96	0.00	209,319.55	216,186.000						
912828BH2	UNITED STATES TREAS NTS DTD 08/15/03 4.25% DUE 08/15/13	106,461.00	0.00	99,046.88	100,000.000						
912828EE6	UNITED STATES TREAS NTS DTD 08/15/05 4.25% DUE 08/15/15	113,320.00	0.00	102,546.88	100,000.000						
913017109	UNITED TECHNOLOGIES CORP COM	28,139.65	0.00	33,779.86	385.000						
922042858	VANGUARD MSCI EMERGING MKTS ETF CLOSED-END FUND	114,630.00	0.00	117,495.00	3,000.000						
928563402	VMWARE INC COM CL A	26,204.85	0.00	21,662.33	315.000						
998154231	CHARITABLE MID CAP FUND	158,339.89	0.00	162,445.10	983.667						
998154249	CHARITABLE CONVERTIBLE SEC FUND	135,818.00	0.00	142,095.67	5,839.600						
*** TOTAL ***		4,123,406.45	13,430.00	3,852,632.11	1,158,792.893						



8 4136,836.45