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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 **BERNICE A B KEYES** T/W **40**
-104200166180

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

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

A Employer identification number
91-6111944

B Telephone number (see instructions)
(800) 999-9658

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

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) **\$ 1,737,308.**

J Accounting method: ☒ Cash ☐ Accrual
☐ 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	41,444.	41,444.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	67,013.			
b	Gross sales price for all assets on line 6a	280,749.			
7	Capital gain net income (from Part IV, line 2)		67,013.		
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	108,457.	108,457.		
13	Compensation of officers, directors, trustees, etc.	20,674.	15,506.		5,169.
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	2,981.			2,981.
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	30.			30.
24	Total operating and administrative expenses. Add lines 13 through 23	24,935.	15,506.	NONE	9,430.
25	Contributions, gifts, grants paid	79,349.			79,349.
26	Total expenses and disbursements. Add lines 24 and 25	104,284.	15,506.	NONE	88,779.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	4,173.			
b	Net investment income (if negative, enter -0-)		92,951.		
c	Adjusted net income (if negative, enter -0-)				

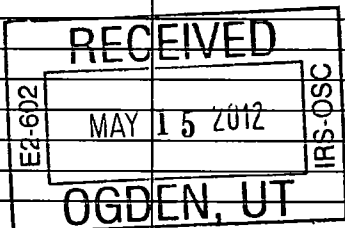
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JSA

Form **990-PF** (2011)

ENVELOPE POSTMARK DATE MAY 14 2012

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P 12

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)	1,587,445.	1,593,947.	1,737,308.	
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)	1,587,445.	1,593,947.	1,737,308.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	1,587,445.	1,593,947.	
	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 instructions)	1,587,445.	1,593,947.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,587,445.	1,593,947.	

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	1,587,445.
2	Enter amount from Part I, line 27a	2	4,173.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	2,329.
4	Add lines 1, 2, and 3	4	1,593,947.
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	1,593,947.

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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					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) 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	67,013.	
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	88,798.	1,754,489.	0.050612
2009	99,633.	1,600,261.	0.062260
2008	121,300.	1,888,832.	0.064220
2007	129,678.	2,197,870.	0.059002
2006	73,642.	2,077,483.	0.035448
2 Total of line 1, column (d)			2 0.271542
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 0.054308
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,824,565.
5 Multiply line 4 by line 3			5 99,088.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 930.
7 Add lines 5 and 6			7 100,018.
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 88,779.

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	1,859.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	1,859.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,859.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,592.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,592.	
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	267.	
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. ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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) ► 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

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>(216) 813-4556</u> Located at <u>4900 TIEDEMAN RD. OH-01-49-0147, 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 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>				

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)? <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 2011? <input type="checkbox"/>	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) <input type="checkbox"/>	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.) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	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		20,674.	-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	1,852,350.
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	1,852,350.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,852,350.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,785.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,824,565.
6	Minimum investment return. Enter 5% of line 5	6	91,228.

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	91,228.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,859.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,859.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	89,369.
4	Recoveries of amounts treated as qualifying distributions	4	2,329.
5	Add lines 3 and 4	5	91,698.
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	91,698.

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	88,779.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	88,779.
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	88,779.

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				91,698.
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 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	23,084.			
c From 2008	27,433.			
d From 2009	20,294.			
e From 2010	2,545.			
f Total of lines 3a through e	73,356.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>88,779.</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				88,779.
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).)	2,919.			2,919.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	70,437.			
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)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	70,437.			
10 Analysis of line 9:				
a Excess from 2007	20,165.			
b Excess from 2008	27,433.			
c Excess from 2009	20,294.			
d Excess from 2010	2,545.			
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).)

NONE

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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
a Paid during the year SEE STATEMENT 15				
Total			3a	79,349.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	41,444.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	67,013.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				108,457.		
13 Total. Add line 12, columns (b), (d), and (e)				108,457.		

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

BERNICE A B KEYES

T/W 40

91-6111944

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	41,444.	41,444.
	-----	-----
TOTAL	41,444.	41,444.
	=====	=====

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.
	=====	=====	=====	=====

BERNICE A B KEYES

T/W 40

91-6111944

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
ESTIMATED TAX PAYMENT	1,592.	1,592.
EXCISE TAX DUE	1,249.	1,249.
FOREIGN TAX WITHHELD	140.	140.
TOTALS	----- 2,981. =====	----- 2,981. =====

BERNICE A B KEYES

T/W 40

91-61111944

FORM 990PF, PART I - OTHER EXPENSES

=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER NON-ALLOCABLE EXPENSE -
OTHER NON-ALLOCABLE EXPENSE -

25.
5.

25.
5.

TOTALS

30.
=====

30.
=====

BERNICE A B KEYES

T/W 40

91-6111944

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

COST/
FMV
C OR F

DESCRIPTION

SEE ATTACHED

C

TOTALS

BERNICE A B KEYES

T/W 40

91-6111944

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

DESCRIPTION -----	AMOUNT -----
RETURNED GRANTS	2,329.

TOTAL	2,329.
	=====

STATEMENT 6

BERNICE A B KEYES

T/W 40

91-6111944

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

=====

OFFICER NAME:

KEYBANK

ADDRESS:

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

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 20,674.

TOTAL COMPENSATION:

20,674.

=====

STATEMENT 7

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

RECIPIENT NAME:
CHARLES WRIGHT ACADEMY
ADDRESS:
7723 CHAMBERS CREEK ROAD
UNIVERSITY PLACE, WA 98467
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 26,666.

RECIPIENT NAME:
UNIVERSITY OF WASHINGTON
ADDRESS:
105 SCHMITZ
SEATTLE, WA 98124
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 7,405.

RECIPIENT NAME:
WESTERN WA UNIVERSITY
ADDRESS:
516 HIGH STREET
BELLINGHAM, WA 98225
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 4,443.

STATEMENT 8

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

RECIPIENT NAME:
SEATTLE PACIFIC
ADDRESS:
3307 ERD AVENUE WEST
SEATTLE, WA 98119
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,481.

RECIPIENT NAME:
GONZAGA UNIVERSITY
ADDRESS:
502 E BOONE AVENUE
SPOKANE, WA 99258
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,481.

RECIPIENT NAME:
PACIFIC LUTHERAN UNIVERSITY
ADDRESS:
12180 PARK AVENUE
TACOMA, WA 98447
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 8,886.

STATEMENT 9

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

RECIPIENT NAME:
PIERCE COLLEGE
ADDRESS:
9401 FARWEST DRIVE SW
LAKEWOOD, WA 98498
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,553.

RECIPIENT NAME:
UNIVERSITY OF PUGET SOUND
ADDRESS:
1500 N WARMER STREET
TACOMA, WA 98416
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,962.

RECIPIENT NAME:
SEATTLE UNIVERSITY
ADDRESS:
901 12TH AVENUE
SEATTLE, WA 98122
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,481.

STATEMENT 10

RECIPIENT NAME:
WASHINGTON STATE UNIVERSITY
ADDRESS:
P O BOX 641014
PULLMAN, WA 99164
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,962.

RECIPIENT NAME:
WHITWORTH UNIVERSITY
ADDRESS:
300 W HAWTHORNE ROAD
SPOKANE, WA 99251
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,481.

RECIPIENT NAME:
TACOMA COMMUNITY COLLEGE
ADDRESS:
6501 SOUTH 19TH STREET
TACOMA, WA 98466
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,481.

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

RECIPIENT NAME:

LOYOLA

ADDRESS:

1 LMU DRIVE

LOS ANGELES, CA 90045

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 4,443.

RECIPIENT NAME:

EASTERN WA UNIVERSITY

ADDRESS:

526 5TH STREET

CHENEY, WA 99004

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 776.

RECIPIENT NAME:

DICKSON COLLEGE

ADDRESS:

28 NO COLLEGE STREET

CARLISLE, PA 17013

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,481.

STATEMENT 12

RECIPIENT NAME:

CAL POLY

ADDRESS:

1 GRAND AVENUE

SAN LUIS OBISPO, CA 93407

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,481.

RECIPIENT NAME:

XAVIER UNIVERSITY

ADDRESS:

1 DREXEL DRIVE

NEW ORLEANS, LA 70125

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,481.

RECIPIENT NAME:

SCRIPPS COLLEGE

ADDRESS:

1030 COLUMBIA AVENUE

CLAREMONT, CA 91711

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,481.

RECIPIENT NAME:

WHITTIER

ADDRESS:

13406 E PHILADELPHIA STREET

WHITTIER, CA 98608

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,481.

RECIPIENT NAME:

UNIVERSITY OF CALIFORNIA

ADDRESS:

UNIVERSITY OF CA, IRVINE

IRVINE, CA 92697

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,481.

RECIPIENT NAME:

CENTRAL MICHIGAN UNIVERSITY

ADDRESS:

1200 SO FRANKLIN STREET

MT PLEASANT, MI 48859

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,481.

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

RECIPIENT NAME:

UNIVERSITY OF PENNSYLVANIA

ADDRESS:

3451 WALNUT STREET

PHILADELPHIA, PA 19104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,481.

TOTAL GRANTS PAID: 79,349.

=====

SCHEDULE D
(Form 1041)Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust

BERNICE A B KEYES

T/W 40

Employer identification number

91-6111944

Note: Form 5227 filers need to complete **only** Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	12,223.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	-2,038.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	10,185.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					426.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	40,626.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	15,776.
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	56,828.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		10,185.
14	Net long-term gain or (loss):			
a	Total for year	14a		56,828.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		67,013.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16	()
-----------	---	-----------	-----

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

BERNICE A B KEYES

T/W 40

Employer identification number

91-6111944

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 95. ABB LTD SPONS ADR	06/09/2011	10/13/2011	1,815.00	2,458.00	-643.00
45. ABB LTD SPONS ADR	12/17/2010	10/13/2011	860.00	971.00	-111.00
85. AIR PRODUCTS & CHEMICAL	08/25/2010	02/07/2011	7,573.00	6,258.00	1,315.00
5. DIGITAL REALTY TRUST INC	08/25/2010	06/08/2011	318.00	294.00	24.00
10. DIRECTV COM CL A	08/25/2010	06/08/2011	475.00	377.00	98.00
20. EATON CORP COM	08/25/2010	06/09/2011	938.00	700.00	238.00
70. FEDEX CORP COM	08/25/2010	06/08/2011	6,025.00	5,501.00	524.00
30. F5 NETWORKS INC COM	08/25/2010	02/07/2011	3,714.00	2,592.00	1,122.00
5. MCKESSON CORP COM	02/07/2011	06/08/2011	421.00	387.00	34.00
50. OCCIDENTAL PETE CORP D	08/25/2010	06/08/2011	5,121.00	3,649.00	1,472.00
15. TEVA PHARMACEUTICAL INC ADR	08/25/2010	06/08/2011	746.00	757.00	-11.00
30. VMWARE INC COM CL A	08/25/2010	06/08/2011	2,750.00	2,336.00	414.00
230. XILINX INC COM	04/09/2010	02/07/2011	7,650.00	6,049.00	1,601.00
55. XILINX INC COM	08/25/2010	02/07/2011	1,829.00	1,376.00	453.00
90. ZIONS BANCORP COM	02/07/2011	04/14/2011	2,097.00	2,273.00	-176.00
345. ZIONS BANCORP COM	08/25/2010	04/14/2011	8,038.00	6,313.00	1,725.00
1496.486 CHARITABLE INTL E	08/25/2010	06/08/2011	31,118.00	26,870.00	4,248.00
20. XL GROUP PLC FGN COM	02/07/2011	06/08/2011	417.00	471.00	-54.00
30. XL GROUP PLC FGN COM	02/07/2011	07/08/2011	659.00	707.00	-48.00
35. XL GROUP PLC FGN COM	12/17/2010	07/08/2011	769.00	771.00	-2.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b **12,223.00**

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

BERNICE A B KEYES

T/W 40

91-6111944

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 15. APPLE INC COM	01/25/2008	06/08/2011	4,971.00	2,002.00	2,969.00
75. AVON PRODS INC COM	04/29/2008	02/07/2011	2,188.00	3,042.00	-854.00
225. AVON PRODS INC COM	07/16/2008	02/07/2011	6,563.00	7,906.00	-1,343.00
35. BANK OF NOVA SCOTIA FG	10/21/2009	02/07/2011	2,078.00	1,566.00	512.00
10. BANK OF NOVA SCOTIA FG	10/21/2009	06/08/2011	590.00	448.00	142.00
45. BANK OF NOVA SCOTIA FG	10/21/2009	10/13/2011	2,298.00	2,014.00	284.00
100. CISCO SYS INC COM	04/16/2009	02/07/2011	2,207.00	1,810.00	397.00
115. CISCO SYS INC COM	12/04/2002	02/07/2011	2,538.00	1,633.00	905.00
400. CISCO SYS INC COM	12/04/2002	06/08/2011	6,092.00	5,680.00	412.00
100. COLGATE PALMOLIVE CO	06/25/2008	10/13/2011	9,108.00	6,985.00	2,123.00
105. COVANCE INC COM	02/04/2009	02/07/2011	5,590.00	4,442.00	1,148.00
55. CUMMINS INC COM	01/06/2010	06/08/2011	5,313.00	2,653.00	2,660.00
15. WALT DISNEY CO COM	07/09/2003	06/08/2011	589.00	309.00	280.00
25. EOG RESOURCES INC COM	03/13/2009	02/07/2011	2,641.00	1,464.00	1,177.00
25. EOG RESOURCES INC COM	03/13/2009	06/08/2011	2,728.00	1,464.00	1,264.00
45. EOG RESOURCES INC COM	03/13/2009	10/13/2011	3,571.00	2,635.00	936.00
250. EATON CORP COM	04/16/2009	06/09/2011	11,725.00	5,442.00	6,283.00
50. EXPEDITORS INTL WASH I	05/19/2009	08/24/2011	2,187.00	1,662.00	525.00
125. EXPEDITORS INTL WASH	05/19/2009	10/13/2011	5,455.00	4,154.00	1,301.00
75. EXXON MOBIL CORP COM	04/16/2002	02/07/2011	6,286.00	3,166.00	3,120.00
180. FREEPORT-MCMORAN COPP COM	08/25/2010	10/13/2011	6,291.00	5,992.00	299.00
20. GENERAL ELEC CO COM	01/06/2010	06/08/2011	370.00	311.00	59.00
475. GENERAL ELEC CO COM	03/07/1994	06/08/2011	8,792.00	4,175.00	4,617.00
85. HEWLETT PACKARD CO COM	04/09/2010	06/08/2011	3,006.00	4,556.00	-1,550.00
110. HEWLETT PACKARD CO CO	01/06/2010	06/08/2011	3,891.00	5,786.00	-1,895.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

BERNICE A B KEYES

T/W 40

91-6111944

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 45. INTEL CORP COM	08/31/2001	06/08/2011	978.00	1,246.00	-268.00
25. INTEL CORP COM	08/05/2003	06/08/2011	543.00	614.00	-71.00
25. INTEL CORP COM	07/16/2008	06/08/2011	543.00	527.00	16.00
360. INTEL CORP COM	10/19/2006	06/08/2011	7,826.00	7,556.00	270.00
100. ISHARES BARCLAYS TIPS CLOSED-END FUND	04/21/2009	06/08/2011	11,060.00	9,998.00	1,062.00
5. JP MORGAN CHASE & CO CO	02/04/2009	06/08/2011	201.00	124.00	77.00
365. KBR INC COM	08/25/2010	10/13/2011	10,019.00	8,318.00	1,701.00
20. MEDTRONIC INC COM	09/08/2004	08/24/2011	684.00	1,014.00	-330.00
100. MEDTRONIC INC COM	12/27/2007	08/24/2011	3,420.00	5,018.00	-1,598.00
100. MEDTRONIC INC COM	12/03/2004	08/24/2011	3,420.00	4,872.00	-1,452.00
140. ORACLE CORP COM	07/27/2005	06/08/2011	4,379.00	1,932.00	2,447.00
50. PEABODY ENERGY CORP CO	09/11/2008	10/13/2011	1,884.00	2,523.00	-639.00
20. T ROWE PRICE GROUP INC	03/13/2009	02/07/2011	1,337.00	507.00	830.00
40. SCHLUMBERGER LTD COM	08/31/2001	02/07/2011	3,594.00	982.00	2,612.00
30. SCHLUMBERGER LTD COM	08/31/2001	10/13/2011	2,008.00	737.00	1,271.00
10. THERMO FISHER SCIENTIF	12/27/2007	06/08/2011	624.00	587.00	37.00
150. URBAN OUTFITTERS INC	05/11/2009	07/08/2011	4,782.00	2,867.00	1,915.00
908.042 CHARITABLE INTL EQ	07/31/1994	06/08/2011	18,882.00	11,907.00	6,975.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 40,626.00

Schedule D-1 (Form 1041) 2011

CHARITABLE TRUSTS HOLDINGS REPORT

K-RG-OFF-ACCOUNT
 0-10-420-0166180
 ISCAL YEAR CODE 1231

ACCOUNT NAME
 KEYES BERNICE A B
 AS OF 12-31-2011

OCHR

TAX ANALYST/NAME
 611 E PEREZ

216-813-4583
 TAC-CRR41
 RUN DATE 2012-01-16
 BUS DATE 2012-01-17
 PAGE 1439
 SAR ID TAC000PCRR41

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
G1151C101	ACCENTURE PLC FGN COM CL A	9,049.10	0.00	9,477.48	170.000
G98290102	XL GROUP PLC FGN COM	8,698.80	0.00	9,688.75	440.000
000375204	ABB LTD SPONS ADR	8,096.90	0.00	9,279.35	430.000
023135106	AMAZON COM INC COM	12,982.50	0.00	9,537.00	75.000
030420103	AMERICAN WATER WORKS CO INC COM	6,053.40	0.00	5,648.68	190.000
037411105	APACHE CORP COM	9,963.80	0.00	9,552.39	110.000
037833100	APPLE INC COM	24,300.00	0.00	6,674.94	60.000
064058100	BANK OF NEW YORK MELLON CORP COM	4,579.30	0.00	6,046.68	230.000
064149107	BANK OF NOVA SCOTIA FGN COM	10,709.15	0.00	9,621.25	215.000
067901108	BARRICK GOLD CORP FGN COM	5,203.75	0.00	5,072.64	115.000
088606108	BHP BILLITON LTD SPONS ADR	7,063.00	0.00	6,760.68	100.000
151020104	CELGENE CORP COM	10,478.00	0.00	9,496.90	155.000
191216100	COCA COLA CO COM	11,195.20	0.00	10,465.58	160.000
194198917	KT FIXED INCOME FUND	173,640.43	0.00	159,989.46 ✓	25,914.161
20825C104	CONOCOPHILLIPS COM	7,651.35	0.00	7,022.39	105.000
22160K105	COSTCO WHOLESALE CORP COM	5,832.40	0.00	5,707.80	70.000
231021106	CUMMINS INC COM	9,682.20	0.00	5,306.40	110.000
244199105	DEERE & CO COM	10,442.25	0.00	11,053.88	135.000

CHARITABLE TRUSTS HOLDINGS REPORT

K-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME REPORT TAC-CRR41
0-10-420-0166180 KEYES BERNICE A B 611 E PEREZ RUN DATE 2012-01-18
ISCAL YEAR CODE 1231 AS OF 12-31-2011 216-813-4583 BUS DATE 2012-01-17
PAGE 1440
SAR ID TAC000PCRR41

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
253868103	DIGITAL REALTY TRUST INC REIT	7,000.35	0.00	6,175.01	105.000
254687106	WALT DISNEY CO COM	11,250.00	0.00	6,183.80	300.000
25490A101	DIRECTV COM CL A	7,483.00	0.00	6,599.23	175.000
268648102	EMC CORP COM	7,323.60	0.00	9,169.17	340.000
315616102	F5 NETWORKS INC COM	10,081.40	0.00	8,208.95	95.000
343412102	FLUOR CORP COM	6,030.00	0.00	7,610.39	120.000
38259P508	GOOGLE INC COM CL A	12,918.00	0.00	10,118.10	20.000
411511306	HARBOR INTERNATIONAL FD OPEN-END FUND	101,382.65	0.00	100,000.00	1,932.939
423074103	H J HEINZ CO COM	7,295.40	0.00	7,184.69	135.000
42809H107	HESS CORP COM	9,372.00	0.00	11,500.06	165.000
45865V100	INTERCONTINENTALEXCHANGE INC COM	7,835.75	0.00	6,230.90	65.000
46428R107	ISHARES S&P GSCI COMMODITY INDEX CLOSED-END FUND	65,960.00	0.00	59,690.00	2,000.000
464286509	ISHARES MSCI CANADA INDEX FD CLOSED-END FUND	21,280.00	0.00	24,920.00	800.000
464286665	ISHARES MSCI PAC EX-JPN INDEX FD CLOSED-END FUND	21,411.50	0.00	25,877.45	550.000
464287176	ISHARES BARCLAYS TIPS BOND FUND CLOSED-END FUND	134,193.50	0.00	114,881.51	1,150.000
464287234	ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND	56,910.00	0.00	52,209.95	1,500.000
464287804	ISHARES S&P SMALLCAP 600 INDEX CLOSED-END FUND	68,300.00	0.00	54,235.67	1,000.000

CHARITABLE TRUSTS HOLDINGS REPORT

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OCHR

TAX ANALYST/NAME
611 E PEREZ

216-813-4583

REPORT TAC-CRR41
RUN DATE 2012-01-18
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PAGE 1441
SAR ID TAC000PCRR41

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
464288687	ISHARES S&P US PREFERRED STOCK CLOSED-END FUND	35,620.00	0.00	39,729.70	1,000.000
46625H100	JP MORGAN CHASE & CO COM	8,645.00	0.00	6,115.80	260.000
48203R104	JUNIPER NETWORKS INC COM	4,490.20	0.00	8,817.58	220.000
50075N104	KRAFT FOODS INC COM CL A	11,768.40	0.00	10,876.04	315.000
579780206	MCCORMICK & CO INC COM	12,100.80	0.00	10,792.96	240.000
580135101	MCDONALDS CORP COM	8,528.05	0.00	7,616.85	85.000
58155Q103	MCKESSON CORP COM	5,843.25	0.00	5,808.00	75.000
59156R108	METLIFE INC COM	4,677.00	0.00	6,562.49	150.000
65339F101	NEXTERA ENERGY INC COM	7,001.20	0.00	6,120.29	115.000
654106103	NIKE INC COM CL B	6,264.05	0.00	6,046.30	65.000
66987V109	NOVARTIS AG ADR	7,432.10	0.00	7,502.29	130.000
674599105	OCCIDENTAL PETE CORP DEL COM	9,370.00	0.00	7,297.00	100.000
68389X105	ORACLE CORP COM	13,081.50	0.00	7,037.95	510.000
704549104	PEABODY ENERGY CORP COM	5,297.60	0.00	7,227.60	160.000
73755L107	POTASH CORP OF SASKATCHEWAN INC FGN COM	5,572.80	0.00	8,292.15	135.000
74144T108	T ROWE PRICE GROUP INC COM	7,403.50	0.00	3,298.10	130.000
741503403	PRICELINE.COM INC COM	7,015.65	0.00	6,031.80	15.000
742718109	PROCTER & GAMBLE CO	9,339.40	0.00	9,042.59	140.000

CHARITABLE TRUSTS HOLDINGS REPORT

IK-RG-OFF-ACCOUNT
10-10-420-0166180
ISCAL YEAR CODE 1231

ACCOUNT NAME
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AS OF 12-31-2011

OCHR

TAX ANALYST/NAME
611 E PEREZ

216-813-4583

REPORT TAC-CRR41
RUN DATE 2012-01-18
BUS DATE 2012-01-17
PAGE 1442
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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
747525103	QUALCOMM INC COM	10,666.50	0.00	10,795.30	195.000
7495200A1	KT SHORT TERM DEPOSIT FUND	32,950.30	8,885.42	41,835.72	41,835.720
7495200D5	KT INTER-TERM FIXED INCOME FUND	49,898.46	0.00	48,571.32 ✓	2,276.639
749520902	KT GOVERNMENT MORTGAGE FUND	73,312.11	0.00	59,523.08 ✓	750.578
806407102	HENRY SCHEIN INC COM	11,275.25	0.00	6,874.70	175.000
806857108	SCHLUMBERGER LTD FGN COM	12,295.80	0.00	4,420.80	180.000
832696405	SMUCKER J M CO COM	8,989.55	0.00	7,496.50	115.000
867224107	SUNCOR ENERGY INC FGN COM	9,081.45	0.00	12,804.17	315.000
881624209	TEVA PHARMACEUTICAL INDS LTD SPONS ADR	9,686.40	0.00	11,470.17	240.000
883556102	THERMO FISHER SCIENTIFIC INC COM	10,118.25	0.00	10,217.50	225.000
912810PV4	UNITED STATES TREAS BDS INFL IDX DTD 01/31/08 1.75% DUE 01/15/28	62,395.43	0.00	51,504.11	51,884.640
912828LA6	UNITED STATES TREAS NTS INFL IDX DTD 07/15/09 1.875% DUE 07/15/19	58,729.49	0.00	51,698.76	49,846.790
913017109	UNITED TECHNOLOGIES CORP COM	10,598.05	0.00	9,754.13	145.000
928563402	VMWARE INC COM CL A	7,487.10	0.00	7,009.19	90.000
998154223	CHARITABLE INTL EQUITY FUND	67,351.02	0.00	52,083.61 ✓	3,963.200
998154231	CHARITABLE MID CAP FUND	133,903.35	0.00	130,172.85 ✓	831.858
998154249	CHARITABLE CONVERTIBLE SEC FUND	98,584.50	0.00	106,302.43 ✓	4,238.717
*** TOTAL ***		1,728,422.19	8,885.42	1,593,946.96	200,390.242