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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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 10/01 , 2011, and ending 09/30, 20 12

Name of foundation B. WALTON EST--KINGSTON HOSPITAL ETAL 10 -101050071140

A Employer identification number
14-6108205

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

Room/suite

B Telephone number (see instructions)
(518) 391-1432

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

C If exemption application is pending, check here . . . . . ▶ ☐

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

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

H Check type of organization: ☐ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 1,220,172.

J Accounting method. ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

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

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 ▶ ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	24,735.	24,735.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	26,692.			
b Gross sales price for all assets on line 6a 136,400.				
7 Capital gain net income (from Part IV, line 2)		26,692.		
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)	233.	233.		STMT 2
12 Total. Add lines 1 through 11	51,660.	51,660.		
13 Compensation of officers, directors, trustees, etc	18,082.	13,562.		4,521.
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 3	1,250.	NONE	NONE	1,250.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4	85.	85.		
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 5	290.			290.
24 Total operating and administrative expenses. Add lines 13 through 23	19,707.	13,647.	NONE	6,061.
25 Contributions, gifts, grants paid	121,430.			121,430.
26 Total expenses and disbursements Add lines 24 and 25	141,137.	13,647.	NONE	127,491.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-89,477.			
b Net investment income (if negative, enter -0-)		38,013.		
c Adjusted net income (if negative, enter -0-)				

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8 line

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 ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 6	1,101,406.	1,011,929.	1,220,172.
	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)	1,101,406.	1,011,929.	1,220,172.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	1,101,406.	1,011,929.	
	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)	1,101,406.	1,011,929.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,101,406.	1,011,929.	

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	1,101,406.
2	Enter amount from Part I, line 27a	2	-89,477.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,011,929.
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	1,011,929.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	See Attached			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	26,692.
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	52,388.	1,266,229.	0.041373
2009	21,022.	1,224,134.	0.017173
2008	59,488.	1,140,441.	0.052162
2007	57,178.	1,385,523.	0.041268
2006	76,393.	1,454,777.	0.052512

2	**Total** of line 1, column (d)	2	0.204488
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	0.040898
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,219,280.
5	Multiply line 4 by line 3	5	49,866.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	380.
7	Add lines 5 and 6	7	50,246.
8	Enter qualifying distributions from Part XII, line 4	8	127,491.

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.

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 ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b	1	380.
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	380.
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	380.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 360.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 21.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	381.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 1. **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ _____ (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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		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 ▶ N/A			
14	The books are in care of ▶ SEE STATEMENT 7 Telephone no. ▶			
	Located at ▶ ZIP + 4 ▶			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16		X

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	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?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		18,082.	-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,237,848.
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	1,237,848.
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	1,237,848.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,568.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,219,280.
6	**Minimum investment return.** Enter 5% of line 5	6	60,964.

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	60,964.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	380.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	380.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	60,584.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	60,584.
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	60,584.

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	127,491.
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	127,491.
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	380.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	127,111.

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				60,584.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			42,642.	
b Total for prior years 20 09 , 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2011				
a From 2006 NONE				
b From 2007 NONE				
c From 2008 NONE				
d From 2009 NONE				
e From 2010 NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 127,491.				
a Applied to 2010, but not more than line 2a			42,642.	
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				60,584.
e Remaining amount distributed out of corpus	24,265.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	24,265.			
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				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	24,265.			
10 Analysis of line 9				
a Excess from 2007 NONE				
b Excess from 2008 NONE				
c Excess from 2009 NONE				
d Excess from 2010 NONE				
e Excess from 2011 24,265.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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 10				
Total ▶ **3a**				121,430.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions.)
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	24,735.	
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	26,692.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b PARTNERSHIP INCOME			14	233.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				51,660.	
13 Total. Add line 12, columns (b), (d), and (e)					13 51,660.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

(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

▶ Jeffrey K. Koogler, VP | 05/10/2013 | ▶ Vice President

Signature of officer or trustee — Date — Title

KEYBANK BY: J.K. KOOGLER

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 ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					308.	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					3,208.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					3,211.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					2,289.	
		500. AT&T INC PFD 6.375%					10/07/2009	02/15/2012
12,500.00		PROPERTY TYPE: OTHER 13,350.00					-850.00	
		5. ADOBE SYSTEMS INC COM					09/16/2010	09/18/2012
164.00		PROPERTY TYPE: OTHER 164.00						
		40. INVESCO INTERNATIONAL GROWTH FD OPEN					09/16/2010	09/18/2012
1,140.00		PROPERTY TYPE: OTHER 1,014.00					126.00	
		5. AIR PRODUCTS & CHEMICALS INC COM					09/16/2010	09/18/2012
425.00		PROPERTY TYPE: OTHER 405.00					20.00	
		2445. ALGER SMIDCAP GROWTH OPEN-END FUND					09/16/2010	09/05/2012
41,810.00		PROPERTY TYPE: OTHER 33,228.00					8,582.00	
		5. BANK OF NOVA SCOTIA FGN COM					09/16/2010	09/18/2012
274.00		PROPERTY TYPE: OTHER 260.00					14.00	
		15. CISCO SYS INC COM					09/18/1996	09/18/2012
286.00		PROPERTY TYPE: OTHER 101.00					185.00	
		15. COLGATE PALMOLIVE CO COM					08/14/1989	09/18/2012
1,587.00		PROPERTY TYPE: OTHER 109.00					1,478.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5. CUMMINS INC COM PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
495.00		416.00					79.00	
		5. DIGITAL REALTY TRUST INC REIT PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
364.00		308.00					56.00	
		5. WALT DISNEY CO COM PROPERTY TYPE: OTHER					10/05/2004	09/18/2012
259.00		118.00					141.00	
		5. DIRECTV COM PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
269.00		205.00					64.00	
		5. EATON CORP COM PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
238.00		197.00					41.00	
		5. EXPEDITORS INTL WASH INC COM PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
191.00		222.00					-31.00	
		5. FREEPORT-MCMORAN COPPER & GOLD COM PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
207.00		203.00					4.00	
		5. GOOGLE INC COM CL A PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
3,577.00		2,400.00					1,177.00	
		30. HARBOR INTERNATIONAL FD OPEN-END FUN PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
1,814.00		1,646.00					168.00	
		10. INTEL CORP COM PROPERTY TYPE: OTHER					09/18/1996	09/18/2012
232.00		121.00					111.00	
		5. INTERCONTINENTALEXCHANGE INC COM PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
702.00		536.00					166.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5. ISHARES BARCLAYS TIPS BOND FUND CLOSE PROPERTY TYPE: OTHER					10/06/2009	09/18/2012
609.00		514.00					95.00	
		20. ISHARES S&P MIDCAP 400 INDEX FD CLOS PROPERTY TYPE: OTHER					09/05/2012	09/18/2012
2,020.00		1,969.00					51.00	
		5. JP MORGAN CHASE & CO COM PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
205.00		204.00					1.00	
		110. JANUS ADV PERKINS MID CAP VALUE OPE PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
2,474.00		2,232.00					242.00	
		10. KBR INC COM PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
310.00		239.00					71.00	
		20. MORGAN STANLEY CAP TRUST VI PFD 6.60 PROPERTY TYPE: OTHER					10/07/2009	09/18/2012
500.00		459.00					41.00	
		5. NEXTERA ENERGY INC COM PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
337.00		270.00					67.00	
		20. ORACLE CORP COM PROPERTY TYPE: OTHER					02/24/1998	09/18/2012
661.00		86.00					575.00	
		5. PEABODY ENERGY CORP COM PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
125.00		229.00					-104.00	
		35. PEPSICO INC COM PROPERTY TYPE: OTHER					03/27/1984	09/18/2012
2,475.00		67.00					2,408.00	
		40. POWERSHARES DB COMMODITY INDEX CLOSE PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
1,154.00		1,053.00					101.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5. PRICELINE.COM INC COM PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
3,195.00		1,658.00					1,537.00	
		5. QUALCOMM INC COM PROPERTY TYPE: OTHER					05/27/2011	09/18/2012
324.00		289.00					35.00	
		5. QUANTA SERVICES INC COM PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
127.00		90.00					37.00	
		50. T ROWE PRICE EMERGING MKTS STK OPEN- PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
1,616.00		1,616.00						
		5. HENRY SCHEIN INC COM PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
385.00		287.00					98.00	
		5. SCHLUMBERGER LTD COM PROPERTY TYPE: OTHER					02/27/1995	09/18/2012
379.00		63.00					316.00	
		5. SMUCKER J M CO COM PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
433.00		302.00					131.00	
		5. TEVA PHARMACEUTICAL INDS LTD SPONS AD PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
202.00		270.00					-68.00	
		5. THERMO FISHER SCIENTIFIC INC COM PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
300.00		234.00					66.00	
		130. UNITED STATES TREAS NTS INFL IDX DT PROPERTY TYPE: OTHER					09/29/2008	02/29/2012
130.00		130.00						
		51.5 UNITED STATES TREAS NTS INFL IDX DT PROPERTY TYPE: OTHER					09/29/2008	07/31/2012
52.00		52.00						

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		80. UNITED STATES TREAS NTS INFL IDX DTD PROPERTY TYPE: OTHER					09/29/2008	08/31/2012
80.00		80.00						
		83. UNITED STATES TREAS NTS INFL IDX DTD PROPERTY TYPE: OTHER					09/29/2008	09/28/2012
83.00		83.00						
		5. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
406.00		341.00					65.00	
		5. VMWARE INC COM CL A PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
496.00		428.00					68.00	
		5. XILINX INC COM PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
177.00		130.00					47.00	
		150. NY PT INTER TERM FIXED INCOME FD PROPERTY TYPE: OTHER					09/24/1991	10/04/2011
12,038.00		12,060.00					-22.00	
		355. NY PT INTER TERM FIXED INCOME FD PROPERTY TYPE: OTHER					09/24/1991	09/21/2012
29,193.00		28,965.00					228.00	
		15. XL GROUP PLC FGN COM PROPERTY TYPE: OTHER					09/16/2010	09/18/2012
363.00		305.00					58.00	
TOTAL GAIN(LOSS)		.....					26,692.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		18,083.	18,083.
CTF INCOME		6,652.	6,652.
	TOTAL	24,735.	24,735.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME		233.	233.
	TOTALS	233.	233.

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	85.	85.
TOTALS	85.	85.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
STATE FILING FEE	250.	250.
OTHER EXPENSES	40.	40.
TOTALS	290.	290.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	C	1,011,929.	1,220,172.
TOTALS		1,011,929.	1,220,172.

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41
RUN DATE 2012-10-16
BUS DATE 2012-10-15
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SAR ID TAC000PCRR41

RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
10-105-0071140 WALTON BELLE OCHR 641 J L JOHNSON 216-813-4558
CAL YEAR CODE 0931 AS OF 09-30-2012

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
G98290102	XL GROUP PLC FGN COM	7,929.90	0.00	6,702.30	330.000
00724F101	ADOBE SYSTEMS INC COM	4,378.73	0.00	4,426.65	135.000
008882532	INVESCO INTERNATIONAL GROWTH FD OPEN-END FUND CL Y	23,240.25	0.00	20,913.75	825.000
009158106	AIR PRODUCTS & CHEMICALS INC COM	4,135.00	0.00	4,052.50	50.000
023135106	AMAZON COM INC COM	12,716.00	0.00	7,271.50	50.000
037411105	APACHE CORP COM	6,485.25	0.00	7,023.75	75.000
037833100	APPLE INC COM	26,684.20	0.00	10,812.00	40.000
064149107	BANK OF NOVA SCOTIA FGN COM	7,948.90	0.00	7,529.85	145.000
088606108	BHP BILLITON LTD SPONS ADR	4,459.65	0.00	4,721.60	65.000
151020104	CELGENE CORP COM	8,022.00	0.00	5,756.10	105.000
17275R102	CISCO SYS INC COM	7,408.86	0.00	2,619.00	388.000
194162103	COLGATE PALMOLIVE CO COM	43,424.10	0.00	2,950.68	405.000
231021106	CUMMINS INC COM	9,682.05	0.00	8,741.25	105.000
253868103	DIGITAL REALTY TRUST INC REIT	4,889.50	0.00	4,313.40	70.000
254687106	WALT DISNEY CO COM	9,933.20	0.00	4,499.18	190.000
25490A309	DIRECTV COM	5,768.40	0.00	4,510.00	110.000
26875P101	EOG RESOURCES INC COM	7,283.25	0.00	5,954.65	65.000
278058102	EATON CORP	8,272.25	0.00	6,879.25	175.000

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41
RUN DATE 2012-10-16
BUS DATE 2012-10-15
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SAR ID TAC000PCRR41

RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
10-105-0071140 WALTON BELLE OCHR 641 J L JOHNSON 216-813-4558
CAL YEAR CODE 0931 AS OF 09-30-2012

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
	COM				
302130109	EXPEDITORS INTL WASH INC COM	4,180.25	0.00	5,106.00	115.000
31331GV48	FEDERAL FARM CR BANKS DEB DTD 10/01/09 4.70% DUE 10/01/24	30,963.25	0.00	25,921.25	25,000.000
3137EACA5	FREDDIE MAC MED TERM NT DTD 03/27/09 3.75% DUE 03/27/19	58,267.50	0.00	49,982.70	50,000.000
31398AYY2	FANNIE MAE NOTE DTD 08/14/09 3.00% DUE 09/16/14	52,697.50	0.00	51,033.60	50,000.000
315616102	F5 NETWORKS INC COM	8,371.20	0.00	7,948.00	80.000
35671D857	FREEPORT-MCMORAN COPPER & GOLD COM	4,551.70	0.00	4,670.72	115.000
38259P508	GOOGLE INC COM CL A	3,772.50	0.00	2,399.90	5.000
411511306	HARBOR INTERNATIONAL FD OPEN-END FUND	39,696.75	0.00	37,030.50	675.000
458140100	INTEL CORP COM	6,683.23	0.00	3,563.05	295.000
45865V100	INTERCONTINENTALEXCHANGE INC COM	5,336.40	0.00	4,287.60	40.000
464287176	ISHARES BARCLAYS TIPS BOND FUND CLOSED-END FUND	11,567.20	0.00	9,765.85	95.000
464287507	ISHARES S&P MIDCAP 400 INDEX FD CLOSED-END FUND	39,965.40	0.00	39,864.11	405.000
46625H100	JP MORGAN CHASE & CO COM	6,881.60	0.00	6,922.40	170.000
47103C241	JANUS ADV PERKINS MID CAP VALUE OPEN-END FUND CL I	48,866.29	0.00	45,033.15	2,220.186
48242W106	KBR INC COM	6,858.60	0.00	5,501.60	230.000
59156R108	METLIFE INC COM	3,446.00	0.00	4,056.00	100.000

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41
RUN DATE 2012-10-16
BUS DATE 2012-10-15
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SAR ID TAC000PCRR41

RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
10-105-0071140 WALTON BELLE OCHR 641 J L JOHNSON 216-813-4558
CAL YEAR CODE 0931 AS OF 09-30-2012

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
617461207	MORGAN STANLEY CAP TRUST VI PFD 6.60%	12,062.40	0.00	11,025.60	480.000
65339F101	NEXTERA ENERGY INC COM	5,274.75	0.00	4,042.50	75.000
674599105	OCCIDENTAL PETE CORP DEL COM	8,606.00	0.00	8,023.20	100.000
68389X105	ORACLE CORP COM	12,741.30	0.00	1,750.78	405.000
704549104	PEABODY ENERGY CORP COM	3,009.15	0.00	6,180.30	135.000
713448108	PEPSICO INC COM	54,139.05	0.00	1,464.30	765.000
73935S105	POWERSHARES DB COMMODITY INDEX CLOSED-END FUND	25,668.60	0.00	21,005.65	895.000
741503403	PRICELINE.COM INC COM	3,095.35	0.00	1,657.80	5.000
747525103	QUALCOMM INC COM	7,808.75	0.00	7,221.24	125.000
74762E102	QUANTA SERVICES INC COM	3,828.50	0.00	2,780.70	155.000
7495200A1	KT SHORT TERM DEPOSIT FUND	21,762.95	566.95	22,329.90	22,329.900
77956H864	T ROWE PRICE EMERGING MKTS STK OPEN-END FUND	34,112.23	0.00	34,224.65	1,058.400
806407102	HENRY SCHEIN INC COM	8,714.20	0.00	6,303.00	110.000
806857108	SCHLUMBERGER LTD FGN COM	11,211.15	0.00	1,967.11	155.000
832696405	SMUCKER J M CO COM	3,884.85	0.00	2,720.70	45.000
881624209	TEVA PHARMACEUTICAL INDS LTD SPONS ADR	6,832.65	0.00	8,901.75	165.000
883556102	THERMO FISHER SCIENTIFIC INC COM	8,530.35	0.00	6,797.60	145.000
912828HN3	UNITED STATES TREAS NTS INFL IDX	63,989.92	0.00	52,939.76	54,688.500

CHARITABLE TRUSTS HOLDINGS REPORT

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BUS DATE 2012-10-15
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RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
10-105-0071140 WALTON BELLE OCHR 641 J L JOHNSON 216-813-4558
CAL YEAR CODE 0931 AS OF 09-30-2012

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
	DTD 01/15/08 1.625% DUE 01/15/18				
912828KD1	UNITED STATES TREAS NTS DTD 02/15/09 2.75% DUE 02/15/19	55,707.00	0.00	48,258.01	50,000.000
913017109	UNITED TECHNOLOGIES CORP COM	5,480.30	0.00	4,773.30	70.000
928563402	VMWARE INC COM CL A	7,255.50	0.00	6,413.25	75.000
983919101	XILINX INC COM	6,013.80	0.00	4,692.60	180.000
990519076	NY PT INTER TERM FIXED INCOME FD	315,109.26	0.00	319,990.82	3,823.079
	*** TOTAL ***	1,219,604.87	566.95	1,008,228.36	268,858.065

Powershares DB Comm Index fund Capital Account Adj. 3,701.00

Total 1,011,929.36

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

NAME: KEYBANK, N.A.

ADDRESS: 4900 TIEDEMAN ROAD,OH-01-49-0150
BROOKLYN, OH 44144-2302

TELEPHONE NUMBER: (216)813-4556

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

OFFICER NAME:
KEYBANK N.A.
ADDRESS:
4900 TIEDEMAN RD., OH-01-49-0150
BROOKLYN, OH 44144
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION ..... 16,647.

OFFICER NAME:
GEORGE RUSK JR
ADDRESS:
P.O. BOX 727
MARLBORO, NY 12542
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION ..... 1,435.

TOTAL COMPENSATION: 18,082.

RECIPIENT NAME:
BENEDICTINE HOSPITAL
ADDRESS:
105 MARYS AVE
KINGSTON, NY 12401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED SUPPORT
FOUNDATION STATUS OF RECIPIENT:
HOSPITAL
AMOUNT OF GRANT PAID ..... 20,240.

RECIPIENT NAME:
THE KINGSTON HOSPITAL
ATTN DAVID J SCARPINO
ADDRESS:
396 BROADWAY
KINGSTON, NY 12401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED SUPPORT
FOUNDATION STATUS OF RECIPIENT:
HOSPITAL
AMOUNT OF GRANT PAID ..... 20,235.

RECIPIENT NAME:
FAIR STREET REFORMED CHURCH
ATTN TREASURER
ADDRESS:
209 FAIR STREET
KINGSTON, NY 12401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHURCH
AMOUNT OF GRANT PAID ..... 20,240.

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

RECIPIENT NAME:
BOYS & GIRLS CLUB OF KINGSTON
ATTN MR JOSEPH FAY EXEC D
ADDRESS:
139 GREENKILL AVE
KINGSTON, NY 12401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
COMMUNITY SUPPORT
AMOUNT OF GRANT PAID ..... 20,240.

RECIPIENT NAME:
KINGSTON AREA LIBRARY
ADDRESS:
55 FRANKLIN ST
KINGSTON, NY 12401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
LIBRARY
AMOUNT OF GRANT PAID ..... 20,240.

RECIPIENT NAME:
ULSTER COUNTY SPCA
ATTN TREASURER
ADDRESS:
20 WIEDY RD
KINGSTON, NY 12401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
HUMANE SOCIETY
AMOUNT OF GRANT PAID ..... 20,235.

TOTAL GRANTS PAID: 121,430.