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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

**2012**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

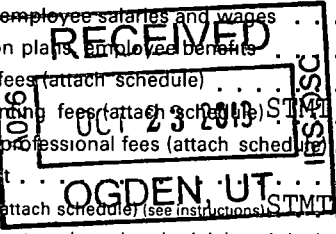
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation <b>WM KILWORTH FDN</b> T/W 40		A Employer identification number <b>91-6072527</b>						
-104200161800								
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) <b>800- 999-9658</b>						
<b>KEYBANK N.A. 10 W SECOND ST 26TH FL</b>								
City or town, state, and ZIP code <b>DAYTON, OH 45402</b>		C If exemption application is pending, check here <input type="checkbox"/>						
<b>G</b> Check all that apply: <table border="1" style="display: inline-table; vertical-align: top;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 4,368,260.</b>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)								

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	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	107,080.	107,080.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	224,914.			
	b Gross sales price for all assets on line 6a 1,464,548.				
	7 Capital gain net income (from Part IV, line 2)		224,914.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	331,994.	331,994.		
	13 Compensation of officers, directors, trustees, etc	41,039.	30,779.		10,260.
	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	14,525.	514.		
	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	27.			27
	24 Total operating and administrative expenses. Add lines 13 through 23	56,841.	31,293.	NONE	11,537
	25 Contributions, gifts, grants paid	189,000.			189,000
	26 Total expenses and disbursements Add lines 24 and 25	245,841.	31,293.	NONE	200,537
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	86,153.				
b Net investment income (if negative, enter -0-)		300,701.			
c Adjusted net income (if negative, enter -0-)					

SCANNED OCT 25 2013  
Operating and Administrative Expenses



<b>Part II Balance Sheets</b>		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
<b>Assets</b>	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) . . . . . <b>STMT 5</b>	3,852,632.	3,938,786.	4,368,260.
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
	15	Other assets (describe ▶)			
	16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	3,852,632.	3,938,786.	4,368,260.
<b>Liabilities</b>	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶)			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	3,852,632.	3,938,786.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	3,852,632.	3,938,786.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	3,852,632.	3,938,786.	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	3,852,632.
2	Enter amount from Part I, line 27a . . . . .	2	86,153.
3	Other increases not included in line 2 (itemize) ▶ <b>ROUNDING</b>	3	1.
4	Add lines 1, 2, and 3 . . . . .	4	3,938,786.
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	3,938,786.

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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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b OTHER GAINS AND LOSSES</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 1,391,628.		1,239,634.	151,994.		
<b>b</b> 72,920.			72,920.		
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>			151,994.		
<b>b</b>			72,920.		
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	224,914.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>			<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

**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))
2011	209,829.	4,453,661.	0.047114
2010	254,428.	4,326,474.	0.058807
2009	251,794.	4,029,208.	0.062492
2008	267,553.	4,756,397.	0.056251
2007	273,731.	5,455,081.	0.050179
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.274843
<b>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</b>			<b>3</b> 0.054969
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>			<b>4</b> 4,374,195.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 240,445.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 3,007.
<b>7 Add lines 5 and 6</b>			<b>7</b> 243,452.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 200,537.

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 <input type="checkbox"/> and enter "N/A" on line 1. . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	6,014.
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 . . . . .			
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	6,014.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .		4	NONE
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	6,014.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a 10,911.		
b Exempt foreign organizations - tax withheld at source . . . . .	6b NONE		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c 3,450.		
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	14,361.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	36.	
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9		
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	8,311.	
11 Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> ▶ 6,016. <b>Refunded</b> ▶	11	2,295.	

**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 Instructions for the 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 <b>Form 1120-POL</b> 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 <b>Form 990-T</b> 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> KEYBANK, N.A. Telephone no. <input type="checkbox"/>			
Located at <input type="checkbox"/> 10 W SECOND ST 26TH FL, DAYTON, OH ZIP+4 <input type="checkbox"/> 45402				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .	15		<input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year. . . . . <input type="checkbox"/> 15				
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16	Yes	No
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? . . . . .	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>			
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. <input type="checkbox"/>		
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 2012 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 2012.) . . . . .	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 2012? . . . . .	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)?

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

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
KEYBANK, NATIONAL ASSOCIATION 10 W SECOND ST 26TH FL, DAYTON, OH 45402	TRUSTEE 1	41,039.	-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	4,440,807.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	<b>Total</b> (add lines 1a, b, and c)	1d	4,440,807.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,440,807.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	66,612.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,374,195.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	218,710.

**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	218,710.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,014.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,014.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	212,696.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	212,696.
6	Deduction from distributable amount (see instructions)	6	NONE
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	212,696.

**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	200,537.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	200,537.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	200,537.

**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 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				212,696.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .			NONE	
<b>b</b> Total for prior years 20 <u>10</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007 . . . . .	8,316.			
<b>b</b> From 2008 . . . . .	NONE			
<b>c</b> From 2009 . . . . .	52,218.			
<b>d</b> From 2010 . . . . .	40,130.			
<b>e</b> From 2011 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	100,664.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>200,537.</u>				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2012 distributable amount . . . . .				200,537.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2012 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	12,159.			12,159.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	88,505.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	88,505.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008 . . . . .	NONE			
<b>b</b> Excess from 2009 . . . . .	48,375.			
<b>c</b> Excess from 2010 . . . . .	40,130.			
<b>d</b> Excess from 2011 . . . . .	NONE			
<b>e</b> Excess from 2012 . . . . .	NONE			

**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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

**a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 7

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

SEE ATTACHED STATEMENT FOR LINE 2

**c** Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient 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
<b>a Paid during the year</b>  SEE STATEMENT 25				189,000.
<b>Total</b> . . . . .			<b>3a</b>	189,000.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			<b>3b</b>	

## 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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions.)
<b>1</b> Program service revenue:					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments . . . . .					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities . . . .			14	107,080.	
<b>5</b> Net rental income or (loss) from real estate:					
<b>a</b> Debt-financed property . . . . .					
<b>b</b> Not debt-financed property . . . . .					
<b>6</b> Net rental income or (loss) from personal property .					
<b>7</b> Other investment income . . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	224,914.	
<b>9</b> Net income or (loss) from special events . . .					
<b>10</b> Gross profit or (loss) from sales of inventory . .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . .				331,994.	
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .				331,994.	331,994.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	77,279.	77,279.
COMMON TRUST FUNDS	29,801.	29,801.
	-----	-----
TOTAL	107,080.	107,080.
	=====	=====

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	514.	514.
FEDERAL TAX PAYMENT - PRIOR YE	3,100.	
FEDERAL ESTIMATES - PRINCIPAL	10,911.	
	-----	-----
TOTALS	14,525.	514.
	=====	=====

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

REVENUE  
AND  
EXPENSES  
PER BOOKS  
-----

CHARITABLE  
PURPOSES  
-----

DESCRIPTION  
-----

OTHER NON-ALLOCABLE EXPENSE -

27.

27.

TOTALS

27.

27.

WM KILWORTH FDN

T/W 40

91-6072527

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

DESCRIPTION  
-----

COST/  
FMV

C OR F  
-----

SEE ATTACHED

C

TOTALS

## GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS

5,066.00

-----

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-----  
5,066.00

=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS

67,854.00

-----

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-----  
67,854.00

=====

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

91-6072527

RECIPIENT NAME:

KEYBANK N.A. ATTN: MOLLIE DETERMAN

ADDRESS:

PO BOX 11500, WA-31-0310

TACOMA, WA 98402

FORM, INFORMATION AND MATERIALS:

APPLICATION FORM PROVIDED BY KEYBANK (SEE ABOVE ADDRESS)

SUBMISSION DEADLINES:

NOVEMBER 15 OF CURRENT YEAR

RESTRICTIONS OR LIMITATIONS ON AWARDS:

PIERCE COUNTY RESIDENT

STATEMENT 7

RECIPIENT NAME:  
TACOMA COMMUNITY COLLEGE  
ADDRESS:  
5900 SOUTH 12TH STREET  
TACOMA, WA 98422  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

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

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

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

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

RECIPIENT NAME:  
TACOMA MUSEUM OF GLASS  
ADDRESS:  
1801 DOCK ST  
TACOMA, WA 98402-3217  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

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

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

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



=====

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

RECIPIENT NAME:  
ASSOCIATED MINISTRIES  
ADDRESS:  
1224 SOUTH I ST  
TACOMA, WA 98405  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

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

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

RECIPIENT NAME:  
TACOMA YOUTH SYMPHONY  
ADDRESS:  
901 BROADWAY PLAZE, SUITE 500  
TACOMA, WA 98402-4415  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

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

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

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

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

=====

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

RECIPIENT NAME:  
BROADWAY CENTER FOR THE  
PERFORMING ARTS  
ADDRESS:  
901 BROADWAY, SUITE 700  
TACOMA, WA 98402  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
GIRL SCOUTS OF WESTERN, WA  
DUPONT GIRL SCOUT CENTER  
ADDRESS:  
P.O. BOX 770  
DUPONT, WA 98327  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

=====

RECIPIENT NAME:  
GREATER METROPARKS FOUNDATION  
ADDRESS:  
4702 S. 19TH ST.  
TACOMA, WA 98405-1175  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
POINT DEFIANCE ZOO & AQUARIUM  
ADDRESS:  
5400 NORTH PEARL STREET  
TACOMA, WA 98407  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
EMERGENCY FOOD NETWORK  
ADDRESS:  
3318 92ND STREET SOUTH  
LAKEWOOD, WA 98499  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
CATHOLIC COMMUNITY SERVICES  
ADDRESS:  
1323 S YAKIMA AVE  
TACOMA, WA 98405-4457  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 10,000.

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

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

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

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

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

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

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

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



RECIPIENT NAME:  
FISH FOOD BANKS OF PIERCE COUNTY  
ADDRESS:  
621 TACOMA AVE S, SUITE 202  
TACOMA, WA 98402  
RELATIONSHIP:  
NONE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
BIG BROTHERS BIG SISTERS PUGET SOUN  
ADDRESS:  
1600 SOUTH GRAHAM ST  
SEATTLE, WA 98108  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 3,500.

RECIPIENT NAME:  
FRIENDS OF AMERICAN LAKE VETERAN  
ADDRESS:  
9600 VETERANS DR SW  
LAKEWOOD, WA 98498-3827  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
HABITAT FOR HUMANITY  
ADDRESS:  
4824 S TACOMA WAY  
TACOMA, WA 98409  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
JUNIOR ACHIEVEMENT  
ADDRESS:  
1700 WESTLAKE AVE NORTH #400  
SEATTLE, WA 98109  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
LOVE INC OF PIERCE COUNTY  
C/O SHERRY PHINISEY, EXECUTIVE DIR  
ADDRESS:  
10213 139TH ST CT E#B1  
PUYALLUP, WA 98374  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
LINQUIST DENTAL CLINIC  
ADDRESS:  
3875 S 66TH ST  
TACOMA, WA 98409  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 3,500.

RECIPIENT NAME:  
NORTHWEST LEADERSHIP FDN  
ADDRESS:  
717 TACOMA AVE  
TACOMA, WA 98402  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
PIERCE COLLEGE FOUNDATION  
C/O SUZZANE AMES, EXECUTIVE DIRECTOR  
ADDRESS:  
1601 39TH AVE SE  
PUYALLUP, WA 98374  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
RESCUE MISSION  
C/O DAVID CURRY, CEO  
ADDRESS:  
720 PACIFIC AVE  
TACOMA, WA 98401-1912  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
SAFE STREETS  
C/O DR PRISCILLA LISICIAN, EXECT DI  
ADDRESS:  
622 TACOMA ST AVE S  
TACOMA, WA 98402  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
TACID  
C/O KEN GIBSON, EXECUTIVE DIRECTOR  
ADDRESS:  
6315 SOUTH 19TH ST  
TACOMA, WA 98466  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
TACOMA ART MUSEUM  
C/O STEPHANIE STEBICH, EXECUTIVE DI  
ADDRESS:  
1701 PACIFIC AVE  
TACOMA, WA 98402  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
TACOMA SYMPHONY ORCHESTRA  
C/O ANDREW BUELOW, EXECUTIVE DIR  
ADDRESS:  
901 BROADWAY SUITE 600  
TACOMA, WA 98402  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
UNIVERSITY PLACE PARK & RECREATION  
C/O HIM BABLES, PRESIDENT  
ADDRESS:  
2135 WILLOW LAND W  
UNIVERSITY PLACE, WA 98466  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
WASHINGTON BUSINESS WEEK  
C/O STEPHEN A HYERS, EXECUTIVE DIR  
ADDRESS:  
33305 1ST WAY SO #B212  
FEDERAL WAY, WA 98003  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
WASHINGTON STATE HISTROICAL SOCIETY  
C/O JENNIFER KILBER, EXECUTIVE DIR  
ADDRESS:  
1911 PACIFIC AVE  
TACOMA, WA 98402  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
UNIVERSITY OF PUGET SOUND  
ADDRESS:  
1500 NORTH WARNER  
TACOMA, WA 98416  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
PIERCE COLLEGE  
ATTN: CASHIER'S OFFICE-SHOLARSHI  
ADDRESS:  
9401 FARWEST DRIVE S.W.

RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITIES

TOTAL GRANTS PAID: 189,000.  
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# CHARITABLE TRUSTS HOLDINGS REPORT

K-RG-OFF-ACCOUNT			ACCOUNT NAME		TAX ANALYST/NAME		BUS DATE 2013-01-15	
0-10-420-0161800			KILWORTH WILLIAM FND		404 W WEST		PAGE 188	
FISCAL YEAR CODE 1231			AS OF 12-31-2012		937-285-5302		SAR ID TAC000PCRR41	
CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS			
G1151C101	ACCENTURE PLC FGN COM CL A	39,900.00	0.00	34,103.94		600.000		
G98290102	XL GROUP PLC FGN COM	36,838.20	0.00	24,242.51		1,470.000		
00078H158	ASTON/FAIRPOINTE MID CAP FUND OPEN-END FUND CL I	100,060.11	0.00	77,741.51		2,956.859		
00206R102	AT&T INC COM	23,091.35	0.00	20,912.98		685.000		
023135106	AMAZON COM INC COM	31,358.75	0.00	24,547.18		125.000		
0258M0DD8	AMERICAN EXPRESS CREDIT MED TERM NT DTD 03/26/12 2.375% DUE 03/24/17	52,316.00	0.00	50,971.00		50,000.000		
030420103	AMERICAN WATER WORKS CO INC COM	23,391.90	0.00	19,800.90		630.000		
037833100	APPLE INC COM	77,165.07	0.00	19,540.74		145.000		
125896100	CHS ENERGY CORP COM	34,132.00	0.00	32,073.86		1,400.000		
134429AV1	CAMPBELL SOUP CO SENIOR NT DTD 07/06/10 3.05% DUE 07/15/17	54,055.50	0.00	53,884.00		50,000.000		
14912L4X6	CATERPILLAR FINANCIAL SVCS CORP MED TERM NT DTD 07/29/11 2.05% DUE 08/01/16	51,758.00	0.00	51,502.50		50,000.000		
151020104	CELGENE CORP COM	41,196.75	0.00	32,770.23		525.000		
166764100	CHEVRON CORP COM	60,558.40	0.00	61,311.25		560.000		
172062101	CINCINNATI FINANCIAL CORP COM	28,391.00	0.00	25,782.24		725.000		
191216AP5	COCA-COLA CO SENIOR NT DTD 11/15/10 1.50% DUE 11/15/15	51,203.50	0.00	51,493.00		50,000.000		
191216100	COCA COLA CO COM	41,687.50	0.00	38,501.94		1,150.000		



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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
20825C104	CONOCOPHILLIPS COM	38,563.35	0.00	35,152.02	665.000
22160K105	COSTCO WHOLESALE CORP COM	20,733.30	0.00	16,680.26	210.000
254687106	WALT DISNEY CO COM	36,346.70	0.00	17,905.50	730.000
25746UBJ7	DOMINION RESOURCES INC SENIOR NT SER A DTD 09/02/10 2.25% DUE 09/01/15	51,809.50	0.00	51,777.50	50,000.000
268648102	EMC CORP COM	19,607.50	0.00	21,208.45	775.000
29265N108	ENERGEN CORP COM	18,486.90	0.00	21,488.10	410.000
29266R108	ENERGIZER HOLDINGS INC COM	27,993.00	0.00	23,988.97	350.000
307000109	FAMILY DLR STORES INC COM	28,534.50	0.00	29,942.87	450.000
3134A4UX0	FREDDIE MAC NOTE DTD 01/21/05 4.50% DUE 01/15/15	108,507.00	0.00	101,791.90	100,000.000
31359MTG8	FANNIE MAE NOTE DTD 09/26/03 4.625% DUE 10/15/13	51,749.00	0.00	49,751.20	50,000.000
31359M7X5	FANNIE MAE NOTE DTD 04/16/07 5.00% DUE 05/11/17	118,326.00	0.00	98,474.00	100,000.000
31387CRK9	FANNIE MAE POOL 580190 DTD 05/01/01 5.500% DUE 05/01/16	4,139.73	0.00	260.68	3,854.460
31388VVF9	FANNIE MAE POOL 616410 DTD 12/01/01 6.000% DUE 12/01/31	7,270.91	0.00	2,820.01	6,507.510
38141EA58	GOLDMAN SACHS GROUP INC HED TERM NT DTD 03/08/10 5.375% DUE 03/15/20	57,301.50	0.00	50,881.50	50,000.000
38259P508	GOOGLE INC COM CL A	35,369.00	0.00	26,830.50	50.000

# CHARITABLE TRUSTS HOLDINGS REPORT

3K-RG-OFF-ACCOUNT  
40-10-420-0161800 KILWORTH WILLIAM FND  
FISCAL YEAR CODE 1231 AS OF 12-31-2012

T/W  
TAX ANALYST/NAME  
404 W WEST

937-285-5302

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RUN DATE 2013-01-16  
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SAR ID TAC000PCRR41

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
411511306	HARBOR INTERNATIONAL FD OPEN-END FUND	143,460.42	0.00	124,430.92	2,309.408
458140100	INTEL CORP COM	25,775.00	0.00	32,049.88	1,250.000
45865V100	INTERCONTINENTALEXCHANGE INC COM	27,238.20	0.00	23,869.87	220.000
459200101	INTERNATIONAL BUSINESS MACHS COM	34,479.00	0.00	33,993.00	180.000
464286509	ISHARES MSCI CANADA INDEX FD CLOSED-END FUND	45,440.00	0.00	47,248.00	1,600.000
464286665	ISHARES MSCI PAC EX-JPN INDEX FD CLOSED-END FUND	51,854.00	0.00	48,064.45	1,100.000
464287234	ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND	133,050.00	0.00	118,500.95	3,000.000
464287804	ISHARES CORE SRP SMALL-CAP ETF CLOSED-END FUND	107,387.50	0.00	73,527.93	1,375.000
464288588	ISHARES BARCLAYS MBS BOND FUND CLOSED-END FUND	51,295.25	0.00	51,556.45	475.000
46625HHP8	JPMORGAN CHASE & CO SENIOR NT DTD 09/18/09 3.70% DUE 01/20/15	52,644.00	0.00	50,421.00	50,000.000
46625H100	JP MORGAN CHASE & CO COM	32,756.98	0.00	22,449.45	745.000
478160104	JOHNSON & JOHNSON COM	43,812.50	0.00	40,731.13	625.000
50076Q106	KRAFT FOODS GROUP INC COM	36,830.70	0.00	33,758.88	810.000
526057104	LENNAR CORP COM	34,029.60	0.00	32,102.31	880.000
57636Q104	MASTERCARD INC COM CL A	29,476.80	0.00	20,472.00	60.000
579780206	MCCORMICK & CU INC COM	28,270.85	0.00	21,072.13	445.000
580135101	MCDONALDS CORP COM	25,139.85	0.00	28,436.69	285.000

# CHARITABLE TRUSTS HOLDINGS REPORT

K-RG-OFF-ACCOUNT  
 10-10-420-0161800 KILWORTH WILLIAM FND  
 FISCAL YEAR CODE 1231 AS OF 12-31-2012

ACCOUNT NAME  
 KILWORTH WILLIAM FND  
 T/W

TAX ANALYST/NAME  
 404 W WEST  
 937-285-5302

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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
92343V104	VERIZON COMMUNICATIONS INC COM	27,476.45	0.00	24,765.00	635.000
949746101	WELLS FARGO CO COM	32,471.00	0.00	33,392.50	950.000
989701107	ZIONS BANCORP COM	24,075.00	0.00	23,422.39	1,125.000
998154231	CHARITABLE MID CAP FUND	173,612.01	0.00	218,462.88	983.667
998154249	CHARITABLE CONVERTIBLE SEC FUND	146,346.80	0.00	148,644.82	5,839.600
999999USD	UNINVESTED CASH	0.00	-87,666.36	-87,666.36	87,666.360
*** TOTAL ***		4,455,926.01	-87,666.36	3,938,786.20	1,110,504.108