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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

**2012**

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation **BERNICE A B KEYES**

T/W 40

A Employer identification number

-104200166180

91-6111944

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

B Telephone number (see instructions)

KEYBANK, 4900 TIEDEMAN RD. OH-01-49-0150

800- 999-9658

City or town, state, and ZIP code

BROOKLYN, OH 44144-2302

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

J Accounting method:

☒ Cash☐ Accrual

of year (from Part II, col. (c), line

☐ Other (specify) \_\_\_\_\_

16) ▶ \$ 1,841,727.

(Part I, column (d) must be on cash basis)

C If exemption application is  
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the  
85% test, check here and attach  
computation ☐E If private foundation status was terminated  
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ☐**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)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
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	42,178.	42,178.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	111,925.			
b Gross sales price for all assets on line 6a	419,001.			
7 Capital gain net income (from Part IV, line 2)		111,925.		
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)	-470.	-470.		STMT 2
12 Total. Add lines 1 through 11	153,633.	153,633.		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	20,329.	15,247.		5,082.
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	1,816.			
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	25.			25.
24 Total operating and administrative expenses. Add lines 13 through 23	23,420.	15,247.	NONE	6,357.
25 Contributions, gifts, grants paid	73,705.			73,705.
26 Total expenses and disbursements. Add lines 24 and 25	97,125.	15,247.	NONE	80,062.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	56,508.			
b Net investment income (if negative, enter -0-)		138,386.		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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<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) . . . . .	1,593,947.	1,650,455.	1,841,727.
	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) . . . . .	1,593,947.	1,650,455.	1,841,727.	
<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>	<b>Foundations that follow SFAS 117, check here ▶</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>			
	27 Capital stock, trust principal, or current funds . . . . .	1,593,947.	1,650,455.	
	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) . . . . .	1,593,947.	1,650,455.	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,593,947.	1,650,455.	

**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	1,593,947.
2 Enter amount from Part I, line 27a . . . . .	2	56,508.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3 . . . . .	4	1,650,455.
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	1,650,455.

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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> 288,149.		251,473.	36,676.		
<b>b</b> 130,852.		55,603.	75,249.		
<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) 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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
<b>a</b>			36,676.		
<b>b</b>			75,249.		
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	111,925.	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			<b>3</b>		

**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	88,779.	1,824,565.	0.048658
2010	88,798.	1,754,489.	0.050612
2009	99,633.	1,600,261.	0.062260
2008	121,300.	1,888,832.	0.064220
2007	129,678.	2,197,870.	0.059002
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.284752
<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> 0.056950
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>			<b>4</b> 1,801,897.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 102,618.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 1,384.
<b>7 Add lines 5 and 6</b>			<b>7</b> 104,002.
<b>8 Enter qualifying distributions from Part XII, line 4</b> 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			<b>8</b> 80,062.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	2,768.
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	2,768.
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	2,768.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	1,395.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	1,395.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	1,373.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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 Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> WA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 <b>▶</b> <u>N/A</u>				
14	The books are in care of <b>▶</b> <u>KEYBANK, N A</u> Telephone no <b>▶</b> <u>(216) 813-4556</u>			
Located at <b>▶</b> <u>4900 TIEDEMAN RD. OH-01-49-0147, BROOKLYN, OH</u> ZIP+4 <b>▶</b> <u>44144-2302</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .	15		
and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>▶</b>				
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 <b>▶</b>				

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	X
Organizations relying on a current notice regarding disaster assistance check here <b>▶</b> <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 <b>▶</b> _____			
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 <b>▶</b> _____		
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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d).**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KEYBANK N A 127 PUBLIC SQUARE, MC OH-01-27-1614, CLEVELAND, OH 44	TRUSTEE 1	20,329.	-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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,829,337.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,829,337.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,829,337.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	27,440.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,801,897.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	90,095.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	90,095.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	2,768.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,768.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	87,327.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	87,327.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	87,327.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	80,062.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	80,062.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	80,062.

**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 . . . . .				87,327.
<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>20</u> , 20 <u>20</u> . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007 . . . . .	20,165.			
<b>b</b> From 2008 . . . . .	27,433.			
<b>c</b> From 2009 . . . . .	20,294.			
<b>d</b> From 2010 . . . . .	2,545.			
<b>e</b> From 2011 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	70,437.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>80,062.</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 . . . . .				80,062.
<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).)	7,265.			7,265.
<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 . . . . .	63,172.			
<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) . . . . .	12,900.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	50,272.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008 . . . . .	27,433.			
<b>b</b> Excess from 2009 . . . . .	20,294.			
<b>c</b> Excess from 2010 . . . . .	2,545.			
<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).)

NONE

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

NONE

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

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

**a** The name, address, and telephone number or e-mail 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**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<b>a Paid during the year</b>  SEE STATEMENT 12				73,705.
<b>Total</b> . . . . .			<b>3a</b>	73,705.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			<b>3b</b>	



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

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

[illegible]

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

- b** If "Yes," complete the following schedule.

[illegible]

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee  
KEYBANK BY: J.K. KOOGLER

05/03/2013  
Date

▶ Vice President  
Title

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date	
------	--

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

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

BERNICE A B KEYES

T/W 40

91-6111944

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	42,178.	42,178.
	-----	-----
TOTAL	42,178.	42,178.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ISHARES	-470.	-470.
	-----	-----
TOTALS	-470.	-470.
	=====	=====



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 -----
ESTIMATED PAYMENTS	1,395.
EXCISE TAX DUE	267.
FOREIGN TAX W/H	154.
	-----
TOTALS	1,816.
	=====

BERNICE A B KEYES

T/W 40

91-6111944

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
----------------------	--	---------------------------------

OTHER NON-ALLOCABLE EXPENSE -

25.

25.

TOTALS

25.

25.

BERNICE A B KEYES

T/W 40

91-6111944

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

DESCRIPTION  
-----

COST/  
FMV  
C OR F  
-----

SEE ATTACHED

C

TOTALS

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

RECIPIENT NAME:  
CHARLES WRIGHT ACADEMY  
ADDRESS:  
7723 CHAMBERS CREEK ROAD  
UNIVERSITY PLACE, WA 98467  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 24,998.

RECIPIENT NAME:  
UNIVERSITY OF WASHINGTON-SEATTLE  
ADDRESS:  
1410 NE CAMPUS PARKWAY  
SEATTLE, WA 98195  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 18,057.

RECIPIENT NAME:  
WESTERN WA UNIVERSITY  
ADDRESS:  
516 HIGH STREET  
BELLINGHAM, WA 98225  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 4,167.

STATEMENT 7

RECIPIENT NAME:  
GONZAGA UNIVERSITY  
ADDRESS:  
502 E BOONE AVENUE  
SPOKANE, WA 99258  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 1,389.

RECIPIENT NAME:  
PACIFIC LUTHERAN UNIVERSITY  
ADDRESS:  
12180 PARK AVENUE  
TACOMA, WA 98447  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 4,167.

RECIPIENT NAME:  
UNIVERSITY OF PUGET SOUND  
ADDRESS:  
1500 N WARMER STREET  
TACOMA, WA 98416  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 1,389.

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

RECIPIENT NAME:  
SEATTLE UNIVERSITY  
ADDRESS:  
901 12TH AVENUE  
SEATTLE, WA 98122  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 1,389.

RECIPIENT NAME:  
WASHINGTON STATE UNIVERSITY  
ADDRESS:  
P O BOX 641014  
PULLMAN, WA 99164  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 1,389.

RECIPIENT NAME:  
OCCIDENTAL COLLEGE  
ADDRESS:  
1600 CAMPUS ROAD  
LOS ANGELES, CA 90041  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 1,389.

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

RECIPIENT NAME:  
WHITWORTH UNIVERSITY  
ADDRESS:  
300 W HAWTHORNE ROAD  
SPOKANE, WA 99251  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 1,389.

RECIPIENT NAME:  
TACOMA COMMUNITY COLLEGE  
ADDRESS:  
6501 SOUTH 19TH STREET  
TACOMA, WA 98466  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 7,037.

RECIPIENT NAME:  
GAND CANYON UNIVERSITY  
ADDRESS:  
3300 W CAMELBACK ROAD  
PHOENIX, AZ 85017  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
UNIVERSITY  
AMOUNT OF GRANT PAID ..... 1,389.

STATEMENT 10



RECIPIENT NAME:  
SAINT LOUIS INIVERSITY  
ADDRESS:  
221 N GRAND BLVD.  
SAINT LOUIS, MO 63108  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
UNIVERSITY  
AMOUNT OF GRANT PAID ..... 1,389.

RECIPIENT NAME:  
SWEET BRIAR COLLEGE  
ADDRESS:  
134 CHAPEL ROAD  
SWEET BRIAR, VA 24595  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
UNIVERSITY  
AMOUNT OF GRANT PAID ..... 1,389.

RECIPIENT NAME:  
STANDFORD  
ADDRESS:  
559 NATHAN ABBOTT WAY  
STANFORD, CA 94305  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
UNIVERSITY  
AMOUNT OF GRANT PAID ..... 1,389.

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

RECIPIENT NAME:

WALLA WALLA UNIVERSITY

ADDRESS:

204 S COLLEGE AVE

COLLEGE PLACE, WA 99324

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

UNIVERSITY

AMOUNT OF GRANT PAID ..... 1,389.

TOTAL GRANTS PAID:

73,705.

=====

STATEMENT 12

# CHARITABLE TRUSTS HOLDINGS REPORT

K-RG-OFF-ACCOUNT				ACCOUNT NAME		TAX ANALYST/NAME		BUS DATE 2013-01-15	
0-10-420-0166180				KEYES BERNICE A B		611 E PEREZ		PAGE 1470	
ISCAL YEAR CODE 1231				AS OF 12-31-2012		OCHR		SAR ID TAC000PCRR41	
CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS	216-813-4583			
G1151C101	ACCENTURE PLC FGN COM CL A	11,305.00	0.00	9,477.48	170.000				
G98290102	XL GROUP PLC FGN COM	11,026.40	0.00	9,688.75	440.000				
00206R102	AT&T INC COM	7,079.10	0.00	6,396.58	210.000				
023135I06	AMAZON COM INC COM	12,543.50	0.00	6,358.00	50.000				
030420I03	AMERICAN WATER WORKS CO INC COM	7,054.70	0.00	5,648.68	190.000				
037833I00	APPLE INC COM	23,947.78	0.00	4,672.63	45.000				
125896I00	CHS ENERGY CORP COM	10,361.50	0.00	10,289.21	425.000				
151020I04	CELGENE CORP COM	12,162.85	0.00	9,496.90	155.000				
166764I00	CHEVRON CORP COM	17,843.10	0.00	17,593.93	165.000				
172062I01	CINCINNATI FINANCIAL CORP COM	8,419.40	0.00	7,398.13	215.000				
191216I00	COCA COLA CO COM	11,962.50	0.00	10,804.18	330.000				
194198917	KT FIXED INCOME FUND	176,887.47	0.00	162,082.42 ✓	25,914.161				
20825C104	CONOCOPHILLIPS COM	11,308.05	0.00	10,339.22	195.000				
22160K105	COSTCO WHOLESALE CORP COM	6,911.10	0.00	5,707.80	70.000				
254687I06	WALT DISNEY CO COM	10,704.85	0.00	4,431.72	215.000				
268648I02	EMC CORP COM	5,945.50	0.00	6,337.33	235.000				
29265N108	ENERGEN CORP COM	5,636.25	0.00	6,388.75	125.000				
29266R108	ENERGIZER HOLDINGS INC COM	8,397.90	0.00	6,989.83	105.000				

CHARITABLE TRUSTS HOLDINGS REPORT

K-RG-OFF-ACCOUNT 0-10-420-0166180 ISCAL YEAR CODE 1231				ACCOUNT NAME KEYES BERNICE A B AS OF 12-31-2012		OCHR		TAX ANALYST/NAME 611 E PEREZ		216-813-4583		BUS DATE 2013-01-15 PAGE 1471 SAR ID TAC000PCRR41	
CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS								
307000109	FAMILY DLR STORES INC COM	8,877.40	0.00	9,175.67	140.000								
38259P508	GOOGLE INC COM CL A	10,610.70	0.00	7,160.85	15.000								
411511306	HARBOR INTERNATIONAL FD OPEN-END FUND	109,026.69	0.00	89,951.99	1,755.098								
458140100	INTEL CORP COM	8,041.80	0.00	10,175.10	390.000								
45865V100	INTERCONTINENTALEXCHANGE INC COM	8,047.65	0.00	6,230.90	65.000								
459200101	INTERNATIONAL BUSINESS MACHS COM	10,535.25	0.00	10,350.45	55.000								
46428R107	ISHARES S&P GSCI COMMODITY INDEX CLOSED-END FUND	57,382.50	0.00	51,850.00	1,750.000								
464286509	ISHARES HSCI CANADA INDEX FD CLOSED-END FUND	22,720.00	0.00	24,920.00	800.000								
464286665	ISHARES MSCI PAC EX-JPN INDEX FD CLOSED-END FUND	25,927.00	0.00	25,877.45	550.000								
464287176	ISHARES BARCLAYS TIPS BOND FUND CLOSED-END FUND	139,621.50	0.00	114,881.51	1,150.000								
464287234	ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND	66,525.00	0.00	52,209.95	1,500.000								
464287804	ISHARES CORE S&P SMALL-CAP ETF CLOSED-END FUND	78,100.00	0.00	54,235.67	1,000.000								
464288687	ISHARES S&P US PREFERRED STOCK CLOSED-END FUND	39,620.00	0.00	39,729.70	1,000.000								
46625H100	JP MORGAN CHASE & CO COM	9,893.05	0.00	6,163.25	225.000								
478160104	JOHNSON & JOHNSON COM	13,319.00	0.00	12,412.68	190.000								
50076Q106	KRAFT FOODS GROUP INC COM	11,140.15	0.00	10,426.59	245.000								
526057104	LENNAR CORP COM	10,247.55	0.00	10,252.82	265.000								

# CHARITABLE TRUSTS HOLDINGS REPORT

K-RG-OFF-ACCOUNT 0-10-420-0166180 KEYES BERNICE A B AS OF 12-31-2012  
 ISCAL YEAR CODE 1231 OCHR 611 E PEREZ 216-813-4583  
 REPORT TAC-CRR41  
 RUN DATE 2013-01-16  
 BUS DATE 2013-01-15  
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 SAR ID TAC000PCRR41

CUSIP	ASSET NAME	ACCOUNT NAME	TAX ANALYST/NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
57636Q104	MASTERCARD INC COM CL A		611 E PEREZ	9,825.60	0.00	6,804.20	20.000
579780206	MCCORNICK & CO INC COM			8,258.90	0.00	5,810.97	130.000
580135101	MCDONALDS CORP COM			7,497.85	0.00	7,616.85	85.000
58155Q103	MCKESSON CORP COM			7,272.00	0.00	5,808.00	75.000
58933Y105	MERCK & CO INC COM			7,983.30	0.00	7,642.03	195.000
59156R108	METLIFE INC COM			4,941.00	0.00	6,562.49	150.000
594918104	MICROSOFT CORP COM			7,078.07	0.00	7,875.77	265.000
617446448	MORGAN STANLEY COM			10,516.00	0.00	9,789.95	550.000
651639106	NEWMONT MINING CORP COM			14,396.40	0.00	17,614.11	310.000
654106103	NIKE INC COM CL B			6,708.00	0.00	6,046.30	130.000
655844108	NORFOLK SOUTHERN CORP COM			6,184.00	0.00	7,731.99	100.000
66987V109	NOVARTIS AG ADR			8,545.50	0.00	7,779.59	135.000
674599105	OCCIDENTAL PETE CORP DEL COM			7,661.00	0.00	7,297.00	100.000
68389X105	ORACLE CORP COM			7,663.60	0.00	3,173.98	230.000
717081103	PFIZER INC COM			8,526.96	0.00	7,442.57	340.000
718546104	PHILLIPS 66 COM			15,133.50	0.00	9,026.87	285.000
74005P104	PRAXAIR INC COM			9,303.25	0.00	9,275.05	85.000
74144T108	T ROWE PRICE GROUP INC			8,465.22	0.00	3,298.10	130.000

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ISCAL YEAR CODE 1231 AS OF 12-31-2012

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
741503403	PRICELINE.COM INC COM	6,203.90	0.00	4,021.20	10.000
742718109	PROCTER & GAMBLE CO COM	13,238.55	0.00	12,527.39	195.000
747525103	QUALCOMM INC COM	12,062.62	0.00	10,795.30	195.000
7495200A1	KT SHORT TERM DEPOSIT FUND	53,876.68	11,183.14	65,059.82	65,059.820
7495200D5	KT INTER-TERM FIXED INCOME FUND	50,759.72	0.00	49,147.88 ✓	2,276.639
749520902	KT GOVERNMENT MORTGAGE FUND	73,156.44	0.00	60,929.41 ✓	750.578
760759100	REPUBLIC SERVICES INC COM CL A	7,919.10	0.00	7,570.77	270.000
806407102	HENRY SCHEIN INC COM	8,042.00	0.00	3,752.00	100.000
855244109	STARBUCKS CORP COM	8,848.95	0.00	8,787.88	165.000
867914103	SUNTRUST BANKS INC COM	6,945.75	0.00	7,141.75	245.000
881624209	TEVA PHARMACEUTICAL INDS LTD SPONS ADR	5,227.60	0.00	6,566.00	140.000
883556102	THERMO FISHER SCIENTIFIC INC COM	7,972.50	0.00	4,352.50	125.000
911312106	UNITED PARCEL SERVICE INC COM CL B	8,478.95	0.00	8,690.54	115.000
912810PV4	UNITED STATES TREAS BDS INFL IDX DTD 01/31/08 1.75% DUE 01/15/28	68,606.06	0.00	52,619.63	53,000.160
912828LA6	UNITED STATES TREAS MTS INFL IDX DTD 07/15/09 1.875% DUE 07/15/19	61,973.28	0.00	52,770.36	50,918.390
913017109	UNITED TECHNOLOGIES CORP COM	13,531.65	0.00	11,295.73	165.000
92343V104	VERIZON COMMUNICATIONS INC COM	8,437.65	0.00	7,585.48	195.000
949746101	WELLS FARGO CO COM	9,741.30	0.00	10,106.04	285.000

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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
989701107	ZIONS BANCORP COM	7,383.00	0.00	7,310.52	345.000
998154231	CHARITABLE MID CAP FUND	146,818.53	0.00	177,545.48 ✓	831.858
998154249	CHARITABLE CONVERTIBLE SEC FUND	106,226.91	0.00	111,056.19 ✓	4,238.717
*** TOTAL ***		1,830,543.48	11,183.14	1,652,333.81	223,290.421

1841726.62

1,052,533.91 +  
470.00 -  
1,400.00 -  
1,050,436.91 \*

2012 Shaws Fed. Inc.  
2012 Shaws partial sale of units