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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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 10/01, 2012, and ending 09/30, 2013

Name of foundation TR U/W LEMUEL HOLMES FOR RPI LEMUEL HOLMES **A** Employer identification number 14-6014894
FUND 10 -101160055180

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 866- 238-8650

City or town, state, and ZIP code **C** If exemption application is pending, check here
BROOKLYN, OH 44144-2302

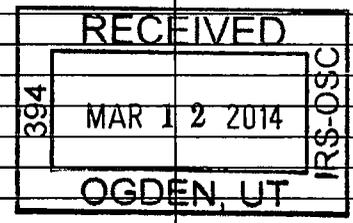
G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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 of year (from Part II, col. (c), line 16) **J** Accounting method. Cash Accrual
\$ 758,723. 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	18,977.	18,977.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	11,507.			
b Gross sales price for all assets on line 6a <u>81,748.</u>				
7 Capital gain net income (from Part IV, line 2)		11,507.		
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)	22.			STMT 2
12 Total. Add lines 1 through 11	30,506.	30,484.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	1,142.	856.		285.
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	1,000.	NONE	NONE	1,000.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4	23.	23.		
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	100.			100.
24 Total operating and administrative expenses. Add lines 13 through 23	2,265.	879.	NONE	1,385.
25 Contributions, gifts, grants paid	16,790.			16,790.
26 Total expenses and disbursements. Add lines 24 and 25	19,055.	879.	NONE	18,175.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	11,451.			
b Net investment income (if negative, enter -0-)		29,605.		
c Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year			End of year					
			(a) Book Value			(b) Book Value			(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing									
	2	Savings and temporary cash investments									
	3	Accounts receivable ▶									
		Less allowance for doubtful accounts ▶									
	4	Pledges receivable ▶									
		Less allowance for doubtful accounts ▶									
	5	Grants receivable									
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)									
	7	Other notes and loans receivable (attach schedule) ▶									
		Less allowance for doubtful accounts ▶	NONE								
	8	Inventories for sale or use									
	9	Prepaid expenses and deferred charges									
	10 a	Investments - U S and state government obligations (attach schedule),									
	b	Investments - corporate stock (attach schedule)									
	c	Investments - corporate bonds (attach schedule),									
	11	Investments - land, buildings, and equipment basis ▶									
	Less accumulated depreciation ▶ (attach schedule)										
12	Investments - mortgage loans										
13	Investments - other (attach schedule)	STMT 6	649,139.	660,590.	758,723.						
14	Land, buildings, and equipment basis ▶										
	Less accumulated depreciation ▶ (attach schedule)										
15	Other assets (describe ▶)										
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		649,139.	660,590.	758,723.						
Liabilities	17	Accounts payable and accrued expenses									
	18	Grants payable									
	19	Deferred revenue									
	20	Loans from officers, directors, trustees, and other disqualified persons									
	21	Mortgages and other notes payable (attach schedule)									
	22	Other liabilities (describe ▶)									
23	Total liabilities (add lines 17 through 22)					NONE					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>		and complete lines 24 through 26 and lines 30 and 31.								
	24	Unrestricted									
	25	Temporarily restricted									
	26	Permanently restricted									
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>										
	27	Capital stock, trust principal, or current funds		649,139.	660,590.						
	28	Paid-in or capital surplus, or land, bldg, and equipment fund									
29	Retained earnings, accumulated income, endowment, or other funds										
30	Total net assets or fund balances (see instructions)		649,139.	660,590.							
31	Total liabilities and net assets/fund balances (see instructions)		649,139.	660,590.							

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)	1 649,139.
2	Enter amount from Part I, line 27a	2 11,451.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 660,590.
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	6 660,590.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a 81,748.		70,241.	11,507.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))			
a			11,507.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				2	11,507.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	36,807.	692,234.	0.053171
2010	33,513.	711,625.	0.047094
2009	32,776.	672,525.	0.048736
2008	30,468.	620,529.	0.049100
2007			

2 Total of line 1, column (d)	2	0.198101
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049525
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	723,763.
5 Multiply line 4 by line 3	5	35,844.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	296.
7 Add lines 5 and 6	7	36,140.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	18,175.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Values include 592, 360, and 232.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political influence, tax on political expenditures, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of KEYBANK, N.A. Telephone no (216) 813-4556
Located at 4900 TIEDEMAN RD. OH-01-49-0150, BROOKLYN, OH ZIP+4 44144-2302
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 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

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.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
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

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 No

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? 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 4900 TIEDEMAN ROAD, BROOKLYN, OH 44144	TRUSTEE 1	1,142	-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	734,785.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	734,785.
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	734,785.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,022.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	723,763.
6	Minimum investment return. Enter 5% of line 5	6	36,188.

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	36,188.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	592.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	592.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	35,596.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	35,596.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	35,596.

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	18,175.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	18,175.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	18,175.

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
1 Distributable amount for 2012 from Part XI, line 7				35,596.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	944.			
f Total of lines 3a through e	944.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>18,175.</u>				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				18,175.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	944.			944.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				16,477.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

1 a 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)

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here 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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
RENSSELAER POLYTECHNIC INSTITUTE ATTN DAVID J GAUME CFA TROY NY 12180	NONE	PUBLIC CHA	GENERAL CORPORATE PURPOSES	16,790.
Total ▶ 3a				16,790.
b Approved for future payment				
Total ▶ 3b				

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: James R. Freedline Jr. Date: 02/17/2014 Title: Vice President

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

Paid Preparer Use Only Print/Type preparer's name KEYBANK BY: J R FREEDLINE Preparer's signature Date Check if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** and check this box **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions TR U/W LEMUEL HOLMES FOR RPI LEMUEL HOLMES FUND 10 -101160055180	Employer identification number (EIN) or 14-6014894
	Number, street, and room or suite no. If a P.O. box, see instructions. KEYBANK 4900 TIEDEMAN RD. OH-01-49-0150	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BROOKLYN, OH 44144-2302	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ KEYBANK, N.A.

Telephone No. ▶ (216) 813-4556 FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 05/15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year 20 ____ or

▶ tax year beginning 10/01, 2012, and ending 09/30, 2013.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	592.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	360.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	232.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	18,977.	18,977.
TOTAL	18,977.	18,977.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
REFUND	22.

TOTALS	22.
	=====

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)	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	5.	5.
FOREIGN TAXES ON NONQUALIFIED	18.	18.
TOTALS	23.	23.

TR U/W LEMUEL HOLMES FOR RPI LEMUEL HOLMES

14-6014894

FORM 990PF, PART I - OTHER EXPENSES

=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER NON-ALLOCABLE EXPENSE -

100.

100.

TOTALS

100.

100.

TR U/W LEMUEL HOLMES FOR RPI LEMUEL HOLMES
FORM 990PF, PART II - OTHER INVESTMENTS
=====

14-6014894

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED	C	660,590.	758,723.
TOTALS		660,590.	758,723.
		=====	=====

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41
 RUN DATE 2013-10-16
 BUS DATE 2013-10-15
 PAGE 105
 SAR ID TAC000PCRR41

TAX ANALYST/NAME
 665 S E ADDISON-TURNER 216-813-4513

ACCOUNT NAME
 HOLMES LEMUEL FBO RPI
 AS OF 09-30-2013

T/W
 TAC000PCRR41

SCAL YEAR CODE 0931

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
G1151C101	ACCENTURE PLC FGN COM CL A	7,953.12	0.00	6,122.35	108.000
G29183103	EATON CORP PLC FGN COM	7,365.88	0.00	6,923.24	107.000
G98290102	XL GROUP PLC FGN COM	8,352.22	0.00	4,785.20	271.000
00206R102	AT&T INC COM	4,295.14	0.00	3,820.16	127.000
023135106	AMAZON COM INC COM	5,314.88	0.00	1,377.51	17.000
030420103	AMERICAN WATER WORKS CO INC COM	4,747.20	0.00	3,529.79	115.000
037833100	APPLE INC COM	11,442.00	0.00	3,058.36	24.000
125896100	CMS ENERGY CORP COM	6,553.68	0.00	6,115.41	249.000
151020104	CELGENE CORP COM	6,782.03	0.00	2,398.93	44.000
166764100	CHEVRON CORP COM	12,150.00	0.00	10,294.00	100.000
172062101	CINCINNATI FINANCIAL CORP COM	6,130.80	0.00	4,546.10	130.000
191216100	COCA COLA CO COM	7,879.04	0.00	6,643.52	208.000
20825C104	CONOCOPHILLIPS COM	6,325.41	0.00	4,856.65	91.000
22160K105	COSTCO WHOLESALE CORP COM	4,606.80	0.00	3,264.66	40.000
235851102	DANAHER CORP DEL COM	8,110.44	0.00	6,547.31	117.000
254687106	WALT DISNEY CO COM	7,351.86	0.00	2,941.75	114.000
268648102	EMC CORP COM	5,520.96	0.00	5,772.42	216.000
29265N108	ENERGEN CORP	5,729.25	0.00	3,591.00	75.000

CHARITABLE TRUSTS HOLDINGS REPORT

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 665 S E ADDISON-TURNER 216-813-4513

ACCOUNT NAME
 HOLMES LEMUEL FBO RPI T/W
 AS OF 09-30-2013

-RG-OFF-ACCOUNT
 -10-116-0055180
 SCAL YEAR CODE 0931

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
29266R108	ENERGIZER HOLDINGS INC COM	5,651.30	0.00	4,790.77	62.000
375558103	GILEAD SCIENCES INC COM	6,538.48	0.00	4,593.68	104.000
38259P508	GOOGLE INC COM CL A	7,883.19	0.00	4,351.08	9.000
406216101	HALLIBURTON CO COM	6,259.50	0.00	4,551.29	130.000
437076102	HOME DEPOT INC COM	5,309.50	0.00	5,404.00	70.000
458140100	INTEL CORP COM	5,501.04	0.00	6,830.38	240.000
459200101	INTERNATIONAL BUSINESS MACHS COM	6,110.94	0.00	6,016.60	33.000
464287242	ISHARES IBOX \$INVESTMENT BD FD CLOSED-END FUND	16,460.40	0.00	16,935.97	145.000
464288513	ISHARES IBOX \$ HIGH YIELD CORP CLOSED-END FUND	16,850.72	0.00	16,554.44	184.000
464288588	ISHARES BARCLAYS MBS BOND FUND CLOSED-END FUND	125,515.20	0.00	128,237.91	1,185.000
464288661	ISHARES BARCLAYS 3-7 YR TREAS BD CLOSED-END FUND	51,079.93	0.00	51,715.56	421.000
464288667	ISHARES S&P US PREFERRED STOCK CLOSED-END FUND	16,302.00	0.00	16,430.66	429.000
464289511	ISHARES 10+ YEAR CREDIT BOND CLOSED-END FUND	33,423.04	0.00	35,830.52	602.000
46625H100	JP MORGAN CHASE & CO COM	8,322.09	0.00	6,127.31	161.000
478160104	JOHNSON & JOHNSON COM	8,322.24	0.00	6,199.68	96.000
50076Q106	KRAFT FOODS GROUP INC COM	7,662.08	0.00	6,307.56	146.000
526057104	LENNAR CORP COM	5,628.60	0.00	5,808.25	159.000

CHARITABLE TRUSTS HOLDINGS REPORT

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-RG-OFF-ACCOUNT
 1-10-116-0055180 HOLMES LEMUEL FBO RPI
 SCAL YEAR CODE 0931 AS OF 09-30-2013

T/W T/W
 TAX ANALYST/NAME
 665 S E ADDISON-TURNER 216-813-4513

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
57636Q104	MASTERCARD INC COM CL A	9,418.92	0.00	5,657.22	14.000
579780206	MCCORMICK & CO INC COM	5,176.00	0.00	3,836.01	80.000
580135101	MCDONALDS CORP COM	4,810.50	0.00	4,417.50	50.000
58155Q103	MCKESSON CORP COM	6,158.40	0.00	3,716.52	48.000
58933Y105	MERCK & CO INC COM	5,713.08	0.00	4,604.38	120.000
59156R108	METLIFE INC COM	5,680.95	0.00	4,839.91	121.000
594918104	MICROSOFT CORP COM	5,424.64	0.00	4,598.21	163.000
617446448	MORGAN STANLEY COM	8,947.40	0.00	5,960.66	332.000
651639106	NEWMONT MINING CORP COM	3,372.00	0.00	6,856.20	120.000
654106103	NIKE INC COM CL B	5,811.20	0.00	3,601.19	80.000
655844108	NORFOLK SOUTHERN CORP COM	4,795.70	0.00	4,469.53	62.000
670346105	NUCOR CORP COM	4,215.72	0.00	3,866.56	86.000
674599105	OCCIDENTAL PETE CORP DEL COM	5,893.02	0.00	5,038.25	63.000
68381K408	OPENHEIMER SR FLOATING RATE FD OPEN-END FUND CL Y	50,452.69	0.00	50,112.44	6,049.483
68389X105	ORACLE CORP COM	4,643.80	0.00	3,283.39	140.000
717081103	PFIZER INC COM	5,917.35	0.00	4,501.10	206.000
718546104	PHILLIPS 66 COM	6,475.84	0.00	3,557.53	112.000

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ACCOUNT NAME
 HOLMES LEMUEL FBO RPI
 AS OF 09-30-2013

T/W
 AS OF 09-30-2013

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
74005P104	PRAXAIR INC COM	6,250.92	0.00	5,493.11	52.000
74144T108	T ROWE PRICE GROUP INC COM	5,754.40	0.00	3,303.60	80.000
741503403	PRICELINE.COM INC COM	7,076.65	0.00	2,274.02	7.000
742718109	PROCTER & GAMBLE CO COM	8,919.62	0.00	7,520.37	118.000
747525103	QUALCOMM INC COM	8,145.72	0.00	6,683.24	121.000
7495200A1	KT SHORT TERM DEPOSIT FUND	24,462.55	312.18	24,774.73	24,774.730
760759100	REPUBLIC SERVICES INC COM CL A	5,404.32	0.00	4,453.38	162.000
806407102	HENRY SCHEIN INC COM	6,225.90	0.00	3,021.85	60.000
855244109	STARBUCKS CORP COM	7,466.09	0.00	4,688.97	97.000
867914103	SUNTRUST BANKS INC COM	5,705.92	0.00	5,166.36	176.000
880208400	TEMPLETON GLOBAL BOND FUND OPEN-END FUND ADV CL	27,060.98	0.00	26,369.79	2,094.503
883556102	THERMO FISHER SCIENTIFIC INC COM	7,187.70	0.00	3,163.68	78.000
911312106	UNITED PARCEL SERVICE INC COM CL B	6,395.90	0.00	5,117.18	70.000
913017109	UNITED TECHNOLOGIES CORP COM	10,889.82	0.00	6,465.47	101.000
92343V104	VERIZON COMMUNICATIONS INC COM	5,460.98	0.00	4,551.28	117.000
949746101	WELLS FARGO CO COM	8,098.72	0.00	7,018.92	196.000
989701107	ZIONS BANCORP COM	5,566.26	0.00	4,333.00	203.000
*** TOTAL ***					42,682.716

1758,722.80