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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation WM KILWORTH FDN		T/W 104-0161800		A Employer identification number 91-6072527	
Number and street (or P O box number if mail is not delivered to street address) KEYBANK N.A. 10 W SECOND ST 26TH FL		Room/suite		B Telephone number (see instructions) 800-999-9658	
City or town, state or province, country, and ZIP or foreign postal code DAYTON, OH 45402				C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply:		Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/>		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H 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		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,886,140.		(Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	106,011.	106,011.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	273,496.			
b	Gross sales price for all assets on line 6a	1,989,659.			
7	Capital gain net income (from Part IV, line 2)		273,496.		
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)	843.			STMT 2
12	Total Add lines 1 through 11	380,350.	379,507.		
13	Compensation of officers, directors, trustees, etc	43,035.	32,276.		10,759.
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)	1,000.	NONE	NONE	1,000.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	8,420.			
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)	25.			
24	Total operating and administrative expenses. Add lines 13 through 23	52,480.	32,276.	NONE	11,759.
25	Contributions, gifts, grants paid	176,000.			176,000.
26	Total expenses and disbursements Add lines 24 and 25	228,480.	32,276.	NONE	187,759.
27	Subtract line 26 from line 12	151,870.			
a	Excess of revenue over expenses and disbursements		347,231.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)				

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ENVELOPE DATE MAY 13 2014

JSA MAY 19 2014

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	3,938,786.	4,090,656.	4,886,140.
	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)	3,938,786.	4,090,656.	4,886,140.	
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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	3,938,786.	4,090,656.	
	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)	3,938,786.	4,090,656.	
31	Total liabilities and net assets/fund balances (see instructions)	3,938,786.	4,090,656.		

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	3,938,786.
2	Enter amount from Part I, line 27a	2	151,870.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,090,656.
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	4,090,656.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b OTHER GAINS AND LOSSES					
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 1,978,392.		1,716,163.	262,229.		
b 11,267.			11,267.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			262,229.		
b			11,267.		
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	273,496.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3		
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))
2012	200,537.	4,374,195.	0.045845
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
2 Total of line 1, column (d)			2 0.270509
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 0.054102
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 4,650,324.
5 Multiply line 4 by line 3			5 251,592.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,472.
7 Add lines 5 and 6			7 255,064.
8 Enter qualifying distributions from Part XII, line 4			8 187,759.

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	6,945.
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	6,945.
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	6,945.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 10,986.		
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	10,986.
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	4,041.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 4,041. 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>KEYBANK, N.A.</u> Telephone no <u></u>			
Located at <u>10 W SECOND ST 26TH FL, DAYTON, OH</u> ZIP+4 <u>45402</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>				
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD 'F 90-22.1 If "Yes," enter the name of the foreign country <u></u>				

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? <input type="checkbox"/>	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <u></u>			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/>	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 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 2013.) <input type="checkbox"/>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? <input type="checkbox"/>	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **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	43,035.	-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	4,721,141.
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	4,721,141.
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	4,721,141.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	70,817.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,650,324.
6	Minimum investment return. Enter 5% of line 5	6	232,516.

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	232,516.
2a	Tax on investment income for 2013 from Part VI, line 5 2a	6,945.	
b	Income tax for 2013. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	6,945.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	225,571.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	225,571.
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	225,571.

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	187,759.
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	187,759.
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	187,759.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				225,571.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 <u>11</u> , 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	48,375.			
c From 2010	40,130.			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	88,505.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>187,759.</u>				
a Applied to 2012, 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 2013 distributable amount				187,759.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a))	37,812.			37,812.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	50,693.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	50,693.			
10 Analysis of line 9.				
a Excess from 2009	10,563.			
b Excess from 2010	40,130.			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	

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 address of the person to whom applications should be addressed:

SEE STATEMENT 8

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	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
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE STATEMENT 21				176,000.
Total			▶ 3a	176,000.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No.

▼

JSA

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
DIVIDENDS AND INTEREST	90,562.	90,562.
COMMON TRUST FUNDS	15,449.	15,449.
	-----	-----
TOTAL	106,011.	106,011.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION

REVENUE
AND
EXPENSES
PER BOOKS

TOTALS

843.
=====

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 -----
FEDERAL TAX PAYMENT - PRIOR YE	3,450.
FEDERAL ESTIMATES - PRINCIPAL	4,970.

TOTALS	8,420.
	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
STATE FILING FEE	25.

TOTALS	25.
	=====

WM KILWORTH FDN T/W 104-0161800 91-6072527

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

COST/
FMV
C OR F

DESCRIPTION

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 1,234.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

1,234.00

=====

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

COMMON TRUST FUNDS 10,033.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

10,033.00

=====

WM KILWORTH FDN T/W 104-0161800
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

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
AMOUNT OF GRANT PAID 3,500.

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:
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:
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:
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:
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:
UW FOUNDATION
ADDRESS:
P.O. BOX 359505
SEATTLE, WA 98195-9505
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 2,500.

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:
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
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
HOPESPARKS
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:
FISH FOOD BANKS OF PIERCE COUNTY
ADDRESS:
621 TACOMA AVE S, SUITE 202
TACOMA, WA 98402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
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:
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:
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, EXECTIVE 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 3,500.

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:
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:
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:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
WASHINGTON STATE HISTORICAL 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:
CLOVER PARK TECHNICAL COLLEGE
C/O DEBBIE RANNIGER, PH.D.
ADDRESS:
4500 STEILACOOM BLVD SW
LAKEWOOD, WA 98499-4004
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 3,000.

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RECIPIENT NAME:
COMMUNITY HEALTH CARE
C/O DAVID FLENTGE, PRESIDENT & CEO
ADDRESS:
1019 PACIFIC AVE SUITE 300
TACOMA, WA 98402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
FIRST TEE
C/O MATTHEW ENLOE, EXECUTIVE DIRECT
ADDRESS:
7108 LAKEWOOD DR W
TACOMA, WA 98467
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
PIERCE COUNTY LIBRARY FOUNDATION
ADDRESS:
3005 112TH ST E
TACOMA, WA 98446
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
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.

TOTAL GRANTS PAID:

176,000.

=====

CHARITABLE TRUSTS HOLDINGS REPORT

BK-RG-OFF-ACCOUNT				ACCOUNT NAME		TAX ANALYST/NAME		BUS DATE 2014-01-15	
40-10-420-0161800				KILWORTH WILLIAM FND		404 W WEST		PAGE 171	
FISCAL YEAR CODE 1231				AS OF 12-31-2013		T/W		SAR ID TAC000PCRR41	
CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS	937-285-5302			
G1151C101	ACCENTURE PLC FGN COM CL A	26,721.50	0.00	18,472.97		325.000			
G29183103	EATON CORP PLC FGN COM	25,119.60	0.00	18,341.37		330.000			
G7665A101	ROWAN COS PLC COM	14,851.20	0.00	14,288.40		420.000			
G98290102	XL GROUP PLC FGN COM	26,268.00	0.00	13,605.49		825.000			
N53745100	LYONDELLBASELL INDUSTRIES N V FGN COM CL A	14,851.80	0.00	14,280.15		185.000			
00078H158	ASTON/FAIRPOINTE MID CAP FUND OPEN-END FUND CL I	474,203.59	0.00	366,762.24		10,615.706			
00206RBH3	AT&T INC SENIOR NT DTD 12/11/12 1.40% DUE 12/01/17	49,292.50	0.00	48,615.00		50,000.000			
00206R102	AT&T INC COM	13,536.60	0.00	11,754.02		385.000			
023135106	AMAZON COM INC COM	19,939.50	0.00	9,622.96		50.000			
0258M0DD8	AMERICAN EXPRESS CREDIT MED TERM NT DTD 03/26/12 2.375% DUE 03/24/17	51,394.00	0.00	50,971.00		50,000.000			
030420103	AMERICAN WATER WORKS CO INC COM	15,213.60	0.00	11,314.80		360.000			
037833100	APPLE INC COM	42,076.50	0.00	8,501.00		75.000			
125896100	CMS ENERGY CORP COM	20,746.75	0.00	17,755.16		775.000			
134429AV1	CAMPBELL SOUP CO SENIOR NT DTD 07/06/10 3.05% DUE 07/15/17	52,154.50	0.00	53,884.00		50,000.000			
14040H105	CAPITAL ONE FINANCIAL CORP COM	24,132.15	0.00	22,771.44		315.000			
14912L4X6	CATERPILLAR FINANCIAL SVCS CORP MED TERM NT DTD 07/29/11 2.05% DUE 08/01/16	51,327.00	0.00	51,502.50		50,000.000			

CHARITABLE TRUSTS HOLDINGS REPORT

BK-RG-OFF-ACCOUNT				ACCOUNT NAME		TAX ANALYST/NAME		BUS DATE 2014-01-15	
40-10-420-0161800 KILWORTH WILLIAM FND				T/W		404 W WEST		PAGE 172	
FISCAL YEAR CODE 1231 AS OF 12-31-2013						937-285-5302		SAR ID TAC000PCRR41	
CUSIP	ASSET NAME			PRINCIPAL MV	INCOME MV	TAX COST	UNITS		
151020104	CELGENE CORP COM			21,121.00	0.00	7,346.23		125.000	
166764100	CHEVRON CORP COM			38,097.55	0.00	33,345.62		305.000	
172062101	CINCINNATI FINANCIAL CORP COM			20,948.00	0.00	14,174.28		400.000	
191216AP5	COCA-COLA CO SENIOR NT DTD 11/15/10 1.50% DUE 11/15/15			50,943.00	0.00	51,493.00		50,000.000	
191216100	COCA COLA CO COM			26,644.95	0.00	21,594.57		645.000	
20825C104	CONOCOPHILLIPS COM			19,782.00	0.00	13,955.17		280.000	
22160K105	COSTCO WHOLESALE CORP COM			14,877.50	0.00	9,928.72		125.000	
22546T2L4	CREDIT SUISSE AG FGN MED TERM NT SER MID LINKED DTD 03/19/13 0% DUE 09/23/15			166,395.00	0.00	150,000.00		150,000.000	
235851102	DANAHER CORP DEL COM			27,792.00	0.00	20,980.80		360.000	
254687106	WALT DISNEY CO COM			26,358.00	0.00	8,462.19		345.000	
25746UBJ7	DOMINION RESOURCES INC SENIOR NT SER A DTD 09/02/10 2.25% DUE 09/01/15			51,241.00	0.00	51,777.50		50,000.000	
268648102	EMC CORP COM			16,221.75	0.00	16,432.35		645.000	
29265N108	ENERGEN CORP COM			16,626.25	0.00	12,316.35		235.000	
29266R108	ENERGIZER HOLDINGS INC COM			21,106.80	0.00	13,365.28		195.000	
3134A4UX0	FREDDIE MAC NOTE DTD 01/21/05 4.50% DUE 01/15/15			104,448.00	0.00	101,791.90		100,000.000	
31359M7X5	FANNIE MAE NOTE DTD 04/16/07 5.00% DUE 05/11/17			112,964.00	0.00	98,474.00		100,000.000	

CHARITABLE TRUSTS HOLDINGS REPORT

BK-RG-OFF-ACCOUNT 40-10-420-0161800 KILWORTH WILLIAM FND FISCAL YEAR CODE 1231 AS OF 12-31-2013

TAX ANALYST/NAME
404 W WEST

937-285-5302

REPORT TAC-CRR41
RUN DATE 2014-01-16
BUS DATE 2014-01-15
PAGE 173
SAR ID TAC000PCRR41

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
31387CRK9	FANNIE MAE POOL 580190 DTD 05/01/01 5.500% DUE 05/01/16	2,493.21	0.00	0.00	2,348.470
31388VVF9	FANNIE MAE POOL 616410 DTD 12/01/01 6.000% DUE 12/01/31	3,683.49	0.00	0.00	3,325.200
375558103	GILEAD SCIENCES INC COM	24,032.00	0.00	13,027.17	320.000
38141EA58	GOLDMAN SACHS GROUP INC MED TERM NT DTD 03/08/10 5.375% DUE 03/15/20	55,606.50	0.00	50,881.50	50,000.000
38259P508	GOOGLE INC COM CL A	33,621.30	0.00	16,098.30	30.000
406216101	HALLIBURTON CO COM	13,448.75	0.00	9,725.47	265.000
411511306	HARBOR INTERNATIONAL FD OPEN-END FUND	341,961.63	0.00	299,430.91	4,815.401
437076102	HOME DEPOT INC COM	16,879.70	0.00	16,224.97	205.000
458140100	INTEL CORP COM	18,817.38	0.00	18,588.93	725.000
459200101	INTERNATIONAL BUSINESS MACHS COM	12,192.05	0.00	12,275.25	65.000
464287234	ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND	313,462.50	0.00	316,902.35	7,500.000
464287465	ISHARES MSCI EAFE INDEX FUND CLOSED-END FUND	301,927.50	0.00	294,658.05	4,500.000
464287804	ISHARES CORE S&P SMALL-CAP ETF CLOSED-END FUND	250,999.00	0.00	149,370.06	2,300.000
46625HHP8	JPMORGAN CHASE & CO SENIOR NT DTD 09/18/09 3.70% DUE 01/20/15	51,560.00	0.00	50,421.00	50,000.000
46625H100	JP MORGAN CHASE & CO COM	28,947.60	0.00	13,863.37	495.000
478160104	JOHNSON & JOHNSON COM	26,561.10	0.00	18,899.24	290.000

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ACCOUNT NAME
KILWORTH WILLIAM FND
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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
50076Q106	KRAFT FOODS GROUP INC COM	24,259.50	0.00	17,634.48	450.000
526057104	LENNAR CORP COM	19,186.60	0.00	17,692.75	485.000
57636Q104	MASTERCARD INC COM CL A	37,595.70	0.00	16,588.00	45.000
579780206	MCCORMICK & CO INC COM	16,885.40	0.00	11,358.14	245.000
580135101	MCDONALDS CORP COM	15,524.80	0.00	15,794.20	160.000
58155Q103	MCKESSON CORP COM	24,210.00	0.00	12,544.89	150.000
58933Y105	MERCK & CO INC COM	18,268.25	0.00	14,315.27	365.000
59156R108	METLIFE INC COM	19,680.80	0.00	15,214.68	365.000
594918104	MICROSOFT CORP COM	18,705.00	0.00	14,849.90	500.000
617446448	MORGAN STANLEY COM	31,360.00	0.00	17,230.00	1,000.000
654106103	NIKE INC COM CL B	19,266.80	0.00	11,296.74	245.000
655844108	NORFOLK SOUTHERN CORP COM	17,637.70	0.00	14,768.68	190.000
670346105	NUCOR CORP COM	13,878.80	0.00	12,303.85	260.000
674599105	OCCIDENTAL PETE CORP DEL COM	17,593.50	0.00	14,873.98	185.000
68389XAN5	ORACLE CORP SENIOR NT DTD 10/25/12 1.20% DUE 10/15/17	49,203.00	0.00	48,692.00	50,000.000
68389X105	ORACLE CORP COM	16,643.10	0.00	5,359.20	435.000
717081103	PFIZER INC COM	19,143.75	0.00	13,712.44	625.000

CHARITABLE TRUSTS HOLDINGS REPORT

BK-RG-OFF-ACCOUNT			ACCOUNT NAME		T/W	TAX ANALYST/NAME		937-285-5302		BUS DATE 2014-01-15	
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CUSIP	ASSET NAME		PRINCIPAL MV	INCOME MV	TAX COST	UNITS					
718546104	PHILLIPS 66 COM		17,354.25	0.00	6,739.44	225.000					
74005P104	PRAXAIR INC COM		16,903.90	0.00	13,890.47	130.000					
74144T108	T ROWE PRICE GROUP INC COM		20,104.80	0.00	6,948.00	240.000					
741503403	PRICELINE.COM INC COM		23,248.00	0.00	10,736.80	20.000					
742718109	PROCTER & GAMBLE CO COM		28,493.50	0.00	22,542.96	350.000					
747525103	QUALCOMM INC COM		27,101.25	0.00	20,847.42	365.000					
7495200A1	KT SHORT TERM DEPOSIT FUND		52,818.97	6,748.83	59,567.80	59,567.800					
749520902	KT GOVERNMENT MORTGAGE FUND		284,260.82	0.00	266,640.00	3,029.330					
760759100	REPUBLIC SERVICES INC COM CL A		16,766.00	0.00	13,996.35	505.000					
780905600	ROYCE FD PREMIER SER MUTUAL FUND		75,093.45	0.00	64,652.99	3,396.357					
806407102	HENRY SCHEIN INC COM		20,566.80	0.00	7,167.08	180.000					
855244109	STARBUCKS CORP COM		23,517.00	0.00	16,434.00	300.000					
880208400	TEMPLETON GLOBAL BOND FUND OPEN-END FUND ADV CL		95,897.43	0.00	100,000.00	7,326.007					
883556102	THERMO FISHER SCIENTIFIC INC COM		26,167.25	0.00	8,098.10	235.000					
911312106	UNITED PARCEL SERVICE INC COM CL B		22,592.20	0.00	16,236.77	215.000					
912810PV4	UNITED STATES TREAS BDS INFL IDX DTD 01/31/08 1.75% DUE 01/15/28		119,363.47	0.00	107,809.60	111,489.000					
912828EE6	UNITED STATES TREAS NTS DTD 08/15/05 4.25% DUE 08/15/15		106,387.00	0.00	102,546.88	100,000.000					
912828VQ0	UNITED STATES TREAS NTS		99,102.00	0.00	100,054.69	100,000.000					

CHARITABLE TRUSTS HOLDINGS REPORT

BK-RG-OFF-ACCOUNT 40-10-420-0161800 KILWORTH WILLIAM FND FISCAL YEAR CODE 1231 AS OF 12-31-2013

TAX ANALYST/NAME
404 W WEST

937-285-5302

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CUSIP	ASSET NAME	DTA 07/31/13 1.375% DUE 07/31/18	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
913017109	UNITED TECHNOLOGIES CORP COM		34,140.00	0.00	24,404.22	300.000
92343V104	VERIZON COMMUNICATIONS INC COM		17,444.70	0.00	13,845.00	355.000
949746101	WELLS FARGO CO COM		27,694.00	0.00	21,430.99	610.000
989701107	ZIONS BANCORP COM		18,425.40	0.00	12,804.24	615.000
998154249	CHARITABLE CONVERTIBLE SEC FUND		173,337.43	0.00	160,785.82	5,839.600
*** TOTAL ***			4,879,391.62	6,748.83	4,090,655.85	1,246,502.871

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\$4,886,140.45