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**Return of Private Foundation**

**2013**

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
Do not enter Social Security numbers on this form as it may be made public.

Open to Public Inspection

For calendar year 2013 or tax year beginning 10/01, 2013, and ending 09/30, 2014

FEB 04 2015

ENVELOPE  
POSTMARK DATE

Name of foundation <b>TR U/W LEMUEL HOLMES FOR RPI LEMUEL HOLMES FUND 10 -0055180</b>		A Employer identification number <b>14-6014894</b>						
Number and street (or P O box number if mail is not delivered to street address) <b>KEYBANK 4900 TIEDEMAN RD. OH-01-49-0150</b>		B Telephone number (see instructions) <b>866-238-8650</b>						
Room/suite								
City or town, state or province, country, and ZIP or foreign postal code <b>BROOKLYN, OH 44144-2302</b>								
G Check all that apply: <table border="0" style="width:100%;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	C If exemption application is pending, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <table border="0" style="width:100%;"> <tr> <td><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> <tr> <td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> </table>		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Other taxable private foundation	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>		
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Other taxable private foundation							
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation							
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 790,483.</b>		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						

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	18,768.	18,768.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	17,851.			
	b Gross sales price for all assets on line 6a <b>131,977.</b>				
	7 Capital gain net income (from Part IV, line 2)		17,851.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	36,619.	36,619.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	1,215.	911.		304.
	14 Other employees salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) <b>STMT 2</b>	1,000.	NONE	NONE	1,000.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) <b>STMT 3</b>	832.			
	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) <b>STMT 4</b>	100.			100.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,147.	911.	NONE	1,404.
	25 Contributions, gifts, grants paid	55,557.			55,557.
26 Total expenses and disbursements. Add lines 24 and 25	58,704.	911.	NONE	56,961.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-22,085.				
b Net investment income (if negative, enter -0-)		35,708.			
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 5	660,590.	638,504.	790,483.	
	14	Land, buildings, and equipment basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	660,590.	638,504.	790,483.		
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	<b>Total liabilities</b> (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 . . . . .	660,590.	638,504.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	660,590.	638,504.			
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	660,590.	638,504.			

**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	660,590.
2	Enter amount from Part I, line 27a . . . . .	2	-22,085.
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	638,505.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5	1.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	638,504.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
<b>a</b> 131,977.		114,126.	17,851.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
<b>a</b>				17,851.		
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2 Capital gain net income or (net capital loss)</b>				2	17,851.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>				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	18,175.	723,763.	0.025112
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
<b>2 Total of line 1, column (d)</b>			0.223213
<b>3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years</b>			0.044643
<b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>			779,479.
<b>5 Multiply line 4 by line 3</b>			34,798.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			357.
<b>7 Add lines 5 and 6</b>			35,155.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			56,961.

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)

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Total amount overpaid is 243.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about political influence, tax on political expenditures, and substantial contributors. Includes handwritten 'NY' in row 8a.

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 . . . . . 15
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 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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(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 X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . 1b X
Organizations relying on a current notice regarding disaster assistance check here . . . . .
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? . . . . . 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? . . . . . Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) . . . . . 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X 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.) . . . . . 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 2013? . . . . . 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	1,215.	-0-	-0-
-----				
-----				
-----				
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**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	NONE
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	791,349.
d	Total (add lines 1a, b, and c)	1d	791,349.
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	791,349.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,870.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	779,479.
6	Minimum investment return. Enter 5% of line 5	6	38,974.

**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	38,974.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	357.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	357.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	38,617.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	38,617.
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	38,617.

**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	56,961.
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	56,961.
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	357.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	56,604.

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 . . . . .				38,617.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only . . . . .			16,477.	
b Total for prior years: 20 <u>11</u> , 20 <u>      </u> , 20 <u>      </u> . . . . .		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 . . . . .	NONE			
b From 2009 . . . . .	NONE			
c From 2010 . . . . .	NONE			
d From 2011 . . . . .	NONE			
e From 2012 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>56,961.</u>				
a Applied to 2012, but not more than line 2a . . . . .			16,477.	
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 . . . . .				38,617.
e Remaining amount distributed out of corpus . . . . .	1,867.			
5 Excess distributions carryover applied to 2013 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	1,867.			
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 . . . . .				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 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 . . . . .	1,867.			
10 Analysis of line 9:				
a Excess from 2009 . . . . .	NONE			
b Excess from 2010 . . . . .	NONE			
c Excess from 2011 . . . . .	NONE			
d Excess from 2012 . . . . .	NONE			
e Excess from 2013 . . . . .	1,867.			

**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)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
(3) Largest amount of support from an exempt organization. . . . .					
(4) Gross investment income . . . . .					

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

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

N/A

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

N/A

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

Check here  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:
- 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 <i>Paid during the year</i>  RENSSELAER POLYTECHNIC INSTITUTE ATTN DAVID J GAUME CFA TROY NY 12180-3704	NONE	PUBLIC CHA	GENERAL CORPORATE PURPOSES	55,557.
<b>Total</b> ..... ▶ 3a				55,557.
b <i>Approved for future payment</i>				
<b>Total</b> ..... ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Dividends and interest from securities, Net rental income, Gain or (loss) from sales of assets, and Subtotal.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.



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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTERST	18,768.	18,768.
TOTAL	18,768.	18,768.

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	232.
FEDERAL ESTIMATES - PRINCIPAL	600.
	-----
TOTALS	832.
	=====

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

14-6014894

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	C	638,504.	790,483.
TOTALS		638,504.	790,483.

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SETTLEMENT DATE BASIS AS OF 09/30/14

ACCOUNT NO. 0055180.2  
 HOLMES LEMUEL FBO RPI T/W PRI USD  
 USD BASE CURRENCY

PAR VALUE/SHARE	DESCRIPTION	COST	BOOK VALUE	MARKET VALUE	ESTIMATED ANNUAL INC
<b>CASH AND EQUIVALENTS</b>					
0.00	CASH	0.00	0.00	0.00	0.00
14820.48	KT SHORT TERM DEPOSIT FUND	14,820.48	14,820.48	14,820.48	19.06
252.56	KT SHORT TERM DEPOSIT FUND	252.56	252.56	252.56	0.32
<b>TOTAL CASH AND EQUIVALENTS</b>		<del>14,820.48</del>	<del>14,820.48</del>	<del>14,820.48</del>	<del>19.06</del>
		15,073.04	15,073.04	15,073.04	19.38
<b>EQUITY</b>					
61.00	3M CO	8,665.73	8,665.73	8,642.48	208.62
106.00	ACCENTURE PLC	6,008.97	6,008.97	8,619.92	216.24
0.00	AMAZON COM INC	0.00	0.00	0.00	0.00
115.00	AMERICAN WATER WORKS CO INC	3,529.79	3,529.79	5,546.45	142.60
168.00	APPLE INC	3,058.36	3,095.90	16,926.00	315.84
127.00	AT&T INC	3,820.16	3,820.16	4,475.48	233.68
101.00	CAPITAL ONE FINANCIAL CORP	7,260.61	7,260.61	8,243.62	121.20
86.00	CELGENE CORP	2,347.98	2,242.67	8,151.08	0.00
99.00	CHEVRON CORP	10,191.06	10,191.06	11,812.68	423.72
130.00	CINCINNATI FINANCIAL CORP	4,546.10	4,546.10	6,116.50	228.80
149.00	CMS ENERGY CORP	3,659.42	3,659.42	4,419.34	160.92
205.00	COCA COLA CO	6,547.70	6,547.70	8,745.30	250.10
117.00	COMCAST CORP	5,855.85	5,855.85	6,292.26	105.30
91.00	CONOCOPHILLIPS	4,856.65	4,834.30	6,963.32	265.72
40.00	COSTCO WHOLESALE CORP	3,264.66	3,264.66	5,012.80	56.80
115.00	DANAHER CORP DEL	6,435.39	6,435.39	8,737.70	46.00
0.00	EATON CORP PLC	0.00	0.00	0.00	0.00
216.00	EMC CORP	5,772.42	5,748.21	6,320.16	99.36
75.00	ENERGEN CORP	3,591.00	3,591.00	5,418.00	45.00
62.00	ENERGIZER HOLDINGS INC	4,820.30	4,819.83	7,639.02	124.00
104.00	GILEAD SCIENCES INC	4,593.68	4,593.68	11,070.80	0.00
9.00	GOOGLE INC CL A	2,179.02	2,512.96	5,295.69	0.00
9.00	GOOGLE INC CL C	2,172.06	2,504.93	5,196.24	0.00
87.00	HALLIBURTON CO	3,045.86	3,045.86	5,612.37	52.20
58.00	HENRY SCHEIN INC	2,932.77	3,184.18	6,755.26	0.00
0.00	HOME DEPOT INC	0.00	0.00	0.00	0.00
234.00	INTEL CORP	6,659.62	6,659.62	8,147.88	210.60
21.00	INTERNATIONAL BUSINESS MACHS	3,867.52	3,826.75	3,986.43	92.40
95.00	JOHNSON & JOHNSON	6,135.10	6,135.10	10,126.05	266.00
45.00	JOY GLOBAL INC	2,682.91	2,682.91	2,454.30	36.00
159.00	JP MORGAN CHASE & CO	6,057.02	6,039.96	9,578.16	254.40
144.00	KRAFT FOODS GROUP INC	6,235.83	6,187.59	8,121.60	302.40
0.00	LENNAR CORP	0.00	0.00	0.00	0.00
61.00	LYONDELEBASELL INDUSTRIES N V	4,719.49	4,719.49	6,628.26	170.80
87.00	MASTERCARD INC	3,859.39	3,515.56	6,431.04	38.28
80.00	MCCORMICK & CO INC	3,836.01	3,744.03	5,352.00	118.40

SETTLEMENT DATE BASIS AS OF 09/30/14

ACCOUNT NO. 0055180.2  
HOLMES LEMUEL FBO RPI T/W PRI USD  
USD BASE CURRENCY

PAR VALUE/SHARE	DESCRIPTION	COST	BOOK VALUE	MARKET VALUE	ESTIMATED ANNUAL INC
EQUITY (CONT.)					
50.00	MCDONALDS CORP	4,431.95	4,431.67	4,740.50	170.00
47.00	MCKESSON CORP	3,639.09	3,639.09	9,149.49	45.12
116.00	MERCK & CO INC	4,450.90	4,450.90	6,876.48	204.16
119.00	METLIFE INC	4,758.29	4,763.00	6,392.68	166.60
66.00	MICHAEL KORS HOLDINGS LTD	6,211.77	6,211.77	4,711.74	0.00
247.00	MICROSOFT CORP	8,031.77	8,014.82	11,450.92	306.28
328.00	MORGAN STANLEY	5,888.84	5,888.84	11,338.96	131.20
78.00	NIKE INC	3,511.16	3,511.16	6,957.60	74.88
0.00	NORFOLK SOUTHERN CORP	0.00	0.00	0.00	0.00
86.00	NUCOR CORP	3,866.56	3,866.56	4,668.08	127.28
63.00	OCCIDENTAL PETE CORP DEL	5,029.25	5,029.29	6,057.45	181.44
140.00	ORACLE CORP	3,283.39	2,619.33	5,359.20	67.20
206.00	PFIZER INC	4,501.10	4,501.10	6,091.42	214.24
76.00	PHILLIPS 66	2,413.76	2,408.42	6,179.56	152.00
43.00	PRAXAIR INC	4,542.19	4,542.43	5,547.00	111.80
0.00	PRICELINE GROUP, INC.	0.00	0.00	0.00	0.00
116.00	PROCTER & GAMBLE CO	7,393.15	7,392.67	9,713.84	298.58
121.00	QUALCOMM INC	6,683.24	6,670.93	9,047.17	203.28
162.00	REPUBLIC SERVICES INC	4,453.38	4,453.38	6,321.24	181.44
138.00	ROWAN COS PLC	4,694.76	4,694.76	3,492.78	55.20
55.00	SEMPRA ENERGY	5,432.82	5,432.82	5,795.90	145.20
81.00	STARBUCKS CORP	3,915.53	3,915.53	6,112.26	84.24
80.00	T ROWE PRICE GROUP INC	3,303.60	3,286.91	6,272.00	140.80
77.00	THERMO FISHER SCIENTIFIC INC	3,127.17	3,634.92	9,370.90	46.20
70.00	UNITED PARCEL SERVICE INC	5,146.16	5,145.75	6,880.30	187.60
100.00	UNITED TECHNOLOGIES CORP	6,451.67	6,244.70	10,560.00	236.00
117.00	VERIZON COMMUNICATIONS INC	4,551.28	4,551.28	5,848.83	257.40
114.00	WALT DISNEY CO	2,941.75	2,880.86	10,149.42	98.04
193.00	WELLS FARGO CO	6,911.01	6,912.10	10,010.91	270.20
271.00	XL GROUP PLC	4,785.20	4,730.45	8,989.07	173.44
203.00	ZIONS BANCORP	4,333.00	4,333.00	5,899.18	32.48
TOTAL EQUITY		291,901.17	291,628.41	442,823.07	8,947.68
MUTUAL FUNDS - OPEN ENDED					
4593.426	BLACKROCK FLOATING RATE INCOME \$0.425	48,414.71	48,414.71	47,541.96	1,952.21
0.00	CULLEN HIGH DIVIDEND EQUITY FUND \$0.413	0.00	0.00	0.00	0.00
0.00	METROPOLITAN WEST T/R BOND FD \$0.263	0.00	0.00	0.00	0.00
2067.516	TEMPLETON GLOBAL BOND FUND \$0.513	26,043.26	26,042.92	27,332.56	936.58
TOTAL MUTUAL FUNDS - OPEN ENDED		74,457.97	74,457.63	74,874.52	2,888.79

SETTLEMENT DATE BASIS AS OF 09/30/14

ACCOUNT NO. 0055180.2  
 HOLMES LEMUEL FBO RPI T/W PRI USD  
 USD BASE CURRENCY

PAR VALUE/SHARE	DESCRIPTION	COST	BOOK VALUE	MARKET VALUE	ESTIMATED ANNUAL INC
<b>MUTUAL FUNDS - CLOSED END</b>					
593.00	ISHARES 10+ YEAR CREDIT BOND \$2.74200	35,261.46	35,263.50	35,544.42	1,561.37
402.00	ISHARES BARCLAYS 3-7 YR TREAS BD \$0.97100	49,381.60	49,381.60	48,770.64	542.30
1137.00	ISHARES BARCLAYS MBS BOND FUND \$1.38900	123,032.79	123,043.46	122,921.07	1,840.80
182.00	ISHARES IBOX \$ HIGH YIELD CORP \$5.62800	16,384.94	16,384.66	16,734.90	966.60
142.00	ISHARES IBOX \$ INVESTMENT BD FD \$4.35300	16,583.72	16,583.77	16,787.24	593.99
0.00	ISHARES S&P 500/BARRA GRTH INDEX \$1.42900	0.00	0.00	0.00	0.00
429.00	ISHARES S&P US PREFERRED STOCK \$2.44100	16,427.06	16,427.11	16,954.08	1,160.87
<b>TOTAL MUTUAL FUNDS - CLOSED END</b>					
		257,071.57	257,084.10	257,712.35	6,665.93
<b>TOTAL PORTFOLIO</b>					
		638,251.19	637,990.62	790,230.42	18,521.46
<b>GRAND TOTAL</b>					
		<del>638,251.19</del>	<del>637,990.62</del>	<del>790,230.42</del>	<del>18,521.46</del>
		<u>638,503.75</u>	<u>638,243.18</u>	<u>790,482.98</u>	