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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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, 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)

Room/suite

B Telephone number (see instructions)

KEYBANK N.A. 10 W SECOND ST 26TH FL

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 ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐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) ▶ \$ 4,594,952.

J Accounting method: ☒ Cash ☐ Accrual☐ 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)
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	99,380.	99,380.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	168,230.			
b	Gross sales price for all assets on line 6a 1,523,246.				
7	Capital gain net income (from Part IV, line 2) .		168,230.		
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)				
12	Total. Add lines 1 through 11	267,610.	267,610.		
13	Compensation of officers, directors, trustees, etc.	44,385.	33,289.		11,096.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT. 2	1,000.	NONE	NONE	1,000.
c	Other professional fees (attach schedule) . . .				
17	Interest				
18	Taxes (attach schedule) (see instructions) . 3	9,630.			
19	Depreciation (attach schedule) and depletion .				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT. 4 .	25.			
24	Total operating and administrative expenses. Add lines 13 through 23.	55,040.	33,289.	NONE	12,096.
25	Contributions, gifts, grants paid	220,000.			220,000.
26	Total expenses and disbursements. Add lines 24 and 25	275,040.	33,289.	NONE	232,096.
27	Subtract line 26 from line 12	-7,430.			
a	Excess of revenue over expenses and disbursements . .				
b	Net investment income (if negative, enter -0-)		234,321.		
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				
	10a	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.	4,136,771.	4,129,341.	4,594,952.	
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)		4,136,771.	4,129,341.	4,594,952.	
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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		4,136,771.	4,129,341.	
	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)		4,136,771.	4,129,341.	
	31	Total liabilities and net assets/fund balances (see instructions)		4,136,771.	4,129,341.	

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	4,136,771.
2	Enter amount from Part I, line 27a	2	-7,430.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,129,341.
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	4,129,341.

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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 1,493,166.		1,355,016.	138,150.		
b 30,080.			30,080.		
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			138,150.		
b			30,080.		
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	168,230.	
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.

(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))
2014	236,148.	4,924,275.	0.047956
2013	187,759.	4,650,324.	0.040375
2012	200,537.	4,374,195.	0.045845
2011	209,829.	4,453,661.	0.047114
2010	254,428.	4,326,474.	0.058807
2 Total of line 1, column (d)			2 0.240097
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 0.048019
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 4,787,779.
5 Multiply line 4 by line 3			5 229,904.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,343.
7 Add lines 5 and 6			7 232,247.
8 Enter qualifying distributions from Part XII, line 4			8 232,096.

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b.	1	4,686.
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	4,686.
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	4,686.
6	Credits/Payments.		
a	2015 estimated tax payments and 2014 overpayment credited to 2015.	6a	6,874.
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	6,874.
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	2,188.
11	Enter the amount of line 10 to be Credited to 2016 estimated tax.	11	2,188. Refunded

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
1b 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
1c 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. \$ _____ (2) On foundation managers. \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b 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) <u>WA</u>		
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 2015 or the taxable year beginning in 2015 (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)

	Yes	No
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).		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).		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	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 2015, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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)?		X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	<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.)		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 2015 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 2015)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2015?		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 4945(d)(4)(A)? (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** X

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	44,385.	-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	4,860,689.
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	4,860,689.
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	4,860,689.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	72,910.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,787,779.
6	Minimum investment return. Enter 5% of line 5	6	239,389.

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	239,389.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	4,686.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,686.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	234,703.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4.	5	234,703.
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	234,703.

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	232,096.
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	232,096.
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	232,096.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				234,703.
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only.			NONE	
b Total for prior years 20 <u>13</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	40,130.			
b From 2011	NONE			
c From 2012	NONE			
d From 2013	NONE			
e From 2014	NONE			
f Total of lines 3a through e	40,130.			
4 Qualifying distributions for 2015 from Part XII, line 4. ► \$ <u>232,096.</u>				
a Applied to 2014, 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 2015 distributable amount.				232,096.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2015. (If an amount appears in column (d), the same amount must be shown in column (a).)	2,607.			2,607.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	37,523.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	37,523.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2011	NONE			
b Excess from 2012	NONE			
c Excess from 2013	NONE			
d Excess from 2014	NONE			
e Excess from 2015	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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	
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:

SEE STATEMENT 7

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	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 Paid during the year				
SEE STATEMENT 22				220,000.
Total			▶ 3a	220,000.
b Approved for future payment				
Total			▶ 3b	

[illegible]

(See worksheet in line 13 instructions to verify calculations.)

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

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 (other than by providing funds for such purposes). (See instructions.)
▼	

NOT APPLICABLE

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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) | Cash | 1a(1) | | X |
| (2) | Other assets | 1a(2) | | X |
| b | Other transactions. | | | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) | Reimbursement arrangements | 1b(4) | | X |
| (5) | Loans or loan guarantees | 1b(5) | | X |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

Sign Here			11/11/2016	Vice President
	Signature of officer or trustee		Date	

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

KEYBANK BY:J R FREEDLINE

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no			

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	92,501.	92,501.
COMMON TRUST FDS	6,879.	6,879.
	-----	-----
TOTAL	99,380.	99,380.
	=====	=====

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	8,000.
FEDERAL ESTIMATES - PRINCIPAL	1,630.

TOTALS	9,630.
	=====

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

DESCRIPTION

C OR F

SEE ATTACHED

C

TOTALS

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	-1,325.00	-----

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		-1,325.00
		=====

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

COMMON TRUST FUNDS	31,405.00	-----

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		31,405.00
		=====

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

STATEMENT 7

RECIPIENT NAME:
TACOMA COMMUNITY COLLEGE
ADDRESS:
5900 SOUTH 12TH STREET
TACOMA, WA 98422
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 7,500.

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 8,500.

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 10,000.

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 2,500.

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 8,500.

RECIPIENT NAME:
TACOMA ART MUSEUM
ADDRESS:
1701 PACIFIC AVE
TACOMA, WA 98402
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:
EXODUS HOUSING
ADDRESS:
P.O. BOX 1006
SUMNER, WA 98390
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 1,000.

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 5,000.

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 10,000.

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 6,000.

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 12,500.

WM KILWORTH FDN T/W 104-0161800 91-6072527
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

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 3,500.

RECIPIENT NAME:

REBUILDING TOGETHER SOUTH SOUND

ADDRESS:

2025 MILDRED STREET WEST
FIRCREST, WA 98446

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:

TACOMA SYMPHONY ORCHESTRA

ADDRESS:

901 BROADWAY, SUITE 600
TACOMA, WA 98402

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID 11,000.

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 2,000.

RECIPIENT NAME:
TACOMA/PIERCE COUNTY HABITAT FOR
HUMANITY
ADDRESS:
PO BOX 7124
TACOMA, WA 98417
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 1,500.

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

RECIPIENT NAME:
TACOMA/PIERCE COUNTY HABITAT FOR
HUMANITY
ADDRESS:
PO BOX 7124
TACOMA, WA 98417
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICKED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
JUNIOR ACHIEVEMENT
ADDRESS:
1700 WESTLAKE AVE NORTH #400
SEATTLE, WA 98109
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

LOVE INC OF PIERCE COUNTY
C/O SHERRY PHINISEY, EXECUTIVE DIR

ADDRESS:

10213 139TH ST CT E#B1
PUYALLUP, WA 98374

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID 2,000.

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 3,500.

RECIPIENT NAME:

COMMUNITIES IN SCHOOL OF LAKEWOOD

ADDRESS:

6402 100TH ST SW
LAKEWOOD, WA 98499

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

THE FIRST TEE OF SOUTH PUGET SOUND

ADDRESS:

7108 LAKEWOOD DRIVE WEST
TACOMA, WA 98467

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

MOCKINGBIRD SOCIETY

ADDRESS:

2100 24TH AVE S #240
SEATTLE, WA 98144

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

MOUNTAINVIEW COMMUNITY CENTER

ADDRESS:

STE A 3607 122ND AVE E
EDGEWOOD, WA 98372

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

NORTHWEST HARVEST

ADDRESS:

P.O. BOX 12272
SEATTLE, WA 98102

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

PIERCE COUNTY LIBRARY

ADDRESS:

3005 112TH ST E
TACOMA, WA 98446

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
SAFE STREETS
ADDRESS:
622 TACOMA AVE SOUTH 1ST FLOOR
TACOMA, WA 98402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
PUYALLUP VALLEY ST FRANCIS HOUSE
ADDRESS:
322 7TH ST SE
PUYALLUP, WA 98372
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
SHARED HOUSING SERVICES
ADDRESS:
901 S 11TH ST
TACOMA, WA 98405
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
TACOMA COMMUNITY BOAT BUILDERS
ADDRESS:
4540 S ADAMS ST #403
TACOMA, WA 98409
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
WASHINGTON STATE HISTORY MUSEUM
ADDRESS:
1911 PACIFIC AVE
TACOMA, WA 98402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
UNIVERSITY OF PUGET SOUND
ADDRESS:
1500 NORTH WARNER
TACOMA, WA 98416
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 25,000.

• WM KILWORTH FDN T/W 104-0161800 91-6072527
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

TACOMA YOUTH FOR CHRIST

ADDRESS:

1216 CENTER ST

TACOMA, WA 98409

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID 2,000.

TOTAL GRANTS PAID:

220,000.

=====

BK-RG-OFF-ACCOUNT
4731-400-10420-0161800
FISCAL YEAR CODE 1231

ACCOUNT NAME
KILWORTH WILLIAM FND T/W
AS OF 12-31-2015

TAX ANALYST/NAME
Wynika T West

RUN DATE 2016-01-15
BUS DATE 2016-01-14
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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
00206R102	AT&T INC COM	15,140.40	0.00	13,649.30	440.000
00206RBM3	AT&T INC SENIOR NT DTD 12/11/12 1 40% DUE 12/01/17	49,768.50	0.00	48,615.00	50,000.000
00817Y108	AETNA INC COM	23,245.80	0.00	23,737.41	215.000
02079K305	ALPHABET INC COM CL A	38,900.50	0.00	18,986.23	50.000
023135106	AMAZON COM INC COM	33,794.50	0.00	9,622.96	50.000
023608102	AMEREN CORP COM	18,372.75	0.00	16,774.75	425.000
0258M0DD8	AMERICAN EXPRESS CREDIT MED TERM NT DTD 03/26/12 2.375% DUE 03/24/17	50,543.00	0.00	50,617.55	50,000.000
037833100	APPLE INC COM	55,261.50	0.00	8,501.00	525.000
084670702	BERKSHIRE HATHAWAY INC COM CL B	9,903.00	0.00	9,944.75	75.000
12572Q105	CME GROUP INC COM	16,761.00	0.00	15,619.70	185.000
125896100	CMS ENERGY CORP COM	16,777.20	0.00	10,653.10	465.000
126650100	CVS HEALTH CORPORATION	23,464.80	0.00	23,816.10	240.000
134429AV1	CAMPBELL SOUP CO SENIOR NT DTD 07/06/10 3.05% DUE 07/15/17	51,125.50	0.00	52,779.95	50,000.000
14040H105	CAPITAL ONE FINANCIAL CORP COM	22,736.70	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	50,306.00	0.00	50,929.05	50,000.000
151020104	CELGENE CORP COM	36,526.80	0.00	15,686.81	305.000
171340102	CHURCH & DWIGHT INC COM	14,005.20	0.00	13,480.50	165.000
172062101	CINCINNATI FINANCIAL CORP COM	23,668.00	0.00	14,174.28	400.000
191216100	COCA COLA CO COM	18,258.00	0.00	14,228.98	425.000
20030N101	COMCAST CORP COM CL A	24,547.05	0.00	22,264.35	435.000
20825C104	CONOCOPHILLIPS COM	21,477.40	0.00	26,695.57	460.000
22160K105	COSTCO WHOLESALE CORP COM	22,610.00	0.00	12,349.57	140.000
22547QKJ4	CREDIT SUISSE AG-EFA LINKED FGN MED TERM NT SER EFA LINKED DTD 04/02/14 0% DUE 10/03/16	179,189.00	0.00	190,000.00	190,000.000
235851102	DANAHER CORP DEL COM	33,436.80	0.00	20,980.80	360.000
25278X109	DIAMONDBACK ENERGY INC COM	14,718.00	0.00	14,310.93	220.000
254687106	WALT DISNEY CO COM	41,506.60	0.00	14,204.69	395.000
260543103	DOW CHEMICAL CO COM	14,929.20	0.00	15,291.70	290.000
268648102	EMC CORP COM	16,563.60	0.00	16,432.35	645.000
30231G102	EXXON MOBIL CORP COM	37,416.00	0.00	41,025.60	480.000
30303M102	FACEBOOK INC COM CL A	37,154.30	0.00	30,483.27	355.000
31359M7X5	FANNIE MAE NOTE DTD 04/16/07 5.00% DUE 05/11/17	105,379.00	0.00	98,474.00	100,000.000
31387CRK9	FANNIE MAE POOL 580190 DTD 05/01/01 5.500% DUE 05/01/16	201.03	0.00	0.00	257,400.000
31388VYF9	FANNIE MAE POOL 616410 DTD 12/01/01 6.000% DUE 12/01/31	3,470.65	0.00	0.00	200,000.000
37045V100	GENERAL MOTORS CO COM	14,624.30	0.00	14,985.50	430.000
375558103	GILEAD SCIENCES INC COM	32,380.80	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	54,927.00	0.00	50,711.80	50,000.000
40428BPJ5	HSEC USA INC SENIOR NT DTD	50,717.50	0.00	51,067.00	50,000.000
*** TOTAL ***		4,566,116.75	28,835.10	4,129,340.61	1,894,211.765

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
	09/24/13 2.625% DUE 09/24/18				
411511306	HARBOR INTERNATIONAL FD OPEN- END FUND	284,516.73	0.00	297,475.74	4,787.426
437076102	HOME DEPOT INC COM	27,111.25	0.00	19,540.20	205.000
458140100	INTEL CORP COM	22,392.50	0.00	16,665.94	650.000
461202103	INTUIT COM	13,992.50	0.00	14,080.95	145.000
464287200	ISHARES CORE S&P 500 ETF CLOSED-END FUND	297,061.50	0.00	302,049.36	1,450.000
464287234	ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND	100,593.75	0.00	124,012.10	3,125.000
464287465	ISHARES MSCI EAFE INDEX FUND CLOSED-END FUND	182,032.00	0.00	201,663.05	3,100.000
464287804	ISHARES CORE S&P SMALL-CAP ETF CLOSED-END FUND	135,985.85	0.00	71,239.97	1,235.000
46432F842	ISHARES CORE MSCI EAFE ETF CLOSED-END FUND	119,636.00	0.00	129,008.88	2,200.000
46625H100	JP MORGAN CHASE & CO COM	35,656.20	0.00	16,892.77	540.000
478160104	JOHNSON & JOHNSON COM	29,788.80	0.00	18,899.24	290.000
57636Q104	MASTERCARD INC COM CL A	30,181.60	0.00	14,360.40	310.000
580135101	MCDONALDS CORP COM	20,674.50	0.00	17,867.10	175.000
58155Q103	MCKESSON CORP COM	25,639.90	0.00	10,864.31	130.000
58933Y105	MERCK & CO INC COM	19,279.30	0.00	14,315.27	365.000
59156R108	METLIFE INC COM	17,596.65	0.00	15,214.68	365.000
594918104	MICROSOFT CORP COM	41,887.40	0.00	25,159.55	755.000
609207105	MONDELEZ INTERNATIONAL INC COM CL A	22,195.80	0.00	18,943.65	495.000
617446448	MORGAN STANLEY COM	31,810.00	0.00	17,230.00	1,000.000
654106103	NIKE INC COM CL B	34,375.00	0.00	15,282.54	550.000
68389X105	ORACLE CORP COM	14,064.05	0.00	4,743.20	385.000
68389XAN5	ORACLE CORP SENIOR NT DTD 10/25/12 1 20% DUE 10/15/17	50,026.50	0.00	48,692.00	50,000.000
69362BBA9	PSEG POWER LLC SENIOR BD DTD 11/8/2013 4 30000% DUE 11/15/2023	49,075.00	0.00	52,176.29	50,000.000
717081103	PFIZER INC COM	20,175.00	0.00	13,712.44	625.000
718172109	PHILIP MORRIS INTERNATIONAL INC COM	18,461.10	0.00	17,809.09	210.000
718172BE8	PHILIP MORRIS INTL INC SENIOR BD DTD 11/12/13 3.60% DUE 11/15/23	52,106.00	0.00	51,127.70	50,000.000
718546104	PHILLIPS 66 COM	18,405.00	0.00	6,739.44	225.000
74144T108	T ROWE PRICE GROUP INC COM	17,157.60	0.00	6,948.00	240.000
741503403	PRICELINE GROUP INC COM	21,674.15	0.00	10,611.08	17.000
74253Q747	PRINCIPAL MIDCAP FUND OPEN- END FUND INSTL CL	37,901.56	0.00	42,000.00	1,813.472
742718109	PROCTER & GAMBLE CO COM	14,690.85	0.00	11,605.13	185.000
747525103	QUALCOMM INC COM	17,494.75	0.00	17,552.50	350.000
7495200A1	KT SHORT TERM DEPOSIT FUND	38,322.57	28,835.10	67,157.67	67,157.670
749520902	KT GOVERNMENT MORTGAGE FUND	225,037.14	0.00	211,214.64	2,486.590
760759100	REPUBLIC SERVICES INC COM CL A	26,394.00	0.00	17,732.70	600.000
776696106	ROPER TECHNOLOGIES INC COM	29,417.45	0.00	26,021.40	155.000
80589MAE2	SCANA CORP MED TERM NT DTD	48,984.50	0.00	50,700.50	50,000.000
	*** TOTAL ***	4,566,116.75	28,835.10	4,129,340.61	1,894,211.765

BK-RG-OFF-ACCOUNT
4731-400-10420-0161800
FISCAL YEAR CODE 1231

ACCOUNT NAME
KILWORTH WILLIAM FND T/W
AS OF 12-31-2015

TAX ANALYST/NAME
Wynika T West

RUN DATE 2016-01-15
BUS DATE 2016-01-14
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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
	01/25/12 4.125% DUE 02/01/22				
806407102	HENRY SCHEIN INC COM	16,609 95	0.00	4,180.80	105.000
816851109	SEMPRA ENERGY COM	9,871 05	0.00	10,263 95	105 000
824348106	SHERWIN WILLIAMS CO COM	12,980.00	0 00	13,069.30	50.000
855244109	STARBUCKS CORP COM	29,414.70	0.00	13,421 10	490.000
880208400	TEMPLETON GLOBAL BOND FUND OPEN-END FUND ADV CL	84,468.86	0.00	100,000.00	7,326.007
883556102	THERMO FISHER SCIENTIFIC INC COM	24,823.75	0 00	6,030.50	175.000
88579Y101	3M CO COM	29,374 80	0 00	28,150.23	195.000
89233P5E2	TOYOTA MOTOR CREDIT CORP MED TERM NT DTD 09/15/11 2 00% DUE 09/15/16	100,807 00	0.00	101,262 37	100,000 000
912810PV4	UNITED STATES TREAS BDS INFL IDX DTD 01/31/08 1.75% DUE 01/15/28	124,049 69	0.00	107,563 60	100,000.000
912828UE8	UNITED STATES TREAS NTS DTD 12/31/12 .75% DUE 12/31/17	99,324 00	0 00	99,691 41	100,000.000
912828VQ0	UNITED STATES TREAS NTS DTD 07/31/13 1.375% DUE 07/31/18	100,383 00	0 00	100,037 81	100,000 000
912828WC0	UNITED STATES TREAS NTS DTD 10/31/13 1 75% DUE 10/31/20	49,922 00	0 00	49,988 28	50,000 000
913017109	UNITED TECHNOLOGIES CORP COM	22,576.45	0.00	18,701.13	235 000
92343V104	VERIZON COMMUNICATIONS INC COM	21,030 10	0 00	18,475 00	455.000
931142103	WAL MART STORES INC COM	14,405 50	0 00	14,433 70	235.000
949746101	WELLS FARGO CO COM	33,159.60	0.00	21,430.99	610 000
94974BFQ8	WELLS FARGO & CO SENIOR NT DTD 10/28/13 2 15% DUE 01/15/19	50,279 50	0 00	50,329.83	50,000.000
94986RXP1	WELLS FARGO & CO MED TERM NT SER EEM LINKED DTD 06/29/15 0% DUE 06/28/18	36,743.18	0.00	45,000.00	45,000 000
989701107	ZIONS BANCORP COM	16,789.50	0.00	12,804.24	615 000
998154249	CHARITABLE CONVERTIBLE SEC FUND	189,434 29	0 00	213,086 61	5,839.600
G1151C101	ACCENTURE PLC FGN COM CL A	33,962 50	0 00	18,472 97	325 000
N53745100	LYONDELLBASELL INDUSTRIES N V FGN COM CL A	20,421.50	0.00	19,060.15	235 000
USD	US DOLLAR CURRENCY	-20,316.00	0.00	-20,316.00	-20,316 000
	*** TOTAL ***	4,566,116 75	28,835 10	4,129,340 61	1,894,211.765

4,594,951.85