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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

2016

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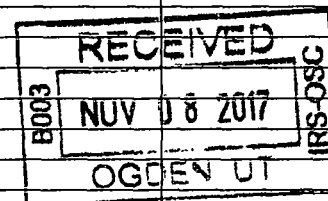
For calendar year 2016 or tax year beginning

, 2016, 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) 800-999-9658	
City or town, state or province, country, and ZIP or foreign postal code DAYTON, OH 45402				C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply:		Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/>		D 1 Foreign organizations, check here . . . <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		E If private foundation status was terminated under section 507(b)(1)(A), check here . . . <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 4,649,821.		(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		84,207.	84,207.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		9,064.			
b Gross sales price for all assets on line 6a 1,110,965.					
7 Capital gain net income (from Part IV, line 2)			9,064.		
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		93,271.	93,271.		
13 Compensation of officers, directors, trustees, etc		42,663.	31,997.		10,666.
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)		3,918.	NONE	NONE	3,918.
b Accounting fees (attach schedule)		1,000.	NONE	NONE	1,000.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)		2,960.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule)		25.			
24 Total operating and administrative expenses Add lines 13 through 23.		50,566.	31,997.	NONE	15,584.
25 Contributions, gifts, grants paid		215,950.			215,950.
26 Total expenses and disbursements Add lines 24 and 25		266,516.	31,997.	NONE	231,534.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-173,245.			
b Net investment income (if negative, enter -0-)			61,274.		
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)				
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule) STMT 6.		4,129,341.	3,956,098.	4,649,821.
	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)		4,129,341.	3,956,098.	4,649,821.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	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	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
Net Assets or Fund Balances	27 Capital stock, trust principal, or current funds		4,129,341.	3,956,098.	
	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)		4,129,341.	3,956,098.	
	31 Total liabilities and net assets/fund balances (see instructions)		4,129,341.	3,956,098.	

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	4,129,341.
2 Enter amount from Part I, line 27a	2	-173,245.
3 Other increases not included in line 2 (itemize) ▶ ROUNDING	3	2.
4 Add lines 1, 2, and 3	4	3,956,098.
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	3,956,098.

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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.)
1 a 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 1,100,515.		1,101,901.	-1,386.		
b 10,450.			10,450.		
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			-1,386.		
b			10,450.		
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	9,064.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	232,096.	4,787,779.	0.048477
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
2 Total of line 1, column (d)			2 0.229767
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 0.045953
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 4,611,116.
5 Multiply line 4 by line 3.			5 211,895.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 613.
7 Add lines 5 and 6.			7 212,508.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 231,534.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	613.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	613.
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	613.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 5,148.		
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	5,148.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,535.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax 616. Refunded	11	3,919.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (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
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) WA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	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)	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? Website address ► N/A	13	X
14 The books are in care of ► KEYBANK, N.A. Telephone no ►		
Located at ► 10 W SECOND ST 26TH FL, DAYTON, OH ZIP+4 ► 45402		
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 2016, 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?		
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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.

	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)?	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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2016 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 2016)	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 2016?	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 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)? ☐ 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, NATIONAL ASSOCIATION 10 W SECOND ST 26TH FL, DAYTON, OH 45402	TRUSTEE 1	42,663.	-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	4,681,336.
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	4,681,336.
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	4,681,336.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	70,220.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,611,116.
6	Minimum investment return. Enter 5% of line 5	6	230,556.

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	230,556.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	613.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	613.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	229,943.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	229,943.
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	229,943.

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	231,534.
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	231,534.
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	613.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	230,921.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				229,943.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			NONE	
b Total for prior years 20 <u>14</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011	NONE			
b From 2012	NONE			
c From 2013	NONE			
d From 2014	NONE			
e From 2015	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>231,534.</u>				
a Applied to 2015, 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 2016 distributable amount.				229,943.
e Remaining amount distributed out of corpus. . .	1,591.			
5 Excess distributions carryover applied to 2016 . (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	1,591.			
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 2015 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				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 2011 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,591.			
10 Analysis of line 9				
a Excess from 2012 . . .	NONE			
b Excess from 2013 . . .	NONE			
c Excess from 2014 . . .	NONE			
d Excess from 2015 . . .	NONE			
e Excess from 2016 . . .	1,591.			

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 2016, 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				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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 8

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE STATEMENT 23				215,950.
Total			▶ 3a	215,950.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	84,207.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property. .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	9,064.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory. . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)					93,271.	
13 Total Add line 12, columns (b), (d), and (e)					93,271.	93,271.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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**

James R. Freeman Jr
Signature of officer or trustee

10/25/2017
Date

▶ Vice President
Title

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 & INTEREST	84,207.	84,207.
TOTAL	84,207.	84,207.

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
LEGAL FEES - PRINCIPAL (ALLOCA	3,918.			3,918.
	-----	-----	-----	-----
TOTALS	3,918.	NONE	NONE	3,918.
	=====	=====	=====	=====

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 ESTIMATES - PRINCIPAL	2,960.

TOTALS	2,960.
	=====

WM KILWORTH FDN

T/W 104-0161800

91-6072527

FORM 990PF, PART I - OTHER EXPENSES

=====

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

TOTALS	25.
	=====

STATEMENT 5

91-6072527

WM KILWORTH FDN T/W 104-0161800

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

COST/
FMV
C OR F

DESCRIPTION

SEE ATTACHED

C

TOTALS

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

COMMON TRUST FUNDS

-248.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-248.00
=====NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS

10,698.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

10,698.00
=====

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 8

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 9,950.

RECIPIENT NAME:
HELPING HANDS HOUSE
ADDRESS:
P.O. BOX 710
PUYALLUP, WA 98371-0184
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
PALMER SCHOLARS
ADDRESS:
P.O. BOX 7119
TACOMA, WA 98417
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 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 10,000.

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 5,000.

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:
THE TACOMA RESCUE MISSION
ADDRESS:
P.O. BOX 1912
TACOMA, WA 98401-1912
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 2,500.

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:
TACOMA YOUTH SYMPHONY
ADDRESS:
901 BROADWAY PLAZE, SUITE 500
TACOMA, WA 98402-4415
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 2,500.

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 7,500.

RECIPIENT NAME:
TACOMA SHARED HOUSING SERVICES
ADDRESS:
P.O. BOX 5937
TACOMA, WA 98415-0937
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 2,500.

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 10,000.

RECIPIENT NAME:
CATHOLIC COMMUNITY SERVICES
ADDRESS:
1323 S YAKIMA AVE
TACOMA, WA 98405-4457
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
NORTHWEST SINFONIETTA
ADDRESS:
1019 PACIFIC AVE, SUITE 1011
TACOMA, WA 98402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:
AIDS HOUSING ASSOCIATION OF TACOMA
ADDRESS:
301 NORTH L STREET
TACOMA, WA 98403
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 5,000.

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 5,000.

RECIPIENT NAME:
FISH FOOD BANKS OF PIERCE COUNTY
ADDRESS:
621 TACOMA AVE S, SUITE 202
TACOMA, WA 98402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNSTRICED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 7,500.

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

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 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: .
NEW PHOEBE HOUSE ASSOCIATION
ADDRESS:
PO BOX 5245
TACOMA, WA 98415
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
MOCKINGBIRD SOCIETY
ADDRESS:
2100 24TH AVE S SUITE 240
SEATTLE, WA 98144
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
L'ARCHE TAHOMA HOPE
ADDRESS:
12303 36TH AVE EAST
TACOMA, WA 98446
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
JOB CARR CABIN MUSEUM
ADDRESS:
2350 N 30TH ST
TACOMA, WA 98403
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
TACOMA COMMUNITY HOUSE
ADDRESS:
1314 S L ST
TACOMA, WA 98405
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
FIRST TEE OF SOUTH PUGET SOUND
ADDRESS:
7108 LAKEWOOD DR W
TACOMA, WA 98467
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
EDGE FOUNDATION
ADDRESS:
2017 FAIRVIEW AVE E. SUITE I
SEATTLE, WA 98102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
THE WISHING WELL FOUNDATION
ADDRESS:
16524 89TH AVE E
PUYALLUP, WA 98375
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
ST. FRANCIS HOUSE - PUYALLUP VALLEY
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:
AFFORDABLE HOUSING CONSORTIUM
ADDRESS:
1323 SOUTH YAKIMA AVE
TACOMA, WA 98405
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
COMMUNITY HEALTH CARE
ADDRESS:
1202 MARTIN LUTHER KING JR WAY
TACOMA, WA 98405
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID 5,000.

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

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

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 12,500.

TOTAL GRANTS PAID: 215,950.
=====

CHARITABLE TRUSTS HOLDINGS REPORT

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

ACCOUNT NAME
KILWORTH WILLIAM FND T/W
AS OF 12-31-2016

TAX ANALYST/NAME
Wynika T West

RUN DATE 2017-01-19
BUS DATE 2017-01-18
PAGE 149

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
00206R102	AT&T INC COM	18,713.20	0 00	13,649 30	440 000
00206RBM3	AT&T INC SENIOR NT DTD 12/11/12 1 40% DUE 12/01/17	49,890.00	0 00	48,615 00	50,000 000
00817Y108	AETNA INC COM	26,662.15	0.00	23,737 41	215.000
02079K305	ALPHABET INC COM CL A	39,622.50	0.00	18,986 23	50 000
023135106	AMAZON COM INC COM	37,493.50	0 00	9,622.96	50 000
023608102	AMEREN CORP COM	22,295.50	0 00	16,774 75	425 000
0258MODD8	AMERICAN EXPRESS CREDIT MED TERM NT DTD 03/26/12 2 375% DUE 03/24/17	50,125 50	0.00	50,406 51	50,000 000
037833100	APPLE INC COM	60,805.50	0.00	8,501 00	525.000
084670702	BERKSHIRE HATHAWAY INC COM CL B	12,223.50	0.00	9,944 75	75 000
12572Q105	CME GROUP INC COM	21,339.75	0.00	15,619.70	185 000
125896100	CMS ENERGY CORP COM	19,353.30	0.00	10,653.10	465.000
126650100	CVS HEALTH CORPORATION	18,938.40	0.00	23,816.10	240.000
134429AV1	CAMPBELL SOUP CO SENIOR NT DTD 07/06/10 3 05% DUE 07/15/17	50,464.00	0.00	52,071.85	50,000.000
14040H105	CAPITAL ONE FINANCIAL CORP COM	27,480 60	0 00	22,771 44	315 000
151020104	CELGENE CORP COM	35,303 75	0.00	15,686.81	305 000
171340102	CHURCH & DWIGHT INC COM	14,582.70	0 00	13,480.50	330 000
172062101	CINCINNATI FINANCIAL CORP COM	30,300 00	0 00	14,174 28	400.000
191216100	COCA COLA CO COM	17,620.50	0 00	14,228.98	425.000
20030N101	COMCAST CORP COM CL A	30,036 75	0.00	22,264 35	435.000
20825C104	CONOCOPHILLIPS COM	23,064 40	0.00	26,695.57	460.000
22160K105	COSTCO WHOLESALE CORP COM	22,415 40	0.00	12,349.57	140 000
235851102	DANAHER CORP DEL COM	28,022 40	0.00	15,826.84	360 000
25278X109	DIAMONDBACK ENERGY INC COM	22,233 20	0.00	14,310.93	220 000
254687106	WALT DISNEY CO COM	41,166 90	0 00	14,204.69	395 000
258620103	DOUBLELINE TOTAL RETURN BOND FD OPEN-END FUND CL I	200,431 26	0.00	201,186.18	18,873 000
260543103	DOW CHEMICAL CO COM	16,593 80	0 00	15,291.70	290 000
30231G102	EXXON MOBIL CORP COM	43,324 80	0 00	41,025.60	480.000
30303M102	FACEBOOK INC COM CL A	40,842 75	0 00	30,483 27	355.000
31359M7X5	FANNIE MAE NOTE DTD 04/16/07 5 00% DUE 05/11/17	101,526 00	0.00	98,474 00	100,000.000
31388VYF9	FANNIE MAE POOL 616410 DTD 12/01/01 6 000% DUE 12/01/31	3,325 08	0 00	0 00	200,000.000
34959J108	FORTIVE CORP COM	9,653 40	0 00	5,153 96	180 000
353612641	FRANKLIN CONVERTIBLE SECURITIES OPEN-END FUND ADV CL	49,039 00	0 00	50,306.30	2,755.000
375558103	GILEAD SCIENCES INC COM	22,915 20	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	54,249 50	0.00	50,602.95	50,000.000
40428HPJ5	HSBC USA INC SENIOR NT DTD 09/24/13 2.625% DUE 09/24/18	50,512 00	0 00	50,751 21	50,000.000
411511306	HARBOR INTERNATIONAL FD OPEN- END FUND	279,633 55	0.00	297,475 74	4,787 426
437076102	HOME DEPOT INC COM	27,486.40	0.00	19,540 20	205 000
*** TOTAL ***		4,570,775 87	79,044.85	3,956,097.60	1,250,801 418

CHARITABLE TRUSTS HOLDINGS REPORT

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4731-400-10420-0161800
FISCAL YEAR CODE 1231

ACCOUNT NAME
KILWORTH WILLIAM FND T/W
AS OF 12-31-2016

TAX ANALYST/NAME
Wynika T West

RUN DATE 2017-01-19
BUS DATE 2017-01-18
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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
458140100	INTEL CORP COM	23,575 50	0 00	16,665.94	650.000
461202103	INTUIT COM	16,618.45	0.00	14,080.95	145 000
464287200	ISHARES CORE S&P 500 ETF CLOSED-END FUND	306,436.38	0.00	283,718 09	1,362 000
464287234	ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND	109,406 25	0 00	124,012 10	3,125.000
464287465	ISHARES MSCI EAFE INDEX FUND CLOSED-END FUND	149,347.51	0.00	167,587 02	2,587 000
464287473	ISHARES RUSSELL MIDCAP VALUE IDX CLOSED-END FUND	50,107.89	0 00	50,251 18	623.000
464287481	ISHARES RUSSELL MIDCAP GRWTH IDX CLOSED-END FUND	55,025 35	0.00	55,185.87	565 000
464287804	ISHARES CORE S&P SMALL-CAP ETF CLOSED-END FUND	169,837 20	0 00	71,239 97	1,235.000
464288687	ISHARES S&P US PREFERRED STOCK CLOSED-END FUND	50,159 08	0 00	50,173.37	1,348 000
46432F842	ISHARES CORE MSCI EAFE ETF CLOSED-END FUND	117,986.00	0.00	129,008 88	2,200.000
46625H100	JP MORGAN CHASE & CO COM	46,596 60	0.00	16,892.77	540.000
478160104	JOHNSON & JOHNSON COM	33,410 90	0 00	18,899 24	290.000
57636Q104	MASTERCARD INC COM CL A	32,007 50	0 00	14,360 40	310.000
58155Q103	MCKESSON CORP COM	18,258 50	0.00	10,864 31	130 000
58933Y105	MERCK & CO INC COM	21,487.55	0.00	14,315.27	365 000
59156R108	METLIFE INC COM	19,669 85	0.00	15,214 68	365 000
592905509	METROPOLITAN WEST T/R BOND FD OPEN-END FUND CL I	462,414.42	0 00	469,001 52	43,914.000
594918104	MICROSOFT CORP COM	46,915 70	0.00	25,159 55	755.000
609207105	MONDELEZ INTERNATIONAL INC COM CL A	21,943 35	0.00	18,943 65	495.000
617446448	MORGAN STANLEY COM	42,250 00	0 00	17,230 00	1,000 000
654106103	NIKE INC COM CL B	27,956 50	0.00	15,282 54	550 000
68389X105	ORACLE CORP COM	14,803 25	0.00	4,743.20	385 000
68389XAN5	ORACLE CORP SENIOR NT DTD 10/25/12 1 20% DUE 10/15/17	50,012 00	0.00	48,692 00	50,000 000
69362BBA9	PSEG POWER LLC SENIOR BD DTD 11/8/2013 4 30000% DUE 11/15/2023	51,681.00	0 00	51,929.37	50,000 000
717081103	PFIZER INC COM	20,300.00	0 00	13,712 44	625 000
718172109	PHILIP MORRIS INTERNATIONAL INC COM	19,212.90	0 00	17,809.09	210 000
718172BE8	PHILIP MORRIS INTL INC SENIOR BD DTD 11/12/13 3.60% DUE 11/15/23	51,972 00	0 00	51,002 53	50,000 000
718546104	PHILLIPS 66 COM	19,442.25	0 00	6,739 44	225 000
74144T108	T ROWE PRICE GROUP INC COM	18,062.40	0.00	6,948 00	240 000
741503403	PRICELINE GROUP INC. COM	24,923.02	0 00	10,611.08	17.000
74253Q747	PRINCIPAL MIDCAP FUND OPEN- END FUND INSTL CL	40,784.99	0 00	42,000.00	1,813.472
742718109	PROCTER & GAMBLE CO COM	15,554 80	0.00	11,605 13	185 000
747525103	QUALCOMM INC COM	22,820 00	0 00	17,552 50	350 000
7495200A1	KT SHORT TERM INVESTMENT FUND	20,610 67	79,044 85	99,655.52	99,655 520
760759100	REPUBLIC SERVICES INC COM CL A	34,230.00	0 00	17,732.70	600 000
776696106	ROPER TECHNOLOGIES INC COM	28,377.40	0.00	26,021 40	155.000
	*** TOTAL ***	4,570,775.87	79,044 85	3,956,097.60	1,250,801 418

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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
80589MAE2	SCANA CORP MED TERM NT DTD 01/25/12 4 125% DUE 02/01/22	50,519.50	0.00	50,604.70	50,000.000
806407102	HENRY SCHEIN INC COM	15,929.55	0.00	4,180.80	105.000
816851109	SEMPRA ENERGY COM	10,567.20	0.00	10,263.95	105.000
824348106	SHERWIN WILLIAMS CO COM	13,437.00	0.00	13,069.30	50.000
855244109	STARBUCKS CORP COM	27,204.80	0.00	13,421.10	490.000
883556102	THERMO FISHER SCIENTIFIC INC COM	24,692.50	0.00	6,030.50	175.000
88579Y101	3M CO COM	34,821.15	0.00	28,150.23	195.000
904504842	UNDISCOVERED MGRS BEHAVR VALUE FUND OPEN-END FUND INSTL CL	16,527.36	0.00	17,123.84	256.000
912810PV4	UNITED STATES TREAS BDS INFL IDX DTD 01/31/08 1 75% DUE 01/15/28	128,820.77	0.00	108,390.48	100,000.000
912828UE8	UNITED STATES TREAS NTS DTD 12/31/12 75% DUE 12/31/17	99,836.00	0.00	99,691.41	100,000.000
913017109	UNITED TECHNOLOGIES CORP COM	25,760.70	0.00	18,701.13	235.000
92343V104	VERIZON COMMUNICATIONS INC COM	24,287.90	0.00	18,475.00	455.000
931142103	WAL MART STORES INC COM	16,243.20	0.00	14,433.70	235.000
949746101	WELLS FARGO CO COM	33,617.10	0.00	21,430.99	610.000
94974BFQ8	WELLS FARGO & CO SENIOR NT DTD 10/28/13 2 15% DUE 01/15/19	50,275.00	0.00	50,240.51	50,000.000
94986RXP1	WELLS FARGO & CO MED TERM NT SER EEM LINKED DTD 06/29/15 0% DUE 06/28/18	39,657.69	0.00	45,000.00	45,000.000
989701107	ZIONS BANCORP COM	26,469.60	0.00	12,804.24	615.000
G11S1C101	ACCENTURE PLC FGN COM CL A	38,067.25	0.00	18,472.97	325.000
N53745100	LYONDELLBASELL INDUSTRIES N V FGN COM CL A	20,158.30	0.00	19,060.15	235.000
*** TOTAL ***		4,570,775.87	79,044.85	3,956,097.60	1,250,801.418