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## 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](http://www.irs.gov/form990pf)

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

, 20

Name of foundation

BERNICE A B KEYES

T/W 40-0166180

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

KEYBANK, 4900 TIEDEMAN RD. OH-01-49-0150

City or town, state or province, country, and ZIP or foreign postal code

BROOKLYN, OH 44144-2302

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization:

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,922,351.

J Accounting method:  Cash  Accrual Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis)

A Employer identification number

91-6111944

B Telephone number (see instructions)

216-813-4556

C If exemption application is pending, check here. ► D 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. ► 

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 checked="" 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	45,436	45,436		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,464			
b Gross sales price for all assets on line 6a	528,968			
7 Capital gain net income (from Part IV, line 2)		1,464		
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 (less attach schedule)				
11 Other income (attach schedule)	962			STMT 2
12 Total Add lines 1 through 11	47,862	46,900		
13 Compensation of officers, directors, trustees, etc.	21,270	15,952		5,317
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,000	NONE	NONE	1,000
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	915			
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			25
24 Total operating and administrative expenses	23,210	15,952	NONE	6,342
Add lines 13 through 23				
25 Contributions, gifts, grants paid	90,608			90,608
26 Total expenses and disbursements Add lines 24 and 25	113,818	15,952	NONE	96,950
27 Subtract line 26 from line 12	-65,956			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		30,948		
c Adjusted net income (if negative, enter -0-)				

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	<b>Beginning of year</b>	<b>End of year</b>		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	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 ►						
12 Investments - mortgage loans . . . . .						
13 Investments - other (attach schedule) . . . . .	STMT 6.	1,667,881.	1,601,925.	1,922,351.		
14 Land, buildings, and equipment basis ►						
Less accumulated depreciation ►						
15 Other assets (describe ► )						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		1,667,881.	1,601,925.	1,922,351.		
<b>Liabilities</b>	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	
	<b>Net Assets or Fund Balances</b>	24 Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
		25 Unrestricted . . . . .				
		26 Temporarily restricted . . . . .				
27 Permanently restricted . . . . .						
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>						
28 Capital stock, trust principal, or current funds . . . . .			1,667,881.	1,601,925.		
29 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .						
30 Retained earnings, accumulated income, endowment, or other funds' . . . . .						
31 Total net assets or fund balances (see instructions) . . . . .			1,667,881.	1,601,925.		
Total liabilities and net assets/fund balances (see instructions) . . . . .			1,667,881.	1,601,925.		

**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	1,667,881.
2 Enter amount from Part I, line 27a . . . . .	2	-65,956.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3 . . . . .	4	1,601,925.
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	1,601,925.

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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.)
<b>1 a</b> PUBLICLY TRADED SECURITIES					
<b>b</b> OTHER GAINS AND LOSSES					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 534,937.		527,504.	7,433.		
b -5,969.			-5,969.		
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			7,433.		
b			-5,969.		
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		1,464.
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	{ 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	102,661.	1,959,239.	0.052398
2014	86,948.	2,007,887.	0.043303
2013	78,516.	1,905,381.	0.041208
2012	80,062.	1,801,897.	0.044432
2011	88,779.	1,824,565.	0.048658
2 Total of line 1, column (d)			2 0.229999
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 0.046000
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 1,881,317.
5 Multiply line 4 by line 3.			5 86,541.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 309.
7 Add lines 5 and 6.			7 86,850.
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 96,950.

**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 . . .	1	309.
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 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	309.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		
3	Add lines 1 and 2 . . . . .	3	309.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	4	NONE
6	<b>Credits/Payments</b>		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 . . . . .	5	309.
b	Exempt foreign organizations - tax withheld at source . . . . .		
c	Tax paid with application for extension of time to file (Form 8868) . . . . .		
d	Backup withholding erroneously withheld . . . . .		
7	Total credits and payments. Add lines 6a through 6d . . . . .	6a	1,220.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	7	1,220.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .		
11	Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> ► <input type="checkbox"/> 312. <b>Refunded</b> ► <input type="checkbox"/> 11	8	9
		10	911.
		11	599.

**Part VII-A Statements Regarding Activities**

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? . . . . .	1a	Yes X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .		
<i>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</i>			
c	Did the foundation file Form 1120-POL for this year? . . . . .	1b	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 ► \$ _____	1c	X
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		
<i>If "Yes," attach a detailed description of the activities</i>			
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 . . . . .	2	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		
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? . . . . .	3	X
<i>If "Yes," attach the statement required by General Instruction T</i>			
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? . . . . .	4a	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		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► WA	4b	X
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 . . . . .		
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. . . . .	5	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		
		6	X
		7	X
8b		8b	X
		9	X
		10	X

**Part VII-A Statements Regarding Activities (continued)**

11	Yes	No
11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>KEYBANK, N A</u> Telephone no. ► <u>(216) 813-4556</u>	
	Located at ► <u>4900 TIEDEMAN RD.OH-01-49-0147, BROOKLYN, OH</u> ZIP+4 ► <u>44144-2302</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . ► <u>15</u>	
16	Yes	No
16		X
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.

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)? . . . . .	
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <u>      </u>	
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? . . . . .	
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? . . . . .	
	If "Yes," list the years ► <u>      </u> , <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.) . . . . .	
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> , <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 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		X
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		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .					<input type="checkbox"/>	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .					<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .					<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). . . . .					<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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? . . . . .					<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 . . . . . ►					<input type="checkbox"/>	
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? . . . . .		<input type="checkbox"/> Yes	<input type="checkbox"/> 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? . . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .					6b
If "Yes" to 6b, file Form 8870						
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 NA 100 PUBLIC SQ STE 600, CLEVELAND, OH 44113	TRUSTEE 1	21,270.	-0-	-0-
2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE
Total number of other employees paid over \$50,000 . . . . . ►				NONE

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

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

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

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

## **Part IX-A      Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	NONE	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
<b>1</b>	<u>NONE</u>	
<b>2</b>		
<b>3</b>	<u>All other program-related investments See instructions</u>	
<b>4</b>	<u>NONE</u>	
<b>Total. Add lines 1 through 3</b>		

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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 1,909,966.
b	Average of monthly cash balances . . . . .	1b NONE
c	Fair market value of all other assets (see instructions) . . . . .	1c NONE
d	<b>Total</b> (add lines 1a, b, and c) . . . . .	1d 1,909,966.
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 1,909,966.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	4 28,649.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5 1,881,317.
6	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6 94,066.

**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 94,066.
2a	Tax on investment income for 2016 from Part VI, line 5 . . . . .	2a 309.
b	Income tax for 2016. (This does not include the tax from Part VI) . . . . .	2b
c	Add lines 2a and 2b . . . . .	2c 309.
3	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	3 93,757.
4	Recoveries of amounts treated as qualifying distributions . . . . .	4 NONE
5	Add lines 3 and 4 . . . . .	5 93,757.
6	Deduction from distributable amount (see instructions) . . . . .	6 NONE
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . .	7 93,757.

**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 96,950.
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	<b>Qualifying distributions</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 96,950.
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) . . . . .	5 309.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6 96,641.

**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 . . . . .				93,757.
2 Undistributed income, if any, as of the end of 2016			NONE	
a Enter amount for 2015 only. . . . .			NONE	
b Total for prior years 20 14 ,20 ,20				
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 . . . . .	7,133.			
f Total of lines 3a through e . . . . .	7,133.			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 96,950.				
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) . . . . .				
d Applied to 2016 distributable amount . . . . .				93,757.
e Remaining amount distributed out of corpus. . . . .	3,193.			
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	10,326.			
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) . . . . .				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .				
10 Analysis of line 9				
a Excess from 2012 . . . . .	NONE			
b Excess from 2013 . . . . .	NONE			
c Excess from 2014 . . . . .	NONE			
d Excess from 2015 . . . . .	7,133.			
e Excess from 2016 . . . . .	3,193.			

**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)																																										
2a	<table border="1"> <thead> <tr> <th>Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2016</th> <th>(b) 2015</th> <th>(c) 2014</th> <th>(d) 2013</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>				Tax year	Prior 3 years			(e) Total	(a) 2016	(b) 2015	(c) 2014	(d) 2013																														
Tax year	Prior 3 years			(e) Total																																							
(a) 2016	(b) 2015	(c) 2014	(d) 2013																																								
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)(ii) . . . . .																																										
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).)

NONE

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.

NONE

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

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

**Part XV      Supplementary Information (continued)**

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
SEE ATTACHMENT	NONE	I	SCHOLARSHIP	90,608.
<b>Total</b>				► 3a 90,608.
<b>b Approved for future payment</b>				
<b>Total</b>				► 3b

JSA  
6E1491 1 000

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Form 990-PF (2016)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	45,436.	
5 Net rental income or (loss) from real estate					
a Debit-financed property . . . . .					
b Not debt-financed property . . . . .					
6 Net rental income or (loss) from personal property. . . . .					
7 Other investment income . . . . .			18	1,464.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events . . . . .					
10 Gross profit or (loss) from sales of inventory . . . . .					
11 Other revenue a					
b <u>FEDERAL TAX REFUND</u>			1	962.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e) . . . . .				47,862.	
13 Total. Add line 12, columns (b), (d), and (e)					47,862.

13 Total. Add line 12, columns (b), (d), and (e). . . . .  
(See worksheet in line 13 instructions to verify calculations.)

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

**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.		

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

<p>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.</p>			
<b>Sign Here</b>		<u>07/28/2017</u>	<b>Vice President</b>
Signature of officer or trustee	Date	Title	
May the IRS discuss this return with the preparer shown below (see instructions)?			
<input type="checkbox"/> Yes <input type="checkbox"/> No			

KEYBANK BY: J R FREEDLINE					
<b>Paid Preparer Use Only</b>	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	

Bernice A B Keyes

91-6111944

## Part XV-3

University Name	Student Name	Address of university	Relationship	Status	Purpose	Amount
Boston University	S. An	Boston MA 02215	None		Scholarship	\$ 1,612.00
Charles Wright Academy	E. Julian	Washington 98467	None		Scholarship	\$ 6,152.80
Charles Wright Academy	E. Julian	Washington 98467	None		Scholarship	\$ 647.02
Charles Wright Academy	W. Swift	Washington 98467	None		Scholarship	\$ 14,500.00
Charles Wright Academy	E. Shepard	Washington 98467	None		Scholarship	\$ 14,500.00
Duke University	Q. King	Durham 27708	None		Scholarship	\$ 1,612.00
George Fox University	L. Peirce	NEWBERG OR 97132	None		Scholarship	\$ 1,612.00
Gonzaga University	A. McCullough	Spokane WA 99258	None		Scholarship	\$ 1,612.00
Gonzaga University	C. Black	Spokane WA 99258	None		Scholarship	\$ 1,612.00
Northwest University	S. Ndungu	KIRKLAND WA 98033	None		Scholarship	\$ 1,612.00
Occidental College	J. Dhami	Los Angeles CA 90041	None		Scholarship	\$ 1,612.00
Pacific Lutheran University	J. Cruz	Tacoma WA 98447	None		Scholarship	\$ 1,612.00
Pacific Lutheran University	T. Chinneth	Tacoma WA 98447	None		Scholarship	\$ 1,612.00
TUFTS University	N. Hill	Medford MA 02155	None		Scholarship	\$ 1,612.00
Univ. of Washington	J. Bernal	SEATTLE WA 98195	None		Scholarship	\$ 1,612.00
Univ. of Washington	S. Miranda	SEATTLE WA 98195	None		Scholarship	\$ 1,612.00
Univ. of Washington	D. McGinnis	SEATTLE WA 98195	None		Scholarship	\$ 1,612.00
Univ. of Washington	H. Won Redden	SEATTLE WA 98195	None		Scholarship	\$ 1,612.00
Univ. of Washington	B. Luong	SEATTLE WA 98195	None		Scholarship	\$ 1,612.00
Univ. of Washington	M. Severson	SEATTLE WA 98195	None		Scholarship	\$ 1,612.00
Univ. of Washington	K. Nguyen	SEATTLE WA 98195	None		Scholarship	\$ 1,612.00
Univ. of Washington	G. Ortiz	SEATTLE WA 98195	None		Scholarship	\$ 1,612.00
Univ. of Washington	G. Lee	SEATTLE WA 98195	None		Scholarship	\$ 1,612.00
Univ. of Washington Tacoma	P. Granillo	Tacoma WA 98402	None		Scholarship	\$ 1,612.00
Univ. of Washington Tacoma	K. Nguyen	Tacoma WA 98402	None		Scholarship	\$ 1,612.00
Univ. of Washington Tacoma	K. Orantes	Tacoma WA 98402	None		Scholarship	\$ 1,612.00
Univ. of Washington Tacoma	K. Orantes	Tacoma WA 98402	None		Scholarship	\$ 1,612.00
Univer of Puget Sound	A. Johnson	TACOMA, WA 98416	None		Scholarship	\$ 1,612.00
University of Miami	T. Blackston	Coral Gables FL 33146	None		Scholarship	\$ 1,612.00
University of Oklahoma Norman	B. Wilson	Norman OK 73019	None		Scholarship	\$ 1,612.00
Washington State University	P. Rader	PULLMAN, WA 99164	None		Scholarship	\$ 1,612.00
Washington State University	T. Solis	PULLMAN, WA 99164	None		Scholarship	\$ 1,612.00
Washington State University	N. Valencia	PULLMAN, WA 99164	None		Scholarship	\$ 1,612.00
Western Washington University	C. Blanc	Bellingham WA 98225	None		Scholarship	\$ 1,612.00
Whitman College	T. Harris	Walla Walla WA 99362	None		Scholarship	\$ 1,612.00
Whitman College	T-H Hung	Walla Walla WA 99362	None		Scholarship	\$ 1,612.00
Whitworth University	T. Currin	Spokane WA 99251	None		Scholarship	\$ 1,612.00
Whitworth University	R. Iyeli	Spokane WA 99251	None		Scholarship	\$ 1,612.00
<b>TOTAL</b>						<b>\$ 90,607.82</b>

BERNICE A B KEYES

T/W 40-0166180

91-6111944

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INT MUTUAL FUND OID	26,234. 18,180. 1,022.	26,234 18,180. 1,022.
TOTAL	45,436.	45,436.

BERNICE A B KEYES

T/W 40-0166180

91-6111944

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION

REFUND

REVENUE  
AND  
EXPENSES  
PER BOOKS

TOTALS

962.

962.

=====

STATEMENT 2

XD576 2 000

GR8558 L701 07/28/2017 07:33:25

40-0166180

18

BERNICE A B KEYES

T/W 40-0166180

91-6111944

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

BERNICE A B KEYES

T/W 40-0166180

91-6111944

FORM 990PF, PART I - TAXES

=====

DESCRIPTION

-----

FEDERAL ESTIMATES - PRINCIPAL 915.

TOTALS 915.

REVENUE  
AND  
EXPENSES  
PER BOOKS

-----

=====

STATEMENT 4

X0576 2000

GR8558 L701 07/28/2017 07:33:25

40-0166180

20 -

BERNICE A B KEYES

T/W 40-0166180

91-6111944

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
STATE FILING FEE	25.	25.
TOTALS	25.	25.

=====

BERNICE A B KEYES

T/W 40-0166180

91-6111944

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	C	1,601,925.	1,922,351.
TOTALS		1,601,925	1,922,351.

## CHARITABLE TRUSTS HOLDINGS REPORT

BK-RG-OFF-ACCOUNT  
4731-400-10420-0166180  
FISCAL YEAR CODE 1231

ACCOUNT NAME  
KEYES BERNICE A B OCHR  
AS OF 12-31-2016

TAX ANALYST/NAME  
Edwin Perez

RUN DATE 2017-01-19  
BUS DATE 2017-01-18  
PAGE 175

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
580135101	MCDONALDS CORP COM	8,520 40	0 00	6,285 30	70 000
58155Q103	MCKESSON CORP COM	8,005 65	0 00	4,531 66	57 000
58933Y105	MERCK & CO INC COM	9,536 94	0 00	6,348 76	162 000
59156R108	METLIFE INC COM	8,945 74	0 00	6,863 12	166 000
594918104	MICROSOFT CORP COM	21,624 72	0 00	12,002 79	348 000
609207105	MONDELEZ INTERNATIONAL INC COM CL A	9,841 26	0 00	8,295 26	222 000
617446448	MORGAN STANLEY COM	14,449 50	0 00	6,087 57	342 000
641224415	NEUBERGER BERMAN EMERG MKTS EQTY OPEN-END FUND INSTL CL	50,424 00	0 00	53,724 00	3,300 000
68389X105	ORACLE CORP COM	7,382 40	0 00	2,649 58	192 000
717081103	PFIZER INC COM	9,224 32	0 00	6,270 78	284 000
718172109	PHILIP MORRIS INTERNATIONAL INC COM	13,357 54	0 00	12,531 74	146 000
723787107	PIONEER NATURAL RESOURCES CO COM	8,463 29	0 00	7,278 89	47 000
74144T108	T ROWE PRICE GROUP INC COM	8,353 86	0 00	2,816 07	111 000
741503403	PRICELINE GROUP INC COM	11,728 48	0 00	4,287 91	8 000
74253Q747	PRINCIPAL MIDCAP FUND OPEN-END FUND INSTL CL	49,478 00	0 00	46,178 00	2,200 000
742718109	PROCTER & GAMBLE CO COM	5,549 28	0 00	4,195 29	66 000
74460D109	PUBLIC STORAGE REIT	8,940 00	0 00	8,317 20	40 000
747525103	QUALCOMM INC COM	10,888 40	0 00	9,225 08	167 000
7495200A1	KT SHORT TERM INVESTMENT FUND	34,255 65	24,400 08	58,655 73	58,655 730
749520902	KT GOVERNMENT MORTGAGE FUND	57,895 08	0 00	50,924 38	655 578
760759100	REPUBLIC SERVICES INC COM CL A	15,574 65	0 00	8,372 78	273 000
776696106	ROPER TECHNOLOGIES INC COM	12,266 36	0 00	11,471 74	67 000
806407102	HENRY SCHEIN INC COM	5,764 98	0 00	1,425 76	38 000
816851109	SEMPRA ENERGY COM	4,528 80	0 00	4,505 84	45 000
824348106	SHERWIN WILLIAMS CO COM	6,449 76	0 00	6,421 10	24 000
855244109	STARBUCKS CORP COM	12,380 96	0 00	6,025 27	223 000
883556102	THERMO FISHER SCIENTIFIC INC COM	11,429 10	0 00	2,820 42	81 000
88579Y101	3M CO COM	16,964 15	0 00	13,557 08	95 000
887317303	TIME WARNER INC COM	13,031 55	0 00	13,009 95	135 000
912810FV4	UNITED STATES TREAS BDS INFL IDX DTD 01/31/08 1 75% DUE 01/15/28	61,833 97	0 00	53,413 01	48,000 000
912828LA6	UNITED STATES TREAS NTS INFL IDX DTD 07/15/09 1 875% DUE 07/15/19	56,652 06	0 00	53,532 38	47,000 000
913017109	UNITED TECHNOLOGIES CORP COM	15,237 18	0 00	9,314 87	139 000
92343V104	VERIZON COMMUNICATIONS INC COM	10,942 90	0 00	8,378 98	205 000
949746101	WELLS FARGO CO COM	14,824 59	0 00	9,626 47	269 000
989701107	ZIONS BANCORP COM	12,008 16	0 00	5,945 94	279 000
998154249	CHARITABLE CONVERTIBLE SEC FUND	61,708 43	0 00	61,313 78	1,812 342
G1151C101	ACCENTURE PLC FGN COM CL A	17,335 24	0 00	8,366 18	148 000
N53745100	LYONDELLBASELL INDUSTRIES N V FGN COM CL A	5,918 82	0 00	7,336 83	69 000
*** TOTAL ***		1,897,950 47	24,400 08	1,601,925.40	225,594 254