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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2008

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning DEC 1, 2008, and ending NOV 30, 2009

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: **RJK FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **105 RIVER PARK LANE**

Room/suite: _____

City or town, state, and ZIP code: **GREAT FALLS, VA 22066**

A Employer identification number: **38-2812719**

B Telephone number: **703-759-7425**

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 ☐

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): **\$ 1,652,994.**

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,365.	1,365.		STATEMENT 2
	4 Dividends and interest from securities	46,525.	46,525.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<208,937.>			STATEMENT 1
	b Gross sales price for all assets on line 6a	366,470.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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)					
11 Other income	993.	<1,180.>		STATEMENT 4	
12 Total. Add lines 1 through 11	<160,054.>	46,710.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	12,000.	6,000.		6,000.
	15 Pension plans, employee benefits	930.	465.		465.
	16a Legal fees				
	b Accounting fees	4,475.	2,237.		2,238.
	c Other professional fees	8,598.	8,598.		0.
	17 Interest	914.	914.		0.
	18 Taxes	11.	11.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	1,595.	337.		1,258.
	24 Total operating and administrative expenses. Add lines 13 through 23	28,523.	18,562.		9,961.
	25 Contributions, gifts, grants paid	63,000.			63,000.
26 Total expenses and disbursements. Add lines 24 and 25	91,523.	18,562.		72,961.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<251,577.>				
b Net investment income (if negative, enter -0-)		28,148.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		44,744.	29,418.	29,418.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 10	1,408,460.	1,097,379.	1,205,058.
	c	Investments - corporate bonds	STMT 11	250,000.	308,907.	321,816.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 12	100,000.	100,000.	96,702.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		1,803,204.	1,535,704.	1,652,994.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable		20,000.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		20,000.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		1,567,407.	1,567,407.	
	29	Retained earnings, accumulated income, endowment, or other funds		215,797.	<31,703.>	
30	Total net assets or fund balances		1,783,204.	1,535,704.		
31	Total liabilities and net assets/fund balances		1,803,204.	1,535,704.		

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	1,783,204.
2	Enter amount from Part I, line 27a	2	<251,577.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	4,077.
4	Add lines 1, 2, and 3	4	1,535,704.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,535,704.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P		
b TYCO INTL SECURITIES LITIGATION	P	VARIOUS	03/06/09
c JPMORGAN MULTI STRATEGY FUND, LLC K-1	P		
d JPMORGAN MULTI STRATEGY FUND, LLC K-1	P		
e CAPITAL GAINS DIVIDENDS			

(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 354,008.		573,979.	<219,971.>
b 105.			105.
c		1,141.	<1,141.>
d		287.	<287.>
e 12,357.			12,357.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<219,971.>
b			105.
c			<1,141.>
d			<287.>
e			12,357.

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> <div style="border: 1px solid black; width: 30px; height: 30px; display: flex; align-items: center; justify-content: center;">2</div> </div> </div>	<208,937.>
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). If (loss), enter -0- in Part I, line 8	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> <div style="border: 1px solid black; width: 30px; height: 30px; display: flex; align-items: center; justify-content: center;">3</div> </div> </div>	N/A

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 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))
2007	148,323.	1,971,671.	.075227
2006	140,460.	2,310,877.	.060782
2005	138,762.	2,194,800.	.063223
2004	142,289.	2,275,994.	.062517
2003	133,182.	2,320,132.	.057403

2 Total of line 1, column (d)	2	.319152
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	.063830
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	1,449,201.
5 Multiply line 4 by line 3	5	92,502.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	281.
7 Add lines 5 and 6	7	92,783.
8 Enter qualifying distributions from Part XII, line 4	8	72,961.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

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 letter: _____ (attach copy of ruling letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	563.
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	0.
3 Add lines 1 and 2		3	563.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	563.
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	720.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	720.	
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	157.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax	11	0.	

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 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. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
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?		
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) ► MI		
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 2008 or the taxable year beginning in 2008 (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)

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>ELIZABETH M. ALBERDING</u> Telephone no. ▶ <u>703-759-7425</u> Located at ▶ <u>105 RIVER PARK LANE, GREAT FALLS, VA</u> ZIP+4 ▶ <u>22066</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15	N/A		

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 type="checkbox"/> Yes <input checked="" 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	N/A	1b
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 2008?		1c
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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years ▶ _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	N/A	2b
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 2008 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 2008.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2008?		4b

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

If you answered "Yes" to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No

7b

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(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
RICHARD J. KELLY 105 RIVER PARK LANE GREAT FALLS, VA 22066	PRESIDENT 0.50	0.	0.	0.
MARY KELLY 105 RIVER PARK LANE GREAT FALLS, VA 22066	VICE PRESIDENT 0.50	0.	0.	0.
NANCY MECONI 2601 CAMBRIDGE COURT, SUITE 500 AUBURN HILLS, MI 48326	TREASURER/ SECRETARY 0.50	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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				

Total number of other employees paid over \$50,000

0

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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. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services

0

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 N/A	
	0.
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	1,323,887.
b	Average of monthly cash balances	1b	50,681.
c	Fair market value of all other assets	1c	96,702.
d	Total (add lines 1a, b, and c)	1d	1,471,270.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,471,270.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,069.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,449,201.
6	Minimum investment return. Enter 5% of line 5	6	72,460.

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	72,460.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	563.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	563.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	71,897.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	71,897.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	71,897.

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	72,961.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	72,961.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	72,961.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				71,897.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005	6,985.			
d From 2006	28,774.			
e From 2007	51,173.			
f Total of lines 3a through e	86,932.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$	72,961.			
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				71,897.
e Remaining amount distributed out of corpus	1,064.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	87,996.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	87,996.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005	6,985.			
c Excess from 2006	28,774.			
d Excess from 2007	51,173.			
e Excess from 2008	1,064.			

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)
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N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- 2 a** 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.

- 3 Subtract line 2d from line 2. 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 the instructions.)
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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).)

RICHARD J. KELLY

- 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 of the person to whom applications should be addressed:

N/A

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

N/A

- c Any submission deadlines:**

N/A

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

N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ASHEVILLE SCHOOLS, 360 ASHEVILLE SCHOOL ROAD, ASHEVILLE, NC 28806	N/A	PUBLIC	ARAKAS CHALLENGE, SCHOLARSHIPS	5,000.
COMMUNITY FOUNDATION FOR S.E. MICHIGAN, 333 W. FORT, DETROIT, MI 48226	N/A	PUBLIC	TO FURTHER OBJECTIVES OF FOUNDATION	48,000.
HAZELDEN FOUNDATION, P.O. BOX 11, CENTER CITY, MN 55012	N/A	PUBLIC	FAMILY AND PATIENT AID	5,000.
NORMAN ROCKWELL MUSEUM, 9 ROUTE 183, STOCKBRIDGE, MA 01262	N/A	PUBLIC	TO SUPPORT AMERICAN ILLUSTRATION TO DAILY LIFE	5,000.
Total				63,000.
b Approved for future payment				
NONE				
Total				0.

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED DATE SOLD
PUBLICLY TRADED SECURITIES					
	354,008.	573,979.	0.	0.	<219,971.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED DATE SOLD
TYCO INTL SECURITIES LITIGATION					
	105.	0.	0.	0.	03/06/09 105.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED DATE SOLD
JPMORGAN MULTI STRATEGY FUND, LLC K-1					
	0.	1,141.	0.	0.	<1,141.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JPMORGAN MULTI STRATEGY FUND, LLC K-1		PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	287.	0.	0.	<287.>
CAPITAL GAINS DIVIDENDS FROM PART IV				12,357.
TOTAL TO FORM 990-PF, PART I, LINE 6A				<208,937.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
JP MORGAN CHASE BANK	95.
JP MORGAN MULTI-STRATEGY FUND LLC K-1	1,270.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,365.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JP MORGAN CHASE BANK	58,547.	12,357.	46,190.
JP MORGAN MULTI-STRATEGY FUND LLC K-1	335.	0.	335.
TOTAL TO FM 990-PF, PART I, LN 4	58,882.	12,357.	46,525.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
JPMORGAN MULTI STRATEGY FUND, LLC K-1	<1,180.>	<1,180.>	
JPMORGAN MULTI STRATEGY FUND, LLC K-1	<270.>	0.	
INCOME TAX REFUND	2,443.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	993.	<1,180.>	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,475.	2,237.		2,238.
TO FORM 990-PF, PG 1, LN 16B	4,475.	2,237.		2,238.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUST ADMINISTRATION FEES	6,721.	6,721.		0.
JPMORGAN MULTI STRATEGY FUND, LLC K-1	1,877.	1,877.		0.
TO FORM 990-PF, PG 1, LN 16C	8,598.	8,598.		0.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	11.	11.		0.
TO FORM 990-PF, PG 1, LN 18	11.	11.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MI COUNCIL OF FOUNDATIONS MEMBERSHIP FEES	900.	0.		900.
PAYROLL SERVICING EXPENSES	675.	337.		338.
STATE OF MI CHARITABLE FILING FEE	20.	0.		20.
TO FORM 990-PF, PG 1, LN 23	1,595.	337.		1,258.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
BOOK TAX DIFFERENCES JPMORGAN MULTI STRATEGY FUND, LLC K-1	4,077.
TOTAL TO FORM 990-PF, PART III, LINE 3	4,077.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN CHASE BANK (SEE ATTACHED)	1,097,379.	1,205,058.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,097,379.	1,205,058.

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY ANNUAL REVIEW	50,000.	41,538.
JP MORGAN CHASE BANK (SEE ATTACHED)	258,907.	280,278.
TOTAL TO FORM 990-PF, PART II, LINE 10C	308,907.	321,816.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN MULTI STRATEGY FD LLC	FMV	100,000.	96,702.
TOTAL TO FORM 990-PF, PART II, LINE 13		100,000.	96,702.

J.P.Morgan

RJK FOUNDATION
EIN 38-2812719
ATTACHMENT #1

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income		Yield
						Accrued Dividends		
US Large Cap								
ALTRIA GROUP INC 02209S-10-3 MO	1,094,000	18.81	20,578.14	1,920.15	18,657.99	1,487.84		7.23%
COSTCO WHOLESALE CORP 22160K-10-5 COST	1,200,000	59.91	71,892.00	46,293.75	25,598.25	864.00		1.20%
CULLEN HIGH DIVIDEND EQUITY FUND 230001-40-6 CHDV X	3,708,441	11.01	40,829.94	49,470.60	(8,640.66)	1,283.12		3.14%
EDGEWOOD GROWTH FUND 0075W0-75-9 EGFI X	3,298,153	9.68	31,926.12	25,000.00	6,926.12			
ISHARES RUSSELL 1000 GROWTH INDEX FUND 464287-61-4 IWF	700,000	48.57	33,999.00	41,566.00	(7,567.00)	435.40		1.28%
J P MORGAN CHASE & CO 46625H-10-0 JPM	600,000	42.49	25,494.00	1,425.67	24,068.33	120.00		0.47%
JOHNSON & JOHNSON 478160-10-4 JNJ	700,000	62.84	43,988.00	1,073.52	42,914.48	1,372.00 343.00		3.12%
JPMORGAN INTREPID AMERICA FUND SELECT SHARE CLASS FUND 1206 4812A2-10-8 JPIA X	2,967,822	20.15	59,801.61	73,453.60	(13,651.99)	457.04		0.76%
JPMORGAN US LARGE CAP CORE PLUS FUND SELECT FUND 1002 4812A2-38-9 JLPS X	3,286,385	17.97	59,056.34	70,000.00	(10,943.66)	601.40		1.02%



RJK FOUNDATION
EIN 38-2812719
ATTACHMENT #1 (CONTINUED)

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
US Large Cap							
MANNING & NAPIER FUND INC EQUITY SERIES 563821-60-2 EXEY X	2,795 202	16 24	45,394.08	50,397.50	(5,003 42)	187.27	0.41 %
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	1,063.000	48 09	51,119.67	3,383 97	47,735 70	2,466 16	4 82 %
SPDR TRUST SERIES 1 78462F-10-3 SPY	100 000	109.94	10,994.00	12,920.37	(1,926 37)	203.30	1.85 %
THORNBURG VALUE FUND FD CLI 885215-63-2 TVIF X	1,588 022	30.73	48,799.92	70,000.00	(21,200 08)	768.60	1 58 %
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	1,500 000	31 46	47,190.00	40,620 28	6,569.72	2,850.00	6.04 %
3M CO 88579Y-10-1 MMM	1,000.000	77 44	77,440.00	18,950.84	58,489 16	2,040.00 510.00	2 63 %
Total US Large Cap			\$668,502.82	\$506,476.25	\$162,026.57	\$15,136.13 \$853.00	2.26 %
US Mid Cap/Small Cap							
ISHARES COHEN & STEERS REALTY MAJORS INDEX FUND 464287-56-4 ICF	600.000	49.70	29,820 00	50,028 00	(20,208 00)	1,047 60	3.51 %
ISHARES RUSSELL MIDCAP INDEX FUND 464287-49-9 IWR	1,000.000	78.46	78,460.00	83,595 67	(5,135 67)	968.00	1 23 %
ISHARES RUSSELL 2000 INDEX FUND 464287-65-5 IWM	500.000	58.09	29,045 00	36,710 00	(7,665 00)	290 50	1 00 %

J.P.Morgan

RJK FOUNDATION
EIN 38-2812719
ATTACHMENT #1 (CONTINUED)

US Mid Cap/Small Cap

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
JPMORGAN TRI HIGHBRIDGE STATISTICAL MARKET NEUTRAL FUND SELECT SHARES FUND # 1011 4812A2-43-9 HSKS X	2,473.717	15.91	39,356.84	40,000.00	(643.16)	81.63	0.21%
MANAGERS AMG FUNDS-TIMESSQUARE MID CAP GROWTH FUND 561709-83-3 TMDP X	5,827.506	11.37	66,258.74	50,000.00	16,258.74		
TURNER SMALL CAPITAL GROWTH FUND 900297-30-0 TSCE X	1,314.688	23.99	31,539.37	34,510.56	(2,971.19)		
Total US Mid Cap/Small Cap			\$274,479.95	\$294,844.23	(\$20,364.28)	\$2,387.73	0.87%

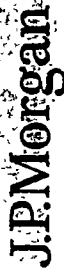
Non US Equity

DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODF X	2,649.421	31.57	83,642.22	111,472.00	(27,829.78)	2,490.45	2.98%
IVY GLOBAL NATURAL RESOURCE-I 465899-50-8 IGNI X	1,126.126	18.04	20,315.31	40,000.00	(19,684.69)	49.54	0.24%
JPMORGAN INTREPID EUROPEAN FUND SELECT SHARE CLASS FUND 1232 4812A0-67-2 JFES X	1,525.051	17.92	27,328.91	49,945.42	(22,616.51)	1,541.82	5.64%
MANNING & NAPIER FUND INC WORLD OPPORTUNITIES SERIES FUND 563821-54-5 EXWA X	10,460.251	7.92	82,845.19	50,000.00	32,845.19	627.61	0.76%



RJK FOUNDATION
EIN 38-2812719
ATTACHMENT #1 (CONTINUED)

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated		Yield
						Annual Income	Accrued Dividends	
Non US Equity								
MATTHEWS PACIFIC TIGER FUND -CL I 577130-10-7 MAPT X	1,150.766	18.66	21,473.29	21,784.00	(310.71)	341.77		1.59%
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND 77956H-50-0 PRAS X	1,680.672	15.75	26,470.58	22,857.14	3,613.44	672.26		2.54%
Total Non US Equity			\$262,075.50	\$296,058.56	(\$33,983.06)	\$5,723.45		2.18%



RJK FOUNDATION
EIN 38-2812719
ATTACHMENT #1 (CONTINUED)

	Quantity	Price	Market Value	Tax Cost Adjusted Original	Unrealized Gain/Loss	Estimated Annual Income Accrued Interest	Yield
US Fixed Income - Taxable							
GOLDMAN SACHS TRUST HIGH YIELD FUND INSTITUTIONAL SHS 38141W-67-9	6,060 606	6 82	41,333.33	30,000.00	11,333.33	3,309.09	8.01 %
JPMORGAN CORE BOND FUND SELECT SHARE CLASS FUND 3720 30-Day Annualized Yield: 4.30% 4812C0-38-1	7,000 437	11.25	78,754 92	75,000 00	3,754.92	3,808 23 294.02	4 84 %
JPMORGAN HIGH YIELD BOND FUND SELECT CLASS FUND 3580 30-Day Annualized Yield: 7.81% 4812C0-80-3	6,711 409	7 56	50,738 25	50,000.00	738.25	3,731.54 335.57	7.35 %
JPMORGAN CORE PLUS BOND FUND SELECT CLASS FUND 3122 30-Day Annualized Yield: 5.16% 4812C0-84-5	9,920 635	7 81	77,480.16	75,000.00	2,480.16	3,978 17 347.22	5.13 %
ISHARES BARCLAYS TIPS BOND FUND 464287-17-6	300 000	106.57	31,971.00	28,906.89	3,064.11	1,078.50	3.37 %
Total US Fixed Income - Taxable			\$280,277.66	\$258,906.89	\$21,370.77	\$15,905.53 \$976.81	5.67 %