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Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****Note:** The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2008**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 Margaret H. & James E. Kelley Foundation, Inc.		A Employer identification number 41-6017973
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 408 St. Peter St. 425 Hamm Bldg		B Telephone number (see the instructions) (651) 222-7463
	City or town State ZIP code Saint Paul MN 55102-1187		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 ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 15,477,733.		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	
		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 the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Ck ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	222,843.	222,843.		
	4 Dividends and interest from securities	117,686.	117,686.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		226,884.		
	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/(loss) (att sch)					
11 Other income (attach schedule) See Line 11 Stmt	5,000.	5,000.			
12 Total. Add lines 1 through 11	345,529.	572,413.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	25,000.	25,000.		
	15 Pension plans, employee benefits	3,750.	3,750.		
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule) See Line 18 Stmt	6,912.	6,912.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	936.	936.			
24 Total operating and administrative expenses. Add lines 13 through 23	36,598.	36,598.			
25 Contributions, gifts, grants paid	760,000.			760,000.	
26 Total expenses and disbursements. Add lines 24 and 25	796,598.	36,598.		760,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-451,069.				
b Net investment income (if negative, enter -0)		535,815.			
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
A S S E T S	1 Cash — non-interest-bearing	10,875.	5,846.	5,846.
	2 Savings and temporary cash investments	5,982,615.	9,496,033.	9,496,033.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — US and state government obligations (attach schedule) L-10a Stmt	4,950,750.	2,477,266.	2,827,575.
	b Investments — corporate stock (attach schedule) L-10b Stmt	1,045,939.	867,822.	2,048,616.
	c Investments — corporate bonds (attach schedule) L-10c Stmt	1,235,000.	1,235,000.	1,098,090.
	11 Investments — land, buildings, and equipment, basis			
L I A B I L I T I E S	Less accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans L-12 Stmt	1,569.	1,573.	1,573.
	13 Investments — other (attach schedule) L-13 Stmt			
	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 instructions Also, see page 1, item I)	13,226,748.	14,083,540.	15,477,733.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
N E T A S S E T S	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe FICA Payable)			
	23 Total liabilities (add lines 17 through 22)			
	Foundations that follow SFAS 117, check here 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. ☒			
	27 Capital stock, trust principal, or current funds	12,542,734.	13,226,747.	
F U N D A S E T S	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	684,014.	856,793.	
	30 Total net assets or fund balances (see the instructions)	13,226,748.	14,083,540.	
	31 Total liabilities and net assets/fund balances (see the instructions)	13,226,748.	14,083,540.	

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	13,226,748.
2 Enter amount from Part I, line 27a	2	-451,069.
3 Other increases not included in line 2 (itemize) See Other Increases Stmt	3	1,307,861.
4 Add lines 1, 2, and 3	4	14,083,540.
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	14,083,540.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	4000 Shs. Anheuser Busch	P	10/26/89	12/01/08
b	5000 Shs. Royal Bank of Scotland Pref. B	P	06/11/98	08/10/09
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 280,000.		36,894.	243,106.
b 125,000.		141,222.	-16,222.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			243,106.
b			-16,222.
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	226,884.
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 the 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 (column (b) divided by column (c))
2007	760,169.	14,954,043.	0.050834
2006	707,000.	14,595,636.	0.048439
2005	659,500.	13,941,610.	0.047304
2004	638,204.	10,919,786.	0.058445
2003	574,138.	12,062,268.	0.047598

2 Total of line 1, column (d)	2	0.252620
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	0.050524
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	15,332,252.
5 Multiply line 4 by line 3	5	774,647.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,358.
7 Add lines 5 and 6	7	780,005.
8 Enter qualifying distributions from Part XII, line 4	8	760,000.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☐ and enter 1% of Part I, line 27b		1	10,716.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	10,716.
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	10,716.
6 Credits/Payments			
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6 a	5,819.	
b Exempt foreign organizations – tax withheld at source	6 b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.	
d Backup withholding erroneously withheld	6 d	0.	
7 Total credits and payments Add lines 6a through 6d	7	5,819.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ 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	4,897.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be Credited to 2009 estimated tax 0. Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for 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>		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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>MN - Minnesota</u>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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)(3)? 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>tjddwyer@hotmail.com</u>	13	X	
14	The books are in care of <u>Timothy J. Dwyer</u> Telephone no <u>(651) 222-7463</u> Located at <u>408 St. Peter St. Suite 425 Hamm St. Paul MN</u> ZIP + 4 <u>55102-1187</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 <u>15</u>			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</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 the instructions)	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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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)	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 2008?	4b	X

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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)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

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

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
James C. O'Neill 408 St. Peter St. St. Paul MN 55102-1187	President, Director 5.00	0.	0.	0.
James C. O'Neill 408 St. Peter St. St. Paul MN 55102-1187	Secretary, Director 5.00	0.	0.	0.
Timothy J. Dwyer 408 St. Peter St. St. Paul St. Paul MN 55102-1187	Treasurer, Director 5.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	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				
0				
0				
0				
0				

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		
		N/A
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	
	0.
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	
2	
All other program-related investments See instructions	
3	
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	5,739,941.
b Average of monthly cash balances	1b	9,825,797.
c Fair market value of all other assets (see instructions)	1c	0.
d Total (add lines 1a, b, and c)	1d	15,565,738.
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	15,565,738.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	233,486.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,332,252.
6 Minimum investment return. Enter 5% of line 5	6	766,613.

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	766,613.
2a Tax on investment income for 2008 from Part VI, line 5	2a	10,716.
b Income tax for 2008 (This does not include the tax from Part VI)	2b	5,000.
c Add lines 2a and 2b	2c	15,716.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	750,897.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	750,897.
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	750,897.

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	760,000.
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	0.
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	0.
b Cash distribution test (attach the required schedule)	3b	0.
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	760,000.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	760,000.

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				750,897.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years 20 04, 20 05, 20 06		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003	0.			
b From 2004	90,325.			
c From 2005	0.			
d From 2006	0.			
e From 2007	20,829.			
f Total of lines 3a through e	111,154.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 760,000.				
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				750,897.
e Remaining amount distributed out of corpus	9,103.			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	120,257.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	120,257.			
10 Analysis of line 9				
a Excess from 2004	90,325.			
b Excess from 2005	0.			
c Excess from 2006	0.			
d Excess from 2007	20,829.			
e Excess from 2008	9,103.			

N/A

4942(j)(5)

(4) Gross investment income

[illegible]

None

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See attttched schedule St. Paul MN 55102		See Attachm	Misc.	760,000.
Total			▶ 3a	760,000.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion 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					
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					
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)					
13	Total. Add line 12, columns (b), (d), and (e)					

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

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, 990-EZ and 990-PF**
► **See separate instructions.**

OMB No 1545-0047

2008

Name of the organization

Margaret H. & James E. Kelley Foundation, Inc.

Employer identification number

41-6017973

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule** (**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule –

- ☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules –

- ☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc. purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc. purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc. contributions of \$5,000 or more during the year.) ► \$ _____

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF) but they **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

Employer identification number

Margaret H. & James E. Kelley Foundation, Inc.

41-6017973

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Cynthia Kelley O'Neill Trust for her children 408 St. Peter St. Saint Paul MN 55102	\$ 480,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	Margaret H. Kelley Trust for her grandchildren 408 St. Peter St. Saint Paul MN 55102	\$ 308,432.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	Cynthia Kelley O'Neill Trust for her grandchildren 408 St. Peter St. Saint Paul MN 55102	\$ 292,546.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Misc.			
Tax Refunds	5,000.	5,000.	
Total	5,000.	5,000.	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Employer FICA	1,912.	1,912.		
990PF 2008	5,000.	5,000.		
Total	6,912.	6,912.		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Misc. Ex.	738.	738.		
Bank Chgs	58.	58.		
FileMaker Pro	140.	140.		
Total	936.	936.		

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

Split Interest Gift	1,080,977.
Net Capital Gain	226,884.
Total	1,307,861.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐ James W. O'Neill 9700 Alexander Road, Evansville WY 82636	Director 0.19	0.	0.	0.
Person ☒ Business ☐ Hampton K. O'Neill 6950 South Poplar, Casper WY 82601	Director 0.19	0.	0.	0.

Form 990-PF, Page 6, Part VIII, Line 1

Continued

Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐ Kelley McC. O'Neill P.O. Box 422, Rushford, MN 55971	Director 0.19	0.	0.	0.
Person ☒ Business ☐ Susan Hastings O'Neill 9700 Alexander Road, Evansville WY 82636	Director 0.19	0.	0.	0.
Person ☒ Business ☐ Sher M. O'Neill 6950 Poplar, Casper WY 82601	Director 0.19	0.	0.	0.
Person ☐ Business ☐ Cindy Wolf O'Neill P.O. Box 422, Rushford MN 55971	Director 0.19	0.	0.	0.
Person ☒ Business ☐ _____ _____ _____				

Total

0. 0. 0.

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
U.S. Treasury Bills			2,477,266.	2,827,575.
Total			<u>2,477,266.</u>	<u>2,827,575.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Common Stock	734,324.	1,925,241.
Preferred Stock	133,498.	123,375.

Form 990-PF, Page 2, Part II, Line 10b

Continued

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Total	<u>867,822.</u>	<u>2,048,616.</u>

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Archer Daniels 8.875% 4-15-11	1,235,000.	1,098,090.
Total	<u>1,235,000.</u>	<u>1,098,090.</u>

Form 990-PF, Page 2, Part II, Line 12

L-12 Stmt

Line 12 - Investments - Mortgage loans:	End of Year	
	Book Value	Fair Market Value
J Hancock Signator Investors	1,573.	1,573.
Total	<u>1,573.</u>	<u>1,573.</u>

Supporting Statement of:**Form 990-PF, p11/Line 3a, Amount-1**

Description	Amount
See attached schedule	760,000.
Total	760,000.

MARGARET H. AND JAMES E. KELLEY FOUNDATION, INC.— STOCKS PAGE 1 OF 2 30 NOVEMBER 2009

Tax ID No. 41-6017973

COMMON STOCKS

BASIC MATERIALS

DuPont Co/DD	10/26/1989	2,660	19.438	51,703.75	34.58	91,982.80	40,279.05	DDMar/June/Sept/Dec
ENERGY								
Brit Petr p.l.c. ADS / BP	10/26/1989	792	17.756	14,062.50	57.18	45,286.56	31,224.06	Mar/June/Sept/Dec
ExxonMobil/XOM	10/26/1989	800	11.250	9,000.00	75.07	60,056.00	51,056.00	Mar/June/Sept/Dec
KinderMorg EngyPtrs/KMP	09/08/03	5,000	40.905	204,522.60	58.26	291,300.00	86,777.40	Feb/May/Aug/Nov

CONSUMER CYCLICAL
CONSUMER NON-CYC

H J Heinz Company/HNZ	10/26/1989	1,500	19.247	28,869.94	42.45	63,675.00	34,805.06	Jan/Apr/Jul/Oct
Pepsico Inc/PEP	10/26/1989	800	9.395	7,516.00	62.22	49,776.00	42,260.00	Jan/Mar/June/Sept
YUM! Brands Inc / YUM	10/26/1989	320	1.930	617.60	35.27	11,286.40	10,668.80	Feb/May/Aug/Nov
Phillip Morris/PM	3/19/2008	5,000	22.383	111,915.00	48.09	240,450.00	128,535.00	Jan/Apr/Jul/Oct
Altria Group Inc / MO	09/03/03	5,000	9.823	49,114.00	18.81	94,050.00	44,936.00	Jan/Apr/Jul/Oct
Procter and Gamble/PG	10/26/1989	2,800	8.046	22,528.81	62.35	174,580.00	152,051.19	Feb/May/Aug/Nov
J M Smucker Co / SJM	10/26/1989	28	6.350	177.79	59.08	1,654.24	1,476.45	Mar/June/Sept/Dec
Kraft Foods Inc (fr MO), (KFT)	3/16/2007	3,460	14.568	50,406.00	32.99	114,145.40	63,739.40	Jan/Apr/Jul/Oct

HEALTH CARE

Bristol-Myers Squibb/BMY	10/26/1989	4,800	12.269	58,891.77	25.31	121,488.00	62,596.23	Feb/May/Aug/Nov
Zimmer Hldgs (8/01 BMY)/ZMH	10/26/1989	480	6.216	2,983.83	59.17	28,401.60	25,417.77	Feb/May/Aug/Nov
Pfizer Inc/PFE	10/26/1989	8,991	3.483	31,314.80	18.17	163,366.47	132,051.67	Mar/June/Sept/Dec

FINANCIAL SERVICES

Allstate Corp (Sears'95)/ALL	1985-1989	9,772	6.4865	63,386.08	28.41	277,622.52	214,236.44	Jan/Apr/Jul/Oct
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CONGLOMERATES

General Electric/GE	10/26/1989	6,000	4.552	27,313.00	16.02	96,120.00	68,807.00	* Jan/Apr/Jul/Oct
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COMMON STK TOTALS

COMMON STK TOTALS				734,323.47		1,925,240.99	1,190,917.52	*DDBkStmt
PREFERRED STOCKS				Total Cost	FMV/sh	Total FMV	Gain (Loss)	Dividend Due
Dupont Pfd B \$4.50	6/10/1998	1,500	88.999	133,498.99	82.25	123,375.00	-10,123.99	Jan/Apr/Jul/Oct

PREF STK TOTALS

PREF STK TOTALS				133,498.99		123,375.00	-10,123.99	
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CORPORATE BONDS

Archer Daniels Midland Co Deb 8 1/2	4/15/11	Signator		1,235,000.00	1,098,090.00	1,098,090.00	1,000,000.00	
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Total CORPORATE BONDS

Total CORPORATE BONDS				1,235,000.00			1,000,000.00	
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U.S. TREASURIES NOTES

U.S. TREASURIES NOTES				Cost		Face Value		
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TR DIR ACCT# 4800-654-6209

US 1 5/8 TRIN A15yr Note 1 725 /	1/15/15	TrDirect		2,477,266.00		2,827,575.00	2,500,000.00	
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Cusip#912828DH0

TJD Tuesday 12/1/0

Margaret H. and James E. Kelley Foundation, Inc.
Grant Summary: Level 4
Sorted by Region, Area of Interest and Organization Name

Year: 2009

International		Grants	Total
General Assistance		7	\$71,000
Heifer Project International Donor Services P.O. Box 8058 Little Rock, AK 72203 www.heifer.org		3	\$28,000
Purpose of Grant / Mission Statement			
Supporting this organization. Help impoverished families worldwide become more self-reliant through the gift of livestock and training in their care. Works for the dignity and well-being of all people.			\$13,500
Oxfam America Raymond C. Offenheiser 226 Causeway Street, 5th Floor Boston, MA 02114-2206 www.oxfamamerica.org			\$7,500
Purpose of Grant / Mission Statement			
Supporting this organization. Shared beliefs...in the intrinsic dignity of all human beings, the possibility of eliminating extreme poverty in the world, the power of people working together to effect positive and lasting change in their lives.			
UNICEF Andrea Frodema 125 Maiden Lane New York, NY 10038 www.unicefusa.org			\$7,000
Purpose of Grant / Mission Statement			
Supporting this organization. Help meet children's basic needs, ensure their survival, and to provide children with a protective and nurturing environment.			
Human Rights		3	\$26,000
Amnesty International USA Larry Cox 5 Penn Plaza New York, NY 10001-1810 www.amnestyusa.org			\$6,500
Purpose of Grant / Mission Statement			
Supporting this organization. Protect the human rights of individuals in danger around the world and in the USA and advancing protections for all.			
Human Rights Watch Kenneth Roth 350 5th Avenue, 34th Floor New York, NY 10118-3299 hrwnyc@hrw.org			\$6,500
Purpose of Grant / Mission Statement			
Supporting this organization. Fund research and advocacy to advance human rights protections and respond to the world's most urgent rights concerns.			
International Rescue Committee Lucy Roche 122 East 42nd Street New York, NY 10168-1289 www.theIRC.org			\$13,000
Purpose of Grant / Mission Statement			
Supporting this organization. Provide relief, rehabilitation, protection, resettlement services, and advocacy for refugees, displaced persons and victims of oppression and violent conflict for people around the world.			

Margaret H. and James E. Kelley Foundation, Inc.**Grant Summary: Level 4**

Sorted by Region, Area of Interest and Organization Name

Year: 2009

	Purpose of Grant / Mission Statement	Grants	Total
Medical/Mental Health		1	\$17,000
Doctors Without Borders Sophie Delaunay 333 Seventh Avenue, 2nd Floor New York, NY 10001-5004 www.doctorswithoutborders.org	Supporting this organization. <i>Respond to emergencies and provide urgent medical care to some of the world's most vulnerable people.</i>		\$17,000
Minneapolis		2	\$30,000
Children		1	\$5,000
Bridge for Runaway Youth † Ed Murphy 2200 Emerson Avenue South Minneapolis, MN 55405 www.bridgeforyouth.org	Supporting the youth programs of this organization. <i>Provide safety, support, and development for some of the most vulnerable young people in our community.</i>		\$5,000
Medical/Mental Health		1	\$25,000
University of Minnesota - School of Nursing Laurel Mallon 308 Harvard Street SE 5-138 WDH Minneapolis, MN 55455 www.nursing.umn.edu	Support the Cynthia Kelley O'Neill Scholarship for Psychiatric Nursing. <i>Educate more highly qualified nurses and nurse leaders.</i>		\$25,000
Minnesota		12	\$142,500

Margaret H. and James E. Kelley Foundation, Inc.**Year: 2009****Grant Summary: Level 4***Sorted by Region, Area of Interest and Organization Name*

		Grants	Total
		2	\$25,000
Arts & Culture			
Purpose of Grant / Mission Statement			
Great River Shakespeare Festival Jeff Stevenson 79 East 3rd Street Winona, MN 55987 www.grsf.org	An operational support grant to help strengthen the Festival's infrastructure and year-round continuity. To become a destination for theater, music, art, and conversation in Southeastern Minnesota.		\$10,000
Minnesota Beethoven Festival Ned Kirk P.O. Box 1143 Winona, MN 55987 www.mnbeethovenfestival.org	Supporting this organization. Increase appreciation of classical music and the work of Ludwig van Beethoven through education and the presentation of nationally recognized artists.		\$15,000
Education			
Purpose of Grant / Mission Statement		4	\$44,000
Junior Achievement of The Upper Midwest, Inc. † Gina Blayney 1800 White Bear Avenue North Maplewood, MN 55109 www.jaum.org	Support the delivery of programs at Broadway High School in Minneapolis. Teaches young people about business, economics, and the free enterprise system.		\$1,000
SELCO Library Foundation Susan Hart Rushford Public Library 101 North Mill St., P.O. Box 250 Rushford, MN 55971 www.rushford.lib.mn.us	Contribution to the building fund for the new Rushford Library. Provide quality materials and services which fulfill educational, cultural, and recreational needs of the entire community, in an atmosphere that is welcoming and respectful.		\$30,000
St. John's University Terri D. Barreiro P.O. Box 7222 Collegeville, MN 56321 www.csbsju.edu	Support for the Margaret H. and James E. Kelley Foundation Scholarship.		\$8,000

Margaret H. and James E. Kelley Foundation, Inc.

Grant Summary: Level 4

Sorted by Region, Area of Interest and Organization Name

Year: 2009

	Grants	Total
Washington County 4-H Federation		
Dan Dolan		
Washington County 4-H	Support a portion of the salary for a 4-H Program Coordinator in the County.	\$5,000
14949 -62nd Street North	<i>Raise money to keep the 4-H program funded through 2010 while longer term plans are made.</i>	
Stillwater, MN 55082		
www.save4-H.com		

Families	Purpose of Grant / Mission Statement	1	\$5,000
Winona Family YMCA			
Andy Blomsness	Supporting this organization.		\$5,000
207 Winona Street			
Winona, MN 55987			
winonaymca.org			

General Assistance	Purpose of Grant / Mission Statement	1	\$13,000
American Red Cross-Southeast MN Chapter			
† Melanie Tschida	Support for local Red Cross services.		\$13,000
310 14th Street S.E.			
Rochester, MN 55904			
www.redcross-semn.org			

Medical/Mental Health	Purpose of Grant / Mission Statement	3	\$38,500
Courage Center			
Rose Adams	Support for the Pediatric Services Program.		\$4,500
3915 Golden Valley Road	<i>Empower people with physical disabilities to reach for their full potential in every aspect of life.</i>		
Minneapolis, MN 55422			
www.CourageCenter.org			

Mayo Foundation for Medical Education &	Purpose of Grant / Mission Statement		\$17,000
Barbara Flasch	Support the general research program.		
200 First Street SW	<i>"heal the sick and advance the science"</i>		
Rochester, MN 55905	-- Dr. William J. Mayo		
www.mayoclinic.org			

Margaret H. and James E. Kelley Foundation, Inc.**Year: 2009****Grant Summary: Level 4***Sorted by Region, Area of Interest and Organization Name*

	Grants	Total
Minnesota Medical Foundation Jean Gorell McNamara Alumni Center 200 Oak Street SE, Suite 300 Minneapolis, MN 55455-2030 www.mmf.umn.edu	Supporting this organization. <i>Further health-related research and education through support of the University of Minnesota Medical School, School of Public Health, Cancer Center, and related units in the Academic Health Center and thereby advancing a better quality of life for Minnesotans.</i>	\$17,000

Sexual & Reproductive Health/Education	Purpose of Grant / Mission Statement	1	\$17,000
Planned Parenthood of Minnesota/South Dakota † Sarah A. Stoesz 1200 Lagoon Avenue Minneapolis, MN 55408 www.ppmns.org	Supporting this organization. <i>To provide affordable basic reproductive health and confidential care and education for women, men, and teens.</i>		\$17,000

National Education	Purpose of Grant / Mission Statement	11	\$89,500
Bennington College Gretchen Dwyer One College Drive Bennington, VT 05201-6003 www.bennington.edu	Fund two scholarships in CKON's name. <i>Establish a women's liberal arts college that would emphasize the individual student and her developing interests and represent the belief that the education most worth having is the one you create for yourself.</i>	4	\$42,000
Berea College Phyllis Hughes CPO 2216 Berea, KY 40404 www.berea.edu	Support the scholarship fund. <i>Radical, inclusive mission to seek out promising low-income people from Appalachia and provide them a full-tuition scholarship and a quality liberal arts education.</i>		\$2,000
Cato Institute Ashley March 1000 Massachusetts Avenue, NW Washington, D.C. 20001 www.cato.org	Supporting this organization. <i>Advocate for a consistent, principled and philosophical commitment to an individual's right to live, work, trade and play free of government constraint or support, provided there is no interference with another's individual's right to do so.</i>		\$15,000

Margaret H. and James E. Kelley Foundation, Inc.
Grant Summary: Level 4
Sorted by Region, Area of Interest and Organization Name

Year: 2009

		Grants	Total
Northland College Kristy Liphart 1411 Ellis Avenue Ashland, WI 54806-3999 www.northland.edu		James E. Kelley Scholarship Fund. <i>Integrate liberal arts studies with an environmental emphasis, enabling those it serves to address the challenges of the future.</i>	\$15,000
Environment		1	\$4,500
Union of Concerned Scientists Jennifer Norris Two Battle Square Cambridge, MA 02238-9105 www.ucsusa.org		Supporting this organization. <i>Partnership of scientists and citizens combining rigorous scientific analysis, innovative policy development, and effective citizen advocacy to achieve practical environmental solutions.</i>	\$4,500
General Assistance		1	\$10,000
USO Sloan D. Gibson P.O. Box 96860 Washington, DC 20077-7677 www.uso.org		"Operation Phone Home" calling cards for troops overseas at holidays OR the 2009 Annual Fund. <i>Help thousands of troops as they deploy to new postings or return for another tour at the Front...help their families adjust to life without a parent or loved one...and make sure that those who return are given a heroes' "Welcome Home!"</i>	\$10,000
Human Rights		1	\$7,000
Southern Poverty Law Center Sheila A. Cunningham 400 Washington Avenue Montgomery, AL 36104-9621 www.splcenter.org		Supporting this organization. <i>"Promoting Tolerance...Monitoring Hate...Seeking Justice..."</i>	\$7,000

Margaret H. and James E. Kelley Foundation, Inc.**Year: 2009****Grant Summary: Level 4**

Sorted by Region, Area of Interest and Organization Name

Medical/Mental Health		Purpose of Grant / Mission Statement	Grants	Total
Frontier Nursing Service Nathan Lee 132 FNS Drive Wendover, KY 41775 www.frontiernursing.org		Renovations and repairs of the historical headquarters of the Frontier Nursing Service at Wendover. <i>Training of qualified nurses through FNS's School and continuation of the mission to ensure that mother and children are healthy and safe. (One of CKON's favorite organizations, because they originally delivered nursing service by horseback.)</i>	3	\$11,000
Linus Pauling Institute Balz Frei Oregon State University 571 Weniger Hall Corvallis, OR 97331 http://lpi.oregonstate.edu		Supporting this organization. <i>Determine the role of micronutrients, vitamins, and phytochemicals in promoting optimum health and preventing and treating disease, to determine the role of oxidative and nitrate stress and antioxidants in human health and disease, etc.</i>		\$1,000
Memorial Sloan-Kettering Cancer Center Richard Naum 1275 York Avenue New York, NY 10021 www.mskcc.org		Support for the 2009 Annual Fund. <i>Deep commitment to putting new discoveries to work for patients, leading the way to dramatic improvements in the diagnosis, prevention, and treatment of cancer.</i>		\$5,000
Outdoor Sports		Purpose of Grant / Mission Statement	1	\$15,000
NRA Foundation, Inc. H. Wayne Sheets 11250 Waples Mill Road Fairfax, VA 22030 nraf@nrahq.org		Supporting this organization. <i>Raise support of a wide range of firearm-related public interest activities of the NRA and other organizations that defend and foster the Second Amendment rights of all law-abiding Americans.</i>		\$15,000
St. Paul			15	\$228,000

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Grant Summary: Level 4

Sorted by Region, Area of Interest and Organization Name

Year: 2009

Arts & Culture		Purpose of Grant / Mission Statement	Grants	Total
St. Paul Chamber Orchestra Sarah Lutman Third Floor The Hamm Building 408 St. Peter Street St. Paul, MN 55102-1497 www.theSPCO.org		Support for the SPCO's 2009-10 Annual Fund. Year 2006 grant made 6/28/06--suggest defer next grant of \$15m to early 2007.	1	\$15,000
		CKON personal pledge of \$150,000 / year is additional to this grant.		\$15,000
Children		Purpose of Grant / Mission Statement	1	\$2,000
Girl Scouts of Minnesota and Wisconsin River † Linda B. Keene 400 Robert Street South St. Paul, MN 55107 www.girlscoutsvr.org		Supporting this organization. Build girls of confidence, courage and character, who make the world a better place.		\$2,000
Education		Purpose of Grant / Mission Statement	5	\$68,000
Friends of the Saint Paul Library Peter Pearson 325 Cedar Street, Suite 555 St. Paul, MN 55101-1055 www.friends.org		Supporting this organization. Expand the Saint Paul Public Library's capacity to serve Saint Paul's many communities through public awareness and cultural programming and advocating both strong public and private funding.		\$5,000
Science Museum of Minnesota † Steve Sanders 120 West Kellogg Boulevard St. Paul, MN 55102 www.smm.org		Support the Kitty Andersen Youth Science Center (KAYSC). Invites learners of all ages to experience their changing world through science.		\$5,000
St. Catherine University Kristine Wyant 2004 Randolph Avenue St. Paul, MN 55105 www.stkate.edu		Provide additional resources for the nursing laboratories. To educate women to lead and influence.		\$8,000

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Year: 2009

	Grants	Total
St. Paul Academy and Summit School Jennifer Halcrow 1712 Randolph Avenue St. Paul, MN 55105-2194 www.spa.edu	Warner T. Bonfoey, Jr. Scholarship Fund. <i>The pursuit of excellence in teaching and learning to a diverse and motivated group of young people for leadership and service, inspiring in them an enduring love of learning, and helping them lead productive, ethical and joyful lives.</i>	\$15,000
William Mitchell College of Law Linda Keillor Berg 875 Summit Avenue St. Paul, MN 55105-3076 www.wmitchell.edu	James E. and Margaret H. Kelley Scholarship. <i>We serve the law. We teach it, study it, practice it and work to make it just.</i>	\$35,000
Families	1	\$5,000
Children's Home Society & Family Services Madonna King 1605 Eustis Street St. Paul, MN 55108-1219 chsfs.org	Supporting this organization. <i>Provide help for low-income families and children through child care, mental health services, respite care during crisis situations and financial counseling.</i>	\$5,000
General Assistance	2	\$17,000
St. Paul Foundation Sally J. Seiberlich 55 Fifth Street East Suite 600 St. Paul, MN 55101-1797 www.stpaulfoundation.org	Supporting the Historic Oakland Cemetery. <i>To enrich lives and communities by supporting education and literacy, arts and culture, strong families, affordable housing, economic development, human services, civic engagement, and diversity and anti-racism in the St. Paul area.</i>	\$2,000
St. Paul Union Gospel Mission † Jim Kersting 435 University Avenue East St. Paul, MN 55101 www.ugmtc.org	Supporting this organization. <i>Provide comprehensive support services and education programs focused on techniques and habits for promoting health and vitality for people in need.</i>	\$15,000

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Year: 2009

	Purpose of Grant / Mission Statement	Grants	Total
Hunger		1	\$9,500
Second Harvest Heartland	General operating support. <i>To fight hunger through community partnerships.</i>		\$9,500
† Julie Watson 1140 Gervais Avenue St. Paul, MN 55418-1808 2harvest.org			
Medical/Mental Health		2	\$102,500
Hamm Memorial Psychiatric Clinic	Supporting this organization. <i>Provide mental health care for people who could not otherwise afford it.</i>		\$100,000
James J. Jordan 408 St. Peter Street, Suite 429 St. Paul, MN 55102 www.hammclinic.org			
HealthEast Foundation	Provide Bethesda Rehabilitation Hospital w/ research support money. <i>Empower its patients to overcome barriers, make the most of their abilities and talents, and reinvent their lives as rich and meaningful.</i>		\$2,500
Anna Leighton University Park Medical Bldg. 1690 University Ave. W. Ste. 250 St. Paul, MN 55104-3729 www.healtheast.org			
Women's Issues		2	\$9,000
Women's Advocates	Support for the Women's Program. <i>Eliminate violence in the lives of battered women and their children by providing short-term shelter, support, information, advocacy, mental health counseling and education so they find alternatives to violent relationships.</i>		\$4,000
† Raeone Loscalzo 588 Grand Avenue St. Paul, MN 55102 www.wadvocates.org			
YWCA of St. Paul	Support the Girls' LEAD Program. <i>Empower women, fight racism and make a positive difference in the communities in which we live and work. Partner with government agencies, private companies, and other nonprofit organizations to serve women and their families.</i>		\$5,000
† William L. Collins, Jr. 375 Selby Avenue St. Paul, MN 55102-1822 www.ywcaofstpaul.org			

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Grant Summary: Level 4

Sorted by Region, Area of Interest and Organization Name

Year: 2009

St. Paul Downtown		Purpose of Grant / Mission Statement	Grants	Total
Arts & Culture			6	\$67,500
Landmark Center			4	\$47,500
Amy Mino 75 West Fifth Street Suite 404 St. Paul, MN 55102-1498 www.landmarkcenter.org		Operating support for the public programming initiatives and the ongoing educational and outreach activities. <i>To provide on-going management and maintenance of the historic Landmark Center.</i>		\$15,000
Minnesota Public Radio				\$2,500
† Charlotte Dobosenski 45 East Seventh Street St. Paul, MN 55101 www.mpr.org		Supporting this organization. <i>To enrich the mind and nourish the spirit, thereby enhancing the lives and expanding the perspectives of our audiences, and assisting them in strengthening their communities.</i>		
Ordway Center for the Performing Arts				\$5,000
† Lee S. Koch 345 Washington Street St. Paul, MN 55102 ordway.org		Support of the Ordway Education and Community Engagement programming. <i>To be a catalyst for the artistic vitality of our community by hosting, presenting, and creating performing arts and educational programs that engage artists and enrich diverse audiences.</i>		
Park Square Theatre				\$25,000
C. Michael-jon Pease 408 St. Peter Street, Suite 110 St. Paul, MN 55102-1130 parksquaretheatre.org		Support the renovation project of the main stage auditorium. <i>To enrich our community by producing and presenting exceptional live theatre that touches the heart, engages the mind and delights the spirit.</i>		
Education		Purpose of Grant / Mission Statement	1	\$5,000
Minnesota Children's Museum				\$5,000
† Sarah Caruso 10 West Seventh Street St. Paul, MN 55102 www.MCM.org		Support the Adolescent Parent Program. <i>Sparking children's learning through play.</i>		

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Sorted by Region, Area of Interest and Organization Name

Year: 2009

Families	Purpose of Grant / Mission Statement	Grants	Total
Assumption Parish Rev. John M. Malone 51 West Seventh Street St. Paul, MN 55102	Restoration of the stairs of the east and west Church entrances. <i>Catholic Church Parish servicing a diverse community in the downtown St. Paul area; serving an active base of worshippers, and reaching out to a less fortunate group of needy people.</i>	1	\$15,000

Twin Cities Metro

Arts & Culture	Purpose of Grant / Mission Statement	13	\$76,500
Minnesota Orchestra Laura Nichols-Endres 1111 Nicollet Mall Minneapolis, MN 55403 minnesotaorchestra.org	Support the Orchestra's 2010 Adopt-A-School partnership with the St. Paul and Minneapolis public schools. <i>To enrich our community as a symphony orchestra internationally recognized for its artistic excellence.</i>	3	\$8,500
Minnesota Youth Symphonies Kristen E. Wesloh 790 Cleveland Avenue South Suite 203 St. Paul, MN 55116-1958 mys@mnyouthsymphonies.org	Support youth music education and orchestra training programs. <i>Provide one of the best music education experiences available in the nation, regardless of students' ability to pay.</i>		\$3,000
Twin Cities Public Television † Kirby Bennett 172 East 4th Street St. Paul, MN 55101 www.tpt.org	Support for the comprehensive educational and cultural programming and services for 2010. <i>Dedicated to harnessing the power of television and other media for the public good.</i>		\$2,500

Year: 2009

Children	Purpose of Grant / Mission Statement	Grants	Total
CornerHouse † Thomas H. Frost 2502 10th Avenue South Minneapolis, MN 55404-4510 www.cornerhousemn.org	General operating funds. <i>Interagency child abuse evaluation and training center.</i>	1	\$5,000
Education Minnesota Landscape Arboretum Mary Hockenberry Meyer 3675 Arboretum Drive Chaska, MN 55318-9613 www.arboretum.umn.edu	Purpose of Grant / Mission Statement Sporting this organization. <i>Horticultural education, research, and maintenance of State botanical gardens.</i>	1	\$2,000
General Assistance Greater Twin Cities United Way † Lauren Segal 404 South Eighth Street Minneapolis, MN 55404-1084 www.unitedwaytwincities.org	Purpose of Grant / Mission Statement Support for the 2009 campaign. <i>Unite caring people in building stronger communities by inspiring people to help others, increasing resources to meet needs and fostering innovative solutions to problems.</i>	3	\$20,000
Little Brothers Friends of the Elderly † Therese Cain 1845 East Lake Street Minneapolis, MN 55407 www.littlebrothersmn.org	General operating support. <i>To give Twin Cities volunteers the opportunity to develop caring relationship with elders and to restore these valued individuals to their rightful and honored place in our community. Transforming and enriching the lives of elders and volunteers.</i>		\$5,000
Little Sisters of the Poor Sister Mary Karl 330 Exchange Street South St. Paul, MN 55102 littlesistersofthepoor.org	Supporting this organization. <i>Care and hospitality to the elderly poor of the Twin Cities.</i>		\$5,000

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Year: 2009

Hunger/Poverty	Purpose of Grant / Mission Statement	Grants	Total
Twin Cities Habitat for Humanity † Tom Tarnow 3001 Fourth Street SE Minneapolis, MN 55414 www.tchabitat.org	Support the cost of building decent, affordable homes with/for low income families. <i>Building decent, affordable homes for and with low-income partner families in the Twin Cities area .</i>	1	\$15,000
Medical/Mental Health		3	\$21,000
Children's Hospitals and Clinics Foundation † Theresa Pesch, RN 2910 Centre Pointe Drive Roseville, MN 55113 www.childrensmn.org	Support the Dr. Woodward L. Colby Memorial Endowment Fund. <i>To champion the special health needs of children and their families by providing high-quality family centered pediatric services.</i>		\$3,000
Children's Hospitals and Clinics Foundation † Theresa Pesch, RN 2910 Centre Pointe Drive Roseville, MN 55113 www.childrensmn.org	General operating support directed toward the Children's-St. Paul campus. <i>To champion the special health needs of children and their families by providing high-quality family centered pediatric services.</i>		\$15,000
United Way of Washington County-East † Martha Naegeli P.O. Box 305 Stillwater, MN 55082-0305 www.unitedwaystillwater.org	Supporting this organization. <i>To strengthen our community by raising awareness and funding for the delivery of effective health and human service programs.</i>		\$3,000
Women's Issues		1	\$5,000
Home of the Good Shepherd Linda Tacke 5100 Hodgson Road St. Paul, MN 55126-1297 www.hgsmn.org	Supporting this organization. <i>Provide assistance for low-income, at-risk, and homeless younger and adult women, with primary goal to empower them through the creation of physical and psychological space for them to heal, permanent employment and housing, etc.</i>		\$5,000

Wyoming

6 \$55,000

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Sorted by Region, Area of Interest and Organization Name

Education	Purpose of Grant / Mission Statement	Grants	Total
Child Development Center of Natrona County John Starnes 2020 E. 12th Street Casper, WY 82601 cdcnc@cdcnc.net	Supporting this organization. <i>Provide premier, family-focused, developmentally appropriate services for children birth through age five.</i>	2	\$20,000
Natrona County Public Library Foundation Beth Worthen 307 East 2nd Street Casper, WY 82601 www.natronacountylibrary.org	Supporting this organization. <i>To enhance library funding for the future, propelling the library toward excellence for the benefit of our deserving community.</i>		\$10,000
Families	Purpose of Grant / Mission Statement	2	\$15,000
Casper Family YMCA Chris Detrick 315 E. 15th Street Casper, WY 82601-4325 www.Casperfamilyymca.org	Support for the Partners With Youth Project. <i>To put Christian principles into practice through programs that build healthy spirit, mind and body for all.</i>		\$5,000
Platte Valley Community Center Joe Glode P.O. Box 128 Saratoga, WY 82331 www.pvcenter.org	Support for the Platte Valley Community Center Endowment Fund. <i>Provide the physical facilities, currently unavailable, for activities that will help sustain and enhance the year-round economic, educational, recreational and social well-being of residents of the Upper North Platte River Valley.</i>		\$10,000
General Assistance	Purpose of Grant / Mission Statement	1	\$10,000
United Way of Natrona County Shanna Harris 400 E. 1st Street, #205 P.O. Box 2046 Casper, WY 82602-2046 unitedway@unitedwaync.com	Support for the 2009-2010 campaign.		\$10,000

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Year: 2009

Women's Issues	Purpose of Grant / Mission Statement	Grants	Total
Planned Parenthood of Wyoming Rebecca Pollack 1945 Westwood Hill Casper, WY 82604 www.pprw.org	Support for the Teen Health Services Project. <i>Help people plan their families, providing education and choice in the prevention of unintended pregnancies, STDs, and breast and cervical cancers.</i>	1	\$10,000