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

2009

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return
<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

Use the IRS  
label.  
Otherwise,  
print  
or type.

Name of foundation

W D KELLEY FOUNDATION

See Specific  
Instructions.

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

Room/suite

707 ROCK STREET

City or town, state, and ZIP code

GEORGETOWN TX 78626

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) ► \$ 8,546,777 (Part I, column (d) must be on cash basis)

A Employer identification number

74-3007226

B Telephone number (see page 10 of the instructions)

512-863-2575

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ►   
2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► 

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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1 Contributions, gifts, grants, etc., received (attach schedule)			
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B			
3 Interest on savings and temporary cash investments			
4 Dividends and interest from securities	97,936	97,936	
5a Gross rents	1,928	1,928	
b Net rental income or (loss)	1,928		
6a Net gain or (loss) from sale of assets not on line 10	8,786		
b Gross sales price for all assets on line 6a	75,920		
7 Capital gain net income (from Part IV, line 2)		8,786	
8 Net short-term capital gain			0
9 Income modifications			
10a Gross sales less returns & allowances			
b Less Cost of goods sold			
c Gross profit or (loss) (attach schedule)			
11 Other income (attach schedule)	1,868	1,868	
12 Total. Add lines 1 through 11	110,518	110,518	0

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13 Compensation of officers, directors, trustees, etc	84,000	25,200	58,800
14 Other employee salaries and wages	13,650	4,095	9,555
15 Pension plans, employee benefits	7,470	2,241	5,229
16a Legal fees (attach schedule)			
b Accounting fees (attach schedule)	5,250	1,575	3,675
c Other professional fees (attach schedule)	500	150	350
17 Interest			
18 Taxes (attach schedule) (see page 14 of the instructions)	21,174	20,678	
19 Depreciation (attach schedule) and depletion	1,077	323	
20 Occupancy	4,717	1,415	3,302
21 Travel, conferences, and meetings	560		560
22 Printing and publications			
23 Other expenses (att sch)	8,019	5,273	2,746
24 Total operating and administrative expenses.	146,417	60,950	84,217
Add lines 13 through 23	682,600		682,600
25 Contributions, gifts, grants paid	829,017	60,950	0
26 Total expenses and disbursements. Add lines 24 and 25			766,817
27 Subtract line 26 from line 12:	-718,499		
a Excess of revenue over expenses and disbursements		49,568	
b Net investment income (if negative, enter -0-)			
c Adjusted net income (if negative, enter -0-)			0

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments		25,645	18,550
3	Accounts receivable ►			18,550
	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 page 16 of the instructions)			
7	Other notes and loans receivable (att. schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use		1,177	2,629
9	Prepaid expenses and deferred charges			2,629
10a	Investments—U.S. and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	SEE STMT 7		
c	Investments—corporate bonds (attach schedule)	SEE STMT 8		
11	Investments—land, buildings, and equipment basis ►	3,449,167		
	Less accumulated depreciation (attach sch) ►	STMT 9		
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	SEE STATEMENT 10		
14	Land, buildings, and equipment basis ►	19,721		
	Less accumulated depreciation (attach sch) ►	STMT 11	18,441	
15	Other assets (describe ►	SEE STATEMENT 12 )		
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		6,255,559	5,935,847
				8,546,777
Liabilities	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe ►	SEE STATEMENT 13 )	2,632
	23	Total liabilities (add lines 17 through 22)	0	2,632
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here ►	<input type="checkbox"/>	
		and complete lines 24 through 26 and lines 30 and 31.		
	25	Unrestricted		
	26	Temporarily restricted		
		Foundations that do not follow SFAS 117, check here ►	<input checked="" type="checkbox"/>	
		and complete lines 27 through 31.		
	27	Permanently restricted		
	28	Capital stock, trust principal, or current funds		
	29	Paid-in or capital surplus, or land, bldg , and equipment fund		
	30	Retained earnings, accumulated income, endowment, or other funds		
	31	Total net assets or fund balances (see page 17 of the instructions)	6,255,559	5,933,215
			6,255,559	5,933,215
			6,255,559	5,935,847

## 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	6,255,559
2	Enter amount from Part I, line 27a	2	-718,499
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 14	3	396,155
4	Add lines 1, 2, and 3	4	5,933,215
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	5,933,215

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a 500 SHS MATTHEWS PACIFIC</b>		P	08/30/06	03/30/09
<b>b 1000 SHS HUMAN GENOME</b>		P	04/28/03	08/05/09
<b>c 300 SHS BAYTEX ENERGY</b>		P	12/15/04	10/13/09
<b>d 300 SHS EMC CORP MASS</b>		P	01/08/08	11/03/09
<b>e 800 SHS ENCANA CORP</b>		P	11/07/08	12/02/09
 (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)	
<b>a 5,245</b>		<b>10,385</b>	<b>-5,140</b>	
<b>b 14,911</b>		<b>11,480</b>	<b>3,431</b>	
<b>c 7,488</b>		<b>3,166</b>	<b>4,322</b>	
<b>d 4,893</b>		<b>4,953</b>	<b>-60</b>	
<b>e 43,383</b>		<b>37,150</b>	<b>6,233</b>	
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))	
<b>a</b>			<b>-5,140</b>	
<b>b</b>			<b>3,431</b>	
<b>c</b>			<b>4,322</b>	
<b>d</b>			<b>-60</b>	
<b>e</b>			<b>6,233</b>	
<b>2 Capital gain net income or (net capital loss)</b>	<b>If gain, also enter in Part I, line 7</b> <b>If (loss), enter -0- in Part I, line 7</b>		<b>2</b>	<b>8,786</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).</b>	<b>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)</b> <b>If (loss), enter -0- in Part I, line 8</b>		<b>3</b>	

**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 page 18 of the instructions before making any entries.

(a) Base period years Calender 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))
2008	<b>484,325</b>	<b>9,210,429</b>	<b>0.052584</b>
2007	<b>437,438</b>	<b>9,706,510</b>	<b>0.045066</b>
2006	<b>424,675</b>	<b>9,026,635</b>	<b>0.047047</b>
2005	<b>423,908</b>	<b>7,698,244</b>	<b>0.055066</b>
2004	<b>356,232</b>	<b>7,081,262</b>	<b>0.050306</b>
<b>2 Total of line 1, column (d)</b>			<b>2</b>
<b>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</b>			<b>3</b>
<b>4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5</b>			<b>4</b>
<b>5 Multiply line 4 by line 3</b>			<b>5</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b>
<b>7 Add lines 5 and 6</b>			<b>7</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b>

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 on page 18.

## Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	1	496
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	2	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	3	496
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
3	Add lines 1 and 2	5	496
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,125
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	3,125
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,629
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ►	2,629	Refunded ► 11

## Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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	
1c	Did the foundation file Form 1120-POL for this year?	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
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.		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► TX		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

**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 page 20 of the instructions)	11	<input checked="" type="checkbox"/>
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	13	<input checked="" type="checkbox"/>
14	The books are in care of ► <b>DALE ILLIG</b> <b>707 ROCK ST</b> Located at ► <b>GEORGETOWN, TX</b>	Telephone no ► <b>512-863-2575</b>	
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	ZIP+4 ► <b>78626</b>	► <b>15</b> <input type="checkbox"/>

**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	<b>N/A</b>	► <input type="checkbox"/>
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	<b>N/A</b>	
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► <b>20 20 20 20</b>		
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 page 20 of the instructions )	<b>N/A</b>	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <b>20 20 20 20</b>		
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 2009 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 2009 )	<b>N/A</b>	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2009?	<b>4a</b>	<input checked="" type="checkbox"/>
		<b>4b</b>	<input checked="" type="checkbox"/>

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		<b>N/A</b>	<b>5b</b>
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		<b>N/A</b>	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6a, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		<b>6b</b>	<b>X</b>
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		<b>N/A</b>	<b>7b</b>

**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 page 22 of the 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
THOMAS BAIRD 401 N 3RD ST	TEMPLE TX 76501	DIRECTOR 2.00	0	0
HERBERT NELSON 30308 ST ANDREW	GEORGETOWN TX 78628	DIRECTOR 3.00	0	0
SANDRA ILLIG 707 ROCK ST	GEORGETOWN TX 78626	SECRETARY 2.00	0	0
DALE ILLIG 707 ROCK ST	GEORGETOWN TX 78626	PRES/TREASUR 30.00	84,000	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions).

(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

► |  
Form **990-PF** (2009)

**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 page 23 of the instructions). If none, enter "NONE."**

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

**Total number of others receiving over \$50,000 for professional services** ►**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****2****3****4****Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)**

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 page 24 of the instructions

**3****Total. Add lines 1 through 3** ►

**Part X Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see page 24 of the 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	1,951,786
b	Average of monthly cash balances	1b	7,361
c	Fair market value of all other assets (see page 24 of the instructions)	1c	6,331,539
d	<b>Total</b> (add lines 1a, b, and c)	1d	8,290,686
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	8,290,686
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	124,360
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,166,326
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	408,316

**Part XI Distributable Amount** (see page 25 of the 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	408,316
2a	Tax on investment income for 2009 from Part VI, line 5	2a	496
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	496
3	Distributable amount before adjustments Subtract line 2c from line 1	3	407,820
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	407,820
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	407,820

**Part XII Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	766,817
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1b	
b	Program-related investments—total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	766,817
b	Cash distribution test (attach the required schedule)	5	496
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	766,321
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 page 26 of the instructions)		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

## Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				407,820
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20_____, 20_____, 20_____				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007	4,414			
e From 2008	30,048			
f Total of lines 3a through e	34,462			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 766,817				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				407,820
e Remaining amount distributed out of corpus	358,997			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:	393,459			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	393,459			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007	4,414			
d Excess from 2008	30,048			
e Excess from 2009	358,997			

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling				
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities				
	Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon.				
a	"Assets" alternative test—enter				
(1)	Value of all assets				
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c	"Support" alternative test—enter				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3)	Largest amount of support from an exempt organization				
(4)	Gross investment income				

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)

## 1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

**N/A**

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

**N/A**

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

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the 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

**DALE ILLIG 512-863-2575****707 ROCK STREET GEORGETOWN TX 78626**

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

**SEE STATEMENT 15**

c Any submission deadlines

**GRANT DECISION AWARD DATES ARE JULY & DECEMBER**

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

**SEE STATEMENT 16**

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>Name and address (home or business)</b>				
a Paid during the year <b>SEE ATTACHED STMT 17</b>				<b>682,600</b>
<b>Total</b>			► 3a	<b>682,600</b>
b Approved for future payment <b>N/A</b>				
<b>Total</b>			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions )
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	97,936	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	1,928	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	1,868	
8 Gain or (loss) from sales of assets other than inventory			18	8,786	
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)		0		110,518	0
13 Total. Add line 12, columns (b), (d), and (e)				13	110,518

(See worksheet in line 13 instructions on page 28 to verify calculations )

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions )
N/A	

**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

**b Other transactions**

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

 John H. Gill, President  
Signature of officer or trustee

6/14/10

▶ President  
Title

Sign Here

Sign Here Preparer's name or business name		Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see Signature on page 30 of the instructions)
Paid Preparer's Use Only	Preparer's signature 	06/04/10		P00110568
	Firm's name (or yours if self-employed), address, and ZIP code 		EIN 	Phone no 512-863-5720
JOHN F. LEWIS P.C. 3613 WILLIAMS DRIVE, STE 501 GEORGETOWN, TX 78628-1371				

## Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
HUGOTON TOYALTY TRUST	\$ 427	\$ 427	\$
ENERGY PRO INC	2,835	2,835	
LESS LEASE OPERATING EXPENSE	-1,333	-1,333	
LESS PRODUCTION TAX & ADMIN	-61	-61	
<b>TOTAL</b>	<b>\$ 1,868</b>	<b>\$ 1,868</b>	<b>\$ 0</b>

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ANNUAL ACCOUNTING	\$ 5,250	\$ 1,575	\$ 0	\$ 3,675
<b>TOTAL</b>	<b>\$ 5,250</b>	<b>\$ 1,575</b>	<b>\$ 0</b>	<b>\$ 3,675</b>

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
BOARD MINUTES	\$ 500	\$ 150	\$ 0	\$ 350
<b>TOTAL</b>	<b>\$ 500</b>	<b>\$ 150</b>	<b>\$ 0</b>	<b>\$ 350</b>

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROPERTY TAX	\$ 16,562	\$ 16,562	\$	\$
FOREIGN TAX WITHHELD	4,116	4,116		
EXCISE TAX ON INVESTMENT INCOME	496	496		
<b>TOTAL</b>	<b>\$ 21,174</b>	<b>\$ 20,678</b>	<b>\$ 0</b>	<b>\$ 0</b>

## Federal Statements

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

<u>Date Acquired</u>	<u>Cost Basis</u>	<u>Description</u>	<u>Prior Year Depreciation</u>	<u>Method</u>	<u>Life</u>	<u>Current Year Depreciation</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>
GRANT SOFTWARE 10/01/99	\$ 5,750	\$ 5,750			3	\$ 3	\$	\$
1/2 RICOH COPIER 8/27/01	5,075		5,075	2000DB	5			
COMPUTER 9/24/02	821		821	200DB	5			
STORAGE CONTAINER 11/07/02	2,309		2,046	S/L	7	231	69	
COMPUTER 5/18/04	949		854	200DB	5	95	28	
FILM & AUDIO EQUIPMENT 6/14/04	822		528	200DB	7	118	35	
SCANNER 6/14/04	401		361	200DB	5	40	12	
MINI DVD 11/18/04	104		67	200DB	7	15	5	
1/2 OFFICE EQUIPMENT 9/27/06	1,453		1,035	200DB	5	167	50	
1/2 VIDEO EQUIPMENT 10/25/06	166		94	200DB	7	20	6	
1/2 PRINTER 11/29/06	296		211	200DB	5	34	10	
DELL COMPUTER 5/24/07	594		309	200DB	5	114	34	
OFFICE EQUIPMENT 12/27/07	165		86	200DB	5	31	9	
FILING CABINETS 2/25/08	470		67	200DB	7	115	35	
CAMERA 5/27/08	173		25	200DB	7	42	13	
JCC MONITOR 7/24/08	173		35	200DB	5	55	17	
<b>TOTAL</b>	<b>\$ 19,721</b>	<b>\$ 173</b>	<b>35</b>	<b>200DB</b>	<b>\$ 1,077</b>	<b>\$ 323</b>	<b>\$ 0</b>	

## Federal Statements

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				\$
DUES & SUBSCRIPTIONS	955			955
OTHER INVESTMENT EXPENSES	14			14
OFFICE SUPPLIES & EXP	2,530			2,530
GRANT FILING FEE	20			20
TAX PROTEST REPRESENTATION	4,500			4,500
TOTAL	\$ 8,019	\$ 5,273	\$ 0	\$ 2,746

## Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE STOCK HELD @ CHARLES SCHWAB	\$ 1,577,514	\$ 1,614,986	COST	\$ 1,404,104
MUTUAL FUNDS HELD @ CHARLES SCHWAB	826,430	697,848	COST	686,670
<b>TOTAL</b>	<b>\$ 2,403,944</b>	<b>\$ 2,312,834</b>		<b>\$ 2,090,774</b>

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORP BONDS HELD @ CHARLES SCHWAB	\$ 147,802	\$ 147,290	COST	\$ 102,120
<b>TOTAL</b>	<b>\$ 147,802</b>	<b>\$ 147,290</b>		<b>\$ 102,120</b>

## Federal Statements

Statement 9 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
8TH ST OFFICE BLDG, GEORGETOWN, TX	\$ 220,495	\$ 0	\$ 0	\$ 1,484,414
IH 35 COMMERCIAL REAL ESTATE	990,408	990,408		3,859,059
IH 35 COMMERCIAL REAL ESTATE	1,213,303	1,213,303		609,840
4 A SCYPINSKI COMMERCIAL REAL EST	658,892	658,892		207,844
70% INTEREST 8.46 A NW BLVD	266,666	266,666		37,287
CAPITAL CITY .5 A	40,125	40,125		128,883
WAHL 6.01 A IH 35	279,773	279,773		
TOTAL	\$ 3,669,662	\$ 3,449,167	\$ 0	\$ 6,327,327

## Federal Statements

Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
OIL & GAS ROYALTY INTEREST	\$ 4,222	\$ 4,097	COST	\$ 4,097
TOTAL	\$ 4,222	\$ 4,097		\$ 4,097

## Federal Statements

### Statement 11 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
GRANT SOFTWARE	\$ 2,094	\$ 5,750	\$ 5,750	\$ 1,248
OFFICE EQUIPMENT	263	11,662	10,414	32
STORAGE CONTAINER		2,309	2,277	
<b>TOTAL</b>	<b>\$ 2,357</b>	<b>\$ 19,721</b>	<b>\$ 18,441</b>	<b>\$ 1,280</b>

**Federal Statements****Statement 12 - Form 990-PF, Part II, Line 15 - Other Assets**

Description	Beginning of Year	End of Year	Fair Market Value
ORGANIZATION COSTS	\$ 2,337	\$ 2,337	\$
LESS ACCUMULATED AMORTIZATION	-2,337	-2,337	
GRANTORS HOUSEHOLD GOODS	750		
<b>TOTAL</b>	<b>\$ 750</b>	<b>\$ 0</b>	<b>\$ 0</b>

**Statement 13 - Form 990-PF, Part II, Line 22 - Other Liabilities**

Description	Beginning of Year	End of Year
PAYROLL TAX	\$ _____	\$ 2,632
<b>TOTAL</b>	<b>\$ 0</b>	<b>\$ 2,632</b>

**Statement 14 - Form 990-PF, Part III, Line 3 - Other Increases**

Description	Amount
FVM > COST OF DONATED REAL ESTATE	\$ 396,155
<b>TOTAL</b>	<b>\$ 396,155</b>

## Federal Statements

### Statement 15 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

#### Description

SEE ATTACHED OUTLINE FOR GRANT APPLICATION GUIDELINES AND  
GRANT REQUIREMENTS

### Form 990-PF, Part XV, Line 2c - Submission Deadlines

#### Description

GRANT DECISION AWARD DATES ARE JULY & DECEMBER

### Statement 16 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

#### Description

SEE AREAS OF FUNDING INTEREST DESCRIBED IN THE  
ATTACHED GRANT REQUEST APPLICATION

PAGE 11, PART XV LINE 3--GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR.

<u>RECIPIENT AND ADDRESS</u>	<u>PURPOSE</u>	<u>RELATIONSHIP</u>	<u>STATUS</u>	<u>AMOUNT</u>
CAPITAL INVESTING IN DEVELOPMENT AND EMPLOYMENT OF ADULTS, INC P. O. BOX 1784 AUSTIN, TX 78767-1784	SCHOLARSHIPS	NONE	501 C 3	25,000
FUTURE TRAILS FUND 116 W 8TH STREET GEORGETOWN, TX 78626	IN KIND GIFT OF INTEREST IN REAL ESTATE See Note 1 Below	NONE	501 C 3	617,400
GEORGETOWN CHAMBER OF COMMERCE 100 STADIUM DRIVE GEORGETOWN, TX 78626	PAVER	NONE	501 C 3	200
MEDICAL EYE & DENTAL INTERNATIONAL CARE ORGANIZATION, INC. 2955 DAWN DRIVE, STE. D GEORGETOWN, TX 78628	GENERAL OPERATING EXPENSES	NONE	501 C 3	15,000
RIDE ON CENTER FOR KIDS P O BOX 2422 GEORGETOWN, TX 78627	GENERAL OPERATING EXPENSES	NONE	501 C 3	20,000
SOUTHWESTERN UNIVERSITY P. O. BOX 770 GEORGETOWN, TX 78627	RENOVATION OF ALMA THOMAS THEATER	NONE	501 C 3	<u>5,000</u>
<b>TOTAL</b>				<b><u>682,600</u></b>

**Note 1**

Description of Gift  
Book Value  
Method Used to Determine FMV  
Date of Gift

90% Undivided Interest in Office Building  
Located at 116 W. 8th St., Georgetown, TX  
Adjusted Cost+ Appraisal Cost +Recording Fees  
Independent Appraisal  
1/1/2009

## **W. D. KELLEY FOUNDATION GRANT APPLICATION GUIDELINES**

### **Areas of Funding Interest**

The Foundation's principal areas of funding interest are projects directed at youth and family in Williamson County, Texas

Grants are considered in the areas of:

Human services  
Health  
Education

as they relate to our mission statement (see attached)

Grants are not made for endowments. Capital grants are discouraged.

Exceptions to these areas of interest are at the sole discretion of the W. D. Kelley Foundation

### **Organizations Eligible for Grants**

Grants will be made to organizations that are a public entity or have an IRS 501(c)(3) classification under Section 509(a) of the Internal Revenue Code.

### **Grant Application Process**

Grant application forms should be submitted to:

W. D. Kelley Foundation  
ATTN: GRANTS COMMITTEE  
707 ROCK STREET  
GEORGETOWN, TX 78626

The Grants Committee meets periodically to review and evaluate grant requests received. You will be contacted if additional information or clarification is required. Grant decision awards are usually made in July and December. Funding schedules will vary by project.

Brevity and clarity in presentation are important in the grant review process. Applications should include:

1. A brief statement describing the issue addressed by the project.
2. A description of the project
3. The problem/situation to be affected; its impact on youth and family; its prevalence and severity.
4. The expected outcomes and how they will be measured.
5. A project budget with both income and expenses.
6. Names and pertinent experience of staff involved with the proposed project.
7. A copy of the organization's latest tax-exempt form from the Internal Revenue Service under Section 170 of the IRS Code.
8. A copy of the last certified audit, or the last fiscal year's financial statement, and the last IRS Form 990 filed.

We regret that any materials submitted with the proposal cannot be returned.

## **W. D. KELLEY FOUNDATION GRANT REQUEST APPLICATION**

*Please follow this outline when submitting your request.*

### **Background information:**

Name of Organization  
Address  
Type of Organization:      Public Foundation   
                                    Private Foundation   
Requester's Name and Title  
Telephone Number of Requester (home and office)  
Fax Number  
Date  
Amount Requested  
Proposed Payment Schedule

### **I. PROJECT INFORMATION**

- A. Define the problem:
  - 1. What is the problem or issue?
  - 2. How prevalent and/or severe is it?
- B. Describe the proposal:
  - 1. What is the project?
  - 2. Describe what actions are to be taken.
  - 3. What are the changes and expected outcomes?
  - 4. What impact does it have on youth and families in Georgetown?
- C. Define the outcome assessment process:
  - 1. What outcomes can be measured?
  - 2. How and when will the assessment be made?

### **II. FINANCIAL INFORMATION**

- A. Submit the project's income and expense budget.
- B. Submit copy of your IRS Tax-Exempt Verification Letter.
- C. Submit a copy of the last certified audit, or last year's financial statement, plus the last IRS Form 990 filed.

### **III. MANAGEMENT**

- A. List of names and pertinent experience of key staff to be involved with the proposed project.
- B. List of additional positions, if any, necessary to fulfill the efforts covered by this project.
- C. State how the efforts of the project will be continued after this grant is fulfilled.
- D. State any other comments that will best present the project.

Depreciation and Amortization  
(Including Information on Listed Property)

Name(s) shown on return

W D KELLEY FOUNDATION

Identifying number  
74-3007226

Business or activity to which this form relates

## INDIRECT DEPRECIATION

## Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount See the instructions for a higher limit for certain businesses	1	250,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	800,000
4 Reduction in limitation. Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost	

7 Listed property. Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

## Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instr.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

## Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

## Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2009	17	1,077
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► <input type="checkbox"/>		

## Section B—Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property		25 yrs			S/L	
h Residential rental property		27 5 yrs	MM		S/L	
i Nonresidential real property		27 5 yrs	MM		S/L	
		39 yrs	MM		S/L	
			MM		S/L	

## Section C—Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year		12 yrs			S/L	
c 40-year		40 yrs	MM		S/L	

## Part IV Summary (See instructions.)

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	1,077
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

DAA

Form 4562 (2009)  
THERE ARE NO AMOUNTS FOR PAGE 2

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)

**Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**

**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete

### Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits.

Type or print  File by the due date for filing your return See instructions	Name of Exempt Organization  <b>W D KELLEY FOUNDATION</b>	Employer identification number  <b>74-3007226</b>
	Number, street, and room or suite no. If a P.O. box, see instructions.  <b>707 ROCK ST</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.  <b>GEORGETOWN TX 78626-5718</b>	

**Check type of return to be filed (file a separate application for each return)**

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A

- Form 4720
- Form 5227
- Form 6069
- Form 8870

- The books are in the care of ► DALE ILLIG

Telephone No ► 512-863-2575

FAX No ► 512-863-2576

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)  . If this is for the whole group, check this box  If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension will cover

If this tax year is for less than 12 months, check reason  Initial return  Final return  Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>3a</b>	\$	0
<b>b</b> If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	1,177
<b>c</b> <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>3c</b>	\$	0

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

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**For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

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Form 8868 (Rev. 4-2009)