Form **990-PF**

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

2009

For calendar year 2009, or tax year beginning , **and ending**

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

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

Name of foundation
Kelly Foundation of Washington

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
4212 Soundview Drive W

City or town, state, and ZIP code
University Place, WA 98466

A Employer identification number
91-1620836

B Telephone number
(253) 565-1427

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,219,192.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7,351.	7,351.		Statement 1
	4 Dividends and interest from securities	81,443.	81,443.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<588,358.>			
	b Gross sales price for all assets on line 6a 857,040.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	<499,564.>	88,794.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	25,500.	0.		25,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 3	5,576.	836.		4,740.
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 4	5,691.	2,145.		2,689.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	542.	0.		542.
	22 Printing and publications				
	23 Other expenses Stmt 5	6,584.	155.		6,354.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	43,893.	3,136.		39,825.
	25 Contributions, gifts, grants paid	209,000.			209,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	252,893.	3,136.		248,825.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<752,457.>			
	b **Net investment income** (if negative, enter -0-)		85,658.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
JUN 29 2010
OGDEN, UT
IRS-OSC
013

SCANNED JUL 01 2010

923501 02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.**

Form **990-PF** (2009)

P 9

15590621 758743 FCOK0735 2009.03060 Kelly Foundation of Washing FCOK0731

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	7,145.	13,700.	13,700.
	2 Savings and temporary cash investments	166,006.	94,786.	94,786.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock Stmt 7	3,051,490.	2,341,084.	2,797,671.
	c Investments - corporate bonds Stmt 8	100,000.	100,000.	97,093.
	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 9	242,008.	252,012.	199,002.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ Statement 10)	2,530.	16,940.	16,940.
	16 Total assets (to be completed by all filers)	3,569,179.	2,818,522.	3,219,192.
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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,569,179.	2,818,522.	
	30 Total net assets or fund balances	3,569,179.	2,818,522.	
	31 Total liabilities and net assets/fund balances	3,569,179.	2,818,522.	

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	3,569,179.
2	Enter amount from Part I, line 27a	2	<752,457.>
3	Other increases not included in line 2 (itemize) ▶ See Statement 6	3	1,800.
4	Add lines 1, 2, and 3	4	2,818,522.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,818,522.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	Publicly Traded Securities			
b	Capital Gains Dividends			
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	854,964.		1,445,398.	<590,434.>
b	2,076.			2,076.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				<590,434.>
b				2,076.
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** <588,358.>

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	138,815.	3,408,781.	.040723
2007	152,850.	4,157,262.	.036767
2006	116,962.	3,623,293.	.032281
2005	132,033.	3,364,134.	.039247
2004	153,016.	3,415,087.	.044806

2	Total of line 1, column (d)	2	.193824
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	.038765
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,736,010.
5	Multiply line 4 by line 3	5	106,061.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	857.
7	Add lines 5 and 6	7	106,918.
8	Enter qualifying distributions from Part XII, line 4	8	248,825.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1			
	Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	857.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	857.
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	857.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 2,530.		
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	2,530.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,673.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶	1,673. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Marlene Gottfried Telephone no ▶ (253) 565-1427

Located at ▶ 4212 Soundview Drive W., University Place, WA ZIP+4 ▶ 98466

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 page 20 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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.)* N/A	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 2009?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** X (No)

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **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.

(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
Christopher R. Kelly 4212 Soundview Dr. West University Place, WA 98466	President 1.00	0.	0.	0.
Roger C. Ottenbach 4212 Soundview Dr. West University Place, WA 98466	Vice President 1.00	0.	0.	0.
Marlene C. Gottfried 4212 Soundview Dr. West University Place, WA 98466	Secretary/Treasurer 1.00	0.	0.	0.
Maria N. Kelly 4212 Soundview Dr. West University Place, WA 98466	Manager 0.10	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2009)

923561 02-02-10

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	2,567,172.
b	Average of monthly cash balances	1b	210,503.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,777,675.
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	2,777,675.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	41,665.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,736,010.
6	**Minimum investment return.** Enter 5% of line 5	6	136,801.

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	136,801.
2a	Tax on investment income for 2009 from Part VI, line 5 2a 857.		
b	Income tax for 2009 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	857.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	135,944.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	135,944.
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	135,944.

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	248,825.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	248,825.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	857.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	247,968.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				135,944.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			169,225.	
b Total for prior years 2007 , ____ , ____		39,570.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 248,825.				
a Applied to 2008, but not more than line 2a			169,225.	
b Applied to undistributed income of prior years (Election required - see instructions) *		39,570.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				40,030.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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	0.			
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				95,914.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

* See Statement 11

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities 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 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))

Maria N. Kelly

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

None

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

SEE ATTACHED SCHEDULE

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

SEE ATTACHED SCHEDULE

c Any submission deadlines

SEE ATTACHED SCHEDULE

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

SEE ATTACHED SCHEDULE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 12				
Total			▶ 3a	209,000.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	7,351.	
4 Dividends and interest from securities			14	81,443.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<588,358.>	
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.		<499,564.>	0.

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 <499,564.>

(See worksheet in line 13 instructions 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).

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

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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		

Sign Here

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

Marlene Fouts(?) — 6/24/10 — Secretary/Treasurer

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	D. Lore Belcher, CPA	Date 06/21/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	Frost & Company, P.S. P O Box 7609 Olympia, WA 98507-7609	EIN	
		Phone no (360)786-8080	

Form **990-PF** (2009)

923622
02-02-10

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Columbia State Bank	1.
Dain Rauscher	7,350.
Total to Form 990-PF, Part I, line 3, Column A	7,351.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Dain Rauscher	81,443.	0.	81,443.
Dain Rausher	2,076.	2,076.	0.
Total to Fm 990-PF, Part I, ln 4	83,519.	2,076.	81,443.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	5,576.	836.		4,740.
To Form 990-PF, Pg 1, ln 16b	5,576.	836.		4,740.

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax	2,145.	2,145.		0.
Payroll Taxes	2,689.	0.		2,689.
Federal Excise Tax on Investment Income	857.	0.		0.
To Form 990-PF, Pg 1, ln 18	5,691.	2,145.		2,689.

Form 990-PF	Other Expenses	Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Telephone	776.	0.		776.
Office & Administrative Expense	1,702.	0.		1,702.
Insurance	3,510.	0.		3,510.
Licenses	61.	0.		61.
Bank Charges	60.	0.		60.
Investment fees	155.	155.		0.
Miscellaneous	75.	0.		0.
P.O. Box Rental	245.	0.		245.
To Form 990-PF, Pg 1, ln 23	6,584.	155.		6,354.

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement 6

Description	Amount
Tax/book difference on sale of investment	1,800.
Total to Form 990-PF, Part III, line 3	1,800.

Form 990-PF	Corporate Stock	Statement 7

Description	Book Value	Fair Market Value
Dain Rauscher - See Schedule	2,341,084.	2,797,671.
Total to Form 990-PF, Part II, line 10b	2,341,084.	2,797,671.

KELLY FOUNDATION OF WASHINGTON
ATTN: MARLENE GOTTFRIED

2009

91-1620836

Form 990-PF, PART II

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *
ABBOTT LABORATORIES	ABT	3,000.000	$53.990	$161,970.00	$135,138.00
BELO CORP SER A	BLC	30,000.000	$5.440	$163,200.00	$55,712.00
BERKSHIRE HATHAWAY INC-DEL CL A	BRKA	3.000	$99,200.000	$297,600.00	$106,995.00
BRISTOL MYERS SQUIBB CO	BMY	922.000	$25.250	$23,280.50	$21,868.00
CHEVRON CORPORATION	CVX	2,000.000	$76.990	$153,980.00	$73,230.50
CHYRON CORPORATION NEW	CHYR	10,000.000	$2.080	$20,800.00	$15,140.00
FISHER COMMUNICATIONS INC (FRM FISHER COMPANIES INC)	FSCI	2,646.000	$16.250	$42,997.50	$28,456.50
GENERAL ELECTRIC CO	GE	10,000.000	$15.130	$151,300.00	$180,336.97
JOHNSON & JOHNSON	JNJ	3,000.000	$64.410	$193,230.00	$162,291.50
MEAD JOHNSON NUTRITION COMPANY CL A	MJN	680.000	$43.700	$29,716.00	$25,547.66
MICROSOFT CORP	MSFT	7,000.000	$30.480	$213,360.00	$171,356.00
PFIZER INC	PFE	3,000.000	$18.190	$54,570.00	$44,405.70
SOUTHERN CO	SO	4,000.000	$33.320	$133,280.00	$111,905.50
VALLEY NATIONAL BANCORP	VLY	4,000.000	$14.130	$56,520.00	$47,684.47

RBC Wealth Management 2009

Form 990-PF, Part II

91-1620836

ACCOUNT STATEMENT
2009 ANNUAL STATEMENT

RBC Wealth Management, a division of
RBC Capital Markets Corporation, Member NYSE/FINRA/SIPC.

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE		NET COST *
VERIZON COMMUNICATIONS	VZ	2,000.000	$33.130	$66,260.00		$66,951.00
WASHINGTON FEDERAL INC	WFSL	15,000.000	$19.340	$290,100.00		$229,997.77
TOTAL US EQUITIES				$2,052,164.00		$1,477,016.57

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE		NET COST *
BIOVAIL CORP	BVF	3,175.000	$13.960	$44,323.00		$50,231.30
BP P L C SPONSORED ADR (FRM BP AMOCO PLC)	BP	2,300.000	$57.970	$133,331.00		$104,920.75
CANADIAN GENERAL INVESTMENTS LTD	CGRIF	4,000.000	$15.023	$60,090.40		$108,504.67
DERWENT LONDON ORD 5P	DWVYF	4,477.000	$21.306	$95,386.96		$123,462.00
MORGAN STANLEY INDIA INVESTMENT FUND INC	IIF	7,827.401	$22.610	$176,977.54		$232,426.94
					Purchase	*$181,519.04*
					Reinvest	*$50,907.90*
NEW IRELAND FUND INC	IRL	3,964.409	$7.100	$28,147.31		$76,331.80
					Purchase	*$58,132.00*
					Reinvest	*$18,199.80*
PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR	PBR	1,000.000	$47.680	$47,680.00		$8,937.75
ROYAL BANK OF CANADA	RY	1,000.000	$53.550	$53,550.00		$24,606.00
SWISS HELVETIA FUND INC	SWZ	3,532.471	$11.620	$41,047.32		$61,560.59
					Purchase	*$54,250.00*
					Reinvest	*$7,310.59*
TEMPLETON DRAGON FUND INC NEW YORK LISTED	TDF	2,384.326	$27.250	$64,973.13		$73,085.44
					Purchase	*$63,312.00*
					Reinvest	*$9,773.44*
TOTAL INTERNATIONAL EQUITIES				$745,506.66		$864,067.24
TOTAL Stocks - Part II, Line 10b, Statement 7				2,797,670.66		2,341,083.81

012291 01YDFE04 002596

Form 990-PF	Corporate Bonds	Statement 8

Description	Book Value	Fair Market Value
Dain Rauscher - See Schedule	100,000.	97,093.
Total to Form 990-PF, Part II, line 10c	100,000.	97,093.

Form 990-PF	Other Investments	Statement 9

Description	Valuation Method	Book Value	Fair Market Value
Dain Rauscher - See Schedule	COST	188,171.	137,905.
Dain Rauscher - See Schedule	COST	63,094.	60,350.
Dain Rauscher - Dividends Receivable	COST	747.	747.
Total to Form 990-PF, Part II, line 13		252,012.	199,002.

Form 990-PF	Other Assets	Statement 10

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Prepaid Federal Tax Deposits	2,530.	1,673.	1,673.
Excise tax refund receivable	0.	15,267.	15,267.
To Form 990-PF, Part II, line 15	2,530.	16,940.	16,940.

KELLY FOUNDATION OF WASHINGTON
ATTN: MARLENE GOTTFRIED

Form 990-PF, Part II

2009

91-1620836

TAXABLE FIXED INCOME

DESCRIPTION		SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST		NET COST *
LMS CAPITAL PLC US LISTED		LMSZF	30,000.000	N/P	$0.00		N/A
FORD MOTOR CREDIT MEDIUM TERM NOTE MOODY B3 S&P B-	CPN. 7.350% DUE 05/15/2012 DTD: 05/15/97 BOOK ENTRY ONLY	345402X63	100,000.000	$96.766	$96,766.00 $326.67	97092.67	$100,000.00
TOTAL TAXABLE FIXED INCOME			130,000.000		$96,766.00		$100,000.00
ESTIMATED ACCRUED BOND INTEREST					$326.67		
Form 990-PF, Part II, Line 10c					97,092.67		

MIXED ASSETS

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE		NET COST *
CALAMOS GLOBAL DYNAMIC INCOME FUND	CHW	4,756.422	$7.860	$37,385.48		$63,322.35
					Purchase	*$54,000.00*
					Reinvest	*$9,322.35*
CALAMOS STRATEGIC TOTAL RETURN FUND	CSQ	9,707.489	$8.759	$85,029.83		$110,098.52
					Purchase	*$84,350.25*
					Reinvest	*$25,748.27*
INCOME FUND OF AMERICA INC CLASS A	AMECX	1,000.000	$15.490	$15,490.00		$14,750.00
TOTAL MIXED ASSETS Form 990-PF, Part II, Line 13, Statement 9				$137,905.31		$188,170.87

OTHER ASSETS

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *
DWS DREMAN VALUE INCOME EDGE FUND INC NEW	DHG	5,000.000	$12.070	$60,350.00	$63,094.00
TOTAL OTHER ASSETS Form 990-PF, Part II, Line 13, Statement 9				$60,350.00	$63,094.00

Form 990-PF | Election Under Regulations Section 53.4942(a)-3(d)(2) to Apply Excess Qualifying Distributions to Prior Year's Undistributed Income | Statement 11

Pursuant to Code Sec. 4942(h) and Reg. 53.4942(a)-3(d)(2) the foundation hereby elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of undistributed income from the tax year 2007 in the following amount:

Tax Year:	Amount:
2007	39,570

Form 990-PF — Grants and Contributions Paid During the Year — Statement 12

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Assistance League of Seattle 1415 N 45th Street Seattle, WA 98103	None Funding to support financial aid for education progr	Public charity	3,000.
Helping Hand House P.O. Box 710 Puyallup, WA 98371	None To fund services/housing for homeless/distressed families	Public charity	10,000.
Students - SEE ATTACHED SCHEDULE PO Box 24967 Seattle, WA 98124	None Scholarships	N/A	80,000.
Sunshine Physically Challenged Foundation P.O. Box 4217 Federal Way, WA 98003	None Camps & holiday programs for disabled children-fund computer upgrade	Public charity	5,000.
Way Back Inn P.O. Box 621 Renton, WA 98057	None To fund transitional homes for families with young children	Public charity	5,000.
Building Youth Through Music P.O. Box 1722 Tacoma, WA 98401	None Funding to help produce "Fun with Fitness" video	Public charity	5,000.
Prospect Enrichment Preschool 1919 E Prospect Seattle, WA 98112	None Funding for scholarship program	Public charity	3,000.
Tacoma Community College Foundation 6501 S 19th Street, Bldg 6 Tacoma, WA 98466	None Funded five scholarships in Paralegal Program	Public charity	5,000.

Boys & Girls Clubs of So Puget Sound 1501 Pacific Ave Ste 301 Tacoma, WA 98402	None Funding for Education and Career Development Program	Public charity	5,000.
Friends of the North Fork Community Library P.O. Box 310 Maple Falls, WA 98266	None Funding to help with construction of library facilities	Public charity	7,500.
Hunger Intervention Program 10640 Lakeside Ave NE Seattle, WA 98125	None Funding to help support food related services to homeless adults	Public charity	5,000.
Mary Bridge Children's Foundation P.O. Box 5296 Tacoma, WA 98415	None Funding for replacement of existing Emergency Department	Public charity	14,300.
North Helpline 12707 30th Ave NE Seattle, WA 98125	None Purchase of 4 Dell computers and printer	Public charity	5,000.
North Helpline 12707 30th Ave NE Seattle, WA 98125	None Infant and Toddler Need Program and Homeless Nutrition Center	Public charity	5,000.
Puget Sound Maritime Historical Society P.O. Box 9731 Seattle, WA 98109	None Preserving their collectoin of ship plans and commercial steamship records	Public charity	5,000.
Senior Services 2208 Second Ave Ste 100 Seattle, WA 98121	None Kinship Care Program	Public charity	5,000.
The Tears Foundation 11102 Sunrise Blvd E Ste 102 Puyallup, WA 98374	None Provide assistance to needy families with their infant's funeral expenses	Public charity	10,000.

Whatcom Literacy Council P.O. Box 1292 Bellingham, WA 98227	None Provide small group classes for adult learners	Public charity	5,700.
Boys & Girls Clubs of Whatcom County 1715 Kentucky St Bellingham, WA 98229	None Provide educational programs at various clubs	Public charity	2,500.
Last Leaf Productions 322 N Madison St Monroe, WA 98272	None Provide touring theatre programs for children	Public charity	3,000.
Pacific Northwest Ballet 301 Mercer St Seattle, WA 98109	None Provide scholarships to Dance Chance youth program	Public charity	10,000.
Plymouth Housing Group 2113 Third Avenue Seattle, WA 98121	None Provide housing and supportive services to transition homeless invidivuals	Public charity	10,000.
Total to Form 990-PF, Part XV, line 3a			209,000.

2009 91-1620836

Supporting Schedule for Form 990-PF, Part XV: Statement 12

2009 SCHOLARSHIP WINNERS PAID BY KELLY FOUNDATION OF WASHINGTON - $2,500 each

STUDENT NAME		STUDENT ADDRESS		COLLEGE ATTENDING		
Aileen	Andres	2477 Heights Drive	Ferndale WA 98248	American University	Washington DC 20016-8001	2,500
Kaileah	Baldwin	7730 18th Avenue SW #B	Seattle WA 98106	University of Portland	Portland WA 97203-5798	2,500
Adel	Benslimane	16019 Waynita Way NE #F301	Bothell WA 98011	Cornell University	Ithaca NY 14850-2488	2,500
Mason	Bially	P O Box 3194	Port Angeles WA 98362	Western Washington University	Bellingham WA 98225-9004	2,500
Michaela	Blau	2412 126th Avenue NE	Bellevue WA 98005	University of San Francisco	San Francisco CA 94117	2,500
Joseph	Bradley	40 Whispering Firs	Port Angeles WA 98363	Peninsula College	Port Angeles WA 98362	2,500
Cassondra	Bussing	1215 176 Avenue NE	Bellevue WA 98008	University of Southern California	Los Angeles CA 90089-0914	2,500
Kelsey	Craft	2304 32nd Avenue	Longview WA 98632	University of Idaho	Moscow ID 83844-4264	2,500
Sara	Deufel	747 Smith Creek Rd	Raymond WA 98577	Eastern Washington University	Cheney WA 99004-2447	2,500
Mary	Falkner	4105 Banbridge Loop SE	Olympia WA 98501	Gonzaga University	Spokane WA 99258	2,500
Dennis	Goulet	9005 Sunset Trail	Pasco WA 99301	Whitworth University	Spokane WA 99251	2,500
William	Hansen	110 Camion Road	Ellensburg WA 98926	Calif Polytechnic State University	San Luis Obispo CA 93407	2,500
Emily	Haynes	P O Box 492	Ocean Shores WA 98569	Western Washington University	Bellingham WA 98225-9006	2,500
Adriel	Johnson	519 Hoquiam Ave NE	Renton WA 98059	Brigham Young University	Provo UT 84602	2,500
Jordan	Lehrman	524 North 44th Avenue	Yakima WA 98908	Gonzaga University	Spokane WA 99258	2,500
Max	Li	2144 Hamilton Avenue	Richland WA 99354	Duke University	Durham NC 27708-0586	2,500
Natalie	Michajla	10623 NE 138th Place	Kirkland WA 98034	Montana State University	Bozeman MT 59717-4160	2,500
Jordan	Nash	193 Salmonberry Ln	Friday Harbor WA 98250	Western Washington University	Bellingham WA 98225-9009	2,500
Kaylyn	Parker	109 East Harriman	Aberdeen WA 98520	Eastern Washington University	Cheney WA 99004-2447	2,500
Andrea	Rempel	1779 Fairview Street	Lynden WA 98264	Indiana Wesleyan University	Marion Indiana 46953-4974	2,500
Keira	Rogers	4802 111th Avenue NE	Kirkland WA 98033	University of Southern California	Los Angeles CA 90089-0914	2,500
Neama	Said	3651 34th Ave South #B 108	Seattle WA 98144	Bowdoin College	Brunswick Maine 04011-8441	2,500
Anna	Stusser	1817 Allegro Drive SE	Olympia WA 98501	Clark University	Worcester MA 01610	2,500
Felicia	Teter	7660 North Fork Road	Yakima WA 98903	Dartmouth College	Hanover NH 03755-3541	2,500
Thu-Ha	Truong	4526 South 79th St	Tacoma WA 98409	Stanford University	Stanford CA 94305-6106	2,500
Melanie	Utecht	6026 Webster Way	Cashmere WA 98815	University of Montana	Missoula MT 59812	2,500
Sheela	VanRees	4251 NE Northshore Road #9	Belfair WA 98528	Washington State University	Pullman WA 99164-1067	2,500
Stephanie	Wang	4332 136th Place SE	Bellevue WA 98006	University of Puget Sound	Tacoma WA 98416-1062	2,500
Julia	Woloschek	8479 Wildcat Lake Rd	Bremerton WA 98312	Olympic College	Bremerton WA 98337-1699	2,500
Brandt	Wong	7118 South 129th St	Seattle WA 98178	University of Pennsylvania	Philadelphia PA 19104-6376	2,500
Ryan	Wong	7118 South 129th St	Seattle WA 98178	University of Pennsylvania	Philadelphia PA 19104-6376	2,500
Jasmine	Zell	123 N Central Avenue	Sedro Woolley WA 98284	Washington State University	Seattle WA 99164-1067	2,500
32 @ $2,500 = $80,000						80,000

Dear Scholarship Counselor -

The Kelly Foundation of Washington is pleased to offer the *Ewing C. Kelly Scholarship.* High school seniors in the Cascade Region are eligible. **If you received this letter and application, your students are eligible.** Applicants will be judged on citizenship and academic achievement. Each award is worth $2,500 and will be presented in May, 2___ Last year over 700 applications were judged and 50 scholarships were awarded.

Enclosed you will find a master application for this scholarship. Please duplicate the application (8 pages, including cover page). **I encourage you to keep the master application on file, as we will not be able to mail additional copies!**

If you are not the person who deals with scholarship opportunities, please forward these materials to the proper resource.

All applications (with ALL attachments) must be postmarked by March 10, 2009 *(Late or incomplete applications will not be judged).* We do not mail applications to individuals.

If you have any questions, please do not hesitate to contact our scholarship hotline at (206) 706-8486.

Thank you for your help in making this scholarship available to your students.

Mary C. Low
Executive Director

KELLY FOUNDATION OF WASHINGTON

EWING C. KELLY SCHOLARSHIP

The Kelly Foundation of Washington is offering $2,500 awards for its scholarship program, the Ewing C. Kelly Scholarship. This award is named in honor of Ewing C. Kelly, a longtime radio and television broadcaster.

The Ewing C. Kelly Scholarship is designed to reward students who demonstrate good citizenship while striving to attain their academic goals. Applicants will be judged on their academic merit, extra-curricular achievements--both scholastically and in their community--and financial need.

Eligibility: 1) Applicant must be accepted, or have an application pending, at an institution of higher learning, public or private; 2) must be a senior-level student at a public or private high school; 3) must have a composite score of 20 on the ACT or a composite score of 840 on the SAT; 4) must be a U.S. citizen or have a green card.

Scholarship Administration: Award will be applied toward recipient's tuition and fees upon enrollment. Funds will be made payable to the academic institution no later than August 31, **and must be used during the upcoming academic year.**

Announcement: Winners will be contacted by the Scholarship Committee by April 30. Awards will be presented at a banquet in Seattle on the 3rd Sunday in May.

Applications: Applications are available through the high school counselor. Please read the application carefully. It contains 3 information pages, 2 financial assessment pages, a checklist and a page including tips for letters of recommendation. It must be accompanied by transcript, SAT scores, personal statement and 3 letters of recommendation. **Incomplete applications will be rejected. All materials must be submitted by applicant. Applications must be postmarked by March 10.** Please send completed application to:

Ewing C. Kelly Scholarship
P O Box 19208
Seattle WA 98109

COVER PAGE

Ewing C. Kelly Scholarship

IMPORTANT—READ CAREFULLY! Applicant must submit this application (typed or printed by hand) with complete high school transcript, ACT and/or SAT scores (photocopy), financial assessment form (see Pages 4 & 5), personal statement and three (3) letters of reference. A checklist and a list of tips for obtaining meaningful letters of recommendation are included. Mail all application materials to: Ewing C. Kelly Scholarship, PO Box 19208, Seattle WA 98109. Incomplete applications or facsimiles will not be accepted. DO NOT mail some documents separately. Applications must be postmarked by March 10.

NAME ____
(Last) (First) (Middle)

PERMANENT ADDRESS ________________________________
(Street) (Apartment)

____
(City) (State) (Zip)

TELEPHONE NUMBER Area Code ( ) ________________

BIRTH DATE ________________ SEX (Circle One) MALE / FEMALE

U.S. CITIZEN? YES / NO GREEN CARD? YES/NO
ETHNIC BACKGROUND (OPTIONAL)
( ) African American ( ) Hispanic ( ) Asian/Pacific Islander
( ) Native American or Alaska Native ( ) Other

NAME OF HIGH SCHOOL ______________________________

ADDRESS ____

SCHOOL TELEPHONE # ( ) ____________ GRADUATION DATE ______

COUNSELOR ____________________ PRINCIPAL ________________

CUM G.P.A. ________ SAT SCORES ____________ ACT SCORE __________

Ewing C. Kelly Scholarship

INCLUDE A ONE-PAGE PERSONAL STATEMENT, including such information as a brief personal history, family circumstances, goals and why you are seeking the Ewing C. Kelly Scholarship. We want to get to know you! Page 3 of the Application will have a place for academic achievements and extra-curricular activities so do not include this in your personal statement.

DO YOU NEED FINANCIAL AID TO PURSUE A POST SECONDARY EDUCATION? ________IF "YES", EXPLAIN ______________________________

____

____

LIST AMOUNTS AND TYPES OF FINANCIAL AID ALREADY GRANTED FOR THIS COMING FALL (INCLUDING GOVERNMENT OR PRIVATE OUNDATION GRANTS) ____

____

____

LIST PAST AND PRESENT EMPLOYERS, DURATION OF EMPLOYMENT AND HOURS-A-WEEK WORKED_____________________________________

____

____

ARE YOU BEING CONSIDERED FOR AN APPOINTMENT TO A U.S. MILITARY ACADEMY? IF "YES", PROVIDE NAME ____________________

WHAT COLLEGE OR POST HIGH SCHOOL INSTITUTION DO YOU PLAN TO ATTEND? ____

WHY DID YOU SELECT THE ABOVE INSTITUTION?__________________

____

WHAT BACHELOR DEGREE ARE YOU PLANNING TO PURSUE?

____

Ewing C. Kelly Scholarship

HIGH SCHOOL ACADEMIC ACHIEVEMENTS (include honor roll and other academic awards) ______________________________

____

____

____

____

WHAT IS, OR WAS, YOUR GREATEST CHALLENGE IN SUCCEEDING AT THE HIGH SCHOOL LEVEL? ______________________________

____

____

HIGH SCHOOL EXTRA-CURRICULAR ACTIVITIES (include athletics, student government, music, drama, etc.) ______________________________

____

____

____

____

____

COMMUNITY ACTIVITIES (Church, volunteer, etc., plus number of hours involved per week or per year)______________________________

____

____

____

____

NOTE: A summary of the above information may not exceed one page.

Applicant's Signature______________________________Date____________

Ewing C. Kelly Scholarship
Financial Assessment Form

STUDENT NAME____

NOTE: Please have parent(s)/guardian complete the following questions:

NAME OF PARENT(S)/GUARDIAN ______________________________

OCCUPATION(S)____

PERMANENT ADDRESS_______________________________________

____

TELEPHONE NUMBER Area Code (   ) ______________________

PARENT(S)/GUARDIAN INCOME, EXPENSE, ASSET DATA
YEAR: JANUARY 1, ____ TO DECEMBER 31, ____

( ) Estimates based on income information to be filed by April 15, _____.

( ) Estimates based on completed IRS Form 1040 dated ________________

Adjusted gross income __________

Total U. S. Income Tax paid __________

Income earned from work by Wage Earner #1 __________

Income earned from work by Wage Earner #2 __________

Total number of people supported by this income __________

Total number of adults in your household __________

Total number of working adults in your household __________

Total number of dependents under 18 in your household __________

Social Security or other untaxed income or benefits *(including disability payments, child support, etc.)* __________

Cash, savings, checking accounts, bonds, zero coupon bonds, stock value (cash) CD's, notes, etc. __________

Total number of family members attending post-secondary school (Minimum half-time) during the coming school year, including applicant. __________

Ewing C. Kelly Scholarship
Financial Assessment Form (Continued)

CERTIFICATION:

I certify that all of the information on this financial assessment form is true and complete to the best of my (our) knowledge. If asked by the Ewing C. Kelly Scholarship Committee Chair, I (we) agree to furnish proof of the information we have provided. I (we) realize that this proof may include a copy of my (our) most recently filed U.S. Income Tax Return; social security number or green card. I (we) realize that, if asked and proof is not furnished, the student may not receive any Ewing C. Kelly Scholarship moneys.

____

Parent(s)/Guardian Signature Date

Applicant's Signature______________________________Date___________

HELPFUL HINTS FOR LETTERS OF RECOMMENDATION

- It is critical that you choose individuals who know you well and can be specific about your talents, contributions, etc. A letter of recommendation that is too general may hurt you more than help you.

- You might remind whoever is writing your letter of contributions that you have made to your school or community, i.e., projects you have worked on, leadership you have shown.

- If possible, a letter of recommendation should be written on the letterhead of the organizations you were part of (school, leadership club, service organization, etc.).

CHECKLIST

1. _____ Three letters of recommendation.
2. _____ Completed application, including Financial Assessment Form.
3. _____ 1-Page Personal Statement.
4. _____ High school transcript.
5. _____ SAT and/or ACT scores.

DO NOT SEND ANY OF THIS INFORMATION SEPARATELY.

We get hundreds of applications and can only accept those that have been properly submitted. It is very frustrating for us to have a very qualified candidate but an incomplete application!

MAIL TO:

Ewing C Kelly Scholarship
P O Box 19208
Seattle WA 98109

Form 8868 (Rev. April 2009) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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* 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 Kelly Foundation of Washington	Employer identification number 91-1620836
	Number, street, and room or suite no. If a P.O. box, see instructions. 4212 Soundview Drive W	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. University Place, WA 98466	

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

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ Marlene Gottfried 4212 Soundview Drive W. - University Place, WA 98466

  Telephone No. ▶ (253) 565-1427 FAX No. ▶
- 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.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until August 15, 2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2009 or

▶ [ ] tax year beginning ______ , and ending ______ .

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

3a	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.	3a	$ 1,713.
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.	3b	$ 2,530.
c	**Balance Due.** 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.	3c	$ 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.