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 October 1 , 2009, and ending September 30 , 20 10

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

A Employer identification number: 68-0175739

Number and street (or P.O. box number if mail is not delivered to street address): 3610 American River Drive — Room/suite: 190

B Telephone number (see page 10 of the instructions): 916-978-4892

City or town, state, and ZIP code: Sacramento, CA 95864

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) ▶ $ 7198686

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) (see page 11 of the instructions).)*

| | Line | Description | (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 (attach schedule) | | | | |
| | 2 | Check ▶ ☑ if the foundation is not required to attach Sch. B | | | | |
| | 3 | Interest on savings and temporary cash investments | 13540 | 13540 | | |
| | 4 | Dividends and interest from securities | 148803 | 148803 | | |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | -17792 | | | |
| | b | Gross sales price for all assets on line 6a 733093 | | | | |
| | 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) (attach schedule) | | | | |
| | 11 | Other income (attach schedule) | | | | |
| | 12 | **Total.** Add lines 1 through 11 | 144551 | 162343 | | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc. | NONE | | | |
| | 14 | Other employee salaries and wages | | | | |
| | 15 | Pension plans, employee benefits | | | | |
| | 16a | Legal fees (attach schedule) STMT 1 | 118 | | | 118 |
| | b | Accounting fees (attach schedule) STMT 2 | 2000 | | | 2000 |
| | c | Other professional fees (attach schedule) | | | | |
| | 17 | Interest | | | | |
| | 18 | Taxes (attach schedule) (see page 14 of the instructions) | | | | |
| | 19 | Depreciation (attach schedule) and depletion | | | | |
| | 20 | Occupancy | | | | |
| | 21 | Travel, conferences, and meetings | | | | |
| | 22 | Printing and publications | | | | |
| | 23 | Other expenses (attach schedule) STMT 4 | 3520 | | | 3520 |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 5638 | | | 5638 |
| | 25 | Contributions, gifts, grants paid | 275000 | | | 275000 |
| | 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 280638 | 0 | | 280638 |
| | 27 | Subtract line 26 from line 12: | | | | |
| | a | **Excess of revenue over expenses and disbursements** | -136087 | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 162343 | | |
| | c | **Adjusted net income** (if negative, enter -0-) | | | | |

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## Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

| | | Beginning of year | End of year | |
|---|---|---|---|---|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| **Assets** 1 | Cash—non-interest-bearing | 6711 | 265476 | 265476 |
| 2 | Savings and temporary cash investments | 525000 | 0 | 0 |
| 3 | Accounts receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| 4 | Pledges receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| 5 | Grants receivable | | | |
| 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions) | | | |
| 7 | Other notes and loans receivable (attach schedule) ▶ | | | |
| | 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 (attach schedule) | | | |
| b | Investments—corporate stock (attach schedule) | | | |
| c | Investments—corporate bonds (attach schedule) | | | |
| 11 | Investments—land, buildings, and equipment: basis ▶ | | | |
| | Less: accumulated depreciation (attach schedule) ▶ | | | |
| 12 | Investments—mortgage loans | | | |
| 13 | Investments—other (attach schedule) . STMT 5 | 6389316 | 6933210 | 6933210 |
| 14 | Land, buildings, and equipment: basis ▶ | | | |
| | Less: accumulated depreciation (attach schedule) ▶ | | | |
| 15 | Other assets (describe ▶ ) | | | |
| 16 | **Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I) | 6921027 | 7198686 | 7198686 |
| **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 ▶ ) | | | |
| 23 | **Total liabilities** (add lines 17 through 22) | | | |
| **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 ▶ ☑ and complete lines 27 through 31.** | | | |
| 27 | Capital stock, trust principal, or current funds | 6921027 | 7198686 | |
| 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | | |
| 29 | Retained earnings, accumulated income, endowment, or other funds | | | |
| 30 | **Total net assets or fund balances** (see page 17 of the instructions) | 6921027 | 7198686 | |
| 31 | **Total liabilities and net assets/fund balances** (see page 17 of the instructions) | 6921027 | 7198686 | |

## 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 | 6921027 |
| 2 | Enter amount from Part I, line 27a | 2 | -136087 |
| 3 | Other increases not included in line 2 (itemize) ▶ STMT 6 | 3 | 413746 |
| 4 | Add lines 1, 2, and 3 | 4 | 7198686 |
| 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 | 7198686 |

## 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 | STMT 7 | | | |
| b | | | | |
| 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 | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|---|---|---|---|
| a | | | | |
| b | | | | |
| 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** -17792

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).
If (loss), enter -0- in Part I, line 8 . . . . . . . . . . . . . . . . . . . **3**

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|---|---|---|---|
| 2008 | 308519 | 5885971 | .05241599050 |
| 2007 | 360909 | 6621181 | .05450825162 |
| 2006 | 305509 | 7056582 | .04329418974 |
| 2005 | 331451 | 6513238 | .05088882058 |
| 2004 | 278367 | 6141396 | .04532633948 |

| | | | |
|---|---|---|---|
| 2 | Total of line 1, column (d) | 2 | .24643359193 |
| 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 | .049286718 |
| 4 | Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | 4 | 7189539 |
| 5 | Multiply line 4 by line 3 | 5 | 354349 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 1623 |
| 7 | Add lines 5 and 6 | 7 | 355972 |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 280638 |

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b | 1 | 3247 |
| 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 | 3247 |
| 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 | 3247 |
| 6 | Credits/Payments: | | |
| a | 2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 2815 | | |
| 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 | 2815 |
| 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 | 432 |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount **overpaid** ▶ | 10 | |
| 11 | Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ Refunded ▶ | 11 | |

## 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 | | ✔ |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? | 1b | | ✔ |
| | *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 | | ✔ |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ NONE (2) On foundation managers. ▶ $ NONE | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ NONE | | | |
| 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 | | ✔ |
| 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 | ✔ | |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | ✔ |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 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 | | ✔ |
| 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 | ✔ | |
| 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 | ✔ | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CALIFORNIA | | | |
| 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 | ✔ | |
| 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* | 9 | | ✔ |
| 10 | Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* | 10 | | ✔ |

**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 page 20 of the instructions) | 11 | | ✔ |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | N/A | |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | ✔ | |

Website address ▶

14 The books are in care of ▶ Bea Barbee Telephone no. ▶ 916-978-4892

Located at ▶ 3610 American River Dr. #190, Sacramento, CA ZIP+4 ▶ 95864-5999

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 |

**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)? | 1b | N/A | |
| | 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 | | ✔ |
| 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 ▶ 20___ , 20___ , 20___ , 20___ | | | |
| 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.) | 2b | N/A | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___ | | | |
| 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.)* | 3b | N/A | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | ✔ |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? | 4b | | ✔ |

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No

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

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** N/A

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** ✔ (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? **7b** N/A

## Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

**1 List all officers, directors, trustees, foundation managers and their compensation (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 |
|---|---|---|---|---|
| STMT 8 | | 0 | NONE | NONE |
| | | | | |
| | | | | |
| | | | | |

**2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."**

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

Total number of other employees paid over $50,000 ▶ NONE

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

**3 Five highest-paid independent contractors for professional services (see 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 |
|---|---|---|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| **Total** number of others receiving over $50,000 for professional services ▶ | | NONE |

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

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc | Expenses |
|---|---|
| 1 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 NONE | |
| 2 | |
| All other program-related investments. See page 24 of the instructions | |
| 3 | |
| **Total.** Add lines 1 through 3 ▶ | NONE |

**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 | 7029890 |
| b | Average of monthly cash balances | 1b | 269134 |
| c | Fair market value of all other assets (see page 24 of the instructions) | 1c | NONE |
| d | **Total** (add lines 1a, b, and c) | 1d | 7299024 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). 1e | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 7299024 |
| 4 | Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 109485 |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 7189539 |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 359477 |

**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 | 359477 |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 1623 | | |
| b | Income tax for 2009. (This does not include the tax from Part VI.) | 2b | 0 | | |
| c | Add lines 2a and 2b | | | 2c | 1623 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | | 3 | 357854 |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | NONE |
| 5 | Add lines 3 and 4 | | | 5 | 357854 |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | | | 6 | NONE |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | | | 7 | 357854 |

**Part XII** **Qualifying Distributions** (see page 25 of the 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 | 280638 |
| b | Program-related investments—total from Part IX-B | 1b | NONE |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 280638 |
| 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) | 5 | 1623 |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 279015 |

**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 | | | | 357854 |
| 2 Undistributed income, if any, as of the end of 2009: | | | | |
| a Enter amount for 2008 only | | | 274010 | |
| 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 | | | | |
| e From 2008 | | | | |
| f **Total** of lines 3a through e | | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 280638 | | | | |
| a Applied to 2008, but not more than line 2a | | | 274010 | |
| 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 | | | | 6628 |
| e Remaining amount distributed out of corpus | | | | |
| 5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)* | | | | NONE |
| 6 **Enter the net total of each column as indicated below:** | | | | |
| 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 | | | | 351226 |
| 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 | | | | |
| 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 | | | | |

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

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 ☐ 4942(j)(3) or ☐ 4942(j)(5)

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | (e) Total |
| 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 ⅔ 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).)

JON S. KELLY AND GREGORY G. KELLY, MEMBERS OF JS KELLY LLC AND GG KELLY LLC

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:

STMT 9

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

STMT 9

c Any submission deadlines:

STMT 9

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

STMT 9

**Part XV Supplementary Information** (continued)

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

| Recipient<br>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* | | | | |
| STMT 10 | | | | |
| **Total** . . . . . . . . ▶ 3a | | | | 275000 |
| **b** *Approved for future payment* | | | | |
| **Total** . . . . . . . . ▶ 3b | | | | NONE |

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

| Enter gross amounts unless otherwise indicated. | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See page 28 of the instructions.) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments . . . . | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 13540 | |
| 4 Dividends and interest from securities . . . . | | | 14 | 148803 | |
| 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 | -17792 | |
| 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) . . . . . | | | | 144551 | |

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . . . . . . . . . . . . . . . . . 13 144651

(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**

| | | | 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) | | ✔ |
| | (2) Other assets | 1a(2) | | ✔ |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | ✔ |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | ✔ |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | ✔ |
| | (4) Reimbursement arrangements | 1b(4) | | ✔ |
| | (5) Loans or loan guarantees | 1b(5) | | ✔ |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | ✔ |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | ✔ |

**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 |
|---|---|---|---|
| | | | |

**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 |
|---|---|---|
| | | |

**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.

Scott H. Nichols | 2-10-11 | Treasurer

Signature of officer or trustee | Date | Title

| Paid Preparer's Use Only | | Date | Check if self-employed ▶ ☐ | Preparer's identifying number (see Signature on page 30 of the instructions) |
|---|---|---|---|---|
| Preparer's signature ▶ | Connie Depe | 2/8/11 | | P01294184 |
| Firm's name (or yours if self-employed), address, and ZIP code ▶ | | | EIN ▶ | |
| | | | Phone no. | |

PricewaterhouseCoopers LLP
Three Embarcadero Center
San Francisco, CA 94111-4004
(415) 498-5000

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| Legal fees | $ 118 | | | $ 118 |
| Total | $ 118 | $ - | $ - | $ 118 |

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

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| Tax return fees/consulting | $ 2,000 | | | $ 2,000 |
| Total | $ 2,000 | $ - | $ - | $ 2,000 |

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| Association Dues | $ 495 | | | $ 495 |
| Insurance-Liability/D&O | 1,322 | | | 1,322 |
| Office Expense | 1,703 | | | 1,703 |
| | - | | | - |
| Total | $ 3,520 | $ - | $ - | $ 3,520 |

Statement 5
Form 990-PF, Part II, Line 13
Investments-Other

| | Valuation Method | Book Value | Fair Market Value |
|---|---|---|---|
| DFA-Five Year Government Fund | Mkt Value | $ 172,307 | $ 172,307 |
| DFA-One Year Fixed Income Fund | Mkt Value | 637,603 | 637,603 |
| DFA-US Large Fund | Mkt Value | 759,417 | 759,417 |
| DFA-US Microp Cap | Mkt Value | 1,139,789 | 1,139,789 |
| Dodge & Cox-Income Fund | Mkt Value | 1,551,665 | 1,551,665 |
| Dodge & Cox-International Fund | Mkt Value | 1,418,725 | 1,418,725 |
| Dodge & Cox-Stock Fund | Mkt Value | 825,037 | 825,037 |
| Paydenfunds-Global Fixed Income Fund | Mkt Value | 428,667 | 428,667 |
| | Total | $ 6,933,210 | $ 6,933,210 |

Statement 6
Form 990-PF, Part III, Line 3
Other Increases

| | |
|---|---|
| FMV Adjustment of Investments | $ 412,883 |
| RCB Foundation-IRS Refund | 808 |
| RCB Foundation-Bank account closing balance | 55 |
| Total | $ 413,746 |

# 2009 KELLY FOUNDATION Capital Gains - 2010

10/1/2009 through 9/30/2010

10/27/2010



STMT 7

| Account | Security | Shares | Bought | Sold | Gross Proceeds | Cost Basis | Realized Gain/L... |
|---|---|---|---|---|---|---|---|
| **SHORT TERM** | | | | | | | |
| DFA-US Large | DFA-US Large Company | 117.624 | 6/9/2009 | 5/7/2010 | 3,849.20 | 3,264.07 | 585.13 |
| DFA-US Large | DFA-US Large Company | 107.770 | 9/9/2009 | 5/7/2010 | 3,526.73 | 3,281.59 | 245.14 |
| DFA-US Large | DFA-US Large Company | 140.041 | 12/9/2009 | 5/7/2010 | 4,582.79 | 4,514.91 | 67.88 |
| DFA-US Large | DFA-US Large Company | 68.916 | 3/9/2010 | 5/7/2010 | 2,255.25 | 2,316.28 | -61.03 |
| DFA-US Large | DFA-US Large Company | 60.504 | 5/5/2010 | 5/7/2010 | 1,979.97 | 2,077.70 | -97.73 |
| **TOTAL SHORT TERM** | | | | | **16,193.94** | **15,454.55** | **739.39** |
| **LONG TERM** | | | | | | | |
| DFA-US Large | DFA-US Large Company | 289.247 | 9/11/1995 | 5/7/2010 | 9,465.50 | 4,972.16 | 4,493.34 |
| DFA-US Large | DFA-US Large Company | 34.830 | 11/27/1995 | 5/7/2010 | 1,139.80 | 626.66 | 513.14 |
| DFA-US Large | DFA-US Large Company | 8.600 | 11/27/1995 | 5/7/2010 | 281.43 | 154.73 | 126.70 |
| DFA-US Large | DFA-US Large Company | 32.240 | 12/27/1995 | 5/7/2010 | 1,055.04 | 591.28 | 463.76 |
| DFA-US Large | DFA-US Large Company | 2.550 | 12/27/1995 | 5/7/2010 | 83.45 | 46.68 | 36.77 |
| DFA-US Large | DFA-US Large Company | 605.590 | 2/6/1996 | 5/7/2010 | 19,817.70 | 11,700.00 | 8,117.70 |
| DFA-US Large | DFA-US Large Company | 29.390 | 3/8/1996 | 5/7/2010 | 961.78 | 555.76 | 406.02 |
| DFA-US Large | DFA-US Large Company | 50.990 | 6/10/1996 | 5/7/2010 | 1,668.63 | 1,022.35 | 646.28 |
| DFA-US Large | DFA-US Large Company | 948.890 | 6/18/1996 | 5/7/2010 | 31,052.05 | 18,750.07 | 12,301.98 |
| DFA-US Large | DFA-US Large Company | 21.410 | 9/10/1996 | 5/7/2010 | 700.63 | 425.20 | 275.43 |
| DFA-US Large | DFA-US Large Company | 73.830 | 12/27/1996 | 5/7/2010 | 2,416.06 | 1,657.44 | 758.62 |
| DFA-US Large | DFA-US Large Company | 27.420 | 12/27/1996 | 5/7/2010 | 897.31 | 615.62 | 281.69 |
| DFA-US Large | DFA-US Large Company | 26.580 | 12/27/1996 | 5/7/2010 | 869.82 | 596.68 | 273.14 |
| DFA-US Large | DFA-US Large Company | 4,264.131 | 2/5/1997 | 5/7/2010 | 139,542.02 | 98,586.71 | 40,955.31 |
| DFA-US Large | DFA-US Large Company | 43 550 | 3/10/1997 | 5/7/2010 | 1,425.16 | 1,051.73 | 373.43 |
| DFA-US Large | DFA-US Large Company | 68.400 | 6/10/1997 | 5/7/2010 | 2,238.36 | 1,757.20 | 481.16 |
| DFA-US Large | DFA-US Large Company | 55.130 | 9/10/1997 | 5/7/2010 | 1,804.11 | 1,529.31 | 274.80 |
| DFA-US Large | DFA-US Large Company | 89.550 | 12/22/1997 | 5/7/2010 | 2,930.49 | 2,528.91 | 401.58 |
| DFA-US Large | DFA-US Large Company | 13.730 | 12/22/1997 | 5/7/2010 | 449.31 | 387.77 | 61.54 |
| DFA-US Large | DFA-US Large Company | 27.460 | 12/22/1997 | 5/7/2010 | 898.62 | 775.53 | 123.09 |
| DFA-US Large | DFA-US Large Company | 36.090 | 3/10/1998 | 5/7/2010 | 1,181.03 | 1,138.28 | 42.75 |
| DFA-US Large | DFA-US Large Company | 58.600 | 6/10/1998 | 5/7/2010 | 1,917.66 | 1,942.00 | -24.34 |
| DFA-US Large | DFA-US Large Company | 57.230 | 9/10/1998 | 5/7/2010 | 1,872.83 | 1,708.32 | 164.51 |
| DFA-US Large | DFA-US Large Company | 73.390 | 12/21/1998 | 5/7/2010 | 2,401.66 | 2,605.51 | -203.85 |
| DFA-US Large | DFA-US Large Company | 19.310 | 12/21/1998 | 5/7/2010 | 631.91 | 685.66 | -53.75 |
| DFA-US Large | DFA-US Large Company | 60.840 | 12/21/1998 | 5/7/2010 | 1,990.97 | 2,159.83 | -168.86 |
| DFA-US Large | DFA-US Large Company | 28.820 | 3/9/1999 | 5/7/2010 | 943.12 | 1,089.68 | -146.56 |
| DFA-US Large | DFA-US Large Company | 71.793 | 6/8/1999 | 5/7/2010 | 2,349.40 | 2,789.16 | -439.76 |

# 2009 KELLY FOUNDATION Capital Gains - 2010

10/1/2009 through 9/30/2010

| Account | Security | Shares | Bought | Sold | Gross Proceeds | Cost Basis | Realized Gain/L... |
|---|---|---|---|---|---|---|---|
| DFA-US Large | DFA-US Large Company | 41.193 | 9/8/1999 | 5/7/2010 | 1,348.02 | 1,633.30 | -285.28 |
| DFA-US Large | DFA-US Large Company | 7,585.745 | 1/4/2000 | 5/7/2010 | 248,240.53 | 311,774.11 | -63,533.58 |
| DFA-US Large | DFA-US Large Company | 58.038 | 3/8/2000 | 5/7/2010 | 1,899.27 | 2,330.81 | -431 54 |
| DFA-US Large | DFA-US Large Company | 126.291 | 12/18/2000 | 5/7/2010 | 4,132.82 | 4,901.35 | -768.53 |
| DFA-US Large | DFA-US Large Company | 2,991.886 | 1/22/2001 | 5/7/2010 | 97,908.31 | 118,000.00 | -20,091.69 |
| DFA-US Large | DFA-US Large Company | 59.403 | 3/8/2001 | 5/7/2010 | 1,943 94 | 2,206.23 | -262.29 |
| DFA-US Large | DFA-US Large Company | 109.664 | 6/8/2001 | 5/7/2010 | 3,588.71 | 4,069.63 | -480.92 |
| DFA-US Large | DFA-US Large Company | 117.031 | 9/10/2001 | 5/7/2010 | 3,829.79 | 3,750.84 | 78.95 |
| DFA-US Large | DFA-US Large Company | 166.521 | 12/17/2001 | 5/7/2010 | 5,449.33 | 5,533.49 | -84.16 |
| DFA-US Large | DFA-US Large Company | 67.171 | 3/8/2002 | 5/7/2010 | 2,198.15 | 2,293.22 | -95.07 |
| DFA-US Large | DFA-US Large Company | 105.478 | 6/10/2002 | 5/7/2010 | 3,451.73 | 3,188.60 | 263.13 |
| DFA-US Large | DFA-US Large Company | 123.617 | 9/10/2002 | 5/7/2010 | 4,045.32 | 3,296.87 | 748.45 |
| DFA-US Large | DFA-US Large Company | 185.583 | 12/16/2002 | 5/7/2010 | 6,073.13 | 4,947.64 | 1,125.49 |
| DFA-US Large | DFA-US Large Company | 107.147 | 3/10/2003 | 5/7/2010 | 3,506.34 | 2,537.24 | 969.10 |
| DFA-US Large | DFA-US Large Company | 114 429 | 6/10/2003 | 5/7/2010 | 3,744.64 | 3,305.85 | 438.79 |
| DFA-US Large | DFA-US Large Company | 123.763 | 9/9/2003 | 5/7/2010 | 4,050.10 | 3,715.37 | 334.73 |
| DFA-US Large | DFA-US Large Company | 176.613 | 12/22/2003 | 5/7/2010 | 5,779.59 | 5,660.45 | 119.14 |
| DFA-US Large | DFA-US Large Company | 77.984 | 3/9/2004 | 5/7/2010 | 2,552.00 | 2,610.90 | -58.90 |
| DFA-US Large | DFA-US Large Company | 115.039 | 6/8/2004 | 5/7/2010 | 3,764.61 | 3,858.41 | -93.80 |
| DFA-US Large | DFA-US Large Company | 132.488 | 9/8/2004 | 5/7/2010 | 4,335.62 | 4,342.96 | -7.34 |
| DFA-US Large | DFA-US Large Company | 283.349 | 12/20/2004 | 5/7/2010 | 9,272.49 | 9,903.05 | -630.56 |
| DFA-US Large | DFA-US Large Company | 66.665 | 3/8/2005 | 5/7/2010 | 2,181.59 | 2,381.95 | -200.36 |
| DFA-US Large | DFA-US Large Company | 103.635 | 6/8/2005 | 5/7/2010 | 3,391.41 | 3,630.35 | -238.94 |
| DFA-US Large | DFA-US Large Company | 129.665 | 9/8/2005 | 5/7/2010 | 4,243.24 | 4,680.91 | -437.67 |
| DFA-US Large | DFA-US Large Company | 142.390 | 12/19/2005 | 5/7/2010 | 4,659.66 | 5,252.75 | -593.09 |
| DFA-US Large | DFA-US Large Company | 61.382 | 3/8/2006 | 5/7/2010 | 2,008.70 | 2,301.82 | -293.12 |
| DFA-US Large | DFA-US Large Company | 111.714 | 6/8/2006 | 5/7/2010 | 3,655.80 | 4,121.13 | -465.33 |
| DFA-US Large | DFA-US Large Company | 106.223 | 9/8/2006 | 5/7/2010 | 3,476.11 | 4,046.04 | -569.93 |
| DFA-US Large | DFA-US Large Company | 136.318 | 12/18/2006 | 5/7/2010 | 4,460.95 | 5,680.38 | -1,219.43 |
| DFA-US Large | DFA-US Large Company | 69.468 | 3/8/2007 | 5/7/2010 | 2,273.31 | 2,855.83 | -582.52 |
| DFA-US Large | DFA-US Large Company | 96.531 | 6/8/2007 | 5/7/2010 | 3,158.94 | 4,266.65 | -1,107.71 |
| DFA-US Large | DFA-US Large Company | 89.831 | 9/10/2007 | 5/7/2010 | 2,939.68 | 3,824.09 | -884.41 |
| DFA-US Large | DFA-US Large Company | 141.866 | 12/19/2007 | 5/7/2010 | 4,642.51 | 6,034.97 | -1,392.46 |
| DFA-US Large | DFA-US Large Company | 77.941 | 3/10/2008 | 5/7/2010 | 2,550.59 | 2,910.31 | -359.72 |
| DFA-US Large | DFA-US Large Company | 93.631 | 6/10/2008 | 5/7/2010 | 3,064.04 | 3,731.19 | -667.15 |
| DFA-US Large | DFA-US Large Company | 118.540 | 9/9/2008 | 5/7/2010 | 3,879.18 | 4,261.53 | -382.35 |
| DFA-US Large | DFA-US Large Company | 237.536 | 12/10/2008 | 5/7/2010 | 7,773.27 | 6,266.19 | 1,507.08 |
| DFA-US Large | DFA-US Large Company | 135.682 | 3/10/2009 | 5/7/2010 | 4,440.14 | 2,873.75 | 1,566.39 |

# 2009 KELLY FOUNDATION Capital Gains - 2010

10/1/2009 through 9/30/2010



| Account | Security | Shares | Bought | Sold | Gross Proceeds | Cost Basis | Realized Gain/L... |
|---|---|---|---|---|---|---|---|
| **TOTAL LONG TERM** | | | | | **716,899.41** | **735,430.39** | **-18,530.98** |
| **OVERALL TOTAL** | | | | | **733,093.35** | **750,884.94** | **-17,791.59** |

Statement 8
Form 990-PF, Part VIII, Line 1
List of Officers, Directors and Trustees

| Name and Address | Title | Avg hours/wk | Compensation | Contrib to EBP & DC | Expense Account |
|---|---|---|---|---|---|
| Jon S. Kelly<br>3610 American River Drive, #190<br>Sacramento, CA 95864 | Director | 0.15 | NONE | NONE | NONE |
| Gregory G. Kelly<br>3610 American River Drive, #190<br>Sacramento, CA 95864 | Dir/Pres | 0.25 | NONE | NONE | NONE |
| Scott G. Nichols<br>3610 American River Drive, #190<br>Sacramento, CA 95864 | Dir/Treasurer | 0.50 | NONE | NONE | NONE |
| Bea Ann Barbee<br>3610 American River Drive, #190<br>Sacramento, CA 95864 | Asst. Treas. | 0.50 | NONE | NONE | NONE |
| Shawn L. Devlin<br>3610 American River Drive, #190<br>Sacramento, CA 95864 | Dir/Secretary | 0.50 | NONE | NONE | NONE |
| Heidi Mills<br>3610 American River Drive, #190<br>Sacramento, CA 95864 | Asst. Sec | 2.50 | NONE | NONE | NONE |
| Bob Woods<br>3610 American River Drive, #190<br>Sacramento, CA 95864 | Director | 0.15 | NONE | NONE | NONE |
| Anker Christensen<br>3610 American River Drive, #190<br>Sacramento, CA 95864 | Director | 0.15 | NONE | NONE | NONE |
| Wendy Duer<br>3610 American River Drive, #190<br>Sacramento, CA 95864 | Director | 0.15 | NONE | NONE | NONE |
| Mike Newell<br>3610 American River Drive, #190<br>Sacramento, CA 95864 | Director | 0.15 | NONE | NONE | NONE |
| Stephen H. Johanson<br>3610 American River Drive, #190<br>Sacramento, CA 95864 | Director | 0.15 | NONE | NONE | NONE |

**KELLY FOUNDATION** **68-0175739**
**Form 990PF, Part XV, Supplementary Information**

LINE 2a
Kelly Foundation
PO Box 255868
Sacramento, CA 95865-5868

LINE 2b
See attached APPLICATION FORM

LINE 2c
Quarterly submission deadlines: October 15
January 15
April 15
July 15

An organization may apply only once a year, regardless of what action is taken.

LINE2d
Kelly Foundation will consider grant requests in the following categories:

- Health and human services
- Education
- Culture and civic improvement

The Foundation directors may also, from time to time, identify areas for special emphasis when emerging needs require extraordinary attention.

Grants are generally made for one (1) year only, though a limited number of multi-year grants may be made available.

Kelly Foundation will not consider grants to the following types of organizations or for the following purposes:

- Political organizations or political campaigns
- Fraternal organizations, labor, societies, or orders
- Telephone solicitations
- National fund-raising efforts
- Religious organizations for explicit religious activities, as distinguished from social or educational activities.

# KELLY FOUNDATION

# APPLICATION FORM

Revised 02/2010

# KELLY FOUNDATION APPLICATION FORM

Please read carefully:

We would like to give your organization every opportunity to "shine" which is part of the reason for this somewhat lengthy application procedure. Unfortunately, our funds are much more limited than are the needs of the community, so we have to ask detailed questions to distinguish carefully among the projects and organizations. Please be assured that the time and effort you spend on this application is very much appreciated.

Before filling out this form, please review the "Grant Distribution Guidelines" for the Kelly Foundation to be sure your proposal qualifies for consideration.

Please answer each question as concisely as possible, using "not applicable" as your response to those questions you feel are not germane to your proposal. You are welcome to use extra sheets if necessary. Submit an original and (1) copy of the application form prior to the quarterly deadline.

All applications must be accompanied by (1) a copy of the IRC Code or IRS 501(c)(3) Tax Exemption Letter, and (2) your EIN (Employer Identification Number). A detailed project budget must also be attached, as well as a current annual budget and audited financial statement of the organization, if available. Finally, two (2) copies of the roster of the Board of Directors should also be included. A checklist is at the end of this form for your convenience.

1. ORGANIZATION

Name ____________________________________________

Address ____________________________________________

____________________________________________

Contact ____________________________________________
Name                                        Title

Telephone ____________________________________________

## KELLY FOUNDATION APPLICATION FORM

1. What are the major goals of your organization?

2. When was it founded? ______________________

3. What were the major accomplishments of the organization last year?

4. Describe the characteristics and geographical area of the population you serve.

5. Annual income: ______________________

| Sources of Income: | Percent to total |
|---|---|
| a. Ticket sales or other fees (specify): | ________ |
| b. Membership and individual contributions: | ________ |
| c. United Way or other public charities: | ________ |
| d. Corporate donations (specify): | ________ |
| e. Government (specify): | ________ |
| f. Foundations: | ________ |
| g. Other: | ________ |

6. Please list previous grant applications to the Kelly Foundation:

| Date | Purpose | Amount Requested | Amount Approved | Kelly Contact |
|---|---|---|---|---|
| | | | | |
| | | | | |
| | | | | |

7. Does your organization engage in activities intending to influence legislation or intervene in any way in political campaigns?

Yes ____________ No ____________

8. Is your organization of the type described in section 509 (a)(3) of the Internal Revenue Code? (See your IRS Tax Exemption Determination Letter.)

**PROJECT**

9. Amount requested from the Kelly Foundation? ________________

10. When is the funding needed from us? ________________

11. Indicate whether request is for:

Special program ________________________________

One-time capital expenditure ________________________

Operating support ________________________________

Other ______________________________________

12. List the primary objectives of the project:

13. List the primary methods by which you intend to achieve these objectives:

14. Briefly describe what you intend to do with the money requested, including starting date, benchmarks or milestones, completion date, and public or private organizations you will work with in carrying out your plan. (If this is a capital request, please describe briefly the item(s) needed and the itemized costs. If it is a campaign, describe the components of the drive and the separate dollar goals.)

15. How did you determine that this project would fill an important need in the community?

16. What evidence do you have of community support for your proposal?

17. List other organizations involved in similar projects and indicate the extent of coordination with each, if applicable. (To the extent that your program duplicates others in the area, what distinguishes it from others?)

18. How will the project be monitored and the results evaluated?

19. Total proposed budget: ______________________

Percent requested from Kelly Foundation: ______________

20. Amount requested from other sources:

| Name | Amount | Present Status |
|---|---|---|
| | | |
| | | |
| | | |
| | | |

21. Is there anything else you would like to tell us?

22. How did you hear about the Kelly Foundation? Please include the name of the person who referred you, if applicable.

The preceding information is correct to the best of my knowledge and belief:

Signature ______________________________

Title ______________________________

Date ______________________________

Please have the Chairman of the Board or Chief Executive Officer sign below:

Signature ______________________________

Print Name ______________________________

Date ______________________________

<u>CHECK LIST</u>

Please attach two (2) copies of each of the following documents to your Application Form:

A. Annual budget __________

B. Detailed project budget __________

C. Descriptive brochures, if available __________

Please submit two (2) copies of each of the following documents with your Application package:

D. Audited financial statements, if available. __________

Otherwise, please submit a copy of your most recent financial statements and a copy of your latest annual financial statements.

E. List of officers and board members (include addresses and occupations) __________

F. Copy of IRS 501(c)(3) Tax Exemption Determination Letter __________

G. EIN – Employer Identification Number __________

When you application packet is complete, please send it according to the schedule described on the information sheet to:

Kelly Foundation
PO Box 255868
Sacramento, CA 95865-5868

Kelly Foundation #68-0175739
2009 Form 990-PF
Part XV Line 3a

Supplementary Information/Grants and Contributions Paid During the Year

| Recipient/Address | Status | Purpose | Amount |
|---|---|---|---|
| **Cystic Fibrosis Foundation - San Diego Chapter**<br>10455 Sorrento Valley Road, #103, San Diego, CA 92121<br>Ms. Maria Olson | IRS ID # EIN 13-1930701 | To be used for CF Care Centers in Sacramento | $ 7,500 |
| **Special Olympics**<br>1401 Halyard Drive, #100, West Sacramento, CA 95691<br>Ms. Laurie Espinoza | IRS ID# 68-0363121 | 8-week basketball training session for March '10 competition. | $ 10,000 |
| **Sacramento-Sierra Digital Arts Studio**<br>3711 Dell Road, Carmichael, CA 95608<br>Mr. Paul Minicucci | IRS ID# 26-2812066 | Fun student, teacher, mentor stipends to develop technical skills in digital arts for work-life preparation. | $ 10,000 |
| **Asian Pacific Rim Foundation**<br>936 Sunwood Way, Sacramento, CA 95831<br>Ms. Bernadette Chiang | IRS ID# 31-1583618 | To provide 20 or more scholarships to Asian Pacific Islander organizations. Wing Fat was instrumental in starting this scholarship | $ 7,500 |
| **Fairytale Town**<br>3901 Land Park Drive, Sacramento, CA 95822<br>Ms. Kathryn Fleming | IRS ID# 94-1669088 | Help fund annial puppet festival. | $ 2,500 |
| **Foster Care Central**<br>6616 Romanzo Way, Elk Grove, CA 95758<br>Mr. Stewart Gordon | IRS ID# 26-1304348 | "Suitcases to Briefcases" program to help foster youth have a better future. | $ 10,000 |
| **River Oaks Center for Children**<br>5030 El Camino Avenue, Carmichal, CA 95608<br>Ms. Mary Hargrave | IRS ID# 94-2519001 | For training of 10 staff members in Triple P – positive parenting program – and be able toi help parents of abused children. | $ 10,000 |
| **Stanford Settlement**<br>4050 West El Camino Avenue, Sacramento, CA 95833<br>Sister Jeanne Felion | IRS ID# 94-1550842 | Support teen center which serves 120 teens annually with academic recreation and sports programs. | $ 7,500 |
| **UC Health Systems Cancer Center**<br>4900 Broadway, Suite 1150, Sacramento, CA 95820<br>Ms. Laurie Macintosh | | To be used for the UC Davis Canter Center building expansion. | $ 10,000 |
| **Junior Achievement of Sacramento**<br>**PO Box 255602**<br>Sacramento, CA 95868<br>Ms. Susan Vicchio | IRS ID #84-1267604<br>Non-profit | Provide financial literacy education for 234 disadvantaged youth. | $ 4,000 |
| **Reading Partners**<br>PO Box 5946<br>Sacramento, CA 95817<br>Ms. Amanda Moore | IRS ID #77-0568469<br>Non-profit | To help fund Sacramento Area Reading Centers to improve literacy for K-5 children. | $ 5,000 |

Kelly Foundation #68-0175739
2009 Form 990-PF
Part XV Line 3a

Supplementary Information/Grants and Contributions Paid During the Year

| Recipient/Address | Status | Purpose | Amount |
|---|---|---|---|
| **Rebuilding Together**<br>PO Box 255584<br>Sacramento, CA 95825<br>Ms. Cindy Slagter | IRS ID #68-0246355<br>Non-profit | To help fund Rebuilding Dreams program that makes repairs to homes of 5 low income homeowners. | $ 5,000 |
| **Sacramento Tree Foundation**<br>191 Lathrop Way, Suite D<br>Sacramento, CA 95815<br>Mr. Ray Tretheway | IRS ID #94-2825234<br>Non-profit | Creation and implementation of 3-year plan to help achieve best urban forest for Sacramento region. | $ 10,000 |
| **Sierra Forever Families**<br>8928 Volunteer Lane, Suite 240<br>Sacramento, CA 95826<br>Mr. Bobby Cobbs | IRS ID #68-0002878<br>Non-profit | Find families for 4 children or sibling groups currently in foster care. | $ 10,000 |
| **Society for the Blind**<br>2750 24th Street<br>Sacramento, CA 95818<br>Ms. Heather Frank | IRS ID #94-1384666<br>Non-profit | To help fund Youth Enrichment Program - recreational camp for blind youths. | $ 10,000 |
| **United Cerebral Palsy**<br>4350 Auburn Boulevard<br>Sacramento, CA 95841<br>Mr. Doug Bergman | IRS ID#94-1507998<br>Non-profit | To help fund Saddle Pals program. | $ 10,000 |
| **Volunteers of America**<br>1900 Point West Way, Suite 270<br>Sacramento, CA 95815<br>Ms. Shauna Ross | IRS ID #94-6001984<br>Non-profit | To help fund the Senior Safe House for abused/ neglected senior citizens. | $ 10,000 |
| **Jesuit High School**<br>1200 Jacob Lane<br>Carmichael, CA 95608<br>Maureen Banchero Longyear | 94-1525873<br>Non-profit | Funding for the building of the Chapel of the North American Martyrs | $ 10,000 |
| **Food Bank of Yolo County**<br>1244 Fortna Avenue<br>Woodland, CA 95776<br>Jose Martinez | 23-7111782<br>Non-profit | Refrigeration units for WIC authorized store | $ 5,000 |
| **Sacramento Loaves & Fishes**<br>PO Box 2161<br>Sacramento, CA 95812<br>Bernadette O'Keefe | 68-0189897<br>Non-profit | Purchase of a used forklift for their food warehouse | $ 10,000 |
| **Stanford Home for Children**<br>8912 Volunteer Lane<br>Sacramento, CA 95826<br>Karen Woodruff | 68-0065690<br>Non-profit | Intensive Treatment Foster Care and Foster Family Recruitment | $ 10,000 |

Supplementary Information/Grants and Contributions Paid During the Year

| Recipient/Address | Status | Purpose | Amount |
|---|---|---|---|
| **Easter Seals**<br>3205 Hurley Way<br>Sacramento, CA 95864<br>Gary T. Kasal<br>94-1279800 | 94-1279800<br>Non-Profit | To help fund "Securing a Future for At Risk Infants" (SAFARI) | $ 10,000 |
| **California Musical Theater**<br>1510 J Street, Suite 200<br>Sacramento, CA 95814<br>Allison Cagely | 95-1744392<br>Non-profit | Arts Alive program for youth, seniors and other underserved groups. | $ 5,000 |
| **California Council of the Blind**<br>1510 J Street, Suite 125<br>Sacramento, CA 95814<br>Jeff Thom | 94-1265032<br>Non-profit | To create a website for the organization | $ 5,000 |
| **Downtown Sacramento Young Life**<br>PO Box 189634<br>Sacramento, CA 95818<br>Kevin Eastway | 84-0385934<br>Non-profit | Summer camp scholarships | $ 5,000 |
| **Girls Scouts - Central CA**<br>6601 Elvas Avenue<br>Sacramento, CA 95819<br>Kelly Cruchley | 94-1582429<br>Non-profit | Outreach program | $ 5,000 |
| **Center for Equine Health - UC Davis**<br>University of California Davis<br>Davis, CA 95616<br>Gregory Ferraro | 94-6036494<br>Non-profit | PhD scholarship for Dr. Barbara Gericota | $ 10,000 |
| **KVIE Public Television**<br>2030 West El Camino Aveue<br>Sacramentp, CA 95833<br>Kevin Smith- Fagan | 94-1421463<br>Non-profit | Expand literacy program to provide services in Russain (benefitting 800 children) | $ 5,000 |
| **Center for Equine Health - UC Davis**<br>University of California Davis<br>Davis, CA 95616<br>Gregory Ferraro | 94-6036494<br>Non-profit | PhD scholarship for Dr. Barbara Gericota | $ 17,000 |
| **Sutter Davis Hospital Foundation**<br>2000 Sutter Place<br>Davis, CA 95616<br>Reuben Williams | 68-0217870<br>Non-profit | Improve family birthing center | $ 5,000 |
| **Yolo Arts Council**<br>PO Box 8250<br>Woodland, CA 95776<br>Danielle Thomas | 94-2814155<br>Non-profit | Help fund "Exceptional Art for Exceptional Children" Program | $ 5,000 |
| **Explorit Science Center**<br>Po Box 1288<br>Davis, CA 95617<br>Lindsay Poss | 68-0010584<br>Non-profit | Support of "Classroom Adventure" out reach program | $ 5,000 |

Kelly Foundation #68-0175739
2009 Form 990-PF
Part XV Line 3a

Supplementary Information/Grants and Contributions Paid During the Year

| Recipient/Address | Status | Purpose | Amount |
|---|---|---|---|
| **Sacramento Opera**<br>PO Box 161027<br>Sacramento, CA 95816<br>Melissa Cirone | 94-6080390<br>Non-profit | Help fund "Family Day at the Opera" | $ 5,000 |
| **Food for Families**<br>PO Box 15618<br>Sacramento, CA 95852<br>Lisa Torres | 68-0195082<br>Non-profit | Direct grants to participating food banks | $ 9,000 |
| **Powerhouse Science Center**<br>3615 Auburn Blvd.<br>Sacramento, CA 95821<br>Beth Callahan | 68-0010584<br>Non-profit | Partial funding for pre-construction | $ 10,000 |
| | **Granted during Oct 2009 - Sept 2010 year** | | **$ 275,000** |



STATEMENT 10