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

2009

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

For calendar year 2009, or tax year beginning

12/01, 2009, and ending

11/30, 2010

G Check all that apply:		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return																																																																																																																																																																																														
		<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change																																																																																																																																																																																														
Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation JAMES F KELLY AND FERNANDE KELLY CHARITABLE TR 429823016			A Employer identification number 03-6117463																																																																																																																																																																																														
	Number and street (or P O box number if mail is not delivered to street address) PO BOX 477			B Telephone number (see page 10 of the instructions) (603) 229-5990																																																																																																																																																																																														
	City or town, state, and ZIP code CONCORD, NH 03302-0477			C If exemption application is pending, check here ►																																																																																																																																																																																														
				D 1. Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ►																																																																																																																																																																																														
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ►																																																																																																																																																																																															
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 263,454.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►																																																																																																																																																																																														
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).) <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 25%;"></th> <th style="width: 25%; text-align: center;">(a) Revenue and expenses per books</th> <th style="width: 25%; text-align: center;">(b) Net investment income</th> <th style="width: 25%; text-align: center;">(c) Adjusted net income</th> <th style="width: 25%; text-align: center;">(d) Disbursements for charitable purposes (cash basis only)</th> </tr> </thead> <tbody> <tr> <td>1 Contributions, gifts, grants, etc., received (attach schedule) .</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. 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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)		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	7,492.	7,822.	7,822.
	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 ►	NONE		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S. and state government obligations (attach schedule)	117,576.	120,882.	119,281.
	b Investments - corporate stock (attach schedule)	131,227.	136,769.	136,351.
	c Investments - corporate bonds (attach schedule)			
Liabilities	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ►			
Net Assets or Fund Balances	Less accumulated depreciation ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	256,295.	265,473.	263,454.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Liabilities	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 ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	256,295.	265,473.	
	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)	256,295.	265,473.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	256,295.	265,473.	

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	256,295.
2 Enter amount from Part I, line 27a	2	9,177.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 8	3	1.
4 Add lines 1, 2, and 3	4	265,473.
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	265,473.

Form 990-PF (2009)

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 SEE PART IV DETAIL					
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			(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					
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	20,822.	
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.	{ 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			
2007			
2006			
2005			
2004			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4			8

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)			
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. . . .	1	437.
1b	Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
1c	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0)	2	
3	Add lines 1 and 2	3	437.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	437.
6 Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	NONE
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►	9	437.
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

1a	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		STMT 9
8b	X	
9		X
10		X

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.

8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ►

8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV.

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14 The books are in care of ► TD Bank, N.A. Telephone no ► (603) 229-5990		
Located at ► 143 NORTH MAIN STREET, CONCORD, NH ZIP + 4 ► 03301		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/> 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

	Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 20 of the instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 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	
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

Form 990-PF (2009)

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

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	5b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?				

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
SEE STATEMENT 10		3,504.	-0-	-0-

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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ► **NONE**

Form 990-PF (2009)

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		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	NONE	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see page 23 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	NONE	
Total. Add lines 1 through 3 ►		

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	250,360.
b Average of monthly cash balances	1b	8,428.
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	258,788.
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	258,788.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	3,882.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	254,906.
6 Minimum investment return. Enter 5% of line 5	6	12,745.

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	12,745.
2a Tax on investment income for 2009 from Part VI, line 5	2a	437.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	437.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	12,308.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	12,308.
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	12,308.

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	12,600.
b Program-related investments - total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	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	12,600.
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	N/A
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	12,600.

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				12,308.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years 20 07, 20 20		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	736.			
e From 2008	64.			
f Total of lines 3a through e	800.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 12,600.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				12,308.
e Remaining amount distributed out of corpus	292.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,092.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				NONE
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)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,092.			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	736.			
d Excess from 2008	64.			
e Excess from 2009	292.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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 ►				4942(j)(3) or	4942(j)(5)
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					(e) Total
	Tax year	Prior 3 years				
	(a) 2009	(b) 2008	(c) 2007	(d) 2006		
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test - enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c	"Support" alternative test - enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 14				
Total			► 3a	12,600.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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	3.	
4 Dividends and interest from securities			14	5,202.	
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	20,821.	
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)				26,026.	
13 Total. Add line 12, columns (b), (d), and (e)				13	26,026.

(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.)

NOT APPLICABLE

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
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.		

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Tricia J Smith

01/15/2011 Trustee

Signature of officer or trustee

TRICIA J. SMITH

Date _____

Title

Sign Here

<p>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.</p> <p>Tricia J. Smith</p> <p>Signature of officer or trustee</p>		<p>01/15/2011</p> <p>Date</p>	<p>Trustee</p> <p>Title</p>
<p>Sign Here</p> <p>Paid Preparer's Use Only</p>	<p>Preparer's signature</p>	<p>Date</p>	<p>Check if self-employed</p> <p><input type="checkbox"/></p> <p>Preparer's identifying number (See Signature on page 30 of the instructions)</p>
	<p>Firm's name (or yours if self-employed), address, and ZIP code</p>	<p>EIN</p> <p><input type="checkbox"/></p>	<p>Phone no.</p>

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
12,803.00		281.998 BARON ASSET FD GROWTH & INC PROPERTY TYPE: SECURITIES 12,901.00				01/16/2009	10/18/2010	
675.00		15.134 COLUMBIA VALUE & RESTRUCTURING FU PROPERTY TYPE: SECURITIES 801.00				12/08/2006	01/19/2010	
2,280.00		49.738 COLUMBIA VALUE & RESTRUCTURING FU PROPERTY TYPE: SECURITIES 2,632.00				12/08/2006	04/16/2010	
236.00		5.888 COLUMBIA VALUE & RESTRUCTURING FUN PROPERTY TYPE: SECURITIES 312.00				12/08/2006	06/24/2010	
315.00		7.983 COLUMBIA VALUE & RESTRUCTURING FUN PROPERTY TYPE: SECURITIES 422.00				12/08/2006	07/16/2010	
6,979.00		152.276 COLUMBIA VALUE & RESTRUCTURING F PROPERTY TYPE: SECURITIES 6,172.00				06/11/2010	10/18/2010	
24,165.00		527.27 COLUMBIA VALUE & RESTRUCTURING FU PROPERTY TYPE: SECURITIES 22,493.00				01/16/2009	10/18/2010	
139.00		4.332 DAVIS NY VENTURE FD INC CL Y PROPERTY TYPE: SECURITIES 184.00				10/16/2007	01/19/2010	
629.00		18.934 DAVIS NY VENTURE FD INC CL Y PROPERTY TYPE: SECURITIES 806.00				10/16/2007	04/16/2010	
189.00		6.289 DAVIS NY VENTURE FD INC CL Y PROPERTY TYPE: SECURITIES 268.00				10/16/2007	06/24/2010	
292.00		9.784 DAVIS NY VENTURE FD INC CL Y PROPERTY TYPE: SECURITIES 416.00				10/16/2007	07/16/2010	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,070.00		32.532 DAVIS NY VENTURE FD INC CL Y PROPERTY TYPE: SECURITIES 984.00				06/11/2010	10/18/2010	
12,362.00		375.969 DAVIS NY VENTURE FD INC CL Y PROPERTY TYPE: SECURITIES 14,152.00				01/16/2009	10/18/2010	
769.00		70.306 FEDERATED TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 749.00				04/16/2008	02/10/2010	
1,248.00		112.957 FEDERATED TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 1,201.00				12/08/2006	06/11/2010	
348.00		31.264 FEDERATED TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 332.00				12/08/2006	06/24/2010	
567.00		50.55 FEDERATED TOTAL RETURN BOND FUND I PROPERTY TYPE: SECURITIES 537.00				12/08/2006	07/16/2010	
1,747.00		152.828 FEDERATED TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 1,692.00				04/16/2010	10/18/2010	
22,371.00		1957.215 FEDERATED TOTAL RETURN BOND FUN PROPERTY TYPE: SECURITIES 20,774.00				10/16/2009	10/18/2010	
88.00		4.045 FIDELITY ADVISOR EMERGING MARKET C PROPERTY TYPE: SECURITIES 124.00				10/16/2007	01/19/2010	
2,109.00		108.29 FIDELITY ADVISOR EMERGING MARKET PROPERTY TYPE: SECURITIES 3,015.00				10/16/2008	02/10/2010	
275.00		12.535 FIDELITY ADVISOR EMERGING MARKET PROPERTY TYPE: SECURITIES 166.00				10/16/2008	04/16/2010	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
171.00		8.503 FIDELITY ADVISOR EMERGING MARKET C PROPERTY TYPE: SECURITIES 112.00				10/16/2008	06/24/2010	59.00
55.00		2.764 FIDELITY ADVISOR EMERGING MARKET C PROPERTY TYPE: SECURITIES 37.00				10/16/2008	07/16/2010	18.00
382.00		15.998 FIDELITY ADVISOR EMERGING MARKET PROPERTY TYPE: SECURITIES 314.00				06/11/2010	10/18/2010	68.00
4,047.00		169.528 FIDELITY ADVISOR EMERGING MARKET PROPERTY TYPE: SECURITIES 2,129.00				01/16/2009	10/18/2010	1,918.00
116.00		5.88 HARTFORD MUT FDS INC MIDCAP FD CL Y PROPERTY TYPE: SECURITIES 120.00				06/11/2010	07/16/2010	-4.00
4,083.00		186.115 HARTFORD MUT FDS INC MIDCAP FD C PROPERTY TYPE: SECURITIES 3,812.00				06/11/2010	10/18/2010	271.00
5,620.00		421.275 MFS RESEARCH INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 7,368.00				03/17/2008	02/10/2010	-1,748.00
165.00		11.35 MFS RESEARCH INTERNATIONAL FUND I PROPERTY TYPE: SECURITIES 199.00				03/17/2008	04/16/2010	-34.00
210.00		16.106 MFS RESEARCH INTERNATIONAL FUND I PROPERTY TYPE: SECURITIES 282.00				03/17/2008	06/24/2010	-72.00
275.00		20.933 MFS RESEARCH INTERNATIONAL FUND I PROPERTY TYPE: SECURITIES 366.00				03/17/2008	07/16/2010	-91.00
994.00		64.473 MFS RESEARCH INTERNATIONAL FUND I PROPERTY TYPE: SECURITIES 865.00				06/11/2010	10/18/2010	129.00

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
6,160.00		399.475 MFS RESEARCH INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 5,248.00				04/16/2009	10/18/2010	912.00
1,717.00		157.191 PIMCO TOTAL RETURN FUND #35 PROPERTY TYPE: SECURITIES 1,673.00				04/16/2008	02/10/2010	44.00
2,638.00		237.222 PIMCO TOTAL RETURN FUND #35 PROPERTY TYPE: SECURITIES 2,493.00				12/08/2006	06/11/2010	145.00
736.00		65.728 PIMCO TOTAL RETURN FUND #35 PROPERTY TYPE: SECURITIES 691.00				12/08/2006	06/24/2010	45.00
1,218.00		107.501 PIMCO TOTAL RETURN FUND #35 PROPERTY TYPE: SECURITIES 1,130.00				12/08/2006	07/16/2010	88.00
3,766.00		322.197 PIMCO TOTAL RETURN FUND #35 PROPERTY TYPE: SECURITIES 3,570.00				04/16/2010	10/18/2010	196.00
45,131.00		3860.65 PIMCO TOTAL RETURN FUND #35 PROPERTY TYPE: SECURITIES 40,392.00				10/16/2009	10/18/2010	4,739.00
1,243.00		44.458 T ROWE PRICE GROWTH STOCK FUND PROPERTY TYPE: SECURITIES 1,429.00				12/08/2006	01/19/2010	-186.00
3,024.00		103.412 T ROWE PRICE GROWTH STOCK FUND PROPERTY TYPE: SECURITIES 3,324.00				12/08/2006	04/16/2010	-300.00
459.00		17.258 T ROWE PRICE GROWTH STOCK FUND PROPERTY TYPE: SECURITIES 555.00				12/08/2006	06/24/2010	-96.00
409.00		15.692 T ROWE PRICE GROWTH STOCK FUND PROPERTY TYPE: SECURITIES 504.00				12/08/2006	07/16/2010	-95.00

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
10,857.00			360.232 T ROWE PRICE GROWTH STOCK FUND PROPERTY TYPE: SECURITIES 9,378.00			06/11/2010	10/18/2010	
31,332.00			1039.55 T ROWE PRICE GROWTH STOCK FUND PROPERTY TYPE: SECURITIES 29,839.00			01/16/2009	10/18/2010	
119.00			2.444 PRICE T ROWE MIDCAP GROWTH PROPERTY TYPE: SECURITIES 93.00			07/01/2009	01/19/2010	
634.00			11.897 PRICE T ROWE MIDCAP GROWTH PROPERTY TYPE: SECURITIES 472.00			02/10/2010	04/16/2010	
6,266.00			125.213 PRICE T ROWE MIDCAP GROWTH PROPERTY TYPE: SECURITIES 4,777.00			07/01/2009	06/11/2010	
215.00			21.031 TD ASSET MGMT SHORT TERM BOND #4 PROPERTY TYPE: SECURITIES 213.00			01/16/2009	02/10/2010	
330.00			32.337 TD ASSET MGMT SHORT TERM BOND #4 PROPERTY TYPE: SECURITIES 327.00			01/16/2009	06/11/2010	
38.00			3.716 TD ASSET MGMT SHORT TERM BOND #4 PROPERTY TYPE: SECURITIES 38.00			01/16/2009	06/24/2010	
116.00			11.293 TD ASSET MGMT SHORT TERM BOND #4 PROPERTY TYPE: SECURITIES 114.00			07/01/2009	07/16/2010	
518.00			31.206 VANGUARD SELECTED VALUE FD #934 PROPERTY TYPE: SECURITIES 362.00			01/16/2009	01/19/2010	
1,476.00			83.593 VANGUARD SELECTED VALUE FD #934 PROPERTY TYPE: SECURITIES 971.00			01/16/2009	04/16/2010	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
66.00			4.092 VANGUARD SELECTED VALUE FD #934 PROPERTY TYPE: SECURITIES 48.00			01/16/2009	18.00	06/24/2010
215.00			13.562 VANGUARD SELECTED VALUE FD #934 PROPERTY TYPE: SECURITIES 157.00			01/16/2009	58.00	07/16/2010
1,063.00			60.096 VANGUARD SELECTED VALUE FD #934 PROPERTY TYPE: SECURITIES 972.00			06/11/2010	91.00	10/18/2010
19,295.00			1091.294 VANGUARD SELECTED VALUE FD #934 PROPERTY TYPE: SECURITIES 12,670.00			01/16/2009	6,625.00	10/18/2010
1,215.00			113.041 VANGUARD GNMA FUND #36 PROPERTY TYPE: SECURITIES 1,201.00			01/16/2009	14.00	02/10/2010
2,153.00			196.764 VANGUARD GNMA FUND #36 PROPERTY TYPE: SECURITIES 2,092.00			04/16/2009	61.00	06/11/2010
329.00			29.962 VANGUARD GNMA FUND #36 PROPERTY TYPE: SECURITIES 318.00			01/16/2009	11.00	06/24/2010
684.00			61.973 VANGUARD GNMA FUND #36 PROPERTY TYPE: SECURITIES 658.00			01/16/2009	26.00	07/16/2010
3,007.00			271.174 VANGUARD GNMA FUND #36 PROPERTY TYPE: SECURITIES 2,914.00			04/16/2010	93.00	10/18/2010
26,666.00			2404.49 VANGUARD GNMA FUND #36 PROPERTY TYPE: SECURITIES 25,499.00			10/16/2009	1,167.00	10/18/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description			P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
TOTAL GAIN (LOSS)						20,822.	=====

JAMES F KELLY AND FERNANDE KELLY CHARITABLE

03-6117463

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TD ASSET MGMT US GOVT PORT INSTL #2	3.	3.
TOTAL	3.	3.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ARTIO TOTAL RETURN BOND FD-I #1524	403.	403.
COLUMBIA VALUE & RESTRUCTURING FUND #205	412.	412.
FEDERATED TOTAL RETURN BOND FUND INSTITU	953.	953.
FIDELITY ADVISOR EMERGING MARKET CLASS I	82.	82.
FIDELITY SPARTAN HIGH INCOME	116.	116.
MFS RESEARCH INTERNATIONAL FUND I FUND #	222.	222.
PIMCO TOTAL RETURN FUND #35	1,329.	1,329.
PIMCO INVESTMENT GRADE CORP BOND FUND CL	66.	66.
T ROWE PRICE GROWTH STOCK FUND	61.	61.
PRICE T ROWE MIDCAP GROWTH	4.	4.
TDAM INSTL MUNI MM FD INSTL CL #9	1.	1.
TD ASSET MGMT SHORT TERM BOND #4	141.	141.
VANGUARD SELECTED VALUE FD #934	295.	295.
VANGUARD GNMA FUND #36	1,092.	1,092.
VANGUARD INTERMEDIATE TERM TREASURY FUND	24.	24.
TOTAL	5,201.	5,201.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	575.	575.	-	-
TOTALS	575.	575.	NONE	NONE

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
990 - PF TAXES FOREIGN TAXES ON QUALIFIED FOR FOREIGN TAXES ON NONQUALIFIED	63. 21. 11. ----- TOTALS	21. 11. ----- 95. 32. =====

JAMES F KELLY AND FERNANDE KELLY CHARITABLE

03-6117463

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STATE/PROBATE FEES	75.	75.
TOTALS	=====	=====

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STATEMENT 5

JAMES F KELLY AND FERNANDE KELLY CHARITABLE

03-6117463

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
11778.560 FIDELITY HIGH INCOME	15,954.	15,811.
3120.306 PIMCO INVESTMENT GRAD	37,225.	36,383.
2192.148 TD ASSET MGMT SHORT T	22,501.	22,557.
2435.338 VANGUARD INTERMEDIATE	29,248.	28,834.
1173.065 VANGUARD INFLATION PR	15,954.	15,696.
TOTALS	120,882.	119,281.

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STATEMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
1982.145 ASTON FDS MONTAG & CA	45,867.	46,164.
485.741 INVESCO INTERNATIONAL	13,295.	12,848.
110.743 BUFFALO SMALL CAP FD	2,659.	2,687.
457.479 DODGE & COX STK FD 145	45,867.	45,817.
147.310 FIDELITY SELECT PORTFO	7,977.	8,139.
222.431 HARBOR INTERNATIONAL	13,295.	12,547.
121.635 HARTFORD MUT FDS INC	2,491.	2,733.
125.009 PERKINS MID CAP VALUE	2,659.	2,685.
137.698 ROYCE SPECIAL EQUITY	2,659.	2,731.
TOTALS	136,769.	136,351.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ROUNDING/ACCUAL ADJUSTMENT	1.
TOTAL	1.

STATEMENT 8

STATE(S) WHERE THE FOUNDATION IS REGISTERED

=====
NH

STATEMENT 9

. FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

TD Bank, N.A.

ADDRESS:

PO Box 477
Concord, NH 03302-0477

TITLE:

Trustee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 3,504.

TOTAL COMPENSATION:

3,504.

=====

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	244,254.	9,752.	
FEBRUARY	248,564.	9,081.	
MARCH	257,350.	9,254.	
APRIL	259,865.	10,351.	
MAY	249,275.	10,402.	
JUNE	240,923.	2,981.	
JULY	245,985.	7,700.	
AUGUST	240,540.	7,752.	
SEPTEMBER	253,570.	8,000.	
OCTOBER	258,078.	9,805.	
NOVEMBER	255,632.	7,822.	
DECEMBER	250,288.	8,232.	
TOTAL	3,004,324.	101,132.	
AVERAGE FMV	250,360.	8,428.	

RECIPIENT NAME:

Monique Brown

ADDRESS:

PO Box 477

Concord, NH 03302-0477

RECIPIENT'S PHONE NUMBER: 603-229-5990

FORM, INFORMATION AND MATERIALS:

None

SUBMISSION DEADLINES:

None

RESTRICTIONS OR LIMITATIONS ON AWARDS:

Organizations that can receive deductible charitable contributions under IRC 170 (c) (2)

STATEMENT 12

RECIPIENT NAME:

GREATER NASHUA MENTAL HEALTH
ATTN: HISHAM HAFEZ, MD

ADDRESS:

7 PROSPECT STREET
NASHUA, NH 03060

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

8TH ANNUAL NATIONAL MENTAL HEALTH MONTH

FOUNDATION STATUS OF RECIPIENT:

501(C) (3)

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

CAREGIVERS, INC
MAIN OFFICE

ADDRESS:

960 AUBURN STREET
MANCHESTER, NH 0303

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HELPING THE FRAIL/ELDERLY AND ANNUAL APPEAL

FOUNDATION STATUS OF RECIPIENT:

501(C) (3)

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

MERRIMACK CONCERT ASSOCIATION

ADDRESS:

PO BOX 461
MERRIMACK, NH 03054

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMEMORATE 20TH ANNIVERSARY

FOUNDATION STATUS OF RECIPIENT:

501(C) (3)

AMOUNT OF GRANT PAID 2,000.

=====

RECIPIENT NAME:
MARGUERITE'S PLACE
ADDRESS:
87 PALM STREET
NASHUA, NH 03060-3828
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT TRANSITIONAL HOUSING PROGRAM
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID 2,100.

RECIPIENT NAME:
COLONIAL THEATRE
C/O CINDY RODENHAUSER
ADDRESS:
PO BOX 77
KEENE, NH 03431
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT STUDENT MATINEE SERIES
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
AMERICAN RED CROSS
ADDRESS:
29 CONCORD STREET
NASHUA, NH 03064
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT DISASTER RELIEF AND EMERGENCY SERVICE
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID: 12,600.

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JAMES F KELLY AND FERNANDE KELLY CHARITABLE
Schedule D Detail of Long-term Capital Gains and Losses

03-6117463

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
30.429 ARTIO TOTAL RETURN	04/16/2008	02/10/2010	411.00	406.00	5.00
44.069 ARTIO TOTAL RETURN	12/08/2006	06/11/2010	602.00	585.00	17.00
14.934 ARTIO TOTAL RETURN	12/08/2006	06/24/2010	205.00	198.00	7.00
18.208 ARTIO TOTAL RETURN	12/08/2006	07/16/2010	252.00	242.00	10.00
786.284 ARTIO TOTAL RETURN					
BOND FD-I #1524	10/16/2009	10/18/2010	11.197.00	10,418.00	779.00
6.081 BARON ASSET FD	12/08/2006	01/19/2010	257.00	307.00	-50.00
24.352 BARON ASSET FD	12/08/2006	04/16/2010	1,114.00	1,230.00	-116.00
3.368 BARON ASSET FD	12/08/2006	07/16/2010	139.00	170.00	-31.00
281.998 BARON ASSET FD	01/16/2009	10/18/2010	12,803.00	12,901.00	-98.00
15.134 COLUMBIA VALUE & RESTRUCTURING FUND #2051	12/08/2006	01/19/2010	675.00	801.00	-126.00
49.738 COLUMBIA VALUE & RESTRUCTURING FUND #2051	12/08/2006	04/16/2010	2,280.00	2,632.00	-352.00
5.888 COLUMBIA VALUE & RESTRUCTURING FUND #2051	12/08/2006	06/24/2010	236.00	312.00	-76.00
7.983 COLUMBIA VALUE & RESTRUCTURING FUND #2051	12/08/2006	07/16/2010	315.00	422.00	-107.00
527.27 COLUMBIA VALUE & RESTRUCTURING FUND #2051	01/16/2009	10/18/2010	24,165.00	22,493.00	1,672.00
4.332 DAVIS NY VENTURE FD	10/16/2007	01/19/2010	139.00	194.00	-45.00
18.934 DAVIS NY VENTURE FD	10/16/2007	04/16/2010	629.00	806.00	-177.00
6.289 DAVIS NY VENTURE FD	10/16/2007	06/24/2010	189.00	268.00	-79.00
9.784 DAVIS NY VENTURE FD	10/16/2007	07/16/2010	292.00	416.00	-124.00
375.969 DAVIS NY VENTURE	01/16/2009	10/18/2010	12,362.00	14,152.00	-1,790.00
70.306 FEDERATED TOTAL					
RETURN BOND FUND INSTITUTIONAL SHARE #4/16/2008	02/10/2010	769.00	749.00	20.00	
112.957 FEDERATED TOTAL					
RETURN BOND FUND INSTITUTIONAL SHARE #2/08/2006	06/11/2010	1,248.00	1,201.00	47.00	
31.264 FEDERATED TOTAL					
RETURN BOND FUND INSTITUTIONAL SHARE #2/08/2006	06/24/2010	348.00	332.00	16.00	
Totals RETURN BOND FUND INSTITUTIONAL SHARES					

JAMES F KELLY AND FERNANDE KELLY CHARITABLE
Schedule D Detail of Long-term Capital Gains and Losses

03-6117463

Description	Date Acquired/2006	Date Sold	Date	Gross Sales	Cost or Other Basis	Long-term Gain/Loss
1957.215 FEDERATED TOTAL RETURN BOND FUND INSTITUTIONAL SHARES	0/16/2009	10/18/2010	22,371.00	20,774.00	1,597.00	
4.045 FIDELITY ADVISOR EMERGING MARKET CLASS I FUND	10/16/2007	01/19/2010	88.00	124.00	-36.00	
108.29 FIDELITY ADVISOR EMERGING MARKET CLASS I FUND #1290	10/16/2008	02/10/2010	2,109.00	3,015.00	-906.00	
12.535 FIDELITY ADVISOR EMERGING MARKET CLASS I FUND #1290	10/16/2008	04/16/2010	275.00	166.00	109.00	
8.503 FIDELITY ADVISOR EMERGING MARKET CLASS I FUND #1290	10/16/2008	06/24/2010	171.00	112.00	59.00	
2.764 FIDELITY ADVISOR EMERGING MARKET CLASS I FUND #1290	10/16/2008	07/16/2010	55.00	37.00	18.00	
169.528 FIDELITY ADVISOR EMERGING MARKET CLASS I FUND #1290	01/16/2009	10/18/2010	4,047.00	2,129.00	1,918.00	
421.275 MFS RESEARCH INTERNATIONAL FUND I FUND #899	03/17/2008	02/10/2010	5,620.00	7,368.00	-1,748.00	
11.35 MFS RESEARCH INTERNATIONAL FUND I FUND #899	03/17/2008	04/16/2010	165.00	199.00	-34.00	
16.106 MFS RESEARCH INTERNATIONAL FUND I FUND #899	03/17/2008	06/24/2010	210.00	282.00	-72.00	
20.933 MFS RESEARCH INTERNATIONAL FUND I FUND #899	03/17/2008	07/16/2010	275.00	366.00	-91.00	
399.475 MFS RESEARCH INTERNATIONAL FUND I FUND #899	04/16/2009	10/18/2010	6,160.00	5,248.00	912.00	
157.191 PIMCO TOTAL RETURN	04/16/2008	02/10/2010	1,717.00	1,673.00	44.00	
237.222 PIMCO TOTAL RETURN	12/08/2006	06/11/2010	2,638.00	2,493.00	145.00	
65.728 PIMCO TOTAL RETURN	12/08/2006	06/24/2010	736.00	691.00	45.00	
107.501 PIMCO TOTAL RETURN	12/08/2006	07/16/2010	1,218.00	1,130.00	88.00	
3860.65 PIMCO TOTAL RETURN	10/16/2009	10/18/2010	45,131.00	40,392.00	4,739.00	
44.458 T ROWE PRICE GROWTH	12/08/2006	01/19/2010	1,243.00	1,429.00	-186.00	
103.412 T ROWE PRICE	12/08/2006	04/16/2010	3,024.00	3,324.00	-300.00	
17.258 T ROWE PRICE GROWTH	12/08/2006	06/24/2010	459.00	555.00	-96.00	
15.692 T ROWE PRICE GROWTH	12/08/2006	07/16/2010	409.00	504.00	-95.00	
1039.55 T ROWE PRICE	01/16/2009	10/18/2010	31,332.00	29,839.00	1,493.00	
Totals						

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
21.031 TD ASSET MGMT SHORT	01/16/2009	02/10/2010	215.00	213.00	2.00
32.337 TD ASSET MGMT SHORT	01/16/2009	06/11/2010	330.00	327.00	3.00
3.716 TD ASSET MGMT SHORT	01/16/2009	06/24/2010	38.00	38.00	
11.293 TD ASSET MGMT SHORT	07/01/2009	07/16/2010	116.00	114.00	2.00
31.206 VANGUARD SELECTED	01/16/2009	01/19/2010	518.00	362.00	156.00
83.593 VANGUARD SELECTED	01/16/2009	04/16/2010	1,476.00	971.00	505.00
4.092 VANGUARD SELECTED	01/16/2009	06/24/2010	66.00	48.00	18.00
13.562 VANGUARD SELECTED	01/16/2009	07/16/2010	215.00	157.00	58.00
1091.294 VANGUARD SELECTED	01/16/2009	10/18/2010	19,295.00	12,670.00	6,625.00
1113.041 VANGUARD GNMA FUND	01/16/2009	02/10/2010	1,215.00	1,201.00	14.00
196.764 VANGUARD GNMA FUND	04/16/2009	06/11/2010	2,153.00	2,092.00	61.00
29.962 VANGUARD GNMA FUND	01/16/2009	06/24/2010	329.00	318.00	11.00
611.973 VANGUARD GNMA FUND	01/16/2009	07/16/2010	684.00	658.00	26.00
2404.49 VANGUARD GNMA FUND	10/16/2009	10/18/2010	26,666.00	25,499.00	1,167.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			253,963.00	238,280.00	15,683.00
Totals			253,963.00	238,280.00	15,683.00

FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

FEDERATED TAX FREE OBLIGATIONS
TD ASSET MGMT SHORT TERM BOND #4
VANGUARD GNMA FUND #36

9.00
84.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

93.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

93.00

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STATEMENT 5