



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

Return of Private Foundation

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

2010

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

For calendar year 2010, or tax year beginning 01-01-2010, and ending 12-31-2010

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

Name of foundation
W D KELLEY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) 707 ROCK STREET
Room/suite

City or town, state, and ZIP code
GEORGETOWN, TX 78626

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 8,676,130** **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))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc, received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities.	56,692	56,692		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	55,464			
b	Gross sales price for all assets on line 6a 1,460,021				
7	Capital gain net income (from Part IV, line 2)		55,464		
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)	3,387	3,387		
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	115,543	115,543		

13	Compensation of officers, directors, trustees, etc	84,000	25,200	58,800
14	Other employee salaries and wages	12,600	3,780	8,820
15	Pension plans, employee benefits	7,390	2,217	5,173
16a	Legal fees (attach schedule)			
b	Accounting fees (attach schedule)	3,100	930	2,170
c	Other professional fees (attach schedule)	250	75	175
17	Interest			
18	Taxes (attach schedule) (see page 14 of the instructions)	23,665	22,563	
19	Depreciation (attach schedule) and depletion	2,437		
20	Occupancy	5,873	1,762	4,111
21	Travel, conferences, and meetings	1,466		1,466
22	Printing and publications			
23	Other expenses (attach schedule)	6,106	3,922	2,184
24	Total operating and administrative expenses.			
	Add lines 13 through 23	146,887	60,449	82,899
25	Contributions, gifts, grants paid	75,000		75,000
26	Total expenses and disbursements. Add lines 24 and 25	221,887	60,449	157,899

27	Subtract line 26 from line 12			
a	Excess of revenue over expenses and disbursements	-106,344		
b	Net investment income (if negative, enter -0-)		55,094	
c	Adjusted net income (if negative, enter -0-)			

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			
2	Savings and temporary cash investments	18,550	21,725	21,725
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 15 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	2,629	1,527	1,527
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	2,312,834	2,296,605	2,319,579
c	Investments—corporate bonds (attach schedule)	147,290	45,078	
11	Investments—land, buildings, and equipment basis ►	3,455,965		
	Less accumulated depreciation (attach schedule) ►			
		3,449,167	3,455,965	6,327,327
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	4,097	4,034	4,034
14	Land, buildings, and equipment basis ►	15,971		
	Less accumulated depreciation (attach schedule) ►	14,034		
		1,280	1,937	1,938
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,935,847	5,826,871	8,676,130
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 ►)	2,632		
23	Total liabilities (add lines 17 through 22)	2,632	0	
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 ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	5,933,215	5,826,871	
30	Total net assets or fund balances (see page 17 of the instructions)	5,933,215	5,826,871	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,935,847	5,826,871	

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	5,933,215
2	Enter amount from Part I, line 27a	2	-106,344
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	5,826,871
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,826,871

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 Additional Data Table			
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 See Additional Data Table			
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	2	55,464
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	17,418

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))
2009	766,321	8,166,326	0.093839
2008	484,325	9,210,429	0.052584
2007	437,438	9,706,510	0.045066
2006	424,675	9,026,635	0.047047
2005	423,908	7,698,244	0.055066

2 Total of line 1, column (d).	2	0.293602
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.058720
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	8,363,719
5 Multiply line 4 by line 3.	5	491,118
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	551
7 Add lines 5 and 6.	7	491,669
8 Enter qualifying distributions from Part XII, line 4.	8	157,899

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	1,102
	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 <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	
3	Add lines 1 and 2.		3	1,102
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	1,102
6	Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,629	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d.	7	2,629	
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 <input type="checkbox"/>	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input type="checkbox"/>	10	1,527	
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 1,527 Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		Yes	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		Yes	No
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?		Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>		Yes	
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ► N/A				
14	The books are in care of ► DALE ILLIG Located at ► 707 ROCK ST GEORGETOWN TX	Telephone no ► (512) 863-2575 ZIP +4 ► 78626		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15		
16	and enter the amount of tax-exempt interest received or accrued during the year ►	16		
At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?				
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►				

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 <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► 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)? ► 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). ► 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	No
	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ► Yes <input checked="" type="checkbox"/> 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	
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 <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 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 2010).	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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 2010?	4b	No

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). Organizations relying on a current notice regarding disaster assistance check here. Yes

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
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?

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).

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS BAIRD 	DIRECTOR 2 00	0	0	
401 N 3RD ST TEMPLE, TX 76501				
HERBERT NELSON 	DIRECTOR 3 00	0	0	
30308 ST ANDREW GEORGETOWN, TX 78628				
SANDRA ILLIG 	SECRETARY 2 00	0	0	
707 ROCK ST GEORGETOWN, TX 78626				
DALE ILLIG 	PRESIDENT 30 00	84,000	0	
707 ROCK ST GEORGETOWN, TX 78626				

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

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	▶

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a Average monthly fair market value of securities.	1a	2,144,437
b Average of monthly cash balances.	1b	13,824
c Fair market value of all other assets (see page 24 of the instructions).	1c	6,332,824
d Total (add lines 1a, b, and c).	1d	8,491,085
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	
3 Subtract line 2 from line 1d.	3	8,491,085
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	127,366
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,363,719
6 Minimum investment return. Enter 5% of line 5.	6	418,186

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	418,186
2a Tax on investment income for 2010 from Part VI, line 5.	2a	1,102
b Income tax for 2010 (This does not include the tax from Part VI).	2b	
c Add lines 2a and 2b.	2c	1,102
3 Distributable amount before adjustments Subtract line 2c from line 1.	3	417,084
4 Recoveries of amounts treated as qualifying distributions.	4	
5 Add lines 3 and 4.	5	417,084
6 Deduction from distributable amount (see page 25 of the instructions).	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	417,084

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	157,899
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	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required).	3a	
b Cash distribution test (attach the required schedule).	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	157,899
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	157,899

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				417,084
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005.				
b From 2006.				
c From 2007.	4,414			
d From 2008.	30,048			
e From 2009.	358,997			
f Total of lines 3a through e.	393,459			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ _____ 157,899				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).				
d Applied to 2010 distributable amount.				157,899
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	259,185			259,185
6 Enter the net total of each column as indicated below:	134,274			
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 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	134,274			
10 Analysis of line 9				
a Excess from 2006.				
b Excess from 2007.				
c Excess from 2008.				
d Excess from 2009.	134,274			
e Excess from 2010.				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 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))

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

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

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

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

DALE ILLIG
707 ROCK STREET
GEORGETOWN, TX 78626
(512) 863-2575

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

SEE ATTACHED OUTLINE FOR GRANT APPLICATION GUIDELINES AND GRANT REQUIREMENTS

c Any submission deadlines

GRANT DECISION AWARD DATES ARE JULY & DECEMBER

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

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

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 Additional Data Table				
Total			► 3a	75,000
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

Additional Data

Software ID:
Software Version:
EIN: 74-3007226
Name: W D KELLEY FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
A	HALLIBURTON CO HLDG CO	P	2006-11-28	2010-01-15
B	DAYLIGHT RESOURCES TR F	P	2005-10-06	2010-03-05
C	YAHOO INC	P	2010-03-02	2010-04-21
D	ISHARES AERO & DEF INDX INDEX FUND	P	2010-03-03	2010-05-26
E	O2MICRO INTL LTD ADR FSPONSORED ADR	P	2010-01-15	2010-06-21
F	SECTOR SPDR TECH SELECT	P	2006-01-06	2010-06-21
G	VANGUARD ENERGY FUND	P	2003-12-12	2010-06-23
H	VANGUARD ENERGY FUND	P	2006-12-19	2010-06-23
I	SECTOR SPDR FINCL SELECTSHARES OF BE	P	2010-02-09	2010-06-30
J	NVIDIA CORP	P	2010-07-15	2010-08-02
K	PROSHS ULTRASHRT S&P500 PROSHARES TR	P	2010-07-12	2010-08-31
L	DU PONT E I DE NEMOUR&CO	P	2010-03-18	2010-09-29
M	PROSHS ULTRASHRT S&P500 PROSHARES TR	P	2010-07-12	2010-10-14
N	POWERSHARES INDIA ETF	P	2008-03-27	2010-11-19
O	VANGUARD EMERGING MARKET	P	2010-03-25	2010-11-30
P	DAYLIGHT RESOURCES TR F	P	2008-08-12	2010-12-09
Q	ROUNDING	P	2010-12-31	2010-12-30
R	BAYTEX ENERGY TRUST NEW	P	2004-12-15	2010-01-15
S	DAYLIGHT RESOURCES TR F	P	2007-03-12	2010-03-05
T	YAHOO INC	P	2010-03-02	2010-04-21
U	ISHARES AERO & DEF INDX INDEX FUND	P	2010-03-04	2010-05-26
V	O2MICRO INTL LTD ADR FSPONSORED ADR	P	2010-01-15	2010-06-21
W	SECTOR SPDR TECH SELECT	P	2006-01-06	2010-06-21
X	VANGUARD ENERGY FUND	P	2003-12-12	2010-06-23
Y	VANGUARD ENERGY FUND	P	2006-12-19	2010-06-23
Z	SECTOR SPDR FINCL SELECTSHARES OF BE	P	2010-02-18	2010-06-30
AA	FREDDIE MAC VOTING SHS	P	2010-03-09	2010-08-05
AB	EMULEX CORP NEW	P	2010-07-14	2010-09-15
AC	DU PONT E I DE NEMOUR&CO	P	2010-03-18	2010-09-29
AD	BAYTEX ENERGY TRUST NEW	P	2004-12-15	2010-10-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
AE	POWERSHARES INDIA ETF	P	2008-03-28	2010-11-19
AF	VANGUARD EMERGING MARKET	P	2010-03-30	2010-11-30
AG	HEWLETT-PACKARD COMPANY	P	2010-08-09	2010-12-13
AH	ARTISAN INTL FUND	P	2008-02-25	2010-02-04
AI	DAYLIGHT RESOURCES TR F	P	2007-03-12	2010-03-05
AJ	YAHOO INC	P	2010-03-05	2010-04-21
AK	ISHARES AERO & DEF INDX INDEX FUND	P	2010-03-30	2010-05-26
AL	O2MICRO INTL LTD ADR FSPONSORED ADR	P	2010-03-30	2010-06-21
AM	SECTOR SPDR TECH SELECT	P	2006-10-16	2010-06-21
AN	VANGUARD ENERGY FUND	P	2004-03-19	2010-06-23
AO	VANGUARD ENERGY FUND	P	2007-03-21	2010-06-23
AP	SECTOR SPDR FINCL SELECTSHARES OF BE	P	2010-03-02	2010-06-30
AQ	CISCO SYSTEMS INC	P	2010-03-02	2010-08-05
AR	EMULEX CORP NEW	P	2010-07-22	2010-09-15
AS	DU PONT E I DE NEMOUR&CO	P	2010-04-15	2010-09-29
AT	BAYTEX ENERGY TRUST NEW	P	2004-12-15	2010-10-21
AU	SPDR GOLD TRUST SPDR GOLD SHARES	P	2010-09-23	2010-11-29
AV	SANOFI SYNTHELABO ADR FSPONSORED ADR	P	2010-09-30	2010-11-30
AW	HEWLETT-PACKARD COMPANY	P	2010-09-23	2010-12-13
AX	ARTISAN INTL FUND	P	2008-03-19	2010-02-04
AY	DAYLIGHT RESOURCES TR F	P	2008-03-31	2010-03-05
AZ	BP PLC ADR FSPONSORED ADR	P	2008-03-19	2010-04-23
BA	MARKET VECTORS ETF TRUST	P	2008-03-28	2010-06-01
BB	O2MICRO INTL LTD ADR FSPONSORED ADR	P	2010-04-27	2010-06-21
BC	SECTOR SPDR TECH SELECT	P	2006-10-16	2010-06-21
BD	VANGUARD ENERGY FUND	P	2004-03-19	2010-06-23
BE	VANGUARD ENERGY FUND	P	2007-03-21	2010-06-23
BF	SECTOR SPDR FINCL SELECTSHARES OF BE	P	2010-03-25	2010-06-30
BG	CISCO SYSTEMS INC	P	2010-03-03	2010-08-05
BH	EMULEX CORP NEW	P	2010-07-22	2010-09-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BI	DU PONT E I DE NEMOUR&CO	P	2010-07-01	2010-09-29
BJ	BAYTEX ENERGY TRUST NEW	P	2006-04-28	2010-10-21
BK	SPDR GOLD TRUST SPDR GOLD SHARES	P	2010-10-06	2010-11-29
BL	BROCADE COMMUNS SYS NEW	P	2010-10-14	2010-12-01
BM	MATTHEWS PACIFIC TIGER FUND	P	2006-09-21	2010-12-13
BN	MATTHEWS PACIFIC TIGER FUND	P	2006-08-30	2010-02-08
BO	HALLIBURTON CO HLDG CO	P	2006-11-28	2010-03-10
BP	JOHNSON CONTROLS INC	P	2009-10-13	2010-04-26
BQ	GTE NORTHWEST INC DEB 6 3%10	P	2001-03-16	2010-06-01
BR	CHELSEA THERPTCS INTL	P	2010-03-08	2010-06-21
BS	SECTOR SPDR TECH SELECT	P	2006-11-28	2010-06-21
BT	VANGUARD ENERGY FUND	P	2004-03-19	2010-06-23
BU	VANGUARD ENERGY FUND	P	2007-03-21	2010-06-23
BV	BANK OF AMERICA CORP	P	2010-06-03	2010-06-30
BW	CISCO SYSTEMS INC	P	2010-04-21	2010-08-05
BX	EMULEX CORP NEW	P	2010-07-22	2010-09-15
BY	DU PONT E I DE NEMOUR&CO	P	2008-05-27	2010-09-29
BZ	PROLOR BIOTECH INC	P	2010-04-27	2010-10-26
CA	ISHARES MSCI MEXICO	P	2010-03-08	2010-11-29
CB	BROCADE COMMUNS SYS NEW	P	2010-10-29	2010-12-01
CC	MARKET VECTORS ETF TRUST	P	2010-10-12	2010-12-14
CD	ARTISAN INTL FUND	P	2009-12-17	2010-02-09
CE	CABOT OIL & GAS	P	2008-07-18	2010-03-12
CF	JOHNSON CONTROLS INC	P	2009-10-13	2010-04-26
CG	AKAMAI TECHNOLOGIES	P	2010-03-05	2010-06-21
CH	CHELSEA THERPTCS INTL	P	2010-03-08	2010-06-21
CI	SECTOR SPDR TECH SELECT	P	2006-12-15	2010-06-21
CJ	VANGUARD ENERGY FUND	P	2004-12-17	2010-06-23
CK	VANGUARD ENERGY FUND	P	2007-12-17	2010-06-23
CL	BANK OF AMERICA CORP	P	2010-06-10	2010-06-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CM	CISCO SYSTEMS INC	P	2010-04-27	2010-08-05
CN	EMULEX CORP NEW	P	2010-07-26	2010-09-15
CO	BIOTECH HOLDERS TRUST DEPOSITA	P	2002-04-12	2010-09-30
CP	HEWLETT-PACKARD COMPANY	P	2010-07-30	2010-10-26
CQ	ISHARES MSCI MEXICO	P	2010-03-08	2010-11-29
CR	DAYLIGHT RESOURCES TR F	P	2008-03-31	2010-12-09
CS	MARKET VECTORS ETF TRUST	P	2010-10-26	2010-12-14
CT	LAUDUS INTERNATIONAL	P	2007-06-18	2010-02-09
CU	BAYTEX ENERGY TRUST NEW	P	2004-12-15	2010-03-18
CV	APPLIED MATERIALS INC	P	2010-01-14	2010-05-03
CW	AKAMAI TECHNOLOGIES	P	2010-03-25	2010-06-21
CX	PROLOR BIOTECH INC	P	2010-03-30	2010-06-21
CY	SECTOR SPDR TECH SELECT	P	2007-03-09	2010-06-21
CZ	VANGUARD ENERGY FUND	P	2004-12-17	2010-06-23
DA	VANGUARD ENERGY FUND	P	2007-12-17	2010-06-23
DB	PROSHS ULTRASHRT S&P500 PROSHARES TR	P	2010-06-23	2010-07-01
DC	CISCO SYSTEMS INC	P	2010-06-08	2010-08-05
DD	EMULEX CORP NEW	P	2010-07-26	2010-09-15
DE	BIOTECH HOLDERS TRUST DEPOSITA	P	2002-04-12	2010-09-30
DF	BIOTECH HOLDERS TRUST DEPOSITA	P	2002-04-12	2010-10-26
DG	ISHARES MSCI MEXICO	P	2010-03-25	2010-11-29
DH	DAYLIGHT RESOURCES TR F	P	2008-04-18	2010-12-09
DI	SPDR GOLD TRUST SPDR GOLD SHARES	P	2010-12-09	2010-12-21
DJ	LAUDUS INTERNATIONAL	P	2007-12-17	2010-02-09
DK	SECTOR SPDR ENGY SELECT SHARES OF BE	P	2005-01-04	2010-03-24
DL	LAUDUS INTERNATIONAL	P	2008-03-26	2010-05-03
DM	AKAMAI TECHNOLOGIES	P	2010-04-21	2010-06-21
DN	SECTOR SPDR TECH SELECT	P	2009-12-10	2010-06-21
DO	SECTOR SPDR TECH SELECT	P	2007-03-09	2010-06-21
DP	VANGUARD ENERGY FUND	P	2005-03-18	2010-06-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
DQ	VANGUARD ENERGY FUND	P	2007-12-17	2010-06-23
DR	PROSHS ULTRASHRT S&P500 PROSHARES TR	P	2010-07-01	2010-07-01
DS	CISCO SYSTEMS INC	P	2010-06-22	2010-08-05
DT	ALTERA CORPORATION	P	2010-06-03	2010-09-15
DU	IRIDIUM COMMUNICATIONS	P	2010-03-10	2010-10-01
DV	VIVUS INC	P	2010-07-20	2010-10-28
DW	ISHARES MSCI MEXICO	P	2010-04-16	2010-11-29
DX	BAYTEX ENERGY TRUST NEW	P	2006-04-28	2010-12-09
DY	BIOTECH HOLDERS TRUST DEPOSITA	P	2002-04-12	2010-12-21
DZ	LAUDUS INTERNATIONAL	P	2007-12-17	2010-02-09
EA	VANGUARD ENERGY FUND	P	2003-10-09	2010-03-24
EB	BAYTEX ENERGY TRUST NEW	P	2004-12-15	2010-05-03
EC	JDS UNIPHASE CORPORATION	P	2010-06-03	2010-06-21
ED	SECTOR SPDR TECH SELECT	P	2009-12-18	2010-06-21
EE	SECTOR SPDR TECH SELECT	P	2007-06-18	2010-06-21
EF	VANGUARD ENERGY FUND	P	2005-03-18	2010-06-23
EG	VANGUARD ENERGY FUND	P	2008-03-27	2010-06-23
EH	BP PLC ADR FSPONSORED ADR	P	2008-03-31	2010-07-12
EI	FREDDIE MAC VOTING SHS	P	2008-04-21	2010-08-05
EJ	ALTERA CORPORATION	P	2010-06-24	2010-09-15
EK	IRIDIUM COMMUNICATIONS	P	2010-03-16	2010-10-01
EL	BANK OF AMERICA CORP	P	2010-06-10	2010-10-29
EM	ISHARES MSCI MEXICO	P	2010-04-26	2010-11-29
EN	BAYTEX ENERGY TRUST NEW	P	2006-08-29	2010-12-09
EO	INTEL CORP	P	2010-01-15	2010-12-22
EP	LAUDUS INTERNATIONAL	P	2007-12-17	2010-02-09
EQ	LAUDUS INTERNATIONAL	P	2008-02-25	2010-03-26
ER	ETFS PHYS PLATINUM ETF SHARES	P	2010-01-19	2010-05-05
ES	JDS UNIPHASE CORPORATION	P	2010-06-08	2010-06-21
ET	SECTOR SPDR TECH SELECT	P	2010-01-19	2010-06-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
EU	SECTOR SPDR TECH SELECT	P	2007-12-05	2010-06-21
EV	VANGUARD ENERGY FUND	P	2005-12-16	2010-06-23
EW	VANGUARD ENERGY FUND	P	2008-03-27	2010-06-23
EX	BP PLC ADR FSPONSORED ADR	P	2010-02-10	2010-07-26
EY	FREDDIE MAC VOTING SHS	P	2008-07-01	2010-08-05
EZ	BROADCOM CORP CL A CLASS A	P	2010-03-01	2010-09-15
FA	IRIDIUM COMMUNICATIONS	P	2010-03-25	2010-10-01
FB	BANK OF AMERICA CORP	P	2010-06-21	2010-10-29
FC	VANGUARD EMERGING MARKET	P	2009-12-02	2010-11-30
FD	BAYTEX ENERGY TRUST NEW	P	2006-08-29	2010-12-09
FE	INTEL CORP	P	2010-01-25	2010-12-22
FF	LAUDUS INTERNATIONAL	P	2008-02-25	2010-02-09
FG	LAUDUS INTERNATIONAL	P	2008-03-26	2010-03-26
FH	ETFS PHYS PLATINUM ETF SHARES	P	2010-01-19	2010-05-05
FI	NORDIC AMERN TANKR SHPGF	P	2010-03-02	2010-06-21
FJ	SECTOR SPDR TECH SELECT	P	2010-02-18	2010-06-21
FK	SECTOR SPDR TECH SELECT	P	2008-02-21	2010-06-21
FL	VANGUARD ENERGY FUND	P	2005-12-16	2010-06-23
FM	VANGUARD ENERGY FUND	P	2008-12-16	2010-06-23
FN	PROSHS ULTRASHRT S&P500 PROSHARES TR	P	2010-07-06	2010-07-26
FO	AKAMAI TECHNOLOGIES	P	2010-06-29	2010-08-06
FP	BROADCOM CORP CL A CLASS A	P	2010-03-25	2010-09-15
FQ	IRIDIUM COMMUNICATIONS	P	2010-04-22	2010-10-01
FR	MERCK & CO INC NEW	P	2010-07-13	2010-11-01
FS	VANGUARD EMERGING MARKET	P	2009-12-18	2010-11-30
FT	BAYTEX ENERGY TRUST NEW	P	2006-09-21	2010-12-09
FU	INTEL CORP	P	2009-11-02	2010-12-22
FV	ARTISAN INTL FUND	P	2008-03-19	2010-02-09
FW	MARKET VECTORS ETF TRUST	P	2008-03-28	2010-03-26
FX	EXXON MOBIL CORPORATION	P	2001-01-31	2010-05-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FY	NORDIC AMERN TANKR SHPGF	P	2010-03-04	2010-06-21
FZ	CHELSEA THERPTCS INTL	P	2010-03-08	2010-06-21
GA	SECTOR SPDR TECH SELECT	P	2008-02-26	2010-06-21
GB	VANGUARD ENERGY FUND	P	2005-12-16	2010-06-23
GC	VANGUARD ENERGY FUND	P	2008-12-16	2010-06-23
GD	BP PLC ADR FSPONSORED ADR	P	2008-03-31	2010-07-26
GE	PROSHS ULTRASHRT S&P500 PROSHARES TR	P	2010-07-06	2010-08-12
GF	E M C CORP MASS	P	2008-01-08	2010-09-15
GG	E M C CORP MASS	P	2010-06-23	2010-10-05
GH	MERCK & CO INC NEW	P	2010-07-26	2010-11-01
GI	VANGUARD EMERGING MARKET	P	2010-01-05	2010-11-30
GJ	DAYLIGHT RESOURCES TR F	P	2008-05-02	2010-12-09
GK	SANOFI SYNTHELABO ADR FSPONSORED ADR	P	2010-11-10	2010-12-28
GL	ARTISAN INTL FUND	P	2008-12-17	2010-02-09
GM	BAYTEX ENERGY TRUST NEW	P	2004-12-15	2010-03-29
GN	EXXON MOBIL CORPORATION	P	2001-08-10	2010-05-12
GO	NORDIC AMERN TANKR SHPGF	P	2010-03-25	2010-06-21
GP	PROLOR BIOTECH INC	P	2010-03-30	2010-06-21
GQ	VANGUARD ENERGY FUND	P	2009-12-30	2010-06-23
GR	VANGUARD ENERGY FUND	P	2006-03-24	2010-06-23
GS	VANGUARD ENERGY FUND	P	2009-03-20	2010-06-23
GT	BIOTECH HOLDERS TRUST DEPOSITA	P	2002-04-12	2010-07-27
GU	VIVUS INC	P	2010-07-20	2010-08-12
GV	E M C CORP MASS	P	2008-02-04	2010-09-15
GW	E M C CORP MASS	P	2010-06-23	2010-10-05
GX	EMERSON ELECTRIC CO	P	2010-06-24	2010-11-02
GY	VANGUARD EMERGING MARKET	P	2010-01-14	2010-11-30
GZ	DAYLIGHT RESOURCES TR F	P	2008-05-02	2010-12-09
HA	WELLPOINT INC	P	2010-12-07	2010-12-30
HB	ARTISAN INTL FUND	P	2008-12-17	2010-02-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
HC	GILEAD SCIENCES INC	P	2008-07-18	2010-04-14
HD	MATTHEWS PACIFIC TIGER FUND	P	2006-08-30	2010-05-21
HE	NORDIC AMERN TANKR SHPGF	P	2010-04-05	2010-06-21
HF	PROLOR BIOTECH INC	P	2010-04-27	2010-06-21
HG	VANGUARD ENERGY FUND	P	2003-10-09	2010-06-23
HH	VANGUARD ENERGY FUND	P	2006-03-24	2010-06-23
HI	SECTOR SPDR FINCL SELECTSHARES OF BE	P	2010-02-05	2010-06-30
HJ	CHELSEA THERPTCS INTL	P	2010-03-08	2010-07-28
HK	VIVUS INC	P	2010-07-20	2010-08-12
HL	AKAMAI TECHNOLOGIES	P	2010-06-29	2010-09-17
HM	E M C CORP MASS	P	2010-06-23	2010-10-05
HN	EMERSON ELECTRIC CO	P	2010-06-24	2010-11-02
HO	VANGUARD EMERGING MARKET	P	2010-02-18	2010-11-30
HP	DAYLIGHT RESOURCES TR F	P	2008-05-02	2010-12-09
HQ	WELLPOINT INC	P	2010-12-07	2010-12-30
HR	ARTISAN INTL FUND	P	2008-12-17	2010-02-09
HS	YAHOO INC	P	2010-03-02	2010-04-21
HT	MATTHEWS PACIFIC TIGER FUND	P	2006-09-21	2010-05-21
HU	02MICRO INTL LTD ADR FSPONSORED ADR	P	2010-01-14	2010-06-21
HV	SECTOR SPDR TECH SELECT	P	2006-01-06	2010-06-21
HW	VANGUARD ENERGY FUND	P	2003-12-12	2010-06-23
HX	VANGUARD ENERGY FUND	P	2006-03-24	2010-06-23
HY	SECTOR SPDR FINCL SELECTSHARES OF BE	P	2010-02-08	2010-06-30
HZ	CHELSEA THERPTCS INTL	P	2010-03-25	2010-07-28
IA	PROSHS ULTRASHRT S&P500 PROSHARES TR	P	2010-07-06	2010-08-24
IB	AKAMAI TECHNOLOGIES	P	2010-07-29	2010-09-17
IC	E M C CORP MASS	P	2008-02-04	2010-10-05
ID	POWERSHARES INDIA ETF	P	2008-03-27	2010-11-19
IE	VANGUARD EMERGING MARKET	P	2010-03-10	2010-11-30
IF	DAYLIGHT RESOURCES TR F	P	2008-08-12	2010-12-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
IG WELLPOINT INC	P	2010-12-13	2010-12-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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	16,871		16,225	646
B	6,869		10,087	-3,218
C	3,325		3,009	316
D	5,357		5,499	-142
E	649		524	125
F	15,504		15,259	245
G	2,524		1,310	1,214
H	2,009		2,407	-398
I	4,140		4,161	-21
J	1,831		2,183	-352
K	3,528		3,453	75
L	4,481		3,713	768
M	5,591		6,906	-1,315
N	4,819		4,966	-147
O	4,562		4,149	413
P	1,941		2,288	-347
Q	15			15
R	5,969		2,110	3,859
S	1,407		1,088	319
T	1,750		1,589	161
U	5,357		5,488	-131
V	649		524	125
W	2,215		2,180	35
X	1,635		848	787
Y	2,749		3,294	-545
Z	2,760		2,855	-95
AA	153		513	-360
AB	1,024		1,000	24
AC	4,482		3,713	769
AD	3,743		1,055	2,688

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
AE	2,410		2,506	-96
AF	9,124		8,420	704
AG	8,393		8,509	-116
AH	17,408		25,000	-7,592
AI	4,800		3,713	1,087
AJ	3,500		3,229	271
AK	5,357		5,859	-502
AL	5,194		5,329	-135
AM	2,215		2,289	-74
AN	118		68	50
AO	2,139		2,485	-346
AP	2,760		2,989	-229
AQ	4,820		4,903	-83
AR	1,024		973	51
AS	4,482		3,932	550
AT	9,357		2,638	6,719
AU	6,639		6,320	319
AV	6,097		6,721	-624
AW	8,393		8,033	360
AX	1,372		1,841	-469
AY	5,545		4,722	823
AZ	29,621		31,009	-1,388
BA	8,383		9,776	-1,393
BB	1,299		1,489	-190
BC	7,752		8,012	-260
BD	589		339	250
BE	34		40	-6
BF	2,760		3,245	-485
BG	4,820		4,963	-143
BH	1,024		973	51

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
BI	8,963		6,909	2,054
BJ	13,099		6,611	6,488
BK	6,639		6,596	43
BL	5,042		5,949	-907
BM	11,565		10,770	795
BN	12,299		14,539	-2,240
BO	6,061		6,490	-429
BP	5,344		3,971	1,373
BQ	100,000		102,100	-2,100
BR	1,413		1,270	143
BS	11,074		11,600	-526
BT	118		68	50
BU	285		331	-46
BV	2,866		3,173	-307
BW	2,410		2,733	-323
BX	1,024		973	51
BY	22,407		23,479	-1,072
BZ	590		509	81
CA	3,085		2,685	400
CB	1,008		1,289	-281
CC	8,722		8,740	-18
CD	701		758	-57
CE	8,289		10,254	-1,965
CF	1,781		1,324	457
CG	4,555		2,909	1,646
CH	625		561	64
CI	6,644		7,108	-464
CJ	1,567		1,125	442
CK	2,050		2,920	-870
CL	1,433		1,542	-109

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
CM	4,820		5,385	-565
CN	1,024		958	66
CO	9,573		10,996	-1,423
CP	4,275		4,589	-314
CQ	2,736		2,381	355
CR	1,592		1,445	147
CS	8,722		8,915	-193
CT	22,249		34,907	-12,658
CU	3,458		1,055	2,403
CV	2,807		2,849	-42
CW	4,555		3,191	1,364
CX	780		423	357
CY	8,859		9,192	-333
CZ	54		39	15
DA	452		644	-192
DB	18,934		16,944	1,990
DC	4,820		4,547	273
DD	1,024		958	66
DE	9,570		10,996	-1,426
DF	9,989		10,996	-1,007
DG	5,821		5,255	566
DH	9,706		9,863	-157
DI	27,023		27,041	-18
DJ	3,482		4,779	-1,297
DK	11,415		7,002	4,413
DL	6,756		7,848	-1,092
DM	4,555		3,353	1,202
DN	15,504		15,640	-136
DO	2,215		2,298	-83
DP	5		5	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
DQ	5,141		7,325	-2,184
DR	11,360		11,613	-253
DS	4,820		4,682	138
DT	5,475		4,871	604
DU	2,549		2,424	125
DV	605		508	97
DW	5,821		5,523	298
DX	6,750		2,833	3,917
DY	10,156		10,996	-840
DZ	803		1,102	-299
EA	17,572		8,287	9,285
EB	6,779		2,110	4,669
EC	3,427		3,372	55
ED	2,215		2,233	-18
EE	24,363		28,434	-4,071
EF	356		305	51
EG	3,495		4,824	-1,329
EH	7,345		12,158	-4,813
EI	191		13,129	-12,938
EJ	5,475		5,103	372
EK	1,699		1,591	108
EL	1,141		1,542	-401
EM	5,821		5,534	287
EN	6,750		3,647	3,103
EO	8,338		8,393	-55
EP	9,029		12,392	-3,363
EQ	5,450		6,702	-1,252
ER	9,857		9,761	96
ES	2,284		2,063	221
ET	2,215		2,302	-87

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
EU	11,074		13,270	-2,196
EV	45		46	-1
EW	42		58	-16
EX	3,795		5,376	-1,581
EY	115		4,914	-4,799
EZ	3,495		3,214	281
FA	850		815	35
FB	3,422		4,770	-1,348
FC	4,562		4,159	403
FD	20,251		10,942	9,309
FE	2,084		2,043	41
FF	9,947		13,298	-3,351
FG	1,146		1,364	-218
FH	6,572		6,508	64
FI	2,961		2,894	67
FJ	4,430		4,389	41
FK	6,644		6,816	-172
FL	1,660		1,712	-52
FM	2,697		2,260	437
FN	9,591		11,465	-1,874
FO	7,851		8,338	-487
FP	3,495		3,415	80
FQ	850		810	40
FR	7,264		7,295	-31
FS	4,562		4,012	550
FT	33,752		15,127	18,625
FU	2,084		1,904	180
FV	35,871		48,159	-12,288
FW	4,376		4,888	-512
FX	6,513		4,203	2,310

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
FY	2,961		2,890	71
FZ	981		882	99
GA	15,504		15,773	-269
GB	1,963		2,024	-61
GC	1,416		1,186	230
GD	3,795		6,079	-2,284
GE	3,327		3,822	-495
GF	14,364		11,557	2,807
GG	4,052		3,801	251
GH	3,632		3,518	114
GI	4,562		4,276	286
GJ	3,883		3,860	23
GK	6,401		6,959	-558
GL	2,168		1,735	433
GM	33,490		10,552	22,938
GN	6,513		4,116	2,397
GO	2,961		3,033	-72
GP	3,119		1,691	1,428
GQ	215		237	-22
GR	49		55	-6
GS	78		61	17
GT	9,348		10,996	-1,648
GU	2,645		2,544	101
GV	6,156		4,845	1,311
GW	81		76	5
GX	1,364		1,136	228
GY	4,562		4,230	332
GZ	1,942		1,930	12
HA	2,833		2,806	27
HB	682		546	136

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
HC	18,359		19,937	-1,578
HD	3,582		4,133	-551
HE	2,961		3,144	-183
HF	2,340		1,528	812
HG	53,407		26,947	26,460
HH	21		24	-3
HI	1,380		1,395	-15
HJ	221		226	-5
HK	2,116		2,031	85
HL	15,633		12,506	3,127
HM	1,975		1,853	122
HN	9,549		7,953	1,596
HO	4,562		3,929	633
HP	3,883		3,858	25
HQ	8,499		8,419	80
HR	395		316	79
HS	175		158	17
HT	5,418		6,483	-1,065
HU	500		406	94
HV	8,859		8,719	140
HW	595		309	286
HX	89		100	-11
HY	1,380		1,381	-1
HZ	1,432		2,009	-577
IA	3,498		3,822	-324
IB	10,422		7,849	2,573
IC	14,252		11,305	2,947
ID	2,410		2,483	-73
IE	4,562		4,144	418
IF	2,913		3,432	-519

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
IG	5,666	5,818	-152

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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			646
B			-3,218
C			316
D			-142
E			125
F			245
G			1,214
H			-398
I			-21
J			-352
K			75
L			768
M			-1,315
N			-147
O			413
P			-347
Q			15
R			3,859
S			319
T			161
U			-131
V			125
W			35
X			787
Y			-545
Z			-95
AA			-360
AB			24
AC			769
AD			2,688

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
AE			-96
AF			704
AG			-116
AH			-7,592
AI			1,087
AJ			271
AK			-502
AL			-135
AM			-74
AN			50
AO			-346
AP			-229
AQ			-83
AR			51
AS			550
AT			6,719
AU			319
AV			-624
AW			360
AX			-469
AY			823
AZ			-1,388
BA			-1,393
BB			-190
BC			-260
BD			250
BE			-6
BF			-485
BG			-143
BH			51

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
BI			2,054
BJ			6,488
BK			43
BL			-907
BM			795
BN			-2,240
BO			-429
BP			1,373
BQ			-2,100
BR			143
BS			-526
BT			50
BU			-46
BV			-307
BW			-323
BX			51
BY			-1,072
BZ			81
CA			400
CB			-281
CC			-18
CD			-57
CE			-1,965
CF			457
CG			1,646
CH			64
CI			-464
CJ			442
CK			-870
CL			-109

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
CM			-565
CN			66
CO			-1,423
CP			-314
CQ			355
CR			147
CS			-193
CT			-12,658
CU			2,403
CV			-42
CW			1,364
CX			357
CY			-333
CZ			15
DA			-192
DB			1,990
DC			273
DD			66
DE			-1,426
DF			-1,007
DG			566
DH			-157
DI			-18
DJ			-1,297
DK			4,413
DL			-1,092
DM			1,202
DN			-136
DO			-83
DP			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
DQ			-2,184
DR			-253
DS			138
DT			604
DU			125
DV			97
DW			298
DX			3,917
DY			-840
DZ			-299
EA			9,285
EB			4,669
EC			55
ED			-18
EE			-4,071
EF			51
EG			-1,329
EH			-4,813
EI			-12,938
EJ			372
EK			108
EL			-401
EM			287
EN			3,103
EO			-55
EP			-3,363
EQ			-1,252
ER			96
ES			221
ET			-87

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
EU			-2,196
EV			-1
EW			-16
EX			-1,581
EY			-4,799
EZ			281
FA			35
FB			-1,348
FC			403
FD			9,309
FE			41
FF			-3,351
FG			-218
FH			64
FI			67
FJ			41
FK			-172
FL			-52
FM			437
FN			-1,874
FO			-487
FP			80
FQ			40
FR			-31
FS			550
FT			18,625
FU			180
FV			-12,288
FW			-512
FX			2,310

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
FY			71
FZ			99
GA			-269
GB			-61
GC			230
GD			-2,284
GE			-495
GF			2,807
GG			251
GH			114
GI			286
GJ			23
GK			-558
GL			433
GM			22,938
GN			2,397
GO			-72
GP			1,428
GQ			-22
GR			-6
GS			17
GT			-1,648
GU			101
GV			1,311
GW			5
GX			228
GY			332
GZ			12
HA			27
HB			136

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
HC			-1,578
HD			-551
HE			-183
HF			812
HG			26,460
HH			-3
HI			-15
HJ			-5
HK			85
HL			3,127
HM			122
HN			1,596
HO			633
HP			25
HQ			80
HR			79
HS			17
HT			-1,065
HU			94
HV			140
HW			286
HX			-11
HY			-1
HZ			-577
IA			-324
IB			2,573
IC			2,947
ID			-73
IE			418
IF			-519

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
IG			-152

Form 990PF Part XV Line 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				
CAPITAL INVESTING IN DEV PO BOX 1784 AUSTIN, TX 787671784	NONE	501(C)(3)	SCHOLARSHIPS	25,000
KEEP TEMPLE BEAUTIFUL 100 W ADAMS STE 302 TEMPLE, TX 76501	NONE	501(C)(3)	GENERAL OPERATING EXPENSE	15,000
MEDICAL EYE & INT'L CARE 2955 DAWN DR STE D GEORGETOWN, TX 78628	NONE	501(C)(3)	GENERAL OPERATING EXPENSE	10,000
RIDE ON CENTER FOR KIDS PO BOX 2422 GEORGETOWN, TX 78627	NONE	501(C)(3)	GENERAL OPERATING EXPENSE	20,000
WM COUNTY HISTORIAL MUSEM 716 S AUSTIN AVE GEORGETOWN, TX 78626	NONE	501(C)(3)	GENERAL OPERATING EXPENSE	5,000
Total			► 3a	75,000

Form 4562

Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2010

Attachment
Sequence No 67Department of the Treasury
Internal Revenue Service (99)

► See separate instructions. ► Attach to your tax return.

Name(s) shown on return
WD KELLEY FOUNDATION

Business or activity to which this form relates

Identifying number

INDIRECT DEPRECIATION

74-3007226

Part I Election To Expense Certain Property Under Section 179*Note: If you have any listed property, complete Part V before you complete Part I.*

1 Maximum amount See the instructions for a higher limit for certain businesses	1	500,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

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

7 Listed property Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2011 Add lines 9 and 10, less line 12 ►	13	

*Note: Do not use Part II or Part III below for listed property. Instead, use Part V.***Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions.)**

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	1,547
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2010	17	581
---	----	-----

18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ►	
--	--

Section B—Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		1,548	5 0	HY	200 DB	309
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property		25 yrs			S/L	
h Residential rental property		27 5 yrs	MM		S/L	
		27 5 yrs	MM		S/L	
i Nonresidential real property		39 yrs	MM		S/L	
			MM		S/L	

Section C—Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

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

Part IV Summary (see instructions)						
21 Listed property Enter amount from line 28					21	
22 Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions					22	2,437
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23					

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation/deduction	(i) Elected section 179 cost

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) **25**

		%						
		%						
		%						

26 Property used more than 50% in a qualified business use

		%						
		%						
		%						

27 Property used 50% or less in a qualified business use

		%				S/L -		
		%				S/L -		
		%				S/L -		

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 **28**

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 **29**

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1	(b) Vehicle 2	(c) Vehicle 3	(d) Vehicle 4	(e) Vehicle 5	(f) Vehicle 6				
31 Total commuting miles driven during the year										
32 Total other personal (noncommuting) miles driven										
33 Total miles driven during the year Add lines 30 through 32										
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?										
36 Is another vehicle available for personal use?										

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year

42 A amortization of costs that begins during your 2010 tax year (see instructions)

43 A amortization of costs that began before your 2010 tax year **43**

44 Total. Add amounts in column (f) See the instructions for where to report **44**

TY 2010 Accounting Fees Schedule

Name: W D KELLEY FOUNDATION

EIN: 74-3007226

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL ACCOUNTING	3,100	930		2,170

TY 2010 Compensation Explanation

Name: W D KELLEY FOUNDATION

EIN: 74-3007226

Person Name	Explanation
THOMAS BAIRD	
HERBERT NELSON	
SANDRA ILLIG	
DALE ILLIG	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2010 Depreciation Schedule

Name: W D KELLEY FOUNDATION

EIN: 74-3007226

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
GRANT SOFTWARE	1999-10-01	5,750	5,750		3 0000				
1/2 RICOH COPIER	2001-08-27	5,075	5,075	200DB	5 0000				
COMPUTER	2002-09-24	821	821	200DB	5 0000				
STORAGE CONTAINER	2002-11-07	2,309	2,277	S/L	7 0000				
COMPUTER	2004-05-18	949	949	200DB	5 0000				
FILM & AUDIO EQUIPMENT	2004-06-14	822	646	200DB	7 0000	117			
SCANNER	2004-06-14	401	401	200DB	5 0000				
MINI DVD	2004-11-18	104	82	200DB	7 0000	15			
1/2 OFFICE EQUIPMENT	2006-09-27	1,453	1,202	200DB	5 0000	167			
1/2 VIDEO EQUIPMENT	2006-10-25	166	114	200DB	7 0000	15			
1/2 PRINTER	2006-11-29	296	245	200DB	5 0000	34			
DELL COMPUTER	2007-05-24	594	423	200DB	5 0000	68			
OFFICE EQUIPMENT	2007-12-27	165	117	200DB	5 0000	19			
FILING CABINETS	2008-02-25	470	182	200DB	7 0000	83			
CAMERA	2008-05-27	173	67	200DB	7 0000	30			
JCC MONITOR	2008-07-24	173	90	200DB	5 0000	33			
COPIER	2010-01-28	1,624		200DB	5 0000	974			
COMPUTER	2010-07-29	1,471		200DB	5 0000	882			

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2010 Gain/Loss from Sale of Other Assets Schedule

Name: W D KELLEY FOUNDATION

EIN: 74-3007226

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
1/2 RICOH COPIER	2001-08	PURCHASE	2010-01			5,075				5,075
COMPUTER	2002-09	PURCHASE	2010-12			821				821
COMPUTER	2004-05	PURCHASE	2010-12			949				949

**TY 2010 Investments Corporate
Bonds Schedule****Name:** W D KELLEY FOUNDATION**EIN:** 74-3007226

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORP BONDS HELD @ CHARLES SCHWAB	45,078	

**TY 2010 Investments Corporate
Stock Schedule****Name:** W D KELLEY FOUNDATION**EIN:** 74-3007226

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK HELD @ CHARLES SCHWA	1,990,706	2,004,363
MUTUAL FUNDS HELD @ CHARLES SCHWAB	304,494	313,811
DIVIDENDS RECEIVABLE	1,405	1,405

TY 2010 Investments - Land Schedule

Name: W D KELLEY FOUNDATION**EIN:** 74-3007226

Category / Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
IH 35 COMMERCIAL REAL ESTATE	990,408		990,408	1,484,414
IH 35 COMMERCIAL REAL ESTATE	1,213,303		1,213,303	3,859,059
4 A SCYPINSKI COMMERCIAL REAL EST	665,690		665,690	609,840
70% INTEREST 8.46 A NW BLVD	266,666		266,666	207,844
CAPITAL CITY .5 A	40,125		40,125	37,287
WAHL 6.01 A IH 35	279,773		279,773	128,883

TY 2010 Investments - Other Schedule

Name: W D KELLEY FOUNDATION**EIN:** 74-3007226

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OIL & GAS ROYALTY INTEREST	AT COST	4,034	4,034

TY 2010 Land, Etc. Schedule**Name:** W D KELLEY FOUNDATION**EIN:** 74-3007226

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
GRANT SOFTWARE	5,750	5,750		
OFFICE EQUIPMENT	7,912	6,007	1,905	1,906
STORAGE CONTAINER	2,309	2,277	32	32

TY 2010 Other Assets Schedule

Name: W D KELLEY FOUNDATION**EIN:** 74-3007226

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ORGANIZATION COSTS	2,337	2,337	
LESS ACCUMULATED AMORTIZATION	-2,337	-2,337	

TY 2010 Other Expenses Schedule

Name: W D KELLEY FOUNDATION**EIN:** 74-3007226

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
DUES & SUBSCRIPTIONS	758			758
OTHER INVESTMENT EXPENSES	716	716		
OFFICE SUPPLIES & EXP	2,037	611		1,426
PROPERTY TAX CONSULTING	2,595	2,595		

TY 2010 Other Income Schedule

Name: W D KELLEY FOUNDATION**EIN:** 74-3007226

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
HUGOTON TOYALTY TRUST	1,356	1,356	
ENERGY PRO INC	3,167	3,167	
SAN JUAN ROYALTY TRUST	206	206	
LESS LEASE OPERATING EXPENSE	-1,184	-1,184	
LESS PRODUCTION TAX & ADMIN	-158	-158	

TY 2010 Other Liabilities Schedule

Name: W D KELLEY FOUNDATION**EIN:** 74-3007226

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAX		2,632

TY 2010 Other Professional Fees Schedule

Name: W D KELLEY FOUNDATION**EIN:** 74-3007226

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOARD MINUTES	250	75		175

TY 2010 Taxes Schedule

Name: W D KELLEY FOUNDATION**EIN:** 74-3007226

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROPERTY TAX	18,169	18,169		
FOREIGN TAX WITHHELD	4,394	4,394		
EXCISE TAX ON INVESTMENT INCOME	1,102			

W. D. KELLEY FOUNDATION
GRANT APPLICATION GUIDELINES

Areas of Funding Interest

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

Grants are considered in the areas of:

Human services
Health
Education

as they relate to our mission statement (see attached)

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

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

Organizations Eligible for Grants

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

Grant Application Process

Grant application forms should be submitted to:

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

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

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

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

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

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

Please follow this outline when submitting your request.

Background information:

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

I. PROJECT INFORMATION

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

II. FINANCIAL INFORMATION

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

III. MANAGEMENT

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