



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**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

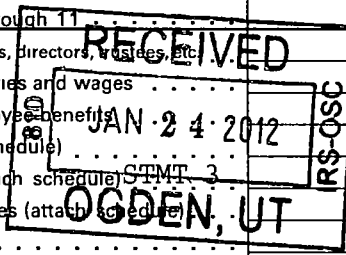
2010

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 12/01, 2010, and ending 11/30, 2011

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeName 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) Room/suite B Telephone number (see page 10 of the instructions)
PO BOX 477 **(603) 229-5990**City or town, state, and ZIP code
CONCORD, NH 03302-0477H 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) ▶ \$ **259,908.** J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)
C If exemption application is pending, check here ☐
D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|---|------------------------------------|---------------------------|-------------------------|---|
| 1 | Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| 2 | Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| 3 | Interest on savings and temporary cash investments | 2. | 2. | | STMT 1 |
| 4 | Dividends and interest from securities | 9,135. | 9,135. | | STMT 2 |
| 5a | Gross rents | | | | |
| b | Net rental income or (loss) | | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | 2,526. | | | |
| b | Gross sales price for all assets on line 6a | 47,598. | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | 2,526. | | |
| 8 | Net short-term capital gain | | | | |
| 9 | Income modifications | | | | |
| 10a | Gross sales less returns and allowances | | | | |
| b | Less: Cost of goods sold | | | | |
| c | Gross profit or (loss) (attach schedule) | | | | |
| 11 | Other income (attach schedule) | | | | |
| 12 | Total. Add lines 1 through 11 | 11,663. | 11,663. | | |
| 13 | Compensation of officers, directors, trustees, etc. | 3,653. | 3,653. | | |
| 14 | Other employee salaries and wages | | NONE | NONE | |
| 15 | Pension plans, employee benefits | | NONE | NONE | |
| 16a | Legal fees (attach schedule) | | | | |
| b | Accounting fees (attach schedule) STMT 3 | 575. | 575. | NONE | NONE |
| c | Other professional fees (attach schedule) | | | | |
| 17 | Interest | | | | |
| 18 | Taxes (attach schedule) (see page 14 of the instructions) | 492. | 55. | | |
| 19 | Depreciation (attach schedule) and depletion | | | | |
| 20 | Occupancy | | | | |
| 21 | Travel, conferences, and meetings | | NONE | NONE | |
| 22 | Printing and publications | | NONE | NONE | |
| 23 | Other expenses (attach schedule) STMT 5 | 75. | 75. | | |
| 24 | Total operating and administrative expenses. Add lines 13 through 23 | 4,795. | 4,358. | NONE | NONE |
| 25 | Contributions, gifts, grants paid | 12,150. | | | 12,150. |
| 26 | Total expenses and disbursements. Add lines 24 and 25 | 16,945. | 4,358. | NONE | 12,150. |
| 27 | Subtract line 26 from line 12: | | | | |
| a | Excess of revenue over expenses and disbursements | -5,282. | | | |
| b | Net investment income (if negative, enter -0-) | | 7,305. | | |
| c | Adjusted net income (if negative, enter -0-) | | | | |

SCANNED FEB 01 2012 Revenue
Operating and Administrative Expenses

G14

- 16

| 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 | 7,822. | 3,980. | 3,980. |
| | 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 | | | |
| | 10 a | Investments - U.S. and state government obligations (attach schedule) . . | | | |
| | b | Investments - corporate stock (attach schedule) . STMT 6 . | 136,769. | 140,954. | 144,426. |
| | c | Investments - corporate bonds (attach schedule) . STMT 7 . | 120,882. | 115,253. | 111,502. |
| | 11 | Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶ | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other (attach schedule) | | | |
| | 14 | Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶ | | | |
| 15 | Other assets (describe ▶) | | | | |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 265,473. | 260,187. | 259,908. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons . | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶) | | | |
| 23 | Total liabilities (add lines 17 through 22) | | | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> | | | | |
| | 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 | 265,473. | 260,187. | |
| | 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) | 265,473. | 260,187. | |
| | 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 265,473. | 260,187. | |

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 | 265,473. |
| 2 | Enter amount from Part I, line 27a | 2 | -5,282. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 260,191. |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8 | 5 | 4. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 260,187. |

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

(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****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**

2,526.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).

If (loss), enter -0- in Part I, line 8. }

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☒ Yes ☐ No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|--|--|--|---|
| 2009 | | | |
| 2008 | | | |
| 2007 | | | |
| 2006 | | | |
| 2005 | | | |

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 2010 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 Date of ruling or determination letter _____ (attach copy of ruling 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 | 1 | 146. |
| 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 | 146. |
| 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 | 146. |
| 6 | Credits/Payments: | | |
| a | 2010 estimated tax payments and 2009 overpayment credited to 2010 | 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 | 146. |
| 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 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | |

Part VII-A Statements Regarding Activities

| | | Yes | No |
|----|--|-----|----|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <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> | | X |
| c | Did the foundation file Form 1120-POL for this year? | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <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> | | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> | | X |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b | If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> | | X |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | | X |
| 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> | | X |
| 8a | Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> STMT 9 | | |
| 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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i> | | X |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i> | | X |
| 10 | Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> | | X |

Form 990-PF (2010)

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

- 5a During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b**
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945-5(d).
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒
- If "Yes" to 6b, file Form 8870
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

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 | | 3,653. | -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 (2010)

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 24 of the instructions)

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

| | Amount |
|---|--------|
| 1 NONE | |
| 2 | |
| All other program-related investments. See page 24 of the instructions. | |
| 3 NONE | |
| Total. Add lines 1 through 3 | |

Form 990-PF (2010)

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 | 262,336. |
| b | Average of monthly cash balances | 1b | 8,771. |
| c | Fair market value of all other assets (see page 25 of the instructions) | 1c | NONE |
| d | Total (add lines 1a, b, and c) | 1d | 271,107. |
| 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 | 271,107. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) | 4 | 4,067. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 267,040. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 13,352. |

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 | 13,352. |
| 2a | Tax on investment income for 2010 from Part VI, line 5 | 2a | 146. |
| b | Income tax for 2010. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 146. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 13,206. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 13,206. |
| 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 | 13,206. |

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 | 12,150. |
| 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 | 12,150. |
| 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 | 12,150. |

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 | | | | 13,206. |
| 2 Undistributed income, if any, as of the end of 2010: | | | | |
| a Enter amount for 2009 only | | | NONE | |
| b Total for prior years 20 <u>08</u> , 20 <u> </u> , 20 <u> </u> | | NONE | | |
| 3 Excess distributions carryover, if any, to 2010: | | | | |
| a From 2005 | NONE | | | |
| b From 2006 | NONE | | | |
| c From 2007 | 736. | | | |
| d From 2008 | 64. | | | |
| e From 2009 | 292. | | | |
| f Total of lines 3a through e | 1,092. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ <u>12,150.</u> | | | | |
| a Applied to 2009, 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 2010 distributable amount | | | | 12,150. |
| e Remaining amount distributed out of corpus | NONE | | | |
| 5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a)) | 1,056. | | | 1,056. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 36. | | | |
| 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 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions | | | NONE | |
| f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 | | | | |
| 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 2005 not applied on line 5 or line 7 (see page 27 of the instructions) | NONE | | | |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a | 36. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2006 | NONE | | | |
| b Excess from 2007 | NONE | | | |
| c Excess from 2008 | NONE | | | |
| d Excess from 2009 | 36. | | | |
| e Excess from 2010 | | | | |

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

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

Tax year

Prior 3 years

(e) Total

(a) 2010

(b) 2009

(c) 2008

(d) 2007

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**

| <div>Recipient</div> <div>Name and address (home or business)</div> | <div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div> | <div>Foundation status of recipient</div> | <div>Purpose of grant or contribution</div> | <div>Amount</div> |
|---|--|---|---|------------------------------|
| <div>a Paid during the year</div> <div>SEE STATEMENT 14</div> | | | | |
| <div>Total</div> | | | | <div>3a 12,150.</div> |
| <div>b Approved for future payment</div> | | | | |
| <div>Total</div> | | | | <div>3b</div> |

[illegible]

| | | |
|--|-----------|----------------|
| 13 Total. Add line 12, columns (b), (d), and (e). | 13 | 11,663. |
|--|-----------|----------------|

(See worksheet in line 13 instructions on page 29 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

| | | | |
|---|--|-------|----|
| 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. | | |

Form **990-PF** (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 LONG-TERM CAPITAL GAIN DIVIDENDS | | | | | 2,381. | |
| 1,759.00 | | 70.826 ASTON FDS MONTAG & CALDWELL GROWT PROPERTY TYPE: SECURITIES 1,639.00 | | | | | 10/18/2010 120.00 | 01/18/2011 |
| 1,981.00 | | 77.415 ASTON FDS MONTAG & CALDWELL GROWT PROPERTY TYPE: SECURITIES 1,803.00 | | | | | 04/18/2011 178.00 | 07/18/2011 |
| 873.00 | | 35.871 ASTON FDS MONTAG & CALDWELL GROWT PROPERTY TYPE: SECURITIES 830.00 | | | | | 10/18/2010 43.00 | 10/20/2011 |
| 1,158.00 | | 40.861 INVESCO INTERNATIONAL GROWTH FUND PROPERTY TYPE: SECURITIES 1,118.00 | | | | | 10/18/2010 40.00 | 01/18/2011 |
| 435.00 | | 14.968 INVESCO INTERNATIONAL GROWTH FUND PROPERTY TYPE: SECURITIES 410.00 | | | | | 10/18/2010 25.00 | 04/18/2011 |
| 63.00 | | 2.163 INVESCO INTERNATIONAL GROWTH FUND PROPERTY TYPE: SECURITIES 59.00 | | | | | 10/18/2010 4.00 | 07/18/2011 |
| 492.00 | | 18.973 INVESCO INTERNATIONAL GROWTH FUND PROPERTY TYPE: SECURITIES 519.00 | | | | | 10/18/2010 -27.00 | 10/20/2011 |
| 219.00 | | 8.038 BUFFALO SMALL CAP FD #1444 PROPERTY TYPE: SECURITIES 193.00 | | | | | 10/18/2010 26.00 | 01/18/2011 |
| 27.00 | | .995 BUFFALO SMALL CAP FD #1444 PROPERTY TYPE: SECURITIES 24.00 | | | | | 10/18/2010 3.00 | 04/18/2011 |
| 71.00 | | 3.064 BUFFALO SMALL CAP FD #1444 PROPERTY TYPE: SECURITIES 74.00 | | | | | 10/18/2010 -3.00 | 10/20/2011 |

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) | |
| 3,807.00 | | 34.049 DODGE & COX STK FD COM PROPERTY TYPE: SECURITIES 3,414.00 | | | | | 10/18/2010 393.00 | 01/18/2011 |
| 219.00 | | 1.954 DODGE & COX STK FD COM PROPERTY TYPE: SECURITIES 196.00 | | | | | 10/18/2010 23.00 | 04/18/2011 |
| 4,754.00 | | 49.711 DODGE & COX STK FD COM PROPERTY TYPE: SECURITIES 5,034.00 | | | | | 07/18/2011 -280.00 | 09/27/2011 |
| 861.00 | | 8.703 DODGE & COX STK FD COM PROPERTY TYPE: SECURITIES 873.00 | | | | | 10/18/2010 -12.00 | 10/20/2011 |
| 1.00 | | .076 FIDELITY SPARTAN HIGH INCOME PROPERTY TYPE: SECURITIES 1.00 | | | | | 01/18/2011 | 04/18/2011 |
| 4.00 | | .439 FIDELITY SPARTAN HIGH INCOME PROPERTY TYPE: SECURITIES 4.00 | | | | | 01/18/2011 | 07/18/2011 |
| 424.00 | | 8.287 FIDELITY SELECT PORTFOLIOS SELECT PROPERTY TYPE: SECURITIES 449.00 | | | | | 10/18/2010 -25.00 | 04/18/2011 |
| 1,207.00 | | 19.458 HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 1,163.00 | | | | | 10/18/2010 44.00 | 01/18/2011 |
| 337.00 | | 5.373 HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 321.00 | | | | | 10/18/2010 16.00 | 04/18/2011 |
| 565.00 | | 10.547 HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 630.00 | | | | | 10/18/2010 -65.00 | 10/20/2011 |
| 227.00 | | 9.115 HARTFORD MUT FDS INC MIDCAP FD CL PROPERTY TYPE: SECURITIES 187.00 | | | | | 06/11/2010 40.00 | 01/18/2011 |

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) | |
| 65.00 | | 2.577 HARTFORD MUT FDS INC MIDCAP FD CL PROPERTY TYPE: SECURITIES 53.00 | | | | | 06/11/2010 12.00 | 04/18/2011 |
| 7.00 | | .278 HARTFORD MUT FDS INC MIDCAP FD CL Y PROPERTY TYPE: SECURITIES 6.00 | | | | | 06/11/2010 1.00 | 07/18/2011 |
| 72.00 | | 3.323 HARTFORD MUT FDS INC MIDCAP FD CL PROPERTY TYPE: SECURITIES 68.00 | | | | | 06/11/2010 4.00 | 10/20/2011 |
| 98.00 | | 4.225 PERKINS MID CAP VALUE FUND INSTITU PROPERTY TYPE: SECURITIES 90.00 | | | | | 10/18/2010 8.00 | 01/18/2011 |
| 82.00 | | 3.435 PERKINS MID CAP VALUE FUND INSTITU PROPERTY TYPE: SECURITIES 73.00 | | | | | 10/18/2010 9.00 | 04/18/2011 |
| 47.00 | | 2.215 PERKINS MID CAP VALUE FUND INSTITU PROPERTY TYPE: SECURITIES 47.00 | | | | | 10/18/2010 | 10/20/2011 |
| 43.00 | | 3.994 PIMCO INVESTMENT GRADE CORP BOND F PROPERTY TYPE: SECURITIES 48.00 | | | | | 10/18/2010 -5.00 | 04/18/2011 |
| 783.00 | | 73.074 PIMCO INVESTMENT GRADE CORP BOND PROPERTY TYPE: SECURITIES 872.00 | | | | | 10/18/2010 -89.00 | 07/18/2011 |
| 3,125.00 | | 297.906 PIMCO INVESTMENT GRADE CORP BOND PROPERTY TYPE: SECURITIES 3,554.00 | | | | | 10/18/2010 -429.00 | 09/27/2011 |
| 123.00 | | 5.825 ROYCE SPECIAL EQUITY FD #327 PROPERTY TYPE: SECURITIES 112.00 | | | | | 10/18/2010 11.00 | 01/18/2011 |
| 91.00 | | 4.172 ROYCE SPECIAL EQUITY FD #327 PROPERTY TYPE: SECURITIES 81.00 | | | | | 10/18/2010 10.00 | 04/18/2011 |

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) | |
| 71.00 | | 3.592 ROYCE SPECIAL EQUITY FD #327 PROPERTY TYPE: SECURITIES 69.00 | | | | | 10/18/2010 2.00 | 10/20/2011 |
| 2,164.00 | | 2163.63 TDAM INSTL MUNI MM FD INSTL CL # PROPERTY TYPE: SECURITIES 2,164.00 | | | | | 05/03/2011 | 05/19/2011 |
| 416.00 | | 40.467 TD ASSET MGMT SHORT TERM BOND #4 PROPERTY TYPE: SECURITIES 413.00 | | | | | 10/16/2009 3.00 | 07/18/2011 |
| 1,891.00 | | 184.817 TD ASSET MGMT SHORT TERM BOND #4 PROPERTY TYPE: SECURITIES 1,905.00 | | | | | 10/18/2010 -14.00 | 09/27/2011 |
| 5,482.00 | | 535.909 TD ASSET MGMT SHORT TERM BOND #4 PROPERTY TYPE: SECURITIES 5,430.00 | | | | | 04/16/2010 52.00 | 09/27/2011 |
| 1,929.00 | | 188.774 TD ASSET MGMT SHORT TERM BOND #4 PROPERTY TYPE: SECURITIES 1,946.00 | | | | | 10/18/2010 -17.00 | 10/20/2011 |
| 1,513.00 | | 129.296 VANGUARD INTERM-TERM TREAS FD #3 PROPERTY TYPE: SECURITIES 1,553.00 | | | | | 10/18/2010 -40.00 | 07/18/2011 |
| 3,953.00 | | 326.654 VANGUARD INTERM-TERM TREAS FD #3 PROPERTY TYPE: SECURITIES 3,923.00 | | | | | 10/18/2010 30.00 | 09/27/2011 |
| 1,478.00 | | 123.199 VANGUARD INTERM-TERM TREAS FD #3 PROPERTY TYPE: SECURITIES 1,480.00 | | | | | 10/18/2010 -2.00 | 10/20/2011 |
| 168.00 | | 12.532 VANGUARD INFLATION PROTECTED SEC PROPERTY TYPE: SECURITIES 170.00 | | | | | 10/18/2010 -2.00 | 04/18/2011 |
| 579.00 | | 42.33 VANGUARD INFLATION PROTECTED SEC 1 PROPERTY TYPE: SECURITIES 576.00 | | | | | 10/18/2010 3.00 | 07/18/2011 |

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) | |
| 1,553.00 | | 110.122 VANGUARD INFLATION PROTECTED SEC PROPERTY TYPE: SECURITIES 1,498.00 | | | | | 10/18/2010 55.00 | 09/27/2011 |
| TOTAL GAIN (LOSS) | | | | | | | ----- 2,526. ===== | |

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

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|-------------------------------------|--|--------------------------------------|
| TD ASSET MGMT US GOVT INSTL SVS #6 | 1. | 1. |
| TD ASSET MGMT US GOVT PORT INSTL #2 | 1. | 1. |
| | ----- | ----- |
| TOTAL | 2. | 2. |
| | ===== | ===== |

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

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|--|--|--------------------------------------|
| ASTON FDS MONTAG & CALDWELL GROWTH FUND | 370. | 370. |
| INVESCO INTERNATIONAL GROWTH FUND INSTIT | 203. | 203. |
| DODGE & COX STK FD COM | 670. | 670. |
| FIDELITY SPARTAN HIGH INCOME | 1,136. | 1,136. |
| FIDELITY SELECT PORTFOLIOS SELECT GOLD P | 561. | 561. |
| HARBOR INTERNATIONAL FUND | 223. | 223. |
| PERKINS MID CAP VALUE FUND INSTITUTIONAL | 25. | 25. |
| PIMCO INVESTMENT GRADE CORP BOND FUND CL | 4,127. | 4,127. |
| ROYCE SPECIAL EQUITY FD #327 | 9. | 9. |
| TDAM INSTL MUNI MM FD INSTL CL #9 | 1. | 1. |
| TD ASSET MGMT SHORT TERM BOND #4 | 326. | 326. |
| VANGUARD INTERM-TERM TREAS FD #35 | 856. | 856. |
| VANGUARD INFLATION PROTECTED SEC 119 | 628. | 628. |
| | ----- | ----- |
| TOTAL | 9,135. | 9,135. |
| | ===== | ===== |

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 | 437. | |
| FOREIGN TAXES ON QUALIFIED FOR | 55. | 55. |
| | ----- | ----- |
| TOTALS | 492. | 55. |
| | ===== | ===== |

FORM 990PF, PART I - OTHER EXPENSES
=====

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

FORM 990PF, PART II - CORPORATE STOCK

=====

| DESCRIPTION ----- | ENDING BOOK VALUE ----- | ENDING FMV --- |
|--------------------------------|-------------------------------|----------------------|
| 2183.024 ASTON FDS MONTAG & CA | 50,723. | 54,663. |
| 483.549 INVESCO INTERNATIONAL | 13,062. | 12,833. |
| 120.515 BUFFALO SMALL CAP FD | 2,865. | 3,023. |
| 368.472 DODGE & COS STK FD 145 | 36,943. | 37,208. |
| 309.095 FIDELITY SELECT PORTFO | 15,528. | 15,405. |
| 233.914 HARBOR INTERNATIONAL F | 13,631. | 12,835. |
| 129.330 HARTFORD MUT FDS INC | 2,660. | 2,565. |
| 131.784 PERKINS MID CAP VALUE | 2,795. | 2,914. |
| 412.192 ROYCE SPECIAL EQUITY | 2,747. | 2,980. |
| | ----- | ----- |
| TOTALS | 140,954. | 144,426. |
| | ===== | ===== |

JAMES F KELLY AND FERNANDE KELLY CHARITABLE

03-6117463

FORM 990PF, PART II - CORPORATE BONDS
=====

| DESCRIPTION ----- | ENDING BOOK VALUE ----- | ENDING FMV ---- |
|--------------------------------|-------------------------------|-----------------------|
| 2345.225 FIDELITY HIGH INCOME | 20,802. | 19,934. |
| 3388.297 PIMCO INVESTMENT GRAD | 39,500. | 35,577. |
| 1412.785 TD ASST MGMT SHORT TE | 14,551. | 14,439. |
| 2125.031 VANGUARD INTERMEDIATE | 25,338. | 25,670. |
| 1109.856 VANGUARD INFLATION PR | 15,062. | 15,882. |
| | ----- | ----- |
| TOTALS | 115,253. | 111,502. |
| | ===== | ===== |

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

ROUNDING ADJUSTMENT

4.

TOTAL

4.

=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

NH

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 3,653.

TOTAL COMPENSATION:

3,653.
=====

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 | 263,409. | 8,826. | |
| FEBRUARY | 268,931. | 8,834. | |
| MARCH | 268,185. | 9,122. | |
| APRIL | 273,977. | 10,318. | |
| MAY | 272,533. | 10,338. | |
| JUNE | 268,661. | 4,307. | |
| JULY | 263,563. | 8,849. | |
| AUGUST | 255,291. | 8,875. | |
| SEPTEMBER | 242,403. | 9,055. | |
| OCTOBER | 257,632. | 9,210. | |
| NOVEMBER | 255,929. | 3,980. | |
| DECEMBER | 257,522. | 13,535. | |
| | ----- | ----- | ----- |
| TOTAL | 3,148,036. | 105,249. | |
| | ===== | ===== | ===== |
| AVERAGE FMV | 262,336. | 8,771. | |
| | ===== | ===== | ===== |

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)

RECIPIENT NAME:

GREATER NASHUA MENTAL HEALTH

ATTN: HISHAM HAFEZ, MD

ADDRESS:

7 PROSPECT STREET

NASHUA, NH 03060

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RECOGNITION OF NATIONAL HEALTH MONTH

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

CROTCHED MOUNTAIN FOUNDATION

C/O TOM FOGARTY, VP

ADDRESS:

1 VERNEY DRIVE

GREENFIELD, NH 03047

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT STUDENTS, FACULTY EXTRAORDINARY PROG

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

YMCA OF GREATER NASHUA

C/O MICHAEL LACHANCE, CEO

ADDRESS:

6 HENRY CLAY DRIVE

MERRIMACK, NH 03054

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

BUILD A NEW STATE-OF-THE ART

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 3,150.

RECIPIENT NAME:

CAREGIVERS, INC
MAIN OFFICE

ADDRESS:

960 AUBURN STREET
MANCHESTER, NH 0303

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT THE FRAIL, ELDERLY AND DISABLED

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

COLONIAL THEATRE
C/O CINDY RODENHAUSER

ADDRESS:

PO BOX 77
KEENE, NH 03431

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNDERWRITE STUDENT MATINEE SERIES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 2,500.

TOTAL GRANTS PAID:

12,150.

=====

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

03-6117463

| Description | Date Acquired | Date Sold | Gross Sales Price | Cost or Other Basis | Short-term Gain/Loss |
|--|------------------|--------------|----------------------|------------------------|-------------------------|
| CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT | PURPOSES | | | | |
| 70.826 ASTON FDS MONTAG & CALDWELL GROWTH FUND CL I | 10/18/2010 | 01/18/2011 | 1,759.00 | 1,639.00 | 120.00 |
| 77.415 ASTON FDS MONTAG & CALDWELL GROWTH FUND CL I | 04/18/2011 | 07/18/2011 | 1,981.00 | 1,803.00 | 178.00 |
| 40.861 INVESCO INTERNATIONAL AL GROWTH FUND INSTITUTIONAL CLASS | 10/18/2010 | 01/18/2011 | 1,158.00 | 1,118.00 | 40.00 |
| 14.968 INVESCO INTERNATIONAL AL GROWTH FUND INSTITUTIONAL CLASS | 10/18/2010 | 04/18/2011 | 435.00 | 410.00 | 25.00 |
| 2.163 INVESCO INTERNATIONAL L GROWTH FUND INSTITUTIONAL CLASS | 10/18/2010 | 07/18/2011 | 63.00 | 59.00 | 4.00 |
| 8.038 BUFFALO SMALL CAP FD .995 BUFFALO SMALL CAP FD | 10/18/2010 | 01/18/2011 | 219.00 | 193.00 | 26.00 |
| 34.049 DODGE & COX STK FD 1.954 DODGE & COX STK FD | 10/18/2010 | 04/18/2011 | 27.00 | 24.00 | 3.00 |
| 49.711 DODGE & COX STK FD .076 FIDELITY SPARTAN HIGH | 10/18/2010 | 01/18/2011 | 3,807.00 | 3,414.00 | 393.00 |
| .439 FIDELITY SPARTAN HIGH 8.287 FIDELITY SELECT | 10/18/2010 | 04/18/2011 | 219.00 | 196.00 | 23.00 |
| PORTFOLIOS SELECT GOLD PT FUND #41 | 07/18/2011 | 09/27/2011 | 4,754.00 | 5,034.00 | -280.00 |
| 19.458 HARBOR INTERNATIONAL | 01/18/2011 | 04/18/2011 | 1.00 | 1.00 | |
| 5.373 HARBOR INTERNATIONAL | 01/18/2011 | 07/18/2011 | 4.00 | 4.00 | |
| 9.115 HARTFORD MUT FDS INC MIDCAP FD CL Y FD# 229 | | | | | |
| 2.577 HARTFORD MUT FDS INC MIDCAP FD CL Y FD# 229 | 10/18/2010 | 04/18/2011 | 424.00 | 449.00 | -25.00 |
| 4.225 PERKINS MID CAP VALUE FUND INSTITUTIONAL CLASS | 10/18/2010 | 01/18/2011 | 1,207.00 | 1,163.00 | 44.00 |
| 3.435 PERKINS MID CAP VALUE FUND INSTITUTIONAL CLASS | 10/18/2010 | 04/18/2011 | 337.00 | 321.00 | 16.00 |
| 3.994 PIMCO INVESTMENT GRADE CORP BOND FUND CLASS I | 06/11/2010 | 01/18/2011 | 227.00 | 187.00 | 40.00 |
| 73.074 PIMCO INVESTMENT Totals | 06/11/2010 | 04/18/2011 | 65.00 | 53.00 | 12.00 |
| | 10/18/2010 | 01/18/2011 | 98.00 | 90.00 | 8.00 |
| | 10/18/2010 | 04/18/2011 | 82.00 | 73.00 | 9.00 |
| | 10/18/2010 | 04/18/2011 | 43.00 | 48.00 | -5.00 |

03-6117463

JSA
0F0971 2 000

03-6117463

JSA
0F0970 2 000

FEDERAL CAPITAL GAIN DIVIDENDS
=====LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

| | | |
|---|----------|----------|
| ASTON FDS MONTAG & CALDWELL GROWTH FUND CL I | 81.00 | |
| FIDELITY SELECT PORTFOLIOS SELECT GOLD PT FUN | 419.00 | |
| HARTFORD MUT FDS INC MIDCAP FD CL Y FD# 229 | 323.00 | |
| PIMCO INVESTMENT GRADE CORP BOND FUND CLASS I | 1,202.00 | |
| TD ASSET MGMT SHORT TERM BOND #4 | 37.00 | |
| VANGUARD INTERM-TERM TREAS FD #35 | 320.00 | |
| | ----- | |
| TOTAL 15% RATE CAPITAL GAIN DIVIDENDS | | 2,381.00 |
| | | ----- |
| TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS | | 2,381.00 |
| | | ===== |