Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2010

For calendar year 2010, or tax year beginning Dec 1 , 2010, and ending Nov 30 , 2011

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: Margaret H. & James E. Kelley Foundation, Inc.

A Employer identification number: 41-6017973

Number and street (or P O box number if mail is not delivered to street address): 408 St. Peter St.
Room/suite: 425 Hamm Bldg

B Telephone number (see the instructions): (651) 222-7463

City or town: Saint Paul State: MN ZIP code: 55102-1187

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

H Check type of organization [X] 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, column (c), line 16)* ► $ 16,234,661.

J Accounting method [X] 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 the instructions))*

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [ ] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	262,622.	262,622.		
	4 Dividends and interest from securities	148,218.	148,218.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	410,840.	410,840.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	25,000.	25,000.		
	15 Pension plans, employee benefits	3,750.	3,750.		
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)	32,435.	32,435.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	11,632.	11,632.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	1,187.	1,187.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	74,004.	74,004.		
	25 Contributions, gifts, grants paid	799,050.			799,050.
	26 **Total expenses and disbursements.** Add lines 24 and 25	873,054.	74,004.		799,050.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-462,214.			
	b **Net investment income** (if negative, enter -0-)		336,836.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	74,213.	-1,539.	-1,539.
	2 Savings and temporary cash investments	9,609,211.	1,021,538.	1,021,538.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule) L-10a Stmt	2,477,266.	2,477,266.	2,477,266.
	b Investments — corporate stock (attach schedule) L-10b Stmt	867,823.	655,523.	2,498,630.
	c Investments — corporate bonds (attach schedule)	1,235,000.	0.	0.
	11 Investments — land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) L-13 Stmt	1,573.	10,139,814.	10,238,766.
	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 instructions Also, see page 1, item I)	14,265,086.	14,292,602.	16,234,661.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	13,226,747.	14,257,310.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,038,339.	35,292.	
	30 **Total net assets or fund balances** (see the instructions)	14,265,086.	14,292,602.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	14,265,086.	14,292,602.	

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	14,265,086.
2	Enter amount from Part I, line 27a	2	-462,214.
3	Other increases not included in line 2 (itemize) ► See Other Increases Stmt	3	723,221.
4	Add lines 1, 2, and 3	4	14,526,093.
5	Decreases not included in line 2 (itemize) ► Capital Loss Carryforward	5	233,491.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	14,292,602.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Archer Daniels Bond Redemption	P	01/01/01	04/15/11
b	Sit Investment Distribution	P	01/01/09	12/29/10
c	Sit Investment Distribution	P	07/01/10	12/29/10
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	1,000,000.	0.	1,235,000.	-235,000.
b	1,250.	0.	0.	1,250.
c	259.	0.	0.	259.
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-235,000.
b				1,250.
c				259.
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	-233,491.
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 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 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 (column (b) divided by column (c))
2009		15,854,219.	
2008		15,332,252.	
2007	760,169.	14,954,043.	0.050834
2006	707,000.	14,595,636.	0.048439
2005	659,500.	13,941,610.	0.047304

2	**Total** of line 1, column (d)	2	0.146577
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	0.048859
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	15,749,135.
5	Multiply line 4 by line 3	5	769,487.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,368.
7	Add lines 5 and 6	7	772,855.
8	Enter qualifying distributions from Part XII, line 4	8	799,050.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1				
Date of ruling or determination letter ________ (attach copy of letter if necessary – see instr.)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b			1	3,368.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	3,368.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	3,368.
6 Credits/Payments				
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	10,441.		
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	10,441.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►			9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►			10	7,073.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ►	3,600.	Refunded ►	11	3,473.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ► $ ________ **(2)** On foundation managers ► $ ________			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ________			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If 'Yes,' attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If 'Yes,' attach the statement required by General Instruction T			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► MN - Minnesota			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► timdwyer@visi.com

14 The books are in care of ► Timothy J. Dwyer Telephone no ► (651) 222-7463

Located at ► 408 St. Peter St. Suite 425 Hamm St. Paul MN ZIP + 4 ► 55102-1187

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

and enter the amount of tax-exempt interest received or accrued during the year ► 15

			Yes	No
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?	16		X
	See 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
1 a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?		1b		X
	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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
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 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 ☒ 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		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes [ ] No [X]
(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 [X]
(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes [ ] No [X]
(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 instructions) Yes [ ] No [X]
(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 [X]

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** X
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 [X]
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X
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 [X]
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 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
Hampton K. O'Neill 6950 South Poplar Casper WY 82636	Vice President/Director 5.00	0.	0.	0.
Sher M. O'Neill 6950 South Poplar Casper WY 82636	Director 0.19	0.	0.	0.
Timothy J. Dwyer 408 St.Peter St. St. Paul St. Paul MN 55102-1187	Treasurer, Director 5.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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				
0				
0				
0				
0				

Total number of other employees paid over $50,000 ► None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None	N/A	
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	0.
2	
3	
4	

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

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

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes			
a Average monthly fair market value of securities		1a	14,968,971.
b Average of monthly cash balances		1b	1,019,999.
c Fair market value of all other assets (see instructions)		1c	0.
d **Total** (add lines 1a, b, and c)		1d	15,988,970.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	15,988,970.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	239,835.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	15,749,135.
6 **Minimum investment return.** Enter 5% of line 5		6	787,457.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6		1	787,457.
2a Tax on investment income for 2010 from Part VI, line 5	2a 3,368.		
b Income tax for 2010 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	3,368.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	784,089.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	784,089.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	784,089.

Part XII **Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	799,050.
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	799,050.
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 instructions)	5	3,368.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	795,682.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				784,089.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years. 20 06 , 20 07 , 20 08		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005 — 0.				
b From 2006 — 0.				
c From 2007 — 20,829.				
d From 2008 — 9,103.				
e From 2009 — 0.				
f **Total** of lines 3a through e	29,932.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 799,050.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2010 distributable amount				784,089.
e Remaining amount distributed out of corpus	14,961.			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	44,893.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount — see instructions			0.	
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 instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	44,893.			
10 Analysis of line 9				
a Excess from 2006 — 0.				
b Excess from 2007 — 20,829.				
c Excess from 2008 — 9,103.				
d Excess from 2009 — 0.				
e Excess from 2010 — 14,961.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test — enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 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 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))

None

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

None

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

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

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

Timothy J. Dwyer, Treasurer
408 St. Peter St. Suite 425 Hamm Bldg
St. Paul MN 55102-1187 (651) 222-7463

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

Request for grant along with IRS exemption letter, and copy of most recent 990 tax return

c Any submission deadlines

October 1

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

None

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
See atttched schedule St. Paul MN 55102		See Attachm	Misc.	799,050.
Total			► 3a	799,050.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a None	0	0.	3	0.	
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		0.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 0.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)
0	None

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Timothy [signature] Signature of officer or trustee | 1/26/12 Date | Treasurer Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if ☐ if self-employed	PTIN

Firm's name ▶ KELLEY AND O'NEILL MGMT. CO. Firm's EIN ▶

Firm's address ▶ 408 ST. PETER STREET, STE 425 SAINT PAUL MN 55102-1187 Phone no

Schedule B
(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

2010

Name of the organization	Employer identification number
Margaret H. & James E. Kelley Foundation, Inc.	41-6017973

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(3) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $ ____________

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: Margaret H. & James E. Kelley Foundation, Inc.

Employer identification number: 41-6017973

Part I Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Cynthia K. O'Neill Chidren Tr UA 7/21/04 C/O BBH 140 Broadway New York NY 10005	$ 480,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	M.H. Kelley Grandchidren TR C/O BBH 140 Broadway New York NY 10005	$ 250,996.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Employer FICA	1,912.	1,912.		
990PF 2009	4,720.	4,720.		
990PF Est 2010	5,000.	5,000.		
Total	**11,632.**	**11,632.**		

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Misc. Ex.	972.	972.		
Bank Chgs	20.	20.		
FileMaker Pro	195.	195.		
Total	**1,187.**	**1,187.**		

Form 990-PF, Page 2, Part III, Line 3
Other Increases Stmt

Split Interest Gift	730,996.
Net Capital Gain	
Wyeth Dist.	-7,775.
Total	**723,221.**

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person [X] Business [ ] Kelley McC. O'Neill P.O. Box 422 Rushford MN 55971	Director/ Preside 5.00	0.	0.	0.
Person [X] Business [ ] Cindy Wolf O'Neill P.O. Box 422 Rushford MN 55971	Director 0.19	0.	0.	0.
Total		**0.**	**0.**	**0.**

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	State and Local Obligations FMV	End of Year US Government Obligations Book Value	US Government Obligations FMV
U.S. Treasury Bills			2,477,266.	2,477,266.
Total			2,477,266.	2,477,266.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
Common Stock	522,024.	2,340,560.
Preferred Stock 1500 shs Dupont	133,499.	158,070.
Total	655,523.	2,498,630.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	Fair Market Value
J. Handcock Signator Investors	9,452.	9,452.
Kinder Morgan	204,523.	391,000.
El Paso Pipeline	496,343.	452,226.
Williams Partners	495,824.	539,958.
Sit US Govt Sec Fund	4,500,000.	4,492,028.
Palisade Asset Mgmt Stocks	4,433,672.	4,354,102.
Total	10,139,814.	10,238,766.

Supporting Statement of:

Form 990-PF, p2/Line 2(b)

Description	Amount
Wells Fargo Svgs	905,050.
Palisade Cash Account	116,488.
Total	**1,021,538.**

Supporting Statement of:

Form 990-PF,p11/Line 3a, Amount-1

Description	Amount
See Attached	799,050.
Total	**799,050.**

Margaret H. and James E. Kelley Foundation, Inc. **Year: 2011**

Grant Summary: Level 1

Sorted by Region, Area of Interest and Organization Name

	Percent	Grants	Total
International	**7.01%**	**6**	**$56,000**
Minneapolis	**4.38%**	**3**	**$35,000**
Minnesota	**21.78%**	**16**	**$174,000**
National	**12.02%**	**11**	**$96,000**
St. Paul	**29.41%**	**15**	**$235,000**
St. Paul Downtown	**7.82%**	**8**	**$62,500**
Twin Cities Metro	**9.82%**	**14**	**$78,500**
Wyoming	**7.76%**	**8**	**$62,000**
	100.00%	**81**	**$799,000**

Margaret H. and James E. Kelley Foundation, Inc.

Year: 2011

Grant Summary: Level 4

Sorted by Region, Area of Interest and Organization Name

Organization	Purpose of Grant / *Mission Statement*	Grants	Total
International		**6**	**$56,000**
General Assistance	Purpose of Grant / *Mission Statement*	**3**	**$24,500**
Heifer Project International Donor Services P O. Box 8058 Little Rock, AK 72203 www heifer org	Supporting this organization. *Help impoverished families worldwide become more self-reliant through the gift of livestock and training in their care. Works for the dignity and well-being of all people.*		$10,000 *
Oxfam America Raymond C Offenheiser 226 Causeway Street, 5th Floor Boston, MA 02114-2206 www.oxfamamerica.org	Supporting this organization. *Shared beliefs .in the intrinsic dignity of all human beings, the possibility of eliminating extreme poverty in the world, the power of people working together to effect positive and lasting change in their lives*		$7,500 *
UNICEF Andrea Frodema 125 Maiden Lane New York, NY 10038 www unicefusa org	Supporting this organization *Help meet children's basic needs, ensure their survival, and to provide children with a protective and nurturing environment*		$7,000 *
Human Rights	Purpose of Grant / *Mission Statement*	**2**	**$16,500**
Human Rights Watch Kenneth Roth 350 5th Avenue, 34th Floor New York, NY 10118-3299 hrwnyc@hrw org	Supporting this organization *Fund research and advocacy to advance human rights protections and respond to the world's most urgent rights concerns.*		$6,500 *
International Rescue Committee Lucy Roche 122 East 42nd Street New York, NY 10168-1289 www theIRC.org	Supporting this organization *Provide relief, rehabilitation, protection, resettlement services, and advocacy for refugees, displaced persons and victims of oppression and violent conflict for people around the world.*		$10,000 *

Organization	Purpose of Grant / *Mission Statement*	Grants	Total
Medical/Mental Health	Purpose of Grant / *Mission Statement*	1	**$15,000**
Doctors Without Borders Sophie Delaunay 333 Seventh Avenue, 2nd Floor New York, NY 10001-5004 www doctorswithoutborders.org	Supporting this organization *Respond to emergencies and provide urgent medical care to some of the world's most vulnerable people*		$15,000 *
Minneapolis		3	$35,000
Children	Purpose of Grant / *Mission Statement*	1	**$5,000**
Bridge for Runaway Youth Dan Pfarr 1111 West 22nd Street Minneapolis, MN 55405 www bridgeforyouth org	Support the programs for youth in crisis *Provide safety, support, and development for some of the most vulnerable young people in our community*		$5,000 *
Medical/Mental Health	Purpose of Grant / *Mission Statement*	2	**$30,000**
University of Minnesota - School of Nursing Laurel Mallon 308 Harvard Street SE 5-138 WDH Minneapolis, MN 55455 www.nursing umn edu	Support the Cynthia Kelley O'Neill Scholarship for Psychiatric Nursing *Educate more highly qualified nurses and nurse leaders*		$25,000 *
West Metro Medical Society Foundtion James Jodan 1300 Godward Street N.E., Suite 2000 Minneapolis, MN 55413	Support the "Depression Care Project" *Depression Care Project*		$5,000 *
Minnesota		16	$174,000

Organization	Purpose of Grant / *Mission Statement*	Grants	Total
Arts & Culture	Purpose of Grant / *Mission Statement*	2	$25,000
Great River Shakespeare Festival Jeff Stevenson 79 East 3rd Street Winona, MN 55987 www grsf org	Support the operations of the Great River Shakespeare Festival 2012 *To become a destination for theater, music, art, and conversation in Southeastern Minnesota*		$10,000
Minnesota Beethoven Festival Ned Kirk P O Box 1143 Winona, MN 55987 www mnbeethovenfestival org	Supporting this organization. *Increase appreciation of classical music and the work of Ludwig van Beethoven through education and the presentation of nationally recognized artists*		$15,000 *
Education	Purpose of Grant / *Mission Statement*	6	$58,000
Minnesota State Fair Foundation Kay Cady 1265 Snelling Avenue North St. Paul, MN 55108 www msffoundation org	Support for the construction of the new equine and livestock arena. *Secure and provide funding for the preservation, restoration and improvement of MN State Fairgrounds, and to support State Fair educational, agricultural, and scientific programs.*		$5,000 *
Minnesota State University Mankato Foundation Lisa Meyer 121 Alumni Foundation Center Mankato, MN 56001	Support for the Gertrude Jane Timmerman O'Neill School of Nursing Endowment *Build and grow an endowment in honor of Gertrude Jane Timmerman that would continue the legacy that was started through James C. O'Neill and Francis O'Neill to support a student scholarship in the School of Nursing.*		$10,000 *
SELCO Library Foundation Susan Hart Rushford Public Library 101 North Mill St., P O. Box 250 Rushford, MN 55971 www.rushford.lib.mn.us	Contribution to the building fund for the new Rushford Library *Provide quality materials and services which fulfill educational, cultural, and recreational needs of the entire community, in an atmosphere that is welcoming and respectful.*		$10,000

Organization	Purpose of Grant / *Mission Statement*	Grants	Total
St. John's University Terri D. Barreiro P O Box 7222 Collegeville, MN 56321 wwwcsbsju edu	Support for the Mararet H and James E Kelley Foundation Scholarship for the Entrepreneurial Studies Program		$8,000 *
University of Minnesota Foundation Crystal Carlson McNamara Alumni Center 200 Oak Street SE, Suite 500 Minneapolis, MN 55455-2010 www law umn edu/giving	The establishment of the James C. O'Neill Scholarship Fund.		$20,000
Washington County 4-H Federation Dan Dolan Washington County 4-H 14949 -62nd Street North Stillwater, MN 55082 www.save4-H com	Support for the cost of the Youth Teaching Youth Program and the traditional 4-H program *Raise money to keep the 4-H program funded through 2010 while longer term plans are made*		$5,000 *
Families	Purpose of Grant / *Mission Statement*	**1**	**$10,000**
Winona Family YMCA Andy Blomsness 207 Winona Street Winona, MN 55987 winonaymca org	Supportiing this organization.		$10,000
General Assistance	Purpose of Grant / *Mission Statement*	**1**	**$13,000**
American Red Cross-Southeast MN Chapter † Melanie Tschida 310 14th Street S.E. Rochester, MN 55904 www redcross-semn.org	Support for local Red Cross services ($15,000 to improve disaster preparedness and response capability, $10,000 toward two new vehicles)		$13,000

Medical/Mental Health	Purpose of Grant / *Mission Statement*	Grants	Total
		5	$51,000
Communication Center State Services for the Blind Sally Anson 2200 University Avenue West, #240 Saint Paul, MN 55114-1840	Support for the Minnesota Talking Radio Book		$4,000
Courage Center † Jan Malcolm 3915 Golden Valley Road Minneapolis, MN 55422 www.CourageCenter org	Support for Courage Center Pediatric Services in 2011-12. *Empower people with physical disabilities to reach for their full potential in every aspect of life.*		$4,500
Mayo Foundation for Medical Education & Barbara Flasch 200 First Street SW Rochester, MN 55905 www mayoclinic.org	Support for general research *"heal the sick and advance the science"* *-- Dr. William J Mayo*		$20,000 *
Minnesota Medical Foundation † Shannon Birge Laudon McNamara Alumni Center 200 Oak Street SE, Suite 300 Minneapolis, MN 55455-2030 www mmf umn edu	Support the Dr Donald Hastings Memorial Lectureship Fund *Further health-related research and education through support of the University of Minnesota Medical School, School of Public Health, Cancer Center, and related units in the Academic Health Center and thereby advancing a better quality of life for Minnesotans*		$20,000 *
Semcac † Chrissy Feine, RN 204 South Elm P.O Box 549 Rushford, MN 55971-0549 www semcac org	Support for a Sexually Transmitted Infection Prevention Initiative in rural Greater Minnesota *Assist people with achieving or maintaining their independence and self-reliance through their own or community resources*		$2,500 *

Organization	Purpose of Grant / *Mission Statement*	Grants	Total
Sexual & Reproductive Health/Education	Purpose of Grant / *Mission Statement*	1	$17,000
Planned Parenthood of Minnesota/South Dakota † Sarah A Stoesz 1200 Lagoon Avenue Minneapolis, MN 55408 www.ppmns org	Supporting this organization *To provide affordable basic reproductive health and confidential care and education for women, men, and teens.*		$17,000 *
National		11	$96,000
Education	Purpose of Grant / *Mission Statement*	4	$37,000
Bennington College Gretchen Dwyer One College Drive Bennington, VT 05201-6003 www bennington.edu	Support for the Cynthia Kelley O'Neill Scholarship *Establish a women's liberal arts college that would emphasize the individual student and her developing interests and represent the belief that the education most worth having is the one you create for yourself*		$10,000 *
Berea College Alan Lowhorn CPO 2216 Berea, KY 40404 www.berea edu	Support the scholarship fund *Radical, inclusive mission to seek out promising low-income people from Appalachia and provide them a full-tuition scholarship and a quality liberal arts education.*		$2,000 *
Cato Institute Ashley March 1000 Massachusetts Avenue, NW Washington, D C 20001 www cato.org	Support research into the federal government's domestic and international policy programs for 2011/2012. *Advocate for a consistant, principled and philosophical committment to an individual's right to live, work, trade and play free of government constraint or support, provided there is no interference with another's individual's right to do so*		$10,000 *
Northland College Kristy Liphart 1411 Ellis Avenue Ashland, WI 54806-3999 www northland edu	Support for the James E. Kelley Scholarship *Integrate liberal arts studies with an environmental emphasis, enabling those it serves to address the challenges of the future*		$15,000 *

Area / Organization	Purpose of Grant / *Mission Statement*	Grants	Total
Environment	Purpose of Grant / *Mission Statement*	1	**$4,500**
Union of Concerned Scientists Jennifer Norris Two Battle Square Cambridge, MA 02238-9105 www.ucsusa org	Supporting this organization *Partnership of scientists and citizens combining rigorous scientific analysis, innovative policy development, and effective citizen advocacy to achieve practical environmental solutions.*		$4,500 *
General Assistance	Purpose of Grant / *Mission Statement*	1	**$15,000**
USO Sloan D Gibson P.O Box 96860 Washington, DC 20077-7677 www.uso org	Support of programs that provide direct assistance to our American troops overseas *Help thousands of troops as they deploy to new postings or return for another tour at the Front ..help their families adjust to life without a parent or loved one and make sure that those who return are given a heroes' "Welcome Home!"*		$15,000 *
Human Rights	Purpose of Grant / *Mission Statement*	1	**$3,500**
Southern Poverty Law Center Sheila A Cunningham 400 Washington Avenue Montgomery, AL 36104-9621 www splcenter org	Supporting this organization. *"Promoting Tolerance ..Monitoring Hate.. Seeking Justice..."*		$3,500 *
Medical/Mental Health	Purpose of Grant / *Mission Statement*	3	**$11,000**
Frontier Nursing Service Nathan Lee 132 FNS Drive Wendover, KY 41775 www frontiernursing org	Supporting this organization *Training of qualified nurses through FNS's School and continuation of the mission to ensure that mother and children are healthy and safe. (One of CKON's favorite organizations, because they originally delivered nursing service by horseback.)*		$5,000 *

Organization	Purpose of Grant / Mission Statement	Grants	Total
Linus Pauling Institute Michele Erickson Oregon State University 571 Weniger Hall Corvallis, OR 97331 http //lpi oregonstate edu	Supporting this organization *Determine the role of micronutrients, vitamins, and phytochemicals in promoting optimum health and preventing and treating disease, to determine the role of oxidative and nitrative stress and antioxidants in human health and disease, etc*		$1,000 *
Memorial Sloan-Kettering Cancer Center Richard Naum 1275 York Avenue New York, NY 10021 www.mskcc org	Support for the 2011 "Campaign for Memorial Sloan-Kettering " *Deep commitment to putting new discoveries to work for patients, leading the way to dramatic improvements in the diagnosis, prevention, and treatment of cancer*		$5,000 *
Outdoor Sports	Purpose of Grant / *Mission Statement*	**1**	**$25,000**
NRA Foundation, Inc. Tyler Schropp 11250 Waples Mill Road Fairfax, VA 22030 nraf@nrahq org	Support for theYouth Hunter Education Challenge and the Youth Education Summit *Raise support of a wide range of firearm-related public interest activities of the NRA and other organizations that defend and foster the Second Amendment rights of all law-abiding Americans.*		$25,000 *
St. Paul		**15**	**$235,000**
Arts & Culture	Purpose of Grant / *Mission Statement*	**1**	**$25,000**
St. Paul Chamber Orchestra Sarah Lutman Third Floor The Hamm Building 408 St Peter Street St. Paul, MN 55102-1497 www theSPCO org	Support the SPCO Annual Fund in the 2011-2012 season *Year 2006 grant made 6/28/06--suggest defer next grant of $15m to early 2007.* *CKON personal pledge of $150,000 / year is additional to this grant.*		$25,000 *

Organization	Purpose of Grant / *Mission Statement*	Grants	Total
Children	Purpose of Grant / *Mission Statement*	1	**$2,000**
Girl Scouts of Minnesota and Wisconsin River † Linda B. Keene 400 Robert Street South St Paul, MN 55107 www girlscoutsrv.org	Supporting this organization. *Build girls of confidence, courage and character, who make the world a better place.*		$2,000 *
Education	Purpose of Grant / *Mission Statement*	5	**$65,000**
Friends of the Saint Paul Library Peter Pearson 325 Cedar Street, Suite 555 St. Paul, MN 55101-1055 www.friends org	Supporting this organization *Expand the Saint Paul Public Library's capacity to serve Saint Paul's many communities through public awareness and cultural programming and advocating both strong public and private funding.*		$5,000 *
Science Museum of Minnesota Charles Levine 120 West Kellogg Boulevard St Paul, MN 55102 www smm org	Support the Kitty Andersen Youth Science Center *Invites learners of all ages to experience their changing world through science*		$5,000 *
St. Catherine University Nicki Hines 2004 Randolph Avenue St. Paul, MN 55105 www stkate edu	Purchase of equipment and supplies for nursing laboratories *To educate women to lead and influence*		$5,000 *
St. Paul Academy and Summit School Nancy L. Devine 1712 Randolph Avenue St Paul, MN 55105-2194 www spa edu	Warner T. Bonfoey, Jr Scholarship Fund *The pursuit of excellence in teaching and learning to a diverse and motivated group of young people for leadership and service, inspiring in them an enduring love of learning, and helping them lead productive, ethical and joyful lives*		$15,000 *
William Mitchell College of Law Linda Keillor Berg 875 Summit Avenue St Paul, MN 55105-3076 www wmitchell edu	James E Kelley and Margaret H Kelley Scholarship *We serve the law We teach it, study it, practice it and work to make it just.*		$35,000 *

Organization	Purpose of Grant / *Mission Statement*	Grants	Total
Families	Purpose of Grant / *Mission Statement*	**1**	**$5,000**
Children's Home Society & Family Services † Maureen E Warren 1605 Eustis Street St Paul, MN 55108-1219 chsfs org	Support for general operations *Provide help for low-income families and children through child care, mental health services, respite care during crisis situations and financial counseling*		$5,000
General Assistance	Purpose of Grant / *Mission Statement*	**2**	**$17,000**
St. Paul Foundation Sally J Seiberlich 55 Fifth Street East Suite 600 St. Paul, MN 55101-1797 www stpaulfoundation.org	Supporting the Historic Oakland Cemetery. *To enrich lives and communities by supporting education and literacy, arts and culture, strong families, affordable housing, economic development, human serivces, civic engagement, and diversity and anti-racism in the St Paul area.*		$2,000 *
St. Paul Union Gospel Mission † Jim Kersting 435 University Avenue East St Paul, MN 55101 www.ugmtc.org	Support for the Naomi Family Residence *Provide comprehensive support services and education programs focused on techniques and habits for promoting health and vitality for people in need.*		$15,000 *
Hunger	Purpose of Grant / *Mission Statement*	**1**	**$9,500**
Second Harvest Heartland † Noel Ann Porter 1140 Gervais Avenue St Paul, MN 55418-1808 2harvest.org	Support the meal distribution program. *To fight hunger through community partnerships.*		$9,500 *

Medical/Mental Health	Purpose of Grant / *Mission Statement*	Grants	Total
		2	$102,500
Hamm Memorial Psychiatric Clinic Steve Dwyer 408 St Peter Street, Suite 429 St Paul, MN 55102 www hammclinic org	Supporting this organization *Provide mental health care for people who could not otherwise afford it*		$100,000 *
HealthEast Foundation † Anna Leighton University Park Medical Bldg 1690 University Ave W Ste 250 St Paul, , MN 55104-3729 www healtheast.org	Provide Bethesda Rehabilitation Hospital with research support money. *Empower its patients to overcome barriers, make the most of their abilities and talents, and reinvent their lives as rich and meaningful.*		$2,500 *

Women's Issues	Purpose of Grant / *Mission Statement*	Grants	Total
		2	$9,000
Women's Advocates † Raeone Loscalzo 588 Grand Avenue St Paul, MN 55102 www wadvocates org	Support of the family intervention and prevention programs. *Eliminate violence in the lives of battered women and their children by providing short-term shelter, support, information, advocacy, mental health counseling and education so they find alternatives to violent relationships*		$4,000 *
YWCA of St. Paul † William L Collins, Jr 375 Selby Avenue St Paul, MN 55102-1822 www.ywcaofstpaul.org	Support for the Girls LEAD Program *Empower women, fight racism and make a positive difference in the communities in which we live and work Partner with government agencies, private companies, and other nonprofit organizations to serve women and their families.*		$5,000 *

St. Paul Downtown		8	$62,500

Arts & Culture	Purpose of Grant / *Mission Statement*	Grants 6	Total $42,500
Landmark Center Amy Mino 75 West Fifth Street Suite 404 St Paul, MN 55102-1498 www landmarkcenter org	Support for Landmark Center's public programming initiatives *To provide on-going management and maintenance of the historic Landmark Center.*		$15,000 *
Minnesota Boychoir Mark Johnson Landmark Center 75 West 5th Street, Suite 411 St. Paul, MN 55102 www boychoir org	Supporting this organization *Challenge boys and young men from many backgrounds to the highest standards of choral music, nurture the development of exceptional character, and inspire and benefit the community.*		$2,500 *
Minnesota Museum of American Art Kristin Makholm 408 St Peter Street Suite 419 St. Paul, MN 55102 www.mmaa.org	Support for educational programming initiatives *To express through art the unfolding value of the American multicultural experience*		$2,500 *
Minnesota Public Radio † Jamie Ziemann 45 East Seventh Street St. Paul, MN 55101 www.mpr.org	Support MPR's regional classical music service *To enrich the mind and nourish the spirit, thereby enhancing the lives and expanding the perspectives of our audiences, and assisting them in strengthening their communities*		$2,500 *
Ordway Center for the Performing Arts † Lee S. Koch 345 Washington Street St. Paul, MN 55102 ordway org	Support for the Ordway Educational and Community Engagement programming. *To be a catalyst for the artistic vitality of our community by hosting, presenting, and creating performing arts and educational programs that engage artists and enrich diverse audiences*		$5,000 *
Park Square Theatre C Michael-jon Pease 20 West 7th Street St Paul, MN 55102 parksquaretheatre.org	Funding for sound and video equipment for the new thrust stage *To enrich our community by producing and presenting exceptional live theatre that touches the heart, engages the mind and delights the spirit.*		$15,000 *

Organization	Purpose of Grant / *Mission Statement*	Grants	Total
Education	Purpose of Grant / *Mission Statement*	1	$5,000
Minnesota Children's Museum † Dianne Krizan 10 West Seventh Street St Paul, MN 55102 www MCM org	Support the "Access" initiative, which provides free and deeply discounted admissions to needy children and families *Sparking children's learning through play.*		$5,000 *
Families	Purpose of Grant / *Mission Statement*	1	$15,000
Assumption Parish John Malone 51 West Seventh Street St Paul, MN 55102	Restoration of the historic school building and the granite steps of the rectory. *Catholic Church Parish servicing a diverse community in the downtown St Paul area, serving an active base of worshippers, and reaching out to a less fortunate group of needy people*		$15,000 *
Twin Cities Metro		14	$78,500
Arts & Culture	Purpose of Grant / *Mission Statement*	3	$8,500
Minnesota Orchestra Laura Nichols-Endres 1111 Nicollet Mall Minneapolis, MN 55403 minnesotaorchestra org	Support for the Orchestra's UPbeat program *To enrich our community as a symphony orchestra internationally recognized for its artistic excellence*		$3,000 *
Minnesota Youth Symphonies Adam Haglin 790 Cleveland Avenue South Suite 203 St Paul, MN 55116-1958 mys@mnyouthsymphonies org	Support the music education and orchestra training programs in St Paul schools *Provide one of the best music education experiences available in the nation, regardless of students' ability to pay.*		$3,000 *
Twin Cities Public Television † Kirby Bennett 172 East 4th Street St Paul, MN 55101 www.tpt org	Support of universally accessible educational and cultural programming and services in 2012 *Dedicated to harnessing the power of television and other media for the public good.*		$2,500 *

Area / Organization	Purpose of Grant / *Mission Statement*	Grants	Total
Children	Purpose of Grant / *Mission Statement*	1	**$5,000**
CornerHouse † Patricia C Harmon 2502 10th Avenue South Minneapolis, MN 55404-4510 www cornerhousemn org	Supporting this organization *Interagency child abuse evaluation and training center*		$5,000 *
Education	Purpose of Grant / *Mission Statement*	1	**$2,000**
Minnesota Landscape Arboretum Edward L Schneider 3675 Arboretum Drive Chaska, MN 55318-9613 www arboretum.umn.edu	Support for programs and education for environmental learning and growth *Horticultural education, research, and maintenance of State botanical gardens*		$2,000 *
General Assistance	Purpose of Grant / *Mission Statement*	3	**$20,000**
Greater Twin Cities United Way † Sarah Caruso 404 South Eighth Street Minneapolis, MN 55404-1084 www.unitedwaytwincities org	Support for the 2011 annual campaign *Unite caring people in building stronger communities by inspiring people to help others, increasing resources to meet needs and fostering innovative solutions to problems*		$10,000 *
Little Brothers Friends of the Elderly † Linda Tacke 1845 East Lake Street Minneapolis, MN 55407 www littlebrothersmn org	General operating support. *To give Twin Cities volunteers the opportunity to develop caring relationship with elders and to restore these valued individuals to their rightful and honored place in our community Transforming and enriching the lives of elders and volunteers*		$5,000 *
Little Sisters of the Poor Sister Theresa 330 Exchange Street South St Paul, MN 55102 littlesistersofthepoor org	Supporting this organization. *Care and hospitality to the elderly poor of the Twin Cities*		$5,000 *

Organization	Purpose of Grant / *Mission Statement*	Grants	Total
Hunger/Poverty	Purpose of Grant / *Mission Statement*	**1**	**$15,000**
Twin Cities Habitat for Humanity † Tom Tarnow 3001 Fourth Street SE Minneapolis, MN 55414 www tchabitat.org	Support the building of stable, affordable housing for families across the Twin Cities *Building decent, affordable homes for and with low-income partner families in the Twin Cities area*		$15,000
Medical/Mental Health	Purpose of Grant / *Mission Statement*	**4**	**$23,000**
Children's Hospitals and Clinics Foundation † Theresa Pesch, RN 2910 Centre Pointe Drive Roseville, MN 55113 www.childrensmn.org	Support the Dr Woodard L Colby, MD Memorial Lecture series *To champion the special health needs of children and their families by providing high-quality family centered pediatric services*		$3,000 *
Children's Hospitals and Clinics Foundation † Theresa Pesch, RN 2910 Centre Pointe Drive Roseville, MN 55113 www childrensmn org	General operating support to help families at Children's--St. Paul. *To champion the special health needs of children and their families by providing high-quality family centered pediatric services*		$15,000 *
Majestic Hills Ranch Therapeutic Riding Kris Zieska 24580 Dakota Avenue Lakeville, MN 55044-8206 www MajesticHillsRanch com	General operating expenses of the children's therapeutic riding program *Make a difference in the lives of children and young adults and their families by providing therapeutic riding*		$2,000 *
United Way of Washington County-East † Martha Naegeli P.O. Box 305 Stillwater, MN 55082-0305 www unitedwaystillwater.org	Supporting this organization *To strengthen our community by raising awareness and funding for the delivery of effective health and human service programs.*		$3,000 *

Women's Issues	Purpose of Grant / *Mission Statement*	Grants	Total
		1	$5,000
Home of the Good Shepherd Linda Tacke 5100 Hodgson Road St Paul, MN 55126-1297 www hgsmn org	Supporting this organization *Provide assistance for low-income, at-risk, and homeless younger and adult women, with primary goal to empower them through the creation of physical and psychological space for them to heal, permanent employment and housing, etc*		$5,000 *

Wyoming		8	$62,000
Education	Purpose of Grant / *Mission Statement*	4	$27,000
Child Development Center of Natrona County John Starnes 2020 E 12th Street Casper, WY 82601 cdcnc@cdcnc net	Supporting this organization *Provide premier, family-focused, developmentally appropriate services for children birth through age five*		$10,000 *
Friends of the Saratoga Library Ruth Hackett P O Box 27 Saratoga, WY 82331	Provide assistance to support library needs		$5,000 *
Natrona County Public Library Foundation Beth Worthen 307 East 2nd Street Casper, WY 82601 www.natronacountylibrary org	Supporting this organization *To enhance library funding for the future, propelling the library toward excellence for the benefit of our deserving community.*		$10,000 *
University of Wyoming College of Law Steve Easton Department 3035 1000 E University Avenue Laramie, WY 82071 www uwyo edu/law	Contribute to the "Judge Clarence A. Brimmer Scholars Program." *Establish the "Judge Clarence A. Brimmer Scholars Program."*		$2,000 *

Area / Organization	Purpose of Grant / *Mission Statement*	Grants	Total
Families	Purpose of Grant / *Mission Statement*	1	**$10,000**
Casper Family YMCA Brent Kleinjan 315 E 15th Street Casper, WY 82601-4325 www casperfamilyymca org	Support the Strong Kids Campaign *To put Christian principles into practice through programs that build healthy spirit, mind and body for all*		$10,000 *
General Assistance	Purpose of Grant / *Mission Statement*	1	**$10,000**
United Way of Natrona County Shanna Harris 400 E 1st Street, #205 P.O. Box 2046 Casper, WY 82602-2046 unitedway@unitedwaync com	Supporting the 2011 "Making An Impact" campaign.		$10,000 *
Medical/Mental Health	Purpose of Grant / *Mission Statement*	1	**$5,000**
Corbett Medical Foundation Mike Glode P O Box 343 Saratoga, WY 82331	Supporting this organization		$5,000 *
Women's Issues	Purpose of Grant / *Mission Statement*	1	**$10,000**
Planned Parenthood of Wyoming Vicki Cowart 1945 Westwood Hill Casper, WY 82604 www pprm org	Support for the Teen Health Services Project *Help people plan their families, providing education and choice in the prevention of unintended pregnancies, STDs, and breast and cervical cancers*		$10,000 *