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**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

2011

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation EDDWARD BANGS KELLEY AND ELZA KELLEY FOUNDATION, INC.		A Employer identification number 04 6039660
Number and street (or P.O. box number if mail is not delivered to street address) 20 NORTH MAIN STREET	Room/suite	B Telephone number (see instructions) 508 775 3117
City or town, state, and ZIP code SOUTH YARMOUTH, MA 02664		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5369839	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	
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 instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	34233			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	134	134	N/A	
	4 Dividends and interest from securities	148808	148808		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	200728			
	b Gross sales price for all assets on line 6a 3682413				
	7 Capital gain net income (from Part IV, line 2)		200728		
	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)	66				
12 Total. Add lines 1 through 11	383969	349670			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	20400			20400
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	7163			7163
	c Other professional fees (attach schedule)	22447	22447		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	107			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1043			1043
	22 Printing and publications	226			226
	23 Other expenses (attach schedule)	8104			8104
	24 Total operating and administrative expenses. Add lines 13 through 23	59490	22447		36936
	25 Contributions, gifts, grants paid	199334			199334
	26 Total expenses and disbursements. Add lines 24 and 25	258824	22447		236270
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	125145				
b Net investment income (if negative, enter -0-)		327223			

14P

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	92461	546772	546772
	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 instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)	51107	183299	183383
	b Investments—corporate stock (attach schedule)	3146923	2527656	2614630
	c Investments—corporate bonds (attach schedule)	1595457	1711891	1820744
Liabilities	11 Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	216802	222166	204310
	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)	5102750	5191784	5369839
	17 Accounts payable and accrued expenses			
	18 Grants payable	72222	36111	
Net Assets or Fund Balances	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)	72222	36111	
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	5030528	5155673	
	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 instructions)	5030528	5155673	
	31 Total liabilities and net assets/fund balances (see instructions)	5102749	5191784	

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	5030528
2 Enter amount from Part I, line 27a	2	125145
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	5155673
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5155673

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 PLEASE SEE ATTACHED SCHEDULE				
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	200728
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 instructions). If (loss), enter -0- in Part I, line 8			3	(46634)

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.

(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))
2010	345167	5360569	.0644
2009	251632	4902287	.0513
2008	263974	5472647	.0482
2007	269396	5994921	.0449
2006	269772	5383100	.0501
2 Total of line 1, column (d)			2 .2589
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 .0518
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 5657243
5 Multiply line 4 by line 3			5 293045
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3272
7 Add lines 5 and 6			7 296317
8 Enter qualifying distributions from Part XII, line 4 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.			8 236270

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	6544
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	6544
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	6544
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3557
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	3557
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	2987
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 2012 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
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>		
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		✓
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MASSACHUSETTS		
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>	✓	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ► <u>kelleyfoundation.org</u>				
14	The books are in care of ► <u>CHRISTOPHER M. SHEEHAN, EASTERN BANK</u>	Telephone no. ►	<u>617 897 1157</u>	
	Located at ► <u>265 FRANKLIN STREET, BOSTON, MA</u>	ZIP+4 ►	<u>02110</u>	
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	
16	At any time during calendar year 2011, 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	Yes	No
	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
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
	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 2011?	1c	✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☐ No		
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see 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 2011 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 2011.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	✓

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 instructions)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
PLEASE SEE ATTACHED SCHEDULES				

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
THE KELLEY FOUNDATION HAS NO EMPLOYEES.				

Total number of other employees paid over \$50,000 ☐

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		
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 BIG BROTHERS/BIG SISTERS OF CAPE COD & ISLANDS OPERATING SUPPORT \$15,000; BARNSTABLE PUBLIC SCHOOLS PARTNERSHIP SUPPORT \$10,000	30000.
2 CAPE COD HEALTHCARE FOUNDATION RENOVATION AND EXPANSION OF THE LYNDON P. LORUSSO EMERGENCY CARE CENTER AT CAPE COD HOSPITAL	25000.
3 FALMOUTH SERVICE CENTER PRODUCTION KITCHEN EXPANSION	20000.
4 COMMUNITY HEALTH CENTER OF CAPE COD BUILDING FOR THE FUTURE EXPANSION PROJECT	20000.

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 NONE	
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	5405831
b	Average of monthly cash balances	1b	337563
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5743394
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5743394
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	86151
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5657243
6	Minimum investment return. Enter 5% of line 5	6	282862

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	282862
2a	Tax on investment income for 2011 from Part VI, line 5	2a	6544
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6544
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	276318
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	276318
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	276318

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	236270
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	236270
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	236270

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				276318
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010 93853				
f Total of lines 3a through e	93853			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 236270				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				236270
e Remaining amount distributed out of corpus	53805			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	93853			93853
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	53805			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	53805			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011 53805				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	
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 $\frac{2}{3}$ 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 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:

DeWitt Davenport, Vice President and Administrative Manager, 20 North Main Street, South Yarmouth, MA 02664

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

Please see attached samples

- c** Any submission deadlines:

NONE

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

Please see attached brochure.

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> PLEASE SEE ATTACHED SCHEDULE				
Total			▶ 3a	
b <i>Approved for future payment</i> PLEASE SEE ATTACHED SCHEDULE				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	151	
4	Dividends and interest from securities			14	170792	
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			14	120815	
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)				291758	
13	Total. Add line 12, columns (b), (d), and (e)				13	291758

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	✓
	(2) Other assets	1a(2)	✓
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	✓
	(3) Rental of facilities, equipment, or other assets	1b(3)	✓
	(4) Reimbursement arrangements	1b(4)	✓
	(5) Loans or loan guarantees	1b(5)	✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)	✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	✓
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date 4/1/1~

► ADMINISTRATION
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

Paid Preparer Use Only

Print/Type preparer's name
SUSAN B HYLAND

Preparer's signature _____

Preparer's signature


Date	
------	--

Date
3.1.2012

Check ☒ if self-employed

PTIN

Firm's name ▶

Firm's address ► **BOX 538, WEST HYANNISPORT, MA 02672**

Firm's EIN ▶

Phone no	5087715354
----------	------------

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2011**Name of the organization**

EDWARD BANGS KELLEY AND ELZA KELLEY FOUNDATION, INC.

Employer identification number

04 6039660

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (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 foundationCheck 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, total 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 total 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 its Form 990; or check the box on line H of its Form 990-EZ or on Part I, 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 EDWARD BANGS KELLEY AND ELZA KELLEY FOUNDATION, INC	Employer identification number 046039660
--	--

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	DOREEN BILEZIKIAN 83 OYSTER WAY OSTERVILLE, MA 02655	\$ 10000.00	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.)
		\$	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.)

Name of organization

Employer identification number

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

Name of organization

Employer identification number

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	

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THE EDWARD BANGS KELLEY AND ELZA KELLEY FOUNDATION, INC.
04-6039660

FORM 990-PF - 2011
PART I - 11
SCHEDULE OF OTHER INCOME

DATE	AMOUNT
September 30, 2011 SEC FAIR FUND BANK OF AMERICA CLASS ACTION PROCEEDS	65 76

THE EDWARD BANGS KELLEY AND ELZA KELLEY FOUNDATION, INC.
04-6039660

FORM 990-PF - 2011

PART I - 16b

SCHEDULE OF ACCOUNTING FEES

DATE	PAYEE	AMOUNT
JANUARY	SUSAN B. HYLAND	125.00
FEBRUARY	SUSAN B. HYLAND	125.00
	JAMES F. BOGLE, CPA	4,000.00
MARCH	SUSAN B. HYLAND	125.00
APRIL	SUSAN B. HYLAND	125.00
MAY	SUSAN B. HYLAND	125.00
	SUSAN B. HYLAND	1,662.50
JUNE	SUSAN B. HYLAND	125.00
JULY	SUSAN B. HYLAND	125.00
AUGUST	SUSAN B. HYLAND	125.00
SEPTEMBER	SUSAN B. HYLAND	125.00
OCTOBER	SUSAN B. HYLAND	125.00
NOVEMBER	SUSAN B. HYLAND	125.00
DECEMBER	SUSAN B. HYLAND	125.00
		7,162.50

THE EDWARD BANGS KELLEY AND ELZA KELLEY FOUNDATION, INC.
04-6039660

FORM 990-PF - 2011

PART I - 16c

SCHEDULE OF OTHER PROFESSIONAL FEES

DATE	PAYEE	AMOUNT
MARCH	EASTERN BANK	5,779.72
JUNE	EASTERN BANK	5,843.76
SEPTEMBER	EASTERN BANK	5,559.21
DECEMBER	EASTERN BANK	5,264.08
		22,446.77

THE EDWARD BANGS KELLEY AND ELZA KELLEY FOUNDATION, INC.
04-6039660

FORM 990-PF - 2011
PART I - 18
SCHEDULE OF TAXES

FOREIGN TAX WITHHELD

DATE	PAYEE	AMOUNT
JUNE	TEVA PHARMACEUTICAL	29.90
AUGUST	TEVA PHARMACEUTICAL	34.63
DECEMBER	TEVA PHARMACEUTICAL	43.02
		107.55

THE EDWARD BANGS KELLEY AND ELZA KELLEY FOUNDATION, INC
04-6039660

FORM 990-PF - 2011

PART I - 23

SCHEDULE OF OTHER EXPENSES

DATE	PAYEE	AMOUNT	
MARCH	CONFERSAVE	36.16	CONFERENCE CALL
APRIL	ASSOCIATION OF SMALL FOUNDATIONS	695.00	MEMBERSHIP
AUGUST	TUTTLE PRINTING	91.96	LETTERHEAD
	TTLIC INTERNET	180.00	WEBSITE HOSTING
NOVEMBER	TUTTLE PRINTING	250.40	STATIONERY
	WEBFODDER LLC	200.00	WEBSITE DESIGN
	WEBFODDER LLC	6,650.00	WEBSITE DESIGN
		<u>8,103.52</u>	

EDWARD BANGS KELLEY AND ELZA KELLEY FOUNDATION, INC
04-6039660

FORM 990-PF 2011

PART II, LINE 10a

SCHEDULE OF INVESTMENTS - US AND STATE GOVERNMENT OBLIGATIONS

		12/31/11	12/31/11
SHARES	US GOVERNMENT OBLIGATIONS	BOOK VALUE	MARKET VALUE
175,000	FEDERAL HOME LOAN BANK	183,299	183,383
		183,299	183,383

FORM 990-PF 2011

PART II, LINE 10b

SCHEDULE OF INVESTMENTS - CORPORATE STOCK

SHARES	CORPORATE STOCK	12/31/11	12/31/11
		BOOK VALUE	MARKET VALUE
560	COACH, INC	23,040	34,182
397	COSTCO WHOLESALE CORP	28,695	33,078
714	DIRECTV	34,163	30,531
423	DOLLAR TREE INC	22,632	35,156
3,806	FORD MOTOR CO	49,049	40,953
788	LEGGETT & PLATT	16,745	18,156
598	MATTEL INC	16,905	16,600
875	OMNICOM GROUP	31,270	39,008
76	PRICELINE COM INC	17,757	35,546
384	TIFFANY & COMPANY	16,949	25,444
1,309	CVS CORP	39,966	53,381
480	COLGATE PALMOLIVE CO	33,812	44,347
299	KIMBERLY CLARK CORP	20,836	21,994
777	PEPSICO INC	49,696	51,554
908	PHILIP MORRIS INTL INC	51,273	71,260
570	REYNOLDS AMERICAN INC	23,352	23,609
373	APACHE CORP	35,408	33,786
877	CHEVRON CORP	71,025	93,313
1,048	EXXON MOBIL CORP	87,142	88,828
1,467	HALLIBURTON CO	46,172	50,626
444	OCCIDENTAL PETROLEUM CORP	35,356	41,603
655	PLAINS EXPLORATION & PRODUCTION	22,468	24,052
436	SPECTRA ENERGY CORP	12,587	13,407
255	SEADRILL	8,405	8,461
709	AMERICAN EXPRESS CO	32,288	33,444
1,109	CBL & ASSOCIATES PROP	14,817	17,411
516	CINCINNATI FINANCIAL CORP	14,533	15,717
549	FIDELITY NATIONAL FINANCIAL INC	8,400	8,746
1,305	J P MORGAN CHASE & CO	51,081	43,391
1,986	LEGG MASON INC	66,713	47,763
1,335	METLIFE INC	47,598	41,625
695	PRUDENTIAL FINANCIAL	38,600	34,833
2,491	SUNTRUST BANKS	76,300	44,091
657	ACE LTD	43,548	46,069
409	ABBOTT LABS	21,104	22,998
742	AMERISOURCEBERGEN CORP	27,170	27,595
699	BRISTOL MYERS SQUIBB CO	21,836	24,633
2,007	MERCK & CO INC	70,265	75,664
1,145	THERMO FISHER SCIENTIFIC INC	62,196	51,491
604	UNITEDHEALTH GROUP, INC	20,234	30,611
905	COVIDEN LTD	33,103	40,734
623	FLUOR CORP-NEW	34,081	31,306
417	GALLAGHER, ARTHUR J & CO	12,452	13,944
3,894	GENERAL ELECTRIC CO	64,343	69,742
461	SPX CORPORATION	37,853	27,784
1,041	UNITED TECHNOLOGIES CORP	71,118	76,087
479	WASTE MANAGEMENT INC	14,629	15,668
179	APPLE	52,897	72,495
1,206	E M C CORP	26,587	25,977
83	GOOGLE INC	47,005	53,610
2,287	INTEL CORP	54,807	55,460
641	INTUIT	35,745	33,710
502	MICROSOFT	12,544	13,032
1,638	ORACLE CORP	50,412	42,015
598	PAYCHEX INC	16,798	18,006
620	QLIK TECHNOLOGIES	20,512	15,004
806	QUALCOMM INC	38,801	44,088
687	RED HAT INC	28,634	28,366
147	SALESFORCE COM	21,091	14,915
463	VMWARE INC	39,035	38,517
908	FREEMONT-MCMORAN	40,188	33,405
1,000	NEWMONT MINING CO	60,421	60,010
1,318	THOMPSON CREEK METALS CO INC	11,492	9,173
671	A T & T INC	18,936	20,291
287	CENTURYLINK INC	10,450	10,676
207	DTE ENERGY CO	10,517	11,271
790	EXCELON CORP	34,569	34,262
576	PPL CORP	16,726	16,858
2,206	I SHARES S&P MIDCAP 400	200,524	193,268
		2,527,656	2,614,630

FORM 990-PF 2010

PART II, LINE 10c

SCHEDULE OF INVESTMENTS - CORPORATE BONDS

PAR VALUE	CORPORATE BONDS	12/31/11	12/31/11
		BOOK VALUE	MARKET VALUE
140,000	ANHEUSER BUSCH	140,251	164,671
75,000	BANK AMERICA CORP	74,863	69,278
50,000	BAXTER INTERNATIONAL	50,851	50,594
100,000	BEAR STEARNS COS	104,176	100,342
90,000	COOPER US INC	90,446	105,331
150,000	DOW CHEMICAL	153,860	155,778
100,000	GOLDMAN SACHS GROUP	100,560	102,211
914	ISHARES MATIONAL MUNI BOND FUND	90,138	98,941
2,356	I SHARES BARCLAYS INT CREDIT	248,417	252,516
26,945	LOOMIS SAYLES INST HIGH INCOME FUND	152,900	182,958
175,000	LOWES COMPANIES INC	176,006	196,137
50,000	MORGAN STANLEY	51,446	48,241
3,997	SPDR BARCLAYS HIGH YIELD	153,710	153,685
75,000	UNITED TECHNOLOGIES COROP	73,880	84,249
50,000	VODAFONE GROUP	50,389	55,815
		1,711,891	1,820,744

EDWARD BANGS KELLEY AND ELZA KELLEY FOUNDATION, INC

04-6039660

FORM 990-PF 2010

PART II, LINE 13

SCHEDULE OF INVESTMENTS - OTHER

SHARES	OTHER	12/31/11	12/31/11
		BOOK VALUE	MARKET VALUE
870	I SHARES S&P US PFD	31,120	30,989
1,838	SPDR SILVER TRUST	54,193	49,516
1,337	MARKET VECTORS GOLDMINERS	73,840	68,762
6,889	POWERSHARES LST PRV	63,013	55,043
		222,166	204,310

THE EDWARD BANGS AND ELZA KELLEY FOUNDATION, INC									
04-6039660									
FORM 990-PF - 2011									
PART IV, 1--3									
SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME									
SHORT TERM CAPITAL GAIN (LOSS)									
Description of Property Sold	Acquired	Sold	Acquired	Proceeds	Cost				SHORT TERM Gain/Loss
3779 SHARES OF I SHARES MSCI-TAIWAN	Bought	1/4/2011	1/15/2010	58,581.44	50,118.99				8,462.45
1570 SHARES OF I SHARES MSCI-TAIWAN	Bought	1/4/2011	4/30/2010	24,337.88	20,117.98				4,219.90
1088 SHARES OF I SHARES I SHARES-SOUTH KORE	Bought	1/4/2011	1/15/2010	67,085.05	53,909.09				13,175.96
302 SHARES OF I SHARES I SHARES-SOUTH KORE	Bought	1/4/2011	4/30/2010	18,621.04	15,797.38				2,823.66
355 SHARES OF VERIZON COMMUNICATIONS INC	Bought	1/20/2011	2/12/2010	12,277.51	9,683.40				2,594.11
1363 SHARES OF VERIZON COMMUNICATIONS INC	Bought	1/20/2011	9/16/2010	47,138.72	42,620.74				4,517.98
373 SHARES OF WAL-MART STORES INC	Bought	1/25/2011	9/16/2010	21,161.08	19,766.01				1,395.07
341 SHARES OF I B M CORP	Bought	1/25/2011	9/16/2010	54,614.71	44,265.52				10,349.19
517 SHARES OF ZIONS BANCORP	Bought	2/3/2011	4/15/2010	12,438.36	13,681.42				(1,243.06)
207 SHARES OF ZIONS BANCORP	Bought	2/3/2011	5/13/2010	4,980.16	5,999.50				(1,019.34)
334 SHARES OF ZIONS BANCORP	Bought	2/3/2011	6/2/2010	8,035.62	7,908.35				127.27
581 SHARES OF ZIONS BANCORP	Bought	2/3/2011	9/16/2010	13,978.12	12,117.92				1,860.20
234 SHARES OF HALLIBURTON CO	Bought	2/3/2011	2/12/2010	10,824.45	6,982.47				3,841.98
128 SHARES OF HALLIBURTON CO	Bought	2/3/2011	4/8/2010	5,828.55	3,960.50				1,868.05
311 SHARES OF FAMILY DOLLAR STORES	Bought	2/16/2011	9/16/2010	16,839.83	13,317.65				3,522.18
256 SHARES OF FAMILY DOLLAR STORES	Bought	2/16/2011	1/6/2011	13,861.72	11,437.90				2,423.82
1186 SHARES OF TALECRIS BIOTHERAPEU	Bought	2/17/2011	9/16/2010	29,482.81	27,463.37				2,019.44
307 SHARES OF CELGENE CORPORATION	Bought	3/3/2011	9/16/2010	16,573.60	16,765.03				(191.43)
1150 SHARES OF MICROSOFT	Bought	3/3/2011	10/25/2010	30,149.66	29,100.86				1,048.80
1113 SHARES OF MEDCO HEALTH SOL	Bought	3/29/2011	5/4/2010	6,231.75	6,716.24				(484.49)
194 SHARES OF MEDCO HEALTH SOL	Bought	3/29/2011	6/16/2010	10,698.76	11,940.08				(1,241.32)
222 SHARES OF BANK AMERICA CORP	Bought	4/15/2011	4/15/2010	2,875.35	4,337.41				(1,462.06)
502 SHARES OF SPDR SILVER TRUST	Bought	4/25/2011	9/16/2010	23,089.35	10,213.19				12,876.16
368 SHARES OF UNITED PARCEL SERVICE	Bought	4/25/2011	9/16/2010	26,905.83	24,464.53				2,441.30
197 SHARES OF UNITED PARCEL SERVICE	Bought	4/25/2011	12/1/2010	14,403.40	14,120.17				283.23
50 SHARES OF GOLDMAN SACHS GROUP	Bought	5/6/2011	5/11/2010	7,537.99	7,115.79				422.20
17 SHARES OF GOLDMAN SACHS GROUP	Bought	5/6/2011	9/16/2010	2,562.91	2,585.13				(22.22)
549 SHARES OF BANK AMERICA CORP	Bought	5/12/2011	5/12/2010	6,665.94	9,388.72				(2,722.78)
79 SHARES OF BANK AMERICA CORP	Bought	5/12/2011	9/16/2010	959.21	1,075.98				(116.77)
1084 SHARES OF BANK AMERICA CORP	Bought	5/12/2011	10/25/2010	13,161.89	12,146.43				1,015.46
247 SHARES OF AMERIPRISE FINANCIAL INC	Bought	5/17/2011	9/16/2010	15,108.72	11,708.17				3,400.55
194 SHARES OF SOUTHERN CO	Bought	5/17/2011	6/10/2010	7,867.91	6,373.21				1,494.70
509 SHARES OF SOUTHERN CO	Bought	5/17/2011	9/16/2010	20,643.12	18,855.71				1,787.41
151 SHARES OF CISCO SYSTEMS INC	Bought	5/19/2011	9/16/2010	2,520.46	3,284.04				(763.58)
613 SHARES OF CISCO SYSTEMS INC	Bought	5/19/2011	3/4/2011	10,232.06	11,272.95				(1,040.89)
28 SHARES OF JONES LANG LASALLE INC	Bought	6/17/2011	9/16/2010	2,510.19	2,266.85				243.34
74 SHARES OF SPDR GOLD TRUST GOLD SHARES	Bought	6/22/2011	9/16/2010	11,210.31	9,219.65				1,990.66

Description of Property Sold	Acquired	Sold	Acquired	Proceeds	Cost	SHORT TERM	
						Gain/Loss	
144 SHARES OF SPDR GOLD TRUST GOLD SHARES	Bought	6/22/2011	4/25/2011	21,814.66	21,195.11		619.55
133 SHARES OF JONES LANG LASALLE INC	Bought	6/23/2011	9/16/2010	12,099.91	10,767.53		1,332.38
193 SHARES OF JONES LANG LASALLE INC	Bought	6/23/2011	12/1/2010	17,558.52	15,436.78		2,121.74
1048 SHARES OF HEWLETT-PACKARD CO	Bought	6/24/2011	1/25/2011	36,552.59	49,308.71		(12,756.12)
22 SHARES OF ANALOG DEVICES	Bought	7/28/2011	9/16/2010	769.99	637.86		132.13
542 SHARES OF SPDR GOLD TRUST GOLD SHARES	Bought	8/3/2011	4/25/2011	87,616.95	79,776.06		7,840.89
603 SHARES OF I SHARES MSCI TURKEY ETF	Bought	8/10/2011	1/5/2011	26,131.46	41,615.20		(15,483.74)
748 SHARES OF I SHARES BARCLAYS INT CRDT	Bought	8/16/2011	10/8/2010	80,952.01	81,283.81		(331.80)
566 SHARES OF HEWLETT-PACKARD CO	Bought	8/18/2011	1/25/2011	17,006.22	26,630.47		(9,624.25)
472 SHARES OF HEWLETT-PACKARD CO	Bought	8/18/2011	2/23/2011	14,181.87	20,534.31		(6,352.44)
748 SHARES OF TEXTRON INC OK	Bought	9/16/2011	11/12/2010	14,091.74	16,002.41		(1,910.67)
133 SHARES OF DOLLAR TREE INC	Bought	9/20/2011	3/17/2011	10,185.22	7,115.94		3,069.28
125 SHARES OF COSTCO WHOLESALE CORP NEW	Bought	9/20/2011	1/25/2011	10,671.86	9,034.95		1,636.91
385 SHARES OF HOSPIRA INC	Bought	10/13/2011	2/22/2011	14,641.26	20,603.01		(5,961.75)
168 SHARES OF HOSPIRA INC	Bought	10/19/2011	2/22/2011	4,875.65	8,990.40		(4,114.75)
528 SHARES OF HOSPIRA INC	Bought	10/19/2011	5/11/2011	15,323.48	29,546.82		(14,223.34)
240 SHARES OF SPX CORPORATION	Bought	11/2/2011	5/5/2011	13,554.74	19,863.12		(6,308.38)
1239 SHARES OF TEXTRON INC OK	Bought	11/4/2011	11/12/2010	23,026.99	26,506.67		(3,479.68)
997 SHARES OF TEXTRON INC OK	Bought	11/4/2011	4/25/2011	18,529.39	25,517.41		(6,988.02)
1115 SHARES OF COMMUNITY HEALTH SYSTEMS	Bought	11/17/2011	6/21/2011	21,607.50	29,363.86		(7,756.36)
3102 SHARES OF WISDOMTREE INDIA	Bought	11/18/2011	1/5/2011	53,730.88	81,298.46		(27,567.58)
802 SHARES OF WISDOMTREE INDIA	Bought	11/18/2011	2/16/2011	13,891.74	18,505.99		(4,614.25)
189 SHARES OF BRISTOL MYERS SQUIBB CO.	Bought	11/29/2011	11/10/2011	5,940.15	5,904.17		35.98
113 SHARES OF AMERICAN EXPRESS CO	Bought	11/29/2011	10/5/2011	5,156.09	4,847.23		308.86
94 SHARES OF EXXON MOBIL CORP	Bought	11/29/2011	10/27/2011	7,251.02	7,682.71		(431.69)
290 SHARES OF INTEL CORP	Bought	11/29/2011	11/10/2011	6,867.26	6,966.47		(99.21)
102 SHARES OF FLUOR CORP-NEW	Bought	11/29/2011	11/4/2011	5,296.75	5,579.95		(283.20)
493 SHARES OF MERCK & CO INC NEW	Bought	11/29/2011	1/7/2011	17,022.96	18,365.39		(1,342.43)
84 SHARES OF E M C CORP	Bought	11/29/2011	12/1/2010	1,879.06	1,851.81		27.25
121 SHARES OF DOLLAR TREE INC	Bought	11/29/2011	3/17/2011	9,635.32	6,473.90		3,161.42
203 SHARES OF INTUIT	Bought	11/29/2011	5/19/2011	10,306.11	11,320.21		(1,014.10)
246 SHARES OF LEGG MASON INC	Bought	11/29/2011	4/14/2011	5,999.82	9,017.72		(3,017.90)
202 SHARES OF PLAINS EXPL'N & PROD	Bought	11/29/2011	3/9/2011	6,785.04	6,929.17		(144.13)
385 SHARES OF RED HAT INC	Bought	11/29/2011	7/7/2011	18,155.58	18,023.74		131.84
205 SHARES OF SPX CORPORATION	Bought	11/29/2011	5/5/2011	12,354.03	16,966.42		(4,612.39)
173 SHARES OF DIRECTV	Bought	11/29/2011	2/25/2011	7,957.85	7,962.91		(5.06)
91 SHARES OF COSTCO WHOLESALE CORP NEW	Bought	11/29/2011	1/25/2011	7,571.55	6,577.44		994.11
196 SHARES OF VMware Inc	Bought	11/29/2011	6/23/2011	18,054.54	18,757.94		(703.40)
253 SHARES OF ACE LTD	Bought	11/29/2011	5/12/2011	16,728.29	17,327.44		(599.15)
8 SHARES OF SALESFORCE.COM	Bought	11/29/2011	6/23/2011	888.94	1,147.83		(258.89)
56 SHARES OF QLIK TECHNOLOGIES	Bought	11/29/2011	6/23/2011	1,420.69	1,852.69		(432.00)
176 SHARES OF MARKET VECTORS GOLDMINERS	Bought	11/29/2011	6/22/2011	9,986.04	9,720.20		265.84
421 SHARES OF SPDR SILVER TRUST	Bought	11/29/2011	9/23/2011	13,092.98	13,309.58		(216.60)
14 SHARES OF GOOGLE INC	Bought	11/29/2011	3/4/2011	8,188.17	8,417.40		(229.23)
283 SHARES OF I SHARES BRAZIL	Bought	12/15/2011	2/16/2011	16,024.76	20,859.11		(4,834.35)
900 SHARES OF WEAHERFORD INTL LTD NEW	Bought	12/22/2011	6/17/2011	12,859.22	15,372.00		(2,512.78)
** TOTAL SHORT TERM CAPITAL GAIN (LOSS)				1,475,191.70	1,526,707.01		(46,634.33)

LONG TERM CAPITAL GAIN (LOSS)						
Description of Property Sold	Acquired	Sold	Acquired	Proceeds	Cost	Gain/Loss
130 SHARES OF FREEPORT-MCMORAN COPPER A	Bought	1/11/2011	12/9/2009	15,624.10	10,020.71	5,603.39
60 SHARES OF VERIZON COMMUNICATIONS INC	Bought	1/20/2011	3/12/2009	2,075.07	1,563.10	511.97
379 SHARES OF WAL-MART STORES INC	Bought	1/25/2011	10/31/2008	21,501.47	21,395.00	106.47
234 SHARES OF WAL-MART STORES INC	Bought	1/25/2011	3/11/2009	13,275.32	11,182.18	2,093.14
162 SHARES OF IBM CORP	Bought	1/25/2011	12/16/2008	25,945.99	13,988.69	11,957.30
48 SHARES OF IBM CORP	Bought	1/25/2011	5/13/2009	7,687.70	4,904.98	2,782.72
125000 UNITS OF CLOROX COMPANY 6 125% 02/01/	Bought	2/1/2011	8/3/2006	125,000.00	127,822.50	(2,822.50)
1600.891 SHARES OF LOOMIS SAYLES INST HIGH I	Bought	2/4/2011	5/29/2008	12,326.86	12,647.04	(320.18)
13308.755 SHARES OF LOOMIS SAYLES INST HIGH	Bought	2/4/2011	9/25/2008	102,477.41	95,024.51	7,452.90
2972.528 SHARES OF LOOMIS SAYLES INST HIGH I	Bought	2/4/2011	12/17/2008	22,888.47	14,357.31	8,531.16
378 SHARES OF HALLIBURTON CO	Bought	2/3/2011	1/15/2010	17,485.64	12,826.79	4,658.85
1136 SHARES OF GENERAL ELEC CO	Bought	2/11/2011	10/1/2009	24,175.55	18,270.62	5,904.93
1655 SHARES OF SPDR SILVER TRUST	Bought	2/16/2011	1/15/2010	49,589.29	29,980.82	19,608.47
192 SHARES OF FAMILY DOLLAR STORES	Bought	2/16/2011	2/27/2008	10,396.29	4,094.40	6,301.89
226 SHARES OF FAMILY DOLLAR STORES	Bought	2/16/2011	5/13/2009	12,237.31	6,931.42	5,305.89
224 SHARES OF FAMILY DOLLAR STORES	Bought	2/16/2011	7/17/2009	12,129.01	6,828.31	5,300.70
231 SHARES OF CELGENE CORPORATION	Bought	3/3/2011	12/4/2009	12,470.69	12,865.77	(395.08)
217 SHARES OF CELGENE CORPORATION	Bought	3/3/2011	1/15/2010	11,714.89	12,481.69	(766.80)
683 SHARES OF MICROSOFT	Bought	3/3/2011	12/16/2008	17,906.27	13,580.36	4,325.91
204 SHARES OF MICROSOFT	Bought	3/3/2011	6/22/2009	5,348.29	4,773.60	574.69
478 SHARES OF MICROSOFT	Bought	3/3/2011	1/15/2010	12,531.77	14,785.50	(2,253.73)
96 SHARES OF GOLDMAN SACHS GROUP	Bought	3/3/2011	4/13/2009	15,821.84	12,400.06	3,421.78
15 SHARES OF GOLDMAN SACHS GROUP	Bought	3/3/2011	5/13/2009	2,472.16	1,969.06	503.10
20 SHARES OF GOLDMAN SACHS GROUP	Bought	3/3/2011	6/30/2009	3,296.22	2,932.24	363.98
856 SHARES OF E M C CORP	Bought	3/4/2011	9/15/2009	23,254.42	14,426.77	8,827.65
196 SHARES OF QUALCOMM INC	Bought	3/10/2011	1/25/2007	10,632.31	7,546.00	3,086.31
16 SHARES OF QUALCOMM INC	Bought	3/10/2011	7/16/2007	867.94	723.04	144.90
103 SHARES OF QUALCOMM INC	Bought	3/10/2011	10/22/2007	5,587.39	4,160.14	1,427.25
51 SHARES OF QUALCOMM INC	Bought	3/10/2011	12/5/2007	2,766.56	2,062.95	703.61
53 SHARES OF QUALCOMM INC	Bought	3/10/2011	3/12/2008	2,875.07	2,125.83	749.24
36 SHARES OF QUALCOMM INC	Bought	3/10/2011	3/19/2009	1,952.87	1,360.64	592.23
206 SHARES OF MEDCO HEALTH SOL	Bought	3/29/2011	11/30/2009	11,470.84	13,134.35	(1,663.51)
86 SHARES OF MEDCO HEALTH SOL	Bought	3/29/2011	1/15/2010	4,742.75	5,666.45	(923.70)
22 SHARES OF BANK AMERICA CORP	Bought	4/15/2011	7/16/2007	284.95	1,092.08	(807.13)
222 SHARES OF BANK AMERICA CORP	Bought	4/15/2011	2/27/2008	2,875.35	9,523.80	(6,648.45)
23 SHARES OF BANK AMERICA CORP	Bought	4/15/2011	3/12/2008	297.90	868.02	(570.12)
496 SHARES OF BANK AMERICA CORP	Bought	4/15/2011	6/17/2008	6,424.21	14,646.39	(8,222.18)
1110 SHARES OF BANK AMERICA CORP	Bought	4/15/2011	9/19/2008	14,376.77	41,016.61	(26,639.84)
848 SHARES OF BANK AMERICA CORP	Bought	4/15/2011	5/13/2009	10,983.34	9,800.59	1,182.75
365 SHARES OF BANK AMERICA CORP	Bought	4/15/2011	8/13/2009	4,727.50	6,132.15	(1,404.65)
2285 SHARES OF SPDR SILVER TRUST	Bought	4/25/2011	1/15/2010	105,097.93	41,393.46	63,704.47
240 SHARES OF UNITED PARCEL SERVICE	Bought	4/25/2011	3/8/2010	17,547.29	14,359.56	3,187.73
385 SHARES OF AMERIPRISE FINANCIAL INC	Bought	4/28/2011	10/8/2009	23,816.37	14,230.33	9,586.04
50 SHARES OF GOLDMAN SACHS GROUP	Bought	5/6/2011	6/30/2009	7,537.98	7,330.60	207.38

LONG TERM CAPITAL GAIN (LOSS)						
Description of Property Sold	Acquired	Sold	Acquired	Proceeds	Cost	Gain/Loss
35 SHARES OF GOLDMAN SACHS GROUP	Bought	5/6/2011	10/23/2009	5,276.59	6,299.94	(1,023.35)
31 SHARES OF GOLDMAN SACHS GROUP	Bought	5/6/2011	11/17/2009	4,673.55	5,445.55	(772.00)
559 SHARES OF BANK AMERICA CORP	Bought	5/12/2011	4/15/2010	6,787.36	10,921.69	(4,134.33)
16 SHARES OF AMERIPRISE FINANCIAL INC	Bought	5/17/2011	10/8/2009	978.70	591.39	387.31
251 SHARES OF AMERIPRISE FINANCIAL INC	Bought	5/17/2011	2/12/2010	15,353.40	9,525.30	5,828.10
245 SHARES OF AMERIPRISE FINANCIAL INC	Bought	5/17/2011	5/12/2010	14,986.39	11,379.71	3,606.68
389 SHARES OF UNITEDHEALTH GROUP INC	Bought	5/17/2011	1/15/2010	19,494.01	13,105.52	6,388.49
43 SHARES OF UNITEDHEALTH GROUP INC.	Bought	5/17/2011	5/12/2010	2,154.86	1,298.78	856.08
582 SHARES OF SOUTHERN CO	Bought	5/17/2011	3/11/2009	23,603.72	15,907.75	7,695.97
13 SHARES OF CISCO SYSTEMS INC	Bought	5/19/2011	10/13/2005	216.99	226.09	(9.10)
586 SHARES OF CISCO SYSTEMS INC	Bought	5/19/2011	11/22/2005	9,781.38	10,238.06	(456.68)
157 SHARES OF CISCO SYSTEMS INC	Bought	5/19/2011	8/17/2007	2,620.61	4,716.28	(2,095.67)
114 SHARES OF CISCO SYSTEMS INC	Bought	5/19/2011	10/22/2007	1,902.87	3,556.87	(1,654.00)
119 SHARES OF CISCO SYSTEMS INC	Bought	5/19/2011	12/5/2007	1,986.32	3,287.97	(1,301.65)
458 SHARES OF CISCO SYSTEMS INC	Bought	5/19/2011	2/19/2008	7,644.83	10,679.96	(3,035.13)
56 SHARES OF CISCO SYSTEMS INC	Bought	5/19/2011	12/16/2008	934.74	973.28	(38.54)
194 SHARES OF CISCO SYSTEMS INC	Bought	5/19/2011	1/15/2010	3,238.20	4,750.87	(1,512.67)
382 SHARES OF CISCO SYSTEMS INC	Bought	5/19/2011	5/13/2010	6,376.26	9,845.82	(3,469.56)
970 SHARES OF I SHARES FTSE/XINHUA CHINA 25	Bought	5/25/2011	5/13/2009	42,001.65	32,827.71	9,173.94
598 SHARES OF I SHARES FTSE/XINHUA CHINA 25	Bought	5/25/2011	10/16/2009	25,893.80	25,912.90	(19.10)
178 SHARES OF JONES LANG LASALLE INC	Bought	6/17/2011	12/7/2009	15,957.65	9,697.85	6,259.80
542 SHARES OF SPDR GOLD TRUST GOLD SHARES	Bought	6/22/2011	8/8/2008	82,107.96	45,576.62	36,531.34
102 SHARES OF SPDR GOLD TRUST GOLD SHARES	Bought	6/22/2011	1/15/2010	15,452.06	11,315.08	4,136.98
72 SHARES OF APPLE	Bought	6/24/2011	3/19/2009	23,644.62	7,313.20	16,331.42
25 SHARES OF GOOGLE INC	Bought	6/24/2011	3/13/2009	11,887.46	8,104.36	3,783.10
17 SHARES OF GOOGLE INC	Bought	6/24/2011	5/13/2009	8,083.46	6,690.73	1,392.73
12 SHARES OF GOOGLE INC	Bought	6/24/2011	3/15/2010	5,705.98	6,712.22	(1,006.24)
2 SHARES OF GOOGLE INC	Bought	6/24/2011	6/4/2010	951.00	997.33	(46.33)
341 SHARES OF ABBOTT LABORATORIES INC	Bought	7/8/2011	8/5/2008	18,086.56	19,786.36	(1,699.80)
159 SHARES OF ABBOTT LABORATORIES INC	Bought	7/8/2011	4/20/2010	8,433.33	8,434.60	(1.27)
60 SHARES OF TIFFANY AND COMPANY	Bought	7/14/2011	2/19/2008	4,850.43	2,292.63	2,557.80
147 SHARES OF TIFFANY AND COMPANY	Bought	7/14/2011	5/13/2010	11,883.56	6,995.99	4,887.57
868 SHARES OF ANALOG DEVICES	Bought	7/28/2011	12/1/2009	30,379.59	26,377.57	4,002.02
2 SHARES OF ANALOG DEVICES	Bought	7/28/2011	1/15/2010	69.99	58.14	11.85
280 SHARES OF ANALOG DEVICES	Bought	7/28/2011	6/4/2010	9,799.87	8,138.62	1,661.25
16 SHARES OF DEERE & CO	Bought	8/9/2011	5/1/2009	1,108.17	680.70	427.47
174 SHARES OF DEERE & CO	Bought	8/9/2011	5/20/2009	12,051.32	7,796.84	4,254.48
477 SHARES OF I SHARES BRAZIL	Bought	8/10/2011	10/16/2009	27,345.46	35,970.57	(8,625.11)
138 SHARES OF NEWMONT MINING CO	Bought	8/16/2011	9/14/2009	8,164.24	6,267.22	1,897.02
139 SHARES OF CHEVRON CORP	Bought	8/19/2011	6/2/2008	13,136.69	13,785.25	(648.56)
50000 UNITS OF FEDERAL HOME LOAN BANK 2% OF	Bought	8/26/2011	11/30/2009	50,000.00	51,106.50	(1,106.50)
237 SHARES OF E M C CORP	Bought	8/25/2011	9/15/2009	5,014.47	3,994.33	1,020.14
410 SHARES OF E M C CORP	Bought	8/25/2011	11/19/2009	8,674.82	7,056.22	1,618.60
111 SHARES OF E M C CORP	Bought	8/25/2011	1/15/2010	2,348.55	1,998.00	

Description of Property Sold	Acquired	Sold	Acquired	Proceeds	Cost	Gain/Loss
248 SHARES OF J P MORGAN CHASE & CO	Bought	9/20/2011	3/7/2006	8,044.29	10,279.82	(2,235.53)
76 SHARES OF J P MORGAN CHASE & CO	Bought	9/20/2011	6/16/2006	2,465.19	3,056.72	(591.53)
23 SHARES OF J P MORGAN CHASE & CO	Bought	9/20/2011	7/16/2007	746.04	1,148.16	(402.12)
46 SHARES OF J P MORGAN CHASE & CO	Bought	9/20/2011	2/27/2008	1,492.09	2,012.77	(520.68)
608 SHARES OF ORACLE CORPORATION	Bought	10/5/2011	6/26/2008	17,785.11	13,339.09	4,446.02
140 SHARES OF ORACLE CORPORATION	Bought	10/5/2011	6/5/2009	4,095.26	2,922.05	1,173.21
70 SHARES OF DEERE & CO	Bought	10/12/2011	5/20/2009	5,033.30	3,136.66	1,896.64
89 SHARES OF DEERE & CO	Bought	10/12/2011	5/13/2010	6,399.47	5,397.67	1,001.80
236 SHARES OF DEERE & CO	Bought	10/12/2011	9/16/2010	16,969.40	16,502.47	466.93
36 SHARES OF APPLE	Bought	10/18/2011	3/19/2009	15,086.31	3,656.60	11,429.71
200 SHARES OF OCCIDENTAL PETROLEUM CORP	Bought	10/27/2011	1/15/2010	18,962.45	15,808.58	3,153.87
202 SHARES OF CHEVRON CORP	Bought	10/27/2011	6/2/2008	22,073.73	20,033.25	2,040.48
178 SHARES OF WEATHERFORD INTL LTD NEW	Bought	10/27/2011	5/20/2005	2,886.94	2,218.81	668.13
42 SHARES OF WEATHERFORD INTL LTD NEW	Bought	10/27/2011	10/18/2005	681.19	629.49	51.70
104 SHARES OF WEATHERFORD INTL LTD NEW	Bought	10/27/2011	7/16/2007	1,686.76	2,822.04	(1,135.28)
108 SHARES OF WEATHERFORD INTL LTD NEW	Bought	10/27/2011	10/22/2007	1,751.63	3,275.13	(1,523.50)
300 SHARES OF WEATHERFORD INTL LTD NEW	Bought	10/27/2011	8/20/2008	4,865.63	11,453.82	(6,588.19)
184 SHARES OF WEATHERFORD INTL LTD NEW	Bought	10/27/2011	9/22/2008	2,984.26	5,867.17	(2,882.91)
249 SHARES OF WEATHERFORD INTL LTD NEW	Bought	10/27/2011	12/1/2009	4,038.48	4,294.95	(256.47)
245 SHARES OF PRUDENTIAL FINANCIAL	Bought	11/4/2011	6/17/2009	12,750.82	8,711.25	4,039.57
12 SHARES OF APPLE	Bought	11/15/2011	3/19/2009	4,613.76	1,218.86	3,394.90
11 SHARES OF APPLE	Bought	11/15/2011	5/13/2009	4,229.28	1,361.57	2,867.71
7 SHARES OF APPLE	Bought	11/15/2011	1/15/2010	2,691.36	1,449.45	1,241.91
33 SHARES OF APPLE	Bought	11/15/2011	5/21/2010	12,687.85	7,930.32	4,757.53
25 SHARES OF SIMON PROPERTY GROUP INC NEW	Bought	11/29/2011	4/9/2009	2,967.94	983.00	1,984.94
172 SHARES OF E M C CORP	Bought	11/29/2011	5/13/2010	3,847.60	3,273.76	573.84
131 SHARES OF E M C CORP	Bought	11/29/2011	9/16/2010	2,930.44	2,689.29	241.15
112 SHARES OF COLGATE PALMOLIVE CO	Bought	11/29/2011	12/16/2008	10,036.12	6,960.16	3,075.96
191 SHARES OF COACH INC	Bought	11/29/2011	9/16/2010	11,506.86	7,858.37	3,648.49
20 SHARES OF CHEVRON CORP	Bought	11/29/2011	6/2/2008	1,950.76	1,983.49	(32.73)
75 SHARES OF CHEVRON CORP	Bought	11/29/2011	8/8/2008	7,315.36	6,245.65	1,069.71
38 SHARES OF CVS CORP	Bought	11/29/2011	6/5/2008	1,432.95	1,667.52	(234.57)
404 SHARES OF CVS CORP	Bought	11/29/2011	8/8/2008	15,234.55	15,586.40	(351.85)
117 SHARES OF CVS CORP	Bought	11/29/2011	9/22/2008	4,411.99	4,124.66	287.33
535 SHARES OF I SHARES S & P MIDCAP 400	Bought	11/29/2011	4/29/2010	44,982.63	44,842.20	140.43
400 SHARES OF I SHARES FTSE/XINHUA CHINA 25	Bought	11/29/2011	10/16/2009	13,719.73	17,333.04	(3,613.31)
252 SHARES OF I SHARES BRAZIL	Bought	11/29/2011	10/16/2009	14,099.78	19,003.32	(4,903.54)
223 SHARES OF GENERAL ELEC CO	Bought	11/29/2011	10/1/2009	3,313.72	3,586.58	(272.86)
466 SHARES OF GENERAL ELEC CO	Bought	11/29/2011	10/20/2009	6,924.62	7,269.60	(344.98)
65 SHARES OF FORD MOTOR CO	Bought	11/29/2011	1/15/2010	648.04	756.75	(108.71)
435 SHARES OF FORD MOTOR CO	Bought	11/29/2011	4/6/2010	4,336.86	5,555.86	(1,219.00)
24 SHARES OF FORD MOTOR CO	Bought	11/29/2011	5/14/2010	239.27	289.20	(49.93)
192 SHARES OF OMNICOM GROUP	Bought	11/29/2011	4/15/2009	7,962.08	5,207.84	2,754.24
141 SHARES OF OCCIDENTAL PETROLEUM CORP	Bought	11/29/2011	1/15/2010	13,010.69	11,145.05	1,865.64
280 SHARES OF NEWMONT MINING CO	Bought	11/29/2011	9/14/2009	18,358.57	12,716.09	5,642.48
26 SHARES OF NEWMONT MINING CO	Bought	11/29/2011	9/16/2010	1,704.72	1,645.89	58.83
291 SHARES OF PHILIP MORRIS INTL INC	Bought	11/29/2011	4/22/2010	21,740.19	14,819.52	6,920.67

LONG TERM CAPITAL GAIN (LOSS)						
Description of Property Sold	Acquired	Sold	Acquired	Proceeds	Cost	Gain/Loss
81 SHARES OF PROPERTY SOLD	Bought	11/29/2011	6/3/2008	5,154.74	5,462.00	(307.26)
81 SHARES OF PEPISCO INC	Bought	11/29/2011	10/31/2008	8,654.86	7,822.08	832.78
136 SHARES OF PEPISCO INC	Bought	11/29/2011	6/17/2009	3,144.04	2,382.26	761.78
67 SHARES OF PRUDENTIAL FINANCIAL	Bought	11/29/2011	11/17/2009	1,830.12	1,932.08	(101.96)
39 SHARES OF PRUDENTIAL FINANCIAL	Bought	11/29/2011	2/9/2010	4,177.27	1,849.85	2,327.42
9 SHARES OF PRICELINE.COM INC	Bought	11/29/2011	3/9/2009	10,832.05	7,672.53	3,159.52
203 SHARES OF QUALCOMM INC	Bought	11/29/2011	5/13/2009	160.08	121.50	38.58
3 SHARES OF QUALCOMM INC	Bought	11/29/2011	11/19/2009	1,707.51	1,445.24	262.27
32 SHARES OF QUALCOMM INC	Bought	11/29/2011	12/16/2008	7,900.54	8,709.42	(808.88)
205 SHARES OF TEVA PHARMACEUTICAL ADR	Bought	11/29/2011	12/9/2009	8,927.78	9,404.06	(476.28)
244 SHARES OF FREEPORT-MCMORAN COPPER ADR	Bought	11/29/2011	12/16/2008	14,690.41	19,016.64	(4,326.23)
343 SHARES OF EXELON CORP	Bought	11/29/2011	5/21/2010	15,717.36	10,093.14	5,624.22
42 SHARES OF APPLE	Bought	11/29/2011	9/16/2010	2,619.56	1,905.15	714.41
7 SHARES OF APACHE CORP	Bought	11/29/2011	12/16/2008	7,554.73	6,067.50	1,487.23
81 SHARES OF APACHE CORP	Bought	11/29/2011	4/20/2010	6,682.91	6,684.02	(1.11)
126 SHARES OF ABBOTT LABORATORIES INC	Bought	11/29/2011	9/16/2010	1,485.09	1,444.79	40.30
28 SHARES OF ABBOTT LABORATORIES INC	Bought	11/29/2011	6/29/2010	21,642.16	19,281.64	2,360.52
296 SHARES OF UNITED TECHNOLOGIES CORP	Bought	11/29/2011	5/13/2010	6,231.81	4,426.04	1,805.77
93 SHARES OF TIFFANY AND COMPANY	Bought	11/29/2011	11/30/2007	1,537.17	1,402.39	134.78
35 SHARES OF COVIDIEN PLC	Bought	11/29/2011	3/12/2008	1,229.74	1,193.64	36.10
28 SHARES OF COVIDIEN PLC	Bought	11/29/2011	3/11/2009	5,270.30	3,609.14	1,661.16
120 SHARES OF COVIDIEN PLC	Bought	11/29/2011	5/12/2010	6,838.97	4,500.44	2,338.53
149 SHARES OF UNITEDHEALTH GROUP INC.	Bought	11/29/2011	12/22/2009	5,211.86	6,090.76	(878.90)
676 SHARES OF POWERSHARES LST PRV	Bought	11/29/2011	6/5/2009	6,304.76	4,403.95	1,900.81
211 SHARES OF ORACLE CORPORATION	Bought	11/29/2011	9/16/2010	5,049.79	4,316.26	733.53
169 SHARES OF ORACLE CORPORATION	Bought	11/29/2011	2/27/2010	4,372.66	6,694.64	(2,321.98)
153 SHARES OF J P MORGAN CHASE & CO	Bought	11/29/2011	12/16/2008	571.59	605.75	(34.16)
20 SHARES OF J P MORGAN CHASE & CO	Bought	11/29/2011	6/4/2010	8,773.03	7,479.96	1,293.07
15 SHARES OF GOOGLE INC	Bought	11/29/2011	12/1/2009	2,795.40	3,398.02	(602.62)
197 SHARES OF WEATHERFORD INTL LTD NEW	Bought	11/29/2011	3/23/2010	4,029.91	4,505.09	(475.18)
284 SHARES OF WEATHERFORD INTL LTD NEW	Bought	12/15/2011	10/16/2009	15,288.64	20,360.70	(5,072.06)
270 SHARES OF I SHARES BRAZIL	Bought	12/15/2011	1/15/2010	11,664.67	15,133.75	(3,469.08)
208 SHARES OF I SHARES BRAZIL	Bought	12/15/2011	4/30/2010	16,307.89	21,062.31	(4,754.42)
288 SHARES OF I SHARES BRAZIL	Bought	12/15/2011	9/16/2010	25,028.08	31,992.84	(6,964.76)
442 SHARES OF I SHARES BRAZIL	Bought	12/15/2011	10/16/2009	23,869.54	30,332.82	(6,463.28)
700 SHARES OF I SHARES FTSE/XINHUA CHINA 25	Bought	12/15/2011	1/15/2010	920.68	1,121.70	(201.02)
27 SHARES OF I SHARES FTSE/XINHUA CHINA 25	Bought	12/15/2011	4/30/2010	36,179.41	43,646.46	(7,467.05)
1061 SHARES OF I SHARES FTSE/XINHUA CHINA 25	Bought	12/21/2011	12/16/2008	14,921.37	15,209.63	(288.26)
358 SHARES OF TEVA PHARMACEUTICAL ADR	Bought	12/21/2011	9/16/2010	18,255.75	23,457.92	(5,202.17)
438 SHARES OF TEVA PHARMACEUTICAL ADR	Bought	12/22/2011	3/23/2010	1,900.31	2,109.78	(209.47)
133 SHARES OF WEATHERFORD INTL LTD NEW	Bought	12/22/2011	9/16/2010	10,844.58	12,251.97	(1,407.39)
745 SHARES OF WEATHERFORD INTL LTD NEW	Bought	12/22/2011	10/29/2010	18,002.91	21,355.24	(3,352.33)
1260 SHARES OF WEATHERFORD INTL LTD NEW	Bought	12/22/2011	12/16/2008	7,434.30	6,142.40	1,291.90
82 SHARES OF APACHE CORP	Bought	12/22/2011	3/13/2009	6,709.00	4,505.78	2,203.22
74 SHARES OF APACHE CORP	Bought	12/22/2011	1/15/2010	2,991.85	3,550.74	(558.89)
33 SHARES OF APACHE CORP	Bought	12/22/2011		2,207,221.05	1,962,364.03	247,362.45
TOTAL LONG TERM CAPITAL GAIN (LOSS)				3,682,412.75	3,489,071.04	200,728.12
TOTAL CAPITAL GAIN (LOSS)						

EDWARD BANGS KELLEY AND ELZA KELLEY FOUNDATION, INC.
04-6039660

FORM 990-PF

PART VIII

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

(A)	<u>Name and Address</u>	(B)	<u>Title and Avg. Hours Per Week Devoted to Position</u>	(C)	<u>Contributions to Employee Benefit Plans</u>	(D)	<u>Expense Account, Other Allowances</u>	(E)	<u>Compensation (if any)</u>
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OFFICERS

Joel G. Crowell, Jr. President Cape Cod Cooperative Bank 25 Benjamin Franklin Way Hyannis, MA 02601	As Required	None	None	None	None
DeWitt Davenport Vice President 20 North Main Street South Yarmouth, MA 02664	As Required	None	None	None	None
E. Joel Peterson Treasurer 300 Mill Road Falmouth, MA 02540	As Required	None	None	None	None
Doreen Bilezikian Clerk 83 Oyster Way Osterville, MA 02655	As Required	None	None	None	None
Henry L. Murphy, Jr. Administrative Manager 243 South Street P.O. Box M Hyannis, MA 02601	As Required	None	None	None	\$20,400

BOARD OF DIRECTORS

Doreen Bilezikian 83 Oyster Way Osterville, MA 02655	As Required	None	None	None	None
Karen L. Bissonnette	As Required	None	None	None	None

(A)	<u>Name and Address</u>	(B)	Title and Avg. Hours Per Week Devoted to <u>Position</u>	(C)	Contributions to Employee <u>Benefit Plans</u>	(D)	Expense Account, Other <u>Allowances</u>	(E)	Compensation <u>(if any)</u>
	7 Coleridge Drive Falmouth, MA 02540								
	Joel G. Crowell Cape Cod Cooperative Bank 25 Benjamin Franklin Way Hyannis, MA 02601	As Required		None		None		None	
	DeWitt Davenport 20 North Main Street South Yarmouth, MA 02664	As Required		None		None		None	
	John Otis Drew P. O. Box 487 Hyannisport, MA 02647	As Required		None		None		None	
	Suzanne McAuliffe 71 Thacher Shore Road Yarmouthport, MA 02675	As Required		None		None		None	
	Peter Meyer 319 Main Street Hyannis, MA 02601	As Required		None		None		None	
	Henry L. Murphy, Jr. 243 South Street P.O. Box M Hyannis, MA 02601	As Required		None		None		None	
	M. Christopher Murphy DePaola, Begg & Associates 220 West Main Street Hyannis, MA 02601	As Required		None		None		None	
	Joshua A. Nickerson, Jr. P. O. Box 1418 South Dennis, MA 02660	As Required		None		None		None	
	Suzanne Fay Glynn Glynn Law Offices 49 Locust Street Falmouth, MA 02541	As Required		None		None		None	
	E. Joel Peterson 300 Mill Road Falmouth, MA 02540	As Required		None		None		None	
	David P. Sampson 791 Sandwich Road Bourne, MA 02532	As Required		None		None		None	

(A)	<u>Name and Address</u>	(B)	<u>Title and Avg. Hours Per Week Devoted to Position</u>	(C)	<u>Contributions to Employee Benefit Plans</u>	(D)	<u>Expense Account, Other Allowances</u>	(E)	<u>Compensation (if any)</u>
	Hamilton N. Shepley 216 Thornton Drive Hyannis, MA 02601	As Required		None		None		None	
	Robert A. Talerman 34 Wild Goose Way Centerville, MA 02632	As Required		None		None		None	
	Brian O'Malley, MD 30 Shank Painter Road Provincetown, MA 02657								
	David Penfield, MD One Sandbar Lane Orleans, MA 02653								
	Hon. Robert A. Welsh, Jr. (ret) 56 Packet Drive Dennis, MA 02638-2204								

HONORARY DIRECTORS

Milton L. Penn P.O. Box 162 Cummaquid, MA 02637	As Required		None		None		None
Mary Louise Montgomery Rowland Farm 114 Ramsay Hill Road Walpole, NH 03608	As Required		None		None		None

Kelley grants are highly diversified, often innovative, and reach into almost every aspect of life on the Cape. Along with substantial grants to support the Cape Cod Healthcare Foundation and Cape Cod Community College, grants have been made to a variety of other health, social and human service agencies and to cultural organizations.

The Foundation's grants are sometimes used as seed money by young organizations and serve to recommend them to other larger off-Cape funding sources. In this way, the dollars of these grants are leveraged and may produce substantial results for the recipients.

Contributing to the Kelley Foundation provides a unique opportunity to join this established organization with a long, substantial record of support to the Cape-wide community. The Foundation qualifies under the Internal Revenue Code as a private foundation and contributions and bequests are eligible for applicable federal income and estate tax charitable deductions. Gifts may be general or restricted, such as a memorial with a specific purpose. Lifetime gifts of cash or appreciated publicly traded securities are encouraged. Testamentary bequests may be any form of property.

Potential donors are invited to contact Henry L. Murphy, Jr., the Foundation Manager, or any member of the Foundation for further details. In the case of larger gifts, it is suggested that the donor's attorney or accountant consult with the Foundation in order that an appropriate form of gift may be chosen.

As the requests of the Foundation increase in size and number, the need for contributions increases and the opportunity to join in this work becomes increasingly attractive to those seeking an established and effective means of helping the people of Cape Cod.

Edward Bangs Kelley
and Eliza Kelley Foundation, Inc.
243 South Street, Lock Drawer M
Hyannis, MA 02601
508-775-3117
<http://www.kelleyfoundation.org>

2010 DIRECTORS AND OFFICERS

- * # • \$ HENRY L. MURPHY, JR., President
Centerville, Attorney.
- * † DOREEN BILEZIKIAN, Vice President
Osterville, President, Bilezikian Family Foundation
- * JOEL G. CROWELL, JR., Treasurer
East Dennis.
- * \$ E. JOEL PETERSON, Clerk
Falmouth, Trustee/Volunteer
- * † KAREN L. BISSONNETTE, Falmouth
Community Health Center of Cape Cod
- * DEWITT DAVENPORT, Yarmouth
The Davenport Companies
- * † \$ JOHN OTIS DREW, Centerville
Retired Chairman,
- * # MARGARET H. RUSSELL, Falmouth
CCBT Financial Companies, Inc.
The 300 Committee Land Trust
- * SUZANNE McAULIFFE, Yarmouthport
Selectman, Town of Yarmouth
- * # PETER MEYER, Osterville
Publisher, The Cape Cod Times
- * † M CHRISTOPHER MURPHY, Centerville
Accountant
- * JOSHUA A. NICKERSON, JR., Brewster
President, Mid-Cape Home Centers
- * THOMAS S. OLSEN, Osterville
Retired CEO, Plymouth Savings Bank
- * DAVID P. SAMPSON, Bourne
Retired School District Superintendent
- * † HAMILTON N. SHEPLEY, Hyannis
President, Shepley Wood Products, Inc.
- * † ROBERT A. TALERMAN, Centerville
Senior Vice President,
Cape Cod Five Cents Savings Bank
- * † ROBERT A. WELSH, JR., Dennis
Retired Justice Barnstable Second District Court

- * Member of Executive and Investment Committee
- * † Member of Review and Evaluation Committee
- * # Member of Public Relations Committee
- * Member of Scholarship Committee
- * \$ Member of Governance Committee

EDWARD BANGS KELLEY
AND
ELIZA KELLEY FOUNDATION, INC.

"A Chantable Foundation
to promote the health
and welfare of the
inhabitants of Barnstable County"



ANNUAL REPORT December 31, 2010

IMPROVING THE LIVES OF CAPE RESIDENTS

For more than half a century, the Edward Bangs Kelley and Elza Kelley Foundation has enriched the quality of life on Cape Cod, supporting nonprofit organizations that serve the health, social, educational, cultural and environmental needs of the people who live here

The Foundation's broad mission "to promote the health and welfare of the inhabitants of Barnstable County" and a Board of Directors that represents a cross-section of the community enable the Foundation to respond to changing needs. Recognizing that Cape residents would be severely impacted by the deep recession that started in 2008, the Kelley Foundation quickly adjusted its focus to devote a significant portion of its grants to the basic needs of food, shelter and medical assistance

That focus continued in 2010, broadened to help families by including extra-curricular programs for under-served children. Through this special grants program, \$87,500 was awarded to 21 organizations, ranging from food pantries and homeless prevention programs to after-school tutoring. A simplified application process ensured that all organizations supporting emergency needs had access to these funds

Through the Foundation's traditional grants program, 16 nonprofit groups received a total of \$152,152, with grants ranging from \$2,000 to encourage young writers to \$25,000 for the Cape Cod Hunger Network. Kelley has often provided seed money for new initiatives. In 2010, such seed money went to a \$33,333 commitment to be paid over three years to help defray the expenses of the merger of the Cape Cod Conservatory of Music and Arts and the Cape Cod Symphony Orchestra. Gains in the Foundation's corpus enabled the Board of Directors to increase its support to the Cape community in 2010 by \$17,657 over the previous year, for a total of \$239,652

The following projects received support from the Foundation.

- Alzheimer's Services of Cape Cod & The Islands, CARES program
- American Red Cross, Cape & Islands Chapter, disaster relief fund
- Big Brothers/Big Sisters of Cape Cod & Islands, operating support and new matches in high-need areas
- Boys and Girls Club of Cape Cod, health and fitness program with an educational component
- Cape Cod Community College Educational Foundation, renovation and expansion of archives dedicated to preserving Cape Cod's history
- Cape Cod Conservatory of Music and Arts, Cape Cod Symphony Orchestra, merger of the two organizations
- Cape Cod Foundation, collaborative to improve oral health in pre-school children
- Cape Cod Hunger Network, walk-in freezer and insulated bags for meal deliveries
- Cape Cod Writers' Center, workshops for middle and high school students
- Community Health Center of Cape Cod, increased access to dental services
- Duffy Health Center, capital campaign
- Falmouth Housing Corporation, homeless prevention
- Forsyth Dental Infirmary for Children, ForsythKids
- Helping Our Women, advocacy, financial support and counseling
- Planned Giving Council of Cape Cod, Philanthropy Day
- Provincetown Art Association and Museum, second year of three-year pilot program for children at risk

- More funds were awarded and more organizations served in the second year of the special grants program. The following groups received grants for food, shelter, medical assistance and programs for under-served children
- A Baby Center, Project of Cape Cod Council of Churches
 - Cape Cod Child Development Program
 - Cape Cod Foundation
 - Cape Cod Times Needy Fund
 - Christ the King Church,
 - St. Vincent De Paul Society
 - Community Action Committee of Cape Cod & Islands
 - First Lutheran Church of West Barnstable
 - Greater Boston Food Bank, for Barnstable County
 - Hands of Hope Outreach Center, Cape Cod Council of Churches
 - Housing Assistance Corporation
 - Housing for All Corporation, CHAMP Homes
 - KateLynn's Closet
 - Lower Cape Outreach Council
 - Mustard Seed Kitchen
 - Nam Vets Association of the Cape and Islands
 - Overnights of Hospitality Case Management Services, Cape Cod Council of Churches
 - Police Athletic League of Cape Cod
 - Provincetown AIDS Support Group
 - Soup Kitchen in Provincetown
 - St Francis Xavier Church,
 - St Vincent De Paul Society
 - Yarmouth Rotary Foundation
- METHOD OF APPLYING FOR GRANTS**
- Grant applicants should apply to Henry L. Murphy, Jr., President, Edward Bangs Kelley and Elza Kelley Foundation, Inc., 243 South Street, Lock Drawer M, Hyannis, MA 02601 for additional information and application forms. The Executive Committee meets once or twice each quarter to interview grant applicants. The Board of Directors meets quarterly to act on Executive Committee recommendations

IMPROVING THE LIVES OF CAPE RESIDENTS

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- Duffy Health Center, capital campaign
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- Greater Boston Food Bank,
- Barnstable County
- Hands of Hope Outreach Center,
- Cape Cod Council of Churches
- Housing Assistance Corporation
- Housing for All Corporation,
- CHAMP Homes
- KateLynn's Closet
- Lower Cape Outreach Council
- Mustard Seed Kitchen
- Nam Vets Association of the Cape and Islands
- Overnights of Hospitality Case Management Services, Cape Cod Council of Churches
- Police Athletic League of Cape Cod
- Provincetown AIDS Support Group
- Soup Kitchen in Provincetown
- St. Francis Xavier Church,
- St. Vincent De Paul Society
- Yarmouth Rotary Foundation

METHOD OF APPLYING FOR GRANTS

Grant applicants should apply to Henry L. Murphy, Jr., President, Edward Bangs Kelley and Elza Kelley Foundation, Inc., 243 South Street, Lock Drawer M, Hyannis, MA 02601 for additional information and application forms. The Executive Committee meets once or twice each quarter to interview grant applicants. The Board of Directors meets quarterly to act on Executive Committee recommendations.

The following projects received support from the Foundation

- Alzheimer's Services of Cape Cod & The Islands, CARES program
- American Red Cross, Cape & Islands Chapter, disaster relief fund
- Big Brothers/Big Sisters of Cape Cod & Islands, operating support and new matches in high-need areas
- Boys and Girls Club of Cape Cod, health and fitness program with an educational component
- Cape Cod Community College Educational Foundation, renovation and expansion of archives dedicated to preserving Cape Cod's history
- Cape Cod Conservatory of Music and Arts, Cape Cod Symphony Orchestra, merger of the two organizations
- Cape Cod Foundation, collaborative to improve oral health in pre-school children
- Cape Cod Hunger Network, walk-in freezer and insulated bags for meal deliveries
- Cape Cod Writers' Center, workshops for middle and high school students
- Community Health Center of Cape Cod, increased access to dental services
- Duffy Health Center, capital campaign
- Falmouth Housing Corporation, homeless prevention
- Forsyth Dental Infirmary for Children, ForsythKids
- Helping Our Women, advocacy, financial support and counseling
- Planned Giving Council of Cape Cod, Philanthropy Day
- Provincetown Art Association and Museum, second year of three-year pilot program for children at risk

HISTORY OF THE FOUNDATION

The Kelley Foundation was founded in 1954 as a result of conversations between Dr. Julius G. Kelley, superintendent of the former Barnstable County Hospital in Pocasset, and a successful retired businessman born on the Cape, Edward Bangs Kelley. The latter began his career starting a grocery business in Dennis and went on to become owner of the E. B. Kelley Construction and Equipment Company in New York. He traveled throughout the world, marrying a countess from Budapest, Eliza DeHorvath. The Kelleys made Manhattan their home but always kept a house in Dennisport.

Dr. Kelley and E. B. Kelley, as he was known, were distant relatives. Sometime after E. B. and Eliza Kelley retired on the Cape, Dr. Kelley proposed the idea of a foundation "to promote the health and welfare of the inhabitants of Barnstable County."

On December 10, 1954, E. B. and Eliza Kelley founded the Edward Bangs Kelley and Eliza Kelley Foundation, Inc. Upon E. B.'s death in 1955, the Foundation came to life with the receipt of \$25,000 and a few securities from his estate. The first grants were awarded in 1955, generally comprising of medical scholarships, funds for hospital equipment and support for health and welfare organizations.

Today the Foundation has assets of \$5.8 million. In the last 20 years, the organization has paid out more than \$3.5 million in grants and scholarships in health, education, social welfare, the environment and culture; all areas with urgent needs on the Cape.

PRESIDENTS

Julius G. Kelley, M.D.	1954-1971
Judge Henry L. Murphy	1972-1982
Frank L. Nickerson	1983-1992
Milton L. Penn	1993-1997
Henry L. Murphy, Jr.	1998-

METHOD OF APPLYING FOR GRANTS

Grant applicants should apply to: Henry L. Murphy, Jr., President, Edward Bangs Kelley and Eliza Kelley Foundation, Inc., 243 South Street, Lock Drawer M, Hyannis, MA 02601 for additional information and application forms. The Executive Committee meets once or twice each quarter to interview grant applicants. The Board of Directors meets quarterly to act on Executive Committee recommendations.

More funds were awarded and more organizations served in the second year of the special grants program. The following groups received grants for food, shelter, medical assistance and programs for under-served children:

- A Baby Center, Project of Cape Cod Council of Churches
- Cape Cod Child Development Program
- Cape Cod Foundation
- Cape Cod Times Needy Fund
- Christ the King Church, St. Vincent De Paul Society
- Community Action Committee of Cape Cod & Islands
- First Lutheran Church of West Barnstable
- Greater Boston Food Bank, for Barnstable County
- Hands of Hope Outreach Center, Cape Cod Council of Churches
- Housing Assistance Corporation, Housing for All Corporation, CHAMP Homes
- Katelynn's Closet
- Lower Cape Outreach Council
- Mustard Seed Kitchen
- Nam Vets Association of the Cape and Islands
- Overights of Hospitality Case Management Services, Cape Cod Council of Churches
- Police Athletic League of Cape Cod
- Provincetown AIDS Support Group
- Soup Kitchen in Provincetown
- St. Francis Xavier Church, St. Vincent De Paul Society
- Yarmouth Rotary Foundation

GRANT STATUS REPORT 2011

(Updated 12/20/11)

GRANTS PAID

Date Grant Reviewed	Date Grant Paid	Applicant	Amount Awarded	Type	Status
2/26/10	2/25/11	CAPE COD CONSERVATORY OF MUSIC AND ARTS, INC. CAPE COD SYMPHONY ORCHESTRA, INC. <i>"Merger of Cape Cod Conservatory of Music and Arts, Inc. and Cape Cod Symphony Orchestra, Inc."</i> under date of February 22, 2010 Jerome Karter, Executive Director, Cape Cod Symphony Kevin Howard, Executive Director, Cape Cod Conservatory \$11,111.11 Paid in 2010; \$11,111.11 Paid in 2011 \$11,111.11 to be paid 2012	\$11,111.11	C	Paid
2/25/11	3/29/11	HEARING LOSS ASSOCIATION OF AMERICA - CAPE COD CHAPTER <i>"CART Services for Chapter Meetings"</i> under date of November 4, 2010 Roberta McDonnell, President	\$500.00	HS	Paid
2/25/11	3/29/11	LOWER CAPE OUTREACH COUNCIL, INC. (for Chatham Community Garden Association) <i>"Chatham Community Garden"</i> under date of December 23, 2010 Heidi Quill, Co-Chair	\$1,000.00	HS	Paid
2/25/11	3/29/11	FINE ARTS WORK CENTER IN PROVINCETOWN, INC. <i>"Summer Workshop Program Scholarships for Barnstable County Public Schoolteachers"</i> under date of December 30, 2010 Margaret Murphy, Executive Director	\$2,500.00	HS	Paid
2/25/11	3/29/11	THE WELLFLEET HISTORICAL SOCIETY, INC. <i>"East Wing of the Wellfleet Historical Society"</i> under date of December 31, 2010 Maura Donahue, Board of Trustees Member	\$5,000.00	C	Paid
1/28/11	4/15/11	COMMUNITY VISIONS, INC. <i>"Flax Pond Renovation Project"</i> under date of December 3, 2010 Patricia Armstrong, CPRP, Staff Liaison	\$18,000.00	HS	Paid
4/29/11	5/23/11	BIG BROTHERS/BIG SISTERS OF CAPE COD & ISLANDS, INC. <i>"Operating Support"</i> \$15,000.00 and <i>"Barnstable Public Schools Partnership Support"</i> \$10,000.00	\$25,000.00	HS	Paid

Date Grant Reviewed	Date Grant Paid	Applicant	Amount Awarded	Type	Status
		dated January 26, 2011 Wendy Foster, President and CEO			
4/29/11	5/23/11	INTERFAITH COUNCIL FOR THE HOMELESS OF LOWER CAPE COD, INC. <i>"Family Housing Stabilization"</i> under date of December 8, 2010 Christine M. Austin, Executive Director	\$10,000.00	HS	Paid
4/29/11	5/23/11	CAPE COD JUSTICE FOR YOUTH COLLABORATIVE, INC. <i>"Capacity Building for Resource Development"</i> under date of February 14, 2011 Joseph J. Reardon, JD, President	\$5,584.00	HS	Paid
1/28/11	6/17/11	CAPE COD HEALTHCARE FOUNDATION, INC. <i>"The Renovation and Expansion of the Lyndon P. Lorusso Emergency Center at Cape Cod Hospital"</i> under date of December 2, 2010 Christopher J. O'Connor, CFRE, President Kathleen M. Bronner, Senior Development Officer \$25,000 paid in 2011; \$25,000 to be paid in 2012	\$25,000.00	H	Paid
6/17/11	7/13/11	THE SAMARITANS ON CAPE COD AND THE ISLANDS, INC. <i>"Samaritans Care Package Project"</i> under date of April 4, 2011 Maura Wilson, Executive Director	\$3,000.00	HS	Paid
8/26/11	9/16/11	THE THORNTON W. BURGESS SOCIETY, INC. <i>"Green Briar Improvement Project"</i> under date of March 1, 2011 Gene A. Schott, Executive Director	\$5,000.00	C	Paid
8/26/11	9/16/11	THE GREATER BOSTON FOOD BANK, INC. <i>"Supporting Food Distribution for Those in Need in Barnstable County"</i> under date of May 30, 2011 Catherine D'Amato, President/CEO	\$5,000.00	HS	Paid
8/26/11	9/16/11	FALMOUTH VOLUNTEERS IN PUBLIC SCHOOLS, INC. <i>"School-based Interventions for At-risk Students in Falmouth Public Schools"</i> under date of June 15, 2011 Tracey I. Crago, Director	\$5,000.00	Ed	Paid
8/26/11	9/16/11	FORSYTH DENTAL INFIRMARY FOR CHILDREN <i>"ForsythKids Cavity Prevention Program"</i> under date of June 29, 2011 Moira Cahan, Associate Director of Development, Corporations and Foundations	\$5,000.00	H	Paid

Date Grant Reviewed	Date Grant Paid	Applicant	Amount Awarded	Type	Status
9/16/11	9/16/11	FAMILY-CENTERED INSTITUTE, INC. "Data Analysis and Evaluation Findings Report Project" under date of July 5, 2011 Alice E. Smith, MSW, Ph.D.	\$3,740.00	HS	Paid
9/16/11	9/16/11	CHILD & FAMILY SERVICES, INC. "Cape Net" under date of July 5, 2011 Laura Pedulli, Associate Grant Writer	\$5,000.00	HS	Paid
9/16/11	9/16/11	CENTERVILLE PUBLIC LIBRARY ASSOCIATION, INC. "Centerville Public Library Expansion and Renovation Project" under date of July 22, 2011 Elizabeth Butler, Library Director	\$5,000.00	ED	Paid
9/16/11	9/16/11	CAPE COD FOUNDATION, INC. for ORAL HEALTH EXCELLENCE COLLABORATIVE (OHEC) "Wisdom Teeth"	\$4,610.00	H	Paid
		under date of August 14, 2011 BL Hathaway, Coordinator	\$3,500.00	E	Paid
9/16/11	9/16/11	CAPE COD MARITIME MUSEUM, INC. "Rotating Exhibits" under date of August 1, 2011 Janet C. Preston, Executive Director	\$5,000.00	C	Paid
11/2/11	11/2/11	COMMUNITY HEALTH CENTER OF CAPE COD, INC. "Building for the Future Expansion Project" under date of August 2, 2011 Karen Gardner, Chief Executive Officer	\$20,000.00	H	Paid
11/18/11	12/2/11	THE ARTS FOUNDATION OF CAPE COD "Wild Things! Interactive Arts for Barnstable County Youth" under date of August 15, 2011 Kevin M. Howard, Executive Director	\$5,000.00	C	Paid
11/18/11	12/2/11	THE FALMOUTH SERVICE CENTER, INC. "Production Kitchen Expansion" under date of September 3, 2011 Brenda Swain, Executive Director	\$20,000.00	HS	Paid
11/18/11	12/2/11	BOYS & GIRLS CLUB OF CAPE COD, INC. "A Drug & Alcohol and Gang Prevention Program aimed at children & pre-teens" under date of September 10, 2011 Ruth Provost, Chief Professional Officer	\$5,000.00	ED	Paid

Date Grant Reviewed	Date Grant Paid	Applicant	Amount Awarded	Type	Status
11/18/11	12/2/11	CAPE COD FOUNDATION, INC. "Nonprofit Support Workshop Program" under date of September 27, 2011 Elizabeth Gawron, President	\$3,500.00	E	Paid
12/9/11	12/20/11	THE ZEPHYR EDUCATION FOUNDATION "MARINE SCIENCE EDUCATION PROGRAM" UNDER DATE OF OCTOBER 10, 2011 ROBERT M. REYNOLDS, DIRECTOR	\$6,400.00	E	Paid
12/9/11	12/20/11	HARWICH JUNIOR THEATRE "Replacing the awning for the deck that surrounds the Theatre" under date of October 31, 2011 Nina Schuessler, Producing Artistic Dir.	\$6,500.00	E	Paid
12/9/11	12/20/11	THE CAPE COD WRITERS CENTER "Tomorrow's Writers Today" under date of November 15, 2011 Nancy Rubin Stuart, Executive Director	\$2,500.00	E	Paid
12/9/11	12/20/11	HOUSING ASSISTANCE CORPORATION ON CAPE COD "NOAH Shelter, No Other Available Housing" under date of November 16, 2011 Frederic B. Presbrey, Executive Director	\$10,000.00	HS	Paid
12/9/11	12/20/11	PROVINCETOWN CENTER FOR COASTAL STUDIES "Cape Cod Bay Watershed Experience School Program: Why Cape Cod Bay is Important and How to Protect It" under date of November 25, 2011 Kathy Shorr, Development Specialist	\$4,000.00	E	Paid

TOTAL	\$232,945.11
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GRANTS APPROVED BUT NOT PAID

Date Grant Reviewed	Applicant	Amount Awarded	Type	Status
		\$0.00		To be paid
TOTAL		\$0.00		

GRANTS DENIED

Date Grant Reviewed	Applicant	Amount Requested	Type	Status
3/8/11	AFRICAN AND AMERICAN FRIENDSHIPS, INC. "Summer Youth Leadership Institute" under date of February 9, 2011 Alusaine K. Deen, Executive Director	\$25,000.00	HS	Denied by Administrative Manager (program for youth in Boston)
4/29/11	LATHAM CENTERS, INC. "Greenhouse Renovations for Vocational Training" under date of February 14, 2011 Anne McManus, Executive Director	\$11,000.00	HS	Denied by Board of Directors
4/29/11	ROBERT F. KENNEDY CHILDREN'S ACTION CORPS, INC. "Youth in Progress {YIP}" under date of February 10, 2011 Barbara T. Harrell, Director of Corporate & Foundation Relations	\$15,000.00	HS	Denied by Board of Directors
5/25/11	CAPE COD & ISLANDS FARM BUREAU, INC. "Second-Wave Harvest" under date of May 18, 2011 William Plettner, Vice President	\$5,000.00	HS	Denied by Administrative Manager - not Section 501(c)(3)
6/17/11	COMMUNITY CONNECTIONS, INCORPORATED "Online Case Management" under date of April 13, 2011 Donna Sabecky, President and CEO	\$10,000.00	HS	Denied by Executive Committee
8/26/11	HELPING OUR WOMEN, INC. "Financial Assistance Program" under date of June 28, 2011 Irene Rabinowitz, Executive Director	\$7,500.00	HS	Denied by Executive Committee
8/26/11	ALZHEIMER'S SERVICES OF CAPE COD & THE ISLANDS, INC. "Enhanced Community Respite Program - Respite Grants and Care Corps (ECRP)" under date of June 28, 2011 Patricia Collins, Esquire, Client Services	\$4,000.00 to \$8,000.00	HS	Denied by Executive Committee
9/16/11	AMERICAN RED CROSS, CAPE COD AND ISLANDS CHAPTER "Local Community Disaster Relief Fund" under date of June 15, 2011 Glen Beasley, Executive Director	\$2,500.00	HS	Denied by Executive Committee
9/16/11	GLORIAE DEI ARTES FOUNDATION, INC. "Elements' Educational Youth Development Program" under date of July 26, 2011 Sarah R. Kanaga, Director	\$5,000.00	C	Denied by Executive Committee
9/16/11	CHATHAM MUSIC CLUB, INC. "Performance of Mozart Requiem" under date of August 10, 2011	\$3,000.00	C	Denied by Executive Committee

Date Grant Reviewed	Applicant	Amount Requested	Type	Status
	Martha Clark, Director			
11/18/11	CAPE COD VOLUNTEERS, INC. "Sustainability" under date of June 27, 2011 Lisa McNeil, President and Brooks Thayer, Board of Director	\$25,000.00	HS	Denied by Executive Committee
11/18/11	THE FALMOUTH HISTORICAL SOCIETY "Hallett Barn Education Center" under date of September 7, 2011 Raymond Benson, Executive Director	\$25,000.00	ED	Denied by Executive Committee
11/18/11	FIRST LUTHERAN CHURCH OF WEST BARNSTABLE "Certified Temporary Overnight Shelter" under date of September 14, 2011 Jonathan Ahnquist, Pastor	\$5,000.00	HS	Denied by Executive Committee
11/18/11	MASSACHUSETTS FOUNDATION FOR HUMANITIES AND PUBLIC POLICY "Family Adventures in Reading (FAIR)", Centerville under date of September 28, 2011 John Sieracki, Dir. Of Development & Communications	\$4,640.00	E	Denied by Executive Committee
12/9/11	HERITAGE PLANTATION OF SANDWICH, INC. for Heritage Museums & Gardens "Hidden Hollow Outreach Initiative" under date of August 31, 2011 Arlene G. Hoxie, Asst. Director of Development	\$10,000.00	S	Denied by Executive Committee
12/9/11	CAPE COD MODERN HOUSE TRUST "Midcentury Architecture and Community on the Outer Cape" under date of October 27, 2011 Victoria Kennedy, Grant Writer	\$5,000.00	E	Denied by Executive Committee
	TOTAL	\$162,640.00		

**GRANT APPLICATIONS FOR REVIEW AT
THIS BOARD OF DIRECTOR'S MEETING**

	Applicant	Amount Requested	Type	Status
				To be reviewed by Board of Directors
TOTAL				

**GRANT APPLICATIONS FOR REVIEW AT
NEXT EXECUTIVE COMMITTEE MEETING**

Applicant	Amount Requested	Type	Status
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TOTAL	\$000.00		
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GRANT APPLICATIONS TABLED FOR REVIEW

Applicant	Amount Requested	Type	Status
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TOTAL	\$0.00		
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SUMMARY

COMPLETED GRANT APPLICATIONS ON FILE FOR REVIEW IN 2011:	NUMBER	DOLLAR AMOUNT
Cultural	0	\$0.00
Educational	0	\$0.00
Environmental	0	\$0.00
Health	0	\$0.00
Human Services	<u>0</u>	<u>\$0.00</u>
TOTAL	0	\$000.00
 GRANTS PAID IN 2011:		
Cultural	5	\$31,111.11
Educational	8	\$37,900.00
Environmental	0	\$0.00
Health	4	\$54,610.00
Human Services	13	\$109,324.00
Food, Shelter	0	\$0.00
Memberships	<u>0</u>	<u>\$0.00</u>

	TOTAL	30	\$232,945.11
GRANTS APPROVED TO BE PAID in 2011:			
Cultural		0	\$0.00
Educational		0	\$0.00
Environmental		0	\$0.00
Health		0	\$0.00
Human Services		<u>0</u>	<u>\$0.00</u>
	TOTAL	0	\$0.00
GRANTS APPROVED - PENDING APPROVAL FROM BOARD OF DIRECTORS			
Cultural		0	\$0.00
Educational		0	\$0.00
Environmental		0	\$0.00
Health		0	\$0.00
Human Services		<u>0</u>	<u>\$0.00</u>
	TOTAL	0	\$0,000.00
GRANTS DENIED BY ADMINISTRATIVE MANAGER:		2	\$30,000.00
GRANTS DENIED AFTER REVIEW BY EXECUTIVE COMMITTEE:		8	\$162,640.00
GRANTS DENIED AFTER REVIEW BY BOARD OF DIRECTORS:		2	\$26,000.00

KEY:
C - Cultural
ED - Educational
EN - Environmental
H - Health
HS - Human Services

EDWARD BANGS KELLEY AND ELZA KELLEY FOUNDATION, INC.

APPLICATION FOR A GRANT

APPLICANT _____

PROJECT TITLE _____

AMOUNT REQUESTED _____ DATE _____

SUBMITTED BY _____

NAME _____

TITLE _____ TELEPHONE NO. _____

ADDRESS _____

1. Full name of organization.
2. (a) Statement of what organization is chartered to do, with reference to authorizing agency and date of authorization. **INCLUDE PHOTOCOPY OF ARTICLES OF ORGANIZATION.**

(b) Photocopy of TAX EXEMPTION STATUS LETTER, and a complete copy of the Internal Revenue Service DETERMINATION LETTER regarding your private foundation status. The Foundation does not grant financial assistance to other private foundations.

(c) Copy of its most recent Form 990 as filed with the IRS, or, if none, a copy of its filing with the Commonwealth of Massachusetts Attorney General's Office.
3. Names and addresses of all Officers, Trustees or Directors of the organization.
4. Project to be funded:
 - (a) Object of project
 - (b) Description of project
 - (c) Need for project
 - (d) Location
 - (e) How the project will accomplish its objectives and meet the need for it
 - (f) Duration of project - beginning and ending dates
 - (g) Budget for project:

- List all position titles, such as Directors, Consultants, etc.
 - Give annual salaries. Percent applicable to project.
 - Materials, services, supplies (telephone, etc.), all equipment.
 - (List travel and other items.
 - Total budget (\$).
5. Three bank and/or other references.
 6. Copies of the two (2) most recent annual financial statements and details of total current income (including sources and expenses for the latest year).
 7. Indicate the amount of support for the proposed project from other sources, and whether a request has been submitted to any other agency or organization.
 8. How will the awarding of this grant request serve the purposes of the Foundation in enhancing the health and welfare of the inhabitants of Barnstable County.
 9. Have you applied for funding from the Kelley Foundation within the last three years? If so, please give a brief summary of the project and results.

The tax exemption status of this organization has not been altered or revoked, nor is such alternation or revocation contemplated to the best of my knowledge and belief. At the end of the period for which funds are requested, this organization agrees to file a report to include the following:

- Certified detailed report of expenditures from grant
- Detailed statement of accomplishments in relation to the purposes set forth in Paragraph 4(a)

The Foundation reserves the right to publicize information concerning any grant which may be awarded and to submit copies of this application to other foundations which may be considering the possibility of awarding funds to the applicant.

SIGNED UNDER PAINS AND PENALTIES OF PERJURY.

Chief Executive Officer/Applicant

THIS GRANT APPLICATION SHOULD BE COMPLETED AND MAILED TO:

Henry L. Murphy, Jr., Administrative Manager
EDWARD BANGS KELLEY AND ELZA KELLEY FOUNDATION, INC.
243 South Street, Lock Drawer M
Hyannis, MA 02601

EDWARD BANGS KELLEY AND ELZA KELLEY FOUNDATION, INC.

04-6039660

MASSACHUSETTS FORM PC - 2011

Line 17 - Supporting Schedule

List of Names, titles and addresses of Officers, Directors, Trustees, and the principal salaried executives of the organization

Names and Addresses

OFFICERS

Joel G. Crowell, Jr

President

Cape Cod Cooperative Bank

25 Benjamin Franklin Way

Hyannis, MA 02601

DeWitt Davenport

Vice President

20 North Main Street

South Yarmouth, MA 02664

E. Joel Peterson

Treasurer

300 Mill Road

Falmouth, MA 02540

Doreen Bilezikian

Clerk

83 Oyster Way

Osterville, MA 02655

Henry L. Murphy, Jr

Administrative Manager

243 South Street

P.O. Box M

Hyannis, MA 02601

Receives \$20,400 a year as Administrative Manager, furnishing

offices, utilities and telephone services to the Foundation

BOARD OF DIRECTORS

Doreen Bilezikian

83 Oyster Way

Osterville, MA 02655

Names and Addresses

Karen L. Bissonnette
7 Coleridge Drive
Falmouth, MA 02540

Joel G. Crowell
Cape Cod Cooperative Bank
25 Benjamin Franklin Way
Hyannis, MA 02601

DeWitt Davenport
20 North Main Street
South Yarmouth, MA 02664

John Otis Drew
P O Box 487
Hyannisport, MA 02647

Suzanne Fay Glynn
Glynn Law Offices
49 Locust Street
Falmouth, MA 02541

Suzanne McAuliffe
71 Thacher Shore Road
Yarmouthport, MA 02675

Peter Meyer
319 Main Street
Hyannis, MA 02601

Henry L. Murphy, Jr
243 South Street
P O Box M
Hyannis, MA 02601

M. Christopher Murphy
DePaola, Begg & Associates
220 West Main Street
Hyannis, MA 02601

Joshua A. Nickerson, Jr
P O Box 1418

Names and Addresses

South Dennis, MA 02660

Brian O'Malley, MD

30 Shank Painter Road

Provincetown, MA 02657

David Penfield, MD

One Sandbar Lane

Orleans, MA 02653

E Joel Peterson

300 Mill Road

Falmouth, MA 02540

David P Sampson

791 Sandwich Road

Bourne, MA 02532

Hamilton N Shepley

216 Thornton Drive

Hyannis, MA 02601

Robert A Talerma

34 Wild Goose Way

Centerville, MA 02632

Hon Robert A Welsh, Jr (ret)

56 Packet Drive

Dennis, MA 02638-2204

HONORARY DIRECTORS

Milton L Penn

P O Box 162

Cummaquid, MA 02637

Mary Louise Montgomery

Rowland Farm

114 Ramsay Hill Road

Walpole, NH 03608

Line 18 - Supporting Schedule

Authorized to sign checks

E. Joel Peterson, Treasurer
300 Mill Road
Falmouth, MA 02540

Joel G. Crowell, Jr., President
Cape Cod Cooperative Bank
25 Benjamin Franklin Way
Hyannis, MA 02601

Responsible for custody of funds, distribution of funds, fundraising and custody of financial records