201212

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: EDWARD BANGS KELLEY AND ELZA KELLEY FND, 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: [X] 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) ▶ $ 5,802,871.

J Accounting method: [ ] Cash [X] 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)	11,903.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	176,193.	172,356.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	361,583.			
	b Gross sales price for all assets on line 6a 4,784,814.				
	7 Capital gain net income (from Part IV, line 2)		361,583.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total Add lines 1 through 11	549,679.	533,939.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	20,400.	NONE		20,400.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	5,870.	NONE	NONE	5,870.
	c Other professional fees (attach schedule) STMT 3	23,087.	23,087.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	3,102.	115.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	913.	NONE	NONE	913
	22 Printing and publications	107.	NONE	NONE	107
	23 Other expenses (attach schedule) STMT 5	50.	50.		
	24 Total operating and administrative expenses Add lines 13 through 23	53,529.	23,252.	NONE	27,290.
	25 Contributions, gifts, grants paid	343,000.			343,000.
	26 Total expenses and disbursements Add lines 24 and 25	396,529.	23,252.	NONE	370,290
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	153,150.			
	b Net investment income (if negative, enter -0-)		510,687.		
	c Adjusted net income (if negative, enter -0-)				

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JSA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2012)

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

		Beginning of year	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	546,772.	-2,063.	-2,063.
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 ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)	183,299.	333,299.	335,325.
b	Investments - corporate stock (attach schedule)	2,527,656.	3,528,094.	3,970,553.
c	Investments - corporate bonds (attach schedule)	1,711,891.	1,431,670.	1,364,296.
11	Investments land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)	222,166	124,205	134,760.
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)	5,191,784.	5,415,205	5,802,871.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable	36,111.	125,000.	
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)	36,111.	125,000.	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 ▶ X			
27	Capital stock, trust principal, or current funds	5,155,673.	5,290,205.	
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)	5,155,673.	5,290,205.	
31	Total liabilities and net assets/fund balances (see instructions)	5,191,784.	5,415,205.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,155,673.
2	Enter amount from Part I, line 27a	2	153,150.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,308,823.
5	Decreases not included in line 2 (itemize) ▶ ENTRY TO REFLECT BOOK VALUE ADJUSTMENT	5	18,618.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,290,205.

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	PUBLICLY TRADED SECURITIES			
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	4,784,814.		4,423,231.	361,583.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				361,583.
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	361,583.
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	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	236,270.	5,657,243	0.041764
2010	345,167.	5,360,569.	0.064390
2009	251,632.	4,902,287	0.051330
2008	263,974	5,472,647.	0.048235
2007	269,396.	5,994,921	0.044937

2	Total of line 1, column (d)	2	0.250656
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 050131
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,893,442.
5	Multiply line 4 by line 3	5	245,313.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,107.
7	Add lines 5 and 6	7	250,420.
8	Enter qualifying distributions from Part XII, line 4	8	370,290

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

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 ▶ [X] and enter 1% of Part I, line 27b	1	5,107.
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	5,107.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-	5	5,107.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c NONE		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	NONE
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	114.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	5,221.
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 2013 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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* STMT 6	10	X	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ kellyfoundation.org

14 The books are in care of ▶ SEE STATEMENT 7 Telephone no ▶

Located at ▶ ZIP+4 ▶

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

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
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 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

		Yes	No
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)?	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions)

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HENRY L. MURPHY, JR. 243 SOUTH STREET, PO BOX M, HYANNIS, MA 02601	ADMINISTRATIVE M	20,400	-0-	-0-

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NOT APPLICABLE		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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

FORM 990-PF

PART VIII 1

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

(A) Name and Address	(B) Title and Avg. Hours Per Week Devoted to Position	(C) Contributions to Employee Benefit Plans	(D) Expense Account, Other Allowances	(E) Compensation (if any)
OFFICERS				
Joel G Crowell, Jr. President Cape Cod Cooperative Bank 25 Benjamin Franklin Way Hyannis, MA 02601	As Required	None	None	None
DeWitt Davenport Vice President & Administrative Manager 20 North Main Street South Yarmouth, MA 02664	As Required	None	None	None
E. Joel Peterson Treasurer 300 Mill Road Falmouth, MA 02540	As Required	None	None	None
Doreen Bilezikian Clerk 83 Oyster Way Osterville, MA 02655	As Required	None	None	None
Henry L Murphy, Jr. 243 South Street P O Box M Hyannis, MA 02601	As Required	None	None	$20,400
BOARD OF DIRECTORS				
Doreen Bilezikian 83 Oyster Way Osterville, MA 02655	As Required	None	None	None
Karen L Bissonnette	As Required	None	None	None

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

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
NOT APPLICABLE		NONE
Total number of others receiving over $50,000 for professional services . . . ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 CAPE COD HEALTHCARE FOUNDATION FALMOUTH PREVENTION FOUNDATION	25,000.
2 GOSNOLD, INC YOUNG ADULT OPIATE RECOVERY PROGRAM	25,000.
3 COMMUNITY HEALTH CENTER OF CAPE COD FALMOUTH PREVENTION	25,000.
4 HOPEHEALTH, INC. MCCARTHY CARE CENTER EXPANSION	20,000.

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 NONE	
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	4,967,961
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,967,961.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,967,961
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	74,519.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,893,442.
6	**Minimum investment return.** Enter 5% of line 5	6	244,672.

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	244,672.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a 5,107.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	5,107.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	239,565
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	239,565.
6	Deduction from distributable amount (see instructions)	6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	239,565.

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	370,290.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	370,290.
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	5,107
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	365,183.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					239,565.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				NONE	
b Total for prior years 20____, 20____, 20____			NONE		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	NONE				
b From 2008	NONE				
c From 2009	NONE				
d From 2010	NONE				
e From 2011	53,805				
f Total of lines 3a through e		53,805.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 370,290.					
a Applied to 2011, but not more than line 2a				NONE	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2012 distributable amount					239,565.
e Remaining amount distributed out of corpus		130,725.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		184,530.			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		184,530.			
10 Analysis of line 9.					
a Excess from 2008	NONE				
b Excess from 2009	NONE				
c Excess from 2010	NONE				
d Excess from 2011	53,805.				
e Excess from 2012	130,725.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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 or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 8

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

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

EDWARD BANGS KELLEY AND ELZA KELLEY FOUNDATION, INC.
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PART XV - SUPPLEMENTARY INFORMATION

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

No recipient or individual named below has any relationship to the Foundation Manager or Substantial Contributor

GRANTS

a. Paid During the Year

RECIPIENT	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
CAPE COD CONSERVATORY OF MUSIC AND ARTS, INC AND CAPE COD SYMPHONY ORCHESTRA, INC	Paid In Full	Merger of Cape Cod Conservatory of Music and Arts, Inc and Cape Cod Symphony Orchestra, Inc	$11,111 00
CAPE COD HEALTHCARE FOUNDATION, INC.	Paid In Full	The renovation and expansion of the Lyndon P Lorusso Emergency Center at Cape Cod Hospital	$25,000 00
SPAULDING REHABILITATION HOSPITAL CAPE COD	Paid In Full	Expended services for children with autism spectrum disorders	$2,500 00
HARWICH ECUMENICAL COUNCIL FOR THE HOMELESS	Paid in Full	The Bridge to Daycare	$5 000 00
NAM VETS ASSOCIATION OF THE CAPE & ISLANDS	Paid in Full	Food Pantry	$2,500 00
CAPE COD CHILD DEVELOPMENT	Paid in Full	Curriculum and Program Support for Head Start	$2,500 00
THE GREATER BOSTON FOOD BANK	Paid in Full	Supporting Food Distribution for Those in Need in Barnstable County	$5,000 00
HOMELESS NOT HELPLESS, INC	Paid in Full	New Roof for the Baxter Road, Hyannis home for homeless men	$5,000 00
CAPE COD COMMUNITY COLLEGE EDUCATIONAL FOUNDATION, INC	Paid in Full	The 4C's Campaign for the Dental Hygiene Program	$15,000 00
BIG BROTHERS/BIG SISTERS OF CAPE COD & ISLANDS, INC.	Paid in Full	Operating Support	$15,000 00
THE FORSYTH INSTITUTE	Paid in Full	ForsythKids Cavity Prevention Program	$5,000 00
SEASHORE POINT – DEACONESS, INC	Paid in Full	Seashore Point Wellness Center Activity/Transportation	$5,000.00
WE CAN CORPORATION	Paid in Full	Second Decade Campaign	$5,000 00

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RECIPIENT	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
BOYS & GIRLS CLUB OF CAPE COD, INC	Paid in Full	A Life Skills Program	$10,000 00
LOWER CAPE OUTREACH COUNCIL	Paid in Full	Food for Lower Cape Vulnerable Populations	$10,000 00
SPAULDING REHABILITATION HOSPITAL CAPE COD	Paid in Full	Expended Services for children with autism spectrum disorders	$2,500 00
WILD CARE	Paid in Full	Intern/Extern and Volunteer Programs	$2,500 00
HOPEHEALTH, INC	Paid in Full	McCarthy Care Center Expansion	$20,000 00
CAPE COD TIMES NEEDY FUND, INC.	Paid in Full	Supplemental Groceries for Food Security	$5,000.00
CALMER CHOICE	Paid in Full	Calmer Choice Program in the Quashnet School	$5,000.00
AIDS SUPPORT GROUP OF CAPE COD	Paid in Full	Food and Nutrition Program	$5,000.00
ORAL HEALTH EXCELLENCE COLLABORATIVE	Paid in Full	Low Income Housing Health Screening Initiative	$3 000 00
GOSNOLD, INC.	Paid in Full	Gosnold Young Adult Opiate Recovery Program	$25,000 00
CAPE COD HEALTHCARE FOUNDATION, INC	Paid in Full	Expansion and Renovation of Lorusso Emergency Center	$25,000 00
COMMUNITY HEALTH CENTER OF CAPE COD ON BEHALF OF FALMOUTH PREVENTION PARTNERSHIP	Paid in Full	Falmouth Prevention Partnership: Working to make a difference	$25,000 00
HARBOR HEALTH SERVICES, INC	Paid in Full	Harbor Health Services Patient Portal Project	$10,000 00
CAPE COD FOUNDATION, INC	Paid in Full	Philanthropy day	$2,500 00
		TOTAL 2012 GRANTS PAID	$128,611 11

› Grants Approved for future payment. These grants will be paid out of the income received during the year the grant is paid.

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RECIPIENT	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Gosnold, Inc	$25,000 00 to be paid in 2013	Gosnold Young Adult Opiate Recovery Program	$25,000 00
Cape Cod Healthcare Foundation, Inc.	$25,000 00 to be paid in 2013	The Renovation and Expansion of the Lyndon P. Lorusso Emergency Center at Cape Cod Hospital	$25,000 00
Community Health Center of Cape Cod on Behalf of Falmouth Prevention Partnership	$25,000.00 to be paid in 2013	Falmouth Prevention Partnership Working to make a difference	$25,000 00
		TOTAL GRANTS APPROVED FOR FUTURE PAYMENT	

SCHOLARSHIPS

a Paid During the Year

RECIPIENT Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
None			$0 00
		TOTAL 2012 SCHOLARSHIPS	$0 00

b Approved for future payment

RECIPIENT Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
None			$0 00
		TOTAL SCHOLARSHIPS TO BE PAID IN 2012	$0.00

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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					
4 Dividends and interest from securities			14	176,193.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	361,583.	
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)				537,776.	

13 Total Add line 12, columns (b), (d), and (e) . . . . . 13 537,776.

(See worksheet in line 13 instructions to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 05/09/2013 Title: [signature]

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GORDON POWERS	[signature]	05/09/2013		P00260194
Firm's name ▶ THOMSON REUTERS (TAX & ACCOUNTING)			Firm's EIN ▶ 75-1297386	
Firm's address ▶ 22 THOMSON PLACE, MS 36T1 BOSTON, MA 02210			Phone no 617-856-2811	

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

2012

Name of the organization: EDWARD BANGS KELLEY AND ELZA KELLEY FND, 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 foundation

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

General Rule

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

Special Rules

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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).

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Name of organization: EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC.

Employer identification number: 04-6039660

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
1	DOREEN BILEZIKIAN 83 OYSTER WAY OSTERVILLE, MA 02655	$ 10,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC.

Employer identification number: 04-6039660

Note. *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example, 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	81,346.
2	*Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824*	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	81,346.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					1,156

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	279,040.
7	*Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824*	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	41.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss)** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	280,237.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2012**

Part III Summary of Parts I and II
Caution: *Read the instructions before completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13			81,346.
14	Net long-term gain or (loss)				
a	Total for year	14a			280,237.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			41.
c	28% rate gain	14c			
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15			361,583.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:
a The loss on line 15, column (3) or b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero

Caution· *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the smaller of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box ☐ No. Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30 go to line 31 ☐ No. Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC.

Employer identification number: 04-6039660

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 671 A T & T INC	11/29/2011	04/11/2012	20,425.00	18,936.00	1,489 00
601. A T & T INC	01/11/2012	04/11/2012	18,294.00	17,974.00	320.00
742. AMERISOURCEBERGEN COR	12/09/2011	04/11/2012	28,693.00	27,170.00	1,523.00
138. APACHE CORP	08/19/2011	04/11/2012	12,859.00	13,565.00	-706.00
389. BIOGEN IDEC INC	04/11/2012	08/01/2012	56,418.00	49,200.00	7,218.00
166. BRISTOL MYERS SQUIBB	01/06/2012	04/11/2012	5,412 00	5,702.00	-290.00
841. BRISTOL MYERS SQUIBB	01/26/2012	04/11/2012	27,419 00	26,458.00	961.00
1989 CBL & ASSOCIATES PRO	01/11/2012	04/11/2012	36,021.00	28,945.00	7,076.00
559. CENTURYLINK INC	01/11/2012	04/11/2012	21,337.00	20,478.00	859.00
968. CINCINNATI FINANCIAL	01/11/2012	04/11/2012	32,257.00	28,606.00	3,651.00
875. CINEMARK HOLDINGS	01/11/2012	04/11/2012	18,940.00	16,374.00	2,566.00
394. DTE ENERGY CO.	01/11/2012	04/11/2012	21,272.00	20,542.00	730.00
311. DARDEN RESTAURANTS IN	04/11/2012	11/15/2012	15,619.00	15,570.00	49.00
731. DEERE & CO	04/11/2012	10/02/2012	60,041.00	56,733.00	3,308.00
242. DIRECTV	07/01/2011	04/11/2012	11,851.00	12,438.00	-587 00
391. DOW CHEMICAL CO	04/11/2012	08/16/2012	11,651.00	12,442.00	-791.00
374. DUPONT DE NEMOURS & C	04/11/2012	06/14/2012	18,404.00	19,278.00	-874.00
827. EMERSON ELEC CO	04/11/2012	06/04/2012	37,138.00	41,162.00	-4,024.00
781. EXELON CORP	09/13/2012	11/15/2012	22,766.00	29,440 00	-6,674.00
423. EXXON MOBIL CORP	10/27/2011	04/11/2012	34,959.00	34,572.00	387.00
549. FIDELITY NATIONAL FIN	11/29/2011	04/11/2012	9,690.00	8,400.00	1,290.00
324. FIRST ENERGY CORP	04/11/2012	10/15/2012	14,412.00	14,614.00	-202.00
623. FLUOR CORP-NEW	11/04/2011	04/11/2012	36,016.00	34,081.00	1,935.00
783. GALLAGHER, ARTHUR J &	01/11/2012	04/11/2012	27,212.00	24,517.00	2,695.00

1b *Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b* . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

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SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC

Employer identification number: 04-6039660

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 863. GENERAL ELEC CO	01/11/2012	04/11/2012	16,432.00	16,222 00	210.00
1068 GENERAL ELEC CO	09/01/2011	04/11/2012	20,335.00	17,386.00	2,949 00
94. GRAINGER W.W.	01/31/2012	04/11/2012	19,845.00	18,049.00	1,796.00
350. HEINZ H J CO.	04/11/2012	07/13/2012	19,343.00	18,536.00	807.00
398. INTEL CORP	11/10/2011	04/11/2012	11,085.00	9,561.00	1,524.00
1889. INTEL CORP	12/15/2011	07/09/2012	49,137.00	45,246.00	3,891.00
355. INTEGRYS ENERGY GROUP	04/11/2012	12/17/2012	18,950.00	18,200.00	750.00
294. I B M CORP	01/04/2012	04/11/2012	59,618 00	54,549.00	5,069 00
641. INTUIT	05/19/2011	04/11/2012	38,132 00	35,745 00	2,387.00
85. I SHARES I BOXX INVEST CORPORA	07/18/2012	12/27/2012	10,315 00	10,238 00	77.00
436. I SHARES S & P MIDCAP	01/13/2012	02/03/2012	42,247.00	39,392.00	2,855.00
1349. I SHARES S & P MIDCA	06/22/2011	02/03/2012	130,715.00	130,512.00	203.00
1024. I SHARES S & P MIDCA	01/13/2012	11/14/2012	97,988.00	92,517.00	5,471.00
96. I SHARES BARCLAYS INT	12/27/2011	07/18/2012	10,579.00	10,257.00	322.00
745. I SHARES BARCLAYS INT	12/27/2011	11/01/2012	83,193.00	79,601 00	3,592.00
182. I SHARES S & P U S PF	11/29/2011	04/11/2012	6,994.00	6,510.00	484.00
276. KIMBERLY CLARK CORP	01/11/2012	04/11/2012	20,375.00	20,045.00	330.00
299. KIMBERLY CLARK CORP	11/29/2011	04/11/2012	22,073 00	20,836 00	1,237 00
.334 KRAFT FOOD GROUP INC	04/11/2012	10/11/2012	15.00	13.00	2 00
140. KRAFT FOOD GROUP INC	04/11/2012	10/15/2012	6,642.00	5,436.00	1,206 00
491. KRAFT FOOD GROUP INC	04/11/2012	12/03/2012	22,425.00	19,064 00	3,361.00
1494. LEGGETT & PLATT	01/11/2012	04/11/2012	32,767.00	32,778.00	-11.00
350. LEGG MASON INC	04/14/2011	01/26/2012	9,647.00	12,830.00	-3,183.00
1636. LEGG MASON INC	09/21/2011	04/11/2012	41,635.00	53,883.00	-12,248.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC.

Employer identification number: 04-6039660

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 8334.943 LOOMIS SAYLES IN INCOME FUND	08/16/2011	01/10/2012	57,594.00	63,012 00	-5,418 00
598. MATTEL INC	11/29/2011	04/11/2012	20,080.00	16,905.00	3,175.00
700. MCDONALD'S CORP	04/11/2012	05/02/2012	68,074.00	69,028.00	-954.00
281. MCDONALD'S CORP	04/11/2012	08/16/2012	24,689.00	27,710.00	-3,021.00
186. MERCK & CO INC. NEW	11/29/2011	04/11/2012	7,164.00	6,437.00	727.00
936. MICROSOFT	01/11/2012	04/11/2012	28,351.00	24,715.00	3,636.00
420. MONDELEZ INTERNATIONA	04/11/2012	10/15/2012	11,489.00	10,055.00	1,434.00
1474. MONDELEZ INTERNATION	04/11/2012	12/03/2012	37,760.00	35,290 00	2,470.00
525. NIKE INC. CL B	04/11/2012	10/02/2012	49,846.00	56,574.00	-6,728.00
1132. PPL CORP	01/11/2012	04/11/2012	30,688.00	32,644.00	-1,956 00
805. PARKER HANNIFIN	04/11/2012	12/03/2012	64,851.00	65,803.00	-952.00
1118. PAYCHEX INC	01/11/2012	04/11/2012	34,540 00	32,968.00	1,572.00
603. PEOPLES UNITED FINANC	01/11/2012	04/11/2012	7,531.00	8,101.00	-570.00
203. PHILIP MORRIS INTL IN	08/19/2011	04/11/2012	17,795.00	14,090.00	3,705.00
.5 PHILLIPS 66	04/11/2012	05/08/2012	15.00	17.00	-2.00
405. PHILLIPS 66	04/11/2012	06/04/2012	11,925.00	13,787.00	-1,862 00
348. PROCTER & GAMBLE CO	04/11/2012	07/13/2012	22,790.00	23,230 00	-440.00
620. QLIK TECHNOLOGIES	06/23/2011	01/05/2012	14,153 00	20,512.00	-6,359.00
502 QUALCOMM INC	09/22/2011	04/11/2012	33,410 00	25,652.00	7,758.00
687. RED HAT INC	09/01/2011	04/11/2012	40,706.00	28,634.00	12,072.00
1111 REYNOLDS AMERICAN IN	01/11/2012	04/11/2012	46,250.00	45,357.00	893.00
1390. SPDR S&P 500 ETF TRU	02/03/2012	04/11/2012	190,711.00	186,794.00	3,917.00
461. SPX CORPORATION	07/14/2011	01/24/2012	31,272.00	37,853 00	-6,581.00
147. SALESFORCE.COM	06/23/2011	01/04/2012	14,314.00	21,091.00	-6,777.00

1b Total Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC.

Employer identification number: 04-6039660

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 14. SIMON PROPERTY GROUP I	11/28/2012	11/29/2012	2,119.00	2,106.00	13 00
228. SPECTRA ENERGY CORP	11/29/2011	05/10/2012	6,854 00	6,582.00	272 00
697. SUNTRUST BANKS	02/02/2012	04/11/2012	16,209.00	18,611.00	-2,402.00
1230. TJX COMPANIES INC	01/20/2012	07/09/2012	54,862 00	40,765.00	14,097.00
317. THERMO FISHER SCIENTI	10/13/2011	04/11/2012	16,883.00	17,016.00	-133.00
249. UNION PACIFIC CORP	01/24/2012	04/11/2012	26,383.00	27,729.00	-1,346.00
144. UNITED TECHNOLOGIES C	08/09/2011	04/11/2012	11,438.00	10,074.00	1,364.00
~~158. VISA, INC~~	04/11/2012	12/03/2012	23,516.00	18,673.00	4,843.00
131. VMWARE, INC.	08/25/2011	01/05/2012	10,700.00	12,252.00	-1,552.00
332. VMWARE, INC.	08/25/2011	04/11/2012	35,627.00	26,784.00	8,843.00
598. WAL-MART STORES INC	02/07/2012	04/11/2012	35,730.00	36,968.00	-1,238.00
275. WAL-MART STORES INC	04/11/2012	05/10/2012	16,299.00	16,451.00	-152.00
905. WASTE MANAGEMENT INC	01/11/2012	04/11/2012	31,566.00	28,755.00	2,811 00
980. THE WILLIAMS COS.	04/11/2012	05/10/2012	31,913.00	30,468.00	1,445.00
487. SEADRILL	01/11/2012	04/11/2012	17,619.00	16,434.00	1,185.00
837. SEAGATE TECH PUBLIC L	06/14/2012	09/13/2012	24,992.00	19,999.00	4,993.00
657. ACE LTD	07/01/2011	04/11/2012	47,122.00	43,548.00	3,574.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 81,346.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC.

Employer identification number
04-6039660

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 409. ABBOTT LABORATORIES I	09/16/2010	04/11/2012	24,530.00	21,104 00	3,426.00
235. APACHE CORP	09/16/2010	04/11/2012	21,898.00	21,843.00	55.00
9. APPLE	09/16/2010	02/09/2012	4,455.00	2,449.00	2,006.00
80. APPLE	09/16/2010	07/09/2012	49,022.00	21,773.00	27,249.00
50000 BAXTER INTERNATIONA 03/15/201	09/06/2011	10/26/2012	50,125.00	50,851.00	-726.00
100000. BEAR STEARNS COS J 02/01/2012	06/03/2009	02/01/2012	100,000.00	104,176.00	-4,176.00
18. CVS CORP.	09/22/2008	01/19/2012	774 00	635.00	139.00
1291. CVS CORP.	09/16/2010	04/11/2012	56,795.00	39,331.00	17,464.00
681. CHEVRON CORP	09/16/2010	04/11/2012	69,115.00	51,885.00	17,230.00
27. CHEVRON CORP	11/29/2011	12/17/2012	2,932.00	2,637.00	295.00
560. COACH, INC.	09/16/2010	04/11/2012	41,309.00	23,040.00	18,269.00
480. COLGATE PALMOLIVE CO	11/04/2010	04/11/2012	46,596.00	33,812.00	12,784.00
397. COSTCO WHOLESALE CORP	01/25/2011	02/07/2012	33,575.00	28,695.00	4,880.00
472. DIRECTV	02/25/2011	04/11/2012	23,114.00	21,725.00	1,389 00
423. DOLLAR TREE INC	03/17/2011	04/11/2012	39,869.00	22,632.00	17,237.00
150000. DOW CHEMICAL CO 6%	10/23/2006	03/23/2012	153,765 00	153,860.00	-95 00
790 EXELON CORP	09/16/2010	04/11/2012	30,170 00	34,569.00	-4,399.00
805. FORD MOTOR CO	02/23/2011	04/11/2012	9,599.00	11,770.00	-2,171.00
3001. FORD MOTOR CO	09/16/2010	04/11/2012	35,786.00	37,279.00	-1,493.00
406 FREEPORT-MCMORAN COPP INC.	02/22/2011	04/11/2012	14,529.00	20,781.00	-6,252.00
502. FREEPORT-MCMORAN COPP INC.	09/16/2010	04/11/2012	17,964.00	19,407.00	-1,443.00
2826. GENERAL ELEC CO	09/16/2010	04/11/2012	53,807.00	46,957.00	6,850.00
182. HALLIBURTON CO	04/08/2010	04/11/2012	5,861.00	5,721.00	140.00
857. I SHARES S & P MIDCAP	09/16/2010	02/03/2012	83,041.00	70,012.00	13,029.00
90 I SHARES NATIONAL MUNI	02/04/2011	12/27/2012	9,960.00	8,876.00	1,084.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC.

Employer identification number

04-6039660

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 798 I SHARES BARCLAYS INT	12/16/2010	01/27/2012	86,207.00	83,651.00	2,556.00
717. I SHARES BARCLAYS INT	12/16/2010	07/18/2012	79,012.00	74,908.00	4,104.00
1305 J P MORGAN CHASE & C	09/16/2010	04/11/2012	57,096.00	51,081.00	6,015.00
18610.288 LOOMIS SAYLES I INCOME FUND	12/17/2008	01/10/2012	128,597.00	89,888.00	38,709.00
50000. LOWES COMPANIES INC 10/15/2015	05/07/2008	12/05/2012	56,000 00	50,288 00	5,712.00
246. MERCK & CO INC. NEW	01/07/2011	04/11/2012	9,474.00	9,164.00	310.00
1335 METLIFE INC.	09/16/2010	04/11/2012	47,174.00	47,598.00	-424.00
434. NEWMONT MINING CO	02/22/2011	04/11/2012	20,983.00	25,139.00	-4,156.00
566. NEWMONT MINING CO	11/04/2010	04/11/2012	27,365.00	35,282.00	-7,917.00
875. OMNICOM GROUP	09/16/2010	04/11/2012	42,128.00	31,270.00	10,858.00
258. ORACLE CORPORATION	09/16/2010	04/11/2012	7,265.00	6,589.00	676 00
777. PEPSICO INC	11/04/2010	04/11/2012	50,613.00	49,696.00	917.00
705. PHILIP MORRIS INTL IN	09/16/2010	04/11/2012	61,802.00	37,184.00	24,618 00
655. PLAINS EXPL'N & PROD	03/09/2011	04/11/2012	26,858.00	22,468.00	4,390.00
6889. POWERSHARES LISTED P EQUITY	09/16/2010	01/10/2012	56,104.00	63,013.00	-6,909.00
76. PRICELINE.COM INC	09/16/2010	04/11/2012	55,015.00	17,757.00	37,258 00
47. PRUDENTIAL FINANCIAL	03/04/2011	04/11/2012	2,842 00	2,971 00	-129.00
648. PRUDENTIAL FINANCIAL	09/16/2010	04/11/2012	39,188 00	35,629 00	3,559 00
182. QUALCOMM INC	09/16/2010	01/31/2012	10,701.00	8,027 00	2,674.00
122. QUALCOMM INC	09/16/2010	04/11/2012	8,119.00	5,122 00	2,997 00
1907. SUNTRUST BANKS	02/03/2011	04/11/2012	44,347.00	60,099.00	-15,752.00
828. THERMO FISHER SCIENTI	03/29/2011	04/11/2012	44,098.00	45,180.00	-1,082.00
384. TIFFANY AND COMPANY	09/16/2010	01/20/2012	23,774.00	16,949.00	6,825.00
255. UNITED TECHNOLOGIES C	09/16/2010	02/09/2012	21,346.00	17,132.00	4,214.00
642. UNITED TECHNOLOGIES C	09/16/2010	04/11/2012	50,996.00	43,912.00	7,084 00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC.

Employer identification number

04-6039660

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 604. UNITEDHEALTH GROUP, I	09/16/2010	04/11/2012	35,042.00	20,234.00	14,808.00
442. COVIDIEN PLC	06/11/2010	02/08/2012	23,164.00	14,724.00	8,440.00
463. COVIDIEN PLC	09/16/2010	04/11/2012	24,293.00	18,379.00	5,914.00

6b **Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . 279,040.00

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

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

	17.00	
AGRIA CORPORATION	60.00	
HCP, INC.	13.00	
I SHARES I BOXX INVESTMENT GRADE CORPORA	10.00	
SPDR BARCLAYS HIGH YIELD	1,056.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		1,156 00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		1,156.00

STATEMENT 1

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME		57,853.	57,853.
DIVIDEND INCOME		118,340.	114,503.
	TOTAL	176,193.	172,356.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		5,870.			5,870.
	TOTALS	5,870.	NONE	NONE	5,870.

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FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TRUST SERVICES	23,087.	23,087.
TOTALS	23,087.	23,087.

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FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
2011 990PF BALANCE DUE	2,987.	
FOREIGN TAX PAID	115.	115.
TOTALS	3,102.	115.

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

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK SERVICE CHARGES	50.	50.
TOTALS	50.	50.

043.001

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS

DOREEN BILEZIKIAN
83 OYSTER WAY
OSTERVILLE, MA 02655

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

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

NAME: EASTERN BANK
C/O LORI EVANS
ADDRESS. 77 ACCORD PARK DRIVE
NORWELL, MA 02061

TELEPHONE NUMBER: (508)923-2805

STATEMENT 7

FORM 990PF, PART XV - LINES 2a - 2d
==================================

RECIPIENT NAME:
DEWITT DAVENPORT, VP AND AMINISTRATIVE MANAGER
ADDRESS:
20 NORTH MAIN STREET
SOUTH YARMOUTH, MA 02664
FORM, INFORMATION AND MATERIALS:
PLEASE SEE ATTACHED SAMPLES
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
PLEASE SEE ATTACHED BROCHURE

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:

DeWitt P. Davenport, Administrative Manager
EDWARD BANGS KELLEY AND ELZA KELLEY FOUNDATION, INC
20 North Main Street
South Yarmouth, MA 02664

Investment Review

Account Name KELLEY FOUND(DP)

Account Number 2456168
Assets Held As Of DEC 31 2012
Valued As Of DEC 31 2012

Important Information

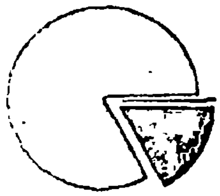
GAINS TAXED TO	EXEMPT	INCOME TAXED TO	EXEMPT
TRUST TAX YEAR END		TRUST TAX FILING STATUS	FOUNDATION 990PF
LONG TERM CARRYOVER LOSS		SHORT TERM CARRYOVER LOSS	
OFFICER	LORI EVANS	INVESTMENT OBJECTIVE	AGGRESSIVE
REVOCABILITY		INVESTMENT AUTHORITY	SOLE
FINAL TERMINATION DATE		DATE OF DEATH	
TRUSTEE RESTRICTIONS		TRUST SITUS	MASSACHUSETTS

REMARKS

RECOMMENDED CHANGES SECURITY	PRICE	VALUE	COST	INCOME	EST INCOME CHANGE EST GAIN/LOSS RATIONALE FOR RECOMMENDATION

SUMMARY OF INVESTMENTS

Investment Allocation



0 7%	CASH ITEMS	5 409 96
82 4%	EQUITIES	685 407 77
16 9%	FIXED INCOME SECURITIES	140 807 11
100 0%	Total	831 624 84

Account Name KELLEY FOUND(OP)

Account Number 2456168
Assets Held As Of DEC 31 2012
Valued As Of DEC 31 2012

SUMMARY OF INVESTMENTS

Investment Summary

	Market Value	%	Estimated Income	Current Yield
CASH ITEMS				
PRINCIPAL CASH				
MONEY MARKET FUNDS	5,409 96	0 65	1	0 02
TOTAL CASH ITEMS	5 409 96	0 65	1	0 02
FIXED INCOME SECURITIES				
MUTUAL FUND - CORPORATE BONDS MUTUAL FUNDS	81,297 87	9 78	5 488	6 75
MUTUAL FUND PREFERRED INCOME MUTUAL FUNDS	59,509 24	7 16	3,579	6 01
TOTAL FIXED INCOME SECURITIES	140 807 11	16 93	9 067	6 44
EQUITIES				
COMMON STOCKS				
GAS and ELEC UTILITIES	26 819 87	3 22	1 235	4 60
RESTAURANT CHAIN	20 143 50	2 42	520	2 58
CONSUMER DISCRETIONARY	26 354 33	3 17	573	2 17
CONSUMER STAPLES	43 158 93	5 19	1 294	3 00
ENERGY	97 289 58	11 70	3 404	3 50
FINANCIALS	53 624 82	6 45	1,125	2 10
HEALTH CARE	172 429 48	20 73	6 383	3 70
INFORMATION TECHNOLOGY	92 880 70	11 17	3 121	3 36
MATERIALS	19 246 04	2 31	588	3 06
TELECOMMUNICATION SERVICES	30 894 78	3 71	1 471	4 76
UTILITIES	102 555 74	12 33	4 666	4 55
TOTAL COMMON STOCKS	685 407 77	82 42	24 380	3 56
TOTAL FUND	831 624 84	100 00	33 448	4 02

For the Tax Year Ending 12/31
Net Short Term Gain/Loss 30,910 96
Net Long Term Gain/Loss * 294 91

* Includes Long Term Capital Gains Dividends

SUMMARY OF INVESTED INCOME

Investment Summary

	Market Value	%	Estimated Income	Current Yield
CASH ITEMS				
INCOME CASH				
TOTAL FUND				

SCHEDULE OF INVESTMENTS

UNITS	DESCRIPTION	TAX COST	UNIT COST	CURRENT PRICE	MARKET VALUE	INC RATE	EST INC	CURRENT YIELD	PLG COD
	CASH ITEMS								
	PRINCIPAL CASH	0			0			0 0	
	MONEY MARKET FUNDS								
	FEDERATED GOVT OBLIGATION TAX MANAGED FUND # 637	5 410			5 410	0 01	1	0 0	
	TOTAL CASH ITEMS	5 410			5,410		1	0 0	
	FIXED INCOME SECURITIES								
	MUTUAL FUND - CORPORATE BONDS								
	MUTUAL FUNDS								
1 997	SPDR BARCLAYS HIGH YIELD	75 743	37 93	40 71	81,298	2 75	5 488	6 8	
	MUTUAL FUND - PREFERRED INCOME								
	MUTUAL FUNDS								
1 502	I SHARES S & P U S PFD	54 824	36 50	39 62	59 509	2 38	3,579	6 0	
	TOTAL FIXED INCOME SECURITIES	130,567			140 807		9 067	6 4	
	EQUITIES								

Account Name KELLEY FOUND(OP)

Account Number 2456168
Assets Held As Of DEC 31 2012
Valued As Of DEC 31, 2012

SCHEDULE OF INVESTMENTS

UNITS	DESCRIPTION	TAX COST	UNIT COST	CURRENT PRICE	MARKET VALUE	INC RATE	EST CURRENT INC	YIELD	PLG COD
	COMMON STOCKS								
	GAS and ELEC UTILITIES								
671	AGL RES INC	26 345	39 26	39 97	26 820	1 84	1 235	4 6	
	RESTAURANT CHAIN								
650	BRINKER INTERNATIONAL INC	20 505	31 55	30 99	20 144	0 80	520	2 6	
	CONSUMER DISCRETIONARY								
551	TIME WARNER INC	19 748	35 84	47 83	26,354	1 04	573	2 2	
	CONSUMER STAPLES								
528	COCA-COLA CO	19 024	36 03	36 25	19 140	1 02	539	2 8	
351	PEPSICO INC	22,889	65 21	68 43	24 019	2 15	755	3 1	
	TOTAL CONSUMER STAPLES	41 913			43,159		1 294	3 0	
	ENERGY								
342	CHEVRON CORP	35 179	102 86	108 14	36 984	3 60	1,231	3 3	
670	CONOCOPHILLIPS	38 459	57 40	57 99	38 853	2 64	1 769	4.6	
404	PHILLIPS 66	15 075	37 31	53 10	21 452	1 00	404	1 9	
	TOTAL ENERGY	88,713			97 289		3 404	3 5	
	FINANCIALS								
596	ALLSTATE CORP	20 219	33 92	40 17	23 941	0 88	524	2 2	
1 155	BANK OF NEW YORK MELLON CORP	25 817	22 35	25 70	29 684	0 52	601	2 0	
	TOTAL FINANCIALS	46 036			53 625		1 125	2 1	
	HEALTH CARE								
716	BRISTOL MYERS SQUIBB CO	24,424	34 11	32 59	23 334	1 40	1 002	4 3	
558	JOHNSON & JOHNSON	35 807	64 17	70 10	39 116	2 44	1 362	3 5	2
559	ELI LILLY & CO	22 114	39 56	49 32	27 570	1 96	1 096	4 0	2
676	MEDTRONIC INC	29 005	42 91	41 02	27 730	1 04	703	2 5	

Account Name KELLEY FOUND(DP)

Account Number 2456168
Assets Held As Of DEC 31 2012
Valued As Of DEC 31, 2012

SCHEDULE OF INVESTMENTS

UNITS	DESCRIPTION	TAX COST	UNIT COST	CURRENT PRICE	MARKET VALUE	INC RATE	EST INC	CURRENT YIELD	PLG COD
829	MERCK & CO INC NEW	30 516	36 81	40 94	33 939	1 72	1 426	4 2	2
827	PFIZER INC	18,219	22 03	.25 0793	20 741	0 96	794	3 8	
	TOTAL HEALTH CARE	160 085			172 430		6,383	3 7	
	INFORMATION TECHNOLOGY								
279	AUTOMATIC DATA PROCESSING	15 228	54 58	56 93	15 883	1 74	485	3 1	
1,601	CISCO SYSTEMS INC	30,691	19 17	19 6494	31 459	0 56	897	2 9	
895	INTEL CORP	23,419	26 17	20 62	18,455	0 90	806	4 4	
1 014	MICROSOFT	31 837	31 40	26 7097	27 084	0 92	933	3 4	
	TOTAL INFORMATION TECHNOLOGY	101 175			92,881		3 121	3 4	
	MATERIALS								
430	INTERNATIONAL PAPER CO	14 571	33 89	39 84	17 131	1 20	516	3 0	
49	NUCOR CORP	2 089	42 64	43 16	2 115	1 47	72	3 4	
	TOTAL MATERIALS	16 660			19 246		588	3 1	
	TELECOMMUNICATION SERVICES								
714	VERIZON COMMUNICATIONS INC	26 658	37 34	43 27	30 895	2 06	1 471	4 8	
	UTILITIES								
670	AMERICAN ELEC POWER CO	25 814	38 53	42 68	28 596	1 88	1 260	4 4	
432	DUKE ENERGY CORP NEW	25 855	59 85	63 80	27,562	3 06	1 322	4 8	
539	PG & E CORP	22 768	42 26	40 18	21 657	1 82	981	4 5	
904	SPECTRA ENERGY CORP	26 921	29 78	27 38	24 752	1 22	1 103	4 5	
	TOTAL UTILITIES	101 378			102 567		4 666	4 5	
	TOTAL COMMON STOCKS	649 216			685 410		24 380	3 6	
	TOTAL FUND	785 193			831 627		33 448	4 0	

Account Name KELLEY FOUND(DP)

Account Number 2456168
Assets Held As Of DEC 31 2012
Valued As Of DEC 31 2012

SCHEDULE OF INCOME INVESTMENTS

UNITS	DESCRIPTION	TAX COST	UNIT COST	CURRENT PRICE	MARKET VALUE	INC RATE	EST INC	CURRENT YIELD	PLG COD
	INCOME CASH	0			0			0 0	

Investment Review

Account Name KELLEY FOUND

Account Number 2438885
Assets Held As Of DEC 31 2012
Valued As Of DEC 31 2012

Important Information

GAINS TAXED TO EXEMPT
TRUST TAX YEAR END
LONG TERM CARRYOVER LOSS
OFFICER LORI EVANS
REVOCABILITY
FINAL TERMINATION DATE

TRUSTEE RESTRICTIONS

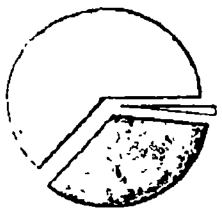
INCOME TAXED TO EXEMPT
TRUST TAX FILING STATUS FOUNDATION 990PF
SHORT TERM CARRYOVER LOSS
INVESTMENT OBJECTIVE GROWTH WITH INCOME
INVESTMENT AUTHORITY SOLE
DATE OF DEATH
TRUST SITUS MASSACHUSETTS

REMARKS

RECOMMENDED CHANGES SECURITY	PRICE	VALUE	COST	INCOME	EST INCOME CHANGE EST GAIN/LOSS RATIONALE FOR RECOMMENDATION

SUMMARY OF INVESTMENTS

Investment Allocation



0 2 %	CASH ITEMS	11 373 95
63 6%	EQUITIES	3 159 230 67
35 3%	FIXED INCOME SECURITIES	1 753 082 73
1 3%	MUTUAL FUNDS	66 405 57
100 0%	Total	4 987 345 02

Account Name	KELLEY FOUND
Account Number	2438885
Assets Held As Of	DEC 31 2012
Valued As Of	DEC 31 2012

SUMMARY OF INVESTMENTS

Investment Summary

	Market Value	%	Estimated Income	Current Yield
CASH ITEMS				
PRINCIPAL CASH	11,373 95	0 23	0	0 00
FIXED INCOME SECURITIES				
US GOV'T OBLIGATIONS	335,325 00	6.75	8 094	2 41
CORPORATE/OTHER BONDS	900 004 20	18.12	40 274	4 47
MUTUAL FUND CORPORATE BONDS				
MUTUAL FUNDS	517 753 53	10 42	25 813	4 99
TOTAL FIXED INCOME SECURITIES	1 753,082 73	35 29	74 181	4 23
EQUITIES				
COMMON STOCKS				
RETAIL GOODS	53 505 87	1 08	0	0 00
CONSUMER DISCRETIONARY	248,011 52	4 99	3 905	1 57
CONSUMER STAPLES	278 242 85	5 60	8 973	3 22
ENERGY	264 749 68	5 33	6 062	2 29
FINANCIALS	336 207 72	6 77	6 893	2 05
HEALTH CARE	389 369 81	7 84	7 562	1 94
INDUSTRIALS	267 466 16	5 38	5 640	2 11
INFORMATION TECHNOLOGY	599 903 78	12 08	6 968	1 16
MATERIALS	138 475 40	2 70	3 698	2 81
TELECOMMUNICATION SERVICES	124 938 54	2 52	6 264	5 01
UTILITIES	91 571 90	1 84	4 047	4 42
TOTAL COMMON STOCKS	2 792 443 23	56 22	60 212	2 16
MUTUAL FUND INTERNATIONAL EQUITIES				
MUTUAL FUNDS	143 047 44	2 88	2 992	2 09
MUTUAL FUND-SMALL AND MID CAP EQUITIES				
MUTUAL FUNDS	223 740 00	4 50	3 192	1 43
TOTAL EQUITIES	3 159 230 67	63 60	66 396	2 10
MUTUAL FUNDS				
MUTUAL FUNDS				
UNCLASSIFIED	66 405 57	1 34	0	0 00

Account Name KELLEY FOUND

Account Number 2438885
Assets Held As Of DEC 31 2012
Valued As Of DEC 31 2012

SUMMARY OF INVESTMENTS

Investment Summary

	Market Value	%	Estimated Income	Current Yield
TOTAL FUND	4 987 345 02	100 00	140 577	2 83

For the Tax Year Ending 12/31	
Net Short Term Gain/Loss	50,434 27
Net Long Term Gain/Loss *	279 893 45

* Includes Long Term Capital Gains Dividends

SUMMARY OF INVESTED INCOME

Investment Summary

	Market Value	%	Estimated Income	Current Yield
CASH ITEMS				
INCOME CASH				
TOTAL FUND				

SCHEDULE OF INVESTMENTS

UNITS	DESCRIPTION	TAX COST	UNIT COST	CURRENT PRICE	MARKET VALUE	INC RATE	EST INC	CURRENT YIELD	PLG COD
	PRINCIPAL CASH	11 374-			11 374-			0 0	
	FIXED INCOME SECURITIES								
	US GOV'T OBLIGATIONS								
175 000	FEDERAL HOME LOAN BANK 3 125% 12/13/2013	183 299	104 74	102 786	179,876	3 13	5 469	3 0	
150 000	FEDERAL HOME LOAN BANK 1 35% 1 75% 12/14/2018	150 000	100 00	103 633	155 450	1 75	2 625	1 7	

SCHEDULE OF INVESTMENTS

UNITS	DESCRIPTION	TAX COST	UNIT COST	CURRENT PRICE	MARKET VALUE	INC RATE	EST INC	CURRENT YIELD	PLG COD
	TOTAL US GOVT OBLIGATIONS	333 209			335 326		8 094	2 4	
	CORPORATE/OTHER BONDS								
100 000	GOLDMAN SACHS GROUP 5 125% 01/15/2015	100 560	100 56	107 428	107 428	5 13	5 125	4 8	
75 000	UNITED TECHNOLOGIES CORP 4 875% 05/01/2015	73 880	98 51	109 815	82,361	4 88	3,656	4 4	
50 000	VODAFONE GROUP 5% 09/15/2015	50,389	100 78	110 936	55 468	5 00	2 500	4 5	
125 000	LOWES COMPANIES INC 5% 10/15/2015	125 718	100 58	111 71	139 638	5 00	6 250	4 5	
75 000	BANK AMERICA CORP 5 25% 12/01/2015	74,863	99 82	108 167	81 125	5 25	3,938	4 9	
140 000	ANHEUSER BUSCH 5 6% 03/01/2017	140 251	100 18	117 734	164 828	5 60	7 840	4 8	
50,000	MORGAN STANLEY 5 55% 04/27/2017	51,448	102 89	110 863	55 432	5 55	2,775	5 0	
90 000	COOPER U S INC 6 1% 07/01/2017	90 446	100 50	118 409	106 568	6 10	5 490	5 2	
100 000	BROADCOM CORPORATION CL A 2 7% 11/01/2018	104,000	104 00	107 157	107 157	2.70	2 700	2 5	
	TOTAL CORPORATE/OTHER BONDS	811 554			900 005		40 274	4 5	
	MUTUAL FUND - CORPORATE BONDS								
	MUTUAL FUNDS								
1 112	I SHARES I BOXX INVESTMENT GRADE CORPORATE BOND FUND	134 718	121 15	120 99	134 541	4 63	5 147	3 8	
1 218	I SHARES NATIONAL MUNI BOND ETF	124 205	101 97	110 64	134 760	3 20	3 895	2 9	
6 103	SPDR BARCLAYS HIGH YIELD	239 626	39 26	40 71	248 453	2 75	16 771	6 8	
	TOTAL MUTUAL FUNDS	498,549			517 754		25 813	5 0	
	TOTAL FIXED INCOME SECURITIES	1,643 402			1 753 085		74 181	4 2	

EQUITIES

Account Name KELLEY FOUND

Account Number 2438885
Assets Held As Of DEC 31, 2012
Valued As Of DEC 31, 2012

SCHEDULE OF INVESTMENTS

UNITS	DESCRIPTION	TAX COST	UNIT COST	CURRENT PRICE	MARKET VALUE	INC RATE	EST INC	CURRENT YIELD	PLG COD
	COMMON STOCKS								
	RETAIL GOODS								
957	BED BATH & BEYOND	58 896	61 65	55 91	53 506	0 00	0	0 0	
	CONSUMER DISCRETIONARY								
1 444	WALT DISNEY PRODUCTIONS	59 850	41 45	49 79	71 897	0 75	1 083	1 5	
1 072	STARBUCKS CORP	59 554	55 55	53 63	57 491	0 84	900	1 6	
1,188	TJX COMPANIES INC	48 627	39 25	42 45	50,431	0 46	546	1 1	
1 027	YUM BRANDS INC	71 593	69 71	66 40	68 193	1 34	1 376	2 0	
	TOTAL CONSUMER DISCRETIONARY	237,624			248 012		3,905	1 6	
	CONSUMER STAPLES								
1 668	COCA-COLA CO	60 098	36 03	36 25	60 465	1 02	1 701	2 8	
837	HEINZ H J CO	44 326	52 96	57 68	48 278	2 06	1 724	3 6	
708	KIMBERLY CLARK CORP	60 777	85 84	84 43	59 776	2 96	2 096	3 5	
829	PROCTER & GAMBLE CO	55 339	66 75	67 89	56 281	2 25	1 864	3 3	
1 444	WALGREEN CO	47 582	32 95	37 01	53,442	1 10	1,588	3.0	
	TOTAL CONSUMER STAPLES	268 124			278,242		8 973	3 2	
	ENERGY								
810	CONOCOPHILLIPS	46,396	57 28	57 99	46,972	2 64	2 138	4 6	
625	EXXON MOBIL CORP	52 570	84 11	86 55	54 094	2 28	1 425	2 6	
1 285	HALLIBURTON CO	40 451	31 48	34 69	44,577	0 36	463	1 0	
1 351	HELMERICH AND PAYNE	71 465	52 90	56 01	75 670	0 60	811	1 1	
567	OCCIDENTAL PETROLEUM CORP	45 691	80 56	76 61	43 438	2 16	1 225	2 8	
	TOTAL ENERGY	256 573			264 751		6 062	2 3	

Account Name KELLEY FOUND

Account Number 2438885
Assets Held As Of DEC 31 2012
Valued As Of DEC 31 2012

SCHEDULE OF INVESTMENTS

UNITS	DESCRIPTION	TAX COST	UNIT COST	CURRENT PRICE	MARKET VALUE	INC RATE	EST INC	CURRENT YIELD	PLG COD
	FINANCIALS								
1,210	AMERICAN EXPRESS CO	59 539	49 21	57 48	69,551	0 80	968	1 4	
1 780	DISCOVER FINANCIAL SERVICES	57 954	32 56	38 55	68 619	0 56	997	1 5	
1 445	HCP, INC	55 598	38 47	45 16	65,256	2 00	2 890	4 4	
3 532	MORGAN STANLEY	63 039	17 85	19 12	67 532	0 20	706	1 0	
1 388	STATE STREET CORP	60 572	43 64	47 01	65 250	0 96	1 332	2 0	
	TOTAL FINANCIALS	296 700			336 208		6 893	2 1	
	HEALTH CARE								
1 247	AETNA U S HEALTHCARE INC	60,131	48 22	46 31	57 749	0 80	998	1 7	
828	BECTON DICKINSON CO	62 899	76 09	78 19	64,741	1 98	1 639	2 5	
420	BIOGEN IDEC INC	53 121	126 48	146 37	61 475	0 00	0	0 0	
1 259	CARDINAL HEALTH INC	52 000	41 30	41 18	51,846	1 10	1 385	2 7	
792	CELGENE CORPORATION	54 347	68 62	78 47	62 148	0 00	0	0 0	
595	JOHNSON & JOHNSON	38 181	64 17	70 10	41,710	2 44	1 452	3 5	
1 214	MERCK & CO INC NEW	42 169	34 74	40 94	49 701	1 72	2 088	4 2	
	TOTAL HEALTH CARE	362 948			389 370		7 562	1 9	
	INDUSTRIALS								
733	BOEING CO	49 447	67 46	75 36	55 239	1 94	1 422	2 6	
720	CATERPILLAR INC	73 130	101 57	89 6085	64 518	2 08	1,498	2 3	
626	FEDEX CORPORATION	55 255	88 27	91 72	57 417	0 56	351	0 6	
573	HONEYWELL INTL INC	34 742	60 63	63 47	36 368	1 64	940	2 6	
729	STANLEY BLACK & DECKER INC	55 602	76 27	73 97	53 924	1 96	1,429	2 7	
	TOTAL INDUSTRIALS	268 176			267 466		5 640	2 1	

048.001

Account Name KELLEY FOUND

Account Number 2438885
Assets Held As Of DEC 31 2012
Valued As Of DEC 31 2012

SCHEDULE OF INVESTMENTS

UNITS	DESCRIPTION	TAX COST	UNIT COST	CURRENT PRICE	MARKET VALUE	INC RATE	EST INC	CURRENT YIELD	PLG COD
	INFORMATION TECHNOLOGY								
177	APPLE	83 110	469 55	532 1729	94 195	10 60	1,876	2 0	
4 329	CORNING INC	53 037	12 25	12 62	54 632	0 36	1 558	2 9	
1 680	E M C CORP	39,799	23 69	25 30	42 504	0 00	0	0 0	
1 444	EBAY INC	51 987	36 00	50 9977	73 641	0 00	0	0 0	
105	GOOGLE INC	60 959	580 56	707 38	74,275	0 00	0	0 0	
2 096	ORACLE CORPORATION	62 873	30 00	33 32	69 839	0 24	503	0 7	
1 112	QUALCOMM INC	61 247	55 08	61 8596	68 788	1 00	1 112	1 6	
444	VISA INC	52 474	118 19	151 58	67 302	1 32	586	0 9	
823	ACCENTURE PLC	52 393	63 66	66 50	54 730	1 62	1 333	2 4	
	TOTAL INFORMATION TECHNOLOGY	517 879			599 906		6,968	1 2	
	MATERIALS								
1 009	DUPONT DE NEMOURS & CO	52 010	51 55	44 9785	45 383	1 72	1 735	3 8	
585	MONSANTO CO	53 113	90 79	94 65	55 370	1 50	878	1 6	
874	NUCOR CORP	36,150	41 36	43 16	37,722	1 47	1 285	3 4	
	TOTAL MATERIALS	141,273			138 475		3 898	2 8	
	TELECOMMUNICATION SERVICES								
1,623	A T & T INC	49 517	30 51	33 71	54 711	1 80	2 921	5 3	
1 623	VERIZON COMMUNICATIONS INC	61 565	37 93	43 27	70 227	2 06	3 343	4 8	
	TOTAL TELECOMMUNICATION SERVICES	111 082			124 938		6 264	5 0	
	UTILITIES								
1 228	UIL HOLDINGS CORPORTION	41 002	33 39	35 81	43 975	1 73	2 122	4 8	
1 782	XCEL ENERGY INC	46 839	26 28	26 71	47 597	1 08	1 925	4 0	
	TOTAL UTILITIES	87,841			91 572		4 047	4 4	

Account Name KELLEY FOUND

Account Number 2438885
Assets Held As Of DEC 31 2012
Valued As Of DEC 31 2012

SCHEDULE OF INVESTMENTS

UNITS	DESCRIPTION	TAX COST	UNIT COST	CURRENT PRICE	MARKET VALUE	INC RATE	EST INC	CURRENT YIELD	PLG COD
	TOTAL COMMON STOCKS	2,607 216			2 792 446		60 212	2 2	
	MUTUAL FUND - INTERNATIONAL EQUITIES								
	MUTUAL FUNDS								
1 544	I SHARES I SHARES EMU INDEX FUND	46,222	29 94	33 46	51,662	0 81	1 408	2 7	
1,510	I SHARES MSCI ALL COUNTRY ASIA EX JAPAN INDEX	84 228	55 78	60 52	91 385	1 05	1 584	1 7	
	TOTAL MUTUAL FUNDS	130 450			143,047		2 992	2 1	
	MUTUAL FUND-SMALL AND MID CAP EQUITIES								
	MUTUAL FUNDS								
2 200	I SHARES S & P MIDCAP 400	198 274	90 12	101 70	223 740	1 45	3 192	1 4	
	TOTAL EQUITIES	2 935 940			3 159 233		66 398	2 1	
	MUTUAL FUNDS								
	MUTUAL FUNDS								
	UNCLASSIFIED								
2 261	SPDR SILVER TRUST	67 143	29 70	29 37	66 406	0 00	0	0 0	
	TOTAL FUND	4 635,111			4 967 350		140 577	2 8	

SCHEDULE OF INCOME INVESTMENTS

UNITS	DESCRIPTION	TAX COST	UNIT COST	CURRENT PRICE	MARKET VALUE	INC RATE	EST INC	CURRENT YIELD	PLG COD
	INCOME CASH	0			0			0 0	

Account Name KELLEY FOUND

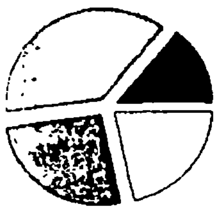
Account Number 2436885
Assets Held As Of DEC 31 2012
Valued As Of DEC 31, 2012

MATURITY SCHEDULE

Maturities by Year

2013	179 875 50
2016	466 020 00
2017	326 627 20
2018	262 806 50
Total	1 235 329 20

Percent at Market by Year



14 6%	2013	179 875 50
37 7%	2016	466 020 00
26 4%	2017	326, 627 20
21 3%	2018	262 806 50
100 0%	Total	1 235 329 20

MATURITY SCHEDULE

Maturing	Federal Tax Cost	Current Market Value	Face Value	% at Market
2012				
2013	183 298 50	179 875 50	175,000 00	14 56
2014				
2015	425,410 75	466 020 00	425 000 00	37 72
2016				
2017	282 141 60	326 827 20	280 000 00	26 46
2018	254,000 00	262 606 50	250 000 00	21 26
2019				
2020				
2021				
TEN TO TWENTY YEARS				
OVER TWENTY YEARS				
TOTAL	1 144 850 85	1 235 329 20	1,130,000 00	100 00
MATURING NEXT 365 DAYS	183 298 50	179 875 50	175 000 00	14 56

Information may be a combination of maturity and prerefunded dates

JAMES F BOGLE CPA, PC
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TELEPHONE (508) 362 8123
FAX (508) 362 6606

To the Board of Directors
Edward Bangs Kelley and Elza Kelley Foundation, Inc.
South Yarmouth, Massachusetts

Independent Accountant's Review Report

We have reviewed the accompanying statements of financial position of Edward Bangs Kelley and Elza Kelley Foundation, Inc. as of December 31, 2012 and 2011, and the related statements of activities and cash flows for the years then ended. A review includes primarily applying analytical procedures to management's financial data and making inquiries of Foundation management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such as an opinion.

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements.

Our responsibility is to conduct the review in accordance with the Statements on Standards for Accounting and Review Services issued by the American Institute of Public Accountants Those standards require us to perform procedures to obtain limited assurance that there are no material modifications that should be made to the financial statements. We believe that the results of our procedures provide a reasonable basis for our report.

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in conformity with generally accepted accounting principles generally accepted in the United States of America.

James F Bogle CPA PC

Yarmouthport, Massachusetts
May 1, 2013

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EDWARD BANGS KELLEY AND ELZA KELLEY FOUNDATION, INC.
STATEMENTS OF FINANCIAL POSITION
December 31, 2012 and 2011

	2012	2011
ASSETS		
Cash and Cash Equivalents	$ (2,063)	546,772
U.S. Government Obligations	335,325	183,383
Corporate Bonds	1,364,296	1,820,744
Common Stocks	3,970,553	2,818,940
Municipal Bond Funds	134,760	-
Total Assets	$ 5,802,871	$ 5,369,839
LIABILTIES:		
Grants Payable	125,000	36,111
NET ASSETS	5,677,871	5,333,728
Total Liabilities and Net Assets	$ 5,802,871	$ 5,369,839

See accompanying notes and independent accountants' review report

EDWARD BANGS KELLEY AND ELZA KELLEY FOUNDATION, INC.
STATEMENTS OF ACTIVITIES
For the Years Ended December 31, 2012 and 2011

	2012	2011
REVENUES, GAINS AND OTHER SUPPORT - UNRESTRICTED		
Interest Income	$ 57,853	$ 63,639
Dividend Income	118,340	85,369
Gifts	11,903	34,116
Net Gain (Loss) on Sales/ Redemptions of Securities	352,969	200,728
Net Appreciation (Depreciation) of Securities	199,492	(524,446)
Total Revenues, Gains (Losses) and Other Support - Unrestricted	740,557	(140,594)
EXPENSES		
Grants	343,000	199,334
Administration	20,400	20,400
Trust Services	23,087	22,447
Accounting	5,870	7,163
Office Supplies	-	7,408
Travel	-	1,043
Reports and Fees	107	226
Taxes	2,987	107
Bank Service Charges	50	-
Memberships	-	695
Annual Meeting	913	-
Total Expenses	396,414	258,823
CHANGES IN UNRESTRICTED ASSETS	344,143	(399,417)
UNRESTRICTED ASSETS AT BEGINNING OF YEAR	5,333,728	5,733,145
UNRESTRICTED ASSETS AT END OF YEAR	$ 5,677,871	$ 5,333,728

See accompanying notes and independent accountants' review report

EDWARD BANGS KELLEY AND ELZA KELLEY FOUNDATION, INC.
STATEMENTS OF CASH FLOWS
December 31, 2012 and 2011

	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in Unrestricted Assets	$ 344,143	$ (399,417)
Adjustments to Reconcile Change in Unrestricted Net Assets to Net Cash Used by Operating Activities:		
Net (Appreciation) Depreciation of Securities	(199,492)	524,416
Net (Gain) Loss on Sales/ Redemptions of Securities	(352,969)	(200,728)
Increase (Decrease) in Grants Payable	88,889	(36,111)
Net Cash Used by Operating Activities	(119,429)	(111,810)
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from Sales/Redemptions of Securities	4,839,187	3,562,203
Purchase of Securities	(5,268,593)	(2,996,081)
Net Cash(Provided) Used By Investing Activities	(429,406)	566,122
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(548,835)	454,312
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	546,772	92,460
CASH AND CASH EQUIVALENTS AT END OF YEAR	$ (2,063)	$ 546,772

See accompanying notes and independent accountants' review report

EDWARD BANGS KELLEY AND ELZA KELLEY FOUNDATION, INC
Notes to Financial Statements
December 31, 2012 and 2011

NOTE A - ORGANIZATION

The Foundation was organized on September 16, 1954 under the laws of the Commonwealth of Massachusetts. Its mission is to promote the health and welfare of the inhabitants of Barnstable County. The Foundation provides grants to local health and related organizations, social and human service organizations, cultural organizations, and scholarship funds for local students. Revenue sources are primarily interest and dividend income and investment securities.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting in accordance with the Statement of Financial Accounting Standards No. 117 entitled "Financial Statements of Not-For-Profit Organizations" This statement of The Financial Accounting Standards Board requires that the Foundation is to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted assets. All assets of the Foundation are unrestricted.

Cash and Cash Equivalents

Cash and cash equivalents consist of checking account cash, invested income cash, and short term money market investments.

Estimates

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could differ from those estimates

Investments

Investments are reported at fair value The fair values of debt and equity securities are based on the quoted market price of the securities Realized and unrealized gains and losses on investments are reported in the statement of activities.

Non Profit Status and Income Taxes

The Foundation is exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code. The Foundation is classified as a private foundation under section 509 (a) of the Internal Revenue Code and, as such, is liable for federal excise tax on investment income. Donors may deduct contributions made to the foundation.

On July 1, 2009 the Foundation adopted the recognition requirements for uncertain tax positions as required by generally accepted accounting principles, with no cumulative effect adjustment required. Income tax benefits are recognized for income tax positions taken or expected to be taken in a tax return, only when it is determined that the income tax position will more-likely-than-not be sustained upon examination by taxing authorities. The Foundation has analyzed tax positions taken for filing with the Internal Revenue Service and all state jurisdictions where it operates. The Foundation believes that income tax filing positions will be sustained upon examination and does not anticipate any adjustments that would result in a material adverse effect on the Foundations financial condition, results of operations, or cash flows. Accordingly, the Foundation has not recorded any reserves, or related accruals for interest and penalties for uncertain tax positions at December 31, 2012

NOTE C - INVESTMENT RETURN

Investment return is summarized as follows:

	2012	2011
Interest and Dividends	$176,193	$ 149,008
Net Realized and Unrealized Gains	552,461	(323,718)
	$728,654	$ (174,710)
Investment management fees for the year were	$ 23,087	$ 22,447

NOTE D - FUNCTIONAL EXPENSES

Functional expenses were as follows:

	2012	2011
Program Expenses	$268,000	$199,334
Management and General	53,414	59,489
Total Expenses	$321,414	$258,823

NOTE E - CONCENTRATION OF CREDIT RISK

Financial instruments, which subject the Foundation to concentrations of credit risk, consist primarily of investment in corporate bonds and equity securities The Foundation's primary source of income is from investment securities.

The Foundation maintains its checking account at a financial institution. The balance is insured by the Federal Deposit Insurance Corporation up to $250,000. Securities and money market accounts are held by Eastern Investment Advisors and are protected by Securities Investor Protection Corporation (SIPC)

NOTE F - SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

Cash paid during the year for:

	2012	2011
Interest	0	0
Income Taxes (Federal and Foreign)	$ 2,987	$ 107

NOTE G - GRANTS PAYABLE

Grants authorized but unpaid at year end are reported as liabilities in accordance with SFAS No. 116, Accounting for Contributions
Note 6 - Fair Value of Investments

NOTE H - FAIR VALUE OF INVESTMENTS

The Foundation's investments are reported at fair value in the accompanying statement of net assets.

December 31, 2012	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)
US Government Obligations	$335,325	$335,325
Corporate Bonds	1,364,296	1,364,296
Common Stock	3,970,553	3,970,552
Municipal Bond Funds	134,760	134,760
	$5,804,934	$5,804,934

SFAS 157, Fair Value Measurements, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three levels:

Level 1 consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and level 3 have the lowest priority.

The Foundation uses appropriate valuation techniques based on available inputs to measure the fair value of its investments When available the Foundation measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value

Level 1 Fair Value Measurements

The fair value of investments is based on quoted net asset value shares held by the Foundation at December 31, 2012

NOTE I - SUBSEQUENT EVENTS

The Foundation did not have any recognized or non-recognized subsequent events after December 31, 2012, the date of the statement of financial position. Subsequent events have been evaluated through May 1, 2013, the date the financial statements were issued.