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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 01-01-2012 , and ending 12-31-2012

Name of foundation
BRIAN & JOELLE KELLY FAMILY FOUNDATION

A Employer identification number
26-6139249

Number and street (or P O box number if mail is not delivered to street address) 225 HIGHWAY 35 | Room/suite

B Telephone number (see instructions)
(732) 345-8300

City or town, state, and ZIP code
RED BANK, NJ 07701

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 17,887,215

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	1,496,400			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	4,068	4,068	4,068	
	4	Dividends and interest from securities	125,258	125,258	125,258	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	10,072			
	b	Gross sales price for all assets on line 6a 10,074				
	7	Capital gain net income (from Part IV, line 2)		10,072		
	8	Net short-term capital gain			872	
	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	1,635,798	139,398	130,198	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages	31,804			31,804
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	560	560		
	b	Accounting fees (attach schedule)	18,523	383		18,140
	c	Other professional fees (attach schedule)	24,593	24,593		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	4,712	232		4,480
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	3,977	93		3,884
	24	**Total operating and administrative expenses.** Add lines 13 through 23	84,169	25,861		58,308
	25	Contributions, gifts, grants paid	990,207			990,207
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,074,376	25,861		1,048,515
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	561,422			
	b	**Net investment income** (if negative, enter -0-)		113,537		
	c	**Adjusted net income** (if negative, enter -0-)			130,198	

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

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	8,834,693	8,304,918	8,304,918
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	8,216,011	8,094,308	8,094,308
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,386,607	1,487,988	1,487,988
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	120	1	1
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	18,437,431	17,887,215	17,887,215
Liabilities	17	Accounts payable and accrued expenses	1,975	1,723	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	18,534	172	
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	501		
	23	**Total liabilities** (add lines 17 through 22)	21,010	1,895	
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	18,416,421	17,885,320	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	18,416,421	17,885,320	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	18,437,431	17,887,215	

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	18,416,421
2	Enter amount from Part I, line 27a	2	561,422
3	Other increases not included in line 2 (itemize) ▶	3	268
4	Add lines 1, 2, and 3	4	18,978,111
5	Decreases not included in line 2 (itemize) ▶	5	1,092,791
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	17,885,320

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)
1 a	CEFI K-1-GAIN COLLATERAL CONTRACT (11-C)	P	2011-01-01	2012-12-31
b	CEFI K1-L/T CAP LOSS (9a)	P	2011-01-01	2012-12-31
c	CEFI K1- S/T CAP GAIN (8)	P	2012-01-01	2012-12-31
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	9,202			9,202
b			2	-2
c	872			872
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				9,202
b				-2
c				872
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	10,072
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	872

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	960,420	18,740,607	0 05125
2010	638,864	18,449,780	0 03463
2009	126,012	13,385,248	0 00941
2008	19,700	2,155,965	0 00914
2007			

2	**Total** of line 1, column (d).	2	0 10443
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 02611
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	17,719,639
5	Multiply line 4 by line 3.	5	462,607
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,135
7	Add lines 5 and 6.	7	463,742
8	Enter qualifying distributions from Part XII, line 4.	8	1,048,515

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b		1	1,135
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	1,135
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	1,135
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 3,981		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	3,981
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	2,846
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 2,846	**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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

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

Website address ▶N/A

14 The books are in care of ▶CHADWICK & COMPANY CPA PC Telephone no ▶(732) 345-8300

Located at ▶225 HIGHWAY 35 SUITE 102C RED BANK NJ ZIP+4 ▶07701

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

16	At any time during calendar year 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		No

See 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.

			Line	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 page 20 of the instructions)?		1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		No
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 ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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**		**No**
	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**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		**No**

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JOELLE S KELLY C/O CHADWICK CO 225 ROUTE 35 RED BANK, NJ 07701	Trustee 2 00	0		
BRIAN G KELLY C/O CHADWICK CO 225 ROUTE 35 RED BANK, NJ 07701	Trustee 6 00	0		

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	

Total. Add lines 1 through 3 . . . . ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	9,417,026
b	Average of monthly cash balances	1b	8,572,455
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	17,989,481
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	17,989,481
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	269,842
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,719,639
6	**Minimum investment return.** Enter 5% of line 5	6	885,982

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	885,982
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,135		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,135
3	Distributable amount before adjustments Subtract line 2c from line 1			3	884,847
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	884,847
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	884,847

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	1,048,515
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,048,515
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	1,135
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,047,380

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				884,847
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			883,775	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,048,515				
a Applied to 2011, but not more than line 2a			883,775	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				164,740
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				720,107
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

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

b Check box to indicate whether the organization 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 organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				990,207
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	4,068	
4 Dividends and interest from securities. . . .			14	125,258	
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					10,072
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). .				129,326	10,072

13 **Total.** Add line 12, columns (b), (d), and (e). 13 139,398

(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)

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)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2013-05-09	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Robert V Chadwick CPA	Robert V Chadwick CPA			P00009898

Firm's name ▶ Chadwick and Company CPA PC

Firm's EIN ▶

Firm's address ▶ 225 Highway 35 Suite 102C, Red Bank, NJ 07701

Phone no (732) 345-8300

Form 990PF Part XV Line 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*				
DIABETES RESEARCH INSTITUTE DRIF 200 S PARK RD STE 100 HOPLLYWOOD,FL 33021	None		DRIF MISSION IS TO CURE DIABETES	25
ZEUNER FOUNDATION 59 WASHINGTON CT LIVINGSTON,NJ 07039	None		ASSISTANCE TO CANCER PATIENTS AND THEIR FAMILIES	75,000
WORLD VISION 300 I STREET NE WASHINGTON,DC 20002	None		World Vision is a Christian relief, development and advocacy organization dedicated to working with children, families and communities to overcome poverty and injustice	200
UNITED CEREBRAL PALSY OF ORANGE COU 980 ROOSEVELT STE 100 IRVINE,CA 92620	None		To educates, advocates and provides support services to ensure a life without limits for people with a spectrum of disabilities	6,000
THOMAS H BOWDEN JR MEMORIAL FUND PO BOX 8014 GLEN RIDGE,NJ 07028	None		Thomas Bowden scholarships were awarded in honor of Tommy's memory and a special tribute ot all the victims in the Twin Towers on September 11th	250
THE PATRIOT ANNUAL FUND PO BOX 507 CHATTANOOGA,TN 37401	None		The Patriot Post's mission is to advocate for Essential Liberty, the restoration of constitutional limits on government and the judiciary, and to promote free enterprise, national defense and traditional American values	700
THE KITCHEN AT ST MARK'S INC PO BOX 193 KEANSBURG,NJ 07734	None		Operated as a soup kitchen and food pantry out of the parish hall of St Marks' Church	100
THE INSTITUTE FOR JUSTICE 901 N GLEBE ROAD STE 900 ARLINGTON,VA 22203	None		Through strategic litigation, training, communication, activism and research, the Institute for Justice advances a rule of law under which individuals can control their destinies as free and responsible members of society	100
THE FRIEDMAN FOUNDATION ONE AMERICAN SQUARE STE 2420 INDIANAPOLIS,IN 46282	None		To promote universal school choice as the most effective and equitable way to improve the quality of K-12 education in America	450
THE BARTON CENTER FOR DIABETES EDUC 30 ENNIS RD PO BOX 356 N OXFORD,MA 01537	None		A year round camp, retreat and conference center where education, recreation and share experiences combine to support and motivate children with diabetes and their families	5,000
TAX FOUNDATION 529 14TH ST NW STE 420 WASHINGTON,DC 20045	None		To provide and work for simple, sensible tax policy at the federal, state, and local level Informing the public about the size of tax burdens and providing economically principled analysis of tax policy issues	100
ST PATRICK ASSUMPTIONALL SAINTS 492 BRAMHALL AVE JERSEY CITY,NJ 07304	None		To welcome, encourage, nourish, minister, and educate within the framework of Christs living presence in the Eucharist and in the sacramental life and ministries of the Church	100
SIMUNYE YOUTH DEVELOPMENT PROJECT PO BOX 231 WEENEN 3325 SF	None		To support out of school, unemployed youth through life skills training,community service opportunities and techncial skills training Providing the skills they need to reach their full potential and to begin finding meaningful employment	3,500
SARCOMA FOUNDATION OF AMERICA 9899 MAIN ST STE 204 DAMASCUS,MD 20872	None		To advocate and fund sarcoma research and conduct education and increase public awareness	500
SAINT AIDANS 505 WILLIS AVENUE WILLISTON,NY 11596	None		To nurturing life-long faith formation, fostering lay leadership, promoting social justice, engaging our youth in every aspect of parish life, and offering care and compassionate service to all	1,350

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***a** Paid during the year*				
ROSCOMMON MAYO HOSPICE CLOONADRA RD 6099 BALLYLEAGUE LANESBOR, ROSCOMMON EI	None		To provide care and support to meet the physical and emotional needs of patients and their families living with life threatening illnesses The Service enables patients to live out the remainder of their lives in comfort and dignity The Palliative Care Service is provided free of charge to all	1,000
REVLON WALK LA PO Box 742297 Los Angeles, CA 90074	None		To support pioneering research, deliver diagnostic treatment services for medically under-served women, and provide psycho-social & financial support to women facing cancer	200
RELIGIOUS OF THE SACRED HEART OF MA 50 WILSON PARK DR TARRYTOWN, NY 10591	None		To provide religious resources and service where most in need of justice, especially to the women and children, for their own development and liberation	5,000
PARK AVENUE ARMORY 643 PARK AVENUE NEW YORK, NY 10065	None		To support the meticulous preservation and continuing care of the building and its innovative, immersive and ground-breaking arts and educational programming	250
PARALYZED VETERANS OF AMERICA 7 MILLBROOK ROAD WILTON, NH 03086	None		To change lives and build brighter futures for the seriously injured veterans and people with disabilities, and their families, have eveything they need to live full and productive lives	100
OPERATION GRADUATION 15000 TROJAN ST DETROIT, MI 48235	None		To implementing a comprehensive and Capital Campaign to raise funds for the Jalen Rose Leadership Academy Its mission is to create life-changing opportunities for underserved youth in the Detroit area through scholarships and educational programs	200
NYAC ATHLETE'S FUND 180 CENTRAL PARK SO NEW YORK, NY 10019	None		Supporting participants in the Summer Olympics every four years by assisting athletes during their training and trial period prior to being chosen as members of the U S Olympic Team, and supporting worthy organizations that assist needy and disadvantaged inner-city youth through sports	500
NJ STATE COUNCIL KNIGHTS OF COLUMBU PO BOX 38 CALIFON, NJ 07830	None		To support its members in their faith, provide support for their families, and direct their charity to the needs of the less fortunate	50
MGH IMMUNOBIOLOGY LABORATORY MA GENERAL HOSP BLDG 149 13TH ST CHARLESTOWN, MA 02129	None		Massachusetts General Hospital conducts major researches in AIDS, cardiovascular research, cancer, computational and integrative biology, cutaneous biology, human genetics, medical imaging, neurodegenerative disorders, regenerative medicine, systems biology, transplantation biology and photomedicine	175
AVON WALK FOR BREAST CANCER 777 THIRD AVE 5TH FLOOR NEW YORK, NY 10017	None		To fund breast cancer researach, offer life saving information and direct services to save lives	250
ARCHIDIOCESAN STEWARDSHIP APPEAL 1011 FIRST AVE STE 1410 NEW YORK, NY 10022	None		To supports the work of the Catholic Church in the Archdiocese of New York All funds raised through the annual Appeal are used exclusively to support the ministries	100
AMERICAN DIABETES ASSOCIATION 333 7TH AVE 1700 NEW YORK, NY 10001	None		The American Diabetes Associations mission is to prevent and cure diabetes and to improve the lives of all people affected by diabetes	25
MISSION OF MERCY 215 ESSEX AVE SPRING LAKE, NJ 07762	None		Providing critical dental work, primarily tooth extractions, in impoverished villages	1,000
MAUI ARTS CULTURAL CENTER 1 CAMERON WAY KAHULUI, HI 96732	None		To support the year-round programming, including arts education in our schools, Hawaiian cultural programs and events, and visual art exhibits	5,000
LIFEWAY NETWORK INC PO BOX 754215 FOREST HILLS, NY 11375	None		LifeWay Network collaborates to combat human trafficking through safe housing and education	100

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a *Paid during the year*				
LEUKEMIA LYMPHOMA SOCIETY 1311 MAMARONECK AVE STE 310 WHITE PLAINS, NY 10605	None		LLS funds lifesaving blood cancer research around the world and provides free information and support services to patients throughout their cancer journey	1,000
JERRAMIAH T HEALY FOUNDATION INC PO BOX 411 JERSEY CITY, NJ 07303	None		Grant for Jerramiah Healys foundation	10,000
JEANNE JUGAN RESIDENCE 2999 SCHURZ AVE BRONX, NY 10465	None		Continuing the work of Saint Jeanne Jugan, its mission is to offer the neediest elderly of every race and religion a home where they will be welcomed as Christ, cared for as family and accompanied with dignity until God calls them to himself	100
HUMAN RIGHTS FIRST 333 SEVENTH AVE 13TH FLOOR NEW YORK, NY 10001	None		Human Rights First is an independent advocacy and action organization that challenges our country to live up to its ideals We press American institutionsincluding government and businessto respect human rights, seeking to close the gap between values and action	1,000
HILLSDALE COLLEGE 33 EAST COLLEGE ST HILLSDALE, MI 49242	None		The Institutional Advancement Office raises private funding for all aspects of Hillsdale College so that its historic mission of independence and excellence will be preserved	100
GUARDIAN ANGEL SERVICE DOGS 5 TIMBERLINE ROAD BAYVILLE, NJ 08721	None		Provides Diabaetes Awareness Dog, a dog that is trained to alert if the child's blood glucose levels dip too low or spike too high	500
GIRL SCOUTS OF GREATER NEW YORK 43 WEST 23RD ST NEW YORK, NY 10010	None		To support scout's mission of providing & investing in girls, improves economic development, social progress enable them grow into active & engaged members of their communities	1,000
DIABETES UK CENTRAL OFFICE MACLEOD HOUSE 10 PARKWAY LONDON, ENGLAND NW1TAA UK	None		Diabetes UK is the leading charity that cares for, connects with and campaigns on behalf of every person affected by or at risk of diabetes	25
COMPETIVE ENTERPRISE INSTITUTE 1899 L ST NW 12TH FLOOR WASHINGTON, DC 20036	None		A non-profit public policy organization dedicated to advancing the principles of limited government, free enterprise, and individual liberty Advocate for freedom on a wide range of critical policy issues, including energy, environment, business and finance, technology, telecommunications, and food and drug regulation	200
CLUB FOR GROWTH 2001 L ST NW STE 600 WASHINGTON, DC 20036	None		To promote Club's philosophy and positions on limiting the role and cost of government to its legitimate functions and seek economic freedom	150
CENTRAL PARK CONSERVANCY 14 E 60TH STREET NEW YORK, NY 10022	None		The Conservancy's mission is to restore, manage and enhance Central Park, in partnership with the public, for the enjoyment of present and future generations Including the restoration of Grand Army Plaza	5,250
BOYS TOWN 100 FLANAGAN BLVD BOYS TOWNE, NE 68010	None		To provide the right care and help the abused and neglected children, broken and struggling families in communities across America	100
AMERICAN COUNCIL ON SCIENCE HEALTH 1995 BROADWAY STE 202 NEW YORK, NY 10023	None		ACSH is a consumer health education and advocacy organization based in New York City To ensure that peer-reviewed mainstream science reaches the public, the media, and the decision-makers who determine public policy	100
JUSTGIVE 312 SUTTER STREET SUITE 410 SAN FRANCISCO, CA 94108	None		To increase charitable giving by connecting people with the charities and causes they care most about To make charitable giving a part of everyday life for online donations	102
EXTRA LIFE-Children Miracle Network 205 West 700 South Salt Lake City, UT 84101	None		Raises money to help kids at Children's Miracle Network hospitals Provided games, toys and books to children's hospitals through Child's Play, provided meals for hundreds, if not thousands, through the World Food Programme and worked to improve life for people in developing nations through UNICEF	300

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a *Paid during the year*				
WOUNDED WARRIOR PROJECT 4899 BELFORT RD STE 300 JACKSONVILLE, FL 32256	None		To raise awareness and enlist the public's aid for the needs of injured service members To help injured service members aid and assist each other To provide unique, direct programs and services to meet the needs of injured service members	600
THE DOE FUND INC 232 E 84TH ST NEW YORK, NY 10028	None		Is to develop and implement cost-effective, holistic programs that meet the needs of a diverse population working to break the cycles of homelessness, addiction, and criminal recidivism	600
THE CHURCH OF SAINT VINCENT FERRER 869 LEXINGTON AVE NEW YORK, NY 10065	None		Is a Roman Catholic parish and its members work in charitable efforts like local shelters and food pantries They are also involved in interfaith lobbying for affordable housing in Manhattan	680
STATE POLICY NETWORK 2020 NORTH 14TH ST STE 250 ARLINGTON, VA 22201	None		SPN providing programs to better educate local citizens, policy makers and opinion leaders about market-oriented alternatives to state and local policy challenges	700
KNIGHTS OF COLUMBUS WOPO BOX 3202 TCB WEST ORANGE, NJ 07052	None		To support its members in their faith, provide support for their families, and direct their charity to the needs of the less fortunate and the Church	100
DIABETES RESEARCH INSTITUTE FDR DRI 200 S PARK RD STE 100 HOLLYWOOD, FL 33021	None		created by a small group of parents of children with diabetes - parents committed to finding a cure for this devastating disease Driven by hope and fueled by the need to end their children's suffering, they banded together to support a promising research program at the University of Miami solely aimed at curing those living with diabetes From providing the vital seed funding necessary to pursue innovative ideas, to bringing promising discoveries to patients now living with diabetes, the Foundation is a key to enabling the Diabetes Research Institute scientists to accelerate research	50,000
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON RD STE 200 BETHESEDA, MD 20814	None		To established and to provide the means to cure and control cystic fibrosis (CF) The Foundation provides information about cystic fibrosis and finances CF research that aims to improve the quality of life for people with the disease The Foundation also engages in legislative lobbying for cystic fibrosis	1,000
CATO INSTITUTE 1000 MASSACHUSETTS AVE NW WASHINGTON, DC 20001	None		The Cato Institute is a public policy research organization a think tank dedicated to the principles of individual liberty, limited government, free markets and peace Its scholars and analysts conduct independent, nonpartisan research on a wide range of policy issues	200
MEMORIAL SLOAN-KETTERING CANCER CEN 1275 YORK AVENUE NEW YORK, NY 10065	None		To provide resources crucial to every front in the fight against cancer, from groundbreaking research to first-rate education to the design of innovative and effective new therapies	25,000
SPRING LAKE FIRE COMPANY NO1 1007 FIFTH AVENUE SPRING LAKE, NJ 07762	None		To serve and help protect the residents of Spring Lake and neighboring towns	100
SAINT IGNATIUS LOYOLA SCHOOL 48 EAST 84TH STREET NEW YORK, NY 10028	None		Committed to the education of the whole child by meeting the spiritual, intellectual, social, and emotional needs of each individual	50,750
ST ANTHONY HIGH SCHOOL 175 8TH STREET JERSEY CITY, NJ 07302	None		To encourage effective development and promote the students fullest aesthetic growth by fostering, within the curriculum and extra-curricular activities, an appreciation of individual worth	5,000
RUTGERS UNIVERSITY FOUNDATION 7 COLLEGE AVENUE WINANTS HALL NEW BRUNSWICK, NJ 08901	None		Pursuit of excellence in education, research, and public service To provide the bridge between donors and the schools and programs, faculty, and students that make up this university To help match caring people with satisfying and meaningful opportunities to make gifts that have an impact on Rutgers The Joseph Nestor Memorial Scholarship at Rutgers University provides scholarships to full time undergraduate students based on academic merit and financial need	10,000
MARYMOUNT SCHOOL OF NY 1026 FIFTH AVENUE NEW YORK, NY 10028	None		Marymount prepares students to become leaders and advocates for positive changethrough its community service programs and a curriculum that encourages young women to challengethemselves, take risks, and innovate in order to achieve their goals and dreams	101,200
MARINE CORPS HERITAGE FOUNDATION 3800 FETTLER PARK DRIVE DUMFRIES, VA 22025	None		The Foundations mission is to preserve and propagate the history, traditions and culture of the Marine Corps as well as to educate all Americans	200

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a Paid during the year				
IRISH AMERICAN CULTURAL INSTITUTE 1 LACKAWANNA PLACE MORRISTOWN, NJ 07960	None		Promoting an intelligent appreciation of Ireland and the role and contributions of the Irish in America	1,000
AUTISM SPEAKS 1 EAST 33RD STREET 4TH FL NEW YORK, NY 10016	None		Nation's largest autism science and advocacy organization, dedicated to funding research into the causes, prevention, treatments and a cure for autism, increasing awareness of autism spectrum disorders, and advocating for the needs of individuals with autism and their families	2,500
ATLAS ECONOMIC RESEARCH FOUNDATION 1201 L STREET NW WASINGTON, DC 20005	None		A non-profit organization in the United States which organizes and convenes workshops, offers training, runs prize programs, and provides advisory services in order to continue growing and strengthening an informal network of more than 400 free market think tanks in 84 different countries	100
AMERICAN CANCER SOCIETY-GARDNER REL 350 PLANTATION STREET WORCESTER, MA 01604	None		The American Cancer Society is a nationwide, community-based voluntary health organization dedicated to eliminating cancer as a major health problem Headquartered in Atlanta, Georgia, the ACS has 12 chartered Divisions, more than 900 local offices nationwide, and a presence in more than 5,100 communities	350
THE FUND FOR AMERICAN STUDIES 1706 NEW HAMPSHIRE AVE NW WASHINGTON, DC 20009	None		To create a brighter, more prosperous future by preparing young people for leadership, teaching them the ideas of freedom and a free-market economy	100
ST ALOYSIUS SCHOOL 223 WEST 132ND STRET NEW YORK, NY 10027	None		Dedicated to educating inner-city children at risk of not reaching their potential To provide a comprehensive, academically challenging, literature-based program that includes support of the family and the whole child	1,000
St Ignatius Loyola Day Nursery 240 East 84 Street New York, NY 10028	None		The Day Nursery offers a challenging preschool program that focuses on each childs uniqueness and their social, emotional and cognitive growth	200
Marine Sgt Eddie Ryan 207 Wintish Road Ellenville, NY 12428	None		To help, aid and support wounded Marine Sgt Eddie Ryan task of getting him back on his feet	6,000
Juvenile Diabetes Cure Alliance C/O 654 Madison Avenue Suite 1606 New York, NY 10065	None		The organization is dedicated to finding a cure for juvenile diabetes The organization will achieve its exempt purpose through developing innovative ideas and approaches to challenge and facilitate the research community to find a cure for juvenile diabetes These approaches will include but not be limited to (i) internal projects to evaluate how juvenile diabetes research is being conducted and the effectiveness of the current research approach (ii) develop programs to evaluate and identify the most promising juvenile diabetes research projects, (iii) develop programs to mobilize those interested in finding a cure for juvenile diabetes as one unified voice and economic resource to influence juvenile diabetes research for projects that show the greatest potential for a cure (iv)possibly providing grants to organizations conducting research and testing directing toward curing diabetes and (ii) possibly creating a platform to facilitate the development of a cooperative community center	500,000
JDRF 110 Riverside Drive Apt 3A New York, NY 10024	None		JDRF continues to make progress toward a cure for type 1 diabetes Your donation will make a dramatic impact as JDRF moves life altering research out of the lab and into human clinical trials Typically, more than 85 percent of JDRF's expenditures directly support research and research-related education	125
Immaculate Conception High School 33 Cottage Place Montclair, NJ 07042	None		Gifts to the Annual Fund comprise our most significant source of support and are directed to areas with the greatest need and greatest potential for impact, including tuition assistance, technological advancements, faculty and curriculum development, and facility enhancements	500
Freedom Works 601 Pennsylvania Ave NWN Bldg 700 Washington, DC 20004	None		FreedomWorks recruits, educates, trains and mobilizes hundreds of thousands of volunteer activists to fight for less government, lower taxes, and more freedom Seeking health care reforms and promote less government intervention	100
Franciscan Mission Associates PO Box 598 Mount Vernon, NY 10551	None		Promotes information about and interest in the missionaries and their people - particularly in the Franciscan Missions of Central America, but also in the inner cities of the United States and Canada as well as every continent in the world Our mission is excellence in the provision of healthcare their family members, nursing associates, hospital associates	100
Fordham University 888 7th Avenue 7th Floor New York, NY 10102	None		Enable Fordham Law School to support many of the activities of the school, including the student journals,scholarships, and the public service activities	62,500
Church of St Ignatius Loyola 980 Park Avenue New York, NY 10028	None		Operating within the framework of Ignatian spirituality and the Jesuit tradition, seek and shared ministry as a true community of disciples, gathered in prayer and worship, sharing the Universal Churchs mission of evangelization and service To conduct and address social and health activities/issues in the community	5,000

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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*				
Reserve Aid Inc PO Box 803451 Dallas, TX 75380	None		Poviding financial support to the families of Reserve Service Members from all services, who have been called to active duty and are experiencing financial difficulty	10,000
NYPD Gaelic Football Club Manhattan College Bronx, NY 10475	None		The NYPD Gaelic Football Club is a nonprofit organization We make annual contributions to several other charities including Project Children, the PBA Widows and Children Fund, and the Damian Meehan Foundation	1,000
THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON, DC 20002	None		Working to make your voice heard in Washington, DC Stay up-to-date on local and current events	1,000
Big Brothers Big Sisters 174 Main Street Eatontown, NJ 07724	None		All Big Brothers Big Sisters organizations share one mission to help at-risk young people achieve their full potential through professionally supported one-to-one mentoring with measurable outcomes	250
NAOMI BERRIE DIABETES CENTER 1150 ST NICHOLAS AVENUE 168TH ST New York, NY 10032	None		The Naomi Berrie Diabetes Center at Columbia University Medical Center aim is to create a world-class center for diabetes care and research in New York City In this time, the Berrie Center has become recognized nationally and internationally for excellence and innovation in patient care and research in diabetes and its allied disorders, and is well on its way to achieving our vision Unrestricted gifts are used to support both our clinical and research programs, with 50% of the funds going to support the un-reimbursed clinical care of children and adults with diabetes, and 50% dedicated to basic and translational research programs aimed at ultimately curing diabetes	25,000
Total . . . . ▶ **3a**				990,207

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
BRIAN & JOELLE KELLY FAMILY FOUNDATION

Employer identification number
26-6139249

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)

Name of organization
BRIAN & JOELLE KELLY FAMILY FOUNDATION

Employer identification number
26-6139249

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
2	BRIAN JOELLE KELLY C/O CHADWICKCO 225 ROUTE 35N RED BANK, NJ 07701	$ 1,012,000	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
1	BRIAN JOELLE KELLY C/O CHADWICKCO 225 ROUTE 35N RED BANK, NJ 07701	$ 480,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
BRIAN & JOELLE KELLY FAMILY FOUNDATION	26-6139249

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	220,000 Common Shares MCGC	$ 1,012,000	2012-12-20

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

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

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

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

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

Name of organization
BRIAN & JOELLE KELLY FAMILY FOUNDATION

Employer identification number
26-6139249

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

TY 2012 Accounting Fees Schedule

Name: BRIAN & JOELLE KELLY FAMILY FOUNDATION

EIN: 26-6139249

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CEFI-KI - LINE 13-K - ACCOUNTING	383	383	0	0
Accounting	18,140	0	0	18,140

TY 2012 Legal Fees Schedule

Name: BRIAN & JOELLE KELLY FAMILY FOUNDATION

EIN: 26-6139249

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal	560	560	0	0

TY 2012 Other Decreases Schedule

Name: BRIAN & JOELLE KELLY FAMILY FOUNDATION

EIN: 26-6139249

Software ID: 12000229

Software Version: 2012v2.0

Description	Amount
UNREALIZED LOSS ON INVESTMENTS	1,092,705
50% MEALS	86

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TY 2012 Other Expenses Schedule

Name: BRIAN & JOELLE KELLY FAMILY FOUNDATION

EIN: 26-6139249

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRAVEL	337			337
OFFICE SUPPLIES	258			258
MEALS (50%)	86			86
INSURANCE	3,203			3,203
CEFI-KI - LINE 13-K - BSC	-2	-2		
BANK CHARGES	95	95		

TY 2012 Other Increases Schedule

Name: BRIAN & JOELLE KELLY FAMILY FOUNDATION

EIN: 26-6139249

Software ID: 12000229

Software Version: 2012v2.0

Description	Amount
ACCRUED INTEREST INCOME	268

TY 2012 Other Professional Fees Schedule

Name: BRIAN & JOELLE KELLY FAMILY FOUNDATION

EIN: 26-6139249

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING FEE	21,000	21,000	0	0
CEFI-KI - LINE 13-K - PROFESSIONAL FEES	5	5	0	0
CEFI-KI - LINE 13-K - MANAGEMENT FEE	3,588	3,588	0	0

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TY 2012 Taxes Schedule

Name: BRIAN & JOELLE KELLY FAMILY FOUNDATION

EIN: 26-6139249

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE TAX	750			750
PAYROLL TAXES	3,730			3,730
CEFI-KI - LINE 16-L	222	222		
CEFI-K1-LINE 13-K	10	10		