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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

, and ending

Name of foundation

KELLY FAMILY FOUNDATION, INC
C/O OBRIEN & ASSOCIATES

A Employer identification number

27-1510984

Number and street (or P O box number if mail is not delivered to street address)

10 KEARNEY ROAD, SUITE 305

Room/suite

B Telephone number

(781) 444-8400

City or town, state, and ZIP code

NEEDHAM, MA 02494

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

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 28,806,319. (Part I, column (d) must be on cash basis.)

J Accounting method

☒

Cash

☐

Accrual

Other (specify)

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))(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			N/A	
	2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	20,673.	20,673.		STATEMENT 1
	4	Dividends and interest from securities	47,762.	47,762.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-35,760.			
	b	Gross sales price for all assets on line 6a	3,000,000.			
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
Operating and Administrative Expenses	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	Total. Add lines 1 through 11	32,675.	68,435.		
	13	Compensation of officers, directors, trustees, etc.	32,500.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees	4,760.	0.		0.
	b	Accounting fees	2,750.	0.		0.
	c	Other professional fees	88,011.	0.		0.
	17	Interest				
	18	Taxes	5,545.	0.		0.
	19	Depreciation and depletion	2,827.	0.		0.
	20	Occupancy	17,035.	0.		0.
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses	35,486.	0.		0.
	24	Total operating and administrative expenses. Add lines 13 through 23	188,914.	0.		0.
	25	Contributions, gifts, grants paid	996,000.			996,000.
	26	Total expenses and disbursements. Add lines 24 and 25	1,184,914.	0.		996,000.
	27	Subtract line 26 from line 12	-1,152,239.			
	a	Excess of revenue over expenses and disbursements				
	b	Net investment income (if negative, enter -0-)		68,435.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

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12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	-1.		
	2 Savings and temporary cash investments	26,759,274.	26,140,051.	26,275,654.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 8	0.	1,450,568.	1,474,539.
	c Investments - corporate bonds STMT 9	3,035,760.	1,052,285.	1,051,334.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶ 6,604.				
Less accumulated depreciation STMT 10 ▶ 3,085.	4,902.	3,519.	3,519.	
15 Other assets (describe ▶ STATEMENT 11)	0.	1,273.	1,273.	
16 Total assets (to be completed by all filers)	29,799,935.	28,647,696.	28,806,319.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	29,799,935.	28,647,696.		
30 Total net assets or fund balances	29,799,935.	28,647,696.		
31 Total liabilities and net assets/fund balances	29,799,935.	28,647,696.		

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	29,799,935.
2 Enter amount from Part I, line 27a	2	-1,152,239.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	28,647,696.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II column (b), line 30	6	28,647,696.

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 \$1,000,000 GENERAL ELECTRIC CAPITAL CORP			
b 2.25%	P	03/25/09	03/12/12
c \$1,000,000 STATE STREET CAPITAL TRUST 2.15%	P	04/03/09	04/30/12
d \$1,000,000 JOHN DEERE CAPIATL CORP 2.875%	P	04/03/09	06/19/12
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b 1,000,000.		1,004,690.	-4,690.
c 1,000,000.		1,005,180.	-5,180.
d 1,000,000.		1,025,890.	-25,890.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			-4,690.
c			-5,180.
d			-25,890.
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	-35,760.
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) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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	538,519.	20,393,858.	.026406
2010	225.	10,279,829.	.000022
2009	0.	54,605.	.000000
2008			
2007			

2 Total of line 1, column (d)	2	.026428
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	.008809
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	28,553,190.
5 Multiply line 4 by line 3	5	251,525.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	684.
7 Add lines 5 and 6	7	252,209.
8 Enter qualifying distributions from Part XII, line 4	8	996,000.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	684.
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	0.
3 Add lines 1 and 2		3	684.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	684.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,636.	
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	4,636.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,952.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	3,952.	Refunded

Part VII-A Statements Regarding Activities

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?		Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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			X
c Did the foundation file Form 1120-POL for this year?			X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0. (2) On foundation managers \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.			
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 XIV.	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	10		X

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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		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? Website address ► N/A	13	X	
14	The books are in care of ► <u>TIMOTHY R. OBRIEN, ESQ</u> Telephone no ► <u>781 444-8400</u> Located at ► <u>10 KEARNEY ROAD, SUITE 305, NEEDHAM, MA</u> ZIP+4 ► <u>02494</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A	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

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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)?

☐ 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)?

N/A

☒

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?

N/A

☐ Yes
☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes
☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

☐ Yes
☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes
☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

☒

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		32,500.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

0

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	27,845,579.
b	Average of monthly cash balances	1b	1,137,639.
c	Fair market value of all other assets	1c	4,792.
d	Total (add lines 1a, b, and c)	1d	28,988,010.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	28,988,010.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	434,820.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,553,190.
6	Minimum investment return. Enter 5% of line 5	6	1,427,660.

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	1,427,660.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	684.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	684.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,426,976.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,426,976.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,426,976.

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	996,000.
b	Program-related investments - total from Part IX-B	1b	0.
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	996,000.
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	5	684.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	995,316.

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.

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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				1,426,976.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			988,450.	
b Total for prior years		0.		
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	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 996,000.				
a Applied to 2011, but not more than line 2a			988,450.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				7,550.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,419,426.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
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				

N/A

- ▶

- | | |
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|--|--|

- 4942(1)(5)

- Tax year

- Prior 3 years

- (a) 2012

- (b) 2011

- (c) 2010

- (d) 2009

- (e) Total

- 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**

- 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

1

- 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

- 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

- 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

KELLY FAMILY FOUNDATION, INC

Form 990-PF (2012)

C/O OBRIEN & ASSOCIATES

27-1510984

Page 11

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BOSTON BALLET 19 CLARENDON STREET BOSTON, MA 02116	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION UNRESTRICTED	25,000.
BOY SCOUTS OF AMERICA 411 UNUIY ROAD MILTON, MA 02186	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION UNRESTRICTED	15,000.
GIRL SCOUTS OF EASTERN MASSACHUSETTS 95 BERKELEY STREET BOSTON, MA 02116	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION UNRESTRICTED	15,000.
INNER CITY SCHOLARSHIP FUND 1011 FIRST AVENUE, 14TH FLOOR NEW YORK, NY 10022	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION UNRESTRICTED	50,000.
MASS MENTORING PARTNERSHIP 105 CHAUNCY STREET, STE. 300 BOSTON, MA 02111	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION UNRESTRICTED	300,000.
Total	SEE CONTINUATION SHEET(S)			996,000.
b Approved for future payment				
NONE				
Total				0.

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
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	20,673.	
4	Dividends and interest from securities			14	47,762.	
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	-35,760.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0.		32,675.	0.
13	Total. Add line 12, columns (b), (d), and (e)					32,675.

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

[illegible]

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SUNSET POINT CAMP 2 TENTH STREET HULL, MA 02045	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION UNRESTRICTED	10,000.
WOMENADE BOSTON 112 PLEASANT STREET NEWTON CENTRE, MA 02459	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION UNRESTRICTED	5,000.
WHITTIER STREET HEALTH CENTER 290 TREMONT STREET ROXBURY, MA 02120	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION UNRESTRICTED	25,000.
BOSTON PARTNERS IN EDUCATION 44 FARNSWORTH STREET BOSTON, MA 02210	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION UNRESTRICTED	5,000.
CAMP HARBOR VIEW 2 DEARBORN STREET BOSTON, MA 02119	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION UNRESTRICTED	75,000.
BOSTON SCHOLAR ATHLETES PROGRAM 65 ALLERTON STREET BOSTON, MA 02119	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION UNRESTRICTED	100,000.
SAINT ANDREWS 40 WALK HILL STREET BOSTON, MA 02130	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION UNRESTRICTED	25,000.
BOSTON SYMPHONY ORCHESTRA 301 MASSACHUSETTS AVENUE BOSTON, MA 02115	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION UNRESTRICTED	100,000.
OYSTER HARBOR SCHOLARSHIP FUND P.O. BOX 2067 GRAND ISLAND ROAD OYSTER HARBOR, MA 02655	NONE	IRC SEC 170(B)(1)(A)(VI ORG	CHARITABLE CONTRIBUTION UNRESTRICTED	1,000.
CAPE COD HEALTHCARE FOUNDATION 297 NORTH STREET, SUITE 333 HYANNIS, MA 02601	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION UNRESTRICTED	200,000.
Total from continuation sheets				591,000.

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK OF AMERICA MONEY MARKET	20,673.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	20,673.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BECTON DICKENSON & CO	54.	0.	54.
GENERAL ELECTRIC CAPITAL CORP.			
BOND INTEREST	11,250.	0.	11,250.
HARBOR INTERNATIONAL FUND	3,424.	0.	3,424.
ISHARES DOW JONES SELECT	939.	0.	939.
ISHARES MSCI EMERGING MARKET			
INDEX	1,038.	0.	1,038.
ISHARES RUSSELL 2000 INDEX FUND	2,489.	0.	2,489.
ISHARES RUSSELL MID CAP GROWTH	926.	0.	926.
JOHN DEERE CAP. CORP. BOND			
INTEREST	14,375.	0.	14,375.
JOHN HANCOCK FUNDS III			
DISCIPLINED VALUE	982.	0.	982.
OCCIDENTAL PETROLEUM CORP	97.	0.	97.
STANLEY BLACK & DECKER BOND			
INTEREST	1,438.	0.	1,438.
STATE STREET CAP. TRUST BOND			
INTEREST	10,750.	0.	10,750.
TOTAL TO FM 990-PF, PART I, LN 4	47,762.	0.	47,762.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
O'BRIEN & ASSOCIATES	4,760.	0.		0.
TO FM 990-PF, PG 1, LN 16A	4,760.	0.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DONOVAN, SULLIVAN & RYAN	2,750.	0.		0.	
TO FORM 990-PF, PG 1, LN 16B	2,750.	0.		0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK/IAS FEES	83,485.	0.		0.	
GRSPHC DESIGN FEES	4,526.	0.		0.	
TO FORM 990-PF, PG 1, LN 16C	88,011.	0.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	5,000.	0.		0.	
FOREIGN TAX PAID	545.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	5,545.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
UTILITIES	2,083.	0.		0.	
OFFICE EXPENSE	1,447.	0.		0.	
CONTRACT LABOR	26,453.	0.		0.	
DUES & SUBSCRIPTIONS	1,195.	0.		0.	
CLEANING & MAINTNEANCE	490.	0.		0.	

POSTAGE	120.	0.	0.
INSURANCE	2,698.	0.	0.
MASSACHUSETTS ANNUAL REPORT	1,000.	0.	0.
TO FORM 990-PF, PG 1, LN 23	35,486.	0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT (#6420)	1,450,568.	1,474,539.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,450,568.	1,474,539.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
\$1,000,000 GENERAL ELEC. CAP CORP, FDIC GTD, DTD 3/12/09, 2.25%, DUE 3/12/12	0.	0.
\$1,000,000 STATE STREET CAP TR, FDIC GTD, DTD 3/6/09, 2.15%, DUE 4/30/12	0.	0.
\$1,000,000 JOHN DEERE CAP CORP, SER D, DTD 12/19/08, 2.875%, DUE 6/19/12	0.	0.
SEE ATTACHED STATEMENT (#6420)	1,052,285.	1,051,334.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,052,285.	1,051,334.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE EQUIPMENT	5,160.	2,219.	2,941.
OFFICE EQUIPMENT	1,444.	866.	578.
TOTAL TO FM 990-PF, PART II, LN 14	6,604.	3,085.	3,519.

FORM 990-PF	OTHER ASSETS		STATEMENT 11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST PURCHASED	0.	1,225.	1,225.
DIVIDEND RECIEVABLE	0.	48.	48.
TO FORM 990-PF, PART II, LINE 15	0.	1,273.	1,273.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SONJA KELLY FARMER 3 JOHN HAZLITT LANE HINGHAM, MA 02043	PRESIDENT 25.00	32,500.	0.	0.
DEBORAH M. KELLY 315 WELLESLEY STREET WESTON, MA 02493	TREASURER 0.00	0.	0.	0.
EDMUND F. KELLY 315 WELLESLEY STREET WESTON, MA 02493	CLERK 0.00	0.	0.	0.
EDMUND F. KELLY 315 WELLESLEY STREET WESTON, MA 02493	DIRECTOR 0.00	0.	0.	0.
DEBORAH M. KELLY 315 WELLESLEY STREET WESTON, MA 02493	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		32,500.	0.	0.

The Kelly Family Foundation, Inc.
2012 Form 990-PF
Balance Sheet Attachment

Equities		(2) Industry Sector Codes	CND = Consumer Discretionary CNS = Consumer Staples ENR = Energy	FIN = Financials HEA = Health Care IND = Industrials	IFT = Information Technology MAT = Materials OEQ = Other Equities	TEL = Telecommunication Services UTL = Utilities
U.S. Large Cap						
140.000	AIR PRODS & CHEMS INC Ticker: APD	009158106 MAT	\$11,762.80 84,020	\$39.60	\$11,480.60 82,004	\$282.20
25.000	APPLE INC Ticker: AAPL	037833100 IFT	13,304.32 532.173	0.00	13,736.38 549,455	-432.06
185.000	AUTOMATIC DATA PROCESSING INC Ticker: ADP	053015103 IFT	10,532.05 56,930	80.48	10,604.13 57,320	-72.08
180.000	BAXTER INTL INC Ticker: BAX	071813109 HEA	11,998.80 66,660	0.00	11,660.29 64,779	338.51
110.000	BECTON DICKINSON & CO Ticker: BDX	075887109 HEA	8,600.90 78,190	0.00	8,521.15 77,465	79.75
45.000	BLACKROCK INC CL A Ticker: BLK	09247X101 FIN	9,301.95 206,710	0.00	8,655.08 192,335	646.87
185.000	CHUBB CORP Ticker: CB	171232101 FIN	13,934.20 75,320	75.85	14,366.18 77,655	-431.98
						\$358.40
						265.00
						321.90
						324.00
						217.80
						270.00
						303.40
						2.17

(1) Market Value in the Portfolio Detail section does not include Accrued Income

10842904300

Trade Date



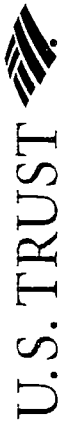
Portfolio Detail

KELLY FAMILY FOUNDATION, INC.

Jan. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U.S. Large Cap (cont)									
495.000	CISCO SYS INC Ticker: CSCO	17275R102 IFT	9,726.45 19.649	0.00	9,575.78 19.345	150.67		277.20	2.85
195.000	COACH INC Ticker: COH	189754104 CND	10,824.45 55.510	0.00	11,193.98 57.405	-369.53		234.00	2.16
300.000	COCA COLA CO Ticker: KO	191216100 CNS	10,875.00 36.250	0.00	11,218.50 37.395	-343.50		306.00	2.81
500.000	CORNING INC Ticker: GLW	219350105 IFT	6,310.00 12.620	0.00	6,216.00 12.432	94.00		180.00	2.85
135.000	DEERE & CO Ticker: DE	244199105 IND	11,666.70 86.420	62.10	11,400.08 84.445	266.62		248.40	2.12
180.000	EMERSON ELEC CO Ticker: EMR	291011104 IND	9,532.80 52.960	0.00	9,161.10 50.895	371.70		295.20	3.09
240.000	EXXON MOBIL CORP Ticker: XOM	30231G102 ENR	20,772.00 86.550	0.00	21,115.01 87.979	-343.01		547.20	2.63
175.000	HONEYWELL INTL INC Ticker: HON	438516106 IND	11,107.25 63.470	0.00	10,754.63 61.455	352.62		287.00	2.58
70.000	INTERNATIONAL BUSINESS MACHS Ticker: IBM	459200101 IFT	13,408.50 191.550	0.00	13,222.64 188.895	185.86		238.00	1.77
145.000	JOHNSON & JOHNSON Ticker: JNJ	478160104 HEA	10,164.50 70.100	0.00	10,176.83 70.185	-12.33		353.80	3.48
190.000	KRAFT FOODS GROUP INC Ticker: KFT	50076Q106 CNS	8,639.30 45.470	95.00	8,773.25 46.175	-133.95		380.00	4.39
130.000	MCDONALDS CORP Ticker: MCD	580135101 CND	11,467.30 88.210	0.00	11,338.76 87.221	128.54		400.40	3.49
285.000	MONDELEZ INTL INC Ticker: MDLZ	609207105 CNS	7,254.16 25.453	37.05	7,317.89 25.677	-63.73		148.20	2.04
180.000	OCCIDENTAL PETE CORP DEL Ticker: OXY	674599105 ENR	13,789.80 76.610	0.00	13,452.30 74.735	337.50		388.80	2.81
160.000	PEPSICO INC Ticker: PEP	713448108 CNS	10,948.80 68.430	0.00	11,178.40 69.865	-229.60		344.00	3.14
155.000	PHILIP MORRIS INTL INC Ticker: PM	718172109 CNS	12,964.20 83.640	131.75	13,769.43 88.935	-805.23		527.00	4.06

Trade Date



Bank of America Private Wealth Management

Portfolio Detail

KELLY FAMILY FOUNDATION, INC

Jan. 01, 2012 through Dec 31, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (Cont)									
U.S. Large Cap (cont)									
150,000	PROCTER & GAMBLE CO Ticker: PG	742718109 CNS	10,183.50 67.890	0.00	10,452.75 69.685		-269.25	337.20	3.31
180,000	QUALCOMM INC Ticker: QCOM	747525103 IFT	11,134.73 61.860	0.00	11,495.70 63.865		-360.97	180.00	1.61
170,000	SCHLUMBERGER LTD NETHERLANDS ANTILLES Ticker: SLB	806857108 ENR	11,780.76 69.299	0.00	12,132.05 71.365		-351.29	187.00	1.58
165,000	TARGET CORP Ticker: TGT	87612E106 CND	9,763.05 59.170	0.00	10,192.39 61.772		-429.34	237.60	2.43
130,000	UNITED PARCEL SVC INC CLB	911312106 IND	9,584.90 73.730	0.00	9,537.45 73.365		47.45	296.40	3.09
530,000	WELLS FARGO & CO NEW COM Ticker: WFC	949746101 FIN	18,115.40 34.180	0.00	17,511.04 33.040		604.36	466.40	2.57
280,000	WEYERHAEUSER CO Ticker: WY	962166104 FIN	7,789.60 27.820	0.00	7,480.20 26.715		309.40	190.40	2.44
115,000	3M CO Ticker: MMM	88579Y101 IND	10,677.75 92.850	0.00	10,472.48 91.065		205.27	271.40	2.54
Total U.S. Large Cap			\$347,915.92	\$571.83	\$348,162.45		-\$246.53	\$9,382.10	2.69%
U.S. Mid Cap									
135,000	CULLEN / FROST BANKERS INC Ticker: CFR	229899109 FIN	\$7,326.45 54.270	\$0.00	\$7,270.43 53.855		\$56.02	\$259.20	3.53%
120,000	DIAMOND OFFSHORE DRILLING INC Ticker: DO	25271C102 ENR	8,155.20 67.960	0.00	8,271.00 68.925		-115.80	60.00	0.73
2,280,000	ISHARES RUSSELL MIDCAP GROWTH INDEX FUND Ticker: IWP	464287481 OEQ	143,184.00 62.800	0.00	140,922.92 61.808		2,261.08	1,883.28	1.31
11,583,012	JOHN HANCOCK FDS III DISCIPLINED VALUE MID CAP FUND Ticker: JVMIX	47803W406 OEQ	154,054.06 13.300	0.00	150,000.00 12.950		4,054.06	277.99	0.18

10852905300

Trade Date

Portfolio Detail

IM KELLY FAMILY FOUNDATION, INC.

Jan. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U.S. Mid Cap (cont)									
130.000	SMUCKER J M CO NEW COM Ticker: SJM	832696405 CNS	11,211.20 86.240	0.00	11,517.95 88.600		-306.75	270.40	2.41
165.000	STANLEY BLACK & DECKER INC Ticker: SWK	854502101 IND	12,205.05 73.970	0.00	11,646.18 70.583		558.87	323.40	2.65
	Total U.S. Mid Cap		\$336,135.96	\$0.00	\$329,628.48		\$6,507.48	\$3,074.27	0.91%
U.S. Small Cap									
3,425.000	ISHARES RUSSELL 2000 INDEX FUND Ticker: IWM	464287655 OEQ	\$288,788.47 84.318	\$0.00	\$281,456.92 82.177		\$7,331.55	\$5,777.98	2.00%
	Total U.S. Small Cap		\$288,788.47	\$0.00	\$281,456.92		\$7,331.55	\$5,777.98	2.00%
International Developed									
165.000	ACCENTURE PLC CLA COM IRELAND Ticker: ACN	G1151C101 IFT	\$10,972.50 66.500	\$0.00	\$11,487.31 69.620		-\$514.81	\$267.30	2.43%
2,434.670	HARBOR INTERNATIONAL FUND INSTL CL Ticker: HAIN X	411511306 OEQ	151,241.70 62.120	0.00	150,000.00 61.610		1,241.70	3,057.95	2.02
4,290.000	ISHARES DOW JONES EPAC SELECT DIVIDEND INDEX FUND Ticker: IDV	464288448 OEQ	144,444.30 33.670	0.00	142,204.92 33.148		2,239.38	6,984.12	4.83
190.000	NESTLE S A SPONSORED ADR SWITZERLAND Ticker: NSRGY	641069406 CNS	12,371.28 65.112	0.00	12,421.25 65.375		-49.97	336.68	2.72
205.000	NOVARTIS A G SPONSORED ADR SWITZERLAND Ticker: NVS	66987V109 HEA	12,976.50 63.300	0.00	12,817.63 62.525		158.87	431.73	3.32

Trade Date

U.S. TRUST



Bank of America Private Wealth Management

Portfolio Detail

IM KELLY FAMILY FOUNDATION, INC

Jan 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
International Developed (cont)									
150.000	ROCHE HLDG LTD SPONSORED ADR SWITZERLAND Ticker: RHHBY	771195104 HEA	8,040.64 50.254	0.00	7,847.20 49.045	193.44	246.72	3.06	
325.000	TE CONNECTIVITY LTD SWITZERLAND Ticker: TEL	H84989104 IFT	12,064.00 37.120	0.00	11,577.12 35.622	486.88	273.00	2.26	
Total International Developed			\$352,110.92	\$0.00	\$348,355.43	\$3,755.49	\$11,597.50	3.29%	
Emerging Markets									
3,360.000	ISHARES MSCI EMERGING MKTS INDEX FUND Ticker: EEM	464287234 OEO	\$149,016.00 44.350	\$0.00	\$142,964.30 42.549	\$6,051.70	\$2,503.20	1.68%	
Total Emerging Markets			\$149,016.00	\$0.00	\$142,964.30	\$6,051.70	\$2,503.20	1.68%	
Total Equities			\$1,473,967.27	\$571.83	\$1,450,567.58	\$23,399.69	\$32,335.05	2.19%	

Fixed Income

Investment Grade Taxable

125,000.000	2013 HEWLETT PACKARD CO SR UNSEC'D GLOBAL NT DTD 09/13/10 1.250% DUE 09/13/13 Moody's: BAA1 S&P: BBB+	428236888	\$124,998.75 99.999	\$468.75	\$124,793.75 99.835	\$205.00	\$1,562.50	1.25%	1.21
125,000.000	2017 DISNEY WALT CO NEW SR UNSEC'D MTN DTD 11/30/12 1.100% DUE 12/01/17 Moody's: A2 S&P: A	25468PCV6	125,262.50 100.210	118.40	125,580.00 100.464	-317.50	1,375.00	1.09	1.09

10862906300

Trade Date



Portfolio Detail

KELLY FAMILY FOUNDATION, INC.

Jan. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Investment Grade Taxable (cont)								
125,000.000	2019 DEERE JOHN CAP CORP UNSECD MTN DTD 04/17/12 2.250% DUE 04/17/19 Moody's: A2 S&P: A	24422ERR2	128,652.50 102.922	578.12	130,157.50 104.126	-1,505.00	2,812.50	2.18 1.89
125,000.000	2021 XEROX CORP SR UNSECD NT DTD 05/18/11 4.500% DUE 05/15/21 Moody's: BAA2 S&P: BBB-	984121CD3	132,356.25 105.885	718.75	132,266.25 105.813	90.00	5,625.00	4.25 3.73
4,000.000	2055 STANLEY BLACK & DECKER INC JR SUB DEB PFD 5.750% Moody's: BAA2 S&P: BBB+	854502705	103,800.00 25.950	0.00	105,120.00 26.280	-1,320.00	5,752.00	5.54
4,000.000	2051 DTE ENERGY CO PFD JR SUB DEB 6.500% Moody's: BAA3 S&P: BBB-	233331602	109,160.00 27.290	0.00	109,406.06 27.352	-246.06	6,500.00	5.95
4,000.000	JPMORGAN CHASE & CO DEPOSITARY SHS REPSTG 1/400 8.625% Moody's: A1 S&P: BBB	46625H621	103,880.00 25.970	0.00	104,568.40 26.167	-788.40	8,624.00	8.30
4,000.000	KIMCO RLTY CORP PFD REITS DEPOSITARY SH REPSTG 1/1000TH SER 16.000% Moody's: BAA2 S&P: N AVL	49446R794	102,440.00 25.610	1,500.00	103,512.40 25.878	-1,072.40	6,000.00	5.85
4,000.000	WELLS FARGO & CO NEW PFD DEP SHS SER J Moody's: A3 S&P: BBB+	949746R79	117,400.00 29.350	0.00	116,782.00 29.196	618.00	8,000.00	6.81
Total Investment Grade Taxable			\$1,047,950.00	\$3,384.02	\$1,052,286.36	-\$4,336.36	\$46,251.00	4.41%
Total Fixed Income			\$1,047,950.00	\$3,384.02	\$1,052,286.36	-\$4,336.36	\$46,251.00	4.41%

Depreciation and Amortization 990-PF
 (Including Information on Listed Property)

OMB No 1545-0172

2012

Attachment
 Sequence No **179**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return

KELLY FAMILY FOUNDATION, INC
 C/O OBRIEN & ASSOCIATES

Business or activity to which this form relates

Identifying number

FORM 990-PF PAGE 1

27-1510984

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	722.
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	1,961.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		722.	5 YRS.	HY	200DB	144.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	2,827.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Form 4562 (2012)

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
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25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use

25

26 Property used more than 50% in a qualified business use:

		%						
		%						
		%						

27 Property used 50% or less in a qualified business use

		%			S/L -			
		%			S/L -			
		%			S/L -			

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1

28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1

29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
30 Total business/investment miles driven during the year (do not include commuting miles)						
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
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42 Amortization of costs that begins during your 2012 tax year:

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43 Amortization of costs that began before your 2012 tax year

43

44 Total. Add amounts in column (f). See the instructions for where to report

44