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
KELLY FAMILY FOUNDATION

A Employer identification number
27-6825262

Number and street (or P O box number if mail is not delivered to street address) Room/suite
10393 SOUTH HIGHLAND CIRCLE

B Telephone number (see instructions)
(913) 764-6495

City or town, state, and ZIP code
OLATHE, KS 66061

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)* ▶$ 30,237,082

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	Description	(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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	336,921	336,921		
	4	Dividends and interest from securities	465,678	465,678		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-92,122			
	b	Gross sales price for all assets on line 6a 17,578,615				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	-252,020	8,020		
	12	**Total.** Add lines 1 through 11	458,457	810,619		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	2,776	2,776		0
	b	Accounting fees (attach schedule)	28,480	28,480		0
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	19,261	9,261		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	120,842	120,842		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	171,359	161,359		0
	25	Contributions, gifts, grants paid	1,490,144			1,490,144
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,661,503	161,359		1,490,144
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-1,203,046			
	b	**Net investment income** (if negative, enter -0-)		649,260		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	2,052,935	2,290,796	2,290,796
	2	Savings and temporary cash investments			
	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)	9,989,630	9,211,880	9,726,154
	c	Investments—corporate bonds (attach schedule)	13,853,791	13,179,534	14,120,366
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,886,523	2,819,076	4,099,766
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	28,782,879	27,501,286	30,237,082
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 (attach schedule)			
	22	Other liabilities (describe ▶)	92,841	38,875	
	23	**Total liabilities** (add lines 17 through 22)	92,841	38,875	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	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	28,690,038	27,462,411	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	28,690,038	27,462,411	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	28,782,879	27,501,286	

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	28,690,038
2	Enter amount from Part I, line 27a	2	-1,203,046
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	27,486,992
5	Decreases not included in line 2 (itemize) ▶	5	24,581
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	27,462,411

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	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-92,122
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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	1,431,461	29,119,000	0 049159
2010	100,000	29,522,996	0 003387
2009			
2008			
2007			

2	**Total** of line 1, column (d)	2	0 052546
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 026273
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	30,231,354
5	Multiply line 4 by line 3	5	794,268
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,493
7	Add lines 5 and 6	7	800,761
8	Enter qualifying distributions from Part XII, line 4	8	1,490,144

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	6,493
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	6,493
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	6,493
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,941		
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	13,941
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	6
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	7,442
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 7,442	**Refunded** ▶		11	0

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 ▶ $ 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		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		
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) ▶KS			
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 ▶BONNIE C KELLY CO-TRUSTEE Telephone no ▶(913) 764-6495

Located at ▶10393 S HIGHLAND CIRCLE OLATHE KS ZIP +4 ▶66061

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.		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		
	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		
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		
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**

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**

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
RYANE DELKA 12191 SOUTH SUNRAY DRIVE OLATHE, KS 66061	TRUSTEE 1 00	0	0	0
BONNIE C KELLY 10393 SOUTH HIGHLAND CIRCLE OLATHE, KS 66061	TRUSTEE 1 00	0	0	0
GERALD A KELLY JR 10393 SOUTH HIGHLAND CIRCLE OLATHE, KS 66061	TRUSTEE 1 00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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. . . . . ▶		0

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. . . . . ▶	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	28,560,505
b	Average of monthly cash balances.	1b	2,131,225
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	30,691,730
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	30,691,730
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	460,376
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	30,231,354
6	**Minimum investment return.** Enter 5% of line 5.	6	1,511,568

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	1,511,568
2a	Tax on investment income for 2012 from Part VI, line 5. 2a 6,493		
b	Income tax for 2012 (This does not include the tax from Part VI). 2b		
c	Add lines 2a and 2b.	2c	6,493
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,505,075
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,505,075
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	1,505,075

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	1,490,144
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	1,490,144
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	6,493
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	1,483,651

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				1,505,075
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			348,812	
b Total for prior years 20___, 20___, 20___		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 ▶ $ 1,490,144				
a Applied to 2011, but not more than line 2a			348,812	
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.				1,141,332
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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				363,743
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	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. . . .				

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			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
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))

See Additional Data Table

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 or e-mail of the person to whom applications should be addressed

BONNIE KELLY
10393 S HIGHLAND CIRCLE
OLATHE, KS 66061
(913) 764-6495

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

UNSPECIFIED

c Any submission deadlines

NOT APPLICABLE

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

ALL SUBMISSIONS SHOULD RELATE TO THE FOUNDATION'S MISSION STATEMENT AND BE USED TO IMPROVE THE QUALITY OF LIFE IN CHILDREN, WOMEN AND ANIMALS WITHIN THE UNITED STATES BY SUPPORTING PROGRAMS THAT FOCUS ON EDUCATION, MENTAL AND PHYSICAL WELLNESS AND CALIBER OF LIFE

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**				1,490,144
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

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	336,921	
4 Dividends and interest from securities. . . .			14	465,678	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	8,020	
8 Gain or (loss) from sales of assets other than inventory			18	-92,122	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a UNRELATED BUSINESS LOSSES FROM PARTNERSHIPS	525990	-260,040			
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		-260,040		718,497	0

13 Total. Add line 12, columns (b), (d), and (e). 13 458,457

(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

******	2013-07-31	******
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
BARBARA J PLATTNER	BARBARA J PLATTNER			P00035122

Firm's name	MARKSNELSON VOHLAND CAMPBELL RADETIC LLC	Firm's EIN 48-1238645
Firm's address	1310 E 104TH ST SUITE 300 KANSAS CITY, MO 64131	Phone no (816) 743-7700

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
COUNTRY CLUB TRUST SHORT TERM STOCK SALES	P		
COUNTRY CLUB TRUST LONG TERM STOCK SALES	P		
COUNTRY CLUB TRUST LONG TERM STOCK SALES	P		
COUNTRY CLUB TRUST SHORT TERM STOCK SALES	P		
COUNTRY CLUB TRUST LONG TERM STOCK SALES	P		
COUNTRY CLUB TRUST LONG TERM STOCK SALES	P		
PARTNERSHIP PASSTHROUGH LONG TERM STOCK SALES	P		
PARTNERSHIP PASSTHROUGH SHORT TERM STOCK SALES	P		
BASIS ADJUSTMENT - BUCKEYE PARTNERS	P		
BASIS ADJUSTMENT - BUCKEYE PARTNERS	P		
BASIS ADJUSTMENT - COPANO ENERGY	P		
BASIS ADJUSTMENT - ENERGY TRANSFER PARTNERS	P		
BASIS ADJUSTMENT - ENTERPRISE PRODUCTS PARTNERS	P		
BASIS ADJUSTMENT - MAGELLAN MIDSTREAM PARTNERS	P		
CAPITAL GAIN DISTRIBUTION	P		
BASIS ADJUSTMENT - BOND SOLD WITH PREMIUM AMORTIZED	P		
SECTION 1231 LOSS	P		
NONDIVIDEND DISTRIBUTION BASIS ADJ	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
13,316,301		13,465,248	-148,947
856,277		894,491	-38,214
48,012		41,043	6,969
91		83	8
3,264,128		3,214,423	49,705
42,628		34,590	8,038
10,092			10,092
		2	-2
1,197			1,197
7,094			7,094
4,958			4,958
12,049			12,049
2,634			2,634
		4,734	-4,734
8,652			8,652
1,127			1,127
		16,123	-16,123
3,375			3,375

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-148,947
			-38,214
			6,969
			8
			49,705
			8,038
			10,092
			-2
			1,197
			7,094
			4,958
			12,049
			2,634
			-4,734
			8,652
			1,127
			-16,123
			3,375

Form 990PF Part XV Line 1a - 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).

BONNIE C KELLY
GERALD A KELLY JR

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*				
ACADEMY FOR INTEGRATED ARTS 5604 TROOST AVENUE KANSAS CITY, MO 64110	N/A	EXEMPT	DONATION TO USE THE ARTS TO PREPARE STUDENTS FOR AN ADMISSIONS-BASED COLLEGE PREPARATORY SECONDARY SCHOOL	100,000
ALEXANDRA'S HOUSE 638 W 39TH TERRACE KANSAS CITY, MO 64111	N/A	EXEMPT	SUPPORT FOR THE NEWBORN HOSPICE PROGRAM	10,000
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENEUE DALLAS, TX 75231	N/A	EXEMPT	DONATION TO BUILD HEALTHIER LIVES, FREE OF CARDIOVASCULAR DISEASES AND STROKE	200
AMERICASHARE 15 WEST 26TH STREET NEW YORK, NY 10010	N/A	EXEMPT	TO ASSIST WOMEN AND CHILDREN AFFECTED BY THE AIDS EPIDEMIC IN KENYA	2,600
ARTS COUNCIL OF JOHNSON COUNTY 15301 WEST 87TH STREET PARKWAY LENEXA, KS 66219	N/A	EXEMPT	DONATION TO ENRICH THE COMMUNITY THROUGH THE ARTS	1,000
AVON WALK FOR BREAST CANCER 33 BROAD STREET SUITE 700 BOSTON, MA 02109	N/A	EXEMPT	DONATION TO HELP FIGHT BREAST CANCER	5,000
BACK IN THE SWING 6709 WEST 119TH STREET NO 444 OVERLAND PARK, KS 66209	N/A	EXEMPT	DONATION TO HELP IMPORVE AND PROTECT THE HEALTH AFTER BREAST CANCER THROUGH EDUCATION AND AWARENESS	10,000
BENEDICTINE COLLEGE 1020 NORTH 2ND STREET ATCHISON, KS 66002	N/A	EXEMPT	DONATION TO A COLLEGE TO SUPPORT EDUCATION	25,000
CATHOLIC CHARITIES OF NE KANSAS 9720 WEST 87TH STREET OVERLAND PARK, KS 66212	N/A	EXEMPT	DONATION TO HELP THE CATHOLIC CHURCH PROVIDE CHARITY TO THE UNDERPRIVELAGED	25,000
CATHOLIC EDUCATION FOUNDATION 12615 PARALLEL PARKWAY KANSAS CITY, KS 66109	N/A	EXEMPT	DONATION TO HELP PROVIDE CATHOLIC EDUCATION FOR UNDER-PRIVELAGED CHILDREN	100,000
CENTER FOR ACTION AND CONTEMPLATION 1705 FIVE POINTS RD SW ALBUQUERQUE, NM 87195	N/A	EXEMPT	DONATION TO A CENTER FOR EXPERIENTIAL EDUCATION, ROOTED IN THE GOSPELS, ENCOURAGING THE TRANSFORMATION OF HUMAN CONSCIOUSNESS THROUGH COMTEMPLATION	2,000
CHILDREN'S MERCY HOSPITAL 2401 GILLHAM ROAD KANSAS CITY, MO 64108	N/A	EXEMPT	DONATION TO HELP CHILDREN WITH LIFE THREATENING ILLNESSES AND THEIR FAMILIES	25,000
CITY UNION MISSION 1100 E 11TH STREET KANSAS CITY, MO 64106	N/A	EXEMPT	DONATION TO HELP PROVIDE CLOTHING AND OTHER ITEMS FOR THE POOR AND HOMELESS	500
CRISTO REY 211 WEST LINWOOD BOULEVARD KANSAS CITY, MO 64111	N/A	EXEMPT	DONATION TO A SISTERS OF CHARITY HIGH SCHOOL PROVIDING COLLEGE PREP EDUCATION AND SCHOLARSHIPS	325,000
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD 2ND FLOOR BETHESDA, MD 20814	N/A	EXEMPT	DONATION TO HELP SUPPORT THOSE WITH CYSTIC FIBROSIS	5,000

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*				
GENTLE GIANTS DRAFT HORSE RESCUE 17250 OLD FREDERICK ROAD MOUNT AIRY, MD 21771	N/A	EXEMPT	TO ASSIST IN THE CARE OF ABANDONED AND NEGLECTED DRAFT HORSES	500
GUADALUPE CENTERS INC 1015 AVENIDA CESAR E CHAVEZ KANSAS CITY, MO 64108	N/A	EXEMPT	DONATION TO IMPROVE THE QUALITY OF LIFE FOR INDIVIDUALS IN THE LATINO COMMUNITIES OF GREATER KANSAS CITY	1,500
HABITAT FOR HUMANITY 270 HABITAT STREET AMERICUS, GA 31709	N/A	EXEMPT	DONATION TO HELP CREATE A WORLD WHERE EVERYONE HAS A DECENT PLACE TO LIVE	200
HOUSE OF HOPE PO BOX 4073 OVERLAND PARK, KS 66204	N/A	EXEMPT	DONATION TO PROVIDE A COMPREHENSIVE RESIDENTIAL TREATMENT PROGRAM FOR HURTING TEENS WITH THE ULTIMATE GOAL OF FAMILY UNIT RESTORATION	500
INDIA DEVELOPMENT AND RELIEF FUND (IDRF) 5821 MOSSROCK DRIVE NORTH BETHESDA, MD 20852	N/A	EXEMPT	DONATION TO BRING SUSTAINABLE SOCIO-ECONOMIC DEVELIOPMENT TO REMOTE PARTS OF INDIEA, WITH A SPECIAL FOCUS ON WOMEN AND CHILDREN	10,000
KC RESCUE MISSION 1520 CHERRY STREET KANSAS CITY, MO 64108	N/A	EXEMPT	DONATION TO A COMMUNITY OFFERING FREEDOM AND HOPE TO THE POOR AND HOMELESS, EMPOWERING THEM TO REACH THEIR FULL POTENTIAL	800
KANSAS CITY HOSPICE 9221 WARD PARKWAY SUITE 100 KANSAS CITY, MO 64114	N/A	EXEMPT	DONATION TO ASSIST THE HOSPICE PROVIDE CARE TO THE ELDERLY	25,000
KIDS TLC 480 SOUTH ROGERS ROAD OLATHE, KS 66062	N/A	EXEMPT	DONATION TO HELP KIDS AND FAMILIES DURING THE DARKEST TIMES OF THEIR LIVES THROUGH COMMITMENT AND EXPERTISE	200,000
KVC HEALTH SYSTEMS 21350 W 153RD STREET OLATHE, KS 66061	N/A	EXEMPT	DONATION TO ASSIST CHILDREN AND FAMILIES WITH MENTAL HEALTH CARE, MEDICAL, SOCIAL SERVICES AND EDUCATION	50,000
MARCH OF DIMES 4400 COLLEGE BOULEVARD 180 OVERLAND PARK, KS 66211	N/A	EXEMPT	DONATION TO ASSIST CHILDREN BORN PREMATURELY OR WITH BIRTH DEFECTS AND THEIR FAMILIES	200
MAYOR'S CHRISTMAS TREE FUND PO BOX 768 OLATHE, KS 66051	N/A	EXEMPT	DONATION TO HELP PROVIDE CHRISTMAS TREES TO THOSE WHO CANNOT AFFORD THEM	500
PATHWAY TO HOPE 520 S HARRISON 206 OLATHE, KS 66061	N/A	EXEMPT	DONATION TO PROVIDE EDUCATION, SUPPORT, AND ADVOCACY FOR INDIVIDUALS AND FAMILIES AFFECTED BY MENTAL ILLNESS	500
ROCKHURST HIGH SCHOOL 9301 STATE LINE ROAD KANSAS CITY, MO 64114	N/A	EXEMPT	DONATION TO HELP PROVIDE EDUCATION TO YOUNG BOYS BASED ON JESUIT IDEALS AND CATHOLIC EDUCATIONAL TRADITION	7,500
ROSEBROOKS PO BOX 320599 KANSAS CITY, MO 64132	N/A	EXEMPT	DONATION TO HELP PROVIDE EMERGENCY SHELTER FOR WOMEN AND CHILDREN ESCAPING LIFE-THREATENING ABUSE	100,000
SALVATION ARMY 1110 EAST TRUMAN ROAD KANSAS CITY, MO 64108	N/A	EXEMPT	DONATION TO SUPPORT THE MISSIONS OF THE SALVATION ARMY	25,000

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				
SAVE A LIMB 2401 W BELVEDERE AVENUE BALTIMORE, MD 21215	N/A	EXEMPT	DONATION TO HELP FUND THE EFFORT TO PROVIDE RESEARCH AND TREATMENT FOR THE LESS FORTUNATE FAMILIES THROUGHOUT THE WORLD	500
SCHOOL OF FAITH PO BOX 25467 SHAWNEE MISSION, KS 66225	N/A	EXEMPT	DONATION TO PROVIDE ONGOING ADULT CATECHESIS AT SCHOOLS AND PARISHES THROUGHOUT THE ARCHDIOCESE OF KANSAS CITY	25,000
SMILES CHANGE LIVES 2405 GRAND STE 300 KANSAS CITY, MO 64108	N/A	EXEMPT	PROVIDE ORTHODONTIC TREATMENT FOR CHILDREN OF LOW-INCOME HOUSEHOLDS	25,000
SOJOURNERS 3333 14TH STREET NW SUITE 200 WASHINGTON, DC 20010	N/A	EXEMPT	DONATION TO ARTICULATE THE BIBLICAL CALL TO SOCIAL JUSTICE, INSPIRING HOPE AND BUILDING A MOVEMENT TO TRANSFORM INDIVIDUALS, COMMUNITIES, THE CHURCH AND THE WORLD	1,000
ST AGNES GIVING TREE 5250 MISSION ROAD ROELAND PARK, KS 66205	N/A	EXEMPT	DONATIO TO HELP THE CATHOLIC CHURCH DISTRIBUTE CHRISTMAS PRESENTS TO THE LESS FORTUNATE	500
THE CHILDREN'S SPOT 4225 BALTIMORE AVENUE KANSAS CITY, MO 64111	N/A	EXEMPT	DONATION TO HELP PROVIDE SPEECH, PHYSICAL, AND OCCUPATIONAL THERAPY TO CHILDREN WITH DEVELOPMENTAL DELAYS AND DISABILITIES, REGARDLESS OF THEIR FAMILIES' ABILITY TO PAY	250
THE LEUKEMIA & LYMPHOMA SOCIETY PO BOX 4072 PITTSFIELD, MA 01202	N/A	EXEMPT	DONATION TO HELP CURE LEUKEMIA, LYMPHOMA, HODGKIN'S DISEASE AND MYELOMA, AND IMPROVE THE QUALITY OF LIFE OF PATIENTS AND THEIR FAMILIES	200
THE LOVE FUND 3030 SUMMIT STREET KANSAS CITY, MO 64108	N/A	EXEMPT	DONATION TO IMPROVE THE QUALITY OF LIFE FOR CHILDREN	25,000
THE SHELTER INC 105 W 11TH STREET LAWRENCE, KS 66044	N/A	EXEMPT	DONATION TO IMPROVE THE LIVES OF CHILDREN AND FAMILIES, WITH A FOCUS ON CHILDREN IN DOUGLAS COUNTY AND NORTHEAST KANSAS	1,000
UMKC ALUMNI FUND 5100 ROCKHILL ROAD KANSAS CITY, MO 64110	N/A	EXEMPT	DONATION TO HELP PROVIDE DIRECT ASSISTANCE TO WORTHY STUDENTS	10,000
UMKC RINEHART FOUNDATION 650 EAST 25 STREET KANSAS CITY, MO 64108	N/A	EXEMPT	DONATION TO THE UMKC SCHOOL OF DENITISTRY	2,500
UNIVERISTY OF KANSAS CANCER CENTER 3901 RAINBOW BOULEVARD KANSAS CITY, KS 66160	N/A	EXEMPT	DONATION TO ASSIST IN THE CARE OF AND RESEARCH FOR CANCER PATIENTS	204,444
UNIVERSITY ACADEMY 6801 HOLMES ROAD KANSAS CITY, MO 64131	N/A	EXEMPT	DONATION TO HELP CHILDREN PREPARE FOR A SECONDARY EDUCATION AND BECOME LEADERS	25,000
UNIVERSITY OF DENVER 2199 S UNIVERSITY BLVD DENVER, CO 80208	N/A	EXEMPT	DONATION TO HELP RUN THE LARGEST PRIVATE UNITERSITY IN THE ROCKY MOUNTAIN REGION	10,000
UNIVERSITY OF KANSAS HOSPITAL 3901 RAINBOW BOULEVARD KANSAS CITY, KS 66160	N/A	EXEMPT	DONATION TO PROVIDE FUNDING FOR THE HOSPITAL	1,000

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*				
WAYSIDE WAIFS 3901 MARTHA TRUMAN ROAD KANSAS CITY, MO 64137	N/A	EXEMPT	PROVIDE SUPPORT FOR HOMELESS PETS	100,000
WORLD VISION PO BOX 9716 FEDERAL WAY, WA 98063	N/A	EXEMPT	DONATION TO HELP WORKING WITH CHILDREN, FAMILIES, AND THEIR COMMUNITIES WORLDWIDE TO REACH THEIR FULL POTENTIAL BY TACKLING THE CAUSES OF POVERTY AND INJUSTICE	250
Total . . . . ▶ **3a**				1,490,144

TY 2012 Accounting Fees Schedule

Name: KELLY FAMILY FOUNDATION

EIN: 27-6825262

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MARKSNELSON VOHLAND CAMPBELL RADETIC LLC	28,480	28,480		0

TY 2012 Investments Corporate Bonds Schedule

Name: KELLY FAMILY FOUNDATION

EIN: 27-6825262

Name of Bond	End of Year Book Value	End of Year Fair Market Value
COUNTRY CLUB TRUST CO - FIXED INCOME INVESTMENTS	13,179,534	14,120,366

TY 2012 Investments Corporate Stock Schedule

Name: KELLY FAMILY FOUNDATION

EIN: 27-6825262

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COUNTRY CLUB TRUST CO - EQUITY INVESTMENTS	9,211,880	9,726,154

TY 2012 Investments - Other Schedule

Name: KELLY FAMILY FOUNDATION

EIN: 27-6825262

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN PUBLICLY TRADED SECURITIES	AT COST	2,819,076	4,099,766

TY 2012 Legal Fees Schedule

Name: KELLY FAMILY FOUNDATION

EIN: 27-6825262

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LATHROP & GAGE	2,776	2,776		0

TY 2012 Other Decreases Schedule

Name: KELLY FAMILY FOUNDATION

EIN: 27-6825262

Description	Amount
HOT ASSET CALCULATION - BASIS ADJUSTMENT	23,198
NON-DEDUCTIBLE ITEMS FROM PARTNERSHIP FLOWTHROUGHS	1,383

TY 2012 Other Expenses Schedule

Name: KELLY FAMILY FOUNDATION

EIN: 27-6825262

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT EXPENSES	115,444	115,444		0
ADDITIONAL CHARITABLE CONTRIBUTIONS FROM PARTNERSHIPS	276	276		0
OTHER DEDUCTIONS FROM PARTNERSHIPS	4,513	4,513		0
INVESTMENT EXPENSE - COUNTRY CLUB TRUST	609	609		0

TY 2012 Other Income Schedule

Name: KELLY FAMILY FOUNDATION

EIN: 27-6825262

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INCOME/LOSS FROM PARTNERSHIP IN EXCESS OF UBTI	3,097	3,097	3,097
OTHER INCOME	11	11	11
PPL CORP UNIT	4,912	4,912	4,912
UNRELATED BUSINESS LOSSES FROM PARTNERSHIPS	-260,040		-260,040

TY 2012 Other Liabilities Schedule

Name: KELLY FAMILY FOUNDATION

EIN: 27-6825262

Description	Beginning of Year - Book Value	End of Year - Book Value
CALL ADVANCES	92,841	38,875

TY 2012 Taxes Schedule

Name: KELLY FAMILY FOUNDATION

EIN: 27-6825262

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	9,261	9,261		0
FEDERAL TAX PAID	10,000	0		0