



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation KELBEN FOUNDATION, INC.		A Employer identification number 39-1494625
Number and street (or P O box number if mail is not delivered to street address) 100 EAST WISCONSIN AVENUE		B Telephone number 414-226-4545
City or town, state, and ZIP code MILWAUKEE, WI 53202		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 18,626,995. (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 <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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)
1 Contributions, gifts, grants, etc., received		128,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		509,621.	509,621.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)		180,902.			
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a 968,818.			180,902.		
7 Capital gain net income (from Part IV, line 2)					
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)					
11 Other income		97,319.	7,207.		STATEMENT 2
12 Total. Add lines 1 through 11		915,842.	697,730.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		17,000.	0.		17,000.
b Accounting fees					
c Other professional fees					
17 Interest		11,750.	11,750.		0.
18 Taxes STMT 4		96,795.	0.		0.
19 Depreciation and depletion		6,976.	0.		
20 Occupancy		34,246.	0.		34,246.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		146,823.	63,505.		71,236.
24 Total operating and administrative expenses. Add lines 13 through 23		313,590.	75,255.		122,482.
25 Contributions, gifts, grants paid		1,022,250.			1,022,250.
26 Total expenses and disbursements. Add lines 24 and 25		1,335,840.	75,255.		1,144,732.
27 Subtract line 26 from line 12		-419,998.			
a Excess of revenue over expenses and disbursements			622,475.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,310,323.	1,335,454.	1,335,454.
	3 Accounts receivable ▶ 25,196.			
	Less allowance for doubtful accounts ▶	25,196.	25,196.	25,196.
	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 7	10,354,561.	10,986,100.	10,196,123.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans STMT 8	1,255,718.	1,225,041.	1,225,041.
	13 Investments - other STMT 9	7,753,864.	6,264,849.	5,829,907.
	14 Land, buildings, and equipment basis ▶ 109,091.			
	Less accumulated depreciation STMT 10 ▶ 95,317.	20,750.	13,774.	13,774.
	15 Other assets (describe ▶ STATEMENT 11)	1,500.	1,500.	1,500.
	16 Total assets (to be completed by all filers)	20,721,912.	19,851,914.	18,626,995.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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 and complete lines 24 through 26 and lines 30 and 31 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 ▶ <input checked="" type="checkbox"/>			
	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	0.	0.	
30 Total net assets or fund balances	20,721,912.	19,851,914.		
31 Total liabilities and net assets/fund balances	20,721,912.	19,851,914.		

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	20,721,912.
2 Enter amount from Part I, line 27a	2	-419,998.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	20,301,914.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	450,000.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,851,914.

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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 968,818.		947,786.	180,902.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			180,902.

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	180,902.
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	1,202,950.	17,879,374.	.067281
2010	1,012,148.	17,456,876.	.057980
2009	557,719.	17,700,332.	.031509
2008	1,999,593.	20,619,323.	.096977
2007	659,224.	24,802,384.	.026579

2 Total of line 1, column (d)	2	.280326
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	.056065
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	17,569,347.
5 Multiply line 4 by line 3	5	985,025.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,225.
7 Add lines 5 and 6	7	991,250.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	1,144,732.

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	6,225.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	6,225.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	6,225.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,775.
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	13,775.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	7,550.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
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
1c 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 <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> WI		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2012)

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 ▶ TED D. AND MARY KELLNER Telephone no ▶ 414-226-4545 Located at ▶ 100 E. WISCONSIN AVENUE, SUITE 2200, MILWAUKEE, W ZIP+4 ▶ 53202			
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"/>	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 checked="" type="checkbox"/> Yes <input 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)	3b	X
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

Form 990-PF (2012)

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

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?

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

6b

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

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

7b

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		0.	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

Form 990-PF (2012)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	9,418,593.
b	Average of monthly cash balances	1b	1,322,890.
c	Fair market value of all other assets	1c	7,095,418.
d	Total (add lines 1a, b, and c)	1d	17,836,901.
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	17,836,901.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	267,554.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,569,347.
6	Minimum investment return. Enter 5% of line 5	6	878,467.

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	878,467.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,225.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	12,849.
c	Add lines 2a and 2b	2c	19,074.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	859,393.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	859,393.
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	859,393.

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	1,144,732.
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	1,144,732.
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	6,225.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,138,507.

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.

Form 990-PF (2012)

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				859,393.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	961,377.			
c From 2009				
d From 2010	146,456.			
e From 2011	383,471.			
f Total of lines 3a through e	1,491,304.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,144,732.				
a Applied to 2011, but not more than line 2a			0.	
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	285,339.			859,393.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below	1,776,643.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				0.
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	1,776,643.			
10 Analysis of line 9				
a Excess from 2008	961,377.			
b Excess from 2009				
c Excess from 2010	146,456.			
d Excess from 2011	383,471.			
e Excess from 2012	285,339.			

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(I)(3) or ☐ 4942(I)(5)

- 2 a** 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

(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(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 13

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
SEE ATTACHED FOR CHARITABLE CONTRIBUTIONS				902,500.
SEE ATTACHED FOR SCHOLARSHIPS				119,750.
Total			3a	1,022,250.
<i>b Approved for future payment</i>				
SEE ATTACHED FOR FUTURE PAYMENTS				6,856,767.
Total			3b	6,856,767.

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

11-13-13
Date

▶ Vice President
Title

May the IRS discuss this return with the preparer shown below (see instr)?

**Paid
Preparer
Use Only**

Print/Type preparer's name

TERRY D. RINDT

Preparer's signature

Date

11/12/13

Check ☐ self-employed

PTIN

P00659918

Firm's name ► DAVIS & KUELTHAU, S.C.

Firm's EIN ► 39-1132468

Firm's address ▶ 111 E. KILBOURN AVE - 1400
MILWAUKEE, WI 53202

Phone no (414) 276-0200

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

KELBEN FOUNDATION, INC.

39-1494625

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

KELBEN FOUNDATION, INC.

39-1494625

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	FIDUCIARY MANAGEMENT, INC. 100 EAST WISCONSIN AVENUE, SUITE 2200 MILWAUKEE, WI 53202	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	TED AND MARY KELLNER 100 EAST WISCONSIN AVENUE, SUITE 2200 MILWAUKEE, WI 53202	\$ 108,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

KELBEN FOUNDATION, INC.

39-1494625

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

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

Name of organization	Employer identification number
KELBEN FOUNDATION, INC.	39-1494625

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

Use duplicate copies of Part III if additional space is needed

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

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	JC FLOWERS II LP (LONG TERM CAPITAL GAIN)			
b	MADISON DEARBORN CAPITAL PARTNERS V-A (LONG TERM			
c	MPM EQUIPTY LLC (LONG TERM CAPITAL GAIN)			
d	WESTERN HIGHLAND MORTGAGE FUND I (LONG TERM CAPIT			
e	MADISON DEARBORN CAPITAL PARTNERS V-A (SHORT TERM			
f	WESTERN HIGHLAND MORTGAGE FUND I (SHORT TERM CAPI			
g	PUBLICLY TRADED SECURITIES			
h	PUBLICLY TRADED SECURITIES			
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

(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			7,309.
b			74,387.
c			166,720.
d			-74,708.
e			274.
f			-14,112.
g	21,861.	30,901.	-9,040.
h	863,411.	916,885.	-53,474.
i	83,546.		83,546.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			7,309.
b			74,387.
c			166,720.
d			-74,708.
e			274.
f			-14,112.
g			-9,040.
h			-53,474.
i			83,546.
j			
k			
l			
m			
n			
o			

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	180,902.
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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST	593,167.	83,546.	509,621.
TOTAL TO FM 990-PF, PART I, LN 4	593,167.	83,546.	509,621.

FORM 990-PF	OTHER INCOME	STATEMENT	2
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SETTLEMENT INCOME	4,860.	4,860.	
ORDINARY INCOME - SCH K-1S	77,884.	0.	
OTHER INCOME - SCH K-1S	2,308.	0.	
TAX REFUNDS	9,920.	0.	
OTHER INCOME - SCH K-1S	2,347.	2,347.	
TOTAL TO FORM 990-PF, PART I, LINE 11	97,319.	7,207.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
-------------	------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL EXPENSES - D&K	17,000.	0.		17,000.
TO FM 990-PF, PG 1, LN 16A	17,000.	0.		17,000.

FORM 990-PF

TAXES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	86,856.	0.		0.
FOREIGN TAXES	9,939.	0.		0.
TO FORM 990-PF, PG 1, LN 18	96,795.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL REPORT FILING FEE	10.	0.		10.
ADMINISTRATIVE SERVICES	70,600.	0.		70,600.
OTHER OFFICE EXPENSES	473.	0.		473.
PORTFOLIO DEDUCTIONS - SCH K-1	62,183.	62,183.		0.
DONATIONS - SCH K-1	153.	0.		153.
59(E)(2) EXPENDITURES - SCH K-1	6,361.	0.		0.
AMORTIZATION - SCH K-1	5,721.	0.		0.
MANAGEMENT FEE (SCHWAB)	1,322.	1,322.		0.
TO FORM 990-PF, PG 1, LN 23	146,823.	63,505.		71,236.

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT

6

DESCRIPTION	AMOUNT
ADJUSTMENT TO CONFORM FAIR MARKET VALUE AND BOOK VALUE ON ASSET DISPOSITION	450,000.
TOTAL TO FORM 990-PF, PART III, LINE 5	450,000.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	10,986,100.	10,196,123.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,986,100.	10,196,123.

FORM 990-PF	MORTGAGE LOANS	STATEMENT	8
-------------	----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE LOANS	1,225,041.	1,225,041.
TOTAL TO FORM 990-PF, PART II, LINE 12	1,225,041.	1,225,041.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
-------------	-------------------	-----------	---

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS	COST	6,264,849.	5,829,907.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,264,849.	5,829,907.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
-------------	--	-----------	----

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNISHINGS	39,741.	39,741.	0.
LEASEHOLD IMPROVEMENTS	24,009.	21,809.	2,200.
RUGS	10,106.	7,822.	2,284.
OFFICE UNIT	10,675.	7,879.	2,796.
BOOKCASES	1,686.	1,245.	441.
FILE DRAWER BASES	3,258.	2,403.	855.
ENTERTAINMENT CENTER	8,855.	6,536.	2,319.
FURNITURE	7,545.	5,210.	2,335.
FABRIC	1,920.	1,325.	595.
PALM TREES	1,296.	848.	448.
OFFICE FURNITURE	6,983.	499.	6,484.
TOTAL TO FM 990-PF, PART II, LN 14	116,074.	95,317.	20,757.

FORM 990-PF	OTHER ASSETS		STATEMENT 11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSIT ON OFFICE EQUIPMENT	1,500.	1,500.	1,500.
TO FORM 990-PF, PART II, LINE 15	1,500.	1,500.	1,500.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
-------------	---	--------------

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARY T. KELLNER 5112 WEST HIGHLAND ROAD MEQUON, WI 53092	PRES, TREAS, DIRECTOR 3.00	0.	0.	0.
TED D. KELLNER 5112 WEST HIGHLAND ROAD MEQUON, WI 53092	V PRES, SECRETARY, DIRECTOR 2.00	0.	0.	0.
LAURA KELLNER LUECK 11631 NORTH EUGENE AVENUE MEQUON, WI 53092	DIRECTOR 1.00	0.	0.	0.
KRISTIN KELLNER SCHULTZ W289 N3280 LOST CREEK COURT DELAFIELD, WI 53072	DIRECTOR 1.00	0.	0.	0.
JACK T. KELLNER 54 WOODWARD STREET SAN FRANCISCO, CA 94103	DIRECTOR 1.00	0.	0.	0.
KAREN KELLNER 10271 ANN MARIE DRIVE CEDARBURG, WI 53012	DIRECTOR 1.00	0.	0.	0.
W. DAVID KNOX 750 NORTH LINCOLN MEMORIAL DRIVE MILWAUKEE, WI 53202	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDMARY KELLNER
5112 WEST HIGHLAND
MEQUON, WI 53092TELEPHONE NUMBER

414-226-4545

FORM AND CONTENT OF APPLICATIONS

SEE ATTACHED APPLICATION FORM FOR SCHOLARSHIP REQUIREMENTS. NO PARTICULAR FORM IS REQUIRED FOR GRANT APPLICATIONS THOUGH APPLICATIONS SHOULD BE IN WRITING TO RECEIVE CONSIDERATION.

ANY SUBMISSION DEADLINES

SEE ATTACHED FORM FOR SCHOLARSHIP DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE.

990-PF

216261
05-01-12

24

KELBEN FOUNDATION, INC.**EIN: 39-1494625****Form 990-PF (2012) Page 2, Part II, Line 13, columns a, b and c****Partnerships Schedule K-1 - 12/31/12**

		2011	COST 2012	FMV 2012
9014:	JC FLOWERS	1,670,703	1,719,738	536,618
	MCP OPP	30,000	51,000	51,000
	MPM	210,224	-	21,022
	MDCP VA	765,536	761,332	761,332
	MDCPVB	106,976	128,543	128,543
	SPS	-	-	-
	WHMFI	2,821,167	2,483,742	2,837,594
	WHFII	300,000	300,000	600,000
	LAKEVIEW	-	5,027	5,027
	KT - PER PRIOR	750,000	-	-
	ADJUSTMENT	(539,230)	(411,832)	-
	TOTAL	<u>6,115,376</u>	<u>5,037,550</u>	<u>4,941,136</u>
9015:	COLONY	-	-	-
	LAKEVIEW	846,311	888,771	888,771
	WHMFI	401,924	353,852	-
	WHFII	300,000	300,000	-
	TOTAL	<u>1,548,235</u>	<u>1,542,623</u>	<u>888,771</u>
9209:	FBO I HAVE	40,253	39,945	-
	A DREAM	50,000	100,000	-
		<u>90,253</u>	<u>139,945</u>	<u>-</u>
TOTAL TO BALANCE SHEET		<u>7,753,864</u>	<u>6,720,118</u>	<u>5,829,907</u>

KELBEN FOUNDATION
EIN: 39-1494625
FORM 990-PF (2012) Page 11, Part XV, Line 3a
CHARITABLE CONTRIBUTIONS

Date	Num	Name	Name Street1	Name City	State	Name Zip	Amount
05/21/2012	3231	CUW Foundation	12800 North Lake Shore Dr	Mequon	WI	53097	50,000 00
06/25/2012	3236	Milwaukee World Festival	200 North Harbor Drive	Milwaukee	WI	53202	25,000 00
07/23/2012	3373	Cardinal Stritch University	6801 North Yates Road	Milwaukee	WI	53217	7,500 00
10/01/2012	3388	United Way of Greater Milwaukee	225 West Vine Street	Milwaukee	WI	53212	25,000 00
12/28/2012	3396	UPAF	929 North Water Street	Milwaukee	WI	53202-3187	50,000 00
12/20/2012	3419	Berkeley Free Clinic	2339 Durant Avenue	Berkeley	CA	94704	1,500 00
12/20/2012	3420	CALPIRG Chantable Trust	369 Broadway, Suite 200	San Francisco	CA	94133	1,500 00
12/20/2012	3421	Bay Area Girls Center	3543 18th Street, #18	San Francisco	CA	94110	1,000 00
12/20/2012	3422	Planned Parenthood Federation	434 West 33rd Street	New York	NY	10001	2,500 00
12/20/2012	3423	The Nature Conservancy	4245 N Fairfax Drive	Arlington	VA	22203	2,000 00
12/20/2012	3424	Friends of the S F Public Library	100 Larkin Street	San Francisco	CA	94102	500 00
12/20/2012	3425	S F Community Clinic	1550 Bryant St, #450	San Francisco	CA	94103	3,000 00
12/20/2012	3426	KQED	2601 Mariposa Street	San Francisco	CA	94110-1426	1,000 00
12/20/2012	3427	Doctors Without Borders	P O Box 5030	Hagerstown	MD	21741-5030	2,000 00
12/12/2012	3428	Zoological Society of Milwaukee	10005 W Bluemound Rd	Milwaukee	WI	53226	2,500 00
12/20/2012	3430	Mental Health America	600 West Virginia St, #502	Milwaukee	WI	53204	2,500 00
12/20/2012	3431	Rogers Memorial Hospital Foundation	34700 Valley Road	Oconomowoc	WI	53066	1,500 00
12/20/2012	3432	Rogers InHealth	34700 Valley Road	Oconomowoc	WI	53066	1,500 00
12/20/2012	3433	Junior Achievement	1111 West Liberty Drive	Milwaukee	WI	53224	1,500 00
12/20/2012	3434	Charles Kubly Foundation	P O Box 170284	Milwaukee	WI	53217	1,000 00
12/20/2012	3435	Grand Avenue Club	210 E Michigan St	Milwaukee	WI	53202	1,000 00
12/20/2012	3436	Legacy Fund for Tomorrow's Present	c/o Cardinal Stritch Univ	Milwaukee	WI	53217	1,000 00
12/20/2012	3437	Fiver Children's Foundation	519 Eighth Ave, 24th Flr	New York	NY	10018	1,000 00
12/20/2012	3438	Milwaukee Public Museum	800 West Wells Street	Milwaukee	WI	53233	1,000 00
12/20/2012	3439	Milwaukee Rescue Mission	830 North 19th Street	Milwaukee	WI	53233	500 00
12/20/2012	3440	Ozaukee Family Services	885 Badger Circle	Grafton	WI	53024	3,000 00
12/20/2012	3441	MPTV Friends	700 West State Street	Milwaukee	WI	53233-1443	500 00
12/20/2012	3442	Cope Services	885 Badger Circle	Grafton	WI	53024	500 00
12/20/2012	3443	YMCA Camp Minikani	875 Amy Belle Road	Hubertus	WI	53033	1,000 00
12/20/2012	3444	Fox Point Lutheran Church	7510 N Santa Monica Blvd	Fox Point	WI	53217	500 00
12/20/2012	3445	Milwaukee College Prep High School	2449 North 36th Street	Milwaukee	WI	53210	1,000 00
12/17/2012	3446	United Way of Greater Milwaukee	225 West Vine Street	Milwaukee	WI	53212	700,000 00
12/20/2012	3449	Fiver Children's Foundation	519 Eighth Ave, 24th Flr	New York	NY	10018	1,000 00
12/20/2012	3450	St Ann Center	2801 E Morgan Ave	Milwaukee	WI	53207	500 00
12/20/2012	3451	Wisconsin Humane Society	4500 W Wisconsin Ave	Milwaukee	WI	53208	7,000 00
							902,500.00

KELBEN FOUNDATION**EIN: 39-1494625****FORM 990-PF (2012) Page 11, Part XV, Line 3a
SCHOLARSHIPS**

Date	Name	Memo	Amount
12/18/2012	Milwaukee Area Technical College	Karina Soto Ochoa	500 00
12/10/2012	University of WI - Madison	Beta-Will Machmeier	500 00
12/10/2012	University of WI - Madison	Beta-Don Buteyn	500 00
12/10/2012	University of WI - Madison	Beta-Tom Bernath	500 00
12/10/2012	University of WI - Madison	Beta-Michael Yuen-Hurwitz	500 00
12/10/2012	University of WI - Madison	Beta-Jack Rohkohl	500 00
12/10/2012	University of WI - Madison	Beta-Brandon Lamp	500 00
12/10/2012	University of WI - Madison	Beta-Thomas Rawlins	500 00
12/10/2012	University of WI - Madison	Beta-Todd Zimmerman	500 00
12/10/2012	University of WI - Madison	Beta-CJ Savage	500 00
12/10/2012	University of WI - Madison	Beta-Eric Koepcke	500 00
12/10/2012	University of WI - Madison	Beta-Jordan Ruhland	500 00
12/10/2012	University of WI - Madison	Beta-Michael Molnar	500 00
12/10/2012	University of WI - Madison	Beta-Evan Bonnsetter	500 00
12/10/2012	M&I Deposit	Reverse Scholarship - Kyle Williams	-500 00
11/27/2012	M&I Deposit	Reverse Scholarship - Willis Davis	-250 00
10/30/2012	M&I Deposit	Reverse - Tong Yang UWM	-1,000 00
10/03/2012	M&I Deposit	Reverse Scholarship - Dakota Caldwell	-500 00
09/04/2012	M&I Deposit	Reverse Scholarship - Vanasha Williams	-1,000 00
08/29/2012	Lakeland College	Mariah Hall	500 00
08/20/2012	Morehouse College	Tre Quan Martin	500 00
08/07/2012	St Paul University	Maiker Lor	500 00
08/07/2012	Lakeland College	Vanasha Williams	1,000 00
08/07/2012	M&I Deposit	Maiker Lor MATC - Reverse	-500 00
08/02/2012	Milwaukee Area Technical College	Sonia Sanchez	500 00
07/28/2012	Lawrence University	Jaime Gonzalez	1,000 00
07/27/2012	University of California - Berkeley	Anton Antinao - UC Berkeley	1,000 00
07/27/2012	Tuskegee University	Brianna Dallas	1,500 00
07/27/2012	Alverno College	Carla Lopez	1,500 00
07/27/2012	Beloit College	Fabiola Ramirez	1,500 00
07/27/2012	Cardinal Stritch University	Cendi Trujillo	1,000 00
07/27/2012	Art Institute of Phoenix	Thyme David	1,000 00
07/27/2012	Mount Mary College	Edna Ruiz	1,000 00
07/27/2012	University of WI - Milwaukee	Austin Llanas Rodriguez	1,000 00
07/27/2012	Marquette University	Karina Sanchez	1,000 00
07/27/2012	Milwaukee School of Engineering	Fernanda Tabares-Zamaro	1,000 00
07/27/2012	Mount Mary College	Sarai Mejia	500 00
07/27/2012	University of Connecticut	Deysha Smith-Jenkins	1,000 00
07/27/2012	Marquette University	Viridiana Banuelos-Barco	1,500 00
07/27/2012	University of WI - Madison	Santiago Chavez	1,500 00
07/27/2012	Northern Michigan University	Ronneeka Howell	500 00
07/27/2012	Marian University	Luigi Roman-Arriaga	500 00
07/27/2012	Syracuse University	Violeta Vunel	1,000 00
07/27/2012	University of WI - LaCrosse	Quamaine Knox	1,000 00
07/27/2012	University of WI - Milwaukee	Mai Cheng Her	1,500 00
07/27/2012	Marquette University	Koyoua Vang	1,000 00
07/27/2012	UW-Whitewater	Solomon Vang	2,000 00
07/27/2012	UW-Whitewater	Danny Vue	1,000 00
07/27/2012	UW-Whitewater	Amy Yang	1,000 00
07/27/2012	University of WI - Milwaukee	Neziah Bowers	500 00
07/27/2012	University of WI - Madison	Rachell Caniza	1,000 00
07/27/2012	Tuskegee University	Jakayla Dills	500 00
07/27/2012	University of WI - Madison	Cecilia Figueroa	1,000 00
07/27/2012	UW-Whitewater	Christa Griffin	500 00

07/27/2012	University of WI - Madison	Onika Hartwell	500 00
07/27/2012	Alverno College	Brittany Morris	500.00
07/27/2012	Hampton University	Zachary Peques	2,000 00
07/27/2012	Marquette University	Shaheer Khan	1,000 00
07/27/2012	Spelman College	Ta'Daisha Flower	500 00
07/27/2012	Marquette University	Erk Carrillo	1,000 00
07/27/2012	Marquette University	Julio Jaramilla	1,500 00
07/27/2012	Marquette University	Javier Mora	1,500 00
07/27/2012	University of WI - Madison	C Ikenna Stanley Obiora	500 00
07/27/2012	University of WI - Madison	Michael Sajdak	500 00
07/27/2012	Fisk University	Kyle Williams	500 00
07/27/2012	University of WI - Madison	Ebony Carson	1,000 00
07/27/2012	Alverno College	Ashley Jordan	500.00
07/27/2012	Marquette University	Gabrielle Winbush	500 00
07/27/2012	Augustana College	Brittany Mays	500 00
07/27/2012	University of WI - Milwaukee	Hailey Bell	500 00
07/27/2012	University of WI - Oshkosh	Darren Davis	500 00
07/27/2012	Cardinal Stritch University	Dominique Davis	500 00
07/27/2012	Manan University	Angeleah Dickey	1,000 00
07/27/2012	Marquette University	Kylie Dolphin	500 00
07/27/2012	Lakeland College	Ashley Jennings	1,000 00
07/27/2012	Northern Michigan University	Shomari Nash	500 00
07/27/2012	Lakeland College	Nicholas Thompson	500 00
07/27/2012	University of WI - Parkside	Bianca Cobb	500 00
07/27/2012	University of WI - Milwaukee	Vang Lor	1,500 00
07/27/2012	Marquette University	Niya Qualls	1,500 00
07/27/2012	University of WI - Milwaukee	Maria Reyes	500 00
07/27/2012	UW-Whitewater	Christa Griffin	500 00
07/27/2012	UW-Whitewater	Lakeyta Steele	500 00
07/27/2012	University of WI - Milwaukee	Jailyn Allison	500 00
07/27/2012	University of WI - Madison	Kristopher Bass	1,500 00
07/27/2012	South Carolina State University	Lawrence Bell	1,000 00
07/27/2012	University of Southern California	Raquel Cannon	1,500 00
07/27/2012	University of WI - Madison	Cassandra Coulson	500 00
07/27/2012	University of WI - Oshkosh	Sharmelle Fitchpatrick	500 00
07/27/2012	University of WI - Milwaukee	Jose Gonzalez	1,000 00
07/27/2012	University of WI - Madison	Pamanisha Gross	500 00
07/27/2012	University of WI - Milwaukee	Anthony Harris	1,000 00
07/27/2012	UW-Whitewater	September Ikpreme	500 00
07/27/2012	University of WI - Milwaukee	Monique Ingram	500 00
07/27/2012	Marquette University	Austiana Jackson	1,500 00
07/27/2012	University of WI - Madison	Brianna Johnson	500 00
07/27/2012	Xavier University	Robert Kendall	1,000 00
07/27/2012	University of WI = Stevens Point	Mussa Konneh	500 00
07/27/2012	University of WI - Oshkosh	Whitney McKinney	500 00
07/27/2012	University of WI - Milwaukee	Tony Nguyen	500 00
07/27/2012	University of WI - Parkside	Rommel Ramirez	500 00
07/27/2012	University of WI - Madison	Kevin Raymer	1,000 00
07/27/2012	University of WI - Milwaukee	Joshua Sharkey	500 00
07/27/2012	University of WI - Madison	Rebecca Tillman	1,000 00
07/27/2012	University of WI - Madison	Lucy Vang	1,000 00
07/27/2012	Mount Mary College	Malaika Weliyo	500 00
07/27/2012	University of Minnesota	Camiesha Williams	1,500 00
07/27/2012	Jackson State University	Jeloni Woulard	500 00
07/27/2012	Marquette University	Unel Carrillo	1,000 00
07/27/2012	Marquette University	Sonia Escamilla	1,000 00
07/27/2012	MIAD	Benjamin Gall	1,000 00
07/27/2012	Carthage College	Jade Hall	1,000 00
07/27/2012	Carroll University	Emily Schaefer	500 00
07/27/2012	Bard College	Ruadhan Ward	500 00
07/27/2012	University of WI - Milwaukee	Sandy Cerda	500 00
07/27/2012	Mount Mary College	Damaris Gonzalez	500 00
07/27/2012	UW-Whitewater	Alexis Lockett-Glover	1,500 00

07/27/2012	UW-Whitewater	Natalie Moore	500 00
07/27/2012	Mount Mary College	Ivoriana Phillips	1,000 00
07/27/2012	Marquette University	Rosa Sanchez	1,000 00
07/27/2012	Marian University	Jasmine Trotter	1,500 00
07/27/2012	Carroll University	Ashley Volmer	1,500 00
07/27/2012	Marquette University	Sandra Contreras	1,000 00
07/27/2012	University of WI - Madison	Lucy Vang	1,500 00
07/27/2012	University of WI - Madison	Kelsey Harker	1,500 00
07/27/2012	Cardinal Stritch University	Mayra Jimenez	1,500 00
07/27/2012	Milwaukee School of Engineering	Elizabeth Lezama	1,500 00
07/27/2012	Milwaukee Area Technical College	Sisamai Carrillo	500 00
07/27/2012	Carroll University	Fabian DeDiego	500 00
07/27/2012	Minnesota State University - Mankato	Donnisha Gregory	1,500 00
07/27/2012	University of WI - Eau Claire	Crisbel Jimenez	500 00
07/27/2012	Milwaukee School of Engineering	Mai Choua Lee	500 00
07/27/2012	Mount Mary College	Barwako Osman	1,000 00
07/27/2012	University of WI - Madison	Bee Yang	1,000 00
07/27/2012	Mount Mary College	Va Vue	500 00
07/27/2012	Mount Mary College	Jasmine Bowers	1,000 00
07/27/2012	St Louis University	Raven Brown	500 00
07/27/2012	University of WI - Milwaukee	WaMeng Hang	1,000 00
07/27/2012	University of Advancing Technology	Dakota Caldwell	500 00
07/27/2012	University of WI - Green Bay	Durisha McAlpine	1,000 00
07/27/2012	University of WI - Milwaukee	Tong Her	500 00
07/27/2012	MIAD	Willis Davis	500 00
07/27/2012	University of WI - Superior	Michael Vang	1,000 00
07/27/2012	University of WI - Milwaukee	Tong Vang	1,000 00
07/27/2012	Cardinal Stritch University	John Yang	1,500 00
07/18/2012	Marquette University	Alan Chavoya	500 00
07/18/2012	University of WI - Milwaukee	Myiesha Stanton	1,000 00
07/16/2012	UW-Whitewater	Yer Vang	1,000 00
06/29/2012	University of WI - Milwaukee	Reginal Bonds - UWM	500 00
04/18/2012	M&I Deposit	Reverse Scholarship - Keyosha McKee	-750 00
03/26/2012	M&I Deposit	Reverse - Tericka Thorn UW Oshkosh	-250 00
01/24/2012	UW-Whitewater	Bliese Scholarship	1,000 00
01/05/2012	Milwaukee Area Technical College	Alicia Racine	1,500 00
01/05/2012	Milwaukee Area Technical College	Kong Meng Yang Scholarship	1,000 00
01/03/2012	University of WI - Madison	Bliese Scholarship	1,000 00
01/03/2012	Bryant & Stratton College	Keyona Johnson	500 00
01/03/2012	M&I Deposit	Reverse Scholarship - Keyone Johnson	-500 00
			119,750.00

Kelben Foundation, Inc.

EIN: 39-1494625

Form 990-PF (2012) Page 11, Part XV, line 3b

Contributions Approved for Future Payment - 12/31/12

RECIPIENT	STATUS	PURPOSE	AMOUNT
Milwaukee Symphony Orchestra - Milwaukee, WI	Public	General	\$50,000
UW Foundation - Madison, WI	Public	General	\$3,576,767
Through the United Way - Milwaukee, WI			
Discovery World - Milwaukee, WI	Public	General	\$100,000
Froedtert Hospital Foundation	Public	General	\$25,000
I Have a Dream Foundation - Milwaukee, WI	Public	General	\$580,000
Junior Achievement - Milwaukee, WI	Public	General	\$25,000
MACC Fund - Milwaukee, WI	Public	General	\$200,000
Medical College of WI - Milwaukee, WI	Public	General	\$850,000
Milwaukee College Preparatory School	Public	General	\$900,000
St Ann Center for Intergenerational Care	Public	General	\$400,000
UW Foundation - Urban Outreach Program	Public	General	\$120,000
YMCA of Greater Milwaukee - Milwaukee, WI	Public	General	\$30,000

TOTAL CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT:

\$6,856,767

2012 KELBEN FOUNDATION SCHOLARSHIP FUND APPLICATION

The Kelben Foundation is offering its annual scholarships this year to seniors graduating from the Milwaukee School System who intend to pursue a college degree.

Eligibility Criteria

You must complete the entire application to be considered for a scholarship. In order to be eligible for a \$500, \$1,000, \$1,500 or \$2,000 Kelben Foundation Scholarship grant, a student must:

1. Be in the class which will graduate in the spring or summer of 2012 and be planning to attend an accredited college or university as a full-time student in the Fall.
2. Rank in the top 50% of the graduating class, computed by considering the grades earned in subjects taken for academic credit from the beginning of 9th grade to the next to last grading period in the 12th grade.
3. Express intent to pursue on a full-time curriculum basis (including work study programs which are a designated part of the curriculum) a four year course at an accredited college or university leading to a bachelors degree.
4. Demonstrate a need for financial assistance.

Award Payment

The Kelben Foundation will pay the \$500, \$1,000, \$1,500 or \$2,000 Scholarship Grant on behalf of the selected recipient by payment of tuition to the institution which the recipient is attending. The recipient must be enrolled as a full-time student at the institution.

The scholarship is a one-time grant and is not renewable after the first year.

Selection Process

In order to be considered for a Kelben Foundation Scholarship Fund grant, a student must submit to the Kelben Foundation a completed application form, a high school transcript, and a minimum of two letters of recommendation. The Kelben Foundation will verify that the applicant is in the top 50% of his or her graduating class, as outlined in the Eligibility Criteria and then forward the applications to the Selection Committee.

Based upon the Eligibility Criteria outlined above, the Selection Committee will select grant recipients on the basis of the applications submitted.

The selection of the recipients will be made on an objective and nondiscriminatory basis without regard to race, creed, national origin or sex and subject to any required Internal Revenue Service or other approvals of such election procedures. The recipient(s) of the scholarship(s) will be notified by the Kelben Foundation by letter around May 15th.

Application forms for the scholarship program will be available at the Guidance Office or can be downloaded upon request from the foundation at: marykellner4@gmail.com. Completed application forms should be sent directly to

The Kelben Foundation
5112 West Highland Road
Mequon, WI 53092
Attn: Mary Kellner

All applications are due by March 31, 2012. No application will be considered without a transcript and (2) letters of recommendation. The entire application must be completed to be considered for a scholarship.

If you have any questions regarding this application form, please call Mary Kellner (262-242-4794), Patty Schuyler (414-491-7968), Judy Shane (262-241-4563), Janet Larscheid (262-241-4086) or Jody Reckard in the Kelben Foundation office (414-226-4545).

Applicant's Name _____

First Middle Last

City State Zip Code

Applicant's E-Mail Address _____

If you have taken the SAT and ACT test, indicate site and scores if known.

Do you intend to pursue on a full-time curriculum basis (including work study programs which are a designated part of the curriculum) a four year course at an accredited college or university leading to a bachelor's degree?

Please list the names and dollar amounts of scholarships, monetary awards and other financial assistance (including loans and work study) from your high school, university, outside organizations or federal or state funds, which you are scheduled to receive:

Yes _____ No _____

- Where do you plan to attend college? _____

Have you made application to that college? Yes _____ No _____

Have you been accepted to that college? Yes _____ No _____

Please indicate the approximate net monthly income (wages, social security, AFDC, etc.) of those currently providing your support: _____

If you are working part-time while attending high school, please list the title of your job, employer, hourly wages and approximate number of hours worked per month (N/A if not working):

<u>Job Title</u>	<u>Employer</u>	<u>Salary/Hours</u>
_____	_____	_____

Will you be employed this summer? If so, where?

Please list the value of the assets of those who provide for your support—for example, home ownership, bank accounts, stocks, bonds, cars, etc.:

Are there any other financial circumstances that we should be aware of? _____

What do you think your first year college expenses will be? How do you plan to meet those expenses? (Attach additional information if necessary)

Do you have any brothers and/or sisters in college at the present time? If yes, please list their names, where they are going to school and what year they are currently in:

Yes _____ No _____

What is the number of siblings under 18 living in your home? _____

Please list the names, addresses and phone number of three persons not related to you that the Selection Committee can contact for further information: school personnel (at least one), employers and/or leaders of community or faith-based organizations. Do not use the same persons who wrote recommendation letters for you.

On a separate sheet, please list all high school activities, offices held and recognition received, community service/volunteerism, faith based services, etc. Please include the year(s) of involvement for each activity.

On a separate sheet, please explain why you would like to receive this scholarship. (Share a bit about yourself, what makes you unique? Why should we choose you?). **This is a very important part of the application.**

Signature _____

Date _____

IMPORTANT: This completed form must be received by the Kelben Foundation no later than March 31, 2012

Kelben Foundation
5112 West Highland Road
Mequon, WI 53092
Attn: Mary Kellner