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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 KELLY FAMILY FOUNDATION, INC.		A Employer identification number 39-2030686
Number and street (or P.O. box number if mail is not delivered to street address) 401 CHARMANY DRIVE	Room/suite 320	B Telephone number 608-274-4789
City or town, state, and ZIP code MADISON, WI 53719		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 261,631.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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		225,610.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		2,050.	2,050.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		24,213.			
b Gross sales price for all assets on line 6a		239,597.			
7 Capital gain net income (from Part IV, line 2)			24,213.		
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					
12 Total. Add lines 1 through 11		251,873.	26,263.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		2,432.	1,216.		1,216.
c Other professional fees STMT 3		894.	894.		0.
17 Interest					
18 Taxes STMT 4		1,936.	1,936.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		462.	462.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		5,724.	4,508.		1,216.
25 Contributions, gifts, grants paid		160,761.			160,761.
26 Total expenses and disbursements. Add lines 24 and 25		166,485.	4,508.		161,977.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		85,388.			
b Net investment income (if negative, enter -0-)			21,755.		
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	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		130,449.	46,421.	46,421.
	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				
	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 6	15,928.	179,128.	193,084.
	c	Investments - corporate bonds	STMT 7	16,091.	22,221.	22,040.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 8)		0.	86.	86.	
16	Total assets (to be completed by all filers)		162,468.	247,856.	261,631.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	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		162,468.	247,856.	
30	Total net assets or fund balances		162,468.	247,856.		
31	Total liabilities and net assets/fund balances		162,468.	247,856.		

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	162,468.
2	Enter amount from Part I, line 27a	2	85,388.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	247,856.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	247,856.

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 US BANK - SEE ATTACHED	P		12/31/12
b US BANK - SEE ATTACHED	P		12/31/12
c US BANK - WASH SALE	P		12/31/12
d CAPITAL GAIN DIVIDENDS	P		
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 125,934.		126,171.	-237.
b 113,231.		89,125.	24,106.
c 88.		88.	0.
d 344.			344.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-237.
b			24,106.
c			0.
d			344.
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	24,213.
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	112,457.	58,518.	1.921751
2010	301,876.	248,655.	1.214036
2009	115,447.	200,776.	.575004
2008	147,916.	444,966.	.332421
2007	204,841.	677,765.	.302230

2 Total of line 1, column (d)	2	4.345442
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	.869088
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	106,653.
5 Multiply line 4 by line 3	5	92,691.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	218.
7 Add lines 5 and 6	7	92,909.
8 Enter qualifying distributions from Part XII, line 4	8	161,977.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	218.
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	218.
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	218.
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
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	0.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	218.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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. \$ 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		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
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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) <u>WI</u>		
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	

N/A

STMT 9

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?	13	X	

Website address ► N/A

14 The books are in care of ► TERRY KELLY Telephone no. ► 608-274-4789
 Located at ► 401 CHARMANY DRIVE, SUITE 320, MADISON, WI ZIP+4 ► 53719

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? Yes No
16 X
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u>	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?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ► _____ , _____ , _____ , _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>		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? ☐ 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) <u>N/A</u>		3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b X

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

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

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

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

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.

(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
TERRY KELLY	SECRETARY/TREASURER			
401 CHARMANY DRIVE, SUITE, 320				
MADISON, WI 53719	0.50	0.	0.	0.
MARY KELLY	PRESIDENT			
401 CHARMANY DRIVE, SUITE, 320				
MADISON, WI 53719	0.50	0.	0.	0.
CHRISTOPHER KELLY	VICE-PRESIDENT			
401 CHARMANY DRIVE, SUITE, 320				
MADISON, WI 53719	0.50	0.	0.	0.
MATTHEW KELLY	VICE-PRESIDENT			
401 CHARMANY DRIVE, SUITE, 320				
MADISON, WI 53719	0.50	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

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	78,223.
b	Average of monthly cash balances	1b	30,054.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	108,277.
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	108,277.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,624.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	106,653.
6	Minimum investment return. Enter 5% of line 5	6	5,333.

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	5,333.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	218.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	218.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,115.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,115.
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	5,115.

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	161,977.
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	161,977.
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	218.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	161,759.

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				5,115.
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	172,601.			
b From 2008	125,836.			
c From 2009	108,514.			
d From 2010	302,077.			
e From 2011	114,378.			
f Total of lines 3a through e	823,406.			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$	161,977.			
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) **	161,977.			
d Applied to 2012 distributable amount				0.
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))	5,115.			5,115.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	980,268.			
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	167,486.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	812,782.			
10 Analysis of line 9:				
a Excess from 2008	125,836.			
b Excess from 2009	108,514.			
c Excess from 2010	302,077.			
d Excess from 2011	114,378.			
e Excess from 2012	161,977.			

** SEE STATEMENT 10

Form 990-PF (2012)

N/A

(4) Gross investment income

[illegible]

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALDO LEOPOLD NATURE CENTER 300 FEMRITE DRIVE MONONA, WI 53716	N/A	NOT FOR PROFIT ORGANIZATION	GENERAL OPERATING EXPENSES	60,192.
MADISON SYMPHONY ORCHESTRA 2222 W. WASHINGTON AVE, SUITE 460 MADISON, WI 53703	N/A	NOT FOR PROFIT ORGANIZATION	GENERAL OPERATING EXPENSES	5,500.
AMERICAN PLAYERS THEATER 5950 GOLF COURSE RD SPRING GREEN, WI 53588	N/A	NOT FOR PROFIT ORGANIZATION	GENERAL OPERATING EXPENSES	2,000.
AMERICAN RED CROSS 4860 SHEBOYGAN AVE MADISON, WI 53705	N/A	NOT FOR PROFIT ORGANIZATION	GENERAL OPERATING EXPENSES	2,000.
UW CARBONE CANCER CENTER 600 HIGHLAND AVE., K4/658 MADISON, WI 53792	N/A	NOT FOR PROFIT ORGANIZATION	GENERAL OPERATING EXPENSES	1,000.
Total	SEE CONTINUATION SHEET(S)			160,761.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FOUNDATION FOR MADISON PUBLIC SCHOOLS 455 SCIENCE DR MADISON, WI 53711	N/A	NOT FOR PROFIT ORGANIZATION	GENERAL OPERATING EXPENSES	800.
FUTURE TRADITIONS FOUNDATION 2911 LA COMBADURA SANTA BARBARA, CA 93105	N/A	NOT FOR PROFIT ORGANIZATION	GENERAL OPERATING EXPENSES	5,000.
MADISON FIREWORKS FUND, INC 401 CHARMANY DRIVE, SUITE 320 MADISON, WI 53719	N/A	NOT FOR PROFIT ORGANIZATION	GENERAL OPERATING EXPENSES	2,332.
MADISON PUBLIC LIBRARY FOUNTAION 201 W. MIFFLIN STREET MADISON, WI 53703	N/A	NOT FOR PROFIT ORGANIZATION	GENERAL OPERATING EXPENSES	16,667.
NUCLEAR AGE PEACE FOUNDATION 1187 COAST VILLAGE ROAD, SUITE 1 SANTA BARBARA, CA 93108	N/A	NOT FOR PROFIT ORGANIZATION	GENERAL OPERATING EXPENSES	5,000.
PORCHLIGHT 306 N BROOKS ST MADISON, WI 53715	N/A	NOT FOR PROFIT ORGANIZATION	GENERAL OPERATING EXPENSES	5,000.
RECOVERY FOUNDATION, INC 5005 UNIVERSITY AVENUE, SUITE 100 MADISON, WI 53705	N/A	NOT FOR PROFIT ORGANIZATION	GENERAL OPERATING EXPENSES	5,000.
SAFE HARBOR CHILD ADVOCACY CENTER 1457 E WASHINGTON AVE #102 MADISON, WI 53703	N/A	NOT FOR PROFIT ORGANIZATION	GENERAL OPERATING EXPENSES	10,000.
SAVE THE CHILDREN 54 WILTON ROAD WESTPORT, CT 06880	N/A	NOT FOR PROFIT ORGANIZATION	GENERAL OPERATING EXPENSES	5,000.
SECOND HARVEST FOOD BANK 2802 DAIRY DR MADISON, WI 53718	N/A	NOT FOR PROFIT ORGANIZATION	GENERAL OPERATING EXPENSES	10,000.
Total from continuation sheets				90,069.

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	2,050.	
5 Net rental income or (loss) from real estate.						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				14	24,213.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)			0.		26,263.	0.
13 Total Add line 12, columns (b), (d), and (e)					13 26,263.	

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

KELLY FAMILY FOUNDATION, INC.

Employer identification number

39-2030686

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 foundationCheck 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

KELLY FAMILY FOUNDATION, INC.**39-2030686****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	TERENCE AND MARY KELLY 1007 HILLSIDE AVE MADISON, WI 53705	\$ 164,200.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	TERENCE AND MARY KELLY 1007 HILLSIDE AVE MADISON, WI 53705	\$ 61,410.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

KELLY FAMILY FOUNDATION, INC.**39-2030686****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
<u>1</u>	<u>4,000 SHARES OF J.P. MORGAN CHASE</u> _____ _____ _____	\$ <u>175,840.</u>	<u>12/27/12</u>
<u>2</u>	<u>1,000 SHARES OF KIMBERLY CLARK CORP</u> _____ _____ _____	\$ <u>83,490.</u>	<u>12/27/12</u>
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____

Name of organization

Employer identification number

KELLY FAMILY FOUNDATION, INC.

39-2030686

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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
US BANK	2,050.	0.	2,050.
TOTAL TO FM 990-PF, PART I, LN 4	2,050.	0.	2,050.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,432.	1,216.		1,216.
TO FORM 990-PF, PG 1, LN 16B	2,432.	1,216.		1,216.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	894.	894.		0.
TO FORM 990-PF, PG 1, LN 16C	894.	894.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES EXPENSE FROM INVESTMENTS	11.	11.		0.
FEDERAL TAXES	1,925.	1,925.		0.
TO FORM 990-PF, PG 1, LN 18	1,936.	1,936.		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	
MISCELLANEOUS	367.	367.		0.	
BANK CHARGES	95.	95.		0.	
TO FORM 990-PF, PG 1, LN 23	462.	462.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
US BANK STOCKS - EQUITY INVESTMENTS	179,128.	193,084.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	179,128.	193,084.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
US BANK BONDS - EQUITY INVESTMENTS	22,221.	22,040.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	22,221.	22,040.		

FORM 990-PF	OTHER ASSETS		STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
DIVIDENDS RECEIVABLE	0.	86.	86.	
TO FORM 990-PF, PART II, LINE 15	0.	86.	86.	

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 9

NAME OF CONTRIBUTOR

ADDRESS

TERENCE KELLY

1007 HILLSIDE AVE
MADISON, WI 53705

MARY KELLY

1007 HILLSIDE AVE
MADISON, WI 53705

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 10

PURSUANT TO IRC SECTION 4942(H)(2) AND REGULATION 53.4942(A)-3(D)(2),
THE ABOVE REFERENCED FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR
QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX
YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS.

KELLY FAMILY FOUNDATION INC AGY TR
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
265.781 ABERDEEN FDS EMRGN	05/09/2012	09/18/2012	3,986.72	3,689.04	297.68
136.173 ABERDEEN FDS EMRGN	05/09/2012	11/19/2012	2,026.25	1,890.08	136.17
158.131 INV BALANCE RISK COMM					
STR Y	03/12/2012	05/22/2012	1,620.84	1,780.55	-159.71
77.611 INV BALANCE RISK COMM					
STR Y	03/12/2012	06/26/2012	769.13	873.90	-104.77
91.33 INV BALANCE RISK COMM	03/12/2012	11/19/2012	978.14	1,028.38	-50.24
179.695 AMER CENT DIVERSIFI					
BOND INS	03/06/2012	05/17/2012	2,003.60	1,991.02	12.58
2023.381 AMER CENT DIVERSIFI					
BOND INS	03/06/2012	05/22/2012	22,479.76	22,419.06	60.70
626.913 AMER CENT DIVERSIFI					
BOND INS	03/06/2012	06/26/2012	6,996.35	6,946.20	50.15
134.409 AMER CENT DIVERSIFI					
BOND INS	03/06/2012	06/28/2012	1,501.35	1,489.25	12.10
177.305 AMER CENT DIVERSIFI					
BOND INS	07/13/2012	07/20/2012	2,003.55	1,994.68	8.87
834.9 AMER CENT DIVERSIFI BOND	07/13/2012	11/19/2012	9,417.67	9,311.22	106.45
89.445 AMER CENT DIVERSIFI					
BOND INS	03/06/2012	12/12/2012	998.21	991.05	7.16
88.541 NUVEEN REAL ESTATE SECS	03/09/2012	05/22/2012	1,817.75	1,780.56	37.19
43.456 NUVEEN REAL ESTATE SECS	03/09/2012	06/26/2012	906.06	873.90	32.16
51.138 NUVEEN REAL ESTATE SECS	03/09/2012	11/19/2012	1,072.36	1,028.38	43.98
451.354 NUVEEN SHORT TERM BOND					
FUND CL I	03/06/2012	03/14/2012	4,500.00	4,495.49	4.51
1003.009 NUVEEN SHORT TERM BOND					
FUND CL I	03/06/2012	03/16/2012	10,000.00	9,989.97	10.03
501.505 NUVEEN SHORT TERM BOND					
FUND CL I	03/06/2012	03/19/2012	5,000.00	4,994.99	5.01
1003.009 NUVEEN SHORT TERM BOND					
FUND CL I	03/06/2012	03/21/2012	10,010.03	9,989.97	20.06
555.179 NUVEEN SHORT TERM BOND					
FUND CL I	03/06/2012	05/09/2012	5,540.69	5,529.58	11.11
241.987 NUVEEN EQUITY INDEX					
FUND CL I	03/30/2012	05/09/2012	5,185.79	5,235.43	-49.64
Totals					

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KELLY FAMILY FOUNDATION INC AGY TR

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
139.958 NUVEEN DIVIDEND VALUE	03/09/2012	05/09/2012	1,981.81	2,015.40	-33.59
FUND CLASS I					
197.462 NUVEEN DIVIDEND VALUE	03/09/2012	05/22/2012	2,707.20	2,843.45	-136.25
FUND CLASS I					
96.912 NUVEEN DIVIDEND VALUE	03/09/2012	06/26/2012	1,334.48	1,395.53	-61.05
FUND CLASS I					
114.043 NUVEEN DIVIDEND VALUE	03/09/2012	11/19/2012	1,653.62	1,642.22	11.40
FUND CLASS I					
214.945 NUVEEN MID CAP INDEX	03/09/2012	05/22/2012	2,794.29	2,959.79	-165.50
FUND CL I					
105.32058 NUVEEN MID CAP INDEX	03/09/2012	06/26/2012	1,339.68	1,450.27	-110.59
FUND CL I					
37.4662 NUVEEN MID CAP INDEX	03/25/2012	11/19/2012	512.92	515.96	-3.04
FUND CL I					
78.455 PRICE T ROWE GROWTH STK	03/12/2012	05/22/2012	2,778.88	2,863.61	-84.73
FD INC #40					
38.504 PRICE T ROWE GROWTH STK	03/12/2012	06/26/2012	1,361.12	1,405.40	-44.28
FD INC #40					
20.027 PRICE T ROWE GROWTH STK	03/12/2012	11/19/2012	733.59	730.99	2.60
FD INC #40					
120.993 LAUDUS INTL MARKETMASTE					
RS FUND SEL	05/09/2012	06/26/2012	2,027.84	2,140.36	-112.52
86.505 VANGUARD EQUITY INCOME	03/06/2012	05/09/2012	1,983.56	1,973.18	10.38
125.318 VANGUARD EQUITY INCOME	03/06/2012	05/22/2012	2,803.36	2,858.50	-55.14
61.504 VANGUARD EQUITY INCOME	03/06/2012	06/26/2012	1,393.07	1,402.91	-9.84
34.524 VANGUARD EQUITY INCOME	03/06/2012	11/19/2012	1,714.81	1,650.88	63.93
Totals			125,934.00	126,771.00	-237.00

KELLY FAMILY FOUNDATION INC AGY TR
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
23.559 AMERICAN EUROPACIFIC GRTH F2	12/18/2009	05/22/2012	849.07	901.13	-52.06
11.564 AMERICAN EUROPACIFIC GRTH F2	12/18/2009	06/26/2012	410.41	442.32	-31.91
31.037 AMERICAN EUROPACIFIC GRTH F2	12/18/2009	09/18/2012	1,247.07	1,187.17	59.90
28. ISHARES MSCI EMERGING MKTS E T F	12/18/2009	05/22/2012	1,066.07	1,129.73	-63.66
1000. KIMBERLY CLARK CORP 112.375 NUVEEN EQUITY INDEX FUND CL I	11/23/2010	12/27/2012	83,818.12	61,410.00	22,408.12
6.531 NUVEEN EQUITY INDEX FUND CL I	12/29/2010	03/14/2012	2,485.74	2,278.89	206.85
81.37 NUVEEN MID CAP INDEX FUND CL I	06/28/2010	05/09/2012	139.96	127.36	12.60
525.715 PIMCO TOTAL RETURN FUND INST	12/29/2010	11/19/2012	1,113.95	854.98	258.97
258.006 PIMCO TOTAL RETURN FUND INST	12/18/2009	05/22/2012	5,903.78	5,730.30	173.48
688.208 PIMCO TOTAL RETURN FUND INST	12/18/2009	06/26/2012	2,912.89	2,812.27	100.62
25.284 PRICE T ROWE GROWTH STK FD INC #40	12/18/2009	11/19/2012	7,983.21	7,501.46	481.75
24.211 T ROWE PRICE SC STOCK	06/29/2005	11/19/2012	926.15	673.22	252.93
11.884 T ROWE PRICE SC STOCK	12/18/2009	05/22/2012	801.14	637.72	163.42
13.985 T ROWE PRICE SC STOCK	12/18/2009	06/26/2012	393.95	313.02	80.93
142.381 LAUDUS INTL MARKETMASTE RS FUND SEL	12/18/2009	11/19/2012	486.68	368.37	118.31
	01/16/2008	11/19/2012	2,692.42	2,756.63	-64.21
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			113,231.00	89,125.00	24,106.00
Totals			113,231.00	89,125.00	24,106.00

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KELLY FAMILY FOUNDATION INC AGY TR

FEDERAL WASH SALES

SECURITY SOLD	DATE ACQUIRED	DATE SOLD	COST BASIS	SALES PRICE	DISALLOWED LOSS
.543 NUVEEN EQUITY I FUND CL I	06/30/2011	03/14/2012	12.24	12.01	-0.23
.17142 NUVEEN MID CA FUND CL I	03/09/2012	06/26/2012	2.36	2.18	-0.18
5.3808 NUVEEN MID CAP FUND CL I	03/09/2012	11/19/2012	74.09	73.66	-0.43
TOTAL SHORT-TERM WASH SALES					-1.00

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions KELLY FAMILY FOUNDATION, INC.	Employer identification number (EIN) or 39-2030686
	Number, street, and room or suite no. If a P.O. box, see instructions 401 CHARMANY DRIVE, NO. 320	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions MADISON, WI 53719	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

TERRY KELLY

- The books are in the care of ► **401 CHARMANY DRIVE, SUITE 320 - MADISON, WI 53719**
Telephone No ► **608-274-4789** FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year **2012** or
► ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	237.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	237.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)