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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: KELLY FOUNDATION, INC.

A Employer identification number: 59-6153269

Number and street (or P O box number if mail is not delivered to street address): 17225 SOUTHWEST 77TH COURT

Room/suite:

B Telephone number: (800) 232-2282

City or town, state, and ZIP code: MIAMI, FL 33157

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 16,776,052.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,300.		N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	65,262.	65,262.		STATEMENT 1
	4 Dividends and interest from securities	312,847.	312,779.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,845.			
	b Gross sales price for all assets on line 6a 2,773,997.				
	7 Capital gain net income (from Part IV, line 2)		1,845.		
	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	381,254.	379,886.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	5,700.	2,850.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	12,482.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy	10,500.	0.		0.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	62,044.	57,091.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	90,726.	59,941.		0.
	25 Contributions, gifts, grants paid	960,000.			960,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,050,726.	59,941.		960,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<669,472.>			
	b **Net investment income** (if negative, enter -0-)		319,945.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2012)

17021111 133035 01596T 2012.05000 KELLY FOUNDATION, INC. 01596T1

918 10

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	1,287,418.	916,399.	916,399.
2 Savings and temporary cash investments	7,213,073.	6,441,611.	6,441,611.
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 ▶ 2,916,667.			
Less: allowance for doubtful accounts ▶ 0.	3,500,000.	2,916,667.	0.
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations STMT 6	2,094,458.	1,605,577.	1,704,917.
b Investments - corporate stock STMT 7	3,777,550.	5,155,056.	6,250,828.
c Investments - corporate bonds STMT 8	949,859.	948,757.	972,359.
11 Investments - land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 9	300,041.	468,860.	489,938.
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	19,122,399.	18,452,927.	16,776,052.
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 ▶ [X] 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	19,122,399.	18,452,927.	
30 **Total net assets or fund balances**	19,122,399.	18,452,927.	
31 **Total liabilities and net assets/fund balances**	19,122,399.	18,452,927.	

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	19,122,399.
2 Enter amount from Part I, line 27a	2	<669,472.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	18,452,927.
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	18,452,927.

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 STATEMENTS			
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	2,773,997.		2,772,152.	1,845.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				1,845.

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	1,845.
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	910,450.	15,055,075.	.060475
2010	1,122,742.	12,852,974.	.087353
2009	791,543.	11,629,395.	.068064
2008	742,810.	10,679,399.	.069555
2007	456,977.	11,314,057.	.040390

2 **Total** of line 1, column (d)	2	.325837
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	.065167
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	16,755,691.
5 Multiply line 4 by line 3	5	1,091,918.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,199.
7 Add lines 5 and 6	7	1,095,117.
8 Enter qualifying distributions from Part XII, line 4	8	960,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		1	6,399.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	6,399.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	6,399.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 8,040.		
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	8,040.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	28.
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	1,613.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,613. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X	

Form **990-PF** (2012)

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

			Yes	No
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 ▶ JANIS ISOM Telephone no. ▶800-232-2282
Located at ▶17225 SW 77TH CT, MIAMI, FL ZIP+4 ▶33157

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		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.)	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?	☐ 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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)? **5b** X (No)

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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 (No)

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **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
SEE STATEMENT 10		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 VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 EDUCATIONAL GRANTS AND CONTRIBUTIONS (SEE ATTACHED SCHEDULES OF GRANTS AND CONTRIBUTIONS PAID).	960,000.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	9,141,813.
b	Average of monthly cash balances	1b	7,869,041.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	17,010,854.
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	17,010,854.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	255,163.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,755,691.
6	**Minimum investment return.** Enter 5% of line 5	6	837,785.

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	837,785.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 6,399.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	6,399.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	831,386.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	831,386.
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	831,386.

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	960,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	960,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	960,000.

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					831,386.
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					
c From 2009	176,555.				
d From 2010	487,509.				
e From 2011	165,726.				
f Total of lines 3a through e		829,790.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 960,000.					
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					831,386.
e Remaining amount distributed out of corpus		128,614.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		958,404.			
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		958,404.			
10 Analysis of line 9:					
a Excess from 2008					
b Excess from 2009	176,555.				
c Excess from 2010	487,509.				
d Excess from 2011	165,726.				
e Excess from 2012	128,614.				

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(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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:

JANIS ISOM, (800) 232-2282
17225 SOUTHWEST 77TH COURT, MIAMI, FL 33157

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

AVAILABLE UPON REQUEST

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE	NONE		EDUCATIONAL GRANTS	728,500.
SEE ATTACHED SCHEDULE	NONE		GENERAL	231,500.
Total			▶ 3a	960,000.
b Approved for future payment				
N/A				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	65,262.	
4 Dividends and interest from securities			14	312,847.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,845.	
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.		379,954.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 379,954.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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.

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

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: Kelle D. Kelly (signature) Date: 11-15-13 Title: SECRETARY

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
AUDIE ALSOPP	(signature)	11-14-13		P00151214
Firm's name ▶ CBIZ MHM, LLC			Firm's EIN ▶ 34-1900735	
Firm's address ▶ 1200 BRICKELL AVENUE, SUITE 700 MIAMI, FL 33131			Phone no. 305-503-4200	

223622
12-05-12

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 FOUNDATION, INC.

Employer identification number

59-6153269

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . ▶ $ ____________

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

Name of organization	Employer identification number
KELLY FOUNDATION, INC.	59-6153269

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	N/A	$	Person [X] 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: KELLY FOUNDATION, INC.

Employer identification number: 59-6153269

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
		$	

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

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

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

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

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

Name of organization: KELLY FOUNDATION, INC.

Employer identification number: 59-6153269

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

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 8688 EXPLANATION FOR EXTENSION STATEMENT 11

EXPLANATION

AN ATTEMPT TO OBTAIN INFORMATION NECESSARY FOR FILING THE RETURN WAS REQUESTED IN A TIMELY FASHION, BUT THE INFORMATION WAS NOT FURNISHED IN SUFFICIENT TIME TO PERMIT THE TIMELY FILING OF A COMPLETE & ACCURATE RETURN

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	CD BANCO BILBAO VIZCAYA	P	06/02/10	06/11/12
b	CD DISCOVER BANK	P	11/10/08	11/19/12
c	CD PLANTERS BANK	P	10/30/09	09/12/12
d	CD CIT BANK	P	01/12/09	01/23/12
e	US TSY 4%	P	01/14/03	11/15/12
f	CD FIRSTBANK OF PR	P	09/25/09	10/01/12
g	CD GE CAPITAL RETAIL BK	P	10/06/09	10/09/12
h	CD DISCOVER BANK	P	10/06/09	10/15/12
i	CD BMW BK OF NORTH AMER	P	10/06/09	10/16/12
j	DUKE ENERGY CORP NEW	P	01/20/10	07/23/12
k	MOTOROLA MOBILITY	P	01/05/04	05/22/12
l	ENGILITY HOLDINGS INC	P	08/01/12	08/01/12
m	FEDERAL HOME LN MTG	P	VARIOUS	VARIOUS
n	CRED SUIS FB USA	P	08/11/11	12/10/12
o	CRED SUIS FB USA	P	12/12/11	02/10/12

	(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	248,000.		248,000.	0.
b	97,000.		97,000.	0.
c	247,000.		247,000.	0.
d	98,000.		98,000.	0.
e	100,000.		100,000.	0.
f	247,000.		247,000.	0.
g	247,000.		247,000.	0.
h	150,000.		150,000.	0.
i	136,000.		136,000.	0.
j	10.		7.	3.
k	10,000.		11,308.	<1,308.>
l	10.			10.
m	369,545.		369,545.	0.
n	8,708.		8,631.	77.
o	9,796.		9,479.	317.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				0.
b				0.
c				0.
d				0.
e				0.
f				0.
g				0.
h				0.
i				0.
j				3.
k				<1,308.>
l				10.
m				0.
n				77.
o				317.

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	
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	

223591
05-01-12

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	CHEVRON CORP	P	08/11/11	02/21/12
b	CHEVRON CORP	P	12/12/11	02/21/12
c	GOLDMAN SACHS GRO	P	08/11/11	02/10/12
d	GOLDMAN SACHS GRO	P	12/12/11	02/10/12
e	TARGET CORP	P	08/11/11	02/10/12
f	TARGET CORP	P	12/12/11	02/10/12
g	US TSY 0.250%	P	03/09/12	03/14/12
h	US TSY 3.125%	P	08/11/11	03/14/12
i	US TSY 3.125%	P	12/12/11	03/14/12
j	US TSY 3.125%	P	02/24/12	03/14/12
k	US TSY 2.750%	P	08/11/11	03/12/12
l	US TSY 2.750%	P	12/12/11	03/12/12
m	US TSY 2.750%	P	02/24/12	03/12/12
n	US TSY 1.375%	P	08/11/11	03/12/12
o	US TSY 1.375%	P	12/12/11	03/12/12

	(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	11,948.		11,755.	193.
b	10,753.		10,568.	185.
c	21,581.		21,557.	24.
d	20,553.		20,281.	272.
e	8,020.		8,020.	0.
f	8,020.		8,100.	<80.>
g	30,915.		30,960.	<45.>
h	49,354.		49,268.	86.
i	48,257.		48,889.	<632.>
j	47,160.		47,986.	<826.>
k	17,437.		17,148.	289.
l	17,437.		17,377.	60.
m	17,437.		17,451.	<14.>
n	38,234.		38,500.	<266.>
o	37,228.		37,344.	<116.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				193.
b				185.
c				24.
d				272.
e				0.
f				<80.>
g				<45.>
h				86.
i				<632.>
j				<826.>
k				289.
l				60.
m				<14.>
n				<266.>
o				<116.>

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	
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	

223591
05-01-12

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 TSY 1.375%	P	02/24/12	03/12/12
b	US TSY 3.375%	P	08/11/11	03/14/12
c	US TSY 3.375%	P	12/12/11	03/14/12
d	US TSY 3.375%	P	02/24/12	03/14/12
e	US TSY 2.375%	P	08/11/11	03/12/12
f	US TSY 2.375%	P	12/12/11	03/12/12
g	US TSY 2.375%	P	02/24/12	03/12/12
h	US TSY 2.625%	P	08/11/11	03/09/12
i	US TSY 2.625%	P	12/12/11	03/09/12
j	US TSY 2.625%	P	12/12/11	03/14/12
k	US TSY 2.625%	P	02/24/12	03/14/12
l	US TSY 2.625%	P	02/24/12	03/14/12
m	US TSY 1.250%	P	08/11/11	03/12/12
n	US TSY 1.250%	P	12/12/11	03/12/12
o	US TSY 1.250%	P	02/24/12	03/12/12

	(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	36,222.		36,235.	<13.>
b	42,251.		42,145.	106.
c	41,139.		41,746.	<607.>
d	41,139.		41,950.	<811.>
e	22,068.		22,080.	<12.>
f	21,017.		21,057.	<40.>
g	21,017.		21,022.	<5.>
h	32,016.		31,367.	649.
i	23,478.		23,470.	8.
j	8,397.		8,534.	<137.>
k	8,397.		8,589.	<192.>
l	23,090.		23,621.	<531.>
m	32,750.		32,646.	104.
n	31,726.		31,789.	<63.>
o	31,726.		31,727.	<1.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<13.>
b				106.
c				<607.>
d				<811.>
e				<12.>
f				<40.>
g				<5.>
h				649.
i				8.
j				<137.>
k				<192.>
l				<531.>
m				104.
n				<63.>
o				<1.>

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	
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	

223591
05-01-12

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	CAPITAL GAINS DIVIDENDS			
b				
c				
d				
e				
f				
g				
h				
i				
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	5,161.			5,161.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				5,161.
b				
c				
d				
e				
f				
g				
h				
i				
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	1,845.
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

223591
05-01-12

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

SOURCE	AMOUNT
INTEREST ON INVESTMENTS	65,262.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	65,262.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	118,613.	5,161.	113,452.
INTEREST FROM SECURITIES	187,710.	0.	187,710.
OID ON US TREASURY OBLIGATIONS	11,685.	0.	11,685.
TOTAL TO FM 990-PF, PART I, LN 4	318,008.	5,161.	312,847.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CBIZ MHM, LLC.	5,700.	2,850.		0.
TO FORM 990-PF, PG 1, LN 16B	5,700.	2,850.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	12,482.	0.		0.
TO FORM 990-PF, PG 1, LN 18	12,482.	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
MERRILL LYNCH ACCOUNT FEE	17,015.	17,015.		0.
OFFICE EXPENSE	476.	476.		0.
POSTAGE	406.	0.		0.
SELECTION COMMITTEE FEES	450.	0.		0.
SAFE DEPOSIT RENTAL	110.	0.		0.
MISCELLANEOUS	3,896.	0.		0.
DEPT. OF STATE - ANNUAL FEE	61.	0.		0.
CONTRACT LABOR	39,600.	39,600.		0.
BANK SERVICE CHARGE	30.	0.		0.
TO FORM 990-PF, PG 1, LN 23	62,044.	57,091.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S TREASURY INFLATORY NOTE	X		545,777.	640,292.
FEDERAL HOME LN MTG CORP	X		234,751.	235,085.
FNMA	X		629,778.	633,091.
FHLMC	X		195,271.	196,449.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,605,577.	1,704,917.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,605,577.	1,704,917.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
100 SHS PHARMERICA CORP	1,527.	1,424.
1000 SHS BED BATH & BEYOND	40,877.	55,910.
1000 SHS CITRIX SYSTEMS INC	22,950.	65,620.
1000 SHS EASTMAN CHEMICAL CO	45,332.	136,100.
ENGILITY HOLDINGS INC	2,341.	3,197.
1000 SHS ENTERGY CORP	80,233.	63,750.
1000 SHS HARMAN INTL INDS INC	56,739.	44,640.

1000 SHS L-3 COMMNCTNS HOLDGS	56,705.	76,620.
1000 SHS WELLPOINT INC	61,165.	60,920.
1050 SHS CNA FINANCIAL CORP DE	49,678.	29,411.
1120 SHS RR DONNELLEY SONS	49,647.	10,069.
1200 SHS AMERISOURCEBERGEN CORP	51,136.	103,632.
1200 SHS MANITOWOC CO INC WIS	49,769.	18,816.
1235 SHS AVNET INC	50,401.	37,803.
1250 SHS AT&T INC	108,889.	102,419.
1400 SHS AETNA INC	111,570.	124,340.
1450 SHS NORFOLK SOUTHERN CORP	50,639.	89,668.
1500 SHS COMMUNITY HEALTH SYS	51,187.	46,110.
1500 SHS QUANEX BLDG PROD CORP	23,415.	30,615.
1500 SHS RAYONIER INC	46,996.	116,618.
1600 SHS CATERPILLAR INC	95,698.	143,374.
1600 SHS SMITHFIELDS FOODS PV	44,754.	34,512.
1800 SHS AEROPOSTALE INC	51,631.	35,127.
1800 SHS COCA COLA COM	96,375.	130,500.
1800 SHS NORTHERN TRUST	98,015.	90,288.
1800 SHS WAL-MART STORES INC	96,951.	122,814.
1980 SHS UNITEDHEALTH GROUP	77,315.	107,395.
2000 SHS ALLIANT ENERGY CORP	51,606.	87,820.
2000 SHS BELDEN CDT INC	50,721.	89,980.
2000 SHS BERRY PETE SF CALIF	46,165.	67,100.
2000 SHS MOTOROLA INC	15,418.	15,869.
NEXTRA ENERGY INC SHS	193,100.	304,436.
2000 SHS ORACLE CORP	27,485.	66,640.
2000 SHS SEMPRA ENERGY	100,890.	141,880.
2350 SHS AUTOMATIC DATA PROC	72,667.	133,786.
2400 SHS SOUTH JERSEY IND	97,627.	120,792.
2700 SHS APPLIED MATERIAL	48,956.	30,888.
2950 SHS SOUTHERN COMPANY	185,908.	241,877.
3300 SHS VERIZON COMMUNICATIONS COM	95,247.	142,791.
4000 SHS LOWE'S COMPANIES INC	99,122.	142,080.
460 SHS ALLEGHENY TECH INC	50,679.	13,966.
500 SHS FORTUNE BRANDS INC	7,253.	14,610.
BEAM INC COM	26,083.	30,545.
5004 SHS EXXON MOBIL CORP	190,965.	433,096.
587 SHS BROADRIDGE FINL	7,779.	13,431.
600 SHS INTL BUSINESS MACHINES	49,609.	114,930.
600 SHS PRUDENTIAL FIN INC	53,029.	31,998.
71 SHS HUGOTON ROYALTY TR UBI	2,010.	519.
750 SHS JOHNSON & JOHNSON	50,052.	52,575.
792 SHS FRONTIER COMMUNICATIONS	6,296.	3,390.
825 SHS COMPUTER SCIENCE CRP	49,415.	33,041.
966 SHS GLAXOSMITHLINE PLC ADR	50,403.	41,992.
970 SHS DU PONT E I DE NEMOURS	49,845.	43,629.
DUKE ENERGY CORP NEW	101,965.	144,443.
980 SHS WELLS FARGO & CO. (WACHOVIA)	49,683.	6,665.
16000 SHS TARGET CORP	59,775.	63,595.
41000 SHS GOLDMAN SACHS	60,017.	68,399.
38000 SHS UNITED PARCEL	58,638.	57,082.
31000 SHS GENERAL ELECTRIC	60,207.	60,229.
17000 SHS ORACLE CORP	60,794.	60,770.
17000 SHS COMCAST CORP	62,689.	62,951.

17000 SHS BANK OF NEW YORK - MELLON	62,764.	63,058.
17000 SHS PRUDENTIAL FINANCIAL INC	63,334.	64,221.
60000 SHS KINDER MORGAN ENER PART	59,514.	64,156.
17000 SHS COCONOPHILLIPS	64,510.	64,842.
17000 SHS METLIFE INC	64,747.	66,054.
27000 SHS JP MORGAN CHASE	130,845.	137,780.
19000 SHS KRAFT FOODS INC	64,003.	65,371.
19000 SHS DIRECTV GROUP	62,253.	63,565.
19000 SHS USD BARRICK GOLD	62,071.	62,952.
60000 SHS RABOBANK UTRECHT	61,162.	64,457.
45000 SHS HEWLETT-PACKARD CO	49,751.	48,181.
60000 SHS NEWS AMERICA INC	63,762.	68,547.
60000 SHS OMNICOM GROUP INC	60,221.	62,503.
19000 SHS CITIGROUP INC	61,231.	64,582.
30000 SHS WELLS FARGO	120,487.	123,885.
60000 SHS ROYAL BANK OF CANADA	60,022.	60,651.
20000 SHS TIME WARNER CABLE INC	61,794.	65,707.
70000 SHS VENTAS REALTY LP/CAP CRP	75,288.	74,232.
60000 SHS VERIZON COMM	66,116.	70,033.
75000 SHS WATSON PHARMACEUTICALS	77,148.	76,564.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,155,056.	6,250,828.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
100M GENERAL ELEC CAP CRP 5.1%	199,260.	215,750.
100M NATIONAL RURAL UTIL CRP,4,65%	100,000.	101,046.
100M SLM CORP, FLT%	100,000.	98,157.
200M PRUDENTIAL FINANCIAL 5.05	200,000.	208,198.
2M JP MORGAN CHASE CAP, 6.25%	50,000.	50,880.
3880 GMAC LLC	99,497.	96,961.
4M PPLUS SER GSC-1, 6.25%	100,000.	100,000.
HSBC FINANCE GROUP	100,000.	101,367.
TOTAL TO FORM 990-PF, PART II, LINE 10C	948,757.	972,359.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
12,467 SHS BLACKROC GLOBAL	COST	212,515.	236,018.
IVA WORLDWIDE	COST	107,105.	101,880.
14000 SHS BLACKROC MULTI ASSET	COST	149,240.	152,040.
TOTAL TO FORM 990-PF, PART II, LINE 13		468,860.	489,938.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LOYD G. KELLY 17225 SOUTHWEST 77TH COURT MIAMI, FL 33157	ASSISTANT SECRETARY/TREASU 1.00	0.	0.	0.
EILEEN KELLY 17225 SOUTHWEST 77TH COURT MIAMI, FL 33157	DIRECTOR 1.00	0.	0.	0.
NICHOLAS D. KELLY 17225 SOUTHWEST 77TH COURT MIAMI, FL 33157	VICE CHAIRMAN/VICE PRESIDE 1.00	0.	0.	0.
L. PATRICK KELLY 17225 SOUTHWEST 77TH COURT MIAMI, FL 33157	CHAIRMAN/PRESIDENT 1.00	0.	0.	0.
JANIS ISOM 17225 SOUTHWEST 77TH COURT MIAMI, FL 33157	SECRETARY/TREASURER 1.00	0.	0.	0.
ROBERT W. KELLY, JR 17225 SOUTHWEST 77TH COURT MIAMI, FL 33157	DIRECTOR 1.00	0.	0.	0.
LUISA KELLY 17225 SOUTHWEST 77TH COURT MIAMI, FL 33157	DIRECTOR 1.00	0.	0.	0.

BARBARA KELLY 17225 SOUTHWEST 77TH COURT MIAMI, FL 33157	DIRECTOR 1.00	0.	0.	0.
CHRISTABEL VARTANIAN 22 FOWLER ROAD FAR HILLS, NJ 07931	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

StudentGrantsF	NAME	LAST	ADDRESS	CITY STATE ZIP
$1,500 00	ALEX	ABREU	2041 Everhigh Acres	Clewiston, FL 33440
$1,000 00	KAGNI	ADKINS	P.O Box 3365	Clewiston, FL 33440
$1,500 00	TARA	ALBANESE	113 NW 9th St	Boca Raton, FL 33432
$1,500.00	KAYLA	ALBANESE	113 NW 9TH ST	BOCA RATON, FL 33432
$5,000 00	CHELSEA	ALLEN	255 Dwayne Dykes Rd	Vidalia, GA 30474
$4,000 00	HINA	AMIN	6530 W 27 Ave #11	Hialeah, FL 33016
$2,500 00	DANIEL	ARRELUCE	6425 SW 130 Pl #702	Miami, FL 33183
$5,000 00	JESSICA	ARTILES	2527 West 76 St #106	Hialeah, FL 33016
$3,000 00	JESSICA	BARNES	17/812 SW 12th Ct	Pembroke Pines, FL 33029
$5,000.00	ROBERT	BASFORD	4381 NICIA WAY	GREENACRES, FL 33463
$3,000.00	BRITTANY	BASQUIN	139 Oak Drive	Clewiston, FL 33440
$1,000.00	TAYLOR	BEATTY	410 E OSCEOLA AVE	CLEWISTON, FL 33440
$3,000 00	KEIVON	BELL	P O Box 1642	Moore Haven, FL 33471
$2,000 00	CAROLINA	BENTANCOR	2566 W Tenn. St #6421	Tallahassee, FL 32304
$3,000.00	CINDY	BOBADILLA	1882 NW 20th Ave	Miami, FL 33125
$5,000 00	KATHERINE	BOOCOCK	22885 Forest Ridge Dr	Estero, FL 33928
$6,000 00	ALISON "BROC	BOYD	108 NW AVE K	BELLE BLADE, FL 33430
$4,000 00	ANTHONY	BREWER	2951 Bacom Point Rd	Pahokee, FL 33476
$1,500 00	MICHONAE'	BROWN	527 Bond St	Clewiston, FL 33440
$5,000 00	SHELBI	BROWN	1162 Turkey Lane	Moore Haven, FL 33471
$5,000 00	DANIEL	BROWN	2630 Bedford Mews Dr	Wellington, FL 33414
$4,000 00	AMANDA	BUNASSAR	9630 SW 17 ST	MIAMI, FL 33165
$2,500.00	JAMES	BUQUET	15967 SW 101 Terr	Miami, FL 33196
$1,500 00	DANIEL	BUQUET	15967 SW 101 TERRACE	MIAMI, FL 33196
$2,000.00	BRYAN	BURKHARDT	15850 Sicily Terr	Wellington, FL 33414
$2,000.00	GREGORY	BUTT	6640 FALCONSGATE AV	DAVIE, FL 33331
$1,000.00	COURTNEY	BYERS	3100 45 St West	LEHIGH ACRES, FL 33971
$4,000.00	ALANA	BYRD	315 NE 7TH ST	BELLE GLADE, FL 33430
$4,000 00	ASHLEY	CABRERA	254 SW 51 Ave	Miami, FL 33134
$4,000 00	NICOLE	CADAVID	68 W Pine Tree Ave	Lake Worth, FL 33467
$5,000 00	NATALIA	CADAVID	68 W Pine Tree Ave	Lake Worth, FL 33467
$3,000 00	SANTOS	CALDERON	2815 E Main St Lot C	Pahokee, FL 33476
$2,000 00	ASHLEY	CALVEIRO	18266 SW 150 Court	Miami, FL 33187
$4,000 00	SAMANTHA	CAMPAGNA	8610 SW 15 TERR	MIAMI, FL 33144
$1,500 00	DANIEL	CARVAJAL	2507 W 70 ST	Hialeah, FL 33016
$4,000 00	VICTORIA	CARVAJAL	2507 W 70 ST	Hialeah, FL 33016
$1,000 00	CATHERINE	CERRITO	15860 SCICLY TERR	WELLINGTON, FL 33414
$1,500 00	JOSEPH	CERRITO	50 W Palm Dr	Margate, FL 33063
$6,000 00	ERICA	CHAISER	1811 NW 84th Ave	Pembroke Pines, FL 33024
$2,000 00	AMANDA	CHAPMAN	350 Crestwood Cir #304	Royal Palm Beach, FL 33411
$1,500 00	DUSTIN	CHAPMAN	1815 Bakers Hwy	Moore Haven, FL 33471
$1,500 00	MAYTE	CISNEROS	743 Ave H NW	Moore Haven, FL 33471
$2,000.00	DoriAnn Dyess	Clayton	105 South Oak St	LaBelle, FL 33935
$1,000.00	BRIANNA	CLAYTON	945 N Maple Grove Rd	#106 Boise, ID 83704
$4,000 00	TIFFANY	CLINARD	630 Gratton Rd	Clewiston, FL 33440
$1,000 00	KAYLA	COLLIER	1575 Bacom Point Rd	Pahokee, FL 33476
$3,000 00	ANTHONY	COLAS	14764 SW 71 Terr	Miami, FL 33193
$1,500 00	SHANICE	COOKE	P O. Box 824	Clewiston, FL 33440
$4,000 00	TANYA	CRUZ	1663 NW 144 Way	Pembroke Pines, FL 33028
$1,500 00	WILLIAM	DAVIS	140 Curry St	LaBelle, FL 33975
$4,000.00	LUIS	DE LAS SALAS III	775 N Palomino St	Clewiston, FL 33440

$1,500.00	ADRIAN	DEACON	17900 WILD PEPPER CT	PUNTA GORDA, FL 33982
$1,500.00	MELANIE	DeGUZMAN	126 Cortes Ave	Royal Palm, FL 33411
$6,000.00	JEREMY	DeGUZMAN	2497 SW Dalpina Road	Port St. Lucie, FL 34953
$4,000 00	JESSICA	DIAZ	420 N Mayoral St	Clewiston, FL 33440
$3,000.00	REBEKAH	DIAZ	8450 SW 36 St	Miami, FL 33155
$3,000.00	CRISTAL	DIAZ	2435 NW 158 St	Miami, FL 33054
$3,000.00	ADAM	DIXON	2593 SW 14th Terrace	Pahokee, FL 33476
$2,000.00	ABIGAIL	DIXON	1998 SHINN ROAD	FORT PIERCE, FL 34945
$3,000.00	KRISTA	DOWNEY	94 Golfview Drive	Tequesta, FL 33469
$2,000.00	CATRINA	DUES	120 Tower Rd	Lakeland, FL 33809
$4,000.00	JUSTIN	DURAN	18821 NW 88th Court	Hialeah, FL 33018
$2,000.00	DERRICK	EDWARDS, JR	5367 SW 126 Terrace	Miramar, FL 33027
$4,000.00	CARLOS	ESTEVEZ	2911 SW 122 AVE	MIAMI, FL 33175
$2,000.00	CHRISTIAN	FERNANDEZ	11150 SW 160 Court	Miami, FL 33196
$2,000.00	MARIA	FERNANDEZ	2941 SW 39 Ave	Miami, FL 33134
$3,000.00	AILEEN	FILIPONI	1780 DAVIDSON RD	CLEWISTON, FL 33440
$2,000.00	JOHN	FLANARY	110 Pelican Island Pl	Sebastian, FL 32958
$2,000.00	AUSTIN	FLUHARTY	7207 NW 44 St	Coral Springs, FL 33065
$4,000.00	CASEY	FLYTH	901 CUTLER RD	LONGWOOD, FL 32779
$1,000.00	JOSELYN	FONSECA	10126 Yeoman Lane	Royal Palm Beach, FL 33411
$2,000.00	DAGOBERTO	FONSECA, JR	10126 YEOMAN LANE	Royal Palm Beach, FL 33411
$2,000.00	JOHN	FOUNTAIN	1550 OLD 27 LOT#278	CLEWISTON, FL 33440
$3,000.00	DANIEL	GALVEZ	34 Union Park #1	Boston, MA 02118
$3,000.00	MARY	GAMBLE	1107 Virginia Ave	Clewiston, FL 33440
$1,500.00	ALYSSA	GARCIA	8079 SW 112 ST	Miami, FL 33156
$7,500.00	MISAEL	GARCIA	P O BOX 284	MOORE HAVEN, FL 33471
$2,500.00	NICHOLAS	GARCIA	15351 SW 54 St	Miami, FL 33185
$1,000.00	STEVEN	GARCIA	4485 BURKETT WAY	CLEWISTON, FL 33440
$1,000.00	ELIZABETH	GARDNER	12726 52 Rd N	Royal Palm Beach, FL 33411
$5,000.00	CINTHYA	GAXIOLA	611 Sabal Ave	Clewiston, FL 33440
$1,000.00	NATHALIE	GLAZE	109 QUEENS LANE	Royal Palm Beach, FL 33411
$2,000 00	GABRIELA	GONZALEZ	1120 SW 5 ST	MIAMI, FL 33165
$5,000 00	CAROLINA	GONZALEZ	11020 SW 55th St	Miami, FL 33165
$2,000 00	ANDREW	GONZALEZ	14977 SW 9 TERR	MIAMI, FL 33194
$4,000 00	JEREMY	GOULET	4450 Canard Rd	Melbourne, FL 32934
$5,000 00	MCKENZIE	GREEN	P O BOX 133	MOORE HAVEN, FL 33471
$2,000 00	SUZANNE	GREENLEAF	P O Box 1318	LaBelle, FL 33975
$6,000 00	LINDSEY	GROOMS	P O. BOX 3193	CLEWISTON, FL 33440
$3,000 00	ROBERT	GUMMERE	30 POINCIANA ST #A	BELLE GLADE, FL 33430
$2,500 00	KRISTA	GUTIERREZ	900 North Berner Road	Clewiston, FL 33440
$1,500 00	DANIEL	GUTIERREZ	14401 SW 69 CT	MIAMI, FL 33158
$5,000 00	TAMLYN	HALL	10488 Long Leaf Lane	Wellington, FL 33414
$1,000 00	CHRISTIN	HARRIS	P O. BOX 130	PINCKNEYVILLE, IL 62274
$1,500.00	MATTHEW	HASTINGS	12349 SW 1st St	Coral Springs, FL 33071
$1,000 00	BROGAN	HEISLER	P.O. BOX 662	LABELLE, FL 33975
$4,000.00	BRETT	HELVEY	1271 Stillwell Rd	Belle Glade, FL 33430
$1,500.00	MIGUEL	HERNANDEZ	9626 SW 163 Place	Miami, FL 33196
$2,500.00	ANGEL	HERNANDEZ	614 S Barfield Hwy	Pahokee, FL 33476
$3,000.00	ALEXANDER	HERNANDEZ	13166 SW 187 ST	MIAMI, FL 33177
$1,500.00	HEIDY	HERNANDEZ	5895 W 3RD LANE	HIALEAH, FL 33012
$2,000 00	BRANDI	HERRING	707 HOOVER DIKE RD #90	CLEWISTON, FL 33440
$2,000.00	BRIAN	HESTER	170 South Olivo St	Clewiston, FL 33440

$2,500 00	BAILEY	HIR	3425 Harness Circle	Wellington, FL 33449
$5,000 00	W. REECE	HOFMANN	6046 Devonshire Blvd	Miami, FL 33155
$2,000 00	VERONICA	HOLLIGAN	P O Box 1771	Clewiston, FL 33440
$5,000 00	JENARIA	HOLLOWAY	122 Shirley Dr	Pahokee, FL 33476
$1,000 00	TIMOTHY	HOLT	43 Jean La Fitte Dr	Key Largo, FL 33037
$5,000 00	NIKOLAS	HORN	9507 SW 118th Court	Miami, FL 33186
$2,000 00	VIVIAN	HOU	13592 Columbine Ave	Wellington, FL 33414
$3,000 00	DILLON	HOWE	16168 133RD Drive N	Jupiter, FL 33478
$4,000 00	RICHARD	HOWE	16168 133 Dr North	Jupiter, FL 33478
$3,000 00	SARAH	HOWELL	904 Banyan St	Clewiston, FL 33440
$5,000 00	TAYLOR	HOWELL	140 W Del Monte Ave	Clewiston, FL 33440
$3,000.00	AMBER	HUGHES	P O BOX 820	MOORE HAVEN, FL 33471
$1,000 00	TANNER	HUYSMAN	P O BOX 1032	MOORE HAVEN, FL 33471
$2,000 00	ADAM	INCERA	917 Algaringo Ave	Coral Gables, FL 33134
$2,000.00	ZALTINA	IVANOVA	4906 Schooner Dr	Dania Beach, FL 33312
$4,000 00	IVA	IVANOVA	2727 N Andrews Ave 213	Fort Lauderdale, FL 33311
$4,500 00	TAMARA	JACKSON	P.O BOX 2224	CLEWISTON, FL 33440
$3,000.00	CLAUDIA	JACKSON	1443 SW Axtell Ave	Port St. Lucie, FL 31953
$1,000 00	Christopher	JIJON	2713 33RD ST W	LEHIGH ACRES, FL 33971
$1,000 00	BRENT	Johnston	712 W Avenida Del Rio	Clewiston, FL 33440
$2,000 00	MORGAN	JONES	1602 Joshua Blvd	Clewiston, FL 33440
$3,000.00	SAMANTHA	JORDAN	2917 French Ave	Lake Worth, FL 33461
$3,000.00	ERIK	JORGE	9461 SW 120 Ave	Miami, FL 33186
$1,500 00	BEATRICE	JOYNER	2815 E MAIN ST LOT C	PAHOKEE, FL 33476
$3,000.00	JIMMY	KEEGAN	21253 Waymouth Run	Estero, FL 33928
$1,000 00	ASHLEY	KING	1870 Corscia Dr	Wellington, FL 33414
$1,500 00	JOELLEN	KING	27282 Pasadena Dr	Punta Gorda, FL 33955
$4,000 00	RAVIN	LEE	1129 Kentucky Av	Clewiston, FL 33440
$4,000 00	DINORAH	LEON	508 W Alverez	Clewiston, FL 33440
$4,000 00	YECENIA	LEON	532 W ALVERDEZ AVE	CLEWISTON, FL 33440
$9,000 00	MICHAEL	LEVENSTEIN	647 Palermo Ave	Coral Gables, FL 33134
$4,000 00	ELIZABETH	LOPEZ	13811 SW 46 LANE	MIAMI, FL 33175
$3,000 00	ADRIANA	LOPEZ	10314 SW 117 ST	MIAMI, FL 33176
$1,000 00	DANIEL	LOPEZ	10319 SW 117th St	Miami, FL 33176
$4,000 00	MIRANDA	LOWMAN	4609 Jamesville Dr	Matthews, NC 28105
$4,000 00	TATIANA	MALAVE	411 NW 190th Ave	Pembroke Pines, FL 33029
$1,000 00	BRENDALEE	MARCENARO	3205 NW 83 ST #2632	GAINESVILLE, FL 32606
$2,000 00	CAROLINE	MARKERSON	1074 Raintree Lane	Wellington, FL 33414
$2,000 00	SONIA	MARQUES	29501 SW 205 Ave	Homestead, FL 33030
$3,000 00	CHRISTINE	MARTIN	10375 SW 35 St	Miami, FL 33465
$2,000 00	PHILLIP	MARTINEZ	12700 SW 102nd Place	Hialeah, FL 33018
$4,000 00	ENEDINA	MARTINEZ	245 S Trebol St	Clewiston, FL 33440
$5,000 00	VIRGINIA	MARTINEZ	5440 SW 82 Ave	Miami, FL 33155
$2,500.00	NICOLE	MARTINEZ	5440 SW 82 Ave	Miami, FL 33155
$3,000 00	DIANNA	MAY	1160 SE Preston Lane	Port Saint Lucie, FL 34986
$3,000 00	DEVIN	MCDANIEL	18182 Dykes Rd	Estero, FL 33928
$2,000 00	MALLORY	McKee	PO Box 383	Belle Glade, FL 33430
$2,000 00	ALYSSA	MCKENZIE	1803 Folkstone Rd	Tallahassee, FL 32312
$4,000 00	HANNAH	MCKOOL	47 ALHAMBRA CIR #3	CORAL GABLES, FL 33134
$1,500.00	ELISSA	MENENDEZ	10525 SW 123 ROAD	MIAMI, FL 33186
$2,500 00	WESLEY	MERSHON	2005 N 10th St	Terre Haute, IN 47804
$3,000 00	QUINN	MILLER	735 E DELMONTE AVE	CLEWISTON, FL 33440

$1,000.00	JULIAN	MIRANDA	11111Biscayne Bv #122	Miami, FL 33181
$2,000.00	DANIELA	MIRANDA	17703 Cassina Dr	Spring, TX 77388
$2,000 00	ALEJANDRO	MIRANDA	11111 Biscayne #122	Miami, FL 33181
$3,000.00	ALEXANDRA	MONEY	23315 Duchess Ave	Port Charlotte, FL 33954
$1,000 00	CHELSA	MOORE	624 E Concordia Ave	Clewiston, FL 33440
$2,000 00	WENDY	MOORE	16978 78th Rd North	Loxahatchee, FL 33470
$1,000 00	KATELYN	MULINIX	11039 SW Crenshaw Ave	Lake Suzy, FL 34269
$2,000 00	JOSE	MUIA	4822 SW 127 Court	Miami, FL 33175
$4,000 00	JOSE	MUJICA	6600 SW 125 Ave	Miramar, FL 33183
$3,000 00	KENDRA	MURPHY	P.O. BOX 1423	MOORE HAVEN, FL 33471
$2,000 00	ARIANA	MURPHY	528 SOUTH BOND ST	CLEWISTON, FL 33440
$4,000.00	DEVIN	NALLON	1515 NE 34 St	Cape Coral, FL 33909
$2,000.00	STEPHANY	NAVAS	9139 SW 147 Court	Miami, FL 33196
$3,000.00	ANDREA	OCHOA	6887 Mariposa Cir Ct	Ft. Lauderdale, FL 33331
$4,000.00	NATALIA	OCHOA	2152 SW 98 PLACE	MIAMI, FL 33165
$4,000.00	SARAH	Onofrio	11117 Regatta Ln	Wellington, FLK 33467
$3,000 00	ASHLEY	ORTEGA	803 E ROYAL PALM	CLEWISTON, FL 33440
$3,000 00	ROCIO	PADRON	441 W Obispo Av Apt a	Clewiston, FL 33440
$2,000 00	Cassandra	PANIAGUA	209 E Sugarland Cir	Clewiston, FL 33440
$1,500 00	RICARDO	PASCAL	685 ADRIANE PARK CIRCL	KISSIMMEE, FL 34744
$2,000 00	RIESA	PASCAL	685 Adriane Park Circ	Kissimmee, FL 34744
$7,500 00	DIMPLE	PATEL	8 Powell Road	Winter Haven, FL 33880
$5,000 00	DEVAN	PATEL	6050 NW 91 AVE	PARKLAND, FL 33067
$2,500 00	KUNAL	PATEL	6050 NW 91ST Ave	Parkland, FL 33067
$1,000 00	JONATHAN	PERAZA	1120 SW 93 AVE	MIAMI, FL 33174
$1,000.00	CRYSTAL	POPE	1028 Alahambra Ave	Clewiston, FL 33440
$2,000 00	EMILY	POPE	1135 Garden Place	Pahokee, FL 33476
$5,000.00	CRYSTAL	POSTELL	2296 Hookers Pt Rd	Clewiston, FL 33440
$3,000.00	GRACE	POSTORINO	62 Vans Drive	North Ft Myers, FL 33903
$1,500 00	KRISTEN	QUINTANA	7870 SW 133 St	Miami, FL 33156
$2,000.00	KYIHD	RAMSEY	2510 SW 9th St Apt #5	Miami, FL 33135
$3,000 00	REKHA	REDDY	8791 SW 85th Terr	Miami, FL 33173
$2,500 00	DANIEL	REEVES	15893 East Wind Circle	Sunrise, FL 33326
$4,000 00	TESLA	RICHARDS	3101 Rustic Lane	N Ft. Myers, FL 33917
$3,000 00	ADRIAN	RODRIGUEZ	9205 SW 154 Ave	Miami, FL 33196
$1,500.00	SOFIA	RODRIGUEZ	300 SW 71 Terrace	Pembroke Pines, FL
$4,000.00	ASHELY	RODRIGUEZ	P O Box 734	Clewiston, FL 33440
$1,000 00	NICOLE	RODRIGUEZ	8800 SW 87th St	Miami, FL 33173
$1,500 00	ELIZABETH	RODRIGUEZ	8800 SW 87th St	Miami, FL 33173
$3,000 00	KAITLYN	RODRIGUEZ	124 NW Ave E	Belle Glade, FL 33430
$5,000 00	SAMUEL	ROMAN	9522 SW 151 Court	Miami, FL 33196
$3,000.00	JAMIERIS	ROMAN	P.O BOX 2442	CLEWISTON, FL
$5,000.00	GABRIEL	ROMAN	9522 SW 151 Ct	Miami, FL 33196
$4,000.00	AMBER-ROSE	ROMERO	810 N F Street	Lake Worth, FL 33460
$4,000 00	SHENIQUE	ROSARIO	18270 SW 143 Ct	Miami, FL 33177
$5,000 00	TIFFANY	ROSE	9953 NW 64 Court	Parkland, FL 33076
$1,000 00	ZACHARY	ROTHMAN	324 Stonehurst Parkway	St, Augustine, FL 32092
$4,500 00	VICTORIA	RUDD	6620 SW 50 Terrace	Miami, FL 33155
$3,000 00	ALEXANDER	SALAMANCA	14271 SW 38 St	Miami, FL 33175
$3,000 00	CHELSEA	SALEM	713 Royal Poinciana	Punta Gorda, FL 33955
$4,000 00	CECILIA	SALINAS	1194 Hookers Point Rd	Clewiston, FL 33440
$6,000 00	BRIAN	SAMUELS	4001 Utopia Court	Miami, FL 33133

$4,000 00	DANNY	SANTOS	3532 NW 35th St	Ft. Lauderdale, FL
$1,000 00	SAMANTHA	SANTANA	337 W Aztec Ave	Clewiston, FL 33440
$2,000 00	Klara	Scharnagl	13001 SW 106 St	Miami, FL 33186
$4,000 00	MATTHEW	SCHILIRO	15601 Cedar Grove Lane	Wellington, FL 33414
$3,000.00	SHELBY	SCHLUETER	299 Avenue K	Moore Haven, FL 33471
$4,000 00	ASHLEY	SCOTT	10508 Gulfstream Bv	Englewood, FL 34224
$5,000 00	ASHANTI	SHEPHERD	P.O. Box 980	Moore Haven, FL 33471
$2,000 00	ERIC	SIMMONS	P O. BOX 241	PALMDALE, FL 33944
$1,500 00	HEATHER	SIMMONS	P O. Box 477	Moore Haven, FL 33471
$4,000 00	MEGHAN	SKELSTON	14160 Aster Ave	Wellington, FL 33414
$6,000 00	SCOTT	SMITH	15501 SW 86th Ave	Palmetto Bay, FL 33157
$3,000 00	ERIKA	SMITH	9369 SW 166 Court	Mıamı, FL 33196
$4,500 00	ALEXANDRA	SMITH	9369 SW 166 COURT	MIAMI, FL 33196
$3,000 00	ALEXANDER	SOMODEVILLA	9621 SW 17 ST	MIAMI, FL 33165
$4,000 00	JUSTIN	STEMPEL	11073 NW 17 Place	Coral Sprıngs, FL 33071
$4,000.00	GILLIAN	STONEY	9610 W FERN LANE	MIRAMAR, FL 33025
$4,000 00	ALEXA	SUAREZ	1055 W 36 PLACE	HIALEAH, FL 33012
$1,000 00	BENSON	SUN	15164 SW 95 LANE	MIAMI, FL 33196
$3,000.00	SHIMA	SUZUKI	3445 Palladıan Cırcle	Deerfield Beach, FL 33442
$2,000 00	VANESSA	TARTER	635 E Pasadena Ave	Clewıston, FL 33440
$3,000 00	DENISESHA	THORPE	P O BOX 664	CLEWISTON, FL 33440
$1,500 00	JARED	TODD	11642 Plantatıon Prese	Fort Myers, FL 33966
$4,000 00	JESSICA	TORRES	326 W Avenıda del Rio	Clewıston, FL 33440
$2,000.00	BRANDON	TRITT	803 E ROYAL PALM AVE	CLEWISTON, FL 33440
$2,000 00	SUSAN	TUCKER	22070 FELTON AVE	Port Charlotte, FL 33954
$4,000 00	SINDIE	VAN WAGNER	265 S Estrıbo St	Clewiston, FL 33440
$2,500 00	VIVIAN	VELASQUEZ	P O Box 1301	Moore Haven, FL 33471
$2,000.00	KRYSTAL	WALKER	279 Holıday Blvd	Clewiston, FL 33440
$4,000 00	HUNTER	WARD	2537 Wayman Rd	Moore Haven, FL 33471
$2,000 00	WARNER	WARD	2537 Wayman Rd	Moore Haven, FL 33471
$1,500.00	HALEY	WEBB	6250 Swıss Blvd	Punta Gorda, FL 33982
$3,000 00	HILARY	WEBB	6250 Swıss Blvd	Punta Gorda, FL 33982
$4,000 00	ROBBRIANNIA	WEEKLEY	2205 13th St	Clewiston, FL 33440
$4,000.00	CASEY	WHITE	504 NE 2nd St	Belle Glade, FL 33430
$1,000 00	Christopher	WILLIAMS	345 Evergreen Dr	Lake Park, FL 33403
$2,500 00	KIMBERLY	WILLIAMS	345 Evergreen Dr	Lake Park, FL 33403
$2,000 00	JOSHUA	WILLIS	13451 SW 20 St	Mıramar, FL
$4,000 00	KATIE LYN	YANCE	640 SE 7th Drive	Belle Glade, FL 33430
$3,000 00	CATALINA	ZEGERS	7705 Camıno Real #303	Miami, FL 33143
$9,000 00	FEDERICO	ZEGERS	7705 Camıno Real #303	Mıamı, FL 33143
$3,000 00	AROLDO	ZURIARRAIN	320 NW 19 Ave	Mıamı, FL 33125
$2,000 00	CLAUDIA	ZURIARRAIN	320 NW 19 Ave	Mıamı, FL 33125
$728,500 00				

CONTRIBUTIONS
January through December 2012

Name	Address	Amount
BACKUS GALLERY & MUSEUM	500 N Indian River Fort Pierce, FL 34950	10,000 00
CHURCH OF THE LITTLE FLOWER	2711 Indian Mound Trail Coral Gables, FL 33134	2,000 00
CLEWISTON CHRISTIAN SCHOOL	P O Box 129 Clewiston, FL 33440	25 000 00
DIVISION OF HEMATOLOGY/ONCOLOGY (M C H)	3100 SW 62 Ave Miami, FL 33155	5,000 00
FISHER'S ISLAND CONSERVANCY	P O Box 553 Fishers Island, NY 06390	1,000 00
FLORIDA HOUSE-WASHINGTON D C	No 1 2nd St NE Washington, D C 20002	5,000 00
FTBA SCHOLARSHIP FUND	P O Box 1208 Tallahassee, FL 32302	5,000 00
GULLIVER SCHOOLS, INC	1500 San Remo Av #420 Coral Gables, FL33146	2,500 00
Hendry Regional Medical Center Foundtion	524 W Sagamore Ave Clewiston, FL 33440	15,000 00
IMMOKALEE FOUNDATION	3960 Radio Road #207 Naples, FL 34104	25,000 00
JUNIOR LEAGUE OF MIAMI	713 Biltmore Way Coral Gables, FL 33134	2,000 00
LIGHTHOUSE FOR THE BLIND-MIAMI	801 SW 8 Ave Miami, FL 33130	1,000 00
MONTGOMERY BOTANICAL CENTER	11901 Old Cutler Rd Miami, FL 33156	35,000 00
NEW HOPE CHARITIES INC	626 N Dixie Hwy W Palm Beach, FL 33401	5,000 00
NORTHWEST MISSOURI STATE UNIVERSITY	800 University Dr Maryville, MO 64468	1,000 00
OPEN HOUSE MINISTRIES	1350 SW 4th St Homestead, FL 33030	1,500 00
RADIO LOLLIPOP (M C H)	3100 SW 62 Ave Miami, FL 33155	1,000 00
REDLAND UNITED METHODIST CHURCH	P O Box 901094 Homestead, FL 33090	1,000 00
ROLLINS COLLEGE - ANNUAL FUND	1000 Holt Av 2756 Winter Park, FL 32789	50,000 00
SALVATION ARMY - MIAMI	P O Box 350370 Miami, FL 33135	1,000 00
ST JOHN'S CHURCH -Fishers Island NY	P O Box 505 Fishers Island, FL 06390	1,000 00
THE BARNACLE SOCIETY	3485 Main Highway Coconut Grove, FL 33133	1,000 00
THE BROWARD COLLEGE FOUNDATION	110 E Broward Blvd #750 Ft Lauderdale, FL 33301	25,000 00
THE GARDEN CONSERVANCY	P O Box 219 Cold Spring, NY 10516	2,500 00
THE NEWARK MUSEUM	49 Washington St Newark, NJ 07102	5,000 00
THE UNION CHAPEL	P O Box 192 Fishers Island, NY 06390	1,000 00
THE VILLAGERS	P O Box 1441843 Coral Gables, FL 33114-1843	1,000 00
U O T S -CANCER CAMP ACCOUNT (M C H)	3100 SW 62 Ave Miami, FL 33155	1,000 00
		231,500 00
		231,500.00

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions KELLY FOUNDATION, INC.	Employer identification number (EIN) or 59-6153269
	Number, street, and room or suite no. If a P.O. box, see instructions. 17225 SOUTHWEST 77TH COURT	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MIAMI, FL 33157	

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-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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ JANIS ISOM 17225 SW 77TH CT - MIAMI, FL 33157

Telephone No. ▶ 800-232-2282 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.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension SEE STATEMENT 11

8a	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.	8a	$ 8,040.
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 and any amount paid previously with Form 8868.	8b	$ 8,040.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ SECRETARY Date ▶

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

223842
01-21-13