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 of Washington

A Employer identification number: 91-1620836

Number and street (or P O box number if mail is not delivered to street address): 1311 Colchester Dr SE | Room/suite

B Telephone number: (253) 381-1311

City or town, state, and ZIP code: Port Orchard, WA 98366

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: [X] 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) ▶$ 3,499,823.

J Accounting method: [ ] Cash [X] 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))

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	147,309.	147,309.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	138,059.			
	b Gross sales price for all assets on line 6a 677,301.				
	7 Capital gain net income (from Part IV, line 2)		138,059.		
	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	285,368.	285,368.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	26,060.	0.		26,060.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 2	8,864.	0.		8,864.
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 3	8,638.	641.		2,303.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 4	2,184.	20.		2,164.
	24 Total operating and administrative expenses. Add lines 13 through 23	45,746.	661.		39,391.
	25 Contributions, gifts, grants paid	127,500.			127,500.
	26 Total expenses and disbursements. Add lines 24 and 25	173,246.	661.		166,891.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	112,122.			
	b Net investment income (if negative, enter -0-)		284,707.		
	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)

14521112 758743 FCOK0735 2012.04020 Kelly Foundation of Washing FCOK0731

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	26,882.		
	2 Savings and temporary cash investments	133,702.	446,019.	446,019.
	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 5	2,428,778.	2,329,118.	2,861,531.
	c Investments - corporate bonds	63,094.		
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 6	204,683.	215,985.	187,757.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ Statement 7)	7,756.	4,516.	4,516.
	16 **Total assets** (to be completed by all filers)	2,864,895.	2,995,638.	3,499,823.
Liabilities	17 Accounts payable and accrued expenses		257.	
	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 ▶ Statement 8)	579.	21,025.	
	23 **Total liabilities** (add lines 17 through 22)	579.	21,282.	
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	2,864,316.	2,974,356.	
	30 **Total net assets or fund balances**	2,864,316.	2,974,356.	
	31 **Total liabilities and net assets/fund balances**	2,864,895.	2,995,638.	

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	2,864,316.
2	Enter amount from Part I, line 27a	2	112,122.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,976,438.
5	Decreases not included in line 2 (itemize) ▶ Adjustment to basis of securities	5	2,082.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,974,356.

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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	Publicly traded securities			
b	Capital Gains Dividends			
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	667,454.		539,242.	128,212.
b	9,847.			9,847.
c				
d				
e				

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				128,212.
b				9,847.
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	138,059.
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	164,292.	3,297,815.	.049818
2010	135,284.	3,190,387.	.042404
2009	247,968.	2,736,010.	.090631
2008	138,815.	3,408,781.	.040723
2007	152,850.	4,157,262.	.036767

2 **Total** of line 1, column (d)	2	.260343
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	.052069
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,327,567.
5 Multiply line 4 by line 3	5	173,263.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,847.
7 Add lines 5 and 6	7	176,110.
8 Enter qualifying distributions from Part XII, line 4	8	166,891.

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	5,694.
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	5,694.
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	5,694.
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,721.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	2,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	6,721.
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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,027.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,027. **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) ▶ WA			
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

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 ▶ Roger Ottenbach Telephone no ▶ (253) 381-1311

Located at ▶ 1311 Colchester Dr SE, Port Orchard, WA ZIP+4 ▶ 98366

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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

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
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
Christopher R. Kelly 1311 Colchester Dr. S.E. Port Orchard, WA 98366	President 1.00	0.	0.	0.
Roger C. Ottenbach 1311 Colchester Dr. S.E. Port Orchard, WA 98366	First VP/Secretary/Treasur 1.00	0.	0.	0.
Greg Obata 1311 Colchester Dr. S.E. Port Orchard, WA 98366	Trustee 1.00	0.	0.	0.
Mika Ventrella 1311 Colchester Dr. S.E. Port Orchard, WA 98366	Trustee 1.00	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 N/A	
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	
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	3,120,895.
b	Average of monthly cash balances		1b	257,346.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	3,378,241.
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	3,378,241.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	50,674.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,327,567.
6	**Minimum investment return** Enter 5% of line 5		6	166,378.

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	166,378.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 5,694.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	5,694.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	160,684.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	160,684.
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	160,684.

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	166,891.
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	166,891.
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	166,891.

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				160,684.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			113,676.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 166,891.				
a Applied to 2011, but not more than line 2a			113,676.	
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				53,215.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				107,469.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

SEE ATTACHED SCHEDULE

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

SEE ATTACHED SCHEDULE

c Any submission deadlines

SEE ATTACHED SCHEDULE

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

SEE ATTACHED SCHEDULE

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				
Hunger Intervention Program 3841 NE 123rd Street Seattle, WA 98125	None	Public charity	To support HIP Packs Program, providing weekend food packs for students with subsidized lunches	5,000.
North Helpline 12707 30th Ave NE Seattle, WA 98125	None	Public charity	To support Emergency Services Program which provides assistance to those in dire need	5,000.
Puget Sound Maritime Historical Society P.O. Box 81142 Seattle, WA 98108	None	Public charity	Provide for storing and preserving of important maritime artifacts	5,000.
Girls on the Run Puget Sound 1265 South Main St. #310 Seattle, WA 98144	None	Public charity	For after-school experience based running program at 2 high needs schools to inspire young girls	10,000.
Children's Museum of Tacoma 1501 Pacific Ave. Suite 202 Tacoma, WA 98402	None	Public charity	To fund a variety of art processes and supplies in Becka's Studio at the Children's Museum	2,500.
Total See continuation sheet(s)			▶ 3a	127,500.
b Approved for future payment				
None				
Total			▶ 3b	0.

Form **990-PF** (2012)

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12-05-12

** See Purpose of Grant continuations

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion 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	147,309.	
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	138,059.	
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.		285,368.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 285,368.

(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: [signature] Date: 11-13-13 Title: V.P/Gen Mgr

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
W. Lore Belcher, CPA	W. Lore Belcher CPA	11/12/13		P00049293

Firm's name ▶ Frost & Company, P.S. Firm's EIN ▶ 91-1136436

Firm's address ▶ P O Box 7609 Olympia, WA 98507-7609 Phone no (360) 786-8080

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
Students - SEE ATTACHED SCHEDULE	None	N/A	Scholarships	75,000.
Helping Hand House P.O. Box 710 Puyallup, WA 98371	None	Public charity	To support housing programs to help end homelessness in Pierce County	5,000.
Master Builders Care Foundation 335 116th Ave. SE Bellevue, WA 98004	None	Public charity	Rampathon program providing low-income disabled with free wheelchair access ramps	5,000.
The TEARS Foundation 11102 Sunrise Blvd East #102 Puyallup, WA 98274	None	Public charity	Financial assistance to 20 low-income, bereaved families in WA for child's funeral expenses	5,000.
Pacific Northwest Ballet 301 Mercer Street Seattle, WA 98109	None	Public charity	Provide free ballet training, attire & transportation to low-income children from culturally and	5,000.
The Sophia Way 700 108th Ave NE #201 Bellevue, WA 98004	None	Public charity	For the Companioning Program to help homeless or needy women with emergency shelter & counseling	5,000.
Total from continuation sheets				100,000.

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Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

Name of Recipient - Pacific Northwest Ballet

Provide free ballet training, attire & transportation to low-income children from culturally and ethnically diverse communities

Form 990-PF — Dividends and Interest from Securities — Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
RBC Wealth Management	157,156.	9,847.	147,309.
Total to Fm 990-PF, Part I, ln 4	157,156.	9,847.	147,309.

Form 990-PF — Accounting Fees — Statement 2

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	8,864.	0.		8,864.
To Form 990-PF, Pg 1, ln 16b	8,864.	0.		8,864.

Form 990-PF — Taxes — Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax	641.	641.		0.
Payroll Taxes	2,303.	0.		2,303.
Federal Excise Tax on Investment Income	5,694.	0.		0.
To Form 990-PF, Pg 1, ln 18	8,638.	641.		2,303.

Form 990-PF — Other Expenses — Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Telephone	900.	0.		900.
Office & Administrative Expense	468.	0.		468.
Bank charges	1.	0.		1.
Licenses	25.	0.		25.

Storage	770.	0.		770.
Investment fees	20.	20.		0.
To Form 990-PF, Pg 1, ln 23	2,184.	20.		2,164.

Form 990-PF Corporate Stock Statement 5

Description	Book Value	Fair Market Value
RCB Wealth Management - See Schedule	1,178,794.	1,801,874.
RCB Wealth Management - See Schedule	1,150,324.	1,059,657.
Total to Form 990-PF, Part II, line 10b	2,329,118.	2,861,531.

Form 990-PF Other Investments Statement 6

Description	Valuation Method	Book Value	Fair Market Value
RCB Wealth Management - See Schedule	COST	215,985.	187,757.
Total to Form 990-PF, Part II, line 13		215,985.	187,757.

Form 990-PF Other Assets Statement 7

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
RCB Wealth Management - Dividends Receivable	1,170.	4,457.	4,457.
RCB Wealth Management - Capital Gains Distributions Receivable	6,586.	59.	59.
To Form 990-PF, Part II, line 15	7,756.	4,516.	4,516.

Form 990-PF | Other Liabilities | Statement 8

Description	BOY Amount	EOY Amount
Excise Tax on Net Investment Income Payable	579.	973.
Bank overdraft	0.	20,052.
Total to Form 990-PF, Part II, line 22	579.	21,025.

- 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	Name of exempt organization or other filer, see instructions Kelly Foundation of Washington	Employer identification number (EIN) or 91-1620836
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O. box, see instructions. 1311 Colchester Dr SE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. Port Orchard, WA 98366	

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 ▶ Roger Ottenbach 1311 Colchester Dr SE - Port Orchard, WA 98366

  Telephone No.▶ (253) 381-1311 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
Additional time is required to obtain all necessary information in order to file a complete and accurate tax return.

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	$ 6,721.
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	$ 6,721.
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 ▶ W. Lore Belcher Title ▶ CPA Date ▶ 8/12/13

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14521112 758743 FCOK0735 2012.04020 Kelly Foundation of Washing FCOK0731

EIN 91-1620836

KELLY FOUNDATION OF WASHINGTON December 31, 2012 Form 990-PF Part II

Investments - RBC Wealth Management

ASSET DETAIL

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *
ABBOTT LABORATORIES	ABT	3,000 000	$65 500	$196,500.00	$135,138 00
BELO CORP SER A	BLC	40,000 000	$7 670	$306,800 00	$107,165 00
BRISTOL MYERS SQUIBB CO	BMY	922 000	$32 590	$30,047 98	$21,868 00
CHEVRON CORPORATION	CVX	2,000 000	$108 140	$216,280 00	$73,230.50
CHYRON CORPORATION NEW	CHYR	10,000 000	$0 710	$7,100 00	$15,140 00
CISCO SYSTEMS INC	CSCO	3,000 000	$19 649	$58,948 20	$62,916 00
ELI LILLY & CO	LLY	1,000 000	$49 320	$49,320 00	$35,335 70
FISHER COMMUNICATIONS INC (FRM FISHER COMPANIES INC)	FSCI	2,646 000	$26 990	$71,415 54	$28,456 50
JOHNSON & JOHNSON	JNJ	3,000.000	$70 100	$210,300 00	$162,291 50
JPMORGAN CHASE & CO	JPM	1,100.000	$43 969	$48,366.01	$46,761 35
KINDER MORGAN INC	KMI	4,000 000	$35.330	$141,320 00	$135,791 20
MEAD JOHNSON NUTRITION COMPANY COMMON STOCK	MJN	680.000	$65 890	$44,805 20	$25,547 66
PFIZER INC	PFE	3,000.000	$25.079	$75,237 90	$44,405 70
SOUTHERN CO	SO	4,000 000	$42.810	$171,240 00	$111,905 50

Kelly Foundation of Washington

EIN 91-1620836

RBC Wealth Management

Form 990-PF, Part II

ACCOUNT STATEMENT

DECEMBER 31, 2012

A division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC

Investments

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE		NET COST *
SPDR SER TR S&P BK ETF	KBE	1,900 000	$23.830	$45,277.00		$49,517 81
WASTE MANAGEMENT INC DEL	WM	2,200 000	$33 740	$74,228 00		$73,727.29
WELLS FARGO & CO	WFC	1,600 000	$34.180	$54,688 00		$49,595 84
TOTAL US EQUITIES				$1,801,873.83		$1,178,793.55

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE		NET COST *
BANK OF MONTREAL	BMO	1,000 000	$61 300	$61,300 00		$57,395 32
BP P L C SPONSORED ADR (FRM BP AMOCO PLC)	BP	2,300 000	$41 640	$95,772.00		$77,423 77
CANADIAN GENERAL INVESTMENTS LTD	CGRIF	4,000 000	$15 440	$61,760 00		$108,504 67
CHINA FUND INC	CHN	1,000 000	$21 410	$21,410 00		$26,112 00
GREATER CHINA FUND INC	GCH	6,000 000	$12.880	$77,280 00		$66,435 81
ISHARES INC MSCI BRAZIL INDEX FD	EWZ	1,000 000	$55 940	$55,940 00		$58,335 90
ISHARES INC MSCI HONG KONG INDEX FD	EWH	2,000 000	$19 420	$38,840 00		$38,840 85
ISHARES INC MSCI CDA INDEX FD	EWC	2,000 000	$28.400	$56,800 00		$57,930.26
ISHARES TR FTSE CHINA 25 INDEX FUND	FXI	1,000 000	$40 450	$40,450 00		$40,326.90
J F CHINA REGION FD INC COM	JFC	2,000 000	$14 000	$28,000 00		$31,055 84
MORGAN STANLEY INDIA INVESTMENT FUND INC	IIF	9,052 151	$18 530	$167,736 35		$261,905 42
					Purchase	*$181,519 04*
					Reinvest	*$80,386 38*
PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR	PBR	1,000 000	$19 470	$19,470 00		$8,937 75
ROYAL BANK OF CANADA	RY	1,000 000	$60.300	$60,300 00		$24,606 00
SINGAPORE FUND INC (THE)	SGF	4,481 870	$13.980	$62,656 55		$61,172 48
					Purchase	*$54,719 00*
					Reinvest	*$6,453 48*
SWISS HELVETIA FUND INC	SWZ	3,893 650	$11.290	$43,959 31		$63,296 43

EIN 91-1620836

KELLY FOUNDATION OF WASHINGTON December 31, 2012 Form 990-PF, Part II

Investments - RBC Wealth Management

INTERNATIONAL EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE		NET COST *
					Purchase	*$56,540 63*
					Reinvest	*$6,755.80*
TAIWAN FUND INC	TWN	1,634 000	$16 340	$26,699 56		$22,210 80
TEMPLETON DRAGON FUND INC NEW YORK LISTED	TDF	2,924.151	$28 440	$83,162.84		$87,240 56
					Purchase	*$63,312 00*
					Reinvest	*$23,928 56*
THOMSON REUTERS CORPORATION	TRI	2,000.000	$29 060	$58,120 00		$58,593 36
TOTAL INTERNATIONAL EQUITIES				**$1,059,656.61**		**$1,150,324.12**
	Total Part II, line 10b:			2,861,531		2,329117.67

MIXED ASSETS

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE		NET COST *
CALAMOS GLOBAL DYNAMIC INCOME FUND	CHW	6,031 488	$8.350	$50,362 93		$70,961 59
					Purchase	*$52,067 97*
					Reinvest	*$18,893 62*
CALAMOS STRATEGIC TOTAL RETURN FUND	CSQ	12,164 513	$9 810	$119,333 87		$130,273 40
					Purchase	*$82,591 02*
					Reinvest	*$47,682 38*
INCOME FUND OF AMERICA INC CLASS A	AMECX	1,000 000	$18.060	$18,060 00		$14,750.00
TOTAL MIXED ASSETS	Total Part II, Line 13:			**$187,756.80**		**$215,984.99**

Form 990-PF, Part XV, Supplementary Information

91-1620836
12/31/12

KELLY FOUNDATION OF WASHINGTON - 2012 SCHOLARSHIP WINNERS - $2,500 EACH

Thea	Byrd-Clough	132 Plymouth Street NW	Olympia WA 98502	Emerson College	120 Boylston Street	Boston MA
Donna	Davis	605 W Orchard Ave	Selah WA 98942	Eastern Washington University	101 Sutton Hall	Cheney WA 99004-2447
Derek	Dougan	P O Box 1211	Blaine WA 98231	University of Washington - Bothell	P O Box 358500	Bothell WA 98011-8246
Daniel	Ericksen	333 North 81st Street	Seattle WA 98103	Eastern Washington University	304 Sutton Hall	Cheney WA 99004-2455
Heather	Galvan	P O Box 555	Oroville WA 98844	Eastern Washington University	304 Sutton Hall	Cheney WA 99004-2455
Morgan	Harry	21101 121st Avenue SE	Snohomish WA 98296	Gonzaga University	502 East Boone Ave	Spokane WA 99258-0102
Lindsey	Hartelroad	14506 84th Street NE	Lake Stevens WA 98258	Everett Community College	2000 Tower Street	Everett WA 98201
Zack	Hovis	1602 Happy Valley Rd	Sequim WA 98382	The Evergreen State College	2700 Evergreen Parkway NW	Olympia WA 98505
Alley	Jackson	25720 NE 130th Ave	Battle Ground WA 98604	Gonzaga University	502 East Boone Ave	Spokane WA 99258-0102
Alina	Kasko	7530 Portal Way	Custer WA 98240	University of Washington		
Morgan	Kucera	3007 12th Avenue South	Seattle WA 98144	Evergreen State College	2700 Evergreen Pkway NW	Olympia WA 98505
Tiffany	Kwakwa	9015 158th Place NE	Redmond WA 98052	Northwestern University	1801 Hinman Avenue	Evanston ILL 60204-3060
Rachel	Larson	1256 Byers Lane	Ferndale WA 98248	Gonazga University	502 East Boone Ave	Spokane WA 99528-0102
Lauren	McMullen	8430 Aspen Court	Yelm WA 98597	Eastern Washington University	304 Sutton Hall	Cheney WA 99004-2455
Tatsuro	Nakajima	605 Hillcrest Drtive	Snohomish WA 98290-2447	Seattle Pacific University	3307 Third Avenue West. Suite 115	Seattle WA 09119-1922
Katherine	Nilsen	3847 Bells Beach Road	Langley WA 98260	Santa Monica College	1900 Pico Blvd	Santa Monica CA 90405-1628
Audrey	Olshefsky	50 Rainbow Lane	Friday Harbor WA 98250	Massachusetts Institute of Technology	77 Massachusetts Ave Bldg 10-100	Cambridge Mass 02139-4307
Kassidie	Perkins	1029 Willapa Road	Raymond WA 98577	Grays Harbor College	1620 Edward P Smith Drive	Aberdeen WA 98520
Stefawn	Perrin	270 Boblett Street	Blaine WA 98230	Skagit Valley - Mt Vernon Campus	2405 East College Way	Mount Vernon WA 98273-5899
Joy	Phommachanh	1216 Willipa Street	Raymond WA 98577	Northwest University	5520 108th NE	Kirkland WA 98033
Shaheed	Rashid	13445 MLK Jr Way S Apt R-	Seattle WA 98178	Eastern Washington University	304 Sutton Hall	Cheney WA 99004-2455
Sara	Rood	302 Stilley Way	Granite Falls WA 98252	Stanford University	Montag Hall - 355 Galvez Street	Stanford CA 94305-6106
Colin	Serkowski	2307 Snohomish	Richland WA 99354	Trinity University	One Trinity Place	San Antonio TX 78212-7200
Arman	Siddiqui	3107 206th Place SW	Lynnwood WA 98036-7826	University of San Diego	5998 Alcala Park	San Diego CA 92110-2492
Kendra	Smith	4130 188th Street SW	Lynnwood Wa 98036	Brigham Young University	A-41 Abraham Smoot Bldg	Provo UT 84602-1110
Emily	Steelquist	866 4th Street	Blaine WA 98230	Pacific Lutheran University	12180 Park Ave S	Tacoma WA 98447
Gordon	Sun	17031 NE 38th Place	Bellevue WA 98008	Stanford University	Montag Hall - 355 Galvez Street	Stanford CA 94305-6106
Anna Rose	Warren	21204 Monument Road SW	Vashon WA 98070	Chapman University	One University Drive	Orange CA 92866
Venecia	Xu	14928 SE 58th Street	Bellevue WA 98006	Bowdoin College	5000 College Station	Brunswick Maine 04011-8441
Sandra	Zimmerman	20620 Int'l Blvd South	SeaTac WA 98198	Seattle Pacific University	3307 Third Ave W #114	Seattle WA 98119-1992

30 Recipients at 2,500 each = Total Scholarships 75,000

990-PF, Part XV, Line 2

91-1620836
12/31/12

KELLY FOUNDATION OF WASHINGTON
P O BOX 19208
SEATTLE WA 98109-1208
TELEPHONE: 206-706-8486

EWING C KELLY SCHOLARSHIP

October 15, 2012

Dear Scholarship Counselor -

The Kelly Foundation of Washington is pleased to offer the *Ewing C. Kelly Scholarship*. High school seniors in the Cascade Region are eligible. **If you received this letter and application, your students are eligible.** Applicants will be judged on citizenship, academic achievement and financial need. Each award is worth $2,500 and winners will be notified in April. Last year over 700 applications were judged and 52 scholarships were awarded.

Enclosed you will find a master application for this scholarship. Please duplicate the application (8 pages, including cover page). **I encourage you to keep the master application on file, as we will not be able to mail additional copies!**

If you are not the person who deals with scholarship opportunities, please forward these materials to the proper resource.

All applications (with ALL attachments) must be postmarked by March 11, 2013. (*Late or incomplete applications will not be judged*). We do not mail applications to individuals.

If you have any questions, please do not hesitate to contact our scholarship hotline at (206) 706-8486.

Thank you for your help in making this scholarship available to your students.

Mary C. Low
Executive Director

KELLY FOUNDATION OF WASHINGTON

EWING C. KELLY SCHOLARSHIP

The Kelly Foundation of Washington is offering $2,500 awards for its scholarship program, the Ewing C. Kelly Scholarship. This award is named in honor of Ewing C. Kelly, a longtime radio and television broadcaster.

The Ewing C. Kelly Scholarship is designed to reward students who demonstrate good citizenship while striving to attain their academic goals. Applicants will be judged on their academic merit, extra-curricular achievements--both scholastically and in their community--and financial need.

Eligibility: 1) Applicant must be accepted, or have an application pending, at an accredited institution of higher learning, public or private; 2) must be a senior-level student at a public or private high school (or home school); 3) must have a composite score of 20 on the ACT or a composite score of 1400 on the SAT if planning to attend a 4-year school; 4) must be a U.S. citizen or have a green card.

Scholarship Administration: Award will be applied toward recipient's tuition and fees upon enrollment. Funds will be made payable to the academic institution no later than August 31, **and must be used during the upcoming academic year.**

Announcement: Winners will be contacted by the Scholarship Committee by April 30.

Applications: Applications are available through the high school counselor. Please read the application carefully. It contains 3 information pages, 2 financial assessment pages, a checklist and a page including tips for letters of recommendation. It must be accompanied by transcript, SAT scores, personal statement and 3 letters of recommendation. **Incomplete applications will be rejected. All materials must be submitted by applicant. Applications must be postmarked by March 11.** Please send completed application to:

Ewing C. Kelly Scholarship
P O Box 19208
Seattle WA 98109

COVER PAGE

Ewing C. Kelly Scholarship

IMPORTANT—READ CAREFULLY! Applicant must submit this application (typed or printed by hand) with complete high school transcript, ACT and/or SAT scores (photocopy), financial assessment form (see Pages 4 & 5), personal statement and three (3) letters of reference. A checklist and a list of tips for obtaining meaningful letters of recommendation are included. Mail all application materials to: Ewing C. Kelly Scholarship, PO Box 19208, Seattle WA 98109. Incomplete applications or facsimiles will not be accepted. DO NOT mail some documents separately. Applications must be postmarked by March 11.

NAME ____
(Last) (First) (Middle)

PERMANENT ADDRESS ________________________________
(Street) (Apartment)

____
(City) (State) (Zip)

TELEPHONE NUMBER Area Code ( ) ____________________

BIRTH DATE ______________ SEX (Circle One) MALE / FEMALE

U.S. CITIZEN? YES / NO GREEN CARD? YES/NO

ETHNIC BACKGROUND (OPTIONAL)

( ) Caucasian/European American ( ) African American ( ) Hispanic

( ) Asian/Pacific Islander ( ) Native American/ Alaska Native ( ) Other

NAME OF HIGH SCHOOL ______________________________

ADDRESS ______________________________________

SCHOOL TELEPHONE # ( ) __________ GRADUATION DATE ______

COUNSELOR __________________ PRINCIPAL ________________

CUM G.P.A. ________ SAT SCORES __________ ACT SCORE ________

Ewing C. Kelly Scholarship

INCLUDE A ONE-PAGE PERSONAL STATEMENT, **including such information as a brief personal history, family circumstances, goals and why you are seeking the Ewing C. Kelly Scholarship. We want to get to know you! Page 3 of the Application will have a place for academic achievements and extra-curricular activities so do not include this in your personal statement.**

DO YOU NEED FINANCIAL AID TO PURSUE A POST SECONDARY EDUCATION? ________IF "YES", EXPLAIN ____________________________

LIST AMOUNTS AND TYPES OF FINANCIAL AID AND SCHOLARSHIPS ALREADY GRANTED FOR THIS COMING FALL (INCLUDING GOVERNMENT OR PRIVATE FOUNDATION GRANTS)________________

LIST PAST AND PRESENT EMPLOYERS, DURATION OF EMPLOYMENT AND HOURS-A-WEEK WORKED____________________________

ARE YOU BEING CONSIDERED FOR AN APPOINTMENT TO A U.S. MILITARY ACADEMY? IF "YES", PROVIDE NAME ____________________

WHAT COLLEGE OR POST HIGH SCHOOL INSTITUTION DO YOU PLAN TO ATTEND? ____________________________

WHY DID YOU SELECT THE ABOVE INSTITUTION?____________________

WHAT BACHELOR DEGREE ARE YOU PLANNING TO PURSUE?

Ewing C. Kelly Scholarship

HIGH SCHOOL ACADEMIC ACHIEVEMENTS (include honor roll and other academic awards. Note any AP classes.) ________________________

WHAT IS, OR WAS, YOUR GREATEST CHALLENGE IN SUCCEEDING AT THE HIGH SCHOOL LEVEL? ________________________

HIGH SCHOOL EXTRA-CURRICULAR ACTIVITIES (include athletics, student government, music, drama, etc.) ________________________

COMMUNITY ACTIVITIES (Church, volunteer, etc., plus number of hours involved per week or per year) ________________________

NOTE: A summary of the above information may not exceed one page.

Applicant's Signature________________________Date__________

Ewing C. Kelly Scholarship
Financial Assessment Form

STUDENT NAME ____

NOTE: Please have parent(s)/guardian complete the following questions:

NAME OF PARENT(S)/GUARDIAN ________________________________

OCCUPATION(S) ____

PERMANENT ADDRESS ____

____

TELEPHONE NUMBER Area Code ( ) ____________________

PARENT(S)/GUARDIAN INCOME, EXPENSE, ASSET DATA
YEAR: JANUARY 1, _____ TO DECEMBER 31, _____

( ) Estimates based on income information to be filed by April 15, ______.

( ) Estimates based on completed IRS Form 1040 dated ____________________

Adjusted gross income ____________

Total U. S. Income Tax paid ____________

Income earned from work by Wage Earner #1 ____________

Income earned from work by Wage Earner #2 ____________

Total number of people supported by this income ____________

Total number of adults in your household ____________

Total number of working adults in your household ____________

Total number of dependents under 18 in your household ____________

Social Security or other untaxed income or benefits *(including disability payments, child support, etc.)* ____________

Cash, savings, checking accounts, bonds, zero coupon bonds, stock value (cash) CD's, notes, etc. ____________

Total number of family members attending post-secondary school (Minimum half-time) during the coming school year, including applicant. ____________

Ewing C. Kelly Scholarship
Financial Assessment Form (Continued)

CERTIFICATION:

I certify that all of the information on this financial assessment form is true and complete to the best of my (our) knowledge. If asked by the Ewing C. Kelly Scholarship Committee Chair, I (we) agree to furnish proof of the information we have provided. I (we) realize that this proof may include a copy of my (our) most recently filed U.S. Income Tax Return; social security number or green card. I (we) realize that, if asked and proof is not furnished, the student may not receive any Ewing C. Kelly Scholarship moneys.

____

Parent(s)/Guardian Signature Date

Applicant's Signature________________________________Date____________

HELPFUL HINTS FOR LETTERS OF RECOMMENDATION

- It is critical that you choose individuals who know you well and can be specific about your talents, contributions, etc. A letter of recommendation that is too general may hurt you more than help you.

- You might remind whoever is writing your letter of contributions that you have made to your school or community, i.e., projects you have worked on, leadership you have shown.

- If possible, a letter of recommendation should be written on the letterhead of the organizations you were part of (school, leadership club, service organization, etc.).

CHECKLIST

PLEASE DO NOT PUT YOUR APPLICATION IN A FOLDER. FOLDERS WILL BE REMOVED.

1. _____ Three letters of recommendation.
2. _____ Completed application, including Financial Assessment Form.
3. _____ 1-Page Personal Statement.
4. _____ High school transcript.
5. _____ SAT and/or ACT scores.

DO NOT SEND ANY OF THIS INFORMATION SEPARATELY.

We get hundreds of applications and can only accept those that have been properly submitted. It is very frustrating for us to have a very qualified candidate but an incomplete application!

MAIL TO:

Ewing C Kelly Scholarship
P O Box 19208
Seattle WA 98109