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 MAR 1, 2012 **, and ending** FEB 28, 2013

Name of foundation: THE KELLAR FAMILY FOUNDATION

A Employer identification number: 52-2026425

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 3547 | Room/suite:

B Telephone number: 703-237-2500

City or town, state, and ZIP code: MANASSAS, VA 20108

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)* ▶$ 44,900,133.

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))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	1,980,507.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	45,747.	45,747.		STATEMENT 1
	4	Dividends and interest from securities	459,468.	459,468.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,576,649.			
	b	Gross sales price for all assets on line 6a 11,738,209.				
	7	Capital gain net income (from Part IV, line 2)		2,576,649.		
	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	<32,049.>	<32,049.>		STATEMENT 3
	12	**Total** Add lines 1 through 11	5,030,322.	3,049,815.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	9,000.	2,250.		6,750.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	18,275.	13,706.		4,569.
	c	Other professional fees STMT 5	234,383.	222,664.		11,719.
	17	Interest				
	18	Taxes STMT 6	56,624.	1,624.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	6,620.	6,370.		250.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	324,902.	246,614.		23,288.
	25	Contributions, gifts, grants paid	2,200,014.			2,200,014.
	26	**Total expenses and disbursements** Add lines 24 and 25	2,524,916.	246,614.		2,223,302.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	2,505,406.			
	b	**Net investment income** (if negative, enter -0-)		2,803,201.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments		3,293,050.	3,293,050.
	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 9	7,002,172.	1,932,663.	1,852,802.
	c	Investments - corporate bonds STMT 10	233,640.	0.	0.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	33,226,321.	37,676,545.	39,645,929.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 12)	10,000.	108,352.	108,352.
	16	**Total assets** (to be completed by all filers)	40,472,133.	43,010,610.	44,900,133.
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 ▶ STATEMENT 13)	0.	33,153.	
	23	**Total liabilities** (add lines 17 through 22)	0.	33,153.	
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	40,472,133.	42,977,457.	
	30	**Total net assets or fund balances**	40,472,133.	42,977,457.	
	31	**Total liabilities and net assets/fund balances**	40,472,133.	43,010,610.	

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	40,472,133.
2	Enter amount from Part I, line 27a	2	2,505,406.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	42,977,539.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	82.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	42,977,457.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	11,738,209.		9,203,442.	2,576,649.

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				
b				
c				
d				
e				2,576,649.

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	2,576,649.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,999,981.	43,232,827.	.046261
2010	1,528,542.	39,636,539.	.038564
2009	1,806,970.	30,730,342.	.058801
2008	2,496,948.	36,024,597.	.069312
2007	1,748,644.	53,066,866.	.032952

2 **Total** of line 1, column (d)	2	.245890
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	.049178
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	42,886,252.
5 Multiply line 4 by line 3	5	2,109,060.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	28,032.
7 Add lines 5 and 6	7	2,137,092.
8 Enter qualifying distributions from Part XII, line 4	8	2,223,302.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	28,032.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	28,032.
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	28,032.
6	Credits/Payments.			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 62,239.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 55,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	117,239.
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	89,207.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 89,207. **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)? *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*	1b		X
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) ▶ VA			
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 STMT 14	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 ▶ THE FOUNDATION Telephone no. ▶ 703-237-2500

Located at ▶ P.O. BOX 3547, MANASSAS, VA ZIP+4 ▶ 20108

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)?	1b		X
	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)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
M. KELLAR P.O. BOX 3547 MANASSAS, VA 20108	PRESIDENT 1.00	0.	0.	0.
J. KELLAR BOX P.O. BOX 3547 MANASSAS, VA 20108	VICE-PRESIDENT 1.00	0.	0.	0.
A. RIDGWAY P.O. BOX 3547 MANASSAS, VA 20108	SECRETARY/TREASURER 1.00	9,000.	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
NORTHSIDE CAPITAL MANAGEMENT 116 3RD STREET #313, HOOD RIVER, OR 97031	INVESTMENT MANAGEMENT	206,801.
BESSEMER TRUST 630 FIFTH AVENUE, NEW YORK, NY 10111	INVESTMENT MANAGEMENT	27,582.
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	43,539,342.
b	Average of monthly cash balances		1b	
c	Fair market value of all other assets		1c	0.
d	**Total** (add lines 1a, b, and c)		1d	43,539,342.
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	43,539,342.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	653,090.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	42,886,252.
6	**Minimum investment return**. Enter 5% of line 5		6	2,144,313.

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	2,144,313.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 28,032.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	28,032.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,116,281.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	2,116,281.
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	2,116,281.

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	2,223,302.
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	2,223,302.
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	28,032.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	2,195,270.

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				2,116,281.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,058,520.	
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: ▶ $ 2,223,302.				
a Applied to 2011, but not more than line 2a			2,058,520.	
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				164,782.
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				1,951,499.
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 ▶ [X] 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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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*				
FIDELITY CHARITABLE P.O. BOX 770001 CINCINNATI, OH 45277	NONE	PUBLIC	DONOR ADVISED FUND	2,200,000.
THROUGH ALLIANCE RESOURCE PTRS LP - EIN #73-1564280 P.O. BOX 22027 TULSA, OK 74121	NONE	UNRELATED	UNKNOWN - CHARITABLE CONTRIBUTION REPORTED BY PTP VIA K-1 (1065) BOX 13A	10.
THROUGH ENBRIDGE ENERGY PTRS LP - EIN #39-1715850 1100 LOUISIANA - SUITE 3300 HOUSTON, TX 77002	NONE	UNRELATED	UNKNOWN - CHARITABLE CONTRIBUTION REPORTED BY PTP VIA K-1 (1065) BOX 13A	4.
Total			▶ 3a	2,200,014.
b *Approved for future payment*				
NYU SCHOOL OF MEDICINE - DEPT. OF NEUROLOGY 25 WEST 4TH ST., 4TH FLOOR NEW YORK, NY 10018	NONE	PUBLIC	ENDOWED PROFESSORSHIP	1,250,001.
NYU SCHOOL OF MEDICINE - DEPT. OF NEUROLOGY 25 WEST 4TH ST., 4TH FLOOR NEW YORK, NY 10018	NONE	PUBLIC	TWO CLINIC FELLOWSHIPS IN PARKINSON AND MOVEMENT DIS	122,499.
Total			▶ 3b	1,372,500.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(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	45,747.	
4 Dividends and interest from securities			14	459,468.	
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			18	<32,049.>	
8 Gain or (loss) from sales of assets other than inventory			18	2,576,649.	
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.		3,049,815.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 3,049,815.

(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).
	N/A

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12-05-12

Form **990-PF** (2012)

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 | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RANDOLPH SHAPIRO		12/31/13		P00339849
Firm's name ▶ MURRAY, JONSON, WHITE & ASSOC., LTD., P			Firm's EIN ▶ 54-1032507	
Firm's address ▶ 6402 ARLINGTON BLVD., SUITE 1130 FALLS CHURCH, VA 22042-2333			Phone no. 703-237-2500	

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

THE KELLAR FAMILY FOUNDATION

Employer identification number

52-2026425

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
THE KELLAR FAMILY FOUNDATION	52-2026425

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	KELLAR FAMILY CHARITABLE LEAD ANNUITY TRUST MJW, 6402 ARLINGTON BLVD #1130 FALLS CHURCH, VA 22042	$ 1,041,663.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	KELLAR FAMILY CHARITABLE LEAD ANNUITY TRUST MJW, 6402 ARLINGTON BLVD #1130 FALLS CHURCH, VA 22042	$ 47,844.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	KELLAR FAMILY CHARITABLE LEAD ANNUITY TRUST MJW, 6402 ARLINGTON BLVD #1130 FALLS CHURCH, VA 22042	$ 891,000.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE KELLAR FAMILY FOUNDATION	52-2026425

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
1	3,472,210 SHARES PRECISION AUTO CARE, INC.	$ 1,041,663.	12/17/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	PROCEEDS HELD IN ESCROW - PRECISION AUTO CARE, INC. STOCK SALE	$ 891,000.	12/17/12

(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

THE KELLAR FAMILY FOUNDATION

Employer identification number

52-2026425

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

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	FIDELITY #115169 - ATTACHMENT A	P	VARIOUS	VARIOUS
b	FIDELITY #126667 - ATTACHMENT B	P	VARIOUS	VARIOUS
c	THROUGH DAVIDSON KEMPNER LP	P	VARIOUS	VARIOUS
d	THROUGH DAVIDSON KEMPNER LP	P	VARIOUS	VARIOUS
e	THROUGH DAVIDSON KEMPNER LP - SEC. 1256 (40% ST)	P	VARIOUS	VARIOUS
f	THROUGH DAVIDSON KEMPNER LP - SEC. 1256 (60% LT)	P	VARIOUS	VARIOUS
g	THROUGH PVR PTRS LP - SECTION 1231	P	VARIOUS	VARIOUS
h	THROUGH MOUNT KELLETT CAP PTRS	P	VARIOUS	VARIOUS
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	10,857,906.		8,417,163.	2,440,743.
b	880,303.		786,279.	94,024.
c				2,677.
d				42,826.
e				<1,162.>
f				<1,743.>
g				463.
h				<1,179.>
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				2,440,743.
b				94,024.
c				2,677.
d				42,826.
e				<1,162.>
f				<1,743.>
g				463.
h				<1,179.>
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	2,576,649.
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

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05-01-12

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

SOURCE	AMOUNT
ALLIANCE RESOURCE PTRS LP	3.
BESSEMER INVESTMENTS	387.
BROOKFIELD INFRASTRUCTURE PARTNERS LP	340.
DAVIDSON KEMPNER LP	24,591.
FIDELITY #115169	4,931.
FIDELITY #126667	62.
INTERNAL REVENUE SERVICE	12.
MOUNT KELLETT CAP PTRS	15,421.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	45,747.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ALLIANCE RESOURCE PTRS LP	31.	0.	31.
BESSEMER INVESTMENTS	16,792.	0.	16,792.
BROOKFIELD INFRASTRUCTURE PARTNERS LP	1,876.	0.	1,876.
DAVIDSON KEMPNER LP	1,905.	0.	1,905.
FIDELITY #115169	383,689.	0.	383,689.
FIDELITY #126667	55,175.	0.	55,175.
TOTAL TO FM 990-PF, PART I, LN 4	459,468.	0.	459,468.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ALLIANCE RESOURCE PTRS LP - ORDINARY INCOME	<1,467.>	<1,467.>	
ENBRIDGE ENERGY PTRS LP - ORDINARY INCOME	<3,619.>	<3,619.>	
PVR PTRS LP - ORDINARY INCOME	<4,295.>	<4,295.>	
PVR PTRS LP - OTHER NET RENTAL INCOME	51.	51.	
PVR PTRS LP - ROYALTY INCOME	113.	113.	
DAVIDSON KEMPNER LP - ORDINARY INCOME	<25,533.>	<25,533.>	

ENDURO ROYALTY TRUST - ROYALTY INCOME	2,698.	2,698.	
PFIC QEF ORDINARY INCOME - BROOKFIELD INFRASTRUCTURE PTRS LTD	3.	3.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<32,049.>	<32,049.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MURRAY, JONSON, WHITE & ASSOC. - TAX PREP FEES	18,275.	13,706.		4,569.
TO FORM 990-PF, PG 1, LN 16B	18,275.	13,706.		4,569.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BESSEMER - AGENCY FEES	27,582.	26,203.		1,379.
NORTHSIDE INVESTMENTS - INV MGMT FEES	206,801.	196,461.		10,340.
TO FORM 990-PF, PG 1, LN 16C	234,383.	222,664.		11,719.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID ON INVESTMENT INCOME	1,539.	1,539.		0.
FEDERAL EXCISE TAX - 2012 EST PMTS	55,000.	0.		0.
FOREIGN TAX PAID - DAVIDSON KEMPNER LP	85.	85.		0.
TO FORM 990-PF, PG 1, LN 18	56,624.	1,624.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	334.	84.		250.
PORTFOLIO DEDUCTION - BROOKFIELD INFRA PTRS	19.	19.		0.
PORTFOLIO DEDUCTION - DAVIDSON KEMPNER LLP	1,140.	1,140.		0.
DEPLETION EXPENSE - PVR PTRS LP	69.	69.		0.
SEVERANCE TAX EXPENSE - ENDURO ROYALTY TRUST	200.	200.		0.
ADMINISTRATIVE EXPENSE - ENDURO ROYALTY TRUST	24.	24.		0.
DEPLETION EXPENSE - ENDURO ROYALTY TRUST	3,628.	3,628.		0.
PORTFOLIO DEDUCTION - MT KELLETT CAP PTRS	1,206.	1,206.		0.
TO FORM 990-PF, PG 1, LN 23	6,620.	6,370.		250.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
NONDEDUCTIBLE EXPENSES - ALLIANCE RESOURCE PTRS LP	67.
NONDEDUCTIBLE EXPENSES - ENBRIDGE ENERGY PTRS LP	11.
NONDEDUCTIBLE EXPENSES - PVR PTRS LP	4.
TOTAL TO FORM 990-PF, PART III, LINE 5	82.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS - BESSEMER	1,932,663.	1,852,802.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,932,663.	1,852,802.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - BESSEMER	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SWEEP PROGRAM - BESSEMER	FMV	47,819.	47,819.
SECURITIES - FIDELITY #115169	FMV	15,596,142.	16,433,438.
SECURITIES - FIDELITY #126667	FMV	1,906,102.	2,102,084.
SECURITIES - OUTSIDE BROKERAGE ACCTS	FMV	20,126,482.	21,062,588.
TOTAL TO FORM 990-PF, PART II, LINE 13		37,676,545.	39,645,929.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RECEIVABLE - EST TAX PMT RETURNED	10,000.	0.	0.
STOCK SALE PROCEEDS RECEIVABLE - FIDELITY #115169	0.	51,440.	51,440.
STOCK SALE PROCEEDS RECEIVABLE - FIDELITY #126667	0.	56,912.	56,912.
TO FORM 990-PF, PART II, LINE 15	10,000.	108,352.	108,352.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
STOCK PURCHASE COSTS PAYABLE	0.	33,153.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	33,153.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 14

NAME OF CONTRIBUTOR	ADDRESS
KELLAR FAMILY CHARITABLE LEAD ANNUITY TRUST	MJW, 6402 ARLINGTON BLVD., STE. 1130 FALLS CHURCH, VA 22042

Attachment A to Part IV, 2012 Form 990-PF
The Kellar Family Foundation
EIN # 52-2026425

Purchase Date	Sale Date	Quantity	Security	Cost Basis	Proceeds	Gain (Loss)
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3/11/2011	4/16/2012	2,030	Ace Ltd	123,255	146,382	23,127
2/7/2011	4/9/2012	5,000	Allstate Corp	155,274	161,946	6,672
2/7/2011	4/10/2012	100	Allstate Corp	3,105	3,222	117
2/7/2011	4/13/2012	195	Allstate Corp	6,056	6,310	254
2/7/2011	4/16/2012	100	Allstate Corp	3,105	3,232	127
2/7/2011	4/16/2012	940	Allstate Corp	29,191	30,455	1,264
2/7/2011	4/16/2012	2,475	Allstate Corp	76,860	80,191	3,331
8/3/2011	4/16/2012	1,760	Allstate Corp	54,656	57,023	2,367
Various	4/10/2012	5,000	American International Group Inc	145,169	162,446	17,277
Various	4/13/2012	9,846	American International Group Inc	285,867	322,445	36,578
7/7/2009	Various	7,300	American Tower Corp	248,691	493,931	245,240
Various	5/16/2012	5,512	American Tower Corp	189,044	369,451	180,407
6/10/2011	5/21/2012	Fr sh	American Tower Corp	21	43	22
12/18/2009	5/16/2012	3,325	Brookfield Infrastructure	97,195	103,730	6,535
Various	9/7/2012	221,822	Arctic Glacier Income Fund	49,947	45,216	(4,731)
5/9/2002	4/12/2012	1,549	Cardinal Financial Corp	16,475	17,760	1,285
5/9/2002	4/13/2012	2,525	Cardinal Financial Corp	26,852	28,524	1,672
6/27/2008	7/25/2012	1,000	Carmax Inc	14,678	26,761	12,083
6/27/2008	7/25/2012	1,000	Carmax Inc	14,678	26,769	12,091
6/27/2008	9/7/2012	200	Carmax Inc	2,936	6,454	3,518
6/27/2008	9/7/2012	400	Carmax Inc	5,871	12,908	7,037
6/27/2008	9/7/2012	442	Carmax Inc	6,488	14,476	7,988
6/27/2008	9/7/2012	558	Carmax Inc	8,190	18,280	10,090
6/27/2008	9/7/2012	1,000	Carmax Inc	14,678	32,500	17,822
6/27/2008	9/7/2012	1,000	Carmax Inc	14,678	32,550	17,872
6/27/2008	9/7/2012	1,000	Carmax Inc	14,678	32,589	17,911
6/27/2008	9/7/2012	1,400	Carmax Inc	20,547	45,177	24,630
6/22/2011	4/10/2012	5,000	Cincinnati Bell Inc	15,562	18,950	3,388
6/22/2011	4/11/2012	9,000	Cincinnati Bell Inc	28,011	34,594	6,583
6/22/2011	4/12/2012	63,000	Cincinnati Bell Inc	196,090	244,387	48,297
4/16/2008	4/9/2012	5,000	Clear Channel Outdoor Holdings	67,347	39,699	(27,648)
4/16/2008	11/2/2012	16,816	Clear Channel Outdoor Holdings	226,501	110,675	(115,826)
12/19/2008	9/11/2012	2,000	Clear Media Ltd 100 HK	1,019	1,064	45
12/19/2008	2/14/2013	50,982	Clear Media Ltd 100 HK	25,969	37,871	11,902
12/19/2008	2/28/2013	69,259	Clear Media Ltd 100 HK	35,279	51,440	16,161
2/8/2011	12/5/2012	16,420	Clearwire Corp	92,371	39,335	(53,036)
3/15/2010	4/9/2012	3,000	Crown Holdings, Inc	81,791	111,717	29,926
Various	4/10/2012	10,000	Denny's Corp	41,356	39,599	(1,757)
Various	4/10/2012	10,000	Denny's Corp	41,356	39,899	(1,457)
4/6/2011	4/11/2012	5,984	Denny's Corp	24,748	24,278	(470)
Various	4/12/2012	10,138	Denny's Corp	41,927	40,815	(1,112)
8/4/2011	4/25/2012	10,973	Denny's Corp	45,380	44,535	(845)
Various	4/26/2012	39,727	Denny's Corp	164,296	160,588	(3,708)
8/5/2011	4/27/2012	3,896	Denny's Corp	16,112	15,809	(303)
Various	5/16/2012	37,503	Denny's Corp	155,098	153,392	(1,706)
Various	5/17/2012	7,912	Denny's Corp	32,721	32,122	(599)
4/11/2011	5/25/2012	75	Denny's Corp	310	307	(3)
4/11/2011	5/25/2012	614	Denny's Corp	2,539	2,503	(36)
4/11/2011	5/25/2012	1,000	Denny's Corp	4,136	4,100	(36)
4/11/2011	5/25/2012	1,000	Denny's Corp	4,136	4,110	(26)
4/11/2011	5/25/2012	1,000	Denny's Corp	4,136	4,140	4
4/14/2011	5/29/2012	1,000	Denny's Corp	4,136	4,312	176
4/14/2011	5/29/2012	1,000	Denny's Corp	4,136	4,330	194
Various	6/4/2012	15,000	Denny's Corp	62,034	64,757	2,723
6/23/2010	4/9/2012	2,000	Discovery Communications C	66,003	95,578	29,575

Attachment A to Part IV, 2012 Form 990-PF
The Kellar Family Foundation
EIN # 52-2026425

Purchase Date	Sale Date	Quantity	Security	Cost Basis	Proceeds	Gain (Loss)
6/23/2010	4/11/2012	2,000	Discovery Communications C	66,003	95,378	29,375
6/23/2010	4/12/2012	2,000	Discovery Communications C	66,003	96,414	30,411
1/20/2011	5/16/2012	4	Enstar Group Limited	325	371	46
1/20/2011	5/16/2012	96	Enstar Group Limited	7,789	9,081	1,292
1/20/2011	5/16/2012	100	Enstar Group Limited	8,114	9,466	1,352
1/20/2011	5/16/2012	100	Enstar Group Limited	8,114	9,480	1,366
1/20/2011	5/17/2012	1,000	Enstar Group Limited	81,137	94,440	13,303
1/20/2011	5/25/2012	17	Enstar Group Limited	1,379	1,589	210
1/20/2011	5/25/2012	100	Enstar Group Limited	8,114	9,349	1,235
1/20/2011	5/25/2012	200	Enstar Group Limited	16,227	18,690	2,463
1/20/2011	5/25/2012	1,000	Enstar Group Limited	81,137	93,698	12,561
1/20/2011	5/25/2012	1,000	Enstar Group Limited	81,137	93,840	12,703
1/20/2011	5/29/2012	13	Enstar Group Limited	1,055	1,209	154
1/21/2011	5/29/2012	270	Enstar Group Limited	21,907	25,102	3,195
1/21/2011	6/4/2012	500	Enstar Group Limited	40,567	45,991	5,424
6/29/2012	8/24/2012	Fr sh	Frontier Communications Corp	2	3	1
6/29/2012	8/21/2012	28,740	Frontier Communications Corp	181,252	133,789	(47,463)
8/2/2011	4/11/2012	5,625	Iridium Communications Inc	45,906	48,321	2,415
8/2/2011	5/23/2012	4,000	Iridium Communications Inc	32,645	33,392	747
8/2/2011	11/2/2012	8,000	Iridium Communications Inc	65,289	50,563	(14,726)
6/10/2008	4/9/2012	100	Lamar Advertising	3,428	3,047	(381)
Various	4/9/2012	1,900	Lamar Advertising	65,141	58,032	(7,109)
Various	4/10/2012	1,480	Lamar Advertising	50,742	44,606	(6,136)
2/4/2010	4/11/2012	798	Markel Corp	263,170	354,934	91,764
Various	4/9/2012	5,000	Micros Systems	63,752	269,444	205,692
Various	4/10/2012	18,322	Micros Systems	233,609	979,927	746,318
5/7/2010	4/11/2012	951	Micros Systems	12,125	51,343	39,218
10/20/2009	9/10/2012	1,350	Millicom International Cellular	96,763	120,170	23,407
Various	1/25/2013	2,098	Pioneer Natural Resources Co	73,538	242,783	169,245
Various	4/9/2012	8,000	Pozen Inc	80,604	53,280	(27,324)
5/19/2009	4/10/2012	8,160	Pozen Inc	82,217	54,242	(27,975)
Various	4/9/2012	5,000	Six Flags Entertainment	99,991	228,944	128,953
Various	4/10/2012	10,171	Six Flags Entertainment	203,401	458,554	255,153
Various	4/17/2012	65,530	Sunrise Senior Living	583,124	402,331	(180,793)
6/29/2012	2/6/2013	1,076	TCW Emerging Markets Income Fun	9,368	10,035	667
6/1/2012	2/6/2013	1,096	TCW Emerging Markets Income Fun	9,324	10,222	898
8/1/2012	2/6/2013	1,174	TCW Emerging Markets Income Fun	10,587	10,951	364
5/29/2012	2/6/2013	116,550	TCW Emerging Markets Income Fun	1,000,035	1,087,395	87,360
5/29/2012	2/6/2013	116,550	TCW Emerging Markets Income Fun	1,000,000	1,087,395	87,395
1/28/2011	4/9/2012	3,000	Time Warner Cable	205,035	239,664	34,629
1/28/2011	4/11/2012	2,649	Time Warner Cable	181,049	210,299	29,250
Various	9/7/2012	7,317	Universal Display Corp	163,373	304,465	141,092
			TOTAL	8,417,163	10,857,906	2,440,743

Attachment B to Part IV, 2012 Form 990-PF
The Kellar Family Foundation
EIN # 52-2026425

Purchase Date	Sale Date	Quantity	Security	Cost Basis	Proceeds	Gain (Loss)
5/17/2012	6/18/2012	100	Abbott Laboratories	6,232	6,258	26
5/8/2012	6/18/2012	45	Abbott Laboratories	2,797	2,816	19
5/8/2012	8/24/2012	305	Abbott Laboratories	18,955	20,064	1,109
5/8/2012	10/17/2012	250	Abbott Laboratories	15,537	17,294	1,757
5/8/2012	10/17/2012	75	Abbott Laboratories	4,660	5,188	528
5/17/2012	5/31/2012	90	AT&T Inc	3,013	3,075	62
5/17/2012	6/15/2012	10	AT&T Inc	335	359	24
5/8/2012	6/15/2012	600	AT&T Inc	19,881	21,527	1,646
5/8/2012	10/11/2012	510	AT&T Inc	16,899	18,619	1,720
6/6/2012	10/26/2012	1,545	CA Inc Co	39,404	35,058	(4,346)
5/8/2012	8/22/2012	360	Cincinnati Financial Corp	12,903	14,012	1,109
5/8/2012	9/27/2012	362	Cincinnati Financial Corp	12,974	13,729	755
5/8/2012	9/27/2012	58	Cincinnati Financial Corp	2,079	2,200	121
5/17/2012	9/27/2012	120	Cincinnati Financial Corp	4,188	4,551	363
8/14/2012	10/26/2012	510	Cliffs Natural Resources Inc	21,401	18,660	(2,741)
8/24/2012	10/26/2012	590	Cliffs Natural Resources Inc	22,882	21,588	(1,294)
9/6/2012	10/26/2012	125	Cliffs Natural Resources Inc	4,300	4,574	274
5/17/2012	12/19/2012	220	Conagra Inc	5,624	6,626	1,002
5/8/2012	12/19/2012	535	Conagra Inc	13,645	16,112	2,467
5/8/2012	12/19/2012	430	Conagra Inc	10,960	12,950	1,990
6/22/2012	12/3/2012	515	Eaton Corp Com	19,763	26,731	6,968
7/11/2012	12/3/2012	565	Eaton Corp Com	20,911	29,327	8,416
5/17/2012	12/17/2012	185	Enbridge Energy Partners LP	4,885	5,016	131
5/8/2012	12/17/2012	635	Enbridge Energy Partners LP	16,767	17,219	452
5/8/2012	1/2/2013	780	Enbridge Energy Partners LP	20,596	22,530	1,934
9/6/2012	1/2/2013	5	Enbridge Energy Partners LP	133	144	11
9/6/2012	1/3/2013	390	Enbridge Energy Partners LP	10,298	11,210	912
6/5/2012	1/3/2013	390	Enbridge Energy Partners LP	10,298	11,210	912
5/8/2012	12/5/2012	330	Freeport-Mcmoran Cop&g Cl B	11,716	10,567	(1,149)
5/8/2012	12/5/2012	725	Freeport-Mcmoran Cop&g Cl B	25,571	23,216	(2,355)
5/8/2012	1/18/2013	45	Freeport-Mcmoran Cop&g Cl B	1,587	1,516	(71)
5/17/2012	1/18/2013	610	Freeport-Mcmoran Cop&g Cl B	19,911	20,558	647
10/1/2012	2/6/2013	800	H & R Block Inc	13,837	18,971	5,134
5/17/2012	8/22/2012	120	Heinz H J Co	6,556	6,636	80
5/8/2012	8/22/2012	205	Heinz H J Co	11,006	11,337	331
5/8/2012	2/13/2013	375	Heinz H J Co	20,133	22,779	2,646
5/8/2012	2/14/2013	200	Heinz H J Co	10,737	14,494	3,757
6/22/2012	2/14/2013	415	Heinz H J Co	22,251	30,075	7,824
6/5/2012	2/14/2013	155	Heinz H J Co	8,149	11,233	3,084
5/17/2012	6/15/2012	115	Kimberly Clark Corp Com	9,118	9,494	376
6/5/2012	6/15/2012	55	Kimberly Clark Corp Com	4,357	4,541	184
5/8/2012	6/15/2012	60	Kimberly Clark Corp Com	4,750	4,954	204
5/8/2012	8/7/2012	240	Kimberly Clark Corp Com	19,002	19,581	579
5/8/2012	8/22/2012	235	Kimberly Clark Corp Com	18,606	19,692	1,086
5/8/2012	11/5/2012	435	Leggett & Platt, Inc	9,243	11,850	2,607
5/8/2012	1/29/2013	425	Leggett & Platt, Inc	9,031	12,549	3,518
11/1/2012	1/25/2013	210	Lyondell Basell Ind	11,211	13,084	1,873
9/4/2012	1/25/2013	30	Lyondell Basell Ind	1,436	1,869	433
6/22/2012	7/17/2012	220	Merck & Co Inc	8,860	9,706	846
5/8/2012	7/17/2012	105	Merck & Co Inc	4,029	4,632	603
5/17/2012	9/14/2012	125	Meredith Corp	3,646	4,654	1,008
5/17/2012	2/15/2013	35	Meredith Corp	1,021	1,488	467
6/5/2012	2/15/2013	245	Meredith Corp	6,922	10,416	3,494
5/8/2012	2/15/2013	200	Meredith Corp	5,512	8,503	2,991
5/8/2012	2/15/2013	40	Meredith Corp	1,101	1,701	600

Attachment B to Part IV, 2012 Form 990-PF
The Kellar Family Foundation
EIN # 52-2026425

Purchase Date	Sale Date	Quantity	Security	Cost Basis	Proceeds	Gain (Loss)
5/8/2012	2/15/2013	60	Meredith Corp	1,652	2,550	898
5/8/2012	2/15/2013	110	Meredith Corp	3,028	4,676	1,648
Various	1/29/2013	570	Plum Creek Timber Co Inc	22,136	27,779	5,643
5/8/2012	8/24/2012	450	Rayonier Inc	20,239	21,673	1,434
5/8/2012	9/27/2012	445	Rayonier Inc	20,014	21,658	1,644
5/8/2012	1/9/2013	35	Rayonier Inc	1,574	1,882	308
5/17/2012	1/9/2013	155	Rayonier Inc	6,654	8,334	1,680
6/5/2012	1/9/2013	245	Rayonier Inc	10,212	13,174	2,962
5/8/2012	6/19/2012	325	Rpm Incorporated	8,539	8,563	24
5/8/2012	1/10/2013	405	Rpm Incorporated	10,641	12,394	1,753
5/8/2012	2/27/2013	860	Rpm Incorporated	22,595	26,323	3,728
5/17/2012	2/27/2013	235	Rpm Incorporated	6,012	7,193	1,181
5/8/2012	8/9/2012	300	Unilever Plc Spon Adr New	10,217	10,715	498
5/8/2012	8/9/2012	315	Unilever Plc Spon Adr New	10,723	11,251	528
5/8/2012	2/26/2013	600	Unilever Plc Spon Adr New	20,424	23,395	2,971
			TOTAL	786,279	880,303	94,024

Form **8868** (Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

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

COPY

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE KELLAR FAMILY FOUNDATION	Employer identification number (EIN) or 52-2026425
	Number, street, and room or suite no If a P O. box, see instructions P.O. BOX 2894	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions MERRIFIELD, VA 22116-2894	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ THE FOUNDATION P.O. BOX 2894 - MERRIFIELD, VA 22116-2894
  Telephone No.▶ 703-237-2500 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until OCTOBER 15, 2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for.
▶ [ ] calendar year _____ or
▶ [X] tax year beginning MAR 1, 2012 , and ending FEB 28, 2013

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 112,239.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 62,239.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 50,000.

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

- 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 THE KELLAR FAMILY FOUNDATION	Employer identification number (EIN) or 52-2026425
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 3547	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions MANASSAS, VA 20108	

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 ▶ THE FOUNDATION P.O. BOX 3547 - MANASSAS, VA 20108
  Telephone No. ▶ 703-237-2500 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 JANUARY 15, 2014

5 For calendar year ______, or other tax year beginning MAR 1, 2012, and ending FEB 28, 2013

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 TO FILE IS REQUIRED TO FILE A COMPLETE AND ACCURATE 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	$ 112,239.
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	$ 112,239.
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 ▶ CPA Date ▶ 9/30/13

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