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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning **October 1**, 2012, and ending **September 30**, 20 **13**

Name of foundation
KELLY FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
3610 American River Drive **190**

City or town, state, and ZIP code
Sacramento, CA 95864

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **8731085**

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

A Employer identification number
68-0175739

B Telephone number (see instructions)
916-978-4892

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here . . . ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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) (see instructions).)		(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 (attach schedule)	100000			
	2 Check ☐ If the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	220349	220349		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	6045			
	b Gross sales price for all assets on line 6a	352130			
	7 Capital gain net income (from Part IV, line 2)		6045		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	326394	226394			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	NONE			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT. 2	1350			1350
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT. 3	2063			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1392			1392
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT. 4	3076			3076
	24 Total operating and administrative expenses. Add lines 13 through 23	7881			5818
	25 Contributions, gifts, grants paid	345000			345000
26 Total expenses and disbursements. Add lines 24 and 25	352881	0		350818	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-26487				
b Net investment income (if negative, enter -0-)		226394			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Cat. No. 11289X

Form **990-PF** (2012)SCANNED FEB 13 2014
Operating and Administrative ExpensesRECEIVED
FEB 04 2014
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		7245	5223	5223
	2 Savings and temporary cash investments		0	0	0
	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 (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges		0	8142	8142
	10a Investments—U.S. and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)				
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule) STMT 5		7609736	8717720	8717720
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		7616981	8731085	8731085
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 (attach schedule)				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		7616981	8731085	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		7616981	8731085	
	31 Total liabilities and net assets/fund balances (see instructions)		7616981	8731085	

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	7616981
2 Enter amount from Part I, line 27a	2	-26487
3 Other increases not included in line 2 (itemize) ▶ STMT 6	3	1140591
4 Add lines 1, 2, and 3	4	8731085
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8731085

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	STMT 7			
b				
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			

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	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	6045
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) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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	358923	7101140	.05054441963
2010	359546	7362006	.04883804767
2009	279015	7189539	.03880846880
2008	308519	5885971	.05241599050
2007	360909	6621181	.05450825162

2	Total of line 1, column (d)	2	.24511517823
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	.049023036
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7906026
5	Multiply line 4 by line 3	5	387577
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2264
7	Add lines 5 and 6	7	389841
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	358960

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	4528
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	4528
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	4528
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2000
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	2528
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	☐	☒
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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.	☐	☒
c Did the foundation file Form 1120-POL for this year?	☐	☒
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ NONE (2) On foundation managers. ☐ \$ NONE		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ NONE		
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.	☐	☒
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	☐	☒
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	☐	☒
b If "Yes," has it filed a tax return on Form 990-T for this year?	☐	☒
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	☐	☒
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?	☒	☐
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	☒	☐
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CALIFORNIA		
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	☒	☐
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	☐	☒
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . STMT 1	☒	☐

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ► KELLYFOUNDATIONSACRAMENTO.ORG				
14	The books are in care of ► Bea Barbee Telephone no. ► 916-978-4892			
Located at ► 3610 American River Dr. #190, Sacramento, CA ZIP+4 ► 95864-5999				
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			
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	Yes	No	✓
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b		N/A
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		✓
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 ► 20 , 20 , 20 , 20		
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.) 2b		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
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.) 3b		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		✓
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		✓

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)? (see instructions) ☐ 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 fall to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** ☒ N/A

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? **7b** ☒ 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? **8b** ☒

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? **7b** ☒ N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(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
STATEMENT 8		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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 **7b** ☒ NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). 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		NONE

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	NONE	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		NONE

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	7982133
b	Average of monthly cash balances	1b	44289
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	8026422
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	8026422
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	120396
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7906026
6	Minimum investment return. Enter 5% of line 5	6	395301

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	395301
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4528
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	4528
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	390773
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	390773
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	390773

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	350818
b	Program-related investments—total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	350818
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 (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	350818

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				390773
2 Undistributed Income, if any, as of the end of 2012:				
a Enter amount for 2011 only			348127	
b Total for prior years: 20____, 20____, 20____				
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				
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>350818</u>				
a Applied to 2011, but not more than line 2a			348127	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				2691
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed Income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				388082
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
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**

1a 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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a 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).)

JON S. KELLY AND GREGORY G. KELLY, MEMBERS OF J.S. KELLY LLC AND G.G. KELLY LLC

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.

N/A

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:

STMT 9

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

STMT 9

c Any submission deadlines:

STMT 9

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

STMT 9

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

Recipient		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
Name and address (home or business)					
a <i>Paid during the year</i>					
STATEMENT 10					
Total				3a	345000
b <i>Approved for future payment</i>					
Total				3b	NONE

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	220349	
4	Dividends and interest from securities					
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	6045	
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)					
13	Total. Add line 12, columns (b), (d), and (e)				13	226394

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

[illegible]

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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.

Acott H. Nichols
Signature of officer or trustee

Date	Title
------	-------

Treasurer

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

**Paid
Preparer
Use Only**

Print/Type preparer's name
ALFRED A. PEGUERO

Preparer's signature *all g. [signature]*

Date 7/6/14

Check ☐ if self-employed

PTIN
P01344099

Firm's name ► PRICEWATERHOUSECOOPERS LLP

Firm's EIN ▶ 13-4008324

Firm's address ► THREE EMBARCADERO CENTER, SAN FRANCISCO, CA 94111

Phone no. 415-498-5000

Schedule of Contributors

OMB No. 1545-0047

2012

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

Name of the organization

Employer identification number

KELLY FOUNDATION

68-0175739

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

KELLY FOUNDATION

Employer identification number

68-0175739

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	River City Bank 2485 Natomas Park Drive, Suite 100 Sacramento, CA 95833	\$ 100000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

KELLY FOUNDATION

68-0175739

FORM 990PF, PART 1 - LINE 1

Received From	Contribution Received	Date Received
River City Bank	\$ 25,000	10/16/2013
2485 Natomas Park Dr.	25,000	1/11/2013
Sacramento, CA 95833	25,000	3/29/2013
	25,000	6/28/2013
Total	\$ 100,000	

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax return fees/consulting	\$ 1,350			\$ 1,350
Total	\$ 1,350	\$ -	\$ -	\$ 1,350

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	\$ 2,063			
Total	\$ 2,063	\$ -	\$ -	\$ -

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Association Dues	\$ 840			\$ 840
License Subscription	358			\$ 358
Insurance-Liability/D&O	1,349			1,349
Office Expense	527			527
Misc Expense	2			2
Total	\$ 3,076	\$ -	\$ -	\$ 3,076

Statement 5
Form 990-PF, Part II, Line 13
Investments-Other

	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
DFA-One Year Fixed Income	Mkt Value	\$ 569,425	\$ 569,425
DFA- Short Term Government	Mkt Value	179,418	179,418
DFA-US Large Company	Mkt Value	1,084,389	1,084,389
DFA-US Micro Cap	Mkt Value	1,795,154	1,795,154
Dodge & Cox-International Fund	Mkt Value	1,961,825	1,961,825
Dodge & Cox-Income Fund	Mkt Value	1,437,005	1,437,005
Dodge & Cox-Stock Fund	Mkt Value	1,311,288	1,311,288
Paydenfunds-Global Fixed Income Fund	Mkt Value	379,216	379,216
	Total	\$ 8,717,720	\$ 8,717,720

Statement 6
Form 990-PF, Part III, Line 3
Other Increases

Unrealized Gain on Investments	\$ 1,140,591
Total	<u>\$ 1,140,591</u>

2012 KELLY FOUNDATION Capital Gains - Statement 7

10/1/2012 through 9/30/2013

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SHORT TERM						
DFA-US Micro Cap	1,484.558	1/11/2013	5/17/2013	25,000.00	22,100.18	2,899.82
Dodge & Cox International F...	292.979	12/19/2012	1/8/2013	10,263.05	10,119.50	143.55
				35,263.05	32,219.68	3,043.37
LONG TERM						
DFA-Five Yr Government	0.128	6/8/1999	9/30/2013	1.29	1.29	0.00
DFA-US Micro Cap	0.012	12/20/1999	9/30/2013	0.14	0.14	0.00
Dodge & Cox International F...	591.977	12/21/2010	1/8/2013	20,736.95	20,938.24	-201.29
Dodge & Cox Income Fund	5,965.697	2/14/1997	8/19/2013	80,000.00	70,872.48	9,127.52
Dodge & Cox Stock Fund	616.197	1/23/2002	11/16/2012	70,000.00	60,516.71	9,483.29
Dodge & Cox Stock Fund	469.372	2/2/2006	1/9/2013	59,000.00	66,613.27	-7,613.27
Dodge & Cox Stock Fund	268.432	2/2/2006	1/9/2013	33,741.87	38,095.87	-4,354.00
Dodge & Cox Stock Fund	22.238	12/28/2007	1/9/2013	2,795.31	3,096.15	-300.84
Dodge & Cox Stock Fund	178.702	12/28/2007	1/9/2013	22,462.82	24,880.70	-2,417.88
Dodge & Cox Stock Fund	1.310	1/23/2002	9/30/2013	128.66	128.66	0.00
Paydenfunds-Global Fixed In...	3,174.603	2/6/2006	1/8/2013	28,000.00	28,722.33	-722.33
				316,867.04	313,865.84	3,001.20
				352,130.09	346,085.52	6,044.57

Statement 8
Form 990-PF, Part VIII, Line 1
List of Officers, Directors and Trustees

Name and Address	Title	Avg hours/wk	Compensation	Contrib to EBP & DC	Expense Account
Jon S. Kelly 3610 American River Drive, #190 Sacramento, CA 95864	Director	0.15	NONE	NONE	NONE
Gregory G. Kelly 3610 American River Drive, #190 Sacramento, CA 95864	Dir/Pres	0.25	NONE	NONE	NONE
Scott G. Nichols 3610 American River Drive, #190 Sacramento, CA 95864	Dir/Treasurer	0.50	NONE	NONE	NONE
Bea Ann Barbee 3610 American River Drive, #190 Sacramento, CA 95864	Asst. Treas.	0.50	NONE	NONE	NONE
Shawn L. Devlin 3610 American River Drive, #190 Sacramento, CA 95864	Dir/Secretary	0.50	NONE	NONE	NONE
Heidi Mills 3610 American River Drive, #190 Sacramento, CA 95864	Asst. Sec	2.50	NONE	NONE	NONE
Kelly Brothers 3610 American River Drive, #190 Sacramento, CA 95864	Director	0.15	NONE	NONE	NONE
Bob Woods 3610 American River Drive, #190 Sacramento, CA 95864	Director	0.15	NONE	NONE	NONE
Anker Christensen 3610 American River Drive, #190 Sacramento, CA 95864	Director	0.15	NONE	NONE	NONE
Wendy Duer 3610 American River Drive, #190 Sacramento, CA 95864	Director	0.15	NONE	NONE	NONE
Mike Newell 3610 American River Drive, #190 Sacramento, CA 95864	Director	0.15	NONE	NONE	NONE
Stephen Fleming 3610 American River Drive, #190 Sacramento, CA 95864	Director	0.15	NONE	NONE	NONE
Stephen H. Johanson 3610 American River Drive, #190 Sacramento, CA 95864	Director	0.15	NONE	NONE	NONE

KELLY FOUNDATION GRANT DISTRIBUTION GUIDELINES

BACKGROUND

Kelly Broadcasting Company's KCRA-TV (Sacramento-Stockton-Modesto, CA) went on the air on September 5, 1955. As Sacramento's leading news broadcaster, its slogan, *"Where the News Comes First,"* more than speaks to the KCRA-TV dedication to the community in this area.

For decades, the Kelly family has reached out to the community to enhance quality of life through charitable contributions. The owners of Kelly Broadcasting Co. established the Kelly Foundation in December 1988 as the formal vehicle for structuring charitable contributions to help meet the challenges of its social responsibilities.

The Kelly family sold KCRA-TV in 1999 and will continue the Kelly Foundation. The Kelly Foundation is an expression of the importance the Kelly family places on being a good neighbor and citizen in all the regions where they do business.

GRANT DISTRIBUTION GUIDELINES

1. Kelly Foundation intends to actively seek projects to sponsor, as well as to be responsive to grant applications.
2. Kelly Foundation will consider grant requests in the following categories:
 - A. Health and human services;
 - B. Education; and
 - C. Culture and civic improvement.

The Foundation directors may also, from time to time, identify areas for special emphasis when emerging needs require extraordinary attention.

3. When deciding how much to grant to whom, the Foundation will give careful consideration to:
 - A. How many people will benefit from the project;

- B. How many local volunteers are supporting the organization and the project;
 - C. The commitment and composition of the organization's Board of Directors or Board of Trustees;
 - D. The extent to which the applicant complements the services of other community organizations;
 - E. The organization's fiscal responsibility and management qualifications;
 - F. The ability of the organization to provide ongoing funding after the term of the grant;
 - G. The extent to which the program addresses underlying causes, rather than just symptoms of specific problems; and
 - H. How well the organization plans to monitor and evaluate the results of the projects.
4. Grants are generally made for one (1) year only, though a limited number of multi-year grants may be made available.
5. The Kelly Foundation will not consider grants to the following types of organizations or for the following purposes:
- A. Religious organizations for explicit religious activities, as distinguished from social or educational activities;
 - B. Political organizations or political campaigns;
 - C. Fraternal organizations, labor, societies, or orders;
 - D. Telephone solicitations; and
 - E. National fund-raising efforts.
6. The application procedure is described on the application form. An agency funded by the Foundation must agree to submit a timely report on the use of the grant, based on its proposal. The Foundation should be informed of any major changes in the program or staff.

7. The Distribution Committee meets quarterly to consider applications and make grants. However, an organization may apply only once a year, regardless of what action is taken.

The annual deadline dates for submission of an application are:

<u>APPLICATION DEADLINE</u>	<u>DECISION DATE</u>
October 15	November 15
January 15	February 15
April 15	May 15
July 15	August 15

KELLY FOUNDATION APPLICATION FORM

Please read carefully:

We would like to give your organization every opportunity to "shine" which is part of the reason for this somewhat lengthy application procedure. Unfortunately, our funds are much more limited than are the needs of the community, so we have to ask detailed questions to distinguish carefully among the projects and organizations. Please be assured that the time and effort you spend on this application is very much appreciated.

Before filling out this form, please review the "Grant Distribution Guidelines" for the Kelly Foundation to be sure your proposal qualifies for consideration.

Please answer each question as concisely as possible, using "not applicable" as your response to those questions you feel are not germane to your proposal. You are welcome to use extra sheets if necessary. Submit an original and (1) copy of the application form prior to the quarterly deadline.

All applications must be accompanied by (1) a copy of the IRC Code or IRS 501(c)(3) Tax Exemption Letter, and (2) your EIN (Employer Identification Number). A detailed project budget must also be attached, as well as a current annual budget and audited financial statement of the organization, if available. Finally, two (2) copies of the roster of the Board of Directors should also be included. A checklist is at the end of this form for your convenience.

1. ORGANIZATION

Name		
Address		
Contact		
	Name	Title
Telephone		

CHECK LIST

Please attach two (2) copies of each of the following documents to your Application Form:

- A. Annual budget _____
- B. Detailed project budget _____
- C. Descriptive brochures, if available _____

Please submit two (2) copies of each of the following documents with your Application package:

- D. Audited financial statements, if available. _____
Otherwise, please submit a copy of your most recent financial statements and a copy of your latest annual financial statements.
- E. List of officers and board members
(include addresses and occupations) _____
- F. Copy of IRS 501(c)(3) Tax Exemption
Determination Letter _____
- G. EIN – Employer Identification Number _____

When your application packet is complete, please send it according to the schedule described on the information sheet to:

Kelly Foundation
PO Box 255868
Sacramento, CA 95865-5868

KELLY FOUNDATION APPLICATION FORM

1. What are the major goals of your organization?
2. When was it founded? _____
3. What were the major accomplishments of the organization last year?

4. Describe the characteristics and geographical area of the population you serve.

5. Annual income: _____

Sources of Income:

Percent to total

- | | |
|---|-------|
| a. Ticket sales or other fees (specify): | _____ |
| b. Membership and individual contributions: | _____ |
| c. United Way or other public charities: | _____ |
| d. Corporate donations (specify): | _____ |
| e. Government (specify): | _____ |
| f. Foundations: | _____ |
| g. Other: | _____ |

6. Please list previous grant applications to the Kelly Foundation:

Date	Purpose	Amount Requested	Amount Approved	Kelly Contact
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

7. Does your organization engage in activities intending to influence legislation or intervene in any way in political campaigns?

Yes _____ No _____

8. Is your organization of the type described in section 509 (a)(3) of the Internal Revenue Code? (See your IRS Tax Exemption Determination Letter.)

PROJECT

9. Amount requested from the Kelly Foundation? _____

10. When is the funding needed from us? _____

11. Indicate whether request is for:

Special program _____

One-time capital expenditure _____

Operating support _____

Other _____

12. List the primary objectives of the project:
13. List the primary methods by which you intend to achieve these objectives:
14. Briefly describe what you intend to do with the money requested, including starting date, benchmarks or milestones, completion date, and public or private organizations you will work with in carrying out your plan. (If this is a capital request, please describe briefly the item(s) needed and the itemized costs. If it is a campaign, describe the components of the drive and the separate dollar goals.)
15. How did you determine that this project would fill an important need in the community?
16. What evidence do you have of community support for your proposal?
17. List other organizations involved in similar projects and indicate the extent of coordination with each, if applicable. (To the extent that your program duplicates others in the area, what distinguishes it from others?)
18. How will the project be monitored and the results evaluated?

19. Total proposed budget: _____

Percent requested from Kelly Foundation: _____

20. Amount requested from other sources:

Name	Amount	Present Status
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

21. Is there anything else you would like to tell us?

22. How did you hear about the Kelly Foundation? Please include the name of the person who referred you, if applicable.

The preceding information is correct to the best of my knowledge and belief:

Signature _____

Title _____

Date _____

Please have the Chairman of the Board or Chief Executive Officer sign below:

Signature _____

Print Name _____

Date _____

Supplementary Information/Grants and Contributions Paid During the Year

	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Girl Scouts - Heart of Central California 660 Elvas Avenue Sacramento, CA 95819 Ms. Pamela Saltenberger	Public Charity	Outreach Program for underserved/ at-risk girls in Northern California	\$ 5,000
Runnin for Rhett (R4R) 5117 Worcester Way Elk Grove, CA 95758 Ms. Trudy Flores	Public Charity	Expand program to help obese and physically unfit youths and adults increase health by exercise, nutrition & participation in races	\$ 5,000
Food for Families 500 West Capitol Avenue West Sacramento, CA 95605 Mr. Robert Patterson	Public Charity	All funds will be granted to participating food banks for purchase of food at wholesale cost, and subsequent distribution for families in need.	\$ 10,000
Stanford Settlement Neighborhood Center 450 W. El Camino Avenue Sacramento, CA 95833 Sister Jeanne Felion, SSS	Public Charity	Operational support for supportive social services for 135 at-risk youth.	\$ 10,000
Keaton Raphael Memorial 2260 Douglas Blvd., Suite 150 Roseville, CA 95661 Ms. Teresa Hoffenhe	Public Charity	Funds will be used for program supplies	\$ 7,500
I Can Do That! Arts for All Abilities 4660 Natomas Blvd., Suite 120-225 Sacramento, CA 95835 Ms. Alice Parente	Public Charity	Bring Artists in the Schools program to 3,000 children with and without disabilities.	\$ 2,500
Teen Center USA 8978 Elk Grove Blvd. Elk Grove, CA 95624 Ms. Laurie Kobiliska	Public Charity	Funds will be used for operating support to run the drop-in center.	\$ 10,000
Special Recreation Services, Inc./ Camp Lotsafun 3660 Baker Lane, Suite 103 Reno, NV 89509 Ms. Jill Gabel	Public Charity	General scholarship fund for Northern California campers with disabilities.	\$ 2,500
Sutter Roseville Medical Foundation One Medical Plaza Roseville, CA 95661 Ms. Patricia Marquez	Public Charity	Furnish a new Pantero 900 Microscope for use by neurosurgeons and spine surgeons during surgical procedures at SRMC.	\$ 5,000
American River Natural History Association dba Effie Yeaw Nature Center PO Box 241 Carmichael, CA 95609 Ms. Betty Cooper	Public Charity	Help provide environmental science & history programs to urban Sacramento students and families.	\$ 2,500
Ronald McDonald House Charities Northern California 2555 49th Street Sacramento, CA 95817 Ms. Stephanie Spees	Public Charity	Funds will be used for Adopt a Family program.	\$ 10,000
New Morning Youth & Family Services 6765 Green Valley Road Placerville, CA 95667 Mr. Dave Ashby	Public Charity	Funds will be used for Emergency Youth Shelter in El Dorado County	\$ 5,000

Supplementary Information/Grants and Contributions Paid During the Year

	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Sacramento Life Center 930 Alhambra Blvd., Suite 230 Sacramento, CA 95816 Ms. Marie Leatherby	Public Charity	Funds will be used for Mobile Medical Clinic that will provide free pregnancy tests, prenatal exams, STD tests and mental care.	\$ 2,500
CCHAT Center Sacramento Division of Foundation for Hearing Research, Inc. 11100 Coloma Road Rancho Cordova, CA 95670 Ms. Ucia King	Public Charity	Funds will be used for providing specialized support services for underserved deaf and hard of hearing children	\$ 5,000
Rotary Club of Sacramento 355 Commerce Circle Sacramento, CA 95815 Mr. Hal Shipley	Public Charity	Funds will be used for the Golf 4 Kids event that benefits orthopedically challenged children in Sacramento.	\$ 5,000
Soli Born Farms Urban Agriculture & Education Project PO Box 661175 Rancho Cordova, CA 95866 Mr. Shawn Harrison	Public Charity	Operating support for youth corps program.	\$ 5,000
National Multiple Sclerosis Society - Northern California Chapter 4221 Northgate Blvd #4 Sacramento, CA 95834 Ms. Jacyln Smoczynski, MSW	Public Charity	Project Access-Mercy San Juan	\$ 5,000
Sacramento Tree Foundation 191 Lathrop Way, Suite D Sacramento, CA 95815 Mr. Ray Tretheway	Public Charity	Funding will be used for general operating support	\$ 5,000
Special Olympics of Northern California 1401 Halyard Drive, Suite 100 West Sacramento, CA 95691 Ms. Rebecca Thompson	Public Charity	Help with costs of the SONC Northeast Region Winter Basketball Program	\$ 7,500
Sierra Forever Families 8928 Volunteer Lane, Suite 100 Sacramento, CA 95826 Ms. Kerry Wood	Public Charity	Help find forever families for 2 children or sibling groups in foster care	\$ 5,000
Reading Partners 106 Linden Street, Suite 202 Oakland, CA 94607 Ms. Sarah Lightfoot	Public Charity	Support for 11 reading centers in underserved areas of Sacramento	\$ 5,000
Sacramento Public Library Foundation 828 I Street, 3rd Floor Sacramento, CA 95814 Ms. Cheryl Fitzgerald	Public Charity	Help fund the Summer Reading Program	\$ 10,000
Ride to Walk 700 Sunrise Avenue, Suite O Roseville, CA 95661 Ms. Kristine Corn	Public Charity	Funds will be used for operating support	\$ 7,000
Sierra Nevada Memorial Hospital Foundation PO Box 1810 Grass Valley, CA 95945 Ms. Kimberly Parker	Public Charity	Funds will be used toward their Alzheimer's outreach project	\$ 5,000
Sacramento Food Bank & Family Services 3333 Third Avenue	Public Charity	Money would go toward renovating facilities, building additional program capacity, and eliminating debt	\$ 11,000

Supplementary Information/Grants and Contributions Paid During the Year

	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Sacramento, CA 95817 Ms. Shauna Ross			
KVIE Public Television 2030 W. El Camino Avenue Sacramento, CA 95833 Mr. Kevin Smith-Fagan	Public Charity	Support Ready to Learn youth literacy program	\$ 7,000
Sacramento Zoological Society 3930 West Land Park Drive Sacramento, CA 95822 Mr. Charlie Weiss	Public Charity	School field trip transportation scholarship.	\$ 4,000
Boys & Girls Club of Greater Sacramento 5212 Lemon Hill Avenue Sacramento, CA 95824 Ms. Maureen Price	Public Charity	Re-purpose & re-brand downtown site so that it aligns with needs and interests of teenagers	\$ 5,000
Sacramento Loaves & Fishes 1351 North C Street Sacramento, CA 95811 Mr. Justin Wandro	Public Charity	Help funds Mustard Seed outreach program.	\$ 10,000
Jr. Achievement of Sacramento, Inc. PO Box 255602 Sacramento, CA 95865 Ms. Susan Vicchio	Public Charity	Help provide financial literacy and workforce readiness education	\$ 5,000
NAMI (National Alliance on Mental Illness) California 1851 Heritage Lane, Suite 150 Sacramento, CA 95815 Ms. Jessica Cruz	Public Charity	Expand Peer & Family Member Signature programs	\$ 10,000
Pride Industries 10030 Foothills Blvd Roseville, CA 95747 Ms. Tricia Ciampa	Public Charity	Youth employment program	\$ 10,000
Rebuilding Together PO Box 255584 Sacramento, CA 95825 Ms. Katy Zane	Public Charity	Bi-annual rebuilding dreams program.	\$ 3,000
CommuniCare Health Centers PO Box 1260 Davis, CA 95617 Ms. Robin Affrime	Public Charity	New CommuniCare Health Center facility in Woodland.	\$ 20,000
EMQ Families First 2100 Fifth Street Davis, CA 95618 Mr. Terrell Thomas	Public Charity	Funds will be used provide 346 of short term emergency care at Yolo Crisis Nursery.	\$ 5,000
Project DREAM 3222 Winona Way North Highlands, CA 95660 Ms. Keenya Powell	Public Charity	I'm College Bound scholarship program	\$ 5,000
Stanford Youth Solutions 8912 Volunteer Lane Sacramento, CA 95826 Dr. Laura Helntz	Public Charity	Lifeline Fund - provides funds to children & families in foster care	\$ 10,000
NorCal Services for Deaf & Hard of Hearing 4708 Roseville Road, Suite 111 North Highlands, CA 95660 Ms. Molly Bowen	Public Charity	Funds would be used for their Camp Grizzly summer leadership program	\$ 10,000

Supplementary Information/Grants and Contributions Paid During the Year

	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Powerhouse Science Center DBA The Discovery Museum Science & Space Center 3615 Auburn Blvd. Sacramento, CA 95677 Mr. Peter Wilson	Public Charity	Funds will go to hold Portal to the Public events where scientists and the public interact.	\$ 5,000
Run for Courage 3942 Park Drive, Suite 20-200 El Dorado Hills, CA 95762 Ms. Ashlie Bryant	Public Charity	Funds will be used for their education and awareness program	\$ 5,000
American Heart Association 2007 O Street Sacramento, CA 95811 Ms. Kristin Webb	Public Charity	AHA's CPR anytime training at Inderkum HS, Oak Ridge HS, Options for Youth Charter School and Girls Inc.	\$ 5,000
Center for Fathers and Families 920 Del Paso Blvd. Sacramento, CA 95815 Ms. Ashley Gayles	Public Charity	For Jr. AWARE (Adolescents Willing to Act Responsibly Everyday) program	\$ 5,000
Senior Gleaners 1951 Bell Avenue Sacramento, CA 95838 Mr. Gary McDonald	Public Charity	Money would be used to secure, warehouse and distribute 52,632 pounds of food	\$ 10,000
Big Brothers Big Sisters of El Dorado County 2914 Cold Springs Rd., Suite B Placerville, CA 95667 Ms. Amber Henrichs	Public Charity	Funds will help 30-45 girls participate in 3 Girls Circle programs at 3 middle schools in El Dorado County.	\$ 5,000
CAHP Widows & Orphans Fund 2030 V Street Sacramento, CA 95818 Ms. Carrie Lane	Public Charity	Funds are used to provide emergency assistance benefits to families of law enforcement officers who die in the line of duty.	\$ 10,000
Cristo Rey High School 6200 McMahon Drive Sacramento, CA 95824 Mr. David Brown	Public Charity	Funds will be used for two work-study teams benefitting non-profit organizations	\$ 18,000
St John's Shelter Program for Women & Children 2443 Fair Oaks Blvd., Suite 369 Sacramento, CA 95825 Ms. Michelle Steeb	Public Charity	Funding would be used for operating support to expand their employment training program	\$ 15,000
Resource Area for Teachers of Greater Sacramento (RAFT) 3136 Howard Street McClellan, CA 95652 Ms. Jill Godtland	Public Charity	Professional development program for educators.	\$ 10,000
Granted during Oct 2012 - Sept 2013 year			\$ 345,000