Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC.

A Employer identification number: 04-6039660

Number and street (or P.O. box number if mail is not delivered to street address): 20 NORTH MAIN STREET

Room/suite:

B Telephone number (see instructions): 508-775-3117

City or town, state or province, country, and ZIP or foreign postal code: SOUTH YARMOUTH, MA 02664

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 6,719,728.

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	33,248.			
	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	164,131.	161,429.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	308,791.			
	b Gross sales price for all assets on line 6a 2,806,956.				
	7 Capital gain net income (from Part IV, line 2)		312,231.		
	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	506,170.	473,660.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	20,400.			20,400.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 5				
	b Accounting fees (attach schedule) STMT 6	4,000.	NONE	NONE	4,000.
	c Other professional fees (attach schedule) STMT 7	25,450.	25,450.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 8	11,619.	1,290.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,113.			1,113.
	22 Printing and publications	277.			277.
	23 Other expenses (attach schedule) STMT 9	489.			489.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	63,348.	26,740.	NONE	26,279.
	25 Contributions, gifts, grants paid	278,326.			278,326.
	26 **Total expenses and disbursements.** Add lines 24 and 25	341,674.	26,740.	NONE	304,605.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	164,496.			
	b **Net investment income** (if negative, enter -0-)		446,920.		
	c **Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	-2,063.	110,165.	110,165.
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			
10 a Investments - U.S. and state government obligations (attach schedule)	333,299.	NONE	NONE
b Investments - corporate stock (attach schedule)	3,528,094.	3,327,219.	4,314,441.
c Investments - corporate bonds (attach schedule)	1,431,670.	1,600,017.	1,655,498.
11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)	124,205.	547,519.	639,624.
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)	5,415,205.	5,584,920.	6,719,728.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable	125,000.		
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)	125,000.	NONE	
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	5,290,205.	5,584,920.	
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)	5,290,205.	5,584,920.	
31 **Total liabilities and net assets/fund balances** (see instructions)	5,415,205.	5,584,920.	

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	5,290,205.
2 Enter amount from Part I, line 27a	2	164,496.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	135,635.
4 Add lines 1, 2, and 3	4	5,590,336.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	5,416.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,584,920.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b				
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	2,806,956.		2,498,165.	308,791.
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				308,791.
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	308,791.
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))
2012	365,183.	4,893,442.	0.074627
2011	236,270.	5,657,243.	0.041764
2010	345,167.	5,360,569.	0.064390
2009	251,632.	4,902,287.	0.051330
2008	263,974.	5,472,647.	0.048235

2	**Total** of line 1, column (d) . . .	2	0.280346
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	0.056069
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 . . .	4	6,235,250.
5	Multiply line 4 by line 3 . . .	5	349,604.
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	4,469.
7	Add lines 5 and 6 . . .	7	354,073.
8	Enter qualifying distributions from Part XII, line 4 . . .	8	304,605.

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	8,938.
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	
3	Add lines 1 and 2	3	8,938.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	8,938.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 5,108.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 6,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	11,108.
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	2,170.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 2,170. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ ________ (2) On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
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?	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) ▶ MA			
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ kellyfoundation.org			
14	The books are in care of ▶ SEE STATEMENT 12 Telephone no. ▶			
	Located at ▶ ZIP+4 ▶			
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 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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.)	2b		X
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 2013 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 2013.)*	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 2013?	4b		X

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

				Yes	No
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 fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		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? *If "Yes," attach the statement required by Regulations section 53.4945-5(d).*	☐ Yes ☐ No			
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? *If "Yes" to 6b, file Form 8870.*		6b		X
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		

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
HENRY L. MURPHY, JR. 243 SOUTH STREET, PO BOX M, HYANNIS, MA 02601	ADMINISTRATIVE M	-0-	-0-	-0-
EASTERN BANK 605 BROADWAY LF41, SAUGUS, MA 01906	TRUSTEE	20,400.	-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
NOT APPLICABLE		-0-	-0-	-0-

Total number of other employees paid over $50,000 ▶ 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
EASTERN BANK		20,400.
JAMES F BOGLE, CPA		4,000.
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 CAPE COD HEALTHCARE FOUNDATION INC. RENOVATION	50,000.
2 GOSNOLD, INC. GOSNOLD YOUNG ADULT OPIATE RECOVERY PROGRAM	25,000.
3 FALMOUTH PREVENTION PARTNERSHIP SUBSTANCE ABUSE PREVENTION	25,000.
4 BIG BROTHERS BIG SISTERS OF CAPE COD & THE ISLANDS OPERATING SUPPORT	20,000.

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 NONE	
Total. Add lines 1 through 3 ▶	

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	6,330,203.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	6,330,203.
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	6,330,203.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	94,953.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,235,250.
6	**Minimum investment return.** Enter 5% of line 5	6	311,763.

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	311,763.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,938.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	8,938.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	302,825.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	302,825.
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	302,825.

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	304,605.
b	Program-related investments - total from Part IX-B	1b	
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	304,605.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	304,605.

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 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				302,825.
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only			NONE	
b	Total for prior years: 20 11 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2013:				
a	From 2008 ... NONE				
b	From 2009 ... NONE				
c	From 2010 ... NONE				
d	From 2011 ... 53,805.				
e	From 2012 ... 130,725.				
f	**Total** of lines 3a through e	184,530.			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 304,605.				
a	Applied to 2012, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2013 distributable amount				302,825.
e	Remaining amount distributed out of corpus	1,780.			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	186,310.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	186,310.			
10	Analysis of line 9:				
a	Excess from 2009 ... NONE				
b	Excess from 2010 ... NONE				
c	Excess from 2011 ... 53,805.				
d	Excess from 2012 ... 130,725.				
e	Excess from 2013 ... 1,780.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [ ] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 13

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 23				278,326.
Total ▶ 3a				278,326.
b *Approved for future payment*				
PLEASE SEE ATTACHED SCHEDULE				
Total ▶ 3b				

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 (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	164,131.	
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	308,791.	
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)				472,922.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 472,922.

(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). (See instructions.)
	NOT APPLICABLE

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

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

Signature of officer or trustee | Date: 07/30/2014 | Title: 8/4/14

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GEORGE BARNABIC	George Barnabic	07/30/2014		P00638360

Firm's name	▶ THOMSON REUTERS (TAX & ACCOUNTING)	Firm's EIN	▶ 75-1297386
Firm's address	▶ 22 THOMSON PLACE MS 36T3 BOSTON, MA 02110	Phone no.	856-787-5911

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.** ▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at** ***www.irs.gov/form990***	OMB No. 1545-0047 **2013**

Name of the organization

EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC.

Employer identification number

04-6039660

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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC.

Employer identification number: 04-6039660

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	DEWITT & SUSAN DAVENPORT TRUST	$ 5,341.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC.	04-6039660

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	75 SHARES OF UNITED NATURAL FOODS BV $1,899	$ 5,341.	11/14/2013
		$	
		$	
		$	
		$	
		$	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AGL RES, INC.	315.	315.
AETNA U S HEALTHCARE INC	859.	859.
ALLSTATE CORP	492.	492.
AMERICAN ELEC POWER CO	613.	613.
AMERICAN EXPRESS CO	981.	981.
ANHEUSER BUSCH 5.6% 03/01/2017	7,840.	7,840.
APPLE	1,939.	1,939.
APPLIED MATERIALS	551.	551.
AUTOMATIC DATA PROCESSING	525.	525.
BANK AMERICA CORP 5.25% 12/01/2015	3,938.	3,938.
BANK OF NEW YORK MELLON CORP	150.	150.
BECTON DICKINSON CO	1,498.	1,498.
BRINKER INTERNATIONAL INC	556.	556.
BRISTOL MYERS SQUIBB CO.	251.	251.
BROADCOM CORPORATION CL A 2.7% 11/01/201	2,700.	2,700.
CARDINAL HEALTH, INC.	1,356.	1,356.
CATERPILLAR INC.	1,407.	1,407.
CHEVRON CORP	2,148.	2,148.
CHUBB CORP	924.	924.
CISCO SYSTEMS INC	747.	747.
CLOROX COMPANY	146.	146.
COACH, INC.	1,290.	1,290.
COCA-COLA CO	1,755.	1,755.
CONOCOPHILLIPS	442.	442.
COOPER U S INC. 6.1% 07/01/2017	5,490.	5,490.
CORNING INC	1,688.	1,688.
COSTCO WHOLESALE CORP, NEW	536.	536.
DFA INTERNATIONAL SMALL CO PORTFOLIO	1,457.	1,457.
WALT DISNEY CO 1.35% 08/16/2016	270.	270.
DISCOVER FINANCIAL SERVICES	1,130.	1,130.
DOW CHEMICAL CO	141.	141.
DUPONT DE NEMOURS & CO	434.	434.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DUKE ENERGY CORP NEW	1,333.	1,333.
EXXON MOBIL CORP	715.	715.
FEDERAL HOME LOAN BANK 1.75% 12/14/2018	1,123.	1,123.
FEDERAL HOME LOAN BANK 3.125% 12/13/2013	5,469.	5,469.
FEDEX CORPORATION	264.	264.
FORD MOTOR CO	1,491.	1,491.
GENERAL ELEC CO	1,317.	1,317.
GOLDMAN SACHS GROUP 5.125% 01/15/2015	5,125.	5,125.
HCP, INC.	1,549.	1,441.
HALLIBURTON CO	616.	616.
HELMERICH AND PAYNE	1,024.	1,024.
HOLLYFRONTIER CORP	1,475.	1,475.
HOME DEPOT INC	316.	316.
HONEYWELL INT'L INC.	1,317.	1,317.
INTEL CORP	900.	900.
I B M CORP	284.	284.
INTERNATIONAL PAPER CO	843.	843.
I SHARES I SHARES EMU INDEX FUND	5,565.	5,565.
I SHARES I BOXX INVESTMENT GRADE CORPORA	4,408.	4,408.
I SHARES S & P MIDCAP 400	1,610.	1,610.
I SHARES MSCI ALL COUNTRY ASIA EX JAPAN	3,417.	3,417.
I SHARES NATIONAL MUNI BOND ETF	2,436.	7.
I SHARES BARCLAYS INT CRDT	2,300.	2,300.
I SHARES S & P U S PFD.	1,309.	1,309.
J P MORGAN CHASE & CO	672.	672.
JOHNSON & JOHNSON	2,505.	2,505.
KIMBERLY CLARK CORP	2,843.	2,843.
ELI LILLY & CO	747.	747.
LOWES COMPANIES INC 5% 10/15/2015	6,250.	6,250.
MEDTRONIC INC	434.	434.
MERCK & CO INC. NEW	3,245.	3,245.
METLIFE INC.	358.	358.
MICROSOFT	233.	233.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERATED GOV'T OBLIGATION TAX MANAGED F	21.	21.
MONSANTO CO	439.	439.
MORGAN STANLEY	621.	621.
MORGAN STANLEY 5.55% 04/27/2017	2,775.	2,775.
NEWMONT MINING CO	1,247.	1,247.
NUCOR CORP	1,890.	1,890.
OCCIDENTAL PETROLEUM CORP	1,095.	1,095.
ORACLE CORPORATION	465.	465.
PG & E CORP	1,052.	1,052.
PEPSICO INC	861.	861.
PFIZER INC	939.	939.
PHILIP MORRIS INTL INC	424.	424.
PHILLIPS 66	126.	126.
PROCTER & GAMBLE CO	1,863.	1,863.
QUALCOMM INC	1,353.	1,353.
SPDR BARCLAYS BARCLAYS HIGH YIELD	11,265.	11,265.
SPECTRA ENERGY CORP	1,035.	1,035.
STANLEY BLACK & DECKER INC	714.	714.
STAPLES INC	368.	368.
STARBUCKS CORP	887.	887.
STATE STREET CORP	1,298.	1,298.
SUNTRUST BANKS	778.	778.
SYMANTEC CORP	1,218.	1,218.
TJX COMPANIES INC	653.	653.
TIME WARNER INC	240.	240.
UIL HOLDINGS CORPORTION	2,062.	2,062.
UNITED PARCEL SERVICE	543.	543.
UNITED TECHNOLOGIES CORP 4.875% 05/01/20	3,656.	3,656.
VERIZON COMMUNICATIONS INC	4,838.	4,838.
VISA, INC	630.	630.
VODAFONE GROUP 5% 09/15/2015	2,500.	2,500.
WALGREEN CO	1,513.	1,513.
XCEL ENERGY, INC.	1,960.	1,960.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
YUM BRANDS INC	985.	985.
ACCENTURE PLC	620.	620.
EATON CORP PLC	389.	224.
TRANSOCEAN LTD	2,746.	2,746.
TOTAL	164,131.	161,429.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
OTHER NONALLOCABLE EXPENSES -	
TOTALS	

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	4,000.			4,000.
TOTALS	4,000.	NONE	NONE	4,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TRUST SERVICES	25,450.	25,450.
TOTALS	25,450.	25,450.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	5,221.	
FEDERAL ESTIMATES - PRINCIPAL	5,108.	
FOREIGN TAXES ON QUALIFIED FOR	1,124.	1,124.
FOREIGN TAXES ON NONQUALIFIED	166.	166.
TOTALS	11,619.	1,290.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
COMMONWEALTH OF MA FILING FEES	89.	89.
PROGRAMMING SERVICES	400.	400.
TOTALS	489.	489.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
FNMA AMORTIZATION NOT BOOKED AND LOSS TAKEN	8,299.
POSTED IN 2013 EFF 2012 ISHARES	22.
POSTED IN 2013 EFF 2012 ISHARES I BOX	403.
POSTED IN 2013 EFF 2012 ISHARES NATIONAL	301.
POSTED IN 2013 EFF 2012 ISHARES SPDR BARCLAYS	1,311.
POSTED IN 2013 EFF 2012 ISHARES SUB AC 245618	390.
ISHARES 659 SHRS BOOKED IN 2012 BUT POSTED IN 2013	79,377.
ISHARES 659 SHRS BOOKED IN 2012 BUT POSTED IN 2013	45,103.
POSTED IN 2013 EFF 2012 SPDR BARCLAYS	429.
TOTAL	135,635.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
DIFF IN UNITED NATURAL FOODS BV $1,899.75 & MV	3,441.
POSTED IN 2014 EFF 2013 ACCR INT CELGENE	1,094.
POSTED IN 2014 EFF 2013 ACCR INT WELLS FARGO	411.
POSTED IN 2014 EFF 2013 ACCR INT	449.
ENTRY TO REFLECT BV ADJUSTMENT	21.
TOTAL	5,416.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

NAME: EASTERN BANK
C/O LORI EVANS
ADDRESS: 77 ACCORD PARK DRIVE
NORWELL, MA 02061

TELEPHONE NUMBER: (508)923-2805

RECIPIENT NAME:
DEWITT DAVENPORT, VP AND AMINISTRATIVE MANAGER
ADDRESS:
20 NORTH MAIN STREET
SOUTH YARMOUTH, MA 02664
FORM, INFORMATION AND MATERIALS:
PLEASE SEE ATTACHED SAMPLES
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
PLEASE SEE ATTACHED BROCHURE

RECIPIENT NAME:
A BABY CENTER
ADDRESS:
81 WILLOW AVE
HYANNIS, MA 02601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPLEMENT CRITICAL BASIC NEEDS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,950.

RECIPIENT NAME:
PHILANTHROPY DAY ON CAPE COD
ADDRESS:
P O BOX 41
YARMOUTHPORT, MA 02675
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CELEBRATES PHILANTHROPY
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,500.

RECIPIENT NAME:
THE 300 COMMITTEE LAND TRU
GPMCT-GREAT POND MOUNTAIN CONSERVAT
ADDRESS:
155 LOWER MAIN ST (ROUTES 1 & 3)
ORLAND, ME 04472-0266
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONSERVE LAND WATER & WILDLIFE IN NW HANCOCK
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
BIG BROTHERS/BIG SISTERS OF CAPE
CAPE COD & ISLANDS
ADDRESS:
75 FEDERAL STREET 8TH FLOOR
BOSTON, MA 02110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MENTORING FRIENDSHIPS WITH ADULT VOLUNTEERS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
CAPE COD COUNCIL OF CHURCHES
ADDRESS:
P. O. BOX 758
HYANNIS, MA 02601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNITE AGAINST GUN VIOLENCE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
GOSNOLD, INC
ADDRESS:
200 TER HEUN DRIVE
FALMOUTH, MA 02540
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FAMILIES AFFECTED BY ADDICTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
KENNEDY-DONOVAN CENTER INC.
ADDRESS:
ONE COMMERCIAL STREET
FOXBORO, MA 02035
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
INDIVIDUALS W SPECIAL NEEDS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,376.

RECIPIENT NAME:
FRIENDS OF BOURNE COUNCIL ON AGING
ADDRESS:
239 MAIN STREET
BUZZARDS BAY, MA 02532
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDE LIVING NECESSITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
GREATER BOSTON FOOD BANK
ADDRESS:
70 SOUTH BAY AVENUE
BOSTON, MA 02118
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
END HUNGER TO THOSE IN NEED
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
LOWER CAPE OUTREACH COUNCIL FDN
ADDRESS:
P. O. BOX 665
ORLEANS, MA 02653
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SHORT-TERM EMERGENCY ASSISTANCE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
COMMUNITY CONNECTIONS INC.
ADDRESS:
127 WHITES PATH
SOUTH YARMOUTH, MA 02664
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
QUALITY SERVICES FOR PEOPLE W DISABILITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 7,000.

RECIPIENT NAME:
FALMOUTH HOUSING TRUST
ADDRESS:
200 MAIN STREET SUITE 212 2ND FLOOR
FALMOUTH, MA 02451
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
DEVELOPE & MAINTAIN AFFORDABLE HOUSING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ARTS FOUNDATION OF CAPE COD
ADDRESS:
3 PATTI PAGE WAY
CENTERVILLE, MA 02632-1428
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ENSURE VIBRANCY OF COMMUNITY VIA THE ARTS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
HOUSING FOR ALL CORPORATION
ADDRESS:
82 SCHOOL ST
HYANNIS, MA 02601-3118
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RECYCLING & HOUSING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
HELPING OUR WOMEN
ADDRESS:
34 CONWELL STREET
PROVINCETOWN, MA 02657
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
WOMEN WITH CANCER IN OUTER CAPE COD
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
BOYS & GIRLS CLUB OF CAPE COD
ADDRESS:
31 FRANK HICKS DRIVE
MASHPEE, MA 02649
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ENABLE YOUTH TO REALIZE THEIR FULL POTENTIAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
COMMUNITY HEALTH CENTER OF
CAPE COD
ADDRESS:
107 COMMERCIAL STREET
MASHPEE, MA 02649
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PREVENTATIVE SERVICES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
SOUP KITCHEN IN PROVINCETOWN INC
ADDRESS:
10 SHANK PAINTER ROAD
PROVINCETOWN, MA 02657
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HOT NOURISHING LUNCHES NOV-APRIL WEEKDAYS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
CULTURAL CENTER OF CAPE COD
ADDRESS:
307 OLD MAIN STREET
SOUTH YARMOUTH, MA 02664
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
INSTRUCTION & ENTERTAINMENT IN THE ARTS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
SALVATION ARMY
ADDRESS:
615 SLATER'S LANE
ALEXANDRIA, VA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HELP HEALTH, ECONOMIC & SPIRITUAL CONDITIONS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
FALMOUTH SERVICE CENTER
ADDRESS:
611 GIFFORD STREET
FALMOUTH, MA 02541
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EASE STRESS REDUCE HUNGER
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CAPE COD HEALTHCARE FOUNDATION
CAPE COD HOSPITAL
ADDRESS:
27 PARK STREET
HYANNIS, MA 02601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HEALTH CARE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
THE FAMILY PANTRY OF CAPE COD
ADDRESS:
133 QUEEN ANNE ROAD
HARWICH, MA 02645
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SERVING THE NEEDS OF THE LESS FORTUNATE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
MUSTARD SEED KITCHEN
ADDRESS:
155 HOPKINS DRIVE
WELLFLEET, MA 02667
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HELPING CHILDREN AND COMMUNITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
KATELYNN'S CLOSET
ADDRESS:
45 COMMERICAL STREET
SOUTH YARMOUTH, MA 02664
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
NEW & GENTLY USED CLOTHING AGES 4 - 18
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ZEPHYR EDUCATION FOUNDATION
ADDRESS:
54 WIDGEON ROAD
FALMOUTH, MA 02540
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT MARINE SCIENCE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
YARMOUTH FOOD PANTRY
ADDRESS:
P O BOX 982
WEST YARMOUTH, MA 02673
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPLY FOOD
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
ST. VINCENT DEPAUL
ADDRESS:
21 CROSS STREET
HYANNIS, MA 02601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SPIRITUAL GROWTH VIA PERSON TO PERSON SERVICE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 9,000.

TOTAL GRANTS PAID: 278,326.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*

OMB No. 1545-0092

2013

Name of estate or trust: EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC.

Employer identification number: 04-6039660

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	1,302,180.	1,212,280.		89,900.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶	7	89,900.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	1,501,155.	1,285,885.		215,270.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	3,621.
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶	16	218,891.

Part III Summary of Parts I and II
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			89,900.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			218,891.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			
c	28% rate gain	18c			-2,842.
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			308,791.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary.*

Part IV Capital Loss Limitation

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:		
a	The loss on line 19, column (3) **or** **b** $3,000	20	( )

Note: *If the loss on line 19, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			21			
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22					
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23					
24	Add lines 22 and 23	24					
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	25					
26	Subtract line 25 from line 24. If zero or less, enter -0-			26			
27	Subtract line 26 from line 21. If zero or less, enter -0-			27			
28	Enter the **smaller** of the amount on line 21 or $2,450			28			
29	Enter the **smaller** of the amount on line 27 or line 28			29			
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶					30	
31	Enter the smaller of line 21 or line 26			31			
32	Subtract line 30 from line 26			32			
33	Enter the **smaller** of line 21 or $11,950			33			
34	Add lines 27 and 30			34			
35	Subtract line 34 from line 33. If zero or less, enter -0-			35			
36	Enter the **smaller** of line 32 or line 35			36			
37	Multiply line 36 by 15% ▶					37	
38	Enter the amount from line 31			38			
39	Add lines 30 and 36			39			
40	Subtract line 39 from line 38. If zero or less, enter -0-			40			
41	Multiply line 40 by 20% ▶					41	
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			42			
43	Add lines 37, 41, and 42			43			
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			44			
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶					45	

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*.

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No 12A

Name(s) shown on return	Social security number or taxpayer identification number
EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC.	04-6039660

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

X **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
671. AGL RES, INC.	08/16/2012	02/19/2013	26,650.00	26,345.00			305.00
1623. A T & T INC	04/11/2012	01/03/2013	56,808.00	49,517.00			7,291.00
140. AETNA U S HEALTHCARE	04/11/2012	03/13/2013	7,169.00	6,751.00			418.00
62. AMERICAN ELEC POWER CO	05/10/2012	03/28/2013	3,008.00	2,389.00			619.00
608. AMERICAN ELEC POWER C	05/10/2012	05/10/2013	29,495.00	23,425.00			6,070.00
1155. BANK OF NEW YORK MEL	05/10/2012	02/19/2013	32,515.00	25,817.00			6,698.00
66. BECTON DICKINSON CO	04/11/2012	03/13/2013	5,997.00	5,022.00			975.00
957. BED BATH & BEYOND	07/10/2012	03/04/2013	54,048.00	58,996.00			-4,948.00
47. BIOGEN IDEC INC	04/11/2012	03/13/2013	8,265.00	5,944.00			2,321.00
733. BOEING CO	06/04/2012	02/05/2013	55,779.00	49,447.00			6,332.00
53. BRINKER INTERNATIONAL	12/17/2012	02/25/2013	1,690.00	1,672.00			18.00
111. CARDINAL HEALTH, INC.	04/11/2012	03/13/2013	5,189.00	4,585.00			604.00
55. CATERPILLAR INC.	04/11/2012	03/13/2013	4,913.00	5,586.00			-673.00
57. CELGENE CORPORATION	08/01/2012	03/13/2013	6,464.00	3,911.00			2,553.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949**

Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No 12A

Name(s) shown on return	Social security number or taxpayer identification number
EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC.	04-6039660

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
211. CELGENE CORPORATION	08/01/2012	05/06/2013	25,643.00	14,479.00			11,164.00
81. CISCO SYSTEMS INC	09/13/2012	03/28/2013	1,690.00	1,553.00			137.00
84. CISCO SYSTEMS INC	09/13/2012	06/24/2013	2,028.00	1,610.00			418.00
528. COCA-COLA CO	04/11/2012	02/19/2013	19,790.00	19,024.00			766.00
135. COCA-COLA CO	04/11/2012	03/13/2013	5,214.00	4,864.00			350.00
810. CONOCOPHILLIPS	04/11/2012	02/05/2013	46,727.00	46,396.00			331.00
670. CONOCOPHILLIPS	08/16/2012	03/28/2013	40,414.00	38,459.00			1,955.00
2223. CORNING INC	12/04/2012	11/13/2013	37,239.00	27,235.00			10,004.00
85. WALT DISNEY PRODUCTION	04/11/2012	03/13/2013	4,869.00	3,523.00			1,346.00
185. DISCOVER FINANCIAL SE	04/11/2012	03/13/2013	7,984.00	6,023.00			1,961.00
55. DUKE ENERGY CORP NEW	11/15/2012	03/28/2013	3,980.00	3,292.00			688.00
474. E M C CORP	10/03/2012	02/05/2013	11,790.00	13,212.00			-1,422.00
91. EBAY INC	04/11/2012	03/13/2013	4,622.00	3,276.00			1,346.00
100000. FEDERAL HOME LOAN 12/14/2018	03/23/2012	02/04/2013	103,004.00	100,000.00			3,004.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*.

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC.	04-6039660

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
37. FEDEX CORPORATION	04/11/2012	03/13/2013	3,995.00	3,266.00			729.00
140. GENERAL ELEC CO	02/19/2013	03/28/2013	3,233.00	3,324.00			-91.00
197. HCP, INC.	04/11/2012	03/13/2013	9,600.00	7,580.00			2,020.00
53. HCP, INC.	02/19/2013	03/28/2013	2,638.00	2,542.00			96.00
487. HCP, INC.	04/11/2013	06/06/2013	22,876.00	23,672.00			-796.00
837. HEINZ H J CO.	04/11/2012	02/20/2013	60,351.00	44,328.00			16,023.00
87. HELMERICH AND PAYNE	04/11/2012	03/13/2013	5,472.00	4,602.00			870.00
853. I SHARES I BOXX INVES CORPORA	01/31/2013	09/17/2013	95,308.00	103,007.00			-7,699.00
299. I SHARES S & P MIDCAP	06/01/2012	01/30/2013	32,544.00	26,913.00			5,631.00
11. I SHARES S & P MIDCAP	06/01/2012	03/13/2013	1,248.00	989.00			259.00
72. I SHARES MSCI ALL COUN JAPAN	11/14/2012	03/13/2013	4,262.00	4,016.00			246.00
200. I SHARES S & P U S PF	03/28/2013	06/24/2013	7,601.00	8,116.00			-515.00
423. SPDR SILVER TRUST	04/11/2012	03/13/2013	11,818.00	12,950.00			-1,132.00
42. J P MORGAN CHASE & CO	02/19/2013	03/28/2013	1,991.00	2,081.00			-90.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949.*

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No 12A

Name(s) shown on return: EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC.

Social security number or taxpayer identification number: 04-6039660

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
95. JOHNSON & JOHNSON	04/11/2012	02/19/2013	7,301.00	6,096.00			1,205.00
57. JOHNSON & JOHNSON	04/11/2012	03/28/2013	4,634.00	3,658.00			976.00
42. KIMBERLY CLARK CORP	12/04/2012	03/13/2013	3,929.00	3,605.00			324.00
39. KIMBERLY CLARK CORP	02/19/2013	03/28/2013	3,804.00	3,591.00			213.00
147. MEDTRONIC INC	10/15/2012	03/28/2013	6,851.00	6,307.00			544.00
25. MERCK & CO INC. NEW	06/24/2013	10/10/2013	1,174.00	1,148.00			26.00
1014. MICROSOFT	04/17/2012	02/19/2013	28,331.00	31,837.00			-3,506.00
585. MONSANTO CO	10/02/2012	04/03/2013	61,364.00	53,113.00			8,251.00
569. MORGAN STANLEY	04/11/2012	03/13/2013	12,924.00	10,155.00			2,769.00
1559. NEWMONT MINING CO	04/03/2013	12/04/2013	37,308.00	60,320.00			-23,012.00
117. NUCOR CORP	04/11/2012	03/13/2013	5,436.00	4,839.00			597.00
27. PHILIP MORRIS INTL INC	02/19/2013	03/28/2013	2,504.00	2,453.00			51.00
254. PHILIP MORRIS INTL IN	06/24/2013	08/08/2013	22,754.00	22,966.00			-212.00
404. PHILLIPS 66	08/16/2012	02/19/2013	25,940.00	15,075.00			10,865.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*.

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No. 12A

Name(s) shown on return	Social security number or taxpayer identification number
EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC.	04-6039660

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

X **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
55. PROCTER & GAMBLE CO	04/11/2012	03/13/2013	4,221.00	3,671.00			550.00
88. QUALCOMM INC	07/10/2012	03/13/2013	5,876.00	4,847.00			1,029.00
367. SPDR BARCLAYS BARCLAY	04/11/2012	03/28/2013	15,060.00	14,306.00			754.00
729. STANLEY BLACK & DECKE	10/02/2012	08/05/2013	63,477.00	55,602.00			7,875.00
99. STARBUCKS CORP	05/02/2012	03/13/2013	5,804.00	5,741.00			63.00
151. STATE STREET CORP	04/11/2012	03/13/2013	9,024.00	6,590.00			2,434.00
694. SYMANTEC CORP	10/10/2013	12/10/2013	15,560.00	17,215.00			-1,655.00
2475. SYMANTEC CORP	02/05/2013	12/10/2013	55,492.00	54,902.00			590.00
66. TIME WARNER INC	06/24/2013	08/08/2013	4,214.00	3,771.00			443.00
70. UIL HOLDINGS CORPORTIO	04/11/2012	03/13/2013	2,709.00	2,337.00			372.00
75. UNITED NATURAL FOODS	11/13/2013	11/14/2013	5,407.00	5,340.00			67.00
134. WALGREEN CO	04/11/2012	03/13/2013	5,732.00	4,415.00			1,317.00
71. YUM BRANDS INC	04/11/2012	03/13/2013	4,924.00	4,949.00			-25.00
58. ACCENTURE PLC	04/11/2012	03/13/2013	4,505.00	3,692.00			813.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			1,302,180.	1,212,280.			89,900.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

JSA
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Form **8949** (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side) | Social security number or taxpayer identification number

EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC. | 04-6039660

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
275. AETNA U S HEALTHCARE	04/11/2012	10/04/2013	18,161.00	13,261.00			4,900.00
90. AMERICAN EXPRESS CO	10/05/2011	03/13/2013	5,864.00	3,861.00			2,003.00
59. APPLE	09/16/2010	03/13/2013	25,325.00	16,058.00			9,267.00
149. BECTON DICKINSON CO	04/11/2012	10/04/2013	14,933.00	11,337.00			3,596.00
104. BIOGEN IDEC INC	04/11/2012	05/06/2013	22,537.00	13,154.00			9,383.00
84. BIOGEN IDEC INC	04/11/2012	12/04/2013	23,888.00	10,624.00			13,264.00
716. BRISTOL MYERS SQUIBB	01/11/2012	03/28/2013	29,346.00	24,424.00			4,922.00
368. CARDINAL HEALTH, INC.	04/11/2012	12/04/2013	23,262.00	15,199.00			8,063.00
124. CELGENE CORPORATION	08/01/2012	10/04/2013	19,463.00	8,509.00			10,954.00
36. CHEVRON CORP	11/29/2011	03/28/2013	4,318.00	3,516.00			802.00
356. WALT DISNEY PRODUCTIO	04/11/2012	10/04/2013	23,113.00	14,755.00			8,358.00
382. DISCOVER FINANCIAL SE	04/11/2012	10/04/2013	19,230.00	12,437.00			6,793.00
1009. DUPONT DE NEMOURS &	04/11/2012	05/06/2013	54,330.00	52,010.00			2,320.00
1206. E M C CORP	12/01/2010	02/05/2013	29,998.00	26,587.00			3,411.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return. (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC.	04-6039660

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [x] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
56. EXXON MOBIL CORP	10/27/2011	03/13/2013	4,999.00	4,577.00			422.00
569. EXXON MOBIL CORP	12/22/2011	07/02/2013	51,526.00	47,993.00			3,533.00
175000. FEDERAL HOME LOAN 12/13/2013	03/03/2011	12/13/2013	175,000.00	183,299.00			-8,299.00
11. GOOGLE INC CL A	03/04/2011	03/13/2013	9,077.00	6,614.00			2,463.00
1248. HCP, INC.	04/11/2012	06/06/2013	58,623.00	47,379.00			11,244.00
146. HALLIBURTON CO	09/16/2010	03/13/2013	6,095.00	4,535.00			1,560.00
484. HELMERICH AND PAYNE	04/11/2012	10/04/2013	35,730.00	25,603.00			10,127.00
780. HELMERICH AND PAYNE	04/11/2012	10/08/2013	56,219.00	41,260.00			14,959.00
659. I SHARES I BOXX INVES CORPORA	07/18/2012	09/17/2013	73,632.00	79,377.00			-5,745.00
958. I SHARES S & P MIDCAP	01/13/2012	01/30/2013	104,270.00	86,554.00			17,716.00
350. I SHARES NATIONAL MUN	02/04/2011	01/31/2013	39,024.00	34,517.00			4,507.00
1502. I SHARES S & P U S P	01/11/2012	06/24/2013	57,081.00	54,824.00			2,257.00
1838. SPDR SILVER TRUST	09/26/2011	03/13/2013	51,351.00	54,193.00	C		-2,842.00
55. JOHNSON & JOHNSON	04/11/2012	05/07/2013	4,684.00	3,529.00			1,155.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side.)

EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC.

Social security number or taxpayer identification number

04-6039660

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Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
84. JOHNSON & JOHNSON	04/11/2012	10/10/2013	7,310.00	5,390.00			1,920.00
36. ELI LILLY & CO	04/11/2012	05/07/2013	1,946.00	1,424.00			522.00
76. ELI LILLY & CO	04/11/2012	05/10/2013	4,125.00	3,007.00			1,118.00
300. ELI LILLY & CO	04/11/2012	08/08/2013	16,015.00	11,868.00			4,147.00
529. MEDTRONIC INC	10/15/2012	11/21/2013	30,189.00	22,698.00			7,491.00
153. MERCK & CO INC. NEW	07/08/2011	03/13/2013	6,809.00	5,592.00			1,217.00
176. MERCK & CO INC. NEW	11/29/2011	05/07/2013	7,910.00	6,091.00			1,819.00
653. MERCK & CO INC. NEW	01/11/2012	10/10/2013	30,671.00	24,424.00			6,247.00
158. ORACLE CORPORATION	09/16/2010	03/13/2013	5,621.00	4,035.00			1,586.00
1859. SPDR BARCLAYS BARCLA YIELD	12/27/2011	01/31/2013	75,901.00	72,320.00			3,581.00
1630. SPDR BARCLAYS BARCLA YIELD	01/06/2012	03/28/2013	66,886.00	61,438.00			5,448.00
329. SPECTRA ENERGY CORP	01/06/2012	06/19/2013	11,375.00	9,694.00			1,681.00
296. TIME WARNER INC	04/11/2012	04/30/2013	17,774.00	10,609.00			7,165.00
255. TIME WARNER INC	04/11/2012	08/08/2013	16,280.00	9,139.00			7,141.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side.)	Social security number or taxpayer identification number
EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC.	04-6039660

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Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
164. VERIZON COMMUNICATION	04/11/2012	06/19/2013	8,366.00	6,123.00			2,243.00
80. VISA, INC	04/11/2012	10/04/2013	15,264.00	9,455.00			5,809.00
220. WALGREEN CO	04/11/2012	10/04/2013	12,255.00	7,249.00			5,006.00
956. YUM BRANDS INC	04/11/2012	09/17/2013	69,398.00	66,643.00			2,755.00
765. ACCENTURE PLC	04/11/2012	10/03/2013	55,981.00	48,700.00			7,281.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			1,501,155.	1,285,885.			215,270.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8868**
(Rev. January 2014)
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.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868.*

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.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return. See instructions.	EDWARD BANGS KELLEY AND ELZA KELLEY FND, INC.	04-6039660
	Number, street, and room or suite no. If a P.O. box, see instructions. 20 NORTH MAIN STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SOUTH YARMOUTH, MA 02664	

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 (other than individual)	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 ▶ EASTERN BANK

Telephone No. ▶ (508)923-2805 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 08/15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 20 13 or
▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___.

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	$ 11,108.
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	$ 5,108.
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	$ 6,000.

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