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

2013

Department of the Treasury
Internal Revenue Service

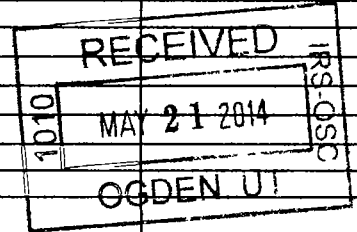
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning

, 2013, and ending

Name of foundation Paul E. Kelly Foundation		A Employer identification number 23-6298237
Number and street (or P.O. box number if mail is not delivered to street address) 109 Forrest Avenue	Room/suite	B Telephone number (see the instructions) (610) 664-9890
City or town, state or province, country, and ZIP or foreign postal code Narberth PA 19072-2212		C If exemption application is pending, check here. ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial Return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 18,770,057.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 (att sch) . . .				
	2 Ck ☒ If the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments.	78.	78.		
	4 Dividends and interest from securities	335,819.	335,819.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	100,807.			
	b Gross sales price for all assets on line 6a	790,742.			
	7 Capital gain net income (from Part IV, line 2)		100,807.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
See Line 11 Stmt	553.	553.			
12 Total. Add lines 1 through 11.	437,257.	437,257.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc . .	75,000.	37,500.		37,500.
	14 Other employee salaries and wages	32,000.	16,000.		16,000.
	15 Pension plans, employee benefits	44,973.	22,486.		22,487.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see Instrs) Federal Excise Taxes.	6,000.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	25,352.	12,676.		12,676.
	21 Travel, conferences, and meetings				
	22 Printing and publications	1,491.	746.		745.
	23 Other expenses (attach schedule)				
	See Line 23 Stmt	15,233.	2,190.		13,043.
	24 Total operating and administrative expenses. Add lines 13 through 23 . .	200,049.	91,598.		102,451.
25 Contributions, gifts, grants paid	679,900.			679,900.	
26 Total expenses and disbursements. Add lines 24 and 25	879,949.	91,598.		782,351.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-442,692.				
b Net investment income (if negative, enter -0-). . . .		345,659.			
c Adjusted net income (if negative, enter -0-). . . .					



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4

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
ASSETS	1	Cash — non-interest-bearing	50,771.	51,276.	51,276.		
	2	Savings and temporary cash investments	238,762.	58,940.	58,940.		
	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 sch)					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments — U.S. and state government obligations (attach schedule)					
	b	Investments — corporate stock (attach schedule)					
	c	Investments — corporate bonds (attach schedule) L-10.c. Stmt	3,108,082.	2,560,191.	2,549,594.		
	LIABILITIES	11	Investments — land, buildings, and equipment: basis				
		Less: accumulated depreciation (attach schedule)					
12		Investments — mortgage loans					
13		Investments — other (attach schedule) L-13 Stmt	11,117,357.	11,401,875.	16,110,247.		
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)	14,514,972.	14,072,282.	18,770,057.		
17		Accounts payable and accrued expenses					
18		Grants payable					
NET UNRESTRICTED ASSETS	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe)					
	23	Total liabilities (add lines 17 through 22)					
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒ X					
	24	Unrestricted	14,514,972.	14,072,282.			
	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						
28	Paid-in or capital surplus, or land, building, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see instructions)	14,514,972.	14,072,282.				
31	Total liabilities and net assets/fund balances (see instructions)	14,514,972.	14,072,282.				

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	14,514,972.
2	Enter amount from Part I, line 27a	2	-442,692.
3	Other increases not included in line 2 (itemize) <u>Rounding</u>	3	2.
4	Add lines 1, 2, and 3	4	14,072,282.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	14,072,282.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1 a Bonds and Equity Funds	P	Various	Various
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 790,742.		689,935.	100,807.
b			
c			
d			
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a 0.	0.	0.	100,807.
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

100,807.

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

0.

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 (column (b) divided by column (c))
2012	762,377.	15,712,198.	0.048521
2011	746,111.	15,607,611.	0.047804
2010	665,665.	14,830,885.	0.044884
2009	795,306.	13,448,118.	0.059139
2008	941,034.	16,231,337.	0.057976

2 Total of line 1, column (d) 2 0.258324

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 0.051665

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. 4 17,335,269.

5 Multiply line 4 by line 3 5 895,627.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 3,457.

7 Add lines 5 and 6. 7 899,084.

8 Enter qualifying distributions from Part XII, line 4 8 782,351.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	6,913.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2.		3	6,913.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	6,913.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	7,681.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	7,681.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	24.	
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	744.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	744.	Refunded	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		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.		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		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?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)		
PA - Pennsylvania		
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	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		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of Paul E Kelly Foundation Telephone no. (610) 664-9890			
Located at 109 Forrest Avenue, Narberth PA ZIP + 4 19072-2212				
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country				

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

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

	Yes	No
1 a 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)?	1 b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	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 20 __, 20 __, 20 __, 20 __.		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
▶ 20 __, 20 __, 20 __, 20 __.		
3 a 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.)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Form 990-PF (2013)

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

5 a 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)?

5 b ☐ XOrganizations 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?

☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6 a 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?

6 b ☐ X

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

7 a 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?

7 b ☐**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
See Attached				

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

Total number of other employees paid over \$50,000

None

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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Form 990-PF (2013)

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	1 a	17,565,728.
b Average of monthly cash balances	1 b	33,530.
c Fair market value of all other assets (see instructions)	1 c	0.
d Total (add lines 1a, b, and c)	1 d	17,599,258.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1 e		
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	17,599,258.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	263,989.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,335,269.
6 Minimum investment return. Enter 5% of line 5	6	866,763.

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	866,763.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	6,913.
b Income tax for 2013. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	6,913.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	859,850.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	859,850.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	859,850.

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	1 a	782,351.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	782,351.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	782,351.

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				859,850.
2 Undistributed Income, if any, as of the end of 2013:				
a Enter amount for 2012 only			754,054.	
b Total for prior years: 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013:				
a From 2008 0.				
b From 2009 0.				
c From 2010 0.				
d From 2011 0.				
e From 2012 0.				
f Total of lines 3a through e 0.				
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 782,351.				
a Applied to 2012, but not more than line 2a			754,054.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2013 distributable amount				28,297.
e Remaining amount distributed out of corpus 0.				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5. 0.				
b Prior years' undistributed income. Subtract line 4b from line 2b 0.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions 0.				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount — see instructions. 0.				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 831,553.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) 0.				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 0.				
10 Analysis of line 9:				
a Excess from 2009 0.				
b Excess from 2010 0.				
c Excess from 2011 0.				
d Excess from 2012 0.				
e Excess from 2013 0.				

BAA

Form 990-PF (2013)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a 'Assets' alternative test — enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c 'Support' alternative test — enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

None

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

None

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Schedule	N/A	None	See Attached Schedule	679,900.
Total ▶ 3 a				679,900.
b Approved for future payment				
Total ▶ 3 b				

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
U.S. Treasury 2011 Refund	552.	552.	
U.S. Treasury Int on 2011 Refund	1.	1.	
Total	<u>553.</u>	<u>553.</u>	

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Office Supplies, Postage,				
Insurance, Officer's Exp incl				
travel, meals, club dues, etc.	15,233.	2,190.		13,043.
Total	<u>15,233.</u>	<u>2,190.</u>		<u>13,043.</u>

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Vanguard Bonds	2,560,191.	2,549,594.
Total	<u>2,560,191.</u>	<u>2,549,594.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Blackstone Fund	2,000,000.	2,924,231.
Equity Mutual Funds	9,401,875.	13,186,016.
Total	<u>11,401,875.</u>	<u>16,110,247.</u>

2013 Form 990-PF Page 6. Part VIII - Line 1

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Paul E. Kelly, Jr. 109 Forrest Ave, Narberth PA	President/Director 40 Hours	75,000	26,978	10,888
Judith K. Shea 109 Forrest Ave, Narberth PA	Vice President/Director Less than 5 Hrs	0	0	0
Christine K. Kiernan 109 Forrest Ave, Narberth PA	Vice President/Director Less than 5 Hrs	0	0	0
Peter J. Kelly 109 Forrest Ave, Narberth PA	Vice President/Director Less than 5 Hrs	0	0	0

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a — Grants and Contributions Paid During the Year
Schedule

Organization	Alliance Defending Freedom 15100 North 90th Street Scottsdale AZ 85260
Purpose of Grant	Operating Support
Amount of Grant	2,500

Organization	ALS Association, Greater Philadelphia Chapter Suite 260 321 Norristown Road Ambler PA 19002
Purpose of Grant	Walk to Defeat ALS
Amount of Grant	2,500

Organization	American Enterprise Institute 1150 17th Street NW Washington DC 20036
Purpose of Grant	Operating Support
Amount of Grant	3,000

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization	Arden Theatre 40 North 2nd Street Philadelphia PA 19106
Purpose of Grant Amount of Grant	Operating Support 3,000

Organization	Ardensingers, The 2126 The Highway Wilmington DE 19810
Purpose of Grant Amount of Grant	Operating Support 1,000

Organization	BLOCS One Radnor Corporate Center 100 Matsonford Road, Suite 101 Radnor PA 19087
Purpose of Grant Amount of Grant	Tuition Assistance 5,000

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization	Boy Scouts of America Cradle of Liberty Council 1485 Valley Forge Road Wayne PA 19087
Purpose of Grant	Operating Support
Amount of Grant	10,000

Organization	Breastcancer.org Seven E Lancaster Ave 3rd Floor Ardmore PA 19003
Purpose of Grant	Operating Support
Amount of Grant	2,000

Organization	Bryn Mawr Film Institute P O Box 1058 Bryn Mawr PA 19010
Purpose of Grant	Operating Support
Amount of Grant	5,000

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization	Bryn Mawr Hospital Foundation 130 South Bryn Mawr Avenue Bryn Mawr PA 19010
Purpose of Grant. Amount of Grant	Breast Center Support 200

Organization.	Catholic Leadership Institute 440 East Swedesford Road, Suite 3040 Wayne PA 19087
Purpose of Grant. Amount of Grant	Operating Support 10,000

Organization	Center for Individual Rights 1233 20th Street, NW, Suite 300 Washington DC 20036
Purpose of Grant Amount of Grant	Operating Support 3,000

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization	Catholic Charities Appeal Office of Development 222 North 17th Street Philadelphia PA 19103
Purpose of Grant	Operating Support
Amount of Grant	10,000

Organization	CMTA - Charcot Marie Tooth Assoc. P.O. Box 105 Glenolden PA 19036
Purpose of Grant	Operating Support
Amount of Grant	2,000

Organization	Cristo Rey Philadelphia High School 5218 North Broad Street Philadelphia PA 19141
Purpose of Grant	Operating Support
Amount of Grant	25,000

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization:	DePaul Catholic School 44 West Logan Street Philadelphia PA 19144
Purpose of Grant Amount of Grant:	Richie Rock Tribute 2,500

Organization	DePaul Promise, Inc. DePaul Catholic School 44 West Logan Street Philadelphia PA 19144
Purpose of Grant. Amount of Grant	Tuition Assistance DePaul Catholic School 35,000

Organization	Dreuding Center 413 West Master Street Philadelphia PA 19122
Purpose of Grant Amount of Grant	Operating Support 10,000

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization:	Drexel Neumann Academy 1901 Potter Street Chester PA 19013
Purpose of Grant	Tuition Assistance
Amount of Grant	15,000

Organization	ElderNet of Lower Merion-Narberth 9 South Bryn Mawr Avenue Bryn Mawr PA 19010
Purpose of Grant	Operating Support
Amount of Grant	1,500

Organization.	Family Life Educational Foundation c/o Mike McMonagle 300 Greenwood Road Lansdale PA 19446
Purpose of Grant	Operating Support
Amount of Grant	1,000

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization	Generation Life 590 Snyder Avenue West Chester PA 19380
Purpose of Grant Amount of Grant	Operating Support 5,000

Organization	Georgetown University Annual Fund University Box 571253 Washington DC 20057
Purpose of Grant Amount of Grant	Annual Fund 3,000

Organization	Gesu School 1700 West Thompson Street Philadelphia PA 19121
Purpose of Grant Amount of Grant	Sponsor A Child Program 20,000

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization	Gilbert & Sullivan Society of Chester County P.O. Box 195 West Chester PA 19381
Purpose of Grant Amount of Grant	Operating Support 2,000

Organization	Good Shepherd Penn Partners 1800 Lombard Street Philadelphia PA 19146
Purpose of Grant Amount of Grant	Operating Support 1,000

Organization	Hedgerow Theatre 64 Rose Valley Road Rose Valley PA 19063
Purpose of Grant Amount of Grant	Operating Support 3,000

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization.	Holy Child Academy 475 Shadeland Avenue Drexel Hill PA 19026
Purpose of Grant.	Operating Support
Amount of Grant	5,000

Organization	Hope Partnership for Education 1701 N. 8th Street Philadelphia, PA 19122
Purpose of Grant	Operating Support
Amount of Grant	15,000

Organization	Inglis Foundation 2600 Belmont Avenue Philadelphia PA 19131
Purpose of Grant	Operating Support
Amount of Grant	3,000

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization	Jackson Laboratory Office of Advancement 610 Main Street Bar Harbor ME 04609
Purpose of Grant Amount of Grant	Greg Cox Research Project 10,000

Organization	Lake Dunmore Fern Lake Association - P.O. Box 14 Salisbury VT 05769
Purpose of Grant Amount of Grant	Capital Campaign 25,000

Organization	LaSalle Academy 1434 North 2nd Street Philadelphia PA 19122
Purpose of Grant Amount of Grant	Operating Support 15,000

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization	LaSalle University 1900 West Olney Avenue Philadelphia PA 19141
Purpose of Grant	Peter J. Kiernan Scholarship and Annual Fund
Amount of Grant	15,000

Organization	Little Flower Catholic High School for Girls 1,000 West Lycoming Street Philadelphia PA 19140
Purpose of Grant	Tuition Assistance
Amount of Grant	5,000

Organization	Little Sisters of the Poor 5300 Chester Ave Philadelphia PA 19143
Purpose of Grant	Operating Support
Amount of Grant	2,000

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization	Mann Center for the Performing Arts Suite 815 123 South Broad Street Philadelphia PA 19109
Purpose of Grant Amount of Grant	Operating Support 3,500

Organization	McNamee Scholars Program 6332 Woodbine Ave Philadelphia PA 19151
Purpose of Grant Amount of Grant	McNamee Scholars Program 10,000

Organization	Mercy Neighborhood Ministries 1939 W. Venango Street Philadelphia PA 19140
Purpose of Grant Amount of Grant	Operating Support 5,000

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization	Mercy Vocational High School 2900 West Hunting Park Avenue Philadelphia PA 19129
Purpose of Grant	Tuition Assistance
Amount of Grant	15,000

Organization	Merion Mercy Academy 511 Montgomery Avenue Merion Station PA 19066
Purpose of Grant	Scholarship Program and Theatre Program
Amount of Grant	10,000

Organization	Narberth Community Library 80 Windsor Avenue Narberth PA 19072
Purpose of Grant	Operating Support
Amount of Grant	2,000

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a – Grants and Contributions Paid During the Year
Schedule

Organization	Narberth Fire Company 100 Conway Avenue P.O. Box 45 Narberth PA 19072
Purpose of Grant Amount of Grant	Operating Support 100

Organization:	Natural Lands Trust Hildacy Farm 1031 Palmers Mill Road Media PA 19063
Purpose of Grant Amount of Grant	Operating Support 2,500

Organization.	New Horizons Senior Center 100 Conway Ave, 2nd Floor P.O. Box 85 Narberth PA 19072
Purpose of Grant. Amount of Grant.	Operating Support 1500

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization	Our Lady of Hope Regional School 1248 Jackson Street Philadelphia PA 19148
Purpose of Grant Amount of Grant	Tuition Assistance 5,000

Organization	Our Mother of Sorrows / St. Ignatius of Loyola School 1008 North 48th Street Philadelphia PA 19131
Purpose of Grant Amount of Grant	Tuition Assistance 15,000

Organization	Platt Caddie Scholarship Philadelphia Country Club 1601 Spring Mill Road Gladwyne PA 19035
Purpose of Grant Amount of Grant	Scholarships 1,500

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization	Project H.O.M.E. 1515 Fairmount Avenue Philadelphia PA 19130
Purpose of Grant Amount of Grant	Operating Support 10,000

Organization	Rider University Science Scholarship Fund 2083 Lawrenceville Road Lawrenceville NJ 08648
Purpose of Grant Amount of Grant	Science Scholarship Fund 3,000

Organization	Rose Valley Chorus & Orchestra P.O. Box 414 Media PA 19063
Purpose of Grant Amount of Grant	Operating Support 500

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization	RSVP of Montgomery County Suite 100 25 Harvest Drive Blue Bell PA 19422
Purpose of Grant. Amount of Grant	Operating Support 2,000

Organization.	Rymals, Friends of the c/o Saint Margaret Church 208 North Narberth Avenue Narberth PA 19072
Purpose of Grant. Amount of Grant	Operating Support 5,000

Organization	Sacred Heart School 4th and Jasper Streets Camden NJ 08104
Purpose of Grant Amount of Grant	Tuition Assistance 5,000

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization:	Sacred Heart, Country Day School of the 480 Bryn Mawr Avenue Bryn Mawr PA 19010
Purpose of Grant:	Capital Campaign Pledge #4 of 5
Amount of Grant	20,000

Organization:	Sacred Heart, Society of the Provincial 4120 Forest Park Avenue St. Louis MO 63108
Purpose of Grant:	Operating Support
Amount of Grant	2,000

Organization	Saint Aloysius Education Clinic 219 West 132nd Street New York NY 10027
Purpose of Grant	Operating Support
Amount of Grant	5,000

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization:	Saint Edmond's Home Women's Auxilliary 320 South Roberts Road Rosemont PA 19010
Purpose of Grant	Special Care Unit (Cup Day)
Amount of Grant	1,000

Organization	Saint Frances Cabrini Regional School Our Lady of the Blessed Sacrament 345 North 63rd Street Philadelphia PA 19139
Purpose of Grant.	Tuition Assistance
Amount of Grant	15,000

Organization	Saint Francis de Sales School 917 South 47th Street Philadelphia PA 19143
Purpose of Grant	Tuition Assistance
Amount of Grant	15,000

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization.	Saint Francis Inn/Order of Friars Minor 2441 Kensington Avenue P.O. Box 3746 Philadelphia PA 19125
Purpose of Grant Amount of Grant	Operating Support 5,000

Organization	Saint Ignatius Nursing Home 4401 Haverford Avenue Philadelphia PA 19104
Purpose of Grant. Amount of Grant	Operating Support 3,000

Organization	Saint John Neumann Parish 380 Highland Lane Bryn Mawr PA 19010
Purpose of Grant Amount of Grant	Capital Campaign Pledge #4 of 5 20,000

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization	Saint Joseph Pro-Cathedral School St. Joseph Pro-Catholic Parish 2907 Federal Street Camden NJ 08105
Purpose of Grant	Tuition Assistance
Amount of Grant	10,000

Organization	Saint Joseph's Preparatory School 1733 West Girard Avenue Philadelphia PA 19130
Purpose of Grant	Annual Fund
Amount of Grant	10,000

Organization	Saint Joseph's University 5600 City Avenue Philadelphia PA 19131
Purpose of Grant.	ACE Program
Amount of Grant	75,000

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization	Saint Jude Children's Research Hospital 1203 Ormond Avenue Drexel Hill PA 19026
Purpose of Grant Amount of Grant	Dominic V. Diccio Memorial Fund 5,000

Organization	Saint Malachy School 1429 North 11th Street Philadelphia, PA 19122
Purpose of Grant Amount of Grant	Tuition Assistance 15,000

Organization	Saint Margaret Church - 208 North Narberth Avenue Narberth PA 19072
Purpose of Grant Amount of Grant	Capital Campaign Pledge #5 of 5 and Annual Giving 27,000

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Saint Margaret School -
227 North Narberth Avenue
Narberth PA 19072

5,000

Organization
Purpose of Grant
Amount of Grant

Saint Peter the Apostle School
1009 North Fifth Street
Philadelphia PA 19123
Tuition Assistance
15,000

Organization
Purpose of Grant
Amount of Grant

Saint Raymond of Penafort Catholic School
7940 Williams Avenue
Philadelphia PA 19150
Tuition Assistance
10,000

Organization
Purpose of Grant
Amount of Grant

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization	Salvation Army Foundations & Government Relations 701 North Broad Street Philadelphia PA 19123
Purpose of Grant Amount of Grant	Operating Support 7,500

Organization	Salvation Army, Trenton Corps P.O. Box 60 Trenton NJ 08601
Purpose of Grant. Amount of Grant	Operating Support 5,000

Organization	Savoy Company P.O. Box 59150 Philadelphia PA 19102
Purpose of Grant Amount of Grant.	Operating Support 1,500

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization	Theatre Exile 1340 South 13th Street Philadelphia PA 19147
Purpose of Grant. Amount of Grant	Operating Support 1,000

Organization	Visitation BVM School 300 East Lehigh Ave Philadelphia PA 19125
Purpose of Grant. Amount of Grant	Tuition Assistance 5,000

Organization	Volunteer Medical Service Corps 101 Sibley Avenue P.O. Box 269 Ardmore PA 19103
Purpose of Grant Amount of Grant	Operating Support 100

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a - Grants and Contributions Paid During the Year
Schedule

Organization	Waldron Mercy Academy 513 Montgomery Avenue Merion Station PA 19066
Purpose of Grant	Annual Fund and Technology Program
Amount of Grant	9,000

Organization	Washington Legal Foundation 2009 Massachusetts Avenue NW Washington DC 20036
Purpose of Grant	Operating Support
Amount of Grant	3,000

Organization	World Affairs Council of Philadelphia Suite 2-Mezz. One South Broad Street Philadelphia PA 19107
Purpose of Grant	Operating Support and Claudia McBride Tribute
Amount of Grant	12,000

Paul E. Kelly Foundation
EIN 23-6298237

2013 FORM 990-PF, Page 11, Part XV
Line 3a – Grants and Contributions Paid During the Year
Schedule

Organization.	Zoological Society of Philadelphia 3400 West Girard Avenue Philadelphia PA 19104
Purpose of Grant	Operating Support
Amount of Grant	3,000

Total Amount of Grants: **\$679,900**
