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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation KELLY FAMILY FOUNDATION		A Employer identification number 27-6825262	
Number and street (or P O box number if mail is not delivered to street address) 10393 SOUTH HIGHLAND CIRCLE		B Telephone number (see instructions) (913) 764-6495	
City or town, state or province, country, and ZIP or foreign postal code OLATHE, KS 66061		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, col. (c), line 16) ☒ \$ 31,979,884		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

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)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	303,842	303,842		
	4 Dividends and interest from securities.	444,493	444,493		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	326,630			
	b Gross sales price for all assets on line 6a 8,213,232				
	7 Capital gain net income (from Part IV, line 2) . . .		326,630		
	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)	-294,984	7,451		
	12 Total. Add lines 1 through 11	779,981	1,082,416		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	2,384	2,384		0
	b Accounting fees (attach schedule)	12,500	12,500		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	12,533	12,533		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	115,320	115,320		0
	24 Total operating and administrative expenses. Add lines 13 through 23	142,737	142,737		0
	25 Contributions, gifts, grants paid	1,653,510			1,653,510
	26 Total expenses and disbursements. Add lines 24 and 25	1,796,247	142,737		1,653,510
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,016,266			
	b Net investment income (if negative, enter -0-)		939,679		
	c Adjusted net income (if negative, enter -0-)				

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	2,290,796	1,182,448	1,182,448
	2	Savings and temporary cash investments			
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	9,211,880	 9,615,006	11,817,263
	c	Investments—corporate bonds (attach schedule).	13,179,534	 13,360,932	13,618,022
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,819,076	 2,217,375	5,362,151
	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)	27,501,286	26,375,761	31,979,884
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	 38,875	 0	
	23	Total liabilities (add lines 17 through 22)	38,875	0	
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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	27,462,411	26,375,761	
	30	Total net assets or fund balances (see page 17 of the instructions)	27,462,411	26,375,761	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	27,501,286	26,375,761	

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	27,462,411
2	Enter amount from Part I, line 27a	2	-1,016,266
3	Other increases not included in line 2 (itemize) ▶ 	3	15,978
4	Add lines 1, 2, and 3	4	26,462,123
5	Decreases not included in line 2 (itemize) ▶ 	5	86,362
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	26,375,761

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	See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	326,630
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 page 18 of 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	1,483,651	30,231,354	0 049077
2011	1,431,461	29,119,000	0 049159
2010	100,000	29,522,996	0 003387
2009			
2008			

2	Total of line 1, column (d).	2	0 101623
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 033874
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	31,305,727
5	Multiply line 4 by line 3.	5	1,060,450
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	9,397
7	Add lines 5 and 6.	7	1,069,847
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	1,653,510

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1	1	9,397
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
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	9,397
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	9,397
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,442
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	15,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	22,442
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	13,045
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☒ 13,045 Refunded ☒	11	0

Part VII-AStatements Regarding Activities

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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	<i>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.</i>			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ 0 (2) On foundation managers ☒ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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		No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions): ☒ KS			
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? <i>If "No," attach explanation.</i>	8b	Yes	
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)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of BONNIE C KELLY CO-TRUSTEE Telephone no (913) 764-6495 Located at 10393 S HIGHLAND CIRCLE OLATHE KS ZIP+4 66061			
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 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
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		No
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? If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions 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?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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
RYANE DELKA	TRUSTEE	0	0	0
12191 SOUTH SUNRAY DRIVE OLATHE,KS 66061	1 00			
BONNIE C KELLY	TRUSTEE	0	0	0
10393 SOUTH HIGHLAND CIRCLE OLATHE,KS 66061	1 00			
GERALD A KELLY JR	TRUSTEE	0	0	0
10393 SOUTH HIGHLAND CIRCLE OLATHE,KS 66061	1 00			
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.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (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.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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 page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	29,523,337
b	Average of monthly cash balances.	1b	2,259,127
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	31,782,464
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	31,782,464
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	476,737
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	31,305,727
6	Minimum investment return. Enter 5% of line 5.	6	1,565,286

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	1,565,286
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	9,397
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,397
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,555,889
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,555,889
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,555,889

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	1,653,510
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,653,510
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	9,397
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,644,113
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				1,555,889
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			363,743	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,653,510				
a Applied to 2012, but not more than line 2a			363,743	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				1,289,767
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).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 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				266,122
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
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. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIV

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

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

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 organization 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))

See Additional Data Table

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

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

BONNIE KELLY
10393 S HIGHLAND CIRCLE
OLATHE, KS 66061
(913) 764-6495

b

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

UNSPECIFIED

c

Any submission deadlines

NOT APPLICABLE

d

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

ALL SUBMISSIONS SHOULD RELATE TO THE FOUNDATION'S MISSION STATEMENT AND BE USED TO IMPROVE THE QUALITY OF LIFE IN CHILDREN, WOMEN AND ANIMALS WITHIN THE UNITED STATES BY SUPPORTING PROGRAMS THAT FOCUS ON EDUCATION, MENTAL AND PHYSICAL WELLNESS AND CALIBER OF LIFE

Form 990-PF (2013)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,653,510
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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)

[illegible]

Part XVII

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

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.

(2)

Other assets.

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

(2)

Purchases of assets from a noncharitable exempt organization.

(3)

Rental of facilities, equipment, or other assets.

(4)

Reimbursement arrangements.

(5)

Loans or loan guarantees.

(6)

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

Yes

No

1a(1)

No

1a(2)

No

1b(1)

No

1b(2)

No

1b(3)

No

1b(4)

No

1b(5)

No

1b(6)

No

1c

No

(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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

2014-07-16

Title

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

Paid Preparer Use Only

Print/Type preparer's name

BARBARA J PLATTNER

Preparer's Signature

Date

Check if self-employed

☐

PTIN

P00035122

Firm's name

MARKSNELSON VOHLAND CAMPBELL RADETIC LLC

Firm's address

1310 E 104TH ST SUITE 300 KANSAS CITY, MO 64131

Firm's EIN

48-1238645

Phone no

(816) 743-7700

Form 990-PF (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
COUNTRY CLUB TRUST SHORT TERM STOCK SALES	P		
COUNTRY CLUB TRUST LONG TERM STOCK SALES	P		
SPDR GOLD TRUST	P	2013-02-27	2013-12-31
COUNTRY CLUB TRUST LONG TERM STOCK SALES	P		
COUNTRY CLUB TRUST LONG TERM STOCK SALES	P		
COUNTRY CLUB TRUST SHORT TERM STOCK CALLS	P		
BASIS ADJUSTMENT - ENERGY TRANSFER PARTNERS	P		
BASIS ADJUSTMENT - NUSTAR ENERGY	P		
SECTION 1231 LOSS	P		
CAPITAL GAIN DISTRIBUTIONS	P		
PARTNERSHIP PASSTHROUGH LONG TERM CAPITAL GAIN	P		
NUSTAR ENERGY	P		
ENERGY TRANSFER PARTNERS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,204,646		5,180,321	24,325
1,016,364		1,018,029	-1,665
115		133	-18
1,432,239		1,323,053	109,186
69,984		78,867	-8,883
48,689			48,689
34,851			34,851
49,867			49,867
		3,483	-3,483
19,322			19,322
81			81
171,519		179,602	-8,083
165,555		103,114	62,441

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			24,325
			-1,665
			-18
			109,186
			-8,883
			48,689
			34,851
			49,867
			-3,483
			19,322
			81
			-8,083
			62,441

Form 990PF Part XV Line 1a - 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).

BONNIE C KELLY
GERALD A KELLY JR

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENEUE DALLAS,TX 75231	N/A	EXEMPT	DONATION TO BUILD HEALTHIER LIVES, FREE OF CARDIOVASCULAR DISEASES AND STROKE	300
AMERICASHARE 15 WEST 26TH STREET NEWYORK,NY 10010	N/A	EXEMPT	TO ASSIST WOMEN AND CHILDREN AFFECTED BY THE AIDS EPIDEMIC IN KENYA	3,060
ARTS COUNCIL OF JOHNSON COUNTY 15301 WEST 87TH STREET PARKWAY LENEXA,KS 66219	N/A	EXEMPT	DONATION TO ENRICH THE COMMUNITY THROUGH THE ARTS	1,000
BACK IN THE SWING 6709 WEST 119TH STREET NO 444 OVERLAND PARK,KS 66209	N/A	EXEMPT	DONATION TO HELP IMPORVE AND PROTECT THE HEALTH AFTER BREAST CANCER THROUGH EDUCATION AND AWARENESS	5,000
BENEDICTINE COLLEGE 1020 NORTH 2ND STREET ATCHISON,KS 66002	N/A	EXEMPT	DONATION TO A COLLEGE TO SUPPORT EDUCATION	25,000
CATHOLIC CHARITIES OF NE KANSAS 9720 WEST 87TH STREET OVERLAND PARK,KS 66212	N/A	EXEMPT	DONATION TO HELP THE CATHOLIC CHURCH PROVIDE CHARITY TO THE UNDERPRIVELAGED	25,000
CATHOLIC EDUCATION FOUNDATION 12615 PARALLEL PARKWAY KANSAS CITY,KS 66109	N/A	EXEMPT	DONATION TO HELP PROVIDE CATHOLIC EDUCATION FOR UNDER-PRIVELAGED CHILDREN	125,000
CENTER FOR ACTION AND CONTEMPLATION 1705 FIVE POINTS RD SW ALBUQUERQUE,NM 87195	N/A	EXEMPT	DONATION TO A CENTER FOR EXPERIENTIAL EDUCATION, ROOTED IN THE GOSPELS, ENCOURAGING THE TRANSFORMATION OF HUMAN CONSCIOUSNESS THROUGH COMTEMPLATION	2,000
CHARLESTON AREA THERAPEUTIC RIDING 2669 HAMILTON ROAD JOHNS ISLAND,SC 29455	N/A	EXEMPT	DONATION TO IMPROVE THE LIVES OF CHILDREN AND ADULTS WITH DISABILITIES AT THE AREA'S OLDEST NATIONALLY ACCREDITED THERAPEUTIC HORSEBACK RIDING CENTER	10,000
CHILDREN'S INTERNATIONAL 2000 EAST RED BRIDGE ROAD PO BOX 219055 KANSAS CITY,MO 64121	N/A	EXEMPT	DONATION TO BRING REAL AND LASTING CHANGE TO CHILDREN LIVING IN POVERTY	25,000
CHILDREN'S MERCY HOSPITAL 2401 GILLHAM ROAD KANSAS CITY,MO 64108	N/A	EXEMPT	DONATION TO HELP CHILDREN WITH LIFE THREATENING ILLNESSES AND THEIR FAMILIES	110,000
CITY UNION MISSION 1100 E 11TH STREET KANSAS CITY,MO 64106	N/A	EXEMPT	DONATION TO HELP PROVIDE CLOTHING AND OTHER ITEMS FOR THE POOR AND HOMELESS	1,000
CRISTO REY 211 WEST LINWOOD BOULEVARD KANSAS CITY,MO 64111	N/A	EXEMPT	DONATION TO A SISTERS OF CHARITY HIGH SCHOOL PROVIDING COLLEGE PREP EDUCATION AND SCHOLARSHIPS	375,000
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD 2ND FLOOR BETHESDA,MD 20814	N/A	EXEMPT	DONATION TO HELP SUPPORT THOSE WITH CYSTIC FIBROSIS	5,000
DANIELS COLLEGE OF BUSINESS 2101 S UNIVERSITY BOULEVARD DENVER,CO 80210	N/A	EXEMPT	DONATION TO EDUCATE ETHICAL BUSINESS LEADERS, ADVANCING THE THEORY AND PRACTICE OF BUSINESS AND MKAING A POSITIVE GLOBAL IMPACT	10,000
Total  3a				1,653,510

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DOCTORS WITHOUT BORDERS 333 7TH AVENUE NEW YORK,NY 10001	N/A	EXEMPT	DONATION TO DELIVER INDEPENDENT MEDICAL CARE TO VICTIMS OF ARMED CONFLICT, BRING RELIEF IN THE AFTERMATH OF NATURAL OR MAN-MADE DISASTERS, AND FIGHT DEADLY EPIDEMICS IN MORE THAN 70 COUNTRIES AROUND THE WORLD	200
GILLIS CENTER 8150 WORNALL ROAD KANSAS CITY,MO 64114	N/A	EXEMPT	DONATION TO HELP AT-RISK CHILDREN AND FAMILIES REACH THEIR POTENTIAL THROUGH EDUCATION, COUNSELING, AND SOCIAL SERVICES	2,500
HOMELESS SERVICES COALITION 3200 WAYNE SUITE 202 KANSAS CITY,MO 64109	N/A	EXEMPT	DONATION TO HELP ERADICATE HOMELESSNESS IN OUR COMMUNITY	500
JDRF - KANSAS CITY 26 BROADWAY NEW YORK,NY 10004	N/A	EXEMPT	DONATION TO HELP UNIFY GLOBAL EFFORTS TO CURE, TREAT, AND PREVENT TYPE 1 DIABETES THROUGH A TRANSFORMATIVE VISION, BREAKTHROUGH INNOVATION, AND EFFECTIVE OPERATIONS	69,650
JOSEPHINUM ACADEMY 1501 NORTH OAK BOULEVARD CHICAGO,IL 60622	N/A	EXEMPT	DONATION TO EMPOWER YOUNG WOMEN TO BECOME CONFIDENT, FAITH-FILLED LEADERS	5,000
KC RESCUE MISSION 1520 CHERRY STREET KANSAS CITY,MO 64108	N/A	EXEMPT	DONATION TO A COMMUNITY OFFERING FREEDOM AND HOPE TO THE POOR AND HOMELESS, EMPOWERING THEM TO REACH THEIR FULL POTENTIAL	500
KANSAS CITY HOSPICE 9221 WARD PARKWAY SUITE 100 KANSAS CITY,MO 64114	N/A	EXEMPT	DONATION TO ASSIST THE HOSPICE PROVIDE CARE TO THE ELDERLY	10,000
KIDS TLC 480 SOUTH ROGERS ROAD OLATHE,KS 66062	N/A	EXEMPT	DONATION TO HELP KIDS AND FAMILIES DURING THE DARKEST TIMES OF THEIR LIVES THROUGH COMMITMENT AND EXPERTISE	225,000
KU ENDOWMENT PO BOX 928 LAWRENCE,KS 66044	N/A	EXEMPT	DONATION TO EDUCATE FUTURE LEADERS, ADVANCE MEDICINE, ACCELERATE DISCOVERY AND DRIVE ECONOMIC GROWTH TO SEIZE THE OPPORTUNITIES OF THE FUTURE	1,000
KVC HEALTH SYSTEMS 21350 W 153RD STREET OLATHE,KS 66061	N/A	EXEMPT	DONATION TO ASSIST CHILDREN AND FAMILIES WITH MENTAL HEALTH CARE, MEDICAL, SOCIAL SERVICES AND EDUCATION	50,000
MARCH OF DIMES 4400 COLLEGE BOULEVARD 180 OVERLAND PARK,KS 66211	N/A	EXEMPT	DONATION TO ASSIST CHILDREN BORN PREMATURELY OR WITH BIRTH DEFECTS AND THEIR FAMILIES	200
MAYOR'S CHRISTMAS TREE FUND PO BOX 768 OLATHE,KS 66051	N/A	EXEMPT	DONATION TO HELP PROVIDE CHRISTMAS TREES TO THOSE WHO CANNOT AFFORD THEM	1,000
NORTHHAMPTON SURVIVAL CENTER 675 N ST CLAIR 21ST FLOOR CHICAGO,IL 60611	N/A	EXEMPT	DONATION TO HELP BATTLE CANCER THROUGH SCIENTIFIC DISCOVERY, ADVANCING MEDICAL KNOWLEDGE, PROVIDING COMPASSIONATE STATE-OF-THE-ART CANCER CARE, AND TRAINING THE NEXT GENERATION OF CLINICIANS AND SCIENTISTS	25,000
PAWS WITH A CAUSE 4646 S DIVISION WAYLAND,MI 49348	N/A	EXEMPT	DONATION TO HELP ENHANCE INDEPENDENCE AND QUALITY OF LIFE FOR PEOPLE WITH DISABILITIES NATIONALLY THROUGH CUSTOM-TRAINED ASSISTANCE DOGS	500
ROCKHURST HIGH SCHOOL 9301 STATE LINE ROAD KANSAS CITY,MO 64114	N/A	EXEMPT	DONATION TO HELP PROVIDE EDUCATION TO YOUNG BOYS BASED ON JESUIT IDEALS AND CATHOLIC EDUCATIONAL TRADITION	5,000
Total  3a				1,653,510

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ROSEBROOKS PO BOX 320599 KANSAS CITY,MO 64132	N/A	EXEMPT	DONATION TO HELP PROVIDE EMERGENCY SHELTER FOR WOMEN AND CHILDREN ESCAPING LIFE-THREATENING ABUSE	100,000
SAFEHOME PO BOX 4563 OVERLAND PARK,KS 66204	N/A	EXEMPT	DONATION TO BREAK THE CYCLE OF DOMESTIC VIOLENCE AND PARTNER ABUSE FOR VICTIMS AND THEIR CHILDREN BY PROVIDING SHELTER, ADVOCACY, COUNSELING, AND PREVENTION EDUCATION IN OUR COMMUNITY	1,000
SALVATION ARMY 1110 EAST TRUMAN ROAD KANSAS CITY,MO 64108	N/A	EXEMPT	DONATION TO SUPPORT THE MISSIONS OF THE SALVATION ARMY	5,000
SCHOOL OF FAITH PO BOX 25467 SHAWNEE MISSION,KS 66225	N/A	EXEMPT	DONATION TO PROVIDE ONGOING ADULT CATECHESIS AT SCHOOLS AND PARISHES THROUGHOUT THE ARCHDIOCESE OF KANSAS CITY	25,000
SMILES CHANGE LIVES 2405 GRAND STE 300 KANSAS CITY,MO 64108	N/A	EXEMPT	PROVIDE ORTHODONTIC TREATMENT FOR CHILDREN OF LOW-INCOME HOUSEHOLDS	25,000
SOJOURNERS 3333 14TH STREET NW SUITE 200 WASHINGTON,DC 20010	N/A	EXEMPT	DONATION TO ARTICULATE THE BIBLICAL CALL TO SOCIAL JUSTICE, INSPIRING HOPE AND BUILDING A MOVEMENT TO TRANSFORM INDIVIDUALS, COMMUNITIES, THE CHURCH AND THE WORLD	1,000
SPECIAL OLYMPICS KANSAS 5280 FOXRIDGE DRIVE MISSION,KS 66202	N/A	EXEMPT	DONATION TO EMPOWER PEOPLE WITH INTELLECTUAL DISABILITIES THROUGH SPORT AND SPORTS TRAINING	300
ST JUDE'S CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS,TN 38105	N/A	EXEMPT	DONATION TO FIND CURES FOR CHILDREN WITH CANCER AND OTHER LIFE-THREATENING DISEASES THROUGH RESEARCH AND TREATMENT	1,000
THE CHILDREN'S SPOT 4225 BALTIMORE AVENUE KANSAS CITY,MO 64111	N/A	EXEMPT	DONATION TO HELP PROVIDE SPEECH, PHYSICAL, AND OCCUPATIONAL THERAPY TO CHILDREN WITH DEVELOPMENT DELAYS AND DISABILITIES, REGARDLESS OF THEIR FAMILIES' ABILITY TO PAY	500
THE LEUKEMIA & LYMPHOMA SOCIETY PO BOX 4072 PITTSFIELD,MA 01202	N/A	EXEMPT	DONATION TO HELP CURE LEUKEMIA, LYMPHOMA, HODGKIN'S DISEASE AND MYELOMA, AND IMPROVE THE QUALITY OF LIFE OF PATIENTS AND THEIR FAMILIES	800
THE LOVE FUND 3030 SUMMIT STREET KANSAS CITY,MO 64108	N/A	EXEMPT	DONATION TO IMPROVE THE QUALITY OF LIFE FOR CHILDREN	25,000
UNIVERISTY OF KANSAS CANCER CENTER 3901 RAINBOW BOULEVARD KANSAS CITY,KS 66160	N/A	EXEMPT	DONATION TO ASSIST IN THE CARE OF AND RESEARCH FOR CANCER PATIENTS	200,000
UNIVERSITY ACADEMY 6801 HOLMES ROAD KANSAS CITY,MO 64131	N/A	EXEMPT	DONATION TO HELP CHILDREN PREPARE FOR A SECONDARY EDUCATION AND BECOME LEADERS	10,000
UNIVERSITY OF DENVER 2199 S UNIVERSITY BLVD DENVER,CO 80208	N/A	EXEMPT	DONATION TO HELP RUN THE LARGEST PRIVATE UNITERISITY IN THE ROCKY MOUNTAIN REGION	15,000
WAYSIDE WAIFS 3901 MARTHA TRUMAN ROAD KANSAS CITY,MO 64137	N/A	EXEMPT	PROVIDE SUPPORT FOR HOMELESS PETS	125,500
Total  3a				1,653,510

TY 2013 Accounting Fees Schedule

Name: KELLY FAMILY FOUNDATION

EIN: 27-6825262

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MARKSNELSON VOHLAND CAMPBELL RADETIC LLC	12,500	12,500		0

**TY 2013 Investments Corporate
Bonds Schedule**

Name: KELLY FAMILY FOUNDATION
EIN: 27-6825262

Name of Bond	End of Year Book Value	End of Year Fair Market Value
COUNTRY CLUB TRUST CO - FIXED INCOME INVESTMENTS	13,360,932	13,618,022

TY 2013 Investments Corporate Stock Schedule

Name: KELLY FAMILY FOUNDATION

EIN: 27-6825262

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COUNTRY CLUB TRUST CO - EQUITY INVESTMENTS	9,615,006	11,817,263

TY 2013 Investments - Other Schedule

Name: KELLY FAMILY FOUNDATION

EIN: 27-6825262

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN PUBLICLY TRADED SECURITIES	AT COST	2,217,375	5,362,151

TY 2013 Legal Fees Schedule

Name: KELLY FAMILY FOUNDATION

EIN: 27-6825262

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LATHROP & GAGE	2,384	2,384		0

TY 2013 Other Decreases Schedule**Name:** KELLY FAMILY FOUNDATION**EIN:** 27-6825262

Description	Amount
HOT ASSET CALCULATION - BASIS ADJUSTMENT	84,718
NON-DEDUCTIBLE ITEMS FROM PARTNERSHIP FLOWTHROUGHS	1,644

TY 2013 Other Expenses Schedule**Name:** KELLY FAMILY FOUNDATION**EIN:** 27-6825262

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT EXPENSES	113,761	113,761		0
ADDITIONAL CHARITABLE CONTRIBUTIONS FROM PARTNERSHIPS	292	292		0
OTHER DEDUCTIONS FROM PARTNERSHIPS	453	453		0
INVESTMENT EXPENSE - COUNTRY CLUB TRUST	777	777		0
ADDITIONAL BANK FEES	37	37		0

TY 2013 Other Income Schedule**Name:** KELLY FAMILY FOUNDATION**EIN:** 27-6825262

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INCOME/LOSS FROM PARTNERSHIP IN EXCESS OF UBTI	2,537	2,537	2,537
OTHER INCOME	-174	-174	-174
PPL CORP UNIT - THRU COUNTRY CLUB TRUST CO	5,088	5,088	5,088
UNRELATED BUSINESS LOSSES FROM PARTNERSHIPS	-302,435		-302,435

TY 2013 Other Increases Schedule

Name: KELLY FAMILY FOUNDATION

EIN: 27-6825262

Description	Amount
NON-DIVIDEND DISTRIBUTIONS	15,978

TY 2013 Other Liabilities Schedule

Name: KELLY FAMILY FOUNDATION

EIN: 27-6825262

Description	Beginning of Year - Book Value	End of Year - Book Value
CALL ADVANCES	38,875	0

TY 2013 Taxes Schedule

Name: KELLY FAMILY FOUNDATION

EIN: 27-6825262

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	12,533	12,533		0