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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 separate instructions is at www.irs.gov/form990pf.

2013

For calendar year 2013, or tax year beginning Dec 1, 2013, and ending Nov 30, 2014

Name of foundation Margaret H. & James E. Kelley Foundation, Inc.		A Employer identification number 41-6017973
Number and street (or P.O. box number if mail is not delivered to street address) 408 St. Peter St.		B Telephone number (see the instructions) (651) 222-7463
City or town, state or province, country, and ZIP or foreign postal code Saint Paul MN 55102-1187		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
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 20,284,918.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 CK ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	1,616.	1,616.		
	4 Dividends and interest from securities	1,225,773.	1,225,773.		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV line 2)		232,651.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11.	1,227,389.	1,460,040.			
ADMINISTRATIVE AND EXPENSES	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages	32,947.	32,947.		
	15 Pension plans, employee benefits	4,688.	4,688.		
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) L-16c Stmt	45,485.	45,485.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	12,520.	12,520.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	299.	299.		
	24 Total operating and administrative expenses. Add lines 13 through 23	95,939.	95,939.		
	25 Contributions, gifts, grants paid	1,020,000.			1,020,000.
26 Total expenses and disbursements. Add lines 24 and 25	1,115,939.	95,939.		1,020,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	111,450.				
b Net investment income (if negative, enter -0-).		1,364,101.			
c Adjusted net income (if negative, enter -0-).					

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash — non-interest-bearing	3,182.	17,764.	17,764.
	2 Savings and temporary cash investments	1,968,516.	2,154,577.	2,154,577.
	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) L-10a Stmt . .	2,477,266.	2,477,266.	2,477,266.
	b Investments — corporate stock (attach schedule) . L-10b Stmt . .	1,772,070.	1,772,070.	4,747,360.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
LIABILITIES	Less accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) . . L-13 Stmt . .	8,713,671.	8,857,130.	10,887,951.
	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).	14,934,705.	15,278,807.	20,284,918.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
NET FUND ASSETS	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.			
	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	14,633,342.	14,934,706.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	301,363.	344,101.	
	30 Total net assets or fund balances (see instructions)	14,934,705.	15,278,807.	
	31 Total liabilities and net assets/fund balances (see instructions)	14,934,705.	15,278,807.	

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	14,934,705.
2	Enter amount from Part I, line 27a	2	111,450.
3	Other increases not included in line 2 (itemize) See Other Increases Stmt	3	232,652.
4	Add lines 1, 2, and 3	4	15,278,807.
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	15,278,807.

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	4100 Shs Archer Daniels	P	02/14/11	05/12/14
b	100 Shs Archer Daniels	P	05/05/11	05/12/14
c	600 Shs Archer Daniels	P	08/08/11	05/12/14
d	2500 Shs Stryker Corp.	P	02/14/11	05/12/14
e	See Columns (a) thru (d)			

(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 182,846.		150,104.	32,742.
b 4,460.		3,446.	1,014.
c 26,758.		15,992.	10,766.
d 202,673.		150,854.	51,819.
e See Columns (e) thru (h)		186,231.	136,310.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
a			32,742.
b			1,014.
c			10,766.
d			51,819.
e	See Columns (i) thru (l)		136,310.

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	232,651.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	850,000.	18,615,324.	0.045661
2011	835,000.	17,246,956.	0.048414
2010	795,682.	15,749,135.	0.050522
2009	760,000.	15,854,219.	0.047937
2008	760,000.	15,332,252.	0.049569

2	Total of line 1, column (d)	2	0.242103
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	0.048421
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	19,450,764.
5	Multiply line 4 by line 3	5	941,825.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,641.
7	Add lines 5 and 6	7	955,466.
8	Enter qualifying distributions from Part XII, line 4	8	1,020,000.

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	13,641.
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	13,641.
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	13,641.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	11,650.	
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	11,650.	
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	1,991.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 0. Refunded	11		

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?	X	
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 XIV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) MN — Minnesota		
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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Part VII 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)?

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)6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If 'Yes' to 6b, file Form 88707 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?

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
Hampton K. O'Neill 6950 South Poplar Casper WY 82636	Vice President/Director 5.00	0.	0.	0.
Sher M. O'Neill 6950 South Poplar Casper WY 82636	Director 0.19	0.	0.	0.
Timothy J. Dwyer 408 St. Peter St. St. Paul St. Paul MN 55102-1187	Treasurer, Director 15.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

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

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

Total number of other employees paid over \$50,000 ☐ 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		
	N/A	
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 None	
	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	
	0.
2 None	
	0.
All other program-related investments See instructions	
3 None	
	0.
Total. Add lines 1 through 3	None

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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	18,112,577.
b	Average of monthly cash balances	1 b	1,634,392.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	19,746,969.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	19,746,969.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	296,205.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,450,764.
6	Minimum investment return. Enter 5% of line 5	6	972,538.

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	972,538.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	13,641.
b	Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	13,641.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	958,897.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	958,897.
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	958,897.

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	1,020,000.
b	Program-related investments — total from Part IX-B.	1 b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
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	1,020,000.
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	13,641.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,006,359.

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				958,897.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			41,193.	
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>		0.		
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 ▶ \$ <u>1,020,000.</u>				
a Applied to 2012, but not more than line 2a			41,193.	
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				958,897.
e Remaining amount distributed out of corpus	19,910.			
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	19,910.			
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				0.
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	19,910.			
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	19,910.			

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

Timothy J. Dwyer, Treasurer
408 St. Peter St. Suite 425 Hamm Bldg
St. Paul MN 55102-1187 (651) 222-7463

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

Request for grant along with IRS exemption letter, and copy of most recent 990 tax return

c Any submission deadlines:

October 1

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

None

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 atttched schedule St. Paul MN 55102	None	See Attachment	Misc.	1,020,000.
Total			3 a	1,020,000.
b Approved for future payment				
Total			3 b	

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash	1 a (1)	X
(2)	Other assets	1 a (2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3)	Rental of facilities, equipment, or other assets	1 b (3)	X
(4)	Reimbursement arrangements	1 b (4)	X
(5)	Loans or loan guarantees	1 b (5)	X
(6)	Performance of services or membership or fundraising solicitations	1 b (6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1 c	X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

[illegible]

2 a 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

[illegible]

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Sign
Here**

Signature of officer or trustee

Date _____

Treasurer
Title

May the IRS discuss this return with the preparer shown below (see instructions)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check self-e	
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			PTIN
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Firm's name ▶ Timothy J. Dwyer D/B/A K & O MGMT. CO.

Firm's EIN

Firm's address ▶ 408 ST. PETER STREET, STE 425

SAINT PAUL

MN 55102-1187

Phone no

BAA

Form 990-PF (2013)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF

▶ Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

Margaret H. & James E. Kelley Foundation, Inc.

Employer identification number

41-6017973

Organization type (check one)**Filers of:**

Form 990 or 990-EZ

Section:

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

Margaret H. & James E. Kelley Foundation, Inc.

41-6017973

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Cynthia Kelley O'Neill Childrens Trust C/O BBH 140 Broadway New York NY 10005	\$ 480,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	M. H. Kelley Granchildren Trust C/O BBH 140 Broadway New York NY 10005	\$ 279,781.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Employer FICA	2,520.	2,520.		
990PF 2013	10,000.	10,000.		
990PF Est				
Total	12,520.	12,520.		

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
Misc. Ex.	269.	269.		
Bank Chgs	30.	30.		
FileMaker Pro				
Total	299.	299.		

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

Split Interest Gift	
Net Capital Gain	232,652.
Adjustments Actual--Retained Earnings	
Total	232,652.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(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)
100 Shs Stryker Corp.	P	05/05/11	05/12/14
200 Shs Stryker Corp.	P	08/08/11	05/12/14
4500 Shs. Merck	P	02/14/11	05/12/14
600 Shs. Home Depot	P	02/14/11	05/12/14

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (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)
8,107.		6,041.	2,066.
16,214.		9,612.	6,602.
248,400.		148,054.	100,346.
49,820.		22,524.	27,296.

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

Continued

(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)
Total		<u>186,231.</u>	<u>136,310.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)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))
			<u>2,066.</u>
			<u>6,602.</u>
			<u>100,346.</u>
			<u>27,296.</u>
Total			<u>136,310.</u>

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person.. ☒ Business . ☐ Kelley McC. O'Neill P.O. Box 422 Rushford MN 55971	Director/ President 5.00	0.	0.	0.
Person.. ☒ Business ☐ Cindy Wolf O'Neill P.O. Box 422 Rushford MN 55971	Director 0.19	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Palisade	Investment	45,485.			
Total		<u>45,485.</u>			

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

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
U.S. Treasury Bills			2,477,266.	2,477,266.
Total			<u>2,477,266.</u>	<u>2,477,266.</u>

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

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Common Stock	1,772,070.	4,747,360.
Total	<u>1,772,070.</u>	<u>4,747,360.</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
Sit US Govt Sec Fund	4,500,000.	4,400,022.
Palisade Asset Mgmt Stocks	4,357,130.	6,487,929.
Total	<u>8,857,130.</u>	<u>10,887,951.</u>

Margaret H. and James E. Kelley Foundation, Inc.**Year: 2014****Grant Summary: Level 1***Sorted by Region, Area of Interest and Organization Name*

	Percent	Grants	Total
International	6.13%	5	\$62,500
Minneapolis	2.94%	2	\$30,000
Minnesota	17.06%	14	\$174,000
National	11.13%	11	\$113,500
St. Paul	34.51%	14	\$352,000
St. Paul Downtown	9.56%	8	\$97,500
Twin Cities Metro	7.70%	14	\$78,500
Wyoming	10.98%	8	\$112,000
	100.00%	76	\$1,020,000

Margaret H. and James E. Kelley Foundation, Inc.
Grant Summary: Level 4
 Sorted by Region, Area of Interest and Organization Name

Year: 2014

		Grants	Total
International		5	\$62,500
General Assistance		3	\$32,500
Purpose of Grant / Mission Statement			
Heifer Project International Donor Services P.O. Box 8058 Little Rock, AK 72203 www.heifer.org	Support for the "Pass on the Gift" Program. <i>Help impoverished families worldwide become more self-reliant through the gift of livestock and training in their care. Works for the dignity and well-being of all people.</i>		\$12,500
Oxfam America Raymond C. Offenheiser 226 Causeway Street, 5th Floor Boston, MA 02114-2206 www.oxfamamerica.org	Supporting this organization. <i>Shared beliefs...in the intrinsic dignity of all human beings, the possibility of eliminating extreme poverty in the world, the power of people working together to effect positive and lasting change in their lives.</i>		\$10,000
UNICEF Nelly Ingraham 500 N. Michigan Avenue, Suite 1000 Chicago, IL 60611 www.unicefusa.org	Supporting this organization. <i>Help meet children's basic needs, ensure their survival, and to provide children with a protective and nurturing environment.</i>		\$10,000
Human Rights		1	\$10,000
Purpose of Grant / Mission Statement			
International Rescue Committee David Miliband 122 East 42nd Street New York, NY 10168-1289 www.theIRC.org	Supporting this organization. <i>Provide relief, rehabilitation, protection, resettlement services, and advocacy for refugees, displaced persons and victims of oppression and violent conflict for people around the world.</i>		\$10,000

Margaret H. and James E. Kelley Foundation, Inc.

Year: 2014

Grant Summary: Level 4

Sorted by Region, Area of Interest and Organization Name

	Purpose of Grant / Mission Statement	Grants	Total
Medical/Mental Health		1	\$20,000
Doctors Without Borders Sophie Delaunay 333 Seventh Avenue, 2nd Floor New York, NY 10001-5004 www.doctorswithoutborders.org	Supporting this organization. Respond to emergencies and provide urgent medical care to some of the world's most vulnerable people.		\$20,000
Minneapolis Children		2	\$30,000
Bridge for Runaway Youth † Dan Pfarr 1111 West 22nd Street Minneapolis, MN 55405 www.bridgeforyouth.org	Provide runaway and homeless youth with safe shelter and transition to a better life. Provide safety, support, and development for some of the most vulnerable young people in our community.	1	\$5,000
Medical/Mental Health		1	\$25,000
University of Minnesota - School of Nursing Connie White Delaney 308 Harvard Street SE 5-138 WDH Minneapolis, MN 55455 www.nursing.umn.edu	Support the Cynthia Kelley O'Neill Fellowship for Psychiatric Nursing. Educate more highly qualified nurses and nurse leaders.		\$25,000
Minnesota		14	\$174,000

Margaret H. and James E. Kelley Foundation, Inc.**Year: 2014****Grant Summary: Level 4**

Sorted by Region, Area of Interest and Organization Name

		Grants	Total
Arts & Culture		2	\$25,000
Great River Shakespeare Festival Valerie Williams 79 East 3rd Street Winona, MN 55987 www.grsf.org	Purpose of Grant / Mission Statement Support for the 2015 programming. To become a destination for theater, music, art, and conversation in Southeastern Minnesota.		\$10,000
Minnesota Beethoven Festival Ned Kirk P.O. Box 1143 Winona, MN 55987 www.mnbeethovenfestival.org	Supporting this organization. Increase appreciation of classical music and the work of Ludwig van Beethoven through education and the presentation of nationally recognized artists.		\$15,000
Education		6	\$69,000
Junior Achievement of The Upper Midwest, Inc. † Gina Blayney 1800 White Bear Avenue North Maplewood, MN 55109 www.jaum.org	Purpose of Grant / Mission Statement Support for the JA BizTown Program. Teaches young people about business, economics, and the free enterprise system.		\$1,000
Minnesota State University Mankato Foundation Jeff Halbur 121 Alumni Foundation Center Mankato, MN 56001	Support the Gertrude Jane Timmerman O'Neill School of Nursing Scholarship. Build and grow an endowment in honor of Gertrude Jane Timmerman that would continue the legacy that was started through James C. O'Neill and Francis O'Neill to support a student scholarship in the School of Nursing.		\$15,000
St. John's University Terri D. Barreiro P.O. Box 7222 Collegeville, MN 56321 www.csbsju.edu	Support the James E. and Margaret H. Kelley Foundation Scholarship.		\$8,000

Margaret H. and James E. Kelley Foundation, Inc.
Grant Summary: Level 4
Sorted by Region, Area of Interest and Organization Name

Year: 2014

	Grants	Total
University of Minnesota Foundation † Crystal Carlson McNamara Alumni Center 200 Oak Street SE, Suite 500 Minneapolis, MN 55455-2010 www.law.umn.edu/giving	Support the James C. O'Neill Scholarship Fund. #8612	\$20,000
University of Minnesota Foundation † Kathleen M. Schmidkofer McNamara Alumni Center 200 Oak Street SE, Suite 500 Minneapolis, MN 55455-2010 www.law.umn.edu/giving	Support the Donald Hastings Memorial Lectureship Fund. #17403	\$20,000
Washington County 4-H Federation Ann Church 14949 - 62nd Street North Stillwater, MN 55082 www.save4-H.com	Support the salary for a 4-H Extension staff member in Washington County. <i>Raise money to keep the 4-H program funded.</i>	\$5,000
Families	Purpose of Grant / Mission Statement	1
Winona Family YMCA Derek Madsen 207 Winona Street Winona, MN 55987 winonaymca.org	Support the Partner with Youth Program.	\$10,000
General Assistance	Purpose of Grant / Mission Statement	1
American Red Cross-Southeast MN Chapter Melanie Tschida 310 14th Street S.E. Rochester, MN 55904 www.redcross-semn.org	Support for local Red Cross services. <i>Strong tradition to provide emergency relief and programs that promote health, safety, and disaster preparedness.</i>	\$22,500

Margaret H. and James E. Kelley Foundation, Inc.**Year: 2014****Grant Summary: Level 4**

Sorted by Region, Area of Interest and Organization Name

Medical/Mental Health		Purpose of Grant / Mission Statement	Grants	Total
Communication Center State Services for the Blind		Support for Minnesota Radio Talking Book.	3	\$30,500
Angela Bodensteiner 2200 University Avenue West, #240 Saint Paul, MN 55114-1840				\$6,000
Courage Kenny Foundation		Support for the pediatric services in the St. Croix Valley area. <i>Empower people with physical disabilities to reach for their full potential in every aspect of life.</i>		\$4,500
† Rose Adams 3915 Golden Valley Road Minneapolis, MN 55422 www.CourageCenter.org				
Mayo Foundation for Medical Education &		Support the President's Strategic Initiative Fund. <i>"heal the sick and advance the science"</i> -- Dr. William J. Mayo		\$20,000
Barbara Flasch 200 First Street SW Rochester, MN 55905 www.mayoclinic.org				
Sexual & Reproductive Health/Education		Purpose of Grant / Mission Statement	1	\$17,000
Planned Parenthood of Minnesota/South Dakota		Support the reproductive health care, education, and advocacy programs. <i>To provide affordable basic reproductive health and confidential care and education for women, men, and teens.</i>		\$17,000
† Sarah A. Stoesz 671 Vandalia Street, Suite 323 St. Paul, MN 55114 www.ppmns.org				

National**11****\$113,500**

Margaret H. and James E. Kelley Foundation, Inc.**Year: 2014****Grant Summary: Level 4**

Sorted by Region, Area of Interest and Organization Name

Education		Purpose of Grant / Mission Statement	Grants	Total
Bennington College Ann Keller One College Drive Bennington, VT 05201-6003 www.bennington.edu		Support for the Cynthia Kelley O'Neill Scholarship. <i>Establish a women's liberal arts college that would emphasize the individual student and her developing interests and represent the belief that the education most worth having is the one you create for yourself.</i>	4	\$42,000
Berea College Scott Tracy College Relations CPO 2216 Berea, KY 40404 www.berea.edu		Support the scholarship fund. <i>Radical, inclusive mission to seek out promising low-income people from Appalachia and provide them a full-tuition scholarship and a quality liberal arts education.</i>		\$2,000
Cato Institute Reid Smith 1000 Massachusetts Avenue, NW Washington, D.C. 20001 www.cato.org		Supporting this organization. <i>Advocate for a consistent, principled and philosophical commitment to an individual's right to live, work, trade and play free of government constraint or support, provided there is no interference with another's individual's right to do so.</i>		\$15,000
Northland College Kristy Liphart 1411 Ellis Avenue Ashland, WI 54806-3999 www.northland.edu		Support the Kelley Family Scholarship. <i>Integrate liberal arts studies with an environmental emphasis, enabling those it serves to address the challenges of the future.</i>		\$15,000
Environment		Purpose of Grant / Mission Statement	1	\$4,500
Union of Concerned Scientists Devone Williams Two Battle Square Cambridge, MA 02238-9105 www.ucsusa.org		Supporting this organization. <i>Partnership of scientists and citizens combining rigorous scientific analysis, innovative policy development, and effective citizen advocacy to achieve practical environmental solutions.</i>		\$4,500

Margaret H. and James E. Kelley Foundation, Inc.
Grant Summary: Level 4
Sorted by Region, Area of Interest and Organization Name

Year: 2014

	Purpose of Grant / Mission Statement	Grants	Total
General Assistance		1	\$20,000
USO			\$20,000
Richard B. Myers, Ret. P.O. Box 96860 Washington, DC 20077-7677 www.uso.org	Supporting this organization. Help thousands of troops as they deploy to new postings or return for another tour at the Front...help their families adjust to life without a parent or loved one...and make sure that those who return are given a heroes' "Welcome Home!"		
Human Rights		1	\$3,500
Southern Poverty Law Center Sheila A. Cunningham 400 Washington Avenue Montgomery, AL 36104-9621 www.splcenter.org	Supporting this organization. "Promoting Tolerance...Monitoring Hate...Seeking Justice..."		\$3,500
Medical/Mental Health		3	\$13,500
Frontier Nursing Service Susan E. Stone 195 School Street P.O. 528 Hyden, KY 41749 www.frontiernursing.org	Support the 2014-15 endowment campaign. Training of qualified nurses through FNS's School and continuation of the mission to ensure that mother and children are healthy and safe. (One of CKON's favorite organizations, because they originally delivered nursing service by horseback.)		\$7,500
Linus Pauling Institute Michele Erickson Oregon State University 571 Weniger Hall Corvallis, OR 97331 http://lpi.oregonstate.edu	Supporting this organization. Determine the role of micronutrients, vitamins, and phytochemicals in promoting optimum health and preventing and treating disease, to determine the role of oxidative and nitrate stress and antioxidants in human health and disease, etc.		\$1,000
Memorial Sloan-Kettering Cancer Center Richard Naum 1275 York Avenue New York, NY 10021 www.mskcc.org	Supporting this organization. Deep commitment to putting new discoveries to work for patients, leading the way to dramatic improvements in the diagnosis, prevention, and treatment of cancer.		\$5,000

Margaret H. and James E. Kelley Foundation, Inc.
Grant Summary: Level 4
 Sorted by Region, Area of Interest and Organization Name

Year: 2014

Second Amendment Rights	Purpose of Grant / Mission Statement	Grants	Total
NRA Foundation, Inc. Tyler Schropp 11250 Waples Mill Road Fairfax, VA 22030 nraf@nrahq.org	Support the Youth Hunter Education Challenge and the Youth Education Summit. <i>Raise support of a wide range of firearm-related public interest activities of the NRA and other organizations that defend and foster the Second Amendment rights of all law-abiding Americans.</i>	1	\$30,000
St. Paul Arts & Culture		14	\$352,000
St. Paul Chamber Orchestra Bruce Coppock Third Floor The Hamm Building 408 St. Peter Street St. Paul, MN 55102-1497 www.theSPCO.org	Purpose of Grant / Mission Statement Support the Annual Fund for the 2014-15 season. <i>Bring accessible world-class music and education to the Twin Cities community and beyond.</i>	1	\$25,000
Children	Purpose of Grant / Mission Statement	1	\$2,000
Girl Scouts of Minnesota and Wisconsin River † Linda B. Keene 400 Robert Street South St. Paul, MN 55107 www.girlscoutsv.org	Supporting this organization. <i>Build girls of confidence, courage and character, who make the world a better place.</i>		\$2,000

Margaret H. and James E. Kelley Foundation, Inc.
Grant Summary: Level 4
 Sorted by Region, Area of Interest and Organization Name

Year: 2014

Education		Purpose of Grant / Mission Statement	Grants	Total
Friends of the Saint Paul Library			5	\$161,000
Peter Pearson 325 Cedar Street, Suite 555 St. Paul, MN 55101-1055 www.friends.org		Supporting this organization. Expand the Saint Paul Public Library's capacity to serve Saint Paul's many communities through public awareness and cultural programming and advocating both strong public and private funding.		\$5,000
Science Museum of Minnesota				\$6,000
Jon E. Severson 120 West Kellogg Boulevard St. Paul, MN 55102 www.smm.org		Support the core programs and operations of the Kitty Andersen Youth Science Center. Invites learners of all ages to experience their changing world through science.		
St. Catherine University				\$10,000
Scott Chamberlain 2004 Randolph Avenue St. Paul, MN 55105 www.stkate.edu		Purchase of equipment for the nursing laboratories to include a Nursing Kelly, Patient Kelly and a Kangaroo Tube Feeding Pump. To educate women to lead and influence.		
St. Paul Academy and Summit School				\$15,000
Dorothy Goldie 1712 Randolph Avenue St. Paul, MN 55105-2194 www.spa.edu		Support the Warner T. Bonfoey Jr. Scholarship. The pursuit of excellence in teaching and learning to a diverse and motivated group of young people for leadership and service, inspiring in them an enduring love of learning, and helping them lead productive, ethical and joyful lives.		
William Mitchell College of Law				\$125,000
Linda Keillor Berg 875 Summit Avenue St. Paul, MN 55105-3076 www.wmitchell.edu		James E. and Margaret H. Kelley Scholarship. We serve the law. We teach it, study it, practice it and work to make it just.		

Margaret H. and James E. Kelley Foundation, Inc.
Grant Summary: Level 4
 Sorted by Region, Area of Interest and Organization Name

Year: 2014

Families		Purpose of Grant / Mission Statement	Grants	Total
			1	\$5,000
Children's Home Society & Family Services				\$5,000
† Lynn Varco	Supporting this organization. Provide help for low-income families and children through child care, mental health services, respite care during crisis situations and financial counseling.			
1605 Eustis Street				
St. Paul, MN 55108-1219				
chsfs.org				
General Assistance		Purpose of Grant / Mission Statement	2	\$17,000
St. Paul Foundation		Support for the Historic Oakland Cemetery. To enrich lives and communities by supporting education and literacy, arts and culture, strong families, affordable housing, economic development, human services, civic engagement, and diversity and anti-racism in the St. Paul area.		\$2,000
Albert W. Lindeke III				
55 Fifth Street East				
Suite 600				
St. Paul, MN 55101-1797				
www.stpaulfoundation.org				
St. Paul Union Gospel Mission		Support the Naomi Family Residence. Provide comprehensive support services and education programs focused on techniques and habits for promoting health and vitality for people in need.		\$15,000
† Jim Kersting				
77 9th Street East				
St. Paul, MN 55101				
www.ugmtc.org				
Hunger		Purpose of Grant / Mission Statement	1	\$9,500
Second Harvest Heartland		Supporting this organization. To fight hunger through community partnerships.		\$9,500
† Kelly Retka				
1140 Gervais Avenue				
St. Paul, MN 55418-1808				
2harvest.org				

Margaret H. and James E. Kelley Foundation, Inc.
Grant Summary: Level 4
 Sorted by Region, Area of Interest and Organization Name

Year: 2014

Medical/Mental Health	Purpose of Grant / Mission Statement	Grants	Total
Hamm Memorial Psychiatric Clinic † Steve Dwyer 408 St. Peter Street, Suite 429 St. Paul, MN 55102 www.hammclinic.org	Supporting this organization. Provide mental health care for people who could not otherwise afford it.	2	\$127,500
HealthEast Foundation † John Swanholm University Park Medical Bldg. 1690 University Ave. W. Ste. 250 St. Paul, MN 55104-3729 www.healtheast.org	Support the Neuroscience Research Registry project Empower its patients to overcome barriers, make the most of their abilities and talents, and reinvent their lives as rich and meaningful.		\$2,500
Women's Issues	Purpose of Grant / Mission Statement	1	\$5,000
YWCA of St. Paul † William L. Collins, Jr. 375 Selby Avenue St. Paul, MN 55102-1822 www.ywcaofstpaul.org	Support the Girls LEAD Program. Empower women, fight racism and make a positive difference in the communities in which we live and work. Partner with government agencies, private companies, and other nonprofit organizations to serve women and their families.		\$5,000
St. Paul Downtown Arts & Culture	Purpose of Grant / Mission Statement	8	\$97,500
Landmark Center Amy Mino 75 West Fifth Street Suite 404 St. Paul, MN 55102-1498 www.landmarkcenter.org	Supporting this organization. To provide on-going management and maintenance of the historic Landmark Center.	6	\$75,000
			\$20,000

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Grant Summary: Level 4
 Sorted by Region, Area of Interest and Organization Name

Year: 2014

	Grants	Total
Minnesota Boychoir		
Mark Johnson Landmark Center 75 West 5th Street, Suite 411 St. Paul, MN 55102 www.boychoir.org	Supporting this organization. Challenge boys and young men from many backgrounds to the highest standards of choral music, nurture the development of exceptional character, and inspire and benefit the community.	\$2,500
Minnesota Museum of American Art		
Kristin Makholm The Pioneer Endicott 141 East 4th Street St. Paul, MN 55101 www.mmaa.org	Supporting this organization. To express through art the unfolding value of the American multicultural experience.	\$2,500
Minnesota Public Radio		
† Jamie Ziemann 45 East Seventh Street St. Paul, MN 55101 www.mpr.org	Support the Minnesota Varsity Program. To enrich the mind and nourish the spirit, thereby enhancing the lives and expanding the perspectives of our audiences, and assisting them in strengthening their communities.	\$5,000
Ordway Center for the Performing Arts		
† Diane Nixa 345 Washington Street St. Paul, MN 55102 ordway.org	Supporting this organization. To be a catalyst for the artistic vitality of our community by hosting, presenting, and creating performing arts and educational programs that engage artists and enrich diverse audiences.	\$5,000
Park Square Theatre		
C. Michael-jon Pease 20 West 7th Street St. Paul, MN 55102 parksquaretheatre.org	Support the Inner-City School Partnerships Program. To enrich our community by producing and presenting exceptional live theatre that touches the heart, engages the mind and delights the spirit.	\$40,000

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Year: 2014

Education		Purpose of Grant / Mission Statement	Grants	Total
			1	\$7,500
Minnesota Children's Museum † Dianne Krizan 10 West Seventh Street St. Paul, MN 55102 www.MCM.org		Support for the Play for All program: \$5,000. Support the Room to Grow capital expansion and renovation project: \$2,500. <i>Sparkling children's learning through play.</i>		\$7,500
			1	\$15,000
Families Assumption Parish Rev. John Malone 51 West Seventh Street St. Paul, MN 55102		Support for continued repairs for the historic school building. <i>Catholic Church Parish servicing a diverse community in the downtown St. Paul area; serving an active base of worshippers, and reaching out to a less fortunate group of needy people.</i>		\$15,000
			14	\$78,500
			3	\$8,500
				\$3,000
Twin Cities Metro Arts & Culture Minnesota Orchestra Anna M. Gram 1111 Nicollet Mall Minneapolis, MN 55403 minnesotaorchestra.org		Support the Orchestra's UPbeat program. <i>To enrich our community as a symphony orchestra internationally recognized for its artistic excellence.</i>		\$3,000
Minnesota Youth Symphonies Vicki L. Krueger 790 Cleveland Avenue South Suite 203 St. Paul, MN 55116-1958 mys@mnyouthsymphonies.org		Support the youth music education and orchestral training programs. <i>Provide one of the best music education experiences available in the nation, regardless of students' ability to pay.</i>		\$3,000
Twin Cities Public Television † Kirby Bennett 172 East 4th Street St. Paul, MN 55101 www.tpt.org		Supporting this organization. <i>Dedicated to harnessing the power of television and other media for the public good.</i>		\$2,500

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Year: 2014

	Purpose of Grant / Mission Statement	Grants	Total
Children		1	\$5,000
CornerHouse			
† Patricia C. Harmon 2502 10th Avenue South Minneapolis, MN 55404-4510 www.cornerhousemn.org	Supporting this organization. Interagency child abuse evaluation and training center.		\$5,000
Education		1	\$2,000
Minnesota Landscape Arboretum Edward L. Schneider 3675 Arboretum Drive Chaska, MN 55318-9613 www.arboretum.umn.edu	Supporting this organization. Horticultural education, research, and maintenance of State botanical gardens.		\$2,000
Families		1	\$5,000
Feed My Starving Children Jamison Pals 401 93rd Avenue NW Coon Rapids, MN 55433 FMSC.org	Supporting this organization. Provide nutritious, life-saving meals to children around the world.		\$5,000
General Assistance		3	\$20,000
Greater Twin Cities United Way † Sarah Caruso 404 South Eighth Street Minneapolis, MN 55404-1084 www.unitedwaytwincities.org	Support the 2014 Annual Fund. Unite caring people in building stronger communities by inspiring people to help others, increasing resources to meet needs and fostering innovative solutions to problems.		\$10,000
Little Brothers Friends of the Elderly † Greg Voss 1845 East Lake Street Minneapolis, MN 55407 www.littlebrothersmn.org	Supporting this organization. To give Twin Cities volunteers the opportunity to develop caring relationship with elders and to restore these valued individuals to their rightful and honored place in our community. Transforming and enriching the lives of elders and volunteers.		\$5,000

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Year: 2014

	Grants	Total
Little Sisters of the Poor Sister Maria Francis 330 Exchange Street South St. Paul, MN 55102 littlesistersofthepoor.org		
Supporting this organization. Care and hospitality to the elderly poor of the Twin Cities.		\$5,000
Hunger/Poverty Twin Cities Habitat for Humanity † Susan Haigh 3001 Fourth Street SE Minneapolis, MN 55414 www.tchabitat.org	1	\$15,000
Supporting this organization. Building decent, affordable homes for and with low-income partner families in the Twin Cities area.		\$15,000
Medical/Mental Health Children's Hospitals and Clinics Foundation Theresa Pesch, RN 2910 Centre Pointe Drive Roseville, MN 55113 www.childrensmn.org	4	\$23,000
Support the Woodard L. Colby, M.D. Memorial Lecture Series. To champion the special health needs of children and their families by providing high-quality family centered pediatric services.		\$3,000
Children's Hospitals and Clinics Foundation Theresa Pesch, RN 2910 Centre Pointe Drive Roseville, MN 55113 www.childrensmn.org		\$15,000
General operating support to help families at Children's St. Paul. To champion the special health needs of children and their families by providing high-quality family centered pediatric services.		
Majestic Hills Ranch Foundation Larry R. Johnson 24580 Dakota Avenue Lakeville, MN 55044-8206 www.MajesticHillsRanch.com		\$2,000
Support the Therapeutic Riding Program & Equine Assisted Rehabilitative Therapies and Activities. Make a difference in the lives of children and young adults and their families by providing therapeutic riding.		
United Way of Washington County-East Angie Lien P.O. Box 305 Stillwater, MN 55082-0305 www.unitedwaystillwater.org		\$3,000
Supporting this organization. To strengthen our community by raising awareness and funding for the delivery of effective health and human service programs.		

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Year: 2014

		Grants	Total
Wyoming		8	\$112,000
Education		4	\$27,000
Child Development Center of Natrona County	Purpose of Grant / Mission Statement		
John Starnes 2020 E. 12th Street Casper, WY 82601 cdcnc@cdcnc.net	Support the addition of a teaching team member for one of CDC's highly specialized classrooms. <i>Provide premier, family-focused, developmentally appropriate services for children birth through age five.</i>		\$10,000
Friends of the Saratoga Library			\$5,000
Dave Gloss P.O. Box 27 Saratoga, WY 82331	Support additional programming, supplemental resources and additional facility improvements for the Saratoga Branch Library. <i>Focus public attention on the library and its resources, sponsor cultural and related programs, encourage gifts, endowments and memorials to the library.</i>		
Natrona County Public Library Foundation			\$10,000
Steve Degenfelder 307 East 2nd Street Casper, WY 82601 www.natronacountylibrary.org	Support for the Endowment Challenge Program. <i>To enhance library funding for the future, propelling the library toward excellence for the benefit of our deserving community.</i>		
University of Wyoming College of Law			\$2,000
Brett Befus Department 3035 1000 E. University Avenue Laramie, WY 82071 www.uwyo.edu/law	Contribute to the Judge Clarence A. Brimmer Scholars Program. <i>Establish the "Judge Clarence A. Brimmer Scholars Program."</i>		

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Sorted by Region, Area of Interest and Organization Name

Families	Purpose of Grant / Mission Statement	Grants	Total
Casper Family YMCA Brent Kleinjan 315 E. 15th Street Casper, WY 82601-4325 www.casperfamilyymca.org	Support the Strong Kids Campaign. To put Christian principles into practice through programs that build healthy spirit, mind and body for all.	1	\$60,000
General Assistance	Purpose of Grant / Mission Statement	1	\$10,000
United Way of Natrona County Mike Burnett 400 E. 1st Street, #205 P.O. Box 2046 Casper, WY 82602-2046 unitedway@unitedwaync.com	Supporting this organization. Fund in part, twenty eight partner agencies which provide services to residents of the community.		\$10,000
Medical/Mental Health	Purpose of Grant / Mission Statement	1	\$5,000
Corbett Medical Foundation Mike Glode P.O. Box 343 Saratoga, WY 82331	Supporting this organization. Provide financial assistance to the Platte Valley Medical Clinic.		\$5,000
Women's Issues	Purpose of Grant / Mission Statement	1	\$10,000
Planned Parenthood of Wyoming Vicki Cowart 1945 Westwood Hill Casper, WY 82604 www.pprm.org	Support the Casper Health Center's Client in Need Fund. Help people plan their families, providing education and choice in the prevention of unintended pregnancies, STDs, and breast and cervical cancers.		\$10,000