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Form 990-PF

## Return of Private Foundation

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

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2014

Open to Public  
Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation KELLY FAMILY CUIDIU FOUNDATION		A Employer identification number 45-3960471
% WILLIAM & DEBORAH KELLY Number and street (or P O box number if mail is not delivered to street address) 595 New Loudon Road 137 Suite		B Telephone number (see instructions) (518) 225-4646
City or town, state or province, country, and ZIP or foreign postal code Latham, NY 12110		C If exemption application is pending, check here ► <input type="checkbox"/>
G Check all that apply Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> ✓ Address change <input type="checkbox"/> Name change <input type="checkbox"/>		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization ✓ Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation <input type="checkbox"/>		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 5,189,564	J Accounting method Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part	Section	Description	(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)	5,026,396			
	2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	9	9		
	4	Dividends and interest from securities.	56,664	56,664		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	148,438			
	b	Gross sales price for all assets on line 6a 5,168,829				
	7	Capital gain net income (from Part IV, line 2)		395,817		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
b	Less Cost of goods sold					
c	Gross profit or (loss) (attach schedule)					
11	Other income (attach schedule)					
12	<b>Total.</b> Add lines 1 through 11	5,231,507	452,490			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,800	1,800	0	0
	c	Other professional fees (attach schedule)	15,556	15,556		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	893	893		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	300			250
	24	<b>Total operating and administrative expenses.</b>	18,549	18,249	0	250
25	Contributions, gifts, grants paid	220,000			220,000	
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	238,549	18,249	0	220,250	
27	Subtract line 26 from line 12					
a	<b>Excess of revenue over expenses and disbursements</b>	4,992,958				
b	<b>Net investment income</b> (if negative, enter -0-)		434,241			
c	<b>Adjusted net income</b> (if negative, enter -0-)					

	Part III 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 . . . . .		3,145	587,590	587,590
	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) . . . . .	62,918	4,526,743	4,601,974	
	c Investments—corporate bonds (attach schedule) . . . . .				
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans . . . . .				
	13 Investments—other (attach schedule) . . . . .	55,312	0	0	
	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)	121,375	5,114,333	5,189,564	
Liabilities	17 Accounts payable and accrued expenses . . . . .				
	18 Grants payable . . . . .				
	19 Deferred revenue . . . . .				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule) . . . . .				
	22 Other liabilities (describe ►) . . . . .				
	23 Total liabilities (add lines 17 through 22) . . . . .			0	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ►</b>				
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24 Unrestricted . . . . .				
	25 Temporarily restricted . . . . .				
	26 Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here ►</b>				
	<b>and complete lines 27 through 31.</b>				
	27 Capital stock, trust principal, or current funds . . . . .	121,375	5,114,333		
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions) . . . . .	121,375	5,114,333		
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .	121,375	5,114,333		

**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	121,375
2	Enter amount from Part I, line 27a . . . . .	2	4,992,958
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3 . . . . .	4	5,114,333
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	5,114,333

**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)
<b>1 a</b>	KEY PRIVATE BANK - SHORT TERM	P		
<b>b</b>	KEY PRIVATE BANK - LONG TERM	P		
<b>c</b>	CHARLES SCHWAB - SHORT TERM	P		
<b>d</b>	CHARLES SCHWAB - LONG TERM (PURCHASED)	P		
<b>e</b>	CHARLES SCHWAB - LONG TERM (DONATED)	D		
<b>(e) Gross sales price</b>		<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
<b>a</b>	40,674		38,185	2,489
<b>b</b>	64,838		58,432	6,406
<b>c</b>	3,954,017		3,886,092	67,925
<b>d</b>	15,641		11,565	4,076
<b>e</b>	1,065,719		778,738	286,981
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				<b>(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>		
<b>a</b>				2,489
<b>b</b>				6,406
<b>c</b>				67,925
<b>d</b>				4,076
<b>e</b>				286,981
<b>2</b>	Capital gain net income or (net capital loss)	<i>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</i>	<b>2</b>	395,817
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<i>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</i>	<b>3</b>	

**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 instructions before making any entries

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2013	9,941	91,273	0 108915
2012	8,956	98,433	0 090986
2011		98,500	
2010			
2009			
<b>2</b>	<b>Total of line 1, column (d).</b>		0 199901
<b>3</b>	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		0 066634
<b>4</b>	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.		3,138,740
<b>5</b>	Multiply line 4 by line 3.		209,147
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).		4,342
<b>7</b>	Add lines 5 and 6.		213,489
<b>8</b>	Enter qualifying distributions from Part XII, line 4.		220,250

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>	1	4,342
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> 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	
3	Add lines 1 and 2. . . . .	3	4,342
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	4,342
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	100
b	Exempt foreign organizations—tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments Add lines 6a through 6d. . . . .	7	100
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	4,242
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	
11	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> <input checked="" type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	

**Part VII-A Statements 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? <input checked="" type="checkbox"/>		<b>Yes</b>	<b>No</b>
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . .		<b>Yes</b>	<b>No</b>
	<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>			
1c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		<b>Yes</b>	<b>No</b>
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		<b>Yes</b>	<b>No</b>
	<i>If "Yes," attach a detailed description of the activities.</i>			
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> <input checked="" type="checkbox"/>		<b>Yes</b>	<b>No</b>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		<b>Yes</b>	<b>No</b>
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		<b>Yes</b>	<b>No</b>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		<b>Yes</b>	<b>No</b>
	<i>If "Yes," attach the statement required by General Instruction T.</i> <input checked="" type="checkbox"/>			
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? . . . . .		<b>Yes</b>	
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>		<b>Yes</b>	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	<input checked="" type="checkbox"/> NY			
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>		<b>Yes</b>	
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>			
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>			<b>No</b>

**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? Website address ► <a href="http://www.kellycuidi.org">www.kellycuidi.org</a>	13	Yes	
14	The books are in care of ► WILLIAM & DEBORAH KELLY Located at ► 595 NEW LOUDON ROAD 137 LATHAM NY	Telephone no ► (518) 225-4646 ZIP +4 ► 12110		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year. . . . . ► 15			
16	At any time during calendar year 2014, 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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes", enter the name of the foreign country ►	16	Yes	No

**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
<b>1a</b>	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ►	1b	
<b>c</b>	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 2014? . . . . .	1c	No
<b>2</b>	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))		
<b>a</b>	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? . . . . . ► Yes <input checked="" type="checkbox"/> No		
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .	2b	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . ► Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If "Yes," did it have excess business holdings in 2014 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 2014). . . . .	3b	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	No
<b>b</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 2014? . . . . .	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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	
c	Organizations relying on a current notice regarding disaster assistance check here. . . . . ►			
	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? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .			
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
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 <b>(If not paid, enter -0-)</b>	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM P KELLY 595 New Loudon Road 137 Latham, NY 12110	DIRECTOR 1 0	0		
DEBORAH L KELLY 595 New Loudon Road 137 Latham, NY 12110	DIRECTOR 1 0	0		
SEAN P KELLY 595 New Loudon Road 137 Latham, NY 12110	DIRECTOR 1 0	0		
KEVIN M KELLY 595 New Loudon Road 137 Latham, NY 12110	DIRECTOR 1 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
<b>Total number of other employees paid over \$50,000.</b> . . . . .				►

**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".**

## **Part IX-A Summary of Direct Charitable Activities**

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 _____ _____	
2 _____ _____	

All other program-related investments See instructions

**3** \_\_\_\_\_  
\_\_\_\_\_  
**Total.** Add lines 1 through 3 ►

**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 2,699,614
b	Average of monthly cash balances. . . . .	1b 486,924
c	Fair market value of all other assets (see instructions). . . . .	1c 0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d 3,186,538
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2 0
3	Subtract line 2 from line 1d. . . . .	3 3,186,538
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4 47,798
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5 3,138,740
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6 156,937

**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. . . . .	1 156,937
2a	Tax on investment income for 2014 from Part VI, line 5. . . . .	2a 4,342
b	Income tax for 2014 (This does not include the tax from Part VI ). . . . .	2b
c	Add lines 2a and 2b. . . . .	2c 4,342
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3 152,595
4	Recoveries of amounts treated as qualifying distributions. . . . .	4
5	Add lines 3 and 4. . . . .	5 152,595
6	Deduction from distributable amount (see instructions). . . . .	6
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7 152,595

**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 220,250
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 0
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required). . . . .	3a 0
b	Cash distribution test (attach the required schedule). . . . .	3b 0
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 220,250
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 4,342
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	6 215,908
<b>Note:</b> 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 2013	(c) 2013	(d) 2014
<b>1</b> Distributable amount for 2014 from Part XI, line 7				152,595
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only. . . . .				
<b>b</b> Total for prior years 2012, 2011, 2010				
<b>3</b> Excess distributions carryover, if any, to 2014				
<b>a</b> From 2009. . . . .				
<b>b</b> From 2010. . . . .				
<b>c</b> From 2011. . . . .				
<b>d</b> From 2012. . . . .	3,947			
<b>e</b> From 2013. . . . .	5,495			
<b>f Total</b> of lines 3a through e. . . . .	9,442			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4 ► \$ 220,250				
<b>a</b> Applied to 2013, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2014 distributable amount. . . . .				152,595
<b>e</b> Remaining amount distributed out of corpus	67,655			
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:	77,097			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions. . . . .				
<b>e</b> Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions. . . . .				
<b>f</b> Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a. . . . .	77,097			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2010. . . . .				
<b>b</b> Excess from 2011. . . . .				
<b>c</b> Excess from 2012. . . . .	3,947			
<b>d</b> Excess from 2013. . . . .	5,495			
<b>e</b> Excess from 2014. . . . .	67,655			

**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 2014, enter the date of the ruling.			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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.			
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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient	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)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b> . . . . .			► 3a	220,000
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments . . . . .					
<b>4</b> Dividends and interest from securities. . . . .			14	9	
<b>5</b> Net rental income or (loss) from real estate			14	56,664	
a Debt-financed property. . . . .					
b Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property. . . . .					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .			18	148,438	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. . . . .					
<b>11</b> Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .				205,111	
<b>13</b> <b>Total.</b> Add line 12, columns (b), (d), and (e). . . . . (See worksheet in line 13 instructions to verify calculations.)			13		205,111

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

**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?	Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of	1a(1)	No
(1) Cash. . . . .	1a(2)	No
(2) Other assets. . . . .		
b Other transactions	1b(1)	No
(1) Sales of assets to a noncharitable exempt organization. . . . .	1b(2)	No
(2) Purchases of assets from a noncharitable exempt organization. . . . .	1b(3)	No
(3) Rental of facilities, equipment, or other assets. . . . .	1b(4)	No
(4) Reimbursement arrangements. . . . .	1b(5)	No
(5) Loans or loan guarantees. . . . .	1b(6)	No
(6) Performance of services or membership or fundraising solicitations. . . . .	1c	No
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.

**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

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.

\* \* \* \* \*

2015-05-04

\* \* \* \* \*

Signature of officer or trustee

Date

### Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name DANIEL J RUTNIK	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00207539
	Firm's name ► BENDER LANE ADVISORY LLC			Firm's EIN ►	
	Firm's address ► 100 GREAT OAKS BLVD SUITE 125 ALBANY, NY 12203			Phone no (518) 225-4646	

**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).**

WILLIAM P KELLY

DEBORAH L KELLY

**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)				
<b>a Paid during the year</b>				
American Cancer Society 1 Penny Lane Latham, NY 30303	None	PC	General Charitable	1,000
Animal Protective Foundation 53 Maple Ave Scotia, NY 12302	None	PC	General Charitable	5,000
Bigger Vision Homeless Shelter PO Box 49031 Athens, GA 30604	None	PC	General Charitable	2,500
Boys & Girls Clubs of Metro Denver 2017 West 9th Ave Denver, CO 80204	None	PC	General Charitable	5,000
Capital City Rescue Mission 259 S Pearl St Albany, NY 12202	None	PC	General Charitable	2,500
Catholic Charities Albany 40 N Main Ave Albany, NY 12203	None	PC	General Charitable	10,000
Catholic Charities Denver 4045 Pecos St Denver, CO 80211	None	PC	General Charitable	5,000
Children & Family Urban Movement 1548 8th Street Des Moines, IA 50314	None	PC	General Charitable	5,000
Children's Museum of Treasure Coast Po Box 2147 Stuart, FL 34995	None	PC	General Charitable	1,500
Colorado Adaptive Sports Foundation 1449 W Littleton Blvd Ste 106 Littleton, CO 80120	None	PC	General Charitable	5,000
Craig Hospital Foundation 3425 S Clarkson Street Englewood, CO 80113	None	PC	General Charitable	5,000
Cyrenius Booth Library 25 Main Street Newton, CT 06470	None	PC	General Charitable	1,000
Dana Farber - Jimmy Fund 450 Brookline Ave Boston, MA 02115	None	PC	General Charitable	2,500
Friendship Presbyterian Church 8531 Macon Highway Athens, GA 30606	None	PC	General Charitable	2,500
Interfaith Partnership for the Homeless 176 Sheridan Ave Albany, NY 12210	None	PC	General Charitable	5,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>220,000</b>

**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)				
<b>a Paid during the year</b>				
Jacob's Pillow Dance 358 George Carter Rd Becket, MA 01223	None	PC	General Charitable	5,000
Mohawk Hudson Humane Society 3 Oakland Ave Menands, NY 12204	None	PC	General Charitable	4,000
Nat Navy Seal Museum & Memorial 3300 N Highway A1A Fort Pierce, FL 34949	None	PC	General Charitable	1,000
National Building Museum 401 F Street Washington, DC 20001	None	PC	General Charitable	5,000
Phamaly Theatre Company 1400 Dallas St Aurora, CO 80010	None	PC	General Charitable	5,000
Rensselaer Alumni Foundation 110 8th Street Troy, NY 12180	None	PC	General Charitable	25,000
Sardis Presbyterian Church 6100 Sardis Road Charlotte, NC 28270	None	PC	General Charitable	5,000
Siena College 515 Loudon Rd Loudonville, NY 12211	None	PC	School of Business Dean's Discretionary Fund (\$5,000) Thanks A Million Campaign (\$10,000) ACE Program (\$5,000)	20,000
St Ambrose Food Panty 347 Old Loudon Road Latham, NY 12110	None	PC	General Charitable	2,500
St Francis Xavier Haitian Orphanage PO Box 11054 Albany, NY 12211	None	PC	Sister Parish In Mexico	10,000
St Jude Children's Hospital 501 St Jude Place Memphis, TN 38105	None	PC	General Charitable	2,000
St Kateri Parish 1802 Union Street Schenectady, NY 12309	None	PC	General Charitable	5,000
Sunnyview Rehabilitation Hosp Foundation 1270 Belmont Avenue Schenectady, NY 12308	None	PC	General Charitable	5,000
The Community Hospice 295 Valley View Blvd Rensselaer, NY 12144	None	PC	General Charitable	5,000
The Sparrow's Nest 745 Prince Avenue Athens, GA 30603	None	PC	General Charitable	2,500
<b>Total . . . . .</b>			<b>► 3a</b>	<b>220,000</b>

**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)				
<b>a Paid during the year</b>				
Thornwell Children's Home 302 S Broad St Clinton, SC 29325	None	PC	General Charitable	2,500
UAlbany Foundation 1400 Washington Avenue Albany, NY 12222	None	PC	School of Public Health (\$25,000) Community Service Alliance in Dominican Republic (\$5,000)	30,000
Unity House 2431 Sixth Ave Troy, NY 12180	None	PC	General Charitable	5,000
Whitney M Young Jr Health Services Lark Arbor Drives Albany, NY 12207	None	PC	General Charitable	5,000
Woman's Club of Stuart FL 729 SE Ocean Blvd Stuart, FL 34994	None	PC	General Charitable	1,000
Wounded Warriors of South FL 1335 Old Dixie Hwy Unit 3 Lake Park, FL 33403	None	PC	General Charitable	1,000
Xaverian Bros 4409 Frederick Avenue Baltimore, MD 21229	None	PC	Sponsorship of St Gabriel School in Fontaine, Haiti	15,000
<b>Total . . . . .</b>				220,000
			<b>3a</b>	

## Schedule of Contributors

OMB No 1545-0047

2014

- Attach to Form 990, 990-EZ, or 990-PF.
- Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

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**Name of the organization**

## KELLY FAMILY CUIDU FOUNDATION

**Employer identification number**

45-3960471

**Organization type (check one)**

### **Filers of:**

## Section:

Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation <input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation <input type="checkbox"/> 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, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

## Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling \$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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

**Name of organization**

KELLY FAMILY CUDIU FOUNDATION

**Employer identification number**

45-3960471

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DEBORAH L AND WILLIAM P KELLY 595 NEW LOUDON ROAD 137  LATHAM, NY 12110	\$ 4,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
2	WILLIAM P KELLY 595 NEW LOUDON ROAD 137  LATHAM, NY 12110	\$ 51,517	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>  (Complete Part II for noncash contributions )
3	WILLIAM P KELLY 595 NEW LOUDON ROAD 137  LATHAM, NY 12110	\$ 54,125	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>  (Complete Part II for noncash contributions )
4	WILLIAM P KELLY 595 NEW LOUDON ROAD 137  LATHAM, NY 12110	\$ 66,502	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>  (Complete Part II for noncash contributions )
5	DEBORAH L KELLY 595 NEW LOUDON ROAD 137  LATHAM, NY 12110	\$ 853,972	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>  (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )



Name of organization KELLY FAMILY CUDIU FOUNDATION		Employer identification number 45-3960471	
<b>Part III</b> <b>Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.</b> Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of <b>\$1,000 or less</b> for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
(e) Transfer of gift Transferee's name, address, and ZIP 4 _____		Relationship of transferor to transferee _____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
(e) Transfer of gift Transferee's name, address, and ZIP 4 _____		Relationship of transferor to transferee _____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
(e) Transfer of gift Transferee's name, address, and ZIP 4 _____		Relationship of transferor to transferee _____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
(e) Transfer of gift Transferee's name, address, and ZIP 4 _____		Relationship of transferor to transferee _____	

Form **8949**

## **Sales and Other Dispositions of Capital Assets**

2014

Attachment  
Sequence No **12A**

Department of the Treasury  
Internal Revenue Service

- **Information about Form 8949 and its separate instructions is at [www.irs.gov/form8949](http://www.irs.gov/form8949)**
  - **File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.**

**Social security number or taxpayer identification number**

45-3960471

Before you check Box A, B, or C below, check whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

**Part I Short-Term.** Transactions involving capital assets you held 1 year or less are short term. For long-term transactions, see page 2.

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

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

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

**2 Totals** Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) 

	3,994,691	(3,924,277)				70,414
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**Note.** If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side  
**KELLY FAMILY CHILDREN FOUNDATION**

**Social security number or taxpayer identification number**

Before you check Box D, E, or F below, check whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

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

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

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

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

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

(F) Long-term transactions not reported to you on Form 1099-B

**2 Totals** Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked)

1,146,198 (848,735) 297,463

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

## TY 2014 Accounting Fees Schedule

**Name:** KELLY FAMILY CUIDIU FOUNDATION

**EIN:** 45-3960471

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SAX BST	1,200	1,200		
KEY PRIVATE BANK	600	600		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2014 Depreciation Schedule

**Name:** KELLY FAMILY CUIDIU FOUNDATION

**EIN:** 45-3960471

## TY 2014 Investments Corporate Stock Schedule

**Name:** KELLY FAMILY CUIDIU FOUNDATION

**EIN:** 45-3960471

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITIES	0	0
CHARLES SCHWAB	4,526,743	4,601,974

## TY 2014 Investments - Other Schedule

**Name:** KELLY FAMILY CUIDIU FOUNDATION**EIN:** 45-3960471

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FIXED INCOME	AT COST	0	0

## TY 2014 Other Expenses Schedule

**Name:** KELLY FAMILY CUIDIU FOUNDATION

**EIN:** 45-3960471

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE EXPENSES	250			250
NY DEPT OF LAW	50			

## TY 2014 Other Professional Fees Schedule

**Name:** KELLY FAMILY CUIDIU FOUNDATION

**EIN:** 45-3960471

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BENDER LANE ADVISORY, LLC	9,518	9,518		
KEY PRIVATE BANK	6,038	6,038		

## TY 2014 Taxes Schedule

**Name:** KELLY FAMILY CUIDIU FOUNDATION**EIN:** 45-3960471

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
UNITED STATES TREASURY (IRS)	159	159		
FOREIGN TAXES PD - KEY	582	582		
FOREIGN TAXES PD - CS	152	152		

**2014 Schedule B - Part II (Noncash Property)**

**Kelly Family Cuidiu Foundation Inc.**

WILLIAM P KELLY TRUST MORGAN STANLEY #078-110505

ISSUER NAME	ISSUER TICKER SYMBOL	# OF SHARES	CONTRIBUTION DATE	DATE ACQUIRED	HOW ACQUIRED	COST BASIS	FMV	METHOD USED FOR FMV
iShares Russell 1000 Grw ETF	IWF	76 000	10/29/2014	02/28/11	Purchase	\$ 4,599.52	\$ 7,009.48	STOCK QUOTE (AVG HI/LO)
iShares Russell 1000 Grw ETF	IWF	53 000	10/29/2014	03/16/11	Purchase	\$ 3,057.04	\$ 4,888.19	STOCK QUOTE (AVG HI/LO)
iShares Russell 1000 Grw ETF	IWF	24 000	10/29/2014	03/17/11	Purchase	\$ 1,392.00	\$ 2,213.52	STOCK QUOTE (AVG HI/LO)
iShares Russell 1000 Grw ETF	IWF	8 000	10/29/2014	04/15/11	Purchase	\$ 479.44	\$ 737.84	STOCK QUOTE (AVG HI/LO)
iShares Russell 1000 Grw ETF	IWF	13 000	10/29/2014	11/09/12	Purchase	\$ 827.27	\$ 1,198.99	STOCK QUOTE (AVG HI/LO)
iShares Russell 1000 Value ETF	IWD	22 000	10/29/2014	02/28/11	Purchase	\$ 1,509.87	\$ 2,210.89	STOCK QUOTE (AVG HI/LO)
iShares Russell 1000 Value ETF	IWD	28 000	10/29/2014	03/16/11	Purchase	\$ 1,845.50	\$ 2,813.86	STOCK QUOTE (AVG HI/LO)
iShares Russell 1000 Value ETF	IWD	14 000	10/29/2014	03/17/11	Purchase	\$ 927.86	\$ 1,406.93	STOCK QUOTE (AVG HI/LO)
iShares Russell 1000 Value ETF	IWD	6 000	10/29/2014	04/15/11	Purchase	\$ 410.22	\$ 602.97	STOCK QUOTE (AVG HI/LO)
iShares Russell 1000 Value ETF	IWD	10 000	10/29/2014	10/07/11	Purchase	\$ 584.76	\$ 1,004.95	STOCK QUOTE (AVG HI/LO)
iShares Russell 1000 Value ETF	IWD	6 000	10/29/2014	10/24/11	Purchase	\$ 376.51	\$ 602.97	STOCK QUOTE (AVG HI/LO)
iShares Russell 1000 Value ETF	IWD	6 000	10/29/2014	04/13/12	Purchase	\$ 409.71	\$ 602.97	STOCK QUOTE (AVG HI/LO)
iShares Russell 2000 Grwth ETF	IWO	22 000	10/29/2014	02/28/11	Purchase	\$ 2,013.14	\$ 2,956.14	STOCK QUOTE (AVG HI/LO)
iShares Russell 2000 Grwth ETF	IWO	8 000	10/29/2014	03/16/11	Purchase	\$ 710.30	\$ 1,074.96	STOCK QUOTE (AVG HI/LO)
iShares Russell 2000 Grwth ETF	IWO	4 000	10/29/2014	03/17/11	Purchase	\$ 353.72	\$ 537.48	STOCK QUOTE (AVG HI/LO)
iShares Russell 2000 Grwth ETF	IWO	19 000	10/29/2014	03/08/13	Purchase	\$ 2,025.35	\$ 2,553.03	STOCK QUOTE (AVG HI/LO)
iShares Russell 2000 Value ETF	IWN	35 000	10/29/2014	02/28/11	Purchase	\$ 2,600.14	\$ 3,429.65	STOCK QUOTE (AVG HI/LO)
iShares Russell 2000 Value ETF	IWN	8 000	10/29/2014	03/16/11	Purchase	\$ 569.34	\$ 783.92	STOCK QUOTE (AVG HI/LO)
iShares Russell Midcap G ETF	IWP	27 000	10/29/2014	02/28/11	Purchase	\$ 1,617.11	\$ 2,405.70	STOCK QUOTE (AVG HI/LO)
iShares Russell Midcap G ETF	IWP	11 000	10/29/2014	03/16/11	Purchase	\$ 636.26	\$ 980.10	STOCK QUOTE (AVG HI/LO)
iShares Russell Midcap G ETF	IWP	5 000	10/29/2014	03/17/11	Purchase	\$ 289.59	\$ 445.50	STOCK QUOTE (AVG HI/LO)
iShares Russell Midcap G ETF	IWP	32 000	10/29/2014	03/08/13	Purchase	\$ 2,204.35	\$ 2,851.20	STOCK QUOTE (AVG HI/LO)
iShares Russell Midcap V ETF	IWS	8 000	10/29/2014	02/28/11	Purchase	\$ 380.46	\$ 568.84	STOCK QUOTE (AVG HI/LO)
iShares Russell Midcap V ETF	IWS	8 000	10/29/2014	03/16/11	Purchase	\$ 367.43	\$ 568.84	STOCK QUOTE (AVG HI/LO)
iShares Russell Midcap V ETF	IWS	5 000	10/29/2014	03/17/11	Purchase	\$ 230.66	\$ 355.53	STOCK QUOTE (AVG HI/LO)
iShares Russell Midcap V ETF	IWS	25 000	10/29/2014	03/08/13	Purchase	\$ 1,404.65	\$ 1,777.63	STOCK QUOTE (AVG HI/LO)
Vanguard FTSE Developed Markets	VEA	127 000	10/29/2014	11/09/12	Purchase	\$ 4,152.90	\$ 4,935.22	STOCK QUOTE (AVG HI/LO)
<b>Totals</b>						<b>\$ 35,975.10</b>	<b>\$ 51,517.29</b>	

**2014 Schedule B - Part II (Noncash Property)****Kelly Family Cuidiu Foundation Inc.**

WILLIAM P KELLY TRUST MORGAN STANLEY #078-107090

ISSUER NAME	ISSUER TICKER SYMBOL	# OF SHARES	CONTRIBUTION DATE	DATE ACQUIRED	HOW ACQUIRED	COST BASIS	FMV	METHOD USED FOR FMV
American Cap Wrld Gr & Inc F2	WGIFX	170 707	10/29/2014	03/06/06	Purchase	\$ 6,500.00	\$ 7,913.98	STOCK QUOTE (AVG HI/LO)
Artisan Mid Cap Inv	ARTMX	145 264	10/29/2014	03/01/11	Purchase	\$ 5,000.00	\$ 7,093.24	STOCK QUOTE (AVG HI/LO)
Clearbridge Energy MLP	EMO	17 000	10/29/2014	08/10/11	Purchase	\$ 285.38	\$ 402.90	STOCK QUOTE (AVG HI/LO)
Clearbridge Energy MLP	EMO	18 000	10/29/2014	12/01/11	Purchase	\$ 304.59	\$ 426.60	STOCK QUOTE (AVG HI/LO)
Fidelity Adv New Insights I	FINSX	107 552	10/29/2014	11/22/05	Purchase	\$ 1,890.00	\$ 3,050.17	STOCK QUOTE (AVG HI/LO)
Fidelity Adv New Insights I	FINSX	609 309	10/29/2014	03/06/06	Purchase	\$ 10,948.56	\$ 17,280.00	STOCK QUOTE (AVG HI/LO)
Fidelity Adv New Insights I	FINSX	103 648	10/29/2014	01/10/07	Purchase	\$ 2,000.00	\$ 2,939.46	STOCK QUOTE (AVG HI/LO)
Fidelity Adv New Insights I	FINSX	49 914	10/29/2014	08/15/07	Purchase	\$ 1,000.00	\$ 1,415.56	STOCK QUOTE (AVG HI/LO)
Guggenheim Mid Cap Value A	SEVAX	17 449	10/29/2014	12/07/12	Purchase	\$ 526.97	\$ 657.65	STOCK QUOTE (AVG HI/LO)
Invesco Glb Sm & Mdcp GW Y	AGAYX	55 450	10/29/2014	11/17/97	Purchase	\$ 1,000.00	\$ 1,176.09	STOCK QUOTE (AVG HI/LO)
Invesco Glb Sm & Mdcp GW Y	AGAYX	10 269	10/29/2014	12/12/08	Purchase	\$ 106.75	\$ 217.81	STOCK QUOTE (AVG HI/LO)
MFS Value I	MEIIX	335 203	10/29/2014	03/01/11	Purchase	\$ 8,000.00	\$ 11,551.10	STOCK QUOTE (AVG HI/LO)
<b>Totals</b>						<b>\$ 37,562.25</b>	<b>\$ 54,124.56</b>	

**2014 Schedule B - Part II (Noncash Property)**

**Kelly Family Cuidiu Foundation Inc.**

WILLIAM P KELLY TRUST MORGAN STANLEY #078-107090

<u>ISSUER NAME</u>	<u>ISSUER TICKER SYMBOL</u>	<u># OF SHARES</u>	<u>CONTRIBUTION DATE</u>	<u>DATE ACQUIRED</u>	<u>HOW ACQUIRED</u>	<u>COST BASIS</u>	<u>FMV</u>	<u>METHOD USED FOR FMV</u>
Clearbridge Energy MLP	EMO	1,000 000	10/30/2014	07/25/11	Purchase	\$ 17,511.12	\$ 23,620.00	STOCK QUOTE (AVG HI/LO)
General Electric Company	GE	1,300 000	10/30/2014	12/14/11	Purchase	\$ 21,447.40	\$ 33,176.00	STOCK QUOTE (AVG HI/LO)
Greatbatch Inc	GB	200 000	10/30/2014	10/16/00	Purchase	\$ 3,200.00	\$ 9,706.00	STOCK QUOTE (AVG HI/LO)
<b>Totals</b>						<b>\$ 42,158.52</b>	<b>\$ 66,502.00</b>	

**2014 Schedule B - Part II (Noncash Property)**

**Kelly Family Cuidiu Foundation Inc.**

DEBORAH L KELLY TRUST CHARLES SCHWAB #7204-3198

ISSUER NAME	ISSUER TICKER SYMBOL	# OF SHARES	CONTRIBUTION DATE	DATE ACQUIRED	HOW ACQUIRED	COST BASIS	FMV	METHOD USED FOR FMV
Accenture PLC	ACN	93 000	10/27/2014	06/02/11	Purchase	\$ 5,286.53	\$ 7,317.24	STOCK QUOTE (AVG HI/LO)
American Water Works Co Inc	AWK	100 000	10/27/2014	09/29/11	Purchase	\$ 3,044.62	\$ 5,181.50	STOCK QUOTE (AVG HI/LO)
Apple Inc	AAPL	70 000	10/27/2014	02/10/11	Purchase	\$ 3,589.10	\$ 7,356.30	STOCK QUOTE (AVG HI/LO)
Apple Inc	AAPL	77 000	10/27/2014	03/02/11	Purchase	\$ 3,850.66	\$ 8,091.93	STOCK QUOTE (AVG HI/LO)
Aston/Fairpointe Mid Cap Fund	ABMIX	585 137	10/27/2014	02/10/11	Purchase	\$ 19,976.58	\$ 26,951.41	STOCK QUOTE (AVG HI/LO)
Aston/Fairpointe Mid Cap Fund	ABMIX	1,191 860	10/27/2014	02/16/11	Purchase	\$ 41,381.38	\$ 54,897.07	STOCK QUOTE (AVG HI/LO)
Aston/Fairpointe Mid Cap Fund	ABMIX	1,236 947	10/27/2014	04/21/11	Purchase	\$ 43,231.30	\$ 56,973.78	STOCK QUOTE (AVG HI/LO)
Aston/Fairpointe Mid Cap Fund	ABMIX	786 379	10/27/2014	07/20/11	Purchase	\$ 25,981.96	\$ 36,220.62	STOCK QUOTE (AVG HI/LO)
Aston/Fairpointe Mid Cap Fund	ABMIX	20 530	10/27/2014	12/29/11	Purchase	\$ 617.54	\$ 945.61	STOCK QUOTE (AVG HI/LO)
Aston/Fairpointe Mid Cap Fund	ABMIX	31 518	10/27/2014	12/29/11	Purchase	\$ 948.05	\$ 1,451.72	STOCK QUOTE (AVG HI/LO)
Aston/Fairpointe Mid Cap Fund	ABMIX	44 995	10/27/2014	12/28/12	Purchase	\$ 1,494.72	\$ 2,072.47	STOCK QUOTE (AVG HI/LO)
Aston/Fairpointe Mid Cap Fund	ABMIX	84 075	10/27/2014	12/28/12	Purchase	\$ 2,792.97	\$ 3,872.49	STOCK QUOTE (AVG HI/LO)
Aston/Fairpointe Mid Cap Fund	ABMIX	1 995	10/27/2014	12/28/12	Purchase	\$ 66.26	\$ 91.89	STOCK QUOTE (AVG HI/LO)
Aston/Fairpointe Mid Cap Fund	ABMIX	659 584	10/27/2014	02/21/13	Purchase	\$ 24,147.37	\$ 30,380.44	STOCK QUOTE (AVG HI/LO)
AT&T Inc	T	109 000	10/27/2014	01/13/12	Purchase	\$ 3,265.63	\$ 3,711.45	STOCK QUOTE (AVG HI/LO)
Celgene Corp	CELG	76 000	10/27/2014	02/10/11	Purchase	\$ 1,954.72	\$ 7,824.20	STOCK QUOTE (AVG HI/LO)
Chevron Corp	CVX	86 000	10/27/2014	12/14/11	Purchase	\$ 8,657.36	\$ 9,839.69	STOCK QUOTE (AVG HI/LO)
Cincinnati Financial Corp	CINF	112 000	10/27/2014	05/18/12	Purchase	\$ 3,858.87	\$ 5,457.76	STOCK QUOTE (AVG HI/LO)
CMS Energy Corp	CMS	215 000	10/27/2014	07/20/12	Purchase	\$ 5,282.55	\$ 6,960.63	STOCK QUOTE (AVG HI/LO)
CMS Energy Corp	CMS	1 000	10/27/2014	08/07/12	Purchase	\$ 24.09	\$ 32.38	STOCK QUOTE (AVG HI/LO)
Coca Cola Co	KO	180 000	10/27/2014	02/16/11	Purchase	\$ 5,707.79	\$ 7,332.30	STOCK QUOTE (AVG HI/LO)
Conocophillips	COP	79 000	10/27/2014	08/29/11	Purchase	\$ 4,116.60	\$ 5,428.49	STOCK QUOTE (AVG HI/LO)
Costco Wholesale Corp	COST	35 000	10/27/2014	10/13/11	Purchase	\$ 2,853.13	\$ 4,558.75	STOCK QUOTE (AVG HI/LO)
Cullen High Dividend Equity Fund	CHDVX	2,880 987	10/27/2014	03/19/13	Purchase	\$ 42,955.52	\$ 49,927.50	STOCK QUOTE (AVG HI/LO)
Danaher Corp	DHR	101 000	10/27/2014	12/19/12	Purchase	\$ 5,643.87	\$ 7,845.18	STOCK QUOTE (AVG HI/LO)
EMC Corp	EMC	60 000	10/27/2014	02/16/11	Purchase	\$ 1,633.19	\$ 1,696.80	STOCK QUOTE (AVG HI/LO)
EMC Corp	EMC	51 000	10/27/2014	03/02/11	Purchase	\$ 1,353.03	\$ 1,442.28	STOCK QUOTE (AVG HI/LO)
EMC Corp	EMC	1 000	10/27/2014	09/01/11	Purchase	\$ 22.44	\$ 28.28	STOCK QUOTE (AVG HI/LO)
EMC Corp	EMC	1 000	10/27/2014	05/11/12	Purchase	\$ 26.28	\$ 28.28	STOCK QUOTE (AVG HI/LO)
EMC Corp	EMC	73 000	10/27/2014	05/16/13	Purchase	\$ 1,740.32	\$ 2,064.44	STOCK QUOTE (AVG HI/LO)
Energen Corp	EGN	65 000	10/27/2014	12/14/11	Purchase	\$ 3,021.33	\$ 3,891.55	STOCK QUOTE (AVG HI/LO)
Energizer Holdings Inc	ENR	54 000	10/27/2014	07/20/12	Purchase	\$ 4,161.55	\$ 6,507.00	STOCK QUOTE (AVG HI/LO)
Gilead Sciences Inc	GILD	89 000	10/27/2014	01/25/13	Purchase	\$ 3,526.58	\$ 9,872.77	STOCK QUOTE (AVG HI/LO)
Google Inc A	GOOGL	3 000	10/27/2014	03/02/11	Purchase	\$ 896.38	\$ 1,651.80	STOCK QUOTE (AVG HI/LO)
Google Inc A	GOOGL	5 000	10/27/2014	07/20/11	Purchase	\$ 1,492.51	\$ 2,753.00	STOCK QUOTE (AVG HI/LO)
Google Inc C	GOOG	3 000	10/27/2014	03/02/11	Purchase	\$ 899.26	\$ 1,622.16	STOCK QUOTE (AVG HI/LO)
Google Inc C	GOOG	5 000	10/27/2014	07/20/11	Purchase	\$ 1,497.29	\$ 2,703.60	STOCK QUOTE (AVG HI/LO)
Haliburton Co	HAL	25 000	10/27/2014	12/19/12	Purchase	\$ 881.14	\$ 1,325.50	STOCK QUOTE (AVG HI/LO)
Harbor International Fund	HAINX	566 032	10/27/2014	07/20/11	Purchase	\$ 35,614.73	\$ 37,516.60	STOCK QUOTE (AVG HI/LO)
Harbor International Fund	HAINX	28 462	10/27/2014	12/16/11	Purchase	\$ 1,441.87	\$ 1,886.46	STOCK QUOTE (AVG HI/LO)
Harbor International Fund	HAINX	12 191	10/27/2014	12/17/12	Purchase	\$ 746.94	\$ 808.02	STOCK QUOTE (AVG HI/LO)
Harbor International Fund	HAINX	34 148	10/27/2014	02/21/13	Purchase	\$ 2,144.49	\$ 2,263.33	STOCK QUOTE (AVG HI/LO)
Harbor International Fund	HAINX	922 125	10/27/2014	08/26/13	Purchase	\$ 61,929.92	\$ 61,118.45	STOCK QUOTE (AVG HI/LO)
Henry Schien Inc	HSIC	50 000	10/27/2014	02/10/11	Purchase	\$ 3,314.00	\$ 5,894.00	STOCK QUOTE (AVG HI/LO)
Henry Schien Inc	HSIC	1 000	10/27/2014	03/02/11	Purchase	\$ 68.17	\$ 117.88	STOCK QUOTE (AVG HI/LO)
Home Depot Inc	HD	61 000	10/27/2014	05/16/13	Purchase	\$ 4,724.24	\$ 5,806.90	STOCK QUOTE (AVG HI/LO)

**2014 Schedule B - Part II (Noncash Property)**

**Kelly Family Cuidiu Foundation Inc.**

Intel Corp	INTC	203 000	10/27/2014	03/30/12 Purchase	\$ 5,754.27	\$ 6,706.11	STOCK QUOTE (AVG HI/LO)
Intel Corp	INTC	1 000	10/27/2014	05/18/12 Purchase	\$ 26.41	\$ 33.04	STOCK QUOTE (AVG HI/LO)
Intel Corp	INTC	1 000	10/27/2014	12/19/12 Purchase	\$ 21.11	\$ 33.04	STOCK QUOTE (AVG HI/LO)
International Business Machines	IBM1	18 000	10/27/2014	01/13/12 Purchase	\$ 3,208.99	\$ 2,922.48	STOCK QUOTE (AVG HI/LO)
Johnson & Johnson	JNJ	83 000	10/27/2014	12/09/11 Purchase	\$ 5,351.84	\$ 8,602.12	STOCK QUOTE (AVG HI/LO)
JP Morgan Chase & Co	JPM	34 000	10/27/2014	02/10/11 Purchase	\$ 1,537.51	\$ 1,989.68	STOCK QUOTE (AVG HI/LO)
JP Morgan Chase & Co	JPM	1 000	10/27/2014	06/02/11 Purchase	\$ 41.84	\$ 58.52	STOCK QUOTE (AVG HI/LO)
JP Morgan Chase & Co	JPM	48 000	10/27/2014	07/20/11 Purchase	\$ 1,970.40	\$ 2,808.96	STOCK QUOTE (AVG HI/LO)
JP Morgan Chase & Co	JPM	1 000	10/27/2014	09/01/11 Purchase	\$ 37.33	\$ 58.52	STOCK QUOTE (AVG HI/LO)
JP Morgan Chase & Co	JPM	1 000	10/27/2014	07/20/12 Purchase	\$ 33.94	\$ 58.52	STOCK QUOTE (AVG HI/LO)
JP Morgan Chase & Co	JPM	26 000	10/27/2014	09/14/12 Purchase	\$ 1,175.25	\$ 1,521.52	STOCK QUOTE (AVG HI/LO)
JP Morgan Chase & Co	JPM	1 000	10/27/2014	12/19/12 Purchase	\$ 44.00	\$ 58.52	STOCK QUOTE (AVG HI/LO)
JP Morgan Chase & Co	JPM	26 000	10/27/2014	01/08/13 Purchase	\$ 1,173.12	\$ 1,521.52	STOCK QUOTE (AVG HI/LO)
Kraft Foods Group Inc	KRFT	52 000	10/27/2014	09/01/11 Purchase	\$ 1,912.11	\$ 2,960.10	STOCK QUOTE (AVG HI/LO)
Kraft Foods Group Inc	KRFT	74 000	10/27/2014	10/09/12 Purchase	\$ 3,414.34	\$ 4,212.45	STOCK QUOTE (AVG HI/LO)
McCormick & Co Inc	MKC	50 000	10/27/2014	02/10/11 Purchase	\$ 2,243.00	\$ 3,458.75	STOCK QUOTE (AVG HI/LO)
McCormick & Co Inc	MKC	19 000	10/27/2014	02/16/11 Purchase	\$ 866.03	\$ 1,314.33	STOCK QUOTE (AVG HI/LO)
McDonalds Corp	MCD	43 000	10/27/2014	09/15/11 Purchase	\$ 3,772.81	\$ 3,947.19	STOCK QUOTE (AVG HI/LO)
McKesson Corp	MCK	25 000	10/27/2014	02/10/11 Purchase	\$ 1,955.62	\$ 5,052.38	STOCK QUOTE (AVG HI/LO)
McKesson Corp	MCK	13 000	10/27/2014	03/02/11 Purchase	\$ 1,024.59	\$ 2,627.24	STOCK QUOTE (AVG HI/LO)
McKesson Corp	MCK	1 000	10/27/2014	08/29/11 Purchase	\$ 78.12	\$ 202.10	STOCK QUOTE (AVG HI/LO)
McKesson Corp	MCK	1 000	10/27/2014	01/13/12 Purchase	\$ 78.17	\$ 202.10	STOCK QUOTE (AVG HI/LO)
Merck & Co Inc	MRK	102 000	10/27/2014	01/13/12 Purchase	\$ 3,893.33	\$ 5,771.16	STOCK QUOTE (AVG HI/LO)
Metlife Inc	MET	22 000	10/27/2014	02/10/11 Purchase	\$ 1,033.78	\$ 1,121.01	STOCK QUOTE (AVG HI/LO)
Metlife Inc	MET	28 000	10/27/2014	03/02/11 Purchase	\$ 1,244.32	\$ 1,426.74	STOCK QUOTE (AVG HI/LO)
Metlife Inc	MET	27 000	10/27/2014	07/20/11 Purchase	\$ 1,106.73	\$ 1,375.79	STOCK QUOTE (AVG HI/LO)
Metlife Inc	MET	27 000	10/27/2014	01/08/13 Purchase	\$ 977.13	\$ 1,375.79	STOCK QUOTE (AVG HI/LO)
Microsoft Corp	MSFT	140 000	10/27/2014	01/13/12 Purchase	\$ 3,908.80	\$ 6,426.70	STOCK QUOTE (AVG HI/LO)
Morgan Stanley	MS	286 000	10/27/2014	09/14/12 Purchase	\$ 5,223.68	\$ 9,742.59	STOCK QUOTE (AVG HI/LO)
Neuberger Berman Emerg Mkts Equity	NEMIX	34 390	10/27/2014	12/19/11 Purchase	\$ 464.27	\$ 570.19	STOCK QUOTE (AVG HI/LO)
Neuberger Berman Emerg Mkts Equity	NEMIX	2,703 180	10/27/2014	11/13/12 Purchase	\$ 42,196.64	\$ 44,818.72	STOCK QUOTE (AVG HI/LO)
Neuberger Berman Emerg Mkts Equity	NEMIX	23 402	10/27/2014	12/17/12 Purchase	\$ 380.51	\$ 388.01	STOCK QUOTE (AVG HI/LO)
Neuberger Berman Emerg Mkts Equity	NEMIX	329 976	10/27/2014	03/19/13 Purchase	\$ 5,444.60	\$ 5,471.00	STOCK QUOTE (AVG HI/LO)
Neuberger Berman Emerg Mkts Equity	NEMIX	907 732	10/27/2014	08/26/13 Purchase	\$ 14,033.54	\$ 15,050.20	STOCK QUOTE (AVG HI/LO)
Nike Inc	NKE	68 000	10/27/2014	07/01/11 Purchase	\$ 3,071.22	\$ 6,195.14	STOCK QUOTE (AVG HI/LO)
Nucor Corp	NUE	74 000	10/27/2014	05/16/13 Purchase	\$ 3,340.67	\$ 3,867.61	STOCK QUOTE (AVG HI/LO)
Occidental Pete Corp	OXY	1 000	10/27/2014	05/18/12 Purchase	\$ 81.19	\$ 86.91	STOCK QUOTE (AVG HI/LO)
Oracle Corp	ORCL	118 000	10/27/2014	03/02/11 Purchase	\$ 3,744.13	\$ 4,547.13	STOCK QUOTE (AVG HI/LO)
Oracle Corp	ORCL	1 000	10/27/2014	07/28/11 Purchase	\$ 30.71	\$ 38.54	STOCK QUOTE (AVG HI/LO)
Oracle Corp	ORCL	1 000	10/27/2014	12/21/11 Purchase	\$ 28.40	\$ 38.54	STOCK QUOTE (AVG HI/LO)
Oracle Corp	ORCL	1 000	10/27/2014	08/07/12 Purchase	\$ 31.52	\$ 38.54	STOCK QUOTE (AVG HI/LO)
Pfizer Inc	PFE	179 000	10/27/2014	01/13/12 Purchase	\$ 3,909.34	\$ 5,205.32	STOCK QUOTE (AVG HI/LO)
Praxair Inc	PX	38 000	10/27/2014	12/21/11 Purchase	\$ 3,988.78	\$ 4,784.77	STOCK QUOTE (AVG HI/LO)
Priceline Group Inc	PCLN	4 000	10/27/2014	02/10/11 Purchase	\$ 1,821.04	\$ 4,547.24	STOCK QUOTE (AVG HI/LO)
Priceline Group Inc	PCLN	2 000	10/27/2014	03/02/11 Purchase	\$ 892.40	\$ 2,273.62	STOCK QUOTE (AVG HI/LO)
Proctor & Gamble Co	PG	102 000	10/27/2014	09/15/11 Purchase	\$ 6,354.60	\$ 8,736.81	STOCK QUOTE (AVG HI/LO)
Qualcomm Inc	QCOM	45 000	10/27/2014	02/10/11 Purchase	\$ 2,568.60	\$ 3,404.25	STOCK QUOTE (AVG HI/LO)
Qualcomm Inc	QCOM	26 000	10/27/2014	05/19/11 Purchase	\$ 1,486.94	\$ 1,966.90	STOCK QUOTE (AVG HI/LO)
Qualcomm Inc	QCOM	31 000	10/27/2014	07/20/11 Purchase	\$ 1,787.15	\$ 2,345.15	STOCK QUOTE (AVG HI/LO)
Qualcomm Inc	QCOM	1 000	10/27/2014	07/28/11 Purchase	\$ 54.74	\$ 75.65	STOCK QUOTE (AVG HI/LO)
Qualcomm Inc	QCOM	1 000	10/27/2014	01/13/12 Purchase	\$ 56.31	\$ 75.65	STOCK QUOTE (AVG HI/LO)
Qualcomm Inc	QCOM	1 000	10/27/2014	05/18/12 Purchase	\$ 57.38	\$ 75.65	STOCK QUOTE (AVG HI/LO)
Republic Services Inc	RSG	139 000	10/27/2014	12/21/11 Purchase	\$ 3,722.32	\$ 5,451.58	STOCK QUOTE (AVG HI/LO)
Riverpark/Wedgewood Fund	RWGIX	2,992 563	10/27/2014	03/19/13 Purchase	\$ 43,481.94	\$ 55,123.01	STOCK QUOTE (AVG HI/LO)
Royce Premier Fund	RYPRX	9 836	10/27/2014	12/08/11 Purchase	\$ 180.88	\$ 211.18	STOCK QUOTE (AVG HI/LO)
Royce Premier Fund	RYPRX	293 003	10/27/2014	12/08/11 Purchase	\$ 5,388.32	\$ 6,290.77	STOCK QUOTE (AVG HI/LO)
Royce Premier Fund	RYPRX	742 381	10/27/2014	09/19/12 Purchase	\$ 15,055.49	\$ 15,938.92	STOCK QUOTE (AVG HI/LO)
Royce Premier Fund	RYPRX	45 077	10/27/2014	12/06/12 Purchase	\$ 848.80	\$ 967.80	STOCK QUOTE (AVG HI/LO)

**2014 Schedule B - Part II (Noncash Property)**

**Kelly Family Cuidiu Foundation Inc.**

Royce Premier Fund	RYPRX	277 301	10/27/2014	12/06/12 Purchase	\$ 5,217.82	\$ 5,953.65 STOCK QUOTE (AVG HI/LO)
Royce Premier Fund	RYPRX	7 062	10/27/2014	12/06/12 Purchase	\$ 132.97	\$ 151.62 STOCK QUOTE (AVG HI/LO)
Royce Premier Fund	RYPRX	13 136	10/27/2014	12/28/12 Purchase	\$ 247.61	\$ 282.03 STOCK QUOTE (AVG HI/LO)
Royce Premier Fund	RYPRX	284 414	10/27/2014	02/21/13 Purchase	\$ 5,676.90	\$ 6,106.37 STOCK QUOTE (AVG HI/LO)
T Rowe Price Group Inc	TROW	20 000	10/27/2014	02/10/11 Purchase	\$ 1,360.00	\$ 1,553.70 STOCK QUOTE (AVG HI/LO)
T Rowe Price Group Inc	TROW	25 000	10/27/2014	03/02/11 Purchase	\$ 1,627.75	\$ 1,942.13 STOCK QUOTE (AVG HI/LO)
T Rowe Price Group Inc	TROW	23 000	10/27/2014	07/20/11 Purchase	\$ 1,332.39	\$ 1,786.76 STOCK QUOTE (AVG HI/LO)
T Rowe Price Group Inc	TROW	1 000	10/27/2014	09/01/11 Purchase	\$ 53.33	\$ 77.69 STOCK QUOTE (AVG HI/LO)
T Rowe Price Group Inc	TROW	1 000	10/27/2014	07/20/12 Purchase	\$ 61.55	\$ 77.69 STOCK QUOTE (AVG HI/LO)
Thermo Fisher Scientific Inc	TMO	24 000	10/27/2014	02/10/11 Purchase	\$ 1,366.08	\$ 2,823.00 STOCK QUOTE (AVG HI/LO)
Thermo Fisher Scientific Inc	TMO	42 000	10/27/2014	03/02/11 Purchase	\$ 2,334.36	\$ 4,940.25 STOCK QUOTE (AVG HI/LO)
Thermo Fisher Scientific Inc	TMO	1 000	10/27/2014	05/11/12 Purchase	\$ 53.58	\$ 117.63 STOCK QUOTE (AVG HI/LO)
United Parcel Service Inc	UPS	61 000	10/27/2014	12/21/11 Purchase	\$ 4,416.29	\$ 6,179.61 STOCK QUOTE (AVG HI/LO)
United Technologies Corp	UTX	11 000	10/27/2014	02/10/11 Purchase	\$ 932.25	\$ 1,142.85 STOCK QUOTE (AVG HI/LO)
United Technologies Corp	UTX	21 000	10/27/2014	03/02/11 Purchase	\$ 1,728.30	\$ 2,181.80 STOCK QUOTE (AVG HI/LO)
United Technologies Corp	UTX	33 000	10/27/2014	10/06/11 Purchase	\$ 2,286.53	\$ 3,428.54 STOCK QUOTE (AVG HI/LO)
United Technologies Corp	UTX	22 000	10/27/2014	12/21/11 Purchase	\$ 1,611.50	\$ 2,285.69 STOCK QUOTE (AVG HI/LO)
United Technologies Corp	UTX	1 000	10/27/2014	12/19/12 Purchase	\$ 82.97	\$ 103.90 STOCK QUOTE (AVG HI/LO)
Verizon Communications Inc	VZ	102 000	10/27/2014	01/13/12 Purchase	\$ 3,948.42	\$ 5,011.77 STOCK QUOTE (AVG HI/LO)
Walt Disney Co	DIS	44 000	10/27/2014	03/02/11 Purchase	\$ 1,905.07	\$ 3,899.06 STOCK QUOTE (AVG HI/LO)
Walt Disney Co	DIS	1 000	10/27/2014	06/02/11 Purchase	\$ 40.20	\$ 88.62 STOCK QUOTE (AVG HI/LO)
Walt Disney Co	DIS	53 000	10/27/2014	07/20/11 Purchase	\$ 2,092.97	\$ 4,696.60 STOCK QUOTE (AVG HI/LO)
Walt Disney Co	DIS	1 000	10/27/2014	09/29/11 Purchase	\$ 30.69	\$ 88.62 STOCK QUOTE (AVG HI/LO)
Wells Fargo Co	WFC	142 000	10/27/2014	09/14/12 Purchase	\$ 5,130.63	\$ 7,268.27 STOCK QUOTE (AVG HI/LO)
Wells Fargo Co	WFC	27 000	10/27/2014	01/08/13 Purchase	\$ 932.52	\$ 1,382.00 STOCK QUOTE (AVG HI/LO)
XL Group PLC	XL	56 000	10/27/2014	02/16/11 Purchase	\$ 1,304.53	\$ 1,839.32 STOCK QUOTE (AVG HI/LO)
XL Group PLC	XL	95 000	10/27/2014	03/02/11 Purchase	\$ 2,145.98	\$ 3,120.28 STOCK QUOTE (AVG HI/LO)
XL Group PLC	XL	1 000	10/27/2014	06/02/11 Purchase	\$ 22.97	\$ 32.85 STOCK QUOTE (AVG HI/LO)
XL Group PLC	XL	80 000	10/27/2014	07/20/11 Purchase	\$ 1,707.20	\$ 2,627.60 STOCK QUOTE (AVG HI/LO)
XL Group PLC	XL	1 000	10/27/2014	12/21/11 Purchase	\$ 23.22	\$ 32.85 STOCK QUOTE (AVG HI/LO)
XL Group PLC	XL	1 000	10/27/2014	08/07/12 Purchase	\$ 21.51	\$ 32.85 STOCK QUOTE (AVG HI/LO)
Zions Bancorp	ZION	175 000	10/27/2014	09/14/12 Purchase	\$ 3,738.34	\$ 4,821.25 STOCK QUOTE (AVG HI/LO)

**Totals** **\$ 663,042.26** **\$ 853,972.34**

**TOTAL NON CASH KELLY FAMILY CUIDIU FOUNDATION GIFT 2014** **\$ 778,738.13** **\$ 1,026,116.19**