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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation LORA L. AND MARTIN N. KELLEY FAMILY FOUNDATION TRUST		A Employer identification number 47-6174269
Number and street (or P.O. box number if mail is not delivered to street address) 405 14TH STREET	Room/suite 809	B Telephone number 510-834-2995
City or town, state or province, country, and ZIP or foreign postal code OAKLAND, CA 94612		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 22,348,318.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		581,991.	581,991.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,727,574.			
b Gross sales price for all assets on line 6a		16,041,931.			
7 Capital gain net income (from Part IV, line 2)			1,727,574.		
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)					
11 Other income		5,615.	5,615.		STATEMENT 2
12 Total. Add lines 1 through 11		2,315,180.	2,315,180.		
13 Compensation of officers, directors, trustees, etc.		52,500.	26,250.		26,250.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		126.	0.		126.
b Accounting fees STMT 4		3,035.	1,518.		1,517.
c Other professional fees STMT 5		215,065.	175,832.		39,233.
17 Interest					
18 Taxes STMT 6		31,081.	7,283.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		19,314.	3,863.		15,451.
22 Printing and publications					
23 Other expenses STMT 7		10,063.	1,773.		8,290.
24 Total operating and administrative expenses. Add lines 13 through 23		331,184.	216,519.		90,867.
25 Contributions, gifts, grants paid		971,413.			971,413.
26 Total expenses and disbursements. Add lines 24 and 25		1,302,597.	216,519.		1,062,280.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,012,583.			
b Net investment income (if negative, enter -0-)			2,098,661.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end of year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	91,890.	1,111,613.	1,111,613.
	2 Savings and temporary cash investments	617,632.	502,860.	502,860.
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 8	0.	562,733.	565,596.
	b Investments - corporate stock STMT 9	16,839,563.	16,588,609.	19,678,802.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment: basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10		390,797.	184,615.	89,447.
14 Land, buildings, and equipment; basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 11)		400,000.	400,000.	400,000.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		18,339,882.	19,350,430.	22,348,318.
17 Accounts payable and accrued expenses		2,803.	768.	
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	2,803.	768.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	18,337,079.	19,349,662.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	18,337,079.	19,349,662.	
	31 Total liabilities and net assets/fund balances	18,339,882.	19,350,430.	

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)	18,337,079.
2 Enter amount from Part I, line 27a	1,012,583.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	19,349,662.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	19,349,662.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES			
b ECOTRUST INVESTMENT	P	11/30/13	09/30/14
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 15,582,271.		13,923,560.	1,658,711.
b 459,660.		390,797.	68,863.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,658,711.
b			68,863.
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,727,574.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	942,164.	20,422,455.	.046134
2012	963,717.	19,245,975.	.050074
2011	974,948.	19,536,007.	.049905
2010	753,267.	17,836,340.	.042232
2009	286,125.	15,297,265.	.018704

2 Total of line 1, column (d)	2	.207049
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	.041410
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	21,421,145.
5 Multiply line 4 by line 3	5	887,050.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,987.
7 Add lines 5 and 6	7	908,037.
8 Enter qualifying distributions from Part XII, line 4	8	1,062,280.

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.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	20,987.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	20,987.
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	20,987.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	14,232.	
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	14,232.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	4.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	6,759.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
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. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OR		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► COMMON COUNSEL FOUNDATION Telephone no. ► (510) 834-2995 Located at ► 405 FOURTEENTH STREET, SUITE 809, OAKLAND, CA ZIP+4 ► 94612			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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 the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ► , , ,	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No	
b If "Yes," did it have excess business holdings in 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	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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)?

N/A
▶ ☐

5b

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?

N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		52,500.	0.	0.

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

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

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

▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	1a	20,046,509.
b Average of monthly cash balances	1b	1,611,399.
c Fair market value of all other assets	1c	89,447.
d Total (add lines 1a, b, and c)	1d	21,747,355.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	21,747,355.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	326,210.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,421,145.
6 Minimum investment return. Enter 5% of line 5	6	1,071,057.

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		1,071,057.
2a Tax on investment income for 2014 from Part VI, line 5	2a	20,987.
b Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	20,987.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,050,070.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,050,070.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,050,070.

Part XII**Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,062,280.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,062,280.
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	5	20,987.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,041,293.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,050,070.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			895,569.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 1,062,280.				
a Applied to 2013, but not more than line 2a			895,569.	
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 2014 distributable amount				166,711.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				883,359.
7 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)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 2014, enter the date of the ruling ▶ _____

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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:

LORA L. AND MARTIN N. KELLEY

Form 990-PF (2014)

FAMILY FOUNDATION TRUST

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
Name and address (home or business)				
a Paid during the year				
ADELANTE MUJERES 2036 MAIN STREET, SUITE A FOREST GROVE, OR 97116		PC	TO PROVIDE HOLISTIC EDUCATIONAL AND EMPOWERMENT OPPORTUNITIES TO LOW-INCOME LATINA	5,000.
AMERICAN CHEMICAL SOCIETY DEPARTMENT OF SUSTAINABLE BIOMATERIALS BLACKSBURG, VA 24061		PC	SUPPORT THE STUDENTS AND THE CELL PROGRAM AT THE 2015 AMERICAN CHEMICAL SOCIETY MEETING IN DENVER	5,000.
CHILDRENS INSTITUTE 1441 S.W. MORRISON STREET, SUITE 205 PORTLAND, OR 97205		PC	TO SUPPORT ITS RURAL AND HEALTH RELATED PROGRAMS FOR CHILDREN, NEWBORN TO AGE 8	75,000.
COMMON COUNSEL FOUNDATION 405 14TH STREET, SUITE 809 OAKLAND, CA 94612		PC	TO SUPPORT GRASSROOTS EXCHANGE FUND	5,000.
COMMUNITY HEALTH PARTNERS 126 SOUTH MAIN LIVINGSTON, MT 59047		PC	TO SUPPORT THE PARENTS AS TEACHERS PROGRAM WITHIN THE MONTANA FUNDER COLLABORATIVE'S MONTANA EARLY	10,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				971,413.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST - UBS INVESTMENTS	581,991.	0.	581,991.	581,991.	
TO PART I, LINE 4	581,991.	0.	581,991.	581,991.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME - PROGRAM RELATED INVESTMENT	5,615.	5,615.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,615.	5,615.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
THEDE CULPEPPER, LLP - LEGAL FEES	126.	0.		126.
TO FM 990-PF, PG 1, LN 16A	126.	0.		126.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GARY MCGEE & CO. LLP - ACCOUNTING FEES	3,035.	1,518.		1,517.
TO FORM 990-PF, PG 1, LN 16B	3,035.	1,518.		1,517.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMON COUNSEL ADMINISTRATIVE FEES	35,000.	0.		35,000.
UBS - INVESTMENT MANAGEMENT FEES	175,832.	175,832.		0.
JULIA KILTROSS - CONSULTING FEES	4,233.	0.		4,233.
TO FORM 990-PF, PG 1, LN 16C	215,065.	175,832.		39,233.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	7,283.	7,283.		0.
EXCISE TAX ON INVESTMENT INCOME	23,798.	0.		0.
TO FORM 990-PF, PG 1, LN 18	31,081.	7,283.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONFERENCES DUES, SUBSCRIPTIONS AND LICENSES	4,209.	842.		3,367.
INSURANCE	1,235.	247.		988.
BOARD-RELATED EXPENSES	1,200.	240.		960.
OFFICE EXPENSES	460.	92.		368.
OREGON CHARITY REGISTRATION FEES	1,759.	352.		1,407.
	1,200.	0.		1,200.
TO FORM 990-PF, PG 1, LN 23	10,063.	1,773.		8,290.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. TREASURY NOTE	X		562,733.	565,596.
TOTAL U.S. GOVERNMENT OBLIGATIONS			562,733.	565,596.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			562,733.	565,596.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES - SEE ATTACHMENT A	11,320,720.	14,155,137.
FIXED INCOME - SEE ATTACHMENT A	1,392,209.	1,399,506.
HEDGE FUNDS - SEE ATTACHMENT A	1,048,249.	1,066,966.
CLOSED END FUNDS AND EXCHANGE TRADED - SEE ATTACH A	1,913,381.	1,961,146.
OTHER - SEE ATTACHMENT A	914,050.	1,096,047.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,588,609.	19,678,802.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ECOTRUST FORESTS II, LLC	COST	184,615.	89,447.
TOTAL TO FORM 990-PF, PART II, LINE 13		184,615.	89,447.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM-RELATED INVESTMENT - CRAFT3	200,000.	200,000.	200,000.
PROGRAM-RELATED INVESTMENT - RSF	200,000.	200,000.	200,000.
TO FORM 990-PF, PART II, LINE 15	400,000.	400,000.	400,000.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CRAIG KELLEY 405 14TH STREET, SUITE 809 OAKLAND, CA 94612	BOARD CHAIR 10.00	30,500.	0.	0.
MARK KELLEY 405 14TH STREET, SUITE 809 OAKLAND, CA 94612	TREASURER 6.00	5,500.	0.	0.
STEVE KELLEY 405 14TH STREET, SUITE 809 OAKLAND, CA 94612	SECRETARY 4.00	5,500.	0.	0.
KAREN KELLEY 405 14TH STREET, SUITE 809 OAKLAND, CA 94612	TRUSTEE 4.00	5,500.	0.	0.
KENT KELLEY 405 14TH STREET, SUITE 809 OAKLAND, CA 94612	TRUSTEE 4.00	5,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		52,500.	0.	0.

The Lora L. and Martin N. Kelley Family Foundation Trust
 EIN 47-6174269
 2014 Form 990-PF
 Part II, Line 10B - Investments - corporate stock

Security Name	Cost Basis	Fair Market Value
3M CO	39,886	81,503
3M CO	54,377	98,592
3M CO	22,642	43,545
A P MOLLAR-MAERSK AS UNSPON ADR	28,088	23,560
A&Q MULTI-STRATEGY FUND	1,048,248	1,066,967
ABAXIS INC	10,685	11,821
ABBEY CAPITAL MULTI-MANAGER FUND LTD	510,050	653,981
ABBOTT LABS	51,035	62,038
ABBOTT LABS	8,322	15,757
ABBVIE INC COM	8,947	22,708
ABBVIE INC NTS BE	13,048	13,063
ABERDEEN ASSET MGMT PLC UNSPONSORED ADR	11,481	11,479
ABERDEEN GTR CHINA FD INC	19,528	16,901
ABERDEEN SINGAPORE FD INC	7,305	5,805
ACCENTURE PLC IRELAND CL A	68,248	89,310
ACE LTD CHF	13,481	25,503
ACME UNTD CORP	10,828	23,988
ACORDA THERAPEUTICS INC	37,961	44,099
AEGION CORP	19,893	19,541
AIA GROUP LTD	17,676	20,030
AKORN INC	27,530	26,100
ALLIANCE BERNSTEIN INCOME FUND	244,947	250,992
ALLIANCE DATA SYSTEMS CORP	48,084	58,354
ALNYLAM PHARMACEUTICALS INC	25,852	31,234
AMAZON COM INC	33,190	29,483
AMER EXPRESS CO	33,884	34,890
AMER EXPRESS CO	15,181	30,331
AMER EXPRESS CRDT CORP NTS BE	21,665	21,784
AMERICAN EXPRESS CO	74,551	120,487
AMERICAN EXPRESS CRD CORP NTS	25,651	25,726
AMERICAN TOWER CORP REIT	9,627	12,060
AMERICAN WATER WORKS CO INC NEW	31,606	74,620
AMETEK INC	33,564	34,210
ANHEUSER-BUSCH INBEV WOR	19,119	19,104
APOGEE ENTERPRISES INC	25,682	27,074
APPLE INC	60,970	154,532
APPLE INC	26,081	37,198
APPLE INC NTS BE	15,017	15,058
APPLIED MATERIALS INC	30,874	40,669
AVIVA PLC SPON ADR	19,157	18,312
BANCO BILBAO VIZCAYA	19,321	14,968
BANCO SANTANDER SA SPON ADR	22,825	21,058
BANK OF AMER CORP BE	28,437	28,538
BARD C R INC	37,004	62,483
BAXTER INTL INC	21,609	22,720
BAXTER INTL INC BE	11,182	11,219
BBCN BANCORP INC COM	25,880	22,447
BCB HOLDINGS LTD	17,940	935
BECTON DICKINSON & CO	45,656	86,558
BECTON DICKINSON & CO.	30,746	55,664
BERKSHIRE HATHAWAY INC BE	15,368	15,437
BG GROUP PLC SON ADR	33,597	26,052
BHP BILLITON LTD SPON ADR	26,098	17,934
BIO RAD LABORATORIES INC CL A	19,779	17,963
BIOMERIE INC	45,782	50,918
BK OF NOVA SCOTIA NTS BE	25,783	25,938
BK OF NY MELLON CORP BE	9,936	9,952
BLACKBAUD INC	26,410	27,427
BLACKHAWK NETWORK HOLDINGS INC	25,874	29,449

BLACKROCK CORE BOND TRUST	187,853	197,380
BLACKROCK CREDIT ALLOCATION	99,155	93,670
BLACKROCK INCOME TRUST INC	121,997	120,320
BLACKROCK MUN TARGET TERM TR	67,417	81,867
BNP PARIBAS MED TERM NTS	10,054	10,153
BORGWARNER INC	37,692	51,983
BOSTON COMMON INTERNATIONAL FUND CLASS	1,781,217	1,712,871
BP CAPITAL MARKETS PLC BE	9,126	9,100
BRAMBLES LTD ADR	17,020	17,744
BRISTOL MYERS SQUIBB CO	30,943	73,906
BROADCOM CORP CL A	25,207	35,271
CALIFORNIA RESOURCES CORP	1,180	882
CALLIDUS SOFTWARE INC	10,772	10,663
CAMPBELL MULTI-STRATEGY TRUST	404,000	442,066
CAPITAL ONE FINCL CORP BE	14,054	14,124
CARREFOUR SA SPON ADR	10,899	18,355
CASH AMER INTL INC	7,982	15,834
CATERPILLAR FINANCIAL SE NTS BE	10,953	10,969
CATHAY PAC AIRWAYS LTD	10,784	11,939
CENTENE CORP	22,832	33,647
CENTL GARDEN & PET CO	9,646	14,926
CHECK POINT SOFTWARE TECH LTD	20,522	35,357
CHEVRON CORP	46,836	62,821
CHIMERIX INC	19,426	28,544
CHINA PHARMA HOLDINGS INC	7,744	1,200
CHUBB CORP	22,775	45,216
CHURCH AND DWIGHT CO INC	47,920	61,078
CIMAREX ENERGY CO	19,744	27,030
CISCO SYSTEMS INC NTS	27,576	28,036
CISCO SYSTEMS INC NTS	15,046	15,060
CITIGROUP INC	50,795	55,355
CITIGROUP INC	13,543	15,368
CITIGROUP INC NTS BE	20,365	20,366
CITIGROUP INC NTS BE	19,948	20,062
CITRIX SYSTEMS INC	49,344	44,022
CJECI POINT SOFTWARE TECH LTD ILS	26,229	30,957
CME GROUP INC	20,149	24,290
COCA COLA CO COM	10,493	15,157
COLGATE PALMOLIVE CO	67,502	86,488
COMCAST CORP NEW SPECIAL CL A	47,648	73,108
COMPANHIA DE SANEAMENTO BASICO DO ESTADO DE SAO PAULO ADS SPON ADR	21,278	28,305
COMPASS GROUP PLC SPON ADR	25,576	26,361
COMSCORE INC	19,821	24,051
CONOCOPHILLIPS	16,977	26,036
COOPER COMPANIES INC NEW	47,999	48,627
CORE LABORATORIES N V EUR	30,602	36,102
CORE-MARK HLDG CO INC	16,111	16,164
COSTCO WHOLESALE CORP	47,495	58,401
COSTCO WHOLESALE CORP	65,620	94,264
CRAWFORD & CO. CL A	13,106	25,710
CSX CORP BE	15,844	15,922
CUSTOMERS BANCORP INC	22,665	24,617
CUTWATER SELECT INCOME FUND	109,797	116,543
CVS CAREMARK CORP NTS	11,050	11,040
CVS HEALTH CORP	41,122	52,971
CYRUSONE INC REIT	16,246	17,770
DANAHER CORP	66,677	117,851
DECKERS OUTDOOR CORP	16,447	16,114
DEUTSCHE BANK AG LONDON NTS BE	9,229	9,333
DIAGEO PLC NEW GB SPON ADR	17,639	28,523
DIGITAL REALTY TRUST INC REIT	19,588	24,266
DISCOVER FINANCIAL SERVICES	10,760	36,020
DISCOVERY COMMUNICATIONS INC	46,588	41,307
DOMINION RESOURCES INC VA NEW	26,981	47,986
DONALDSON CO INC	30,650	34,767
DORCHESTER SC GROWTH SD	30,044	30,148

DOW CHEMICAL	15,010	19,475
DR PEPPER SNAPPLE GROUP INC NTS BE	9,206	9,302
DSW INC CL A	41,300	40,098
DU PONT DE NEMOURS	36,726	68,468
DUKE ENERGY CORP NEW	17,993	22,138
DUKE ENERGY CORP NTS BE	10,072	10,068
EAST WEST BANCORP INC	28,156	36,775
EBAY INC	89,563	96,695
EBAY INC NTS BE	10,038	9,986
ECO LAB INC NTS BE	15,044	15,098
ECOLAB INC	28,739	41,808
EMC CORP MASS	27,653	40,149
EMERSON ELECTRIC CO	55,590	67,903
ENANTA PHARMACEUTICALS INC	25,765	32,595
ENOVA INTL INC	7,958	14,246
ESSEX RENT CORP	3,497	1,452
EURONET WORLDWIDE INC	9,098	11,529
EXPRESS SCRIPTS HLDG CO	29,504	46,569
EXXON MOBILE CORP	50,016	69,522
EZ CORP INC NON VTG CL A	24,507	26,144
FACTSET RESH SYSTEMS INC	36,965	56,300
FEDERAL AGRICULTURAL MTG CORP CL C NON VTG	24,921	42,476
FEDERATED ENHANCED TREAS	74,662	77,922
FHLB BOND	80,104	80,256
FIESTA RESTAURANT GROUP INC	15,762	17,571
FIFTH THIRD BANCORP	22,636	29,299
FIRST TR INTER DURATION PFD	113,331	124,905
FMC TECHNOLOGIES INC	41,207	46,840
FNMA PL 357623	1,611	1,705
FNMA PL 725866	5,996	6,794
FNMA PL 735060	6,668	7,366
FNMA PL 765232	5,020	5,304
FNMA PL 794920	5,934	6,593
FNMA PL 800232	7,134	8,017
FNMA PL 805878	3,518	3,934
FNMA PL SF782069	2,945	3,105
FORD MOTOR CO COM NEW	20,877	21,065
FORT DEARBORN INCOME SEC INC	100,145	98,980
GEN MILLS INC	10,408	14,932
GENL ELEC CAP CORP MED TERM NTS	27,820	28,417
GENL ELECTRIC CO	67,450	79,221
GENWORTH FINANCIAL INC CL A	21,929	20,400
G-III APPAREL GROUP LTD	14,176	17,778
GILEAD SCIENCES INC	8,249	9,332
GOLDMAN SACHS GROUP INC	21,888	23,260
GOLDMAN SACS GROUP INC BE	20,587	20,812
GOOGLE INC CL A	26,063	46,167
GOOGLE INC CL C	25,983	45,797
GRAINGER W W INC	65,898	77,232
GRAINGER W W INC	63,083	82,839
GREENBRIER COS INC	26,386	21,814
HANMI FINL CORP COM NEW	21,856	15,005
HAWAII ST HWY	40,047	40,175
HEIDLEBERGCEMENT AG SHS ORD EUR	33,538	31,938
HERMAN MILLER INC	31,520	39,524
HFF INC CL A	33,351	34,627
HINO MOTORS LTD ADR ADR	16,380	17,466
HOME DEPOT INC	48,311	91,114
HONEYWELL INTL INC	21,924	35,172
HUDSON PAC PPTYS INC COM	16,196	18,667
ICON PLC EUR	30,612	27,586
IDEXX LABS	23,304	37,068
INDIANA BD BK	40,163	40,363
INFOBLOX INC	22,142	24,434
INNOSPEC INC	3,906	38,430
INTEL CORP	44,752	62,455

INTEL CORP NTS BE	20,611	21,138
INTERCONTINENT ALEX CHANGE GROUP	62,051	77,190
INTESA SANPAOLO SPON ADR	19,216	17,909
INTL BUSINESS MACH	23,697	28,398
INTL PAPER CO	28,485	32,041
INTUIT	56,410	83,893
INVENTURE FOODS INC COM	9,984	50,960
ISHARES 1-3 TREAS BOND ETF	101,420	101,340
JABIL CIRCUIT INC	34,202	40,669
JAPAN SMALLER CAPITALIZATION	17,496	19,286
JETBLUE AIRWAYS CORP	31,214	42,346
JINPAN INTL LTD	21,822	15,675
JOHN DEERE CPTL CORP NTS BE	17,049	17,077
JOHNSON & JOHNSON COM	28,902	45,383
JOHNSON CONTROLS INC	17,016	19,819
JOHNSON CONTROLS INC BE	15,151	15,430
JP MORGAN CHASE & CO NTS BE	30,043	30,152
JPMORGAN CHASE & CO	75,029	108,514
KAO CORP REPSTG 10 SHS COM SPON ADR	12,760	15,404
KDDI CORP ADR	35,559	38,647
KELLOGG CO	12,035	12,049
KNIGHT TRANSPORTATION INC	25,624	30,900
KROGER COMPANY	21,906	26,326
LEVEL 3 COMMUNICATIONS INC	27,652	32,146
LEXICON PHARMACEUTICALS INC	26,229	17,316
LILLY ELI & CO	32,957	38,358
LOCKHEED MARTIN CORP	20,267	26,190
LUNDIN PETROLEUM AB SEK	21,036	15,771
MACY'S INC	22,663	25,906
MALLINCKRODT PUB LTD CO	21,388	29,313
MARATHON OIL CORP	11,656	16,635
MARATHON PETROLEUM CO	7,460	26,356
MARRIOTT VACATIONS WORLDWIDE	24,643	28,996
MASTERCARD INC CL A	17,200	39,978
MATRIX SERVICE CO	16,480	33,480
MATTRESS FORM HLDG CORP	15,732	14,462
MCDONALDS CORP	37,947	48,724
MEAD JOHNSON NUTRITION CO COM STOCK	35,217	42,730
MEDIASET ESPANA COMUNICACION SA EUR	21,918	23,861
MEDTRONIC INC NTS BE	25,447	25,544
MELLANOX TECHNOLOGIES LTD ILS	19,330	20,980
MERCK & CO INC NEW COM	47,519	63,548
METLIFE INC	42,940	44,246
METLIFE INC	24,986	25,152
METLIFE INC NTS BE	22,750	22,758
METTLER-TOLEDO INTL	28,032	45,369
MFS INTERMARKET INCOME TRUST 1	117,660	117,594
MICROSOFT CORP	43,323	70,836
MICROSOFT CORP	42,852	61,082
MKS INSTRUMENTS INC	20,927	22,729
MONDELEZ INTL INC	25,287	29,096
MONMOUTH CNTY NJ IMPT A	40,000	39,856
MORGAN STANLEY	51,465	58,045
MORGAN STANLEY INCOME SECS INC	75,515	80,685
MORGAN STANLEY NTS BE	26,250	26,300
MOTOROLA SOLUTIONS INC	19,689	21,801
MULLICOM INTL CELLULAR SA NEW	13,827	24,336
MYLAN INC BE	15,028	14,944
NATURES SUNSHINE PRODS	16,144	34,827
NATUS MEDICAL INC DEL	16,337	18,885
NEW YORK NY CITY TRANSI	40,026	40,633
NEWELL RUBBERMAID INC	90,264	138,381
NEXT GROUP PLC ORD GBP	27,667	27,648
NEXTERA ENERGY INC COM	24,015	46,024
NIKE INC CL B	43,161	84,131
NOBLE ENERGY INC	59,723	56,205

NORDEA BANK SWED ADR	8,237	6,930
NORDSTROM INC	43,405	63,512
NORFOLK STHN CORP	1,824	2,192
NORTHEAST UTILITIES	74,508	87,773
NORTHEAST UTILITIES	13,804	26,492
NORTHROP GRUMMAN CORP	17,792	44,659
NOVARTIS AG SPON ADR	20,513	23,072
NOVOZYMES AS ADR	16,470	22,461
NOW INC COM	83,911	72,173
NUVEEN DIVIDEND ADVANTAGE MUNICIPAL FUND 3	82,744	86,221
NUVEEN MUNI ADVANTAGE FUND INC	54,899	56,006
NXP SEMICONDUCTORS N V COM EUR	22,642	30,025
O REILLEY AUTOMOTIVE INC	19,171	46,229
O REILLEY AUTOMOTIVE INC	41,758	86,679
OCCIDENTAL PETROLEUM CRP	32,846	32,405
OCEANEERING INTL INC	35,094	27,935
OMNICOM GROUP INC	46,740	73,597
OMV AG SPON ADR	21,465	14,841
ONTARIO PROV CDA NTS BE	19,054	19,065
ORACLE CORP	29,992	52,165
ORACLE CORP BE	24,222	24,484
OWENS ILLINOIS INC NEW	22,736	26,990
PACIRA PHARMACEUTICALS INC	8,790	10,196
PAJARO VLY CAL USD	40,526	41,276
PANASONIC CORP SPON ADR	14,507	18,867
PEBBLEBROOK HOTEL TR	11,561	14,191
PEPSICO INC	47,430	63,828
PEPSICO INC BE	25,058	25,114
PFIZER INC	47,860	62,580
PFIZER INC	9,090	9,223
PHILIP MORRIS INTL INC	13,395	20,037
PHILLIPS 66	5,224	13,408
PNC FINANCIAL SERVICES GROUP	30,188	34,029
PRAXAIR INC	27,611	49,751
PRAXAIR INC	49,145	64,780
PRAXAIR INC	21,795	34,204
PRAXAIR INC	24,761	24,616
PRAXAIR INC NTS BE	25,496	25,713
PREMIER INC CL A	25,394	27,930
PREMIER OIL PLC SPON ADR	21,520	10,090
PRGX GLOBAL INC	16,828	15,444
PRICE T ROWE GROUP INC	82,041	109,472
PROC TER & GAMBLE CO	49,006	63,763
PROCTOR & GAMBLE CO	50,370	66,040
PROCTOR & GAMBLE CO	33,399	38,713
PROGRESSIVE CORP OHIO	85,560	110,875
PRUDENTIAL FINANCIAL INC	32,265	44,868
PRUDENTIAL FINL INC NTS	14,016	14,268
PUBLICIS GROUPE SA NEW SPON ADR	26,280	25,832
QUALCOMM INC	29,074	28,468
QUALCOMM INC.	46,089	58,721
RABOBANK NEDERLAND BE	9,428	9,525
RAYTHEON CO NEW	37,354	70,960
RF MICRO DEVICES INC	20,907	25,914
RLJ LODGING TRUST SBI	17,810	20,520
ROBERT HALF INTL INC	69,639	96,093
ROCHE HLDG LTD SPONS ADR SWITZ ADR	38,495	64,411
ROCHE HLDG LTD SPONS ADR SWITZ ADR	37,175	33,990
ROCKDALE CNTY GA WTR	49,798	49,980
ROCK-TENN COMPANY CL A	21,906	24,636
ROSS STORES INC	57,506	94,260
ROYAL BANK OF CANADA CAD	5,600	5,940
ROYAL DSM N V SPON ADR	28,106	26,410
RYANAIR HOLDINGS PLC SPON ADR	37,040	56,731
SANOFI SPON ADR	43,218	36,716
SANOFI-AVENTIS	25,636	25,774

SAP SE SPON ADR	11,804	10,239
SCHLUMBERGER LTD NETHERLANDS ANTILLES	92,250	90,620
SCHLUMBERGER LTD NETHERLANDS ANTILLES	20,431	25,538
SCHNEIDER ELEC SE UNSPONSORED ADR	37,520	32,495
SEI INVESTMENTS CO	30,940	56,056
SEMPRA ENERGY	12,887	28,620
SERVICE SOURCE INTL	13,789	8,087
SHELL INTL FIN BE	10,092	10,109
SHIN ETSU CHEM CO LTD ADR	11,971	14,120
SHINER INTERNATIONAL INC	10,445	2,420
SKETCHERS USA INC CL A	30,983	29,559
SMUCKER J M CO NEW	51,411	61,699
SPECTRUM BRANDS HLDGS INC COM	22,579	24,590
SPIRIT AIRLINES INC	33,238	42,703
STARBUCKS CORP	24,138	24,615
STATE STREET CORP BE	25,690	25,839
STATOIL ASA BE	10,174	10,162
STATOIL ASA SPON ADR	27,655	18,737
STEALTHGAS INC	14,831	13,251
STERIS CORP	26,764	25,875
STRATEGIC HOTEL CAPTAIN INC REITS	24,070	26,910
STRYKER CORP	30,981	54,240
SUMITOMO MITSUI FINANCIAL SPON ADR	31,108	25,465
SUNTRUST BANKS INC	52,883	66,244
SUPER MICRO COMPUTER INC	15,969	19,428
SUTRON CORP	21,780	12,500
SWIFT ENERGY CO HOLDING CO	12,596	3,848
SYMANTEC CORP	21,183	26,373
SYNTEL INC	38,314	40,482
TAIWAN SEMICONDUCTOR MFG CO LTD ADR	29,147	34,711
TECK RESOURCES LTD CL B ORD CAD	12,188	7,052
TELLENOR ASA ADR	28,290	26,034
TERADATA COIRT NEW (DELA)	53,745	39,312
TEXAS INSTRUMENTS	71,726	130,615
TEXAS ROADHOUSE INC CL A	21,307	27,852
THERMO FISHER SCIENTIFIC INC	19,052	37,587
THK CO LTD ADR	24,767	26,034
TIMKEN CO	9,290	9,518
TIMKENSTEEL CORP COM	3,850	4,110
TJX COS INC NEW	77,089	96,081
TOKIO MARINE HOLDINGS INC SPON ADR	24,200	25,745
TORONTO DOMINION BK NEW CANADA CAD	23,289	26,996
TORONTO DOMINION BK NTS BE	25,669	25,900
TOTAL SA FRANCE SPON ADR	31,678	31,846
TOYOTA MOTOR CORP NEW JAPAN SPON ADR	18,103	25,723
TOYOTA MOTOR CRDT CORP	25,179	25,334
TOYOTA MOTOR CRDT CORP	14,948	15,000
TRAVELERS CO INC	25,364	53,031
TRINET GROUP INC	26,498	25,962
TUPPERWARE BRANDS CORP	12,512	37,800
TYCO INTL PLC	21,770	22,369
UNILEVER NV N Y SHS NEW	6,545	8,237
UNILEVER NV N Y SHS NEW NETHERLANDS SPON SPON ADR	73,569	83,038
UNION PACIFIC CORP	55,463	68,500
UNION PACIFIC CORP	27,960	39,432
UNITED PARCEL SERVICE INC CL B	25,114	32,684
UNITEDHEALTH GROUP INC	28,477	38,616
UNITIL CORP	8,970	16,502
UNIVERSAL ELECTRONICS INC	10,647	11,966
UNIVERSAL POWER GROUP INC	5,844	3,596
UNTD TECHNOLOGIES CORP	26,380	40,825
US BANCORP DEL NEW	84,216	93,496
US BANCORP DEL NEW	26,007	43,781
US BANCORP DEL NEW	55,534	61,716
US BANCORP NTS BE	9,260	9,344
VAIL RESORTS INC	23,851	25,881

VANGUARD BD INDEX FD INC TOTAL NOND MKT EFT	200,613	201,807
VASCO DATA SECURITY INTERNATIONAL INV	21,500	23,076
VCA INC	25,799	32,042
VENTAS REALTY LP NTS BE	17,112	17,143
VERIFONE SYSTEMS INC	18,963	21,055
VERINT SYSTEMS INC	19,732	21,447
VERIZON COMMUNICATIONS	16,441	16,485
VERIZON COMMUNICATIONS	13,333	13,384
VERIZON COMMUNICATIONS INC	39,660	65,258
VF CORP	10,822	34,679
VISA INC CL A	47,538	58,995
VISTEON CORP COM NEW	20,162	35,371
VODAFONE GROUP PLC NTS	11,869	11,851
VOLKSWAGEN A G REPSTG PREF DM	29,562	29,405
VOLT INFORMATION SCI	11,439	9,657
VOXX INTL CORP CL A	12,308	11,616
WABTEC INC	49,488	58,651
WAL MART STORES INC	16,031	25,420
WATERLOO INVT HOLDINGS	-	-
WATERS CORP	40,145	53,542
WELLS FARGO & CO NEW	54,984	91,330
WELLS FARGO & CO NTS BE	24,983	25,095
WELLS FARGO & CO NTS BE	19,602	19,543
WESTERN ASSET/CLAYMORE INFLATION LINKED OPPORTUNITIES & INC FUND	116,897	112,924
WESTFIELD CORP SPON ADR	10,203	7,928
WEYERHAEUSER CO	11,044	24,118
WHIRLPOOL CORP	22,532	30,611
WHOLE FOODS MARKET INC	33,181	42,857
WILLIAMS SONOMA INC	32,079	41,624
WILSHIRE BANCORP INC	26,517	27,351
ZELTIQ AESTHETICS INC	25,766	27,212
ZURICH INS GROUP LTD SPON ADR	20,038	20,892
	16,588,609	19,678,802

LORA L. AND MARTIN N. KELLEY
FAMILY FOUNDATION TRUST

47-6174269

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
COMMUNITY PLAYGROUND OF COLUMBIA P.O. BOX 1426 COLUMBIA, MO 65205		PC	TO SUPPORT PROGRAMS THAT DEVELOP SELF-KNOWLEDGE AND POSITIVE SELF-IMAGE OF YOUTH.	5,000.
DAVID DOUGLAS SCHOOL DISTRICT 1500 S.E. 130TH PORTLAND, OR 97233		PC	TO SUPPORT THE EARLY LEARNING WING AND NEIGHBORHOOD CENTER AT EARL BOYLES ELEMENTARY SCHOOL	25,000.
ECOTRUST FOOD & FARMS 721 N.W. NINTH AVENUE, SUITE 200 PORTLAND, OR 97209		PC	TO SUPPORT FOR ECOTRUST'S FOOD SYSTEM REFORM EFFORTS AND FOODHUB.	75,000.
EVANSTON REBUILDING WAREHOUSE 2101 DEMPSTER STREET EVANSTON, IL 60202		PC	TO PROMOTE THE REDUCTION OF WASTE IN LANDFILLS THROUGH SUSTAINABLE DECONSTRUCTION AND	10,000.
EXPONENT PHILANTHROPY 1720 N. STREET NW WASHINGTON, DC 20036		PC	TO CONTINUE SERVING MEMBER FOUNDATIONS NATIONWIDE.	1,000.
FAMILY PROMISE OF GREATER HELENA P.O. BOX 939 HELENA, MT 59624		PC	TO RETURN CHILDREN AND THEIR FAMILIES IN A HOMELESS SITUATION TO SUSTAINABLE INDEPENDENCE.	5,000.
FARMER FOODSHARE P.O. BOX 2873 CHAPEL HILL, NC 27515		PC	TO SUPPORT THE BUILDING OF HEALTHY COMMUNITY FOOD SYSTEMS	5,000.
FOOD BANK FOR CENTRAL AND NE MISSOURI 2101 VANDIVER DRIVE COLUMBIA, MO 65202		PC	TO SUPPORT THE BUDDY PACKS PROGRAM WHICH SEEKS TO REDUCE CHILD FOOD INSECURITY	40,000.
FRIENDS OF ZENGER FARM 11741 S.E. FOSTER ROAD PORTLAND, OR 97266		PC	TO SUPPORT THE CONSTRUCTION OF AN URBAN GRANGE, WHICH WILL BE A HUB FOR HEALTHY FOOD AND	50,000.
GOSW P.O. BOX 6381 PORTLAND, OR 97228		PC	TO SUPPORT A HEALTHY FUNDING COMMUNITY IN OREGON AND SOUTHWEST WASHINGTON; TO SUPPORT DESIGN AND	8,413.
Total from continuation sheets				871,413.

LORA L. AND MARTIN N. KELLEY
FAMILY FOUNDATION TRUST

47-6174269

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
GREATER CHICAGO FOOD DEPOSITORY 4100 W. ANN LURIE PL. CHICAGO, IL 60610		PC	GENERAL OPERATING SUPPORT	40,000.
LATINO NETWORK 240 N. BROADWAY, SUITE 214 PORTLAND, OR 97227		PC	TO SUPPORT THE JUNTOS APRENDEMOS PROGRAM	30,000.
MATTHEW 25 MINISTRIES MOUNTAINEER TURKEY STRUT 6165 LAWRENCE MILLER, MO 65707		PC	TO SUPPORT LOCAL MISSOURI CHARITIES THROUGH THE MOUNTAINEER TURKEY STRUT 5K RUN/WALK	1,000.
MISSION INVESTORS EXCHANGE 2101 FOURTH AVE., SUITE 650 SEATTLE, WA 98121		PC	GENERAL OPERATING SUPPORT	1,000.
MONTANA COMMUNITY FOUNDATION 1 N. LAST CHANCE GULCH, SUITE 1 HELENA, MT 59624		PC	TO SUPPORT THE ADVANCING EARLY CHILDHOOD EDUCATION ALLIANCE	10,000.
MOSAC P.O. BOX 7365 COLUMBIA, MO 65202		PC	TO SUPPORT THE MISSOURI LIGHTS ON AFTERSCHOOL GLOW 5K FUN MILE EVENT	5,000.
MYRNA LOY CENTER 15 N. EWING HELENA, MT 59601		PC	TO SUPPORT FILM AND THEATER SYSTEMS UPGRADES	5,000.
NATURE CONSERVANCY OF PORTLAND 821 S.E. 14TH AVENUE PORTLAND, OR 97214		PC	TO SUPPORT THE ORGANIZATION'S VOLUNTEER PROGRAM	25,000.
OREGON CHILDREN'S FOUNDATION 101 S.W. MARKET STREET PORTLAND, OR 97201		PC	TO CREATE A CONTINUUM OF CHILDREN'S LITERACY SUPPORT SERVICES IN WASHINGTON COUNTY, OREGON; AND TO PROVIDE	42,500.
OREGON COMMUNITY FOUNDATION 1221 S.W. YAMHILL, SUITE 100 PORTLAND, OR 97205		PC	TO SUPPORT A STATEWIDE NEEDS ASSESSMENT OF OREGON LIBRARIES; TO IMPROVE SCHOOL READINESS AND THIRD	178,000.
Total from continuation sheets				

LORA L. AND MARTIN N. KELLEY
FAMILY FOUNDATION TRUST

47-6174269

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
OREGON PEDIATRIC SOCIETY 4000 KRUSE WAY PLACE, SUITE 210 LAKE OSWEGO, OR 97035		PC	TO CREATE A CONTINUUM OF CHILDREN'S LITERACY SUPPORT SERVICES IN WASHINGTON COUNTY, OREGON	32,500.
OREGON PUBLIC BROADCASTING 7140 S.W. MACADAM PORTLAND, OR 97219		PC	GENERAL OPERATING SUPPORT	5,000.
PETTIS COUNTY COMMUNITY PARTNERSHIP 515 SOUTH KENTUCKY AVENUE SEDALIA, MO 65301		PC	TO SUPPORT A CONFERENCE BEING ORGANIZED BY PETTIS COUNTY COMMUNITY PARTNERSHIP	2,000.
PINCHOT INSTITUTE FOR CONSERVATION 1616 P STREET N.W., SUITE 100 WASHINGTON, DC 20036		PC	TO SUPPORT THE FIRST AGGREGATED (MULTI-LANDOWNER) FOREST CARBON CREDIT TRANSACTION IN THE	150,000.
PORTLAND PARKS FOUNDATION 506 S.W. SIXTH AVENUE, SUITE 100 PORTLAND, OR 97204		PC	TO SUPPORT A MOBILE CLIMBING WALL PROGRAM TO UNDERSERVED, FINANCIALLY DISADVANTAGED	5,000.
SALVATION ARMY 8495 S.E. MONTEREY AVE. #9 HAPPY VALLEY, OR 97086		PC	GENERAL OPERATING SUPPORT	5,000.
SOCIAL VENTURE PARTNERS PORTLAND 221 N.W. 2ND AVE. PORTLAND, OR 97209		PC	GENERAL OPERATING SUPPORT; SUPPORT FOR READY FOR KINDERGARTEN AND COMMUNITY EDUCATION WORKER	80,000.
WILLAMETTE PARTNERSHIP 4640 S.W. MACADAM, SUITE 50 PORTLAND, OR 97239		PC	TO SUPPORT THE NATURE AND HEALTH INITIATIVE; SUPPORT CONVENING HEALTH AND CONSERVATION LEADERS	30,000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - ADELANTE MUJERES

TO PROVIDE HOLISTIC EDUCATIONAL AND EMPOWERMENT OPPORTUNITIES TO
LOW-INCOME LATINA WOMEN AND THEIR FAMILIES

NAME OF RECIPIENT - COMMUNITY HEALTH PARTNERS

TO SUPPORT THE PARENTS AS TEACHERS PROGRAM WITHIN THE MONTANA FUNDER
COLLABORATIVE'S MONTANA EARLY CHILDHOOD INITIATIVE

NAME OF RECIPIENT - EVANSTON REBUILDING WAREHOUSE

TO PROMOTE THE REDUCTION OF WASTE IN LANDFILLS THROUGH SUSTAINABLE
DECONSTRUCTION AND RENOVATION BUILDING PRACTICES

NAME OF RECIPIENT - FRIENDS OF ZENGER FARM

TO SUPPORT THE CONSTRUCTION OF AN URBAN GRANGE, WHICH WILL BE A HUB FOR
HEALTHY FOOD AND COMMUNITY CONNECTION

NAME OF RECIPIENT - GOSW

TO SUPPORT A HEALTHY FUNDING COMMUNITY IN OREGON AND SOUTHWEST
WASHINGTON; TO SUPPORT DESIGN AND IMPLEMENTATION OF A 2020 STRATEGIC
PLAN

NAME OF RECIPIENT - OREGON CHILDREN'S FOUNDATION

TO CREATE A CONTINUUM OF CHILDREN'S LITERACY SUPPORT SERVICES IN
WASHINGTON COUNTY, OREGON; AND TO PROVIDE EVALUATION ON THE PROJECT

NAME OF RECIPIENT - OREGON COMMUNITY FOUNDATION

TO SUPPORT A STATEWIDE NEEDS ASSESSMENT OF OREGON LIBRARIES; TO
IMPROVE SCHOOL READINESS AND THIRD GRADE READING SCORES FOR CHILDREN

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - PINCHOT INSTITUTE FOR CONSERVATION

TO SUPPORT THE FIRST AGGREGATED (MULTI-LANDOWNER) FOREST CARBON CREDIT
TRANSACTION IN THE U.S.

NAME OF RECIPIENT - PORTLAND PARKS FOUNDATION

TO SUPPORT A MOBILE CLIMBING WALL PROGRAM TO UNDERSERVED, FINANCIALLY
DISADVANTAGED NEIGHBORHOODS

NAME OF RECIPIENT - SOCIAL VENTURE PARTNERS PORTLAND

GENERAL OPERATING SUPPORT; SUPPORT FOR READY FOR KINDERGARTEN AND
COMMUNITY EDUCATION WORKER PROGRAMS

NAME OF RECIPIENT - WILLAMETTE PARTNERSHIP

TO SUPPORT THE NATURE AND HEALTH INITIATIVE; SUPPORT CONVENING HEALTH
AND CONSERVATION LEADERS IN OREGON

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
	LORA L. AND MARTIN N. KELLEY FAMILY FOUNDATION TRUST	Employer identification number (EIN) or 47-6174269
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 405 14TH STREET, NO. 809	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. OAKLAND, CA 94612	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

COMMON COUNSEL FOUNDATION

- The books are in the care of ► **405 FOURTEENTH STREET, SUITE 809 - OAKLAND, CA 94612**
Telephone No. ► **(510) 834-2995** Fax No. ► **(510) 834-2998**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 17, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2014** or
► ☐ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions LORA L. AND MARTIN N. KELLEY FAMILY FOUNDATION TRUST	Employer identification number (EIN) or 47-6174269
	Number, street, and room or suite no. If a P.O. box, see instructions. 405 14TH STREET, NO. 809	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. OAKLAND, CA 94612	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

COMMON COUNSEL FOUNDATION

• The books are in the care of **405 FOURTEENTH STREET, SUITE 809 - OAKLAND, CA 94612**

Telephone No. **(510) 834-2995**

Fax No. **(510) 834-2998**

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 16, 2015.**

5 For calendar year **2014**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

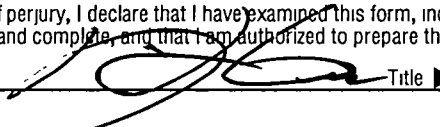
7 State in detail why you need the extension

THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **CPA** Date **8/6/15**

Form 8868 (Rev. 1-2014)