EXTENDED TO AUGUST 17, 2015

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ 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 THE KELIN FOUNDATION (F.K.A THE HOLDER CONSTRUCTION FOUNDATION)	A Employer identification number 58-6412965
Number and street (or P O box number if mail is not delivered to street address) 3333 RIVERWOOD PARKWAY — Room/suite 400	B Telephone number (770) 988-3280
City or town, state or province, country, and ZIP or foreign postal code ATLANTA, GA 30339	C If exemption application is pending, check here ▶ [ ]
G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [X] 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: [X] 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) ▶$ 6,487,065. — J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	(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	2,000,000.		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	6,315.	6,315.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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				
	12 **Total.** Add lines 1 through 11	2,006,315.	6,315.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	2,500.	1,250.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	2,500.	1,250.		0.
	25 Contributions, gifts, grants paid	1,067,538.			1,067,538.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,070,038.	1,250.		1,067,538.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	936,277.			
	b **Net investment income** (if negative, enter -0-)		5,065.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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SCANNED JUN 25 2015

423501 11-24-14 LHA For Paperwork Reduction Act Notice, see instructions.

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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	61,243.	90,064.	90,064.
	2	Savings and temporary cash investments	5,481,674.	6,387,989.	6,387,989.
	3	Accounts receivable ▶ 9,012.			
		Less: allowance for doubtful accounts ▶	8,371.	9,012.	9,012.
	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			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,551,288.	6,487,065.	6,487,065.
Liabilities	17	Accounts payable and accrued expenses	500.		
	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)	500.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	5,550,788.	6,487,065.	
	30	**Total net assets or fund balances**	5,550,788.	6,487,065.	
	31	**Total liabilities and net assets/fund balances**	5,551,288.	6,487,065.	

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	5,550,788.
2	Enter amount from Part I, line 27a	2	936,277.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6,487,065.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,487,065.

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				
b	NONE			
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				
b				
c				
d				
e				

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

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	
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	

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	900,729.	4,572,643.	.196982
2012	954,344.	4,366,462.	.218562
2011	933,970.	3,737,530.	.249890
2010	914,395.	3,178,498.	.287681
2009	688,917.	2,396,037.	.287524

2 **Total** of line 1, column (d)	2	1.240639
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	.248128
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	5,280,196.
5 Multiply line 4 by line 3	5	1,310,164.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	51.
7 Add lines 5 and 6	7	1,310,215.
8 Enter qualifying distributions from Part XII, line 4	8	1,067,538.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

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	101.
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	101.
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	101.
6	Credits/Payments:				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	154.		
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	154.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	53.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 53. **Refunded** ▶			11	0.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? N/A	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) ▶ GA			
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	

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ J.C. PENDREY, JR. Telephone no. ▶ (770) 988-3280
Located at ▶ 3333 RIVERWOOD PARKWAY, SUITE 400, ATLANTA, GA ZIP+4 ▶ 30339

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

		Line	Yes	No
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?	16		X
	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 ▶			

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.		Line	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)?	N/A	1b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
If "Yes," list the years ▶ ____, ____, ____, ____				
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.)*	N/A	3b		
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**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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
THOMAS M. HOLDER 3333 RIVERWOOD PARKWAY, SUITE 400 ATLANTA, GA 30339	DISTRIBUTION COMMITTEE 3.00	0.	0.	0.
J.C. PENDREY, JR. 3333 RIVERWOOD PARKWAY, SUITE 400 ATLANTA, GA 30339	TRUSTEE 5.00	0.	0.	0.
ELIZABETH D. HOLDER 3333 RIVERWOOD PARKWAY, SUITE 400 ATLANTA, GA 30339	DISTRIBUTION COMMITTEE 2.00	0.	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	5,304,868.
b	Average of monthly cash balances	1b	46,725.
c	Fair market value of all other assets	1c	9,012.
d	**Total** (add lines 1a, b, and c)	1d	5,360,605.
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	5,360,605.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	80,409.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,280,196.
6	**Minimum investment return.** Enter 5% of line 5	6	264,010.

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	264,010.
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 101.		
b	Income tax for 2014. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	101.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	263,909.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	263,909.
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	263,909.

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	1,067,538.
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	1,067,538.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,067,538.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				263,909.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009 569,198.				
b From 2010 755,848.				
c From 2011 747,481.				
d From 2012 736,209.				
e From 2013 672,219.				
f Total of lines 3a through e	3,480,955.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶$ 1,067,538.				
a Applied to 2013, but not more than line 2a			0.	
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				263,909.
e Remaining amount distributed out of corpus	803,629.			
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	4,284,584.			
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				0.
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	569,198.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	3,715,386.			
10 Analysis of line 9:				
a Excess from 2010 755,848.				
b Excess from 2011 747,481.				
c Excess from 2012 736,209.				
d Excess from 2013 672,219.				
e Excess from 2014 803,629.				

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			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
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:

J.C. PENDREY, JR., (770) 988-3280
3333 RIVERWOOD PARKWAY, SUITE 400, ATLANTA, GA 30339

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

WRITTEN OR VERBAL

c Any submission deadlines:

NONE

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

QUALIFYING CHARITIES

Part XV | Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ACE MENTOR PROGRAM OF AMERICA, INC. 150 S. WASHINGTON STREET, SUITE 303 FALLS CHURCH, VA 22046	NONE	PC	GENERAL OPERATING FUNDS	1,000.
ACE MENTOR PROGRAM OF AMERICA, INC. - GREATER WASHINGTON METROPOLITAN AREA 1401 NEW YORK AVENUE, NW, SUITE 900 WASHINGTON, DC 20005	NONE	PC	GENERAL OPERATING FUNDS	2,000.
AGNES SCOTT COLLEGE 141 E. COLLEGE AVENUE DECATUR, GA 30030-3797	NONE	PC	GENERAL OPERATING FUNDS	230,000.
AMERICAN CANCER SOCIETY 1552 SHOUP COURT DECATUR, GA 30033	NONE	PC	GENERAL OPERATING FUNDS	1,000.
ARIZONA STATE UNIVERSITY FOUNDATION 300 E UNIVERSITY DRIVE TEMPLE, AZ 85281	NONE	PC	GENERAL OPERATING FUNDS	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,067,538.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	6,315.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		6,315.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 6,315.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	N/A

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

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

Signature of officer or trustee — Date 6/16/15 — Title TRUSTEE

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	MICHAEL THRASHER	MICHAEL THRASHER	06/12/15		P01318597
	Firm's name ▶ BENNETT THRASHER LLP			Firm's EIN ▶ 58-1673613	
	Firm's address ▶ 3625 CUMBERLAND BOULEVARD, #1000 ATLANTA, GA 30339			Phone no. 770-396-2200	

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
ATLANTA AREA COUNCIL, LIFE SCOUT PARTNER 1800 CIRCLE 75 PKWY ATLANTA, GA 30339	NONE	PC	GENERAL OPERATING FUNDS	2,500.
ATLANTA AMERICAN JEWISH COMMITTEE 3525 PIEDMONT RD NE ATLANTA, GA 30305	NONE	PC	GENERAL OPERATING FUNDS	4,000.
ATLANTA BALLET FOUNDATION 1695 MARIETTA BLVD., NW ATLANTA, GA 30318	NONE	PC	GENERAL OPERATING FUNDS	31,100.
ATLANTA POLICE FOUNDATION 191 PEACHTREE ST NE #191 ATLANTA, GA 30303	NONE	PC	GENERAL OPERATING FUNDS	3,000.
AUBURN UNIVERSITY FOUNDATION 317 SOUTH COLLEGE STREET AUBURN, AL 36849	NONE	PC	GENERAL OPERATING FUNDS	2,000.
BENS - BUSINESS EXECUTIVES FOR NATIONAL SECURITY 1030 15TH STREET NW, SUITE 200 EAST WASHINGTON, DC 20005	NONE	PC	GENERAL OPERATING FUNDS	25,700.
BOWIE STATE UNIVERSITY FOUNDATION 1400 JERICHO PARK ROAD BOWIE, MD 20715	NONE	PC	GENERAL OPERATING FUNDS	1,000.
BREAKTHROUGH ATLANTA 4075 PACES FERRY ROAD, NE ARLINGTON, GA 30327	NONE	PC	GENERAL OPERATING FUNDS	1,000.
CAMP TWIN LAKES 600 MEANS ST NW #110 ATLANTA, GA 30318	NONE	PC	GENERAL OPERATING FUNDS	2,500.
CHILDREN'S HEALTHCARE OF ATLANTA 1687 TULLIE CIRCLE ATLANTA, GA 30329	NONE	PC	GENERAL OPERATING FUNDS	505,100.
Total from continuation sheets				828,538.

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
CLEARWATER CONSERVANCY OF CENTRAL PA 2555 N. ATHERTON ST STATE COLLEGE, PA 16803	NONE	PC	GENERAL OPERATING FUNDS	900.
CLEMSON UNIVERSITY FOUNDATION 155 OLD GREENVILLE HWY, SUITE 105 CLEMSON, SC 29631	NONE	PC	GENERAL OPERATING FUNDS	1,500.
COUNCIL FOR QUALITY GROWTH 5901-C PEACHTREE DUNWOODY RD ATLANTA, GA 30328	NONE	PC	GENERAL OPERATING FUNDS	2,500.
EAST LAKE FOUNDATION 2606 ALSTON DRIVE SE ATLANTA, GA 30317	NONE	PC	GENERAL OPERATING FUNDS	10,000.
EMORY UNIVERSITY ADRC 201 DOWMAN DR. ATLANTA, GA 30322	NONE	PC	GENERAL OPERATING FUNDS	4,700.
FIRST TEE OF ATLANTA, INC. 1053 CASCADE CIRCLE, SW ATLANTA, GA 30311	NONE	PC	GENERAL OPERATING FUNDS	9,248.
GEORGIA COUNCIL ON ECONOMIC EDUCATION 10 PARK PLACE, SUITE 420 ATLANTA, GA 30301	NONE	PC	GENERAL OPERATING FUNDS	1,000.
GEORGIA GWINETT COLLEGE FOUNDATION 1000 UNIVERSITY CENTER LANE ATLANTA, GA 30043	NONE	PC	GENERAL OPERATING FUNDS	5,000.
GEORGIA HISTORICAL SOCIETY 501 WHITAKER STREET SAVANNAH, GA 31401	NONE	PC	GENERAL OPERATING FUNDS	30,000.
GEORGIA METH PROJECT P.O. BOX 724436 ATLANTA, GA 31139	NONE	PC	GENERAL OPERATING FUNDS	10,000.
Total from continuation sheets				

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
GEORGIA TECH ALUMNI ASSOCIATION 190 NORTH AVE NW ATLANTA, GA 30313	NONE	PC	GENERAL OPERATING FUNDS	10,000.
GEORGIA TRANSPLANT FOUNDATION 500 SUGAR MILL ROAD, SUITE 170A ATLANTA, GA 30350	NONE	PC	GENERAL OPERATING FUNDS	1,984.
GEORGE WEST MENTAL HEALTH FOUNDATION 1903 NORTH DRUID HILLS RD ATLANTA, GA 30319	NONE	PC	GENERAL OPERATING FUNDS	8,325.
GREATER HARTFORD COMMUNITY FOUNDATION 10 COLUMBUS BLVD HARTFORD, CT 06106	NONE	PC	GENERAL OPERATING FUNDS	10,000.
HIGH MUSEUM OF ART 1280 PEACHTREE STREET, NE ATLANTA, GA 30309	NONE	PC	GENERAL OPERATING FUNDS	10,000.
KIPP METRO ATLANTA 350 TEMPLE STREET NW ATLANTA, GA 30314	NONE	PC	GENERAL OPERATING FUNDS	1,000.
MID-SHORE COMMUNITY FOUNDATION 102 E. DOVER ST #1 EASTON, MD 21601	NONE	PC	GENERAL OPERATING FUNDS	1,000.
NATURE CONSERVACY, GEORGIA CHAPTER 100 PEACHTREE STREET #2250 ATLANTA, GA 30303	NONE	PC	GENERAL OPERATING FUNDS	10,000.
NORTH TEXAS CHILDREN'S CHARITIES 500 CHANDLER ROAD KELLER, TX 76248	NONE	PC	GENERAL OPERATING FUNDS	1,481.
NORTHERN ARIZONA UNIVERSITY FOUNDATION 624 S. KNOLES FLAGSTAFF, AZ 86011	NONE	PC	GENERAL OPERATING FUNDS	4,150.
Total from continuation sheets				

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
PATH FOUNDATION P.O. BOX 14327 ATLANTA, GA 30324	NONE	PC	GENERAL OPERATING FUNDS	25,000.
ROAD SAFE AMERICA PO BOX 191502 ATLANTA, GA 31119	NONE	PC	GENERAL OPERATING FUNDS	1,500.
ROBERT W. WOODRUFF ARTS CENTER 1280 PEACHTREE STREET, NE ATLANTA, GA 30309	NONE	PC	GENERAL OPERATING FUNDS	32,500.
ROTARY CLUB OF ATLANTA 100 EDGEWOOD AVE SE #508 ATLANTA, GA 30303	NONE	PC	GENERAL OPERATING FUNDS	1,550.
SHEPHERD CENTER FOUNDATION 2020 PEACHTREE ROAD ATLANTA, GA 30309	NONE	PC	GENERAL OPERATING FUNDS	25,000.
THE POSSE FOUNDATION 101 MARIETTA STREET NW #1040 ATLANTA, GA 30303	NONE	PC	GENERAL OPERATING FUNDS	1,000.
THE TRUST FOR PUBLIC LAND 600 WEST PEACHTREE ST NW #1840 ATLANTA, GA 30308	NONE	PC	GENERAL OPERATING FUNDS	2,300.
YOUTH FOR TOMMORROW 11835 HAZEL CIRCLE DRIVE BRISTOW, VA 20136	NONE	PC	GENERAL OPERATING FUNDS	9,000.
ZOO ATLANTA 800 CHEROKEE AVENUE, SE ATLANTA, GA 30315	NONE	PC	GENERAL OPERATING FUNDS	20,000.
Total from continuation sheets				

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

Schedule of Contributors

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

OMB No 1545-0047

2014

Name of the organization
THE KELIN FOUNDATION (F.K.A THE HOLDER CONSTRUCTION FOUNDATION)

Employer identification number
58-6412965

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or 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 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
THE. KELIN FOUNDATION (F.K.A THE HOLDER CONSTRUCTION FOUNDATION)	58-6412965

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	HOLDER CONSTRUCTION 3333 RIVERWOOD PARKWAY, SUITE 400 ATLANTA, GA 30339	$ 2,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization	Employer identification number
THE. KELIN FOUNDATION (F.K.A THE HOLDER CONSTRUCTION FOUNDATION)	58-6412965

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
		$	
		$	
		$	
		$	
		$	

Name of organization

THE KELIN FOUNDATION (F.K.A THE HOLDER CONSTRUCTION FOUNDATION)

Employer identification number

58-6412965

Part III *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. 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 $1,000 or less for the year (Enter this info once) ▶ $

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 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FIRST CITIZENS	6,315.	0.	6,315.	6,315.	
TO PART I, LINE 4	6,315.	0.	6,315.	6,315.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,500.	1,250.		0.
TO FORM 990-PF, PG 1, LN 16B	2,500.	1,250.		0.

AMENDED AND RESTATED
DECLARATION OF TRUST OF
THE KELIN FOUNDATION
(formerly known as THE HOLDER CONSTRUCTION FOUNDATION)

WHEREAS, the Declaration of Trust, dated March 31, 2000, creating THE HOLDER CONSTRUCTION FOUNDATION was made by J. C. PENDREY, JR., as Trustee, and HOLDER CONSTRUCTION COMPANY, as Donor.

WHEREAS, J.C. PENDREY, JR., THOMAS M. HOLDER and ELIZABETH D. HOLDER, currently serve as Co-Trustees of the Foundation.

WHEREAS, Item V of the Declaration of Trust provides that the Declaration of Trust may be amended at any time or times by written instrument or instruments signed by the Chief Executive Officer of the Donor and delivered to the Trustee and acknowledged by the Trustee.

WHEREAS, the Chief Executive Officer of the Donor hereby exercises the power to amend and restate the Declaration of Trust as follows:

<u>ITEM I</u>

This trust shall be called THE KELIN FOUNDATION and shall be referred to hereinafter as "the Foundation." The Trustees of the Foundation shall be:

First: J.C. PENDREY, JR., THOMAS M. HOLDER ("TOMMY"), and ELIZABETH D. HOLDER ("BETH")

Next: Any two of the persons named above

Next: The last of the persons named above to serve as Trustee

Next: the designee(s) of the last person named above to serve as Trustee

All fiduciaries serving under this Declaration of Trust may be referred to herein in the singular, neuter form, regardless of who is serving as Trustee(s) at any time.

ITEM II

The Trustee may receive and accept property, whether real or personal, by way of gift, bequest or devise, from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the provisions of this Declaration of Trust; but no gift, bequest or devise of any such property shall be received and accepted if it is conditioned or limited in such manner as to require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Item III of this Declaration of Trust, or as shall in the opinion of the Trustee jeopardize the federal income tax exemption of the Foundation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as "the Code"). References herein to provisions of the Code include such provisions as they may be amended, and the corresponding provisions of any future federal tax code.

ITEM III

(a) The principal and income of all property received and accepted by the Trustee to be administered as a part of the Foundation shall be held in accordance with the provisions of this Declaration of Trust. The Trustee shall make payments or distributions from income or principal, or both, exclusively to or for the use of such charitable organizations, within the meaning of that term as defined in paragraph (c) herein below, and in such amounts and for such charitable purposes, within the meaning of that term as defined in paragraph (d) herein below, and for the payment of reasonable expenses and costs of administration of the Foundation. The Trustee may also make payments or distributions from income or principal, or both, directly for charitable purposes, within the meaning of that term as defined in paragraph (d) herein below, without making use of any other charitable organization. The Trustee may also make payments or distributions of all or any part of the income or principal or both to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes within the meaning of that term as defined in paragraph (d) herein below; provided, that income or principal derived from contributions by corporations to the Foundation shall be distributed by the Trustee for use solely within the United States or its possessions. No part of the net earnings of the property of the Foundation shall inure or be payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. No part of the activities of the Foundation shall be the participation in, or intervention in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(b) The Foundation shall continue forever unless terminated by the Trustee. On such termination, the property of the Foundation as then constituted shall be distributed to or for the use of such charitable organizations, in such amounts and for such charitable purposes, as the Trustee shall direct.

(c) In this Declaration of Trust and in any amendments to it, references to "charitable organizations" or "charitable organization" shall refer to corporations, trusts, funds, foundations or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which do not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office and, in the case of organizations to foster national and international amateur sports competition, no part of the activities of which involves the provision of athletic facilities or equipment, except as permitted under Section 501(j) of the Code. It is intended that the organizations described in this paragraph (c) shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Code.

(d) In this Declaration of Trust and in any amendments to it, the term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary or educational purposes, or to foster national or international amateur sports competition within the meaning of those terms as used in Section 501(c)(3) of the Code, but only such purposes as also constitute public charitable purposes under the law of trusts of the State of Georgia.

(e) The Trustee shall advise each charitable recipient of funds from the Foundation that the gift was made by THE KELIN FOUNDATION.

ITEM IV

This Declaration of Trust may be amended at any time or times by written instrument or instruments signed by all of the Trustee, provided that no amendment shall authorize the Trustee to conduct the affairs of the Foundation in any manner or for any purpose contrary to the provisions of section 501(c)(3) of the Code. Any amendment of provisions of this Item IV (or any amendment to it) shall be valid only if and to the extent that such amendment further restricts the amending power of the Trustee. All instruments amending this Declaration of Trust shall be noted upon or attached to the executed original of this Declaration of Trust held by the Trustee.

ITEM V

The decision of a majority of the Trustees shall control. Any writing signed by the persons whose decision shall control shall be valid and effective as if signed by all Trustees.

ITEM VI

(a) No Trustee serving hereunder shall be required to furnish any bond or surety or to file annual or other returns or reports to any court. No successor Trustee serving hereunder shall be responsible or liable for the acts or omissions of any predecessor Trustee or of a custodian, agent, depository or counsel selected with reasonable care. No successor Trustee serving hereunder shall be required to inquire into or audit the acts or doings of any predecessor Trustee, or to make any claim against any such predecessor or his or her estate.

(b) Absent a contrary agreement, any individual Trustee shall serve without compensation, but shall be entitled to reimbursement from the Foundation for out-of-pocket expenses reasonably incurred in the administration of the Foundation. If a corporate Trustee is serving hereunder, and no written compensation agreement is in effect, such corporate Trustee shall receive the fees it normally charges to similar trusts under its regularly published fee schedule as the same may, from time to time, be amended. Such compensation may be paid by the Foundation unless the Donor elects to pay it and so advises the Trustee. In no event, however, shall any Trustee who has made a contribution to this Trust ever receive any compensation thereafter.

ITEM VII

Notwithstanding any provision of this Declaration of Trust to the contrary, the Trustee shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code which would subject the Foundation to tax under Section 4943 of the Code, from making any investments which would subject the Foundation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code, and it shall make distributions from the Foundation at such times and in such manner as not to subject the Foundation to tax under Section 4942 of the Code.

ITEM VIII

In exercise of the Trustee's authority to manage and administer the affairs of the Foundation, the Trustee shall have and may exercise all of the powers enumerated in section 53-12-261 of the Official Code of Georgia Annotated, as amended to the date of execution of this Declaration of Trust, which powers are incorporated by reference herein. In extension and not in limitation of the common law and statutory powers of trustees and other powers granted in this Declaration of Trust, and subject to the other provisions of this Declaration of Trust, the Trustee shall have the following discretionary powers:

(a) To invest and reinvest the principal and income of the Foundation in such property, real or personal, and in such manner as the Trustee shall deem proper, and from time to time change investments as the Trustee shall deem advisable; to invest in or retain any stocks, shares, bonds, notes, obligations, or personal or real property (including, without limitation, any interests in or obligations of any corporation, association, business trust, investment trust, common trust fund or investment company) although some or all of the property so acquired or retained is of a kind or size which but for this express authority would not be considered proper and although all of the trust funds are invested in the securities of one company.

(b) To sell, lease or exchange any personal or real property, at public auction or by private contract, for such consideration and on such terms as to credit or otherwise, and to make such contracts and enter into such undertakings relating to the Foundation property, as the Trustee considers advisable, whether or not such leases or contracts may extend beyond the duration of the Foundation.

(c) To borrow money for such periods, at such rates of interest, and upon such terms as the Trustee considers advisable, and as security for such loans to mortgage or pledge any real or personal property with or without power of sale; to acquire or hold any real or personal property, subject to any mortgage or pledge on or of property acquired or held by the Foundation.

(d) To execute and deliver deeds, assignments, transfers, mortgages, pledges, leases, covenants, contracts, promissory notes, releases and other instruments, sealed or unsealed, incident to any transaction in which the Trustee engages.

(e) To vote, to give proxies, to participate in the reorganization, merger or consolidation of any concern, or in the sale, lease, disposition or distribution of Foundation assets; to join with other security holders in acting through a committee, depository or trustees and to deposit securities with them or transfer securities to them; to pay assessments levied on securities or to exercise subscription rights in respect of securities.

(f) To employ a brokerage company, a bank or trust company as custodian of any funds or securities and to delegate to it such powers as the Trustee deems appropriate; to hold the Foundation property without indication of fiduciary capacity but only in the name of a registered nominee, provided the Foundation property is at all times identified as such on the books of the Foundation; to keep any or all of the Foundation property or funds in any place or places in the United States of America; to employ clerks, lawyers, accountants, investment counsel, investment agents and any special services, and to pay the reasonable compensation and expenses of all such services in addition to the compensation, if any, of the Trustee.

ITEM IX

The powers of the Trustee are exercisable solely in the fiduciary capacity consistent with and in furtherance of the charitable purposes of the Foundation as specified in Item III of this Declaration of Trust, and not otherwise.

ITEM X

Any person may rely on a copy, certified by the Trustee, of the executed original of this Declaration of Trust held by the Trustee, and of any of the notations on it and writings attached to it, as fully as such person might rely on the original documents themselves. Any such person may rely fully on any statements of fact certified by anyone who appears from such original documents or from such certified copy to be a Trustee under this Declaration of Trust. No one dealing with the Trustee need inquire concerning the validity of anything the Trustee purports to do. No one dealing with the Trustee need see to the application of anything paid or transferred to or upon the order of the Trustee.

ITEM XI

This Declaration of Trust and the administration of the Foundation are to be governed in all respects by the laws of the State of Georgia. In construing this Declaration of Trust, references to provisions of the Internal Revenue Code of 1986 shall be deemed to refer also to the corresponding provisions of any future United States internal revenue law.

This Amended and Restated Declaration of Trust is signed, sealed, sworn to, and delivered as of May 8, 2014.

Signed, sealed and delivered this 8th day of MAY, 2014, in the presence of

____
Unofficial Witness

Tammy L. Cantrell
Notary Public

[NOTARIAL SEAL]

TAMMY L CANTRELL
MY COMMISSION EXPIRES
NOTARY
PUBLIC
NOVEMBER 1, 2016
PAULDING COUNTY, GEORGIA

THOMAS M. HOLDER, as Chief Executive Officer of Holder Construction Company

____

Signed, sealed and delivered this 8th day of MAY, 2014, in the presence of

____
Unofficial Witness

Tammy L. Cantrell
Notary Public

[NOTARIAL SEAL]

TAMMY L CANTRELL
GEORGIA
MY COMMISSION EXPIRES
NOVEMBER 1, 2016
NOTARY
PUBLIC
PAULDING COUNTY

Acknowledged and accepted:

____
THOMAS M. HOLDER, as Trustee

[Signatures Continued on Following Page]

Signed, sealed and delivered this 8th day of May, 2014, in the presence of	Acknowledged and accepted:
Unofficial Witness	ELIZABETH D. HOLDER, as Trustee
Notary Public	
[NOTARIAL SEAL]	TAMMY L CANTRELL NOTARY PUBLIC PAULDING COUNTY, GEORGIA MY COMMISSION EXPIRES NOVEMBER 1, 2016

Signed, sealed and delivered this 8th day of May, 2014, in the presence of	Acknowledged and accepted:
Unofficial Witness	J.C. PENDREY, JR., as Trustee
Notary Public	
[NOTARIAL SEAL]	TAMMY L CANTRELL NOTARY PUBLIC PAULDING COUNTY, GEORGIA MY COMMISSION EXPIRES NOVEMBER 1, 2016

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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.

Enter filer's identifying number

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE KELIN FOUNDATION (F.K.A THE HOLDER CONSTRUCTION FOUNDATION)	Employer identification number (EIN) or 58-6412965
	Number, street, and room or suite no If a P O box, see instructions 3333 RIVERWOOD PARKWAY, NO. 400	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions ATLANTA, GA 30339	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

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

- The books are in the care of ▶ J.C. PENDREY, JR. 3333 RIVERWOOD PARKWAY, SUITE 400 - ATLANTA, GA 30339
  Telephone No. ▶ (770) 988-3280 Fax No ▶
- 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 15, 2015 , to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [X] 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	$ 101.
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	$ 154.
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.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2014)
423841
05-01-14

Form **8868** (Rev. January 2014)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

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

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions. THE KELIN FOUNDATION (F.K.A THE HOLDER CONSTRUCTION FOUNDATION)	Employer identification number (EIN) or 58-6412965
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. 3333 RIVERWOOD PARKWAY, NO. 400	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions ATLANTA, GA 30339	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ J.C. PENDREY, JR. 3333 RIVERWOOD PARKWAY, SUITE 400 - ATLANTA, GA 30339

 Telephone No ▶ (770) 988-3280 Fax No. ▶
- 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 15, 2015 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ [X] calendar year 2014 or

▶ [ ] tax year beginning ______ , and ending ______ .

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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.

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