



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

## 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 instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2014

Open to Public  
Inspection

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

Name of foundation W D KELLEY FOUNDATION		A Employer identification number 74-3007226
Number and street (or P O box number if mail is not delivered to street address) 707 ROCK STREET		B Telephone number (see instructions) (512) 863-2575
City or town, state or province, country, and ZIP or foreign postal code GEORGETOWN, TX 78626		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here ► <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 8,001,120	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	131,000			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	44,053	44,053		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	77,184			
	b Gross sales price for all assets on line 6a 554,399				
	7 Capital gain net income (from Part IV, line 2)		77,184		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	21,394	21,394		
	12 Total. Add lines 1 through 11	273,631	142,631		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	87,150	26,145		61,005
	14 Other employee salaries and wages	13,650	4,095		9,555
	15 Pension plans, employee benefits	7,470	2,241		5,229
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	6,285	1,885		4,400
	c Other professional fees (attach schedule)	550	165		385
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	36,164	27,577		
	19 Depreciation (attach schedule) and depletion	3,005	901		
	20 Occupancy	4,950	1,485		3,465
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	22,720	15,296		6,922
	24 Total operating and administrative expenses.	181,944	79,790		90,961
	Add lines 13 through 23	277,195			277,195
	25 Contributions, gifts, grants paid	459,139	79,790		368,156
	26 Total expenses and disbursements. Add lines 24 and 25				
	27 Subtract line 26 from line 12	-185,508			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		62,841		
	c Adjusted net income (if negative, enter -0-)				

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing . . . . .				
2	Savings and temporary cash investments . . . . .		80,024	23,088	23,088
3	Accounts receivable ►				
	Less allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less allowance for doubtful accounts ►				
5	Grants receivable . . . . .				
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
7	Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
8	Inventories for sale or use . . . . .				
9	Prepaid expenses and deferred charges . . . . .		1,547	1,560	1,560
10a	Investments—U S and state government obligations (attach schedule)				
b	Investments—corporate stock (attach schedule) . . . . .		2,223,116	2,014,387	1,987,260
c	Investments—corporate bonds (attach schedule) . . . . .				
11	Investments—land, buildings, and equipment basis ►	3,299,147			
	Less accumulated depreciation (attach schedule) ►		3,299,147	3,299,147	5,894,365
12	Investments—mortgage loans . . . . .				
13	Investments—other (attach schedule) . . . . .		7,392	90,541	90,541
14	Land, buildings, and equipment basis ►	25,880			
	Less accumulated depreciation (attach schedule) ►	21,574			
15	Other assets (describe ►) . . . . .		7,311	4,306	4,306
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)		5,618,537	5,433,029	8,001,120
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
19	Deferred revenue . . . . .				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule) . . . . .				
22	Other liabilities (describe ►) . . . . .				
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			0	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ►</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ►</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	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	5,618,537	5,433,029	
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	5,618,537	5,433,029	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	5,618,537	5,433,029	

**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	5,618,537
2	Enter amount from Part I, line 27a . . . . .	2	-185,508
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3 . . . . .	4	5,433,029
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,433,029

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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	
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }		<b>2</b> 77,184
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		<b>3</b> 15,133

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes  No

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

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

(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	416,487	7,957,047	0 052342
2012	399,031	8,285,793	0 048158
2011	311,844	8,680,455	0 035925
2010	157,899	8,363,719	0 018879
2009	766,321	8,166,326	0 093839
<b>2</b> Total of line 1, column (d).			<b>2</b> 0 249143
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b> 0 049829
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.			<b>4</b> 8,022,457
<b>5</b> Multiply line 4 by line 3.			<b>5</b> 399,751
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).			<b>6</b> 628
<b>7</b> Add lines 5 and 6.			<b>7</b> 400,379
<b>8</b> Enter qualifying distributions from Part XII, line 4.			<b>8</b> 368,156

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	1,257
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	2	
3	Add lines 1 and 2. . . . .	3	1,257
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	1,257
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,560
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	1,560
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	303
11	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> <input type="checkbox"/> 303 <b>Refunded</b> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		<b>Yes</b>	<b>No</b>
1a			<b>1a</b>	<b>No</b>
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . .		<b>1b</b>	<b>No</b>
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
1c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		<b>1c</b>	<b>No</b>
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		<b>2</b>	<b>No</b>
	<i>If "Yes," attach a detailed description of the activities.</i>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		<b>3</b>	<b>No</b>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		<b>4a</b>	<b>No</b>
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		<b>4b</b>	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		<b>5</b>	<b>No</b>
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
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? . . . . .			
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. . . . .		<b>6</b>	<b>Yes</b>
7			<b>7</b>	<b>Yes</b>
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	<input type="checkbox"/> TX			
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			<b>8b</b>	<b>Yes</b>
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .			
9			<b>9</b>	<b>No</b>
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. <input type="checkbox"/>			
10			<b>10</b>	<b>Yes</b>

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

11		No
12		No
13	Yes	
Website address ►HTTP //WDKELLEYFOUNDATION.ORG		
14	Telephone no ►(512) 863-2575	
Located at ►707 ROCK ST GEORGETOWN TX ZIP+4 ►78626		
15	►	15
16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes", enter the name of the foreign country ►		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
	Yes	No
<b>1a</b> During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .		
Organizations relying on a current notice regarding disaster assistance check here. ►		
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? . . . . .		
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
<b>a</b> At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► 20____, 20____, 20____, 20____		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .		
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b> If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.) . . . . .		
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		

**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))? . . . . . (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . (3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). . . . . (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/> Yes	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? . . . . . <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i> <input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <i>If "Yes" to 6b, file Form 8870.</i>		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .		

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation <b>(If not paid, enter -0-)</b>	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities. . . . .	1a 2,167,591
b	Average of monthly cash balances. . . . .	1b 64,796
c	Fair market value of all other assets (see instructions). . . . .	1c 5,912,239
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d 8,144,626
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2
3	Subtract line 2 from line 1d. . . . .	3 8,144,626
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4 122,169
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5 8,022,457
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6 401,123

**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. . . . .	1 401,123
2a	Tax on investment income for 2014 from Part VI, line 5. . . . .	2a 1,257
b	Income tax for 2014 (This does not include the tax from Part VI ). . . . .	2b
c	Add lines 2a and 2b. . . . .	2c 1,257
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3 399,866
4	Recoveries of amounts treated as qualifying distributions. . . . .	4
5	Add lines 3 and 4. . . . .	5 399,866
6	Deduction from distributable amount (see instructions). . . . .	6
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7 399,866

**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 368,156
b	Program-related investments—total from Part IX-B. . . . .	1b
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 368,156
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	6 368,156
<b>Note:</b> The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years		

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
<b>1</b> Distributable amount for 2014 from Part XI, line 7				399,866
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only. . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2014				
<b>a</b> From 2009. . . . .				
<b>b</b> From 2010. . . . .				
<b>c</b> From 2011. . . . .				
<b>d</b> From 2012. . . . .				
<b>e</b> From 2013. . . . .	34,225			
<b>f Total</b> of lines 3a through e. . . . .	34,225			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4 ► \$ 368,156				
<b>a</b> Applied to 2013, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2014 distributable amount. . . . .				368,156
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	31,710			31,710
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,515			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> <b>Excess distributions carryover to 2015.</b> Subtract lines 7 and 8 from line 6a . . . . .	2,515			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2010. . . . .				
<b>b</b> Excess from 2011. . . . .				
<b>c</b> Excess from 2012. . . . .				
<b>d</b> Excess from 2013. . . . .	2,515			
<b>e</b> Excess from 2014. . . . .				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)****1 Information Regarding Foundation Managers:**

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

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

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

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

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

GRANTS COMMITTEE  
707 ROCK STREET  
GEORGETOWN, TX 78626  
(512) 863-2575  
INFO@WDKELLEYFOUNDATION.ORG

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

SEE ATTACHED GRANT APPLICATION PROCESS DOCUMENT

c Any submission deadlines

GRANT DECISION AWARD DATES ARE JULY & DECEMBER

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

SEE ATTACHED GRANT APPLICATION PROCESS DOCUMENT

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b> . . . . .			► 3a	277,195
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue						
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>f</b>						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments. . . . .						
<b>3</b> Interest on savings and temporary cash investments. . . . .						
<b>4</b> Dividends and interest from securities. . . . .				14	44,053	
<b>5</b> Net rental income or (loss) from real estate						
<b>a</b> Debt-financed property. . . . .						
<b>b</b> Not debt-financed property. . . . .						
<b>6</b> Net rental income or (loss) from personal property. . . . .						
<b>7</b> Other investment income. . . . .				14	21,394	
<b>8</b> Gain or (loss) from sales of assets other than inventory. . . . .				14	77,184	
<b>9</b> Net income or (loss) from special events						
<b>10</b> Gross profit or (loss) from sales of inventory. . . . .						
<b>11</b> Other revenue <b>a</b> _____						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .					142,631	
<b>13</b> <b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .						142,631

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

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

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

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

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . .  Yes  No

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

\* \* \* \* \*

2015-06-09

\* \* \* \* \*

**Signature of officer or trustee**

Date

Titl

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name PATRICIA A KATT	Preparer's Signature	Date 2015-08-10	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00110568
	Firm's name ► JOHN F LEWIS PC			Firm's EIN ► 74-2594500	
	Firm's address ► 3613 WILLIAMS DRIVE STE 501 GEORGETOWN, TX 786281371			Phone no (512) 863-5720	

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
200 SECTOR SPDR MATERIALS FD SHARES	P	2014-01-02	2014-12-22
100 UNIVERSAL DISPLAY CORP	P	2014-07-03	2014-08-27
200 KRAINESHARES ETF CSI CHINA INTERN	P	2014-01-17	2014-06-03
100 SECTOR SPDR FINCL SELECT SHARES	P	2013-07-01	2014-04-11
400 MASCO CORP	P	2013-12-13	2014-01-17
100 SECTOR SPDR MATERIALS FD SHARES	P	2014-09-30	2014-12-22
250 NEOSTEM INC NEW	P	2013-10-11	2014-07-11
300 KRAINESHARES ETF CSI CHIN A INTER	P	2014-01-15	2014-06-03
95 SECTOR SPDR FINCL SELECT SHARES O	P	2013-11-08	2014-04-11
400 BAYTEX ENERGY CORP F	P	2007-03-12	2014-01-16

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
9,725		9,221	504
3,443		3,220	223
6,717		7,099	-382
2,135		1,964	171
8,959		8,513	446
4,862		5,000	-138
1,491		1,750	-259
10,076		10,449	-373
2,028		1,976	52
14,840		6,560	8,280

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			504
			223
			-382
			171
			446
			-138
			-259
			-373
			52
			8,280

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
50 SECTOR SPDR MATERIALS FD SHARES O	P	2014-09-30	2014-12-22
100 IRIDIUM COMMUNICATIONS	P	2010-06-22	2014-07-02
200 KRAINESHARES ETF CSI CHIN A INTER	P	2014-01-15	2014-06-03
134 SECTOR SPDR FINCL SELECT SHARES	P	2013-03-20	2014-04-11
52 BAYTEX ENERGY CORP F	P	2007-03-12	2014-01-16
500 BANK OF AMERICA CORP	P	2013-10-07	2014-12-03
200 IRIDIUM COMMUNICATIONS	P	2010-06-22	2014-07-02
200 SECTOR SPDR INDL SELECT SHARES O	P	2011-01-28	2014-05-14
66 SECTOR SPDR FINCL SELECT SHARES O	P	2013-03-20	2014-04-11
500 BAYTEX ENERGY CORP F	P	2008-05-02	2014-01-16

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,431		2,500	-69
842		985	-143
6,717		7,009	-292
2,861		2,457	404
1,929		853	1,076
8,636		6,959	1,677
1,684		1,970	-286
10,733		7,187	3,546
1,409		1,210	199
18,550		12,434	6,116

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-69
			-143
			-292
			404
			1,076
			1,677
			-286
			3,546
			199
			6,116

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
300 SECTOR SPDR TECH SELECT SHARES O	P	2013-07-08	2014-12-03
100 IRIDIUM COMMUNICATIONS	P	2010-04-22	2014-07-02
100 SECTOR SPDR FINCL SELECT SHARES	P	2013-11-08	2014-05-09
200 JOHNSON CONTROLS INC	P	2013-10-07	2014-04-03
100 MKT VECTORS OIL SERVICES OIL SER	P	2008-08-12	2014-01-14
90 EXXON MOBIL CORPORATION	P	2008-02-07	2014-12-02
200 IRIDIUM COMMUNICATIONS	P	2010-06-22	2014-07-02
200 SECTOR SPDR FINCL SELECT SHARES	P	2014-04-29	2014-05-09
100 OCCIDENTAL PETE CORP	P	2014-01-28	2014-03-31
100 MKT VECTORS OIL SERVICES OIL SER	P	2008-07-28	2014-01-14

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
12,591		9,372	3,219
842		810	32
2,188		2,079	109
9,691		8,143	1,548
4,681		6,104	-1,423
8,467		7,327	1,140
1,684		1,970	-286
4,376		4,383	-7
9,520		8,836	684
4,681		6,483	-1,802

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,219
			32
			109
			1,548
			-1,423
			1,140
			-286
			-7
			684
			-1,802

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
510 EXXON MOBIL CORPORATION	P	2008-02-07	2014-12-02
200 IRIDIUM COMMUNICATIONS	P	2010-04-22	2014-07-02
500 VALE SA ADR F SPONSORED ADR 1 AD	P	2014-02-25	2014-04-21
100 OCCIDENTAL PETE CORP	P	2011-06-20	2014-03-31
100 CUMMINS INC	P	2013-12-03	2014-01-13
200 MOBILEYE NV F	P	2014-08-21	2014-12-02
100 IRIDIUM COMMUNICATIONS	P	2010-06-22	2014-07-02
200 INTEL CORP	P	2014-01-17	2014-04-17
400 MKT VECTORS SEMICONDUCTR SEMICON	P	2010-02-09	2014-02-27
200 FACEBOOK INC CLASS A	P	2013-09-16	2014-01-13

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
47,982		41,521	6,461
1,684		1,620	64
6,861		6,954	-93
9,520		10,160	-640
13,735		13,140	595
8,055		7,631	424
842		985	-143
5,417		5,165	252
17,397		10,247	7,150
11,464		8,631	2,833

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			6,461
			64
			-93
			-640
			595
			424
			-143
			252
			7,150
			2,833

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
100 APPLE INC	P	2011-02-09	2014-12-02
100 IRIDIUM COMMUNICATIONS	P	2010-04-22	2014-07-02
200 INTEL CORP	P	2014-01-30	2014-04-17
100 CANADIAN OIL SANDS LTD F	P	2011-02-24	2014-02-27
100 FACEBOOK INC CLASS A	P	2013-11-19	2014-01-13
200 MKT VECTORS OIL SERVICES OIL SER	P	2008-08-12	2014-11-26
500 NEOSTEM INC NEW	P	2013-10-11	2014-06-10
200 EATON CORP PLC F	P	2013-10-28	2014-04-16
100 CANADIAN OIL SANDS LTD F	P	2010-06-21	2014-02-27
100 CUMMINS INC	P	2013-12-12	2014-01-13

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
11,443		5,098	6,345
842		810	32
5,417		4,979	438
1,862		3,008	-1,146
5,732		4,620	1,112
8,375		11,950	-3,575
3,516		3,499	17
14,527		13,945	582
1,863		3,008	-1,145
13,735		12,977	758

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			6,345
			32
			438
			-1,146
			1,112
			-3,575
			17
			582
			-1,145
			758

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
200 HONEYWELL INTERNATIONAL	P	2013-11-01	2014-11-17
250 NEOSTEM INC NEW	P	2013-10-11	2014-06-09
200 MKT VECTORS SEMICONDUCTR SEMICON	P	2010-03-05	2014-04-16
285 XILINX INC	P	2013-12-12	2014-02-27
ENRON RETURN OF PRINCIPAL	P	2005-01-01	2014-10-08
400 KRAINESHARES ETF CSI CHINA INTERN	P	2014-01-23	2014-09-29
300 NEOSTEM INC NEW	P	2013-09-20	2014-06-09
100 HONEYWELL INTERNATIONAL	P	2013-10-15	2014-04-16
15 XILINX INC	P	2013-12-12	2014-02-27
709 22 DFA LARGE COMPANY PORT	P	2013-12-30	2014-09-25

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
19,291		17,489	1,802
1,687		1,750	-63
8,817		5,409	3,408
14,820		12,406	2,414
68		68	
14,074		13,829	245
2,024		2,676	-652
9,287		8,526	761
780		653	127
10,980		10,292	688

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,802
			-63
			3,408
			2,414
			245
			-652
			761
			127
			688

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
200 KRAINESHARES ETF CSI CHINA INTER	P	2014-02-28	2014-09-29
200 NEOSTEM INC NEW	P	2013-09-11	2014-06-09
5 SECTOR SPDR FINCL SELECT SHARES OF	P	2013-11-08	2014-04-11
100 MKT VECTORS SEMICONDUCTR SEMICON	P	2004-12-21	2014-02-27
100 SALESFORCE COM	P	2014-09-08	2014-09-15
200 FACEBOOK INC CLASS A	P	2014-04-29	2014-06-04
400 SECTOR SPDR FINCL SELECT SHARES	P	2013-10-15	2014-04-11
100 EXXON MOBIL CORPORATION	P	2008-02-07	2014-01-30
150 SALESFORCE COM	P	2014-08-21	2014-09-15
100 FACEBOOK INC CLASS A	P	2013-11-19	2014-06-04

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
7,037		7,593	-556
1,350		1,741	-391
107		104	3
4,349		3,243	1,106
5,746		6,069	-323
12,494		11,273	1,221
8,540		8,105	435
9,411		8,141	1,270
8,619		8,328	291
6,247		4,620	1,627

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-556
			-391
			3
			1,106
			-323
			1,221
			435
			1,270
			291
			1,627

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
100 SECTOR SPDR FINCL SELECT SHARES	P	2013-07-01	2014-04-11
300 EXXON MOBIL CORPORATION	P	2005-03-10	2014-01-30

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,135		1,964	171
28,232		18,165	10,067

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	171
			10,067

**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

<b>(a) Name and address</b>	<b>(b) Title, and average hours per week devoted to position</b>	<b>(c) Compensation (If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>(e) Expense account, other allowances</b>
THOMAS BAIRD  401 N 3RD ST 401 N ERD ST TEMPLE, TX 76501	DIRECTOR 1 00	0	0	0
SANDRA ILLIG  707 ROCK ST 707 ROCK ST GEORGETOWN, TX 78626	SECRETARY 1 00	0	0	0
DALE ILLIG  707 ROCK ST 707 ROCK ST GEORGETOWN, TX 78626	PRESIDENT 15 00	66,000	0	0
CARL ILLIG  1340 KENNEYS WAY ROUND ROCK, TX 78665	ASSOC EX DIR 12 00	18,000	0	0
SUZANNA PUKYS  1103 PARKWAY GEORGETOWN, TX 78628	DIRECTOR 1 00	3,150	0	0

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
KEEP TEMPLE BEAUTIFUL KEEP TEMPLE BEAUTIFUL 100 W ADAMS STE 302 100 W ADAMS STE 302 TEMPLE, TX 76501	NONE	PC	GENERAL OPERATIONS	20,000
CAPITAL INVESTING IN DEVELOPMENT CAPITAL INVESTING IN DEVELOPMENT PO BOX 1784 PO BOX 1784 AUSTIN, TX 787671784	NONE	PC	SCHOLARSHIPS	30,000
GRACE BIBLE CHURCH GRACE BIBLE CHURCH 2100 SHELL RD 2100 SHELL RD GEORGETOWN, TX 78628	NONE	PC	GENERAL OPERATIONS	53,500
COMMUNITY MOTESSORI SCHOOL COMMUNITY MOTESSORI SCHOOL 500 PLEASANT VALLEY DR 500 PLEASANST VALLEY DR GEORGETOWN, TX 78626	NONE	PC	GENERAL OPERATIONS	28,000
BROOKWOOD COMMUNITY BROOKWOOD COMMUNITY 1752 FM 1489 1752 FM 1489 BROOKSHIRE, TX 77423	NONE	PC	CAPITAL CAMPAIGN	50,000
AUSTIN COLLEGE AUSTIN COLLEGE 900 NORTH GRAND AVE 900 NORTH GRAND AVE SHERMAN, TX 75090	NONE	PC	SCHOLARSHIPS	12,000
GIRLSTART GIRLSTART 1400 W ANDERSON LN 1400 W ANDERSON LN AUSTIN, TX 78757	NONE	PC	GENERAL OPERATIONS	10,000
GRACE EPISCOPAL PRESCHOOL GRACE EPISCOPAL PRESCHOOL 1314 E UNIVERSITY AVE 1314 E UNIVERSITY AVE GEORGETOWN, TX 78626	NONE	PC	GENERAL OPERATIONS	6,690
GEORGETOWN PALACE THEATRE INC GEORGETOWN PALACE THEATER INC 810 S AUSTIN AVE 810 S AUSTIN AVE GEORGETOWN, TX 78626	NONE	PC	GENERAL OPERATIONS	19,195
RIDE ON CENTER FOR KIDS RIDE ON CENTER FOR KIDS PO BOX 2422 PO BOX 2422 GEORGETOWN, TX 78627	NONE	PC	GENERAL OPERATIONS	750
CHISHOLM TRAIL COMMUNIY FDN CHISHOLM TRAIL COMMUNITY FDN 116 WEST 8TH ST 115 WEST 8TH ST GEORGETOWN, TX 78628	NONE	PC	GENERAL OPERATIONS	2,500
CASA OF WILLIAMSON COUNTY CASA OF WILLIAMSON COUNTY PO BOX 1904 PO BOX 1904 GEORGETOWN, TX 78627	NONE	PC	GENERAL OPERATIONS	560
CONCORDIA HIGH SCHOOL CONCORDIA HIGH SCHOOL 1500 ROYSTON LN STE A 1500 ROYSTON LN STE 1 ROUND ROCK, TX 78664	NONE	PC	CAPITAL IMPROVEMENT MATCHING	25,000
ST HELEN CATHOLIC SCHOOL ST HELEN CATHOLIC SCHOOL 2700 E UNIVERISTY 2700 E UNIVERISYT GEORGETOWN, TX 78626	NON	PC	CAPITAL IMPROVEMENT MATCHING	7,500
THE WILLIAMSON MUSEUM THE WILLIAMSON MUSEUM 716 S AUSTIN AVE 716 S AUSTIN AVE GEORGETOWN, TX 78628	NONE	PC	GENERAL OPERATIONS	5,500
<b>Total . . . . .</b>			<b>► 3a</b>	<b>277,195</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
TDA SMILES FOUNDATION TDA SMILES FOUNDATION 1946 S IH 35 STE 300 1946 S IH 35 STE 300 AUSTIN, TX 78704	NONE	PC	GENERAL OPERATIONS	5,000
LORD OF THE STREETS EPISCOPAL CHURC LORD OF THE STREETS EPISCOPAL CHURCH 3401 FANNIN ST 3401 FANNIN ST HOUSTON, TX 77004	NONE	PC	GENERAL OPERATIONS	1,000
<b>Total . . . . .</b>			► 3a	277,195

## Schedule of Contributors

OMB No 1545-0047

2014

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

**Name of the organization**

**Employer identification number**

74-3007226

**Organization type (check one)**

### **Filers of:**

## Section:

Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

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

### General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

## Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling \$5,000 or more during the year . . . . . ► \$

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

**Name of organization**

WD KELLEY FOUNDATION

**Employer identification number**

74-3007226

**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	BENJAMIN A JUSTICE ESTATE 839 RIVER WALK TRAIL  GEORGETOWN, TX 78633	\$ 131,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )

**Name of organization**

WD KELLEY FOUNDATION

**Employer identification number**

74-3007226

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

Name of organization W D KELLEY FOUNDATION		Employer identification number 74-3007226	
<b>Part III</b> <b>Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.</b> Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of <b>\$1,000 or less</b> for the year. (Enter this information once. See instructions.) ► Use duplicate copies of Part III if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
(e) Transfer of gift Transferee's name, address, and ZIP 4      Relationship of transferor to transferee _____			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
(e) Transfer of gift Transferee's name, address, and ZIP 4      Relationship of transferor to transferee _____			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
(e) Transfer of gift Transferee's name, address, and ZIP 4      Relationship of transferor to transferee _____			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
(e) Transfer of gift Transferee's name, address, and ZIP 4      Relationship of transferor to transferee _____			

Form 4562

Department of the Treasury  
Internal Revenue Service (99)Depreciation and Amortization  
(Including Information on Listed Property)

OMB No 1545-0172

2014

Attachment  
Sequence No 179► Information about Form 4562 and its separate instructions is at [www.irs.gov/form4562](http://www.irs.gov/form4562).Name(s) shown on return  
WD KELLEY FOUNDATIONBusiness or activity to which this form relates  
INDIRECT DEPRECIATIONIdentifying number  
74-3007226

## Part I Election To Expense Certain Property Under Section 179

*Note: If you have any listed property, complete Part V before you complete Part I.*

1 Maximum amount (see instructions) . . . . .	1	500,000
2 Total cost of section 179 property placed in service (see instructions) . . . . .	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions) . . . . .	3	2,000,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0- . . . . .	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions . . . . .	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property Enter the amount from line 29 . . . . .	7		
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 . . . . .	8		
9 Tentative deduction Enter the <b>smaller</b> of line 5 or line 8 . . . . .	9		
10 Carryover of disallowed deduction from line 13 of your 2013 Form 4562 . . . . .	10		
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions) . . . . .	11		
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11 . . . . .	12		
13 Carryover of disallowed deduction to 2015 Add lines 9 and 10, less line 12 ► [13] . . . . .	13		

*Note: Do not use Part II or Part III below for listed property. Instead, use Part V.*

## Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) . . . . .	14	
15 Property subject to section 168(f)(1) election . . . . .	15	
16 Other depreciation (including ACRS) . . . . .	16	

## Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

## Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2014 . . . . .	17	3,005
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here . . . . . ► [ ]		

## Section B—Assets Placed in Service During 2014 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property		25 yrs		S/L		
h Residential rental property		27 5 yrs	MM	S/L		
i Nonresidential real property		27 5 yrs	MM	S/L		
		39 yrs	MM	S/L		
			MM	S/L		

## Section C—Assets Placed in Service During 2014 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year		12 yrs			S/L	
c 40-year		40 yrs	MM		S/L	

## Part IV Summary (see instructions.)

21 Listed property Enter amount from line 28 . . . . .	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions . . . . .	22	3,005
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs . . . . .	23	

**Part V**

**Listed Property** (Include automobiles, certain other vehicles, certain aircraft, certain computers, and property used for entertainment, recreation, or amusement.)

**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

**Section A—Depreciation and Other Information (Caution:** See the instructions for limits for passenger automobiles.)

**24a** Do you have evidence to support the business/investment use claimed?  Yes  No **24b** If "Yes," is the evidence written?  Yes  No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation/deduction	(i) Elected section 179 cost

**25** Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) **25**

**26** Property used more than 50% in a qualified business use

	%							
	%							
	%							

**27** Property used 50% or less in a qualified business use

	%				S/L -			
	%				S/L -			
	%				S/L -			

**28** Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 **28**

**29** Add amounts in column (i), line 26 Enter here and on line 7, page 1 **29**

**Section B—Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

<b>30</b> Total business/investment miles driven during the year (do not include commuting miles)	<b>(a)</b> Vehicle 1		<b>(b)</b> Vehicle 2		<b>(c)</b> Vehicle 3		<b>(d)</b> Vehicle 4		<b>(e)</b> Vehicle 5		<b>(f)</b> Vehicle 6	
	Yes	No										
<b>31</b> Total commuting miles driven during the year												
<b>32</b> Total other personal (noncommuting) miles driven												
<b>33</b> Total miles driven during the year Add lines 30 through 32												
<b>34</b> Was the vehicle available for personal use during off-duty hours?												
<b>35</b> Was the vehicle used primarily by a more than 5% owner or related person?												
<b>36</b> Is another vehicle available for personal use?												

**Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

<b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
<b>39</b> Do you treat all use of vehicles by employees as personal use?		
<b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
<b>41</b> Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

**Note:** If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
<b>42</b> Amortization of costs that begins during your 2014 tax year (see instructions)					

<b>43</b> Amortization of costs that began before your 2014 tax year	<b>43</b>
<b>44</b> Total. Add amounts in column (f) See the instructions for where to report	<b>44</b>

## TY 2014 Accounting Fees Schedule

**Name:** W D KELLEY FOUNDATION

**EIN:** 74-3007226

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL ACCOUNTING	6,285	1,885		4,400

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

## TY 2014 Depreciation Schedule

**Name:** W D KELLEY FOUNDATION  
**EIN:** 74-3007226

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
GRANT SOFTWARE	1999-10-01	5,750	5,750		3 0000				
STORAGE CONTAINER	2002-11-07	2,309	2,277	S/L	7 0000				
FILM & AUDIO EQUIPMENT	2004-06-14	822	822	200DB	7 0000				
SCANNER	2004-06-14	401	401	200DB	5 0000				
MINI DVD	2004-11-18	104	104	200DB	7 0000				
1/2 OFFICE EQUIPMENT	2006-09-27	1,453	1,453	200DB	5 0000				
1/2 VIDEO EQUIPMENT	2006-10-25	166	166	200DB	7 0000				
1/2 PRINTER	2006-11-29	296	296	200DB	5 0000				
DELL COMPUTER	2007-05-24	594	594	200DB	5 0000				
OFFICE EQUIPMENT	2007-12-27	165	165	200DB	5 0000				
FILING CABINETS	2008-02-25	470	407	200DB	7 0000	42	13		
CAMERA	2008-05-27	173	150	200DB	7 0000	15	5		
JCC MONITOR	2008-07-24	173	173	200DB	5 0000				
COPIER	2010-01-28	1,624	1,483	200DB	5 0000	94	28		
COMPUTER	2010-07-29	1,471	1,344	200DB	5 0000	84	25		
COMPUTER	2011-01-26	1,545	1,100	200DB	5 0000	178	53		
SERVER	2012-10-22	918	395	200DB	5 0000	209	63		
AUTOSTORAGE	2013-06-11	1,302	260	200DB	5 0000	417	125		
RICOH COPIER	2013-07-18	4,306	861	200DB	5 0000	1,378	413		
COMPUTERS	2013-12-23	1,838	368	200DB	5 0000	588	176		

## TY 2014 Investments Corporate Stock Schedule

**Name:** W D KELLEY FOUNDATION

**EIN:** 74-3007226

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK HELD @ CHARLES SCHWA	793,199	756,891
DIVIDENDS RECEIVABLE	25	25
MANAGED MUTUAL FUNDS	1,221,163	1,230,344

## TY 2014 Investments - Land Schedule

**Name:** W D KELLEY FOUNDATION**EIN:** 74-3007226

Category / Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
IH 35 COMMERCIAL REAL ESTATE	990,408		990,408	1,500,547
IH 35 COMMERCIAL REAL ESTATE	1,056,485		1,056,485	3,292,186
4 A SCYPINSKI COMMERCIAL REAL EST	665,690		665,690	609,840
70% INTEREST 8.46 A NW BLVD	266,666		266,666	270,861
CAPITAL CITY .5 A	40,125		40,125	37,288
WAHL 6.01 A IH 35	279,773		279,773	183,643

## TY 2014 Investments - Other Schedule

**Name:** W D KELLEY FOUNDATION**EIN:** 74-3007226

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OIL & GAS ROYALTY INTEREST	AT COST	3,842	3,842
MENDOZA LOAN	AT COST	3,049	3,049
INCEPTION EXPLORATION LTD	AT COST	83,650	83,650

**TY 2014 Land, Etc. Schedule****Name:** W D KELLEY FOUNDATION**EIN:** 74-3007226

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
GRANT SOFTWARE	5,750	5,750		
OFFICE EQUIPMENT	17,821	13,547	4,274	4,274
STORAGE CONTAINER	2,309	2,277	32	32

## TY 2014 Other Expenses Schedule

**Name:** W D KELLEY FOUNDATION**EIN:** 74-3007226

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
CONTRACT SERVICES	2,000	600		1,400
BUSINESS MEALS	502	150		352
NON DEDUCTIBLE MEALS	502			
INVESTMENT EXPENSE	612	612		
OFFICE SUPPLIES & EXP	5,956	1,786		4,170
SUBSCRIPTIONS	739	739		
DUES & MEMBERSHIPS	1,000			1,000
PORTFOLIO MANAGEMENT	11,384	11,384		
BANK FEES	25	25		

## TY 2014 Other Income Schedule

**Name:** W D KELLEY FOUNDATION**EIN:** 74-3007226

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LINCOLN NATIONAL ANNUITY	17,998	17,998	
ENERGY PRO INC	3,500	3,500	
SAN JUAN ROYALTY TRUST	385	385	
LESS LEASE OPERATING EXPENSE	-489	-489	

## TY 2014 Other Professional Fees Schedule

**Name:** W D KELLEY FOUNDATION**EIN:** 74-3007226

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOARD MINUTES	550	165		385

## TY 2014 Substantial Contributors Schedule

**Name:** W D KELLEY FOUNDATION

**EIN:** 74-3007226

Name	Address
BENJAMIN A JUSTICE ESTATE	839 RIVER WALK TR GEORGETOWN, TX 78633

## TY 2014 Taxes Schedule

**Name:** W D KELLEY FOUNDATION**EIN:** 74-3007226

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROPERTY TAX	26,718	26,718		
FOREIGN TAX WITHHELD	859	859		
EXCISE TAX	8,587			

The W.D. Kelley Foundation evaluates requests for funding with the following tenets in mind:

- **Leadership is fundamental.** Great work is guided by great leaders. We are interested in supporting organizations, projects, and individuals with a proven history of strong leadership in work that aligns with our mission.
- **Education is strengthened through innovation.** Proposals for education should embrace nontraditional, experiential pedagogies. We look for projects and programs that reflect creative, out-of-the-box practice that genuinely engages and challenges students.

Grants are not made for endowments. Capital grants are discouraged.

Exceptions to these areas of interest are at the sole discretion of the William D. Kelley Foundation.

Grants will be made to organizations that are a public entity or have an IRS 501(c)(3) classification.

### **Grant Application Process**

- Download and complete basic information sheet.
- A 1- 2 Page Letter of Intent that includes
  - A clear description of the project
  - The expected outcomes and how they will be measured
  - A project timeline including a projected date of completion
- A project budget including both income and expenses
- A copy of the organization's latest tax-exempt form from the Internal Revenue Service under section 170 of the IRS code
- The latest filed IRS Form 990
- A copy of the last certified audit and/or the last fiscal year's financial statements

Please submit the above items to:

W.D. Kelley Foundation  
Attn: Grants Committee  
707 Rock St  
Georgetown, TX 78626

We regret that any materials submitted with the proposal cannot be returned.