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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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 October 1, 2014, and ending September 30, 20 15

Name of foundation: KELLY FOUNDATION

A Employer identification number: 68-0175739

Number and street (or P O box number if mail is not delivered to street address): 2020 W EL CAMINO AVENUE — Room/suite: 120

B Telephone number (see instructions): 916-978-4892

City or town, state or province, country, and ZIP or foreign postal code: SACRAMENTO, CA 95833

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 ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 8596656

J Accounting method: ☐ 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) (see instructions))* STMT 1

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	75000			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	288702	288702		
	4	Dividends and interest from securities				
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	44779			
	b	Gross sales price for all assets on line 6a 475,000				
	7	Capital gain net income (from Part IV, line 2)		44779		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	408481	333481		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	NONE			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	1750			1750
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 3	18626			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	2337			2337
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 4	6879			6879
	24	**Total operating and administrative expenses.** Add lines 13 through 23	29592	0		10966
	25	Contributions, gifts, grants paid	443500			443500
	26	**Total expenses and disbursements.** Add lines 24 and 25	473092			454466
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-64611			
	b	**Net investment income** (if negative, enter -0-)		333481		
	c	**Adjusted net income** (if negative, enter -0-)				

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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
Assets 1	Cash—non-interest-bearing	32737	6830	6830
2	Savings and temporary cash investments			
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	3894	6708	6708
10a	Investments—U.S. and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)			
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule) STMT 5	9315751	8578977	8578977
14	Land, buildings, and equipment: basis ▶			
	Less· accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	9352382	8592515	8592515
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
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 ▶ ☐ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	9352382	8592515	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	9352382	8592515	
31	**Total liabilities and net assets/fund balances** (see instructions)	9352382	8592515	

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	9352382
2	Enter amount from Part I, line 27a	2	-64611
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9287771
5	Decreases not included in line 2 (itemize) ▶ STMT 6	5	695256
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8592515

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	STMT 7			
b				
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	44779
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	409206	9169735	.04462571710
2012	350818	7906026	04437349434
2011	358923	7101140	05054441963
2010	359546	7362006	04883804767
2009	279015	7189539	.03880846880

2	**Total** of line 1, column (d)	2	22719014755
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	04543803
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	9252086
5	Multiply line 4 by line 3	5	420397
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3335
7	Add lines 5 and 6	7	423732
8	Enter qualifying distributions from Part XII, line 4	8	454466

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	3335
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	3335
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	3335
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 12000		
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	12000
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	8665
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 8665 **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		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	*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		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ NONE **(2)** On foundation managers. ▶ $ NONE			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ NONE			
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		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CALIFORNIA			
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	✓	
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		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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

			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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
	Website address ▶ KELLYFOUNDATIONSACRAMENTO ORG			
14	The books are in care of ▶ Bea Barbee Telephone no. ▶ 916-978-4892 Located at ▶ 2020 W El Camino Ave #120, Sacramento, CA ZIP+4 ▶ 95833-1829			
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			
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		✓
	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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	1b	N/A	
	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		✓
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 ▶ 20 ___ , 20 ___ , 20 ___ , 20 ___			
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.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20 ___ , 20 ___ , 20 ___ , 20 ___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
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		✓

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)? **5b** N/A

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** ✓

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? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STATEMENT 8		0	0	0

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		NONE

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	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	9335414
b	Average of monthly cash balances	1b	57567
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	9392981
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	NONE
3	Subtract line 2 from line 1d	3	9392981
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	140895
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9252086
6	**Minimum investment return.** Enter 5% of line 5	6	462604

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	462604
2a	Tax on investment income for 2014 from Part VI, line 5	2a	3335		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3335
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	459269
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	459269
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	459269

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	454466
b	Program-related investments—total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	454466
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	3335
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	451131

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				459269
2	Undistributed income, if any, as of the end of 2014:				
a	Enter amount for 2013 only			437363	
b	Total for prior years: 20____,20____,20____				
3	Excess distributions carryover, if any, to 2014:				
a	From 2009				
b	From 2010				
c	From 2011				
d	From 2012				
e	From 2013				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 454466				
a	Applied to 2013, but not more than line 2a			437363	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2014 distributable amount				17103
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
e	Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount—see instructions				
f	Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				442166
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)				
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2010				
b	Excess from 2011				
c	Excess from 2012				
d	Excess from 2013				
e	Excess from 2014				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 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).)

JON S KELLY AND GREGORY G KELLY, MEMBERS OF J S KELLY LLC & G G KELLY LLC

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.

N/A

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:

ONLINE SUBMITTALS ONLY - KELLYFOUNDATIONSACRAMENTO ORG

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

ONLINE SUBMITTAL AND INSTRUCTIONS

c Any submission deadlines:

STMT 9 (also listed online)

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

STMT 9 (also listed online)

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*				
STATMENT 10				
Total . . . . ▶ **3a**				443500
b *Approved for future payment*				
NONE				
Total . . . . ▶ **3b**				NONE

68-0175739

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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			14	288702	
4 Dividends and interest from securities					
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			18	44779	
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)					

13 **Total.** Add line 12, columns (b), (d), and (e) 13 333481

(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) (See instructions)
	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)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

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

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

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

Scott H. Nichols | 2-8-16 | Treasurer

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ALFRED A. PEGUERO	Alfred A. Peguero	2/5/16		P01344099
Firm's name ▶ PRICEWATERHOUSECOOPERS LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ THREE EMBARCADERO CENTER, SAN FRANCISCO, CA94111			Phone no 415-498-5000	

KELLY FOUNDATION 68-0175739

FORM 990PF, PART 1 - LINE 1

Received From		Contribution Received	Date Received
River City Bank	$	25,000	1/5/2015
2485 Natomas Park Dr.		25,000	3/30/2015
Sacramento, CA 95833		25,000	6/24/2015
Total	$	75,000	

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax return fees/consulting	$ 1,750			$ 1,750
Total	$ 1,750	$ -	$ -	$ 1,750

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	$ 18,626			
Total	$ 18,626	$ -	$ -	$ -

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Association Dues	$ 750			$ 750
License Subscription	4,186			4,186
Insurance-Liability/D&O	1,431			1,431
Office Expense	512			512
Total	$ 6,879	$ -	$ -	$ 6,879

Statement 5
Form 990-PF, Part II, Line 13
Investments-Other

	Valuation Method	Book Value	Fair Market Value
DFA-One Year Fixed Income	Mkt Value	$ 1,127,556	$ 1,127,556
DFA- Short Term Government	Mkt Value	184,740	184,740
DFA-US Large Company	Mkt Value	931,834	931,834
DFA-US Micro Cap	Mkt Value	1,587,249	1,587,249
Dodge & Cox-International Fund	Mkt Value	1,662,279	1,662,279
Dodge & Cox-Income Fund	Mkt Value	1,522,137	1,522,137
Dodge & Cox-Stock Fund	Mkt Value	1,267,258	1,267,258
Paydenfunds-Global Fixed Income Fund	Mkt Value	295,924	295,924
	Total	$ 8,578,977	$ 8,578,977

Statement 6
Form 990-PF, Part III, Line 5
Other Decreases

Unrealized Loss on Investments	$ 695,255
Total	$ 695,255

KELLY FOUNDATION Capital Gains - STATEMENT 7

10/1/2014 through 9/30/2015

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SHORT TERM						
Dodge & Cox Stock Fund	58.349	3/31/2014	1/27/2015	10,277.60	9,898.34	379.26
Dodge & Cox Stock Fund	38.306	6/25/2014	1/27/2015	6,747.22	6,818.06	-70.84
Dodge & Cox Stock Fund	24.452	9/25/2014	1/27/2015	4,306.98	4,389.71	-82.73
Dodge & Cox Stock Fund	18.434	12/19/2014	1/27/2015	3,246.97	3,345.47	-98.50
Dodge & Cox Stock Fund	124.189	12/19/2014	1/27/2015	21,874.66	22,537.89	-663.23
				46,453.43	46,989.47	-536.04
LONG TERM						
DFA-One Year Fixed Inc	21.368	11/8/2011	11/18/2014	220.52	221.16	-0.64
DFA-One Year Fixed Inc	24.294	3/8/2012	11/18/2014	250.71	250.96	-0.25
DFA-One Year Fixed Inc	19.444	4/10/2012	11/18/2014	200.66	200.86	-0.20
DFA-One Year Fixed Inc	24.292	5/8/2012	11/18/2014	250.69	251.18	-0.49
DFA-One Year Fixed Inc	19.462	6/8/2012	11/18/2014	200.85	201.04	-0.19
DFA-One Year Fixed Inc	24.313	7/10/2012	11/18/2014	250.91	251.40	-0.49
DFA-One Year Fixed Inc	19.459	8/8/2012	11/18/2014	200.82	201.21	-0.39
DFA-One Year Fixed Inc	24.310	9/10/2012	11/18/2014	250.88	251.61	-0.73
DFA-One Year Fixed Inc	19.458	10/10/2012	11/18/2014	200.81	201.39	-0.58
DFA-One Year Fixed Inc	19.466	11/8/2012	11/18/2014	200.89	201.47	-0.58
DFA-One Year Fixed Inc	4,144.599	1/11/2013	11/18/2014	42,772.26	42,813.71	-41.45
Dodge & Cox Stock Fund	215.602	12/28/2007	1/27/2015	37,976.15	30,018.29	7,957.86
Dodge & Cox Stock Fund	38.257	6/25/2013	1/27/2015	6,738.59	5,328.50	1,410.09
Dodge & Cox Stock Fund	26.749	9/25/2013	1/27/2015	4,711.57	4,057.33	654.24
Dodge & Cox Stock Fund	23.392	12/19/2013	1/27/2015	4,120.27	3,853.42	266.85
Dodge & Cox Stock Fund	67.616	1/13/2004	1/27/2015	11,909.88	7,976.66	3,933.22
Dodge & Cox Stock Fund	10.844	3/29/2004	1/27/2015	1,910.06	1,279.59	630.47
Dodge & Cox Stock Fund	11.482	3/29/2004	1/27/2015	2,022.44	1,354.88	667.56
Dodge & Cox Stock Fund	11.775	6/28/2004	1/27/2015	2,074.05	1,400.75	673.30
Dodge & Cox Stock Fund	11.885	9/28/2004	1/27/2015	2,093.42	1,405.04	688.38
Dodge & Cox Stock Fund	346.050	1/19/2005	1/27/2015	60,953.27	44,069.50	16,883.77
Dodge & Cox Stock Fund	14.643	3/29/2005	1/27/2015	2,579.22	1,861.53	717.69
Dodge & Cox Stock Fund	5.090	3/29/2005	1/27/2015	896.55	647.10	249.45
Dodge & Cox Stock Fund	21.058	3/29/2005	1/27/2015	3,709.16	2,677.05	1,032.11
Dodge & Cox Stock Fund	33.724	9/25/2012	1/27/2015	5,940.15	4,018.87	1,921.28
Dodge & Cox Stock Fund	33.563	12/19/2012	1/27/2015	5,911.79	4,117.14	1,794.65
Dodge & Cox Stock Fund	144.995	1/13/2004	1/28/2015	25,000.00	17,105.06	7,894.94
Paydenfunds-Global Fixed Income #966	2,774.695	2/6/2006	1/28/2015	25,000.00	24,839.83	160.17

KELLY FOUNDATION Capital Gains - STATEMENT 7

10/1/2014 through 9/30/2015

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Paydenfunds-Global Fixed Income #966	11,299.435	2/6/2006	8/27/2015	100,000.00	101,157.25	-1,157.25
Paydenfunds-Global Fixed Income #966	9,049.774	2/6/2006	8/28/2015	80,000.00	81,017.35	-1,017.35
				428,546.57	383,231.13	45,315.44
				475,000.00	430,220.60	44,779.40

Statement 8
Form 990-PF, Part VIII, Line 1
List of Officers, Directors and Trustees

Name and Address	Title	Avg hours/wk	Compensation	Contrib to EBP & DC	Expense Account
Jon S. Kelly 2020 W. El Camino Ave #120 Sacramento, CA 95833	Director	0.15	NONE	NONE	NONE
Gregory G. Kelly 2020 W El Camino Ave. #120 Sacramento, CA 95833	Dir/Pres	0.15	NONE	NONE	NONE
Scott G Nichols 2020 W. El Camino Ave. #120 Sacramento, CA 95833	Dir/Treasurer	0.50	NONE	NONE	NONE
Bea Ann Barbee 2020 W. El Camino Ave. #120 Sacramento, CA 95833	Asst. Treas.	0.50	NONE	NONE	NONE
Shawn L. Devlin 2020 W El Camino Ave. #120 Sacramento, CA 95833	Dir/Secretary	0.50	NONE	NONE	NONE
P. D. Asp 2020 W. El Camino Ave #120 Sacramento, CA 95864	Asst Sec	2.50	NONE	NONE	NONE
Kelly Brothers 2020 W. El Camino Ave. #120 Sacramento, CA 95833	Director	0.15	NONE	NONE	NONE
Bob Woods 2020 W. El Camino Ave. #120 Sacramento, CA 95833	Director	0.15	NONE	NONE	NONE
Anker Christensen 2020 W. El Camino Ave #120 Sacramento, CA 95833	Director	0 15	NONE	NONE	NONE
Wendy Duer 2020 W. El Camino Ave. #120 Sacramento, CA 95833	Director	0.15	NONE	NONE	NONE
Mike Newell 2020 W El Camino Ave. #120 Sacramento, CA 95833	Director	0 15	NONE	NONE	NONE
Stephen Fleming 2020 W. El Camino Ave. #120 Sacramento, CA 95833	Director	0 15	NONE	NONE	NONE
Stephen H. Johanson 2020 W. El Camino Ave. #120 Sacramento, CA 95864	Director	0.15	NONE	NONE	NONE

KELLY FOUNDATION GRANT DISTRIBUTION GUIDELINES

BACKGROUND

Kelly Broadcasting Company's KCRA-TV (Sacramento-Stockton-Modesto, CA) went on the air on September 5, 1955. As Sacramento's leading news broadcaster, it's slogan, *"Where the News Comes First,"* more than speaks to the KCRA-TV dedication to the community in this area.

For decades, the Kelly family has reached out to the community to enhance quality of life through charitable contributions. The owners of Kelly Broadcasting Co. established the Kelly Foundation in December 1988 as the formal vehicle for structuring charitable contributions to help meet the challenges of its social responsibilities.

The Kelly family sold KCRA-TV in 1999 and will continue the Kelly Foundation. The Kelly Foundation is an expression of the importance the Kelly family places on being a good neighbor and citizen in all the regions where they do business.

GRANT DISTRIBUTION GUIDELINES

1. Kelly Foundation intends to actively seek projects to sponsor, as well as to be responsive to grant applications.

2. Kelly Foundation will consider grant requests in the following categories:

    A. Health and human services;

    B. Education; and

    C. Culture and civic improvement.

    The Foundation directors may also, from time to time, identify areas for special emphasis when emerging needs require extraordinary attention.

3. When deciding how much to grant to whom, the Foundation will give careful consideration to:

    A. How many people will benefit from the project;

7. The Distribution Committee meets quarterly to consider applications and make grants. However, **an organization may apply only once a year, regardless of what action is taken.**

The annual deadline dates for submission of an application are:

APPLICATION DEADLINE	DECISION DATE
October 15	November 15
January 15	February 15
April 15	May 15
July 15	August 15

Kelly Foundation
Statement 10
2014 Form 990-PF
Part XV Line 3a

68-0175739

Supplementary Information/Grants and Contriubtions Paid During the Year

Recipient	Status	Purpose	Amount
Alzheimers Association 1455 Response Rd , Ste. 150 Sacramento, CA 95815 Ms. Michelle Johnson	PC	Education & Support (Sacramento Region)	10,000.00
Amplify Life, Home Of Camp Lotsafun 3660 Baker St., Suite 103 Reno, CA 89509 Ms. Gayla E. Ouellette	PC	Operating Support	5,000.00
Antelope Band Booster Association 7909 Walerga Rd., PMB 112-257 Antelope, CA 95843 Mrs. Deborah Forrester	PC	Rep CA - '15 Nat Independence Day Parade	2,500.00
Boys & Girls Clubs 5212 Lemon Hill Ave. Sacramento, CA 95824 Ms. Mary Kate McCartney	PC	Academic Enrichment Programs	5,000.00
California Dental Association Foundation 1201 K St. Sacramento, CA 95814 Mrs. Robyn Alongi	PC	CDA Cares Sacramento	5,000 00
Canine Companions for Independence 2965 Dutton Ave., P.O. Box 446 Santa Rosa, CA 95407 Ms. Angie Escudero	PC	Program Support	5,000.00
CCHAT Center Sacramento 11100 Coloma Rd. Rancho Cordova, CA 95670 Ms. Lida King	PC	Infant/ Toddler Program (Sacrmento Region)	15,000.00
Center For Community Health And Well-Being, Inc. 1900 T Street Sacramento, ca 95811 Ms. Katie Keeler	PC	Leadership & Empowerment for Girls & Young Women	5,000.00
Center For Fathers And Families 920 Del Paso Blvd. Sacramento, CA 95815 Ms. Ashley Gayles	PC	Masters Sports League Program	5,000.00
CHP 11-99 Foundation 2244 N. State College Blvd. Fullerton, CA 92831 Mr. Stephen W. Harrington	PC	Education Program	5,000.00
Christian Brothers High School 4315 Martin Luther King, Jr. Blvd. Sacramento, CA 95820 Ms. Nancy Louise Smith-Fagan	PC	Brother David Brennan Program	13,000.00
City Year Sacramento 1414 K Street, Suite 100 Sacramento, CA 95814 Miss Cianci M Cochran	PC	Whole School Whole Child	5,000.00
Court Appointed Special Advocates Of Sacramento County P O Box 278383 301 Bicentennial Circle, Suite 220 Sacramento, CA 95826 Ms. Carol Noreen	PC	Advocacy for Transition Age Foster Youth	10,000 00

Empower Yolo, Inc. 175 Walnut St. Woodland, CA 95695 Ms. Lynette A. Irlmeier	PC	Prevention Education	2,500.00
Family Promise Of Sacramento P.O. Box 1378 Sacramento, CA 95812 Ms. Marsha Spell	PC	Expand Program to Help Area Homeless Families	5,000.00
Friends Of The Roseville Public Library P O. Box 232 Roseville, CA 95678 Ms. Donna McCulloch	PC	Reading for Everyone	5,000.00
Habitat For Humanity Of Greater Sacramento, Inc. 819 North 10th St. Sacramento, CA 95811 Ms. Anne Gambino	PC	11th Ave. New Home Build Project	10,000.00
Keaton Raphael Memorial 2260 Douglas Blvd., Suite 150 Roseville, CA 95661 Ms. Teresa Hofhenke	PC	Hope, Strength & Healing Program	10,000.00
KidsFirst 124 Main St. Roseville, CA 95678 Ms. Robin Nicole Walsh	PC	Outreach and Education, FRC, Clinical Therapy, Referral	10,000 00
Marshall Foudation For Community Health Attn· Cancer Services 1100 Marshall Way Placerville, CA 95667 Ms Scherrie E. Whitfield	PC	Overcoming Trans Barriers In Rural E.D.H.	5,000.00
Mutual Housing California 8001 Fruitridge Rd. Sacramento, CA 95820 Ms. Anne Marie Flynn	PC	Building Academic Success and a Culture of College Program	10,000.00
Mutual Housing California 8001 Fruitridge Rd., #A Sacramento, CA 95820 Ms.Rachel Iskow	PC	Operating Support	10,000 00
NorCal Services For Deaf & Hard Of Hearing 4708 Roseville Rd., #111 North Highlands, CA 95660 Ms. Debby Buchan	PC	Grant for Camp Grizzly Summer Leadership Program	5,000.00
Opening Doors, Inc. 1111 Howe Ave , Suite 125 Sacramento, CA 95825 Ms. Debra DeBondt	PC	Hispanic Prosperity Program	5,000.00
PRIDE Industries 10030 Foothills Blvd. Roseville, CA 95747 Ms. Audrey Farrington	PC	Youth Employment Program	10,000.00
Ride To Walk 720 Sunrise Ave., Suite D 110 Roseville, CA 95661 Ms Kristine N Corn	PC	Theraputic Horseback Riding Program	5,000.00
River Oaks Center For Children 5445 Laurel Hills Dr. Sacramento. CA 95841 Ms. Alice Gentry	PC	Gaining Advantages with Enlighten Analytics	10,000.00

Runnin' For Rhett 5117 Worchester Way Elk Grove, CA 95758 Ms. Larisa Perryman	PC	Youth Fitness Program	5,000.00
Sacramento Food Bank & Family Services 3333 Third Ave. Sacramento, CA 95817 Mr. Jeremiah Rhine	PC	Emergency food assistance	10,000.00
Sacramento Life Center 930 Alhambra Blvd., Suite 230 Sacramento, CA 95816 Ms. Marie Leatherby	PC	Free Medical Care - Low Income Women/Teen Girls	5,000.00
Sacramento Loaves And Fishes 1321 North C Street P.O. Box 13495 Sacramento, CA 95813-3495 Ms. Bernadette O'Keefe	PC	Dining Room Program	10,000.00
Sacramento Public Library Foundation 828 I St Sacramento , CA 95814 Ms. April Butcher	PC	Summer Reading Program	10,000.00
Senior Gleaners 1951 Bell Ave. Sacramento, CA 95838 Ms. Natalie Miller	PC	Healthy Food Initative	5,000.00
Sierra Forever Families 8928 Volunteer Lane, Suite 100 Sacramento, CA 95826 Ms. Juli Kramer	PC	Destination Family	10,000.00
Soil Born Farms 2140 Chase Dr. Rancho Cordova, CA 95670 Ms. Shawn Harrison	PC	Youth Education Program	5,000.00
Special Olympics Of Northern California, Inc. 1401 Halyard Dr., Suite 100 West Sacramento, CA 95691 Ms. Rebecca Thompson	PC	2015 Basketball Program	5,000.00
St. John's Program For Real Changes 2443 Fair Oaks Blvd., #369 Sacramento, CA 95825 Ms. Cassidy Myers	PC	A Bridge to School Readiness	10,000.00
Stanford Youth Solutions 8912 Volunteer Lane Sacramento, CA 95826 Dr. Laura Heinz	PC	Lifeline Fund	5,000.00
Stanford Youth Solutions 8912 Volunteer Lane Sacramento, CA 95826 Ms. Carrie Johnson	PC	Continuum Foster Care Reform	100,000.00
Teen Center USA, Elk Grove 8978 Elk Grove Blvd. Sacramento, CA 95624 Mrs Goldeen Smith	PC	Teen Center, USA	6,000.00
The Salvation Army Sacramento 3755 N. Freeway Blvd Sacramento, CA 95834 Ms. Melody Pomraning	PC	Center of Hope Men and Women Shelter	10,000.00
Wellspring Women's Center	PC	Nutritious Meal Program	4,500.00

3414 4th Avenue P.O. Box 5728 Sacramento, CA 95817 Ms. Annie Brackney			
UC Davis Center for Equine Health One Shields Avenue Davis, CA 95616 Dr. Gregory Ferraro	PC	Research on Bone Fragility Syndrome in Horses	25,000 00
Yolo County Children's Alliance 600 A Street, Suite Y Davis, CA 95616 Ms. Katie Villegas	PC	Save the Yolo Crisis Nursery	25,000 00
		TOTAL	443,500.00