



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



# 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](http://www.irs.gov/form990pf).

OMB No 1545-0052

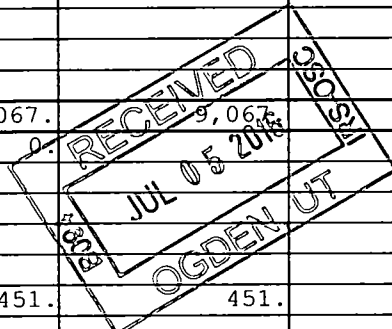
**2015**

Open to Public Inspection

For calendar year 2015 or tax year beginning 06/02, 2015, and ending 12/31, 2015

Name of foundation <b>BRIAN M. AND ERIN T. KELLY FOUNDATION</b>		<b>A</b> Employer identification number 47-4172502
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B</b> Telephone number (see instructions) (847) 428-6059
P.O. BOX 1148		
City or town, state or province, country, and ZIP or foreign postal code WOODSTOCK, IL 60098		<b>C</b> If exemption application is pending, check here. <input type="checkbox"/>
<b>G</b> Check all that apply	<input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<b>D</b> 1. Foreign organizations, check here. <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/>
<b>H</b> 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	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$</b> 2,785,772.	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>

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)	3,000,000.			
	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	4,673.	4,673.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,394.			
	b Gross sales price for all assets on line 6a 28,119.				
	7 Capital gain net income (from Part IV, line 2)		4,394.		
	8 Net short-term capital gain.				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	3,009,067.	9,067.		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	451.	451.		
	c Other professional fees (attach schedule) [2]				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [3]	135.	135.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4.	136.			
	24 Total operating and administrative expenses. Add lines 13 through 23.	722.	586.		
	25 Contributions, gifts, grants paid	200,000.			200,000.
	26 Total expenses and disbursements Add lines 24 and 25	200,722.	586.		200,000.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,808,345.			
	b Net investment income (if negative, enter -0-)		8,481.		
	c Adjusted net income (if negative, enter -0-)				



<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .			2,300,110.	2,300,110.
	2	Savings and temporary cash investments . . . . .				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10a	Investments - U.S. and state government obligations (attach schedule) . . . . .				
	b	Investments - corporate stock (attach schedule) <u>ATCH 5</u> . . . . .			400,884.	380,953.
	c	Investments - corporate bonds (attach schedule) <u>ATCH 6</u> . . . . .			107,351.	104,709.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans . . . . .					
13	Investments - other (attach schedule) . . . . .					
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶) . . . . .					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .			0.	2,808,345.	2,785,772.
<b>Liabilities</b>	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.	0.	
<b>Net Assets or Fund Balances</b>	<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 and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .			2,808,345.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .			0.	2,808,345.
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .			0.	2,808,345.

**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	0.
2	Enter amount from Part I, line 27a . . . . .	2	2,808,345.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	2,808,345.
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	2,808,345.

Form **990-PF** (2015)

**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 PART IV SCHEDULE					
<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>					
<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) 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))		
<b>a</b>					
<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>	4,394.	
<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>	0.	

**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

NOT AVAILABLE FOR INITIAL YEAR RETURNS

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))
2014			
2013			
2012			
2011			
2010			
<b>2</b> Total of line 1, column (d) . . . . .			<b>2</b>
<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>
<b>4</b> Enter the net value of noncharitable-use assets for 2015 from Part X, line 5 . . . . .			<b>4</b>
<b>5</b> Multiply line 4 by line 3 . . . . .			<b>5</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			<b>6</b>
<b>7</b> Add lines 5 and 6 . . . . .			<b>7</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . . 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			<b>8</b>

**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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	170.
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	170.
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	170.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015 . . . . .	6a		
b Exempt foreign organizations - tax withheld at source . . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	400.	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	400.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	230.	
11 Enter the amount of line 10 to be Credited to 2016 estimated tax <input type="checkbox"/> 230. Refunded <input type="checkbox"/> . . . . .	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <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? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL, _____		
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 . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses <input type="checkbox"/> ATCH. ?	X	

Form **990-PF** (2015)

**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).	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>►</b> N/A	<input checked="" type="checkbox"/>	<input type="checkbox"/>
14 The books are in care of <b>►</b> ERIN KELLY Telephone no <b>►</b> 847-428-6059 Located at <b>►</b> P.O. BOX 1148 WOODSTOCK, IL ZIP+4 <b>►</b> 60098		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <b>►</b> <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. <b>►</b> 15		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <b>►</b>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>►</b> <input type="checkbox"/>	1b	
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 2015?	1c	<input checked="" type="checkbox"/>
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>►</b>		
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>►</b>		
3a 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 If "Yes," did it have excess business holdings in 2015 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 2015)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
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 2015?	4b	<input checked="" type="checkbox"/>

Form **990-PF** (2015)

**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)? ☐ Yes ☒ No

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? ☐ 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? ☐ Yes ☒ No

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? ☐ Yes ☒ No

**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
ATCH 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. ☐

**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 . . . . . ▶

**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 NONE

Total. Add lines 1 through 3 . . . . . ▶

Form 990-PF (2015)



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	435,732.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	230,515.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	666,247.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	666,247.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	9,994.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	656,253.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	19,148.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	19,148.
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5	<b>2a</b>	170.
<b>b</b>	Income tax for 2015 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	170.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	18,978.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	18,978.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	18,978.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	200,000.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	200,000.
<b>5</b>	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)	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	200,000.

**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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7 . . . . .				18,978.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only. . . . .				
b Total for prior years 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u> . . . . .				
3 Excess distributions carryover, if any, to 2015				
a From 2010 . . . . .				
b From 2011 . . . . .				
c From 2012 . . . . .				
d From 2013 . . . . .				
e From 2014 . . . . .				
f Total of lines 3a through e . . . . .				
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>200,000.</u>				
a Applied to 2014, but not more than line 2a . . . . .				
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 2015 distributable amount. . . . .				18,978.
e Remaining amount distributed out of corpus. . . . .	181,022.			
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:	181,022.			
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 2014 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016. . . . .				
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 2010 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a . . . . .	181,022.			
10 Analysis of line 9				
a Excess from 2011 . . . . .				
b Excess from 2012 . . . . .				
c Excess from 2013 . . . . .				
d Excess from 2014 . . . . .				
e Excess from 2015 . . . . .	181,022.			

Form **990-PF** (2015)

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

NOT APPLICABLE

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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) )

N/A

**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

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

**c** Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
ATCH 9				
<b>Total</b> . . . . .			<b>▶ 3a</b>	200,000.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			<b>▶ 3b</b>	



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
<b>a Transfers from the reporting foundation to a noncharitable exempt organization of</b>			
(1) Cash . . . . .	<b>1a(1)</b>		X
(2) Other assets . . . . .	<b>1a(2)</b>		X
<b>b Other transactions</b>			
(1) Sales of assets to a noncharitable exempt organization . . . . .	<b>1b(1)</b>		X
(2) Purchases of assets from a noncharitable exempt organization . . . . .	<b>1b(2)</b>		X
(3) Rental of facilities, equipment, or other assets . . . . .	<b>1b(3)</b>		X
(4) Reimbursement arrangements . . . . .	<b>1b(4)</b>		X
(5) Loans or loan guarantees . . . . .	<b>1b(5)</b>		X
(6) Performance of services or membership or fundraising solicitations . . . . .	<b>1b(6)</b>		X
<b>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .</b>	<b>1c</b>		X
<b>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.</b>			





[illegible]

**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.

**Sign Here**      

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name	
----------------------------	--

JOEL B. POLAKOW

Repairer's signature

Firm's name ▶ MILLER, COOPER & CO., LTD.

Firm's address ► 1751 LAKE COOK ROAD, SUITE 400  
DEERFIELD, IL

Date	
------	--

05/16/2016

Check ☐ if self-employed

PTIN	
------	--

P00845521

Firm's EIN ▶ 36-2897372

Phone no 847-205-5000

Form **990-PF** (2015)

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

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

OMB No 1545-0047

**2015**

Name of the organization

BRIAN M. AND ERIN T. KELLY FOUNDATION

Employer identification number

47-4172502

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

**Special Rules**

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

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

Name of organization **BRIAN M. AND ERIN T. KELLY FOUNDATION**Employer identification number  
47-4172502**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	BULK LIFT, INC. 1013 TAMARAC DRIVE CARPENTERSVILLE, IL 60110	\$ 3,000,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)



Employer identification number

47-4172502

## Part II

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

Name of organization BRIAN M. AND ERIN T. KELLY FOUNDATION

Employer identification number

47-4172502

**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this 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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BERNSTEIN ACCT# 93693	4,673.	4,673.
TOTAL	<u>4,673.</u>	<u>4,673.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES	451.	451.
TOTALS	451.	451.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX ON INV INCOME	135.	135.
TOTALS	<u>135.</u>	<u>135.</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
MISC	136.
TOTALS	<u>136.</u>

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BERNSTEIN ACCT# 93693	400,884.	380,953.
TOTALS	<u>400,884.</u>	<u>380,953.</u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BERNSTEIN ACCT# 93693	107,351.	104,709.
TOTALS	<u>107,351.</u>	<u>104,709.</u>



FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 7

NAME AND ADDRESS

BULK LIFT, INC.  
1013 TAMARAC DRIVE  
CARPENTERSVILLE, IL 60110

7153KO 4116 5/16/2016 3:36:47 PM V 15-4.5F

1487.03

ATTACHMENT 7

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
BRIAN KELLY P.O. BOX 1148 WOODSTOCK, IL 60098	PRESIDENT 1.00	0.	0.	0.
ERIN KELLY P.O. BOX 1148 WOODSTOCK, IL 60098	SECRETARY/TREASURER 1.00	0.	0.	0.
KAREN CONWAY P.O. BOX 1148 WOODSTOCK, IL 60098	BOARD MEMBER	0.	0.	0.
GRAND TOTALS		0.	0.	0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

MARIAN MISSIONAIRIES OF DIVINE MERCY  
P O BOX 1401  
STOCKBRIDGE, MA 01262

NONE  
PC

RELIGIOUS

200,000.

TOTAL CONTRIBUTIONS PAID

200,000.

7153KO 4116

5/16/2016

3:36 47 PM

V 15-4.5F

1487.03

ATTACHMENT 9



**Holdings**  
Account: BRIAN M. AND ERIN T. KELLY FOUNDATION (888-93693)  
As of December 31, 2015

Asset Class	City	Holdings	Ticker	Avg Unit Cost	Market Price	Market Price	Total Cost	Market Value	Accrued Income	Unrealized Gain (Loss)	Est Annual Income	Yield	% of Portfolio	% of Assets
Cash Balances	110.48	CASH		\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00	\$ 0.00	\$ 0.00	0.0%	0.0%	0.0%
Bonds	4,020.97	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1)	SNIDX	\$ 13.40	\$ 13.01	\$ 53,895	\$ 53,895	\$ 52,313	\$ 43	\$ (1,582)	\$ 1,384	2.5%	10.8%	50.0%
Bonds	6,411.766	AB GLOBAL BOND FUND-ADV(1)	ANAYX	\$ 8.34	\$ 8.15	\$ 53,457	\$ 53,457	\$ 52,256	\$ 97	\$ (1,201)	\$ 1,189	2.1%	10.8%	100.0%
Stocks	3,897.803	BERNSTEIN INTERNATIONAL PORTFOLIO(1)	SIMTX	\$ 15.93	\$ 15.22	\$ 62,092	\$ 62,092	\$ 59,325	\$ -	\$ (2,768)	\$ 1,080	1.8%	12.2%	50.0%
Stocks	508.347	BERNSTEIN EMERGING MARKETS PORTFOLIO(1)	SNEWX	\$ 24.65	\$ 22.47	\$ 12,531	\$ 12,531	\$ 11,423	\$ -	\$ (1,108)	\$ 151	1.3%	2.4%	19.3%
Stocks	754.761	AB DISCOVERY GRWTH FUND-ADV	CHCYX	\$ 9.95	\$ 8.84	\$ 7,508	\$ 7,508	\$ 6,672	\$ -	\$ (836)	\$ -	0.0%	1.4%	100.0%
Stocks	364.149	AB DISCOVERY VALUE FUND-ADV	ABYSX	\$ 20.39	\$ 18.30	\$ 7,427	\$ 7,427	\$ 6,664	\$ -	\$ (763)	\$ 19	0.3%	1.4%	50.0%
Stocks	53	APPLE INC	AAPL	\$ 115.85	\$ 105.26	\$ 6,140	\$ 6,140	\$ 5,579	\$ -	\$ (561)	\$ 110	2.0%	1.1%	13.9%
Stocks	7	ALPHABET INC-CL C	GOOG	\$ 683.88	\$ 758.88	\$ 4,648	\$ 4,648	\$ 5,312	\$ -	\$ 664	\$ -	0.0%	1.1%	22.3%
Stocks	86	MICROSOFT CORP	MSFT	\$ 46.99	\$ 55.48	\$ 4,042	\$ 4,042	\$ 4,771	\$ -	\$ 730	\$ 124	2.6%	1.0%	2.5%
Stocks	79	WELLS FARGO & COMPANY	WFC	\$ 56.34	\$ 54.36	\$ 4,450	\$ 4,450	\$ 4,294	\$ -	\$ (156)	\$ 119	2.8%	0.9%	1.8%
Stocks	59	ALTRIA GROUP INC	MO	\$ 55.16	\$ 58.21	\$ 3,255	\$ 3,255	\$ 3,434	\$ 33	\$ 180	\$ 133	3.9%	0.7%	12.7%
Stocks	204	BANK OF AMERICA CORP	BAC	\$ 17.57	\$ 16.83	\$ 3,584	\$ 3,584	\$ 3,433	\$ -	\$ (151)	\$ 41	1.2%	0.7%	7.2%
Stocks	24	HOME DEPOT INC	HD	\$ 119.59	\$ 132.25	\$ 2,870	\$ 2,870	\$ 3,174	\$ -	\$ 304	\$ 57	1.8%	0.7%	2.0%
Stocks	51	ALLSTATE CORP	ALL	\$ 63.70	\$ 62.09	\$ 3,249	\$ 3,249	\$ 3,167	\$ 15	\$ (82)	\$ 61	1.9%	0.7%	17.2%
Stocks	30	FACEBOOK INC-A	FB	\$ 93.97	\$ 104.66	\$ 2,819	\$ 2,819	\$ 3,140	\$ -	\$ 321	\$ -	0.0%	0.6%	2.1%
Stocks	39	VISA INC - CLASS A SHRS	V	\$ 74.23	\$ 77.55	\$ 2,895	\$ 2,895	\$ 3,024	\$ -	\$ 129	\$ 22	0.7%	0.6%	1.3%
Stocks	30	CVS HEALTH CORP	CVS	\$ 108.31	\$ 97.71	\$ 3,249	\$ 3,249	\$ 2,933	\$ -	\$ (316)	\$ 51	1.7%	0.6%	2.2%
Stocks	24	UNITEDHEALTH GROUP INC	UNH	\$ 119.35	\$ 117.64	\$ 2,864	\$ 2,864	\$ 2,823	\$ -	\$ (41)	\$ 48	1.7%	0.6%	1.3%
Stocks	27	PEPSICO INC	PEP	\$ 99.10	\$ 99.82	\$ 2,676	\$ 2,676	\$ 2,698	\$ 19	\$ 22	\$ 76	2.8%	0.6%	1.4%
Stocks	14	NORTHROP GRUMMAN CORP	NOC	\$ 173.25	\$ 188.81	\$ 2,426	\$ 2,426	\$ 2,643	\$ -	\$ 218	\$ 45	1.7%	0.5%	1.4%
Stocks	26	GILEAD SCIENCES INC	GILD	\$ 116.41	\$ 101.19	\$ 3,027	\$ 3,027	\$ 2,631	\$ -	\$ (396)	\$ 45	1.7%	0.5%	1.7%
Stocks	28	DANAHER CORP	DHR	\$ 90.59	\$ 92.88	\$ 2,537	\$ 2,537	\$ 2,601	\$ 4	\$ 64	\$ 15	0.6%	0.5%	1.9%
Stocks	78	PFIZER INC	PFE	\$ 35.49	\$ 32.28	\$ 2,804	\$ 2,804	\$ 2,550	\$ -	\$ (254)	\$ 95	3.7%	0.5%	1.3%
Stocks	45	COMCAST CORP-CLASS A	CMCSA	\$ 59.87	\$ 56.43	\$ 2,694	\$ 2,694	\$ 2,539	\$ -	\$ (155)	\$ 45	1.8%	0.5%	2.0%
Stocks	40	NIKE INC-CL B	NKE	\$ 57.11	\$ 62.50	\$ 2,284	\$ 2,284	\$ 2,500	\$ 6	\$ 216	\$ 26	1.0%	0.5%	1.3%
Stocks	130	APPLIED MATERIALS INC	AMAT	\$ 16.88	\$ 18.67	\$ 2,194	\$ 2,194	\$ 2,427	\$ -	\$ 233	\$ 52	2.1%	0.5%	5.7%
Stocks	23	JOHNSON & JOHNSON	JNJ	\$ 98.76	\$ 102.72	\$ 2,272	\$ 2,272	\$ 2,363	\$ -	\$ 91	\$ 69	2.9%	0.5%	1.4%
Stocks	22	WALT DISNEY CO/HE	DIS	\$ 108.36	\$ 105.08	\$ 2,384	\$ 2,384	\$ 2,312	\$ 16	\$ (72)	\$ 31	1.4%	0.5%	1.0%
Stocks	25	LYONDELLBASELL INDU-CL A	LYB	\$ 89.90	\$ 86.90	\$ 2,247	\$ 2,247	\$ 2,173	\$ -	\$ (75)	\$ 78	3.6%	0.4%	1.2%
Stocks	30	DOLLAR GENERAL CORP	DG	\$ 79.24	\$ 71.87	\$ 2,377	\$ 2,377	\$ 2,156	\$ 7	\$ (221)	\$ 26	1.2%	0.4%	1.5%
Stocks	23	DR PEPPER SNAPPLE GROUP INC	DPS	\$ 82.16	\$ 93.20	\$ 1,890	\$ 1,890	\$ 2,144	\$ 11	\$ 254	\$ 44	2.1%	0.4%	1.5%

**Holdings**  
Account: BRIAN M. AND ERIN T. KELLY FOUNDATION (888-93693)  
As of December 31, 2015

Asset Class	Qty.	Holder	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Accrued Income	Unrealized Gain (Loss)	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Stocks	52	CF INDUSTRIES HOLDINGS INC	CF	\$ 56.48	\$ 40.81	\$ 2,937	\$ 2,122	\$ -	\$ -	\$ (815)	62	2.9%	0.4%
Stocks	48	US BANCORP	USB	\$ 45.07	\$ 42.67	\$ 2,163	\$ 2,048	\$ 12	\$ 12	\$ (115)	49	2.4%	0.9%
Stocks	34	STARBUCKS CORP	SBUX	\$ 57.18	\$ 60.03	\$ 1,944	\$ 2,041	\$ -	\$ -	\$ 97	27	1.3%	0.4%
Stocks	14	ANHEIM INC	ANIM	\$ 149.70	\$ 139.44	\$ 2,086	\$ 1,952	\$ -	\$ -	\$ (144)	35	1.8%	0.4%
Stocks	18	AETNA INC	AET	\$ 118.31	\$ 108.12	\$ 2,130	\$ 1,946	\$ -	\$ -	\$ (183)	18	0.9%	0.4%
Stocks	36	ROSS STORES INC	ROST	\$ 51.53	\$ 53.81	\$ 1,955	\$ 1,937	\$ -	\$ -	\$ 82	17	0.9%	0.9%
Stocks	182	XEROX CORP	XRX	\$ 10.72	\$ 10.63	\$ 1,950	\$ 1,935	\$ 13	\$ 13	\$ (15)	51	2.6%	0.4%
Stocks	16	L-3 COMMUNICATIONS HOLDINGS	LLL	\$ 114.96	\$ 119.51	\$ 1,839	\$ 1,912	\$ -	\$ -	\$ 73	42	2.2%	0.4%
Stocks	26	BALL CORP	BLL	\$ 70.59	\$ 72.73	\$ 1,835	\$ 1,891	\$ -	\$ -	\$ 56	14	0.7%	0.4%
Stocks	6	BIODEN INC	BIIB	\$ 318.48	\$ 305.35	\$ 1,811	\$ 1,838	\$ -	\$ -	\$ (73)	-	0.0%	0.4%
Stocks	11	COSTCO WHOLESALE CORP	COST	\$ 146.68	\$ 161.50	\$ 1,613	\$ 1,777	\$ -	\$ -	\$ 163	18	1.0%	0.4%
Stocks	52	PPL CORPORATION	PPL	\$ 33.25	\$ 34.13	\$ 1,729	\$ 1,775	\$ 20	\$ 20	\$ 46	79	4.4%	0.4%
Stocks	32	DISCOVER FINANCIAL SERVICES	DFS	\$ 55.17	\$ 53.62	\$ 1,766	\$ 1,716	\$ -	\$ -	\$ (50)	36	2.1%	0.4%
Stocks	3	INTUITIVE SURGICAL INC	ISRG	\$ 530.74	\$ 546.16	\$ 1,592	\$ 1,638	\$ -	\$ -	\$ 46	-	0.0%	0.3%
Stocks	39	KROGER CO	KR	\$ 37.92	\$ 41.83	\$ 1,478	\$ 1,631	\$ -	\$ -	\$ 153	16	1.0%	0.3%
Stocks	23	EOG RESOURCES INC	EOG	\$ 82.73	\$ 70.79	\$ 1,803	\$ 1,628	\$ -	\$ -	\$ (275)	15	1.0%	0.3%
Stocks	32	DELTA AIR LINES INC	DAL	\$ 47.73	\$ 50.69	\$ 1,527	\$ 1,622	\$ -	\$ -	\$ 95	17	1.1%	0.3%
Stocks	27	EDISON INTERNATIONAL	EIX	\$ 60.45	\$ 59.21	\$ 1,632	\$ 1,599	\$ 13	\$ 13	\$ (33)	52	3.2%	0.3%
Stocks	22	CAPITAL ONE FINANCIAL CORP	COF	\$ 80.91	\$ 72.18	\$ 1,780	\$ 1,588	\$ -	\$ -	\$ (192)	35	2.2%	0.3%
Stocks	17	ANSYS INC	ANSS	\$ 94.81	\$ 92.50	\$ 1,612	\$ 1,573	\$ -	\$ -	\$ (39)	-	0.0%	0.3%
Stocks	13	MCDONALD'S CORP	MCD	\$ 98.34	\$ 118.14	\$ 1,278	\$ 1,536	\$ -	\$ -	\$ 257	46	3.0%	0.9%
Stocks	42	ITT CORP	ITT	\$ 38.20	\$ 36.32	\$ 1,604	\$ 1,525	\$ -	\$ -	\$ (79)	20	1.3%	0.3%
Stocks	57	CITIZENS FINANCIAL GROUP	CFG	\$ 26.48	\$ 26.19	\$ 1,510	\$ 1,493	\$ -	\$ -	\$ (17)	23	1.5%	0.3%
Stocks	16	ESTEE LAUDER COMPANIES-CLA	EL	\$ 90.43	\$ 88.06	\$ 1,447	\$ 1,409	\$ -	\$ -	\$ (38)	19	1.4%	0.3%
Stocks	24	AMERICAN ELECTRIC POWER	AEP	\$ 57.77	\$ 58.27	\$ 1,387	\$ 1,398	\$ -	\$ -	\$ 12	54	3.8%	0.3%
Stocks	18	MEDTRONIC PLC	MDT	\$ 77.69	\$ 76.92	\$ 1,398	\$ 1,385	\$ 7	\$ 7	\$ (14)	27	2.0%	0.3%
Stocks	5	SHERWIN-WILLIAMS	SHW	\$ 277.45	\$ 259.60	\$ 1,387	\$ 1,298	\$ -	\$ -	\$ (89)	13	1.0%	0.3%
Stocks	29	SEALED AIR CORP	SEE	\$ 54.25	\$ 44.60	\$ 1,573	\$ 1,293	\$ -	\$ -	\$ (280)	15	1.2%	0.6%
Stocks	14	FISERV INC	FISV	\$ 89.61	\$ 91.46	\$ 1,254	\$ 1,280	\$ -	\$ -	\$ 26	-	0.0%	0.3%
Stocks	1	PRICELINE GROUP INC/THE	PCPN	\$ 1,294.92	\$ 1,274.95	\$ 1,295	\$ 1,275	\$ -	\$ -	\$ (20)	-	0.0%	0.3%
Stocks	18	VALERO ENERGY CORP	VLO	\$ 70.30	\$ 70.71	\$ 1,265	\$ 1,273	\$ -	\$ -	\$ 7	36	2.8%	0.3%
Stocks	44	EBAY INC	EBAY	\$ 28.07	\$ 27.48	\$ 1,235	\$ 1,209	\$ -	\$ -	\$ (26)	-	0.0%	0.8%
Stocks	33	ORACLE CORP	ORCL	\$ 39.03	\$ 36.53	\$ 1,288	\$ 1,205	\$ -	\$ -	\$ (83)	20	1.6%	0.2%
Stocks	23	AMPHENOL CORP-CLA	APH	\$ 55.95	\$ 52.23	\$ 1,287	\$ 1,201	\$ 3	\$ 3	\$ (86)	13	1.1%	0.2%
Stocks	78	HEWLETT PACKARD ENTERPRISES	HPE	\$ 15.66	\$ 15.20	\$ 1,237	\$ 1,201	\$ 4	\$ 4	\$ (36)	17	1.5%	0.2%
Stocks	22	AMDOCS LTD	DOX	\$ 59.73	\$ 54.57	\$ 1,314	\$ 1,201	\$ 4	\$ 4	\$ (113)	15	1.3%	0.2%
Stocks	6	MCKESSON CORP	MCK	\$ 215.09	\$ 197.23	\$ 1,281	\$ 1,183	\$ 2	\$ 2	\$ (107)	7	0.6%	0.2%
Stocks	32	VOYA FINANCIAL INC	VOYA	\$ 42.58	\$ 36.91	\$ 1,363	\$ 1,181	\$ -	\$ -	\$ (181)	1	0.1%	0.2%
Stocks	24	VERIZON COMMUNICATIONS INC	VZ	\$ 45.61	\$ 46.22	\$ 1,095	\$ 1,109	\$ -	\$ -	\$ 15	54	4.9%	0.5%

Asset Class	Qty	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Accrued Income	Unrealized Gain (Loss)	Est Annual Income	Yield	% of Portfolio	% of Asset Class
Stocks	11	UNITED TECHNOLOGIES CORP	UTX	\$ 98.31	\$ 96.07	\$ 1,081	\$ 1,057	\$ -	\$ (25)	\$ 28	2.7%	0.2%	0.5%
Stocks	46	MURPHY OIL CORP	MUR	\$ 30.75	\$ 22.45	\$ 1,414	\$ 1,033	\$ -	\$ (382)	\$ 64	6.2%	0.2%	0.5%
Stocks	8	KIMBERLY-CLARK CORP	KMB	\$ 116.10	\$ 127.30	\$ 929	\$ 1,018	\$ 7	\$ 90	\$ 28	2.8%	0.2%	0.6%
Stocks	21	HESS CORP	HES	\$ 58.72	\$ 48.48	\$ 1,233	\$ 1,018	\$ -	\$ (215)	\$ 21	2.1%	0.2%	0.6%
Stocks	14	SCHLUMBERGER LTD	SLB	\$ 84.44	\$ 69.75	\$ 1,182	\$ 977	\$ 7	\$ (206)	\$ 28	2.8%	0.2%	0.5%
Stocks	12	UNION PACIFIC CORP	UNP	\$ 92.81	\$ 78.20	\$ 1,114	\$ 938	\$ -	\$ (176)	\$ 28	2.8%	0.2%	0.4%
Stocks	79	HP INC	HPQ	\$ 13.02	\$ 11.84	\$ 1,028	\$ 935	\$ 10	\$ (93)	\$ 39	4.2%	0.2%	0.6%
Stocks	6	MONSTER BEVERAGE CORP	MNST	\$ 148.95	\$ 148.96	\$ 894	\$ 894	\$ -	\$ 0	\$ -	0.0%	0.2%	0.5%
Stocks	16	MERCK & CO INC	MRK	\$ 58.40	\$ 52.82	\$ 950	\$ 845	\$ 7	\$ (105)	\$ 29	3.5%	0.2%	0.5%
Stocks	27	SYNCHRONY FINANCIAL	SYF	\$ 30.58	\$ 30.41	\$ 826	\$ 821	\$ -	\$ (5)	\$ -	0.0%	0.2%	0.4%
Stocks	36	JETBLUE AIRWAYS	JBLU	\$ 23.92	\$ 22.65	\$ 861	\$ 815	\$ -	\$ (46)	\$ -	0.0%	0.2%	0.5%
Stocks	28	GAMESTOP CORP-CLASS A	GME	\$ 46.42	\$ 28.04	\$ 1,300	\$ 785	\$ -	\$ (515)	\$ 40	5.1%	0.2%	0.5%
Stocks	8	L BRANDS INC	LB	\$ 81.34	\$ 95.82	\$ 651	\$ 767	\$ -	\$ 116	\$ 16	2.1%	0.2%	0.4%
Stocks	3	PUBLIC STORAGE	PSA	\$ 217.30	\$ 247.70	\$ 652	\$ 743	\$ -	\$ 91	\$ 20	2.9%	0.2%	0.4%
Stocks	18	MAGNA INTERNATIONAL INC	MGA	\$ 52.72	\$ 40.56	\$ 949	\$ 730	\$ -	\$ (219)	\$ 16	2.2%	0.2%	0.4%
Stocks	7	SERVICENOW INC	NOW	\$ 78.07	\$ 86.56	\$ 532	\$ 606	\$ -	\$ 73	\$ -	0.0%	0.1%	0.3%
Stocks	6	ROCKWELL COLLINS INC	COL	\$ 86.64	\$ 92.30	\$ 520	\$ 554	\$ -	\$ 34	\$ 8	1.4%	0.1%	0.3%
Stocks	13	MOBILEYE NV	MBLY	\$ 58.60	\$ 42.28	\$ 762	\$ 550	\$ -	\$ (212)	\$ -	0.0%	0.1%	0.3%
Stocks	3	F5 NETWORKS INC	FFIV	\$ 132.98	\$ 96.96	\$ 399	\$ 291	\$ -	\$ (108)	\$ -	0.0%	0.1%	0.2%
Dynamic Asset Allocation	9,907,431	OVERLAY A PORTFOLIO CLASS 1	SAOOX	\$ 12.61	\$ 11.53	\$ 124,948	\$ 114,233	\$ -	\$ (10,715)	\$ 1,674	1.5%	23.5%	100.0%
Dynamic Asset Allocation	2,901,704	OVERLAY B PORTFOLIO CLASS 1	SBOOX	\$ 10.48	\$ 10.13	\$ 30,423	\$ 29,394	\$ -	\$ (1,029)	\$ 876	3.0%	6.1%	20.5%
<b>NET PORTFOLIO VALUE</b>													<b>\$ 485,413</b>
<b>NET PORTFOLIO VALUE</b>													<b>\$ 19,125</b>

Please see the notes which are an important part of this report.

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					6,333.	
		PUBLICLY TRADED SECURITIES				P	VAR	VAR
21,786.		PROPERTY TYPE: SECURITIES					-1,939.	
		23,725.						
TOTAL GAIN(LOSS) .....							<u>4,394.</u>	