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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

2015

Open to Public Inspection

► 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.

For calendar year 2015 or tax year beginning

06/02, 2015, and ending

12/31, 2015

Name of foundation

BRIAN M. AND ERIN T. KELLY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

P.O. BOX 1148

City or town, state or province, country, and ZIP or foreign postal code

WOODSTOCK, IL 60098

G Check all that apply		<input checked="" type="checkbox"/> Initial return	<input type="checkbox"/> Final return	<input type="checkbox"/> Initial return of a former public charity
		<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	Amended return
H Check type of organization		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
		<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$		J 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)		

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				
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.				
Operating and Administrative Expenses	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.	722.	586.		
Add lines 13 through 23.				200,000.	
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-)					

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		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) ATCH 5		400,884.	380,953.	
	c Investments - corporate bonds (attach schedule) ATCH 6		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 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	0.	2,808,345.	2,785,772.		
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)	0.	0.		
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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. ► <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 Total net assets or fund balances (see instructions)	0.	2,808,345.		
31 Total liabilities and net assets/fund balances (see instructions)	0.	2,808,345.			
Net Assets or Fund Balances					
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 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,808,345.			

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 SEE PART IV SCHEDULE					
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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
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	4,394.	
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	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	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			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 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			8

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)	1	170.
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		
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	170.
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	400.
b	Exempt foreign organizations - tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
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		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►		
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 ►		
	230. Refunded ► 11		

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes 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		
c	Did the foundation file Form 1120-POL for this year?	1c	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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		
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	8b	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . ATCH. 7		
	10 X		

Part VII-A Statements Regarding Activities (continued)

11	Yes	No
11	X	
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► ERIN KELLY	
	Telephone no ► 847-428-6059	
	Located at ► P.O. BOX 1148 WOODSTOCK, IL	ZIP+4 ► 60098
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► <input type="checkbox"/> 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 ► <input 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.		
1a	During the year did the foundation (either directly or indirectly)	Yes No
	(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 ► <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? <input type="checkbox"/>	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 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 ► <input type="checkbox"/>	
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) <input type="checkbox"/>	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 ► <input type="checkbox"/>	
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) <input type="checkbox"/>	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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 2015? <input type="checkbox"/>	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/>		5b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (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. ►

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

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

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

Part 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)

Part IX-B Summary of Program-Related Investments (See Instructions)		Amount
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		
1	NONE	
2		
All other program-related investments See Instructions		
3	NONE	
Total. Add lines 1 through 3		►

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

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

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

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

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 13 ,20 12 ,20 11				
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 ► \$ 200,000.				
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.			

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

NOT APPLICABLE

a 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)

2 a	Tax year	Prior 3 years			(e) Total
		(a) 2015	(b) 2014	(c) 2013	
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)(ii)					
(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))

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 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
<i>a Paid during the year</i>				
ATCH 9				
Total			► 3a	200,000.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments .					
4 Dividends and interest from securities			14	4,673.	
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	4,394.	
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)				9,067.	
13 Total Add line 12, columns (b), (d), and (e)				13	9,067.

(See worksheet in line 13 instructions to verify calculations)

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

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


Signature of officer or trustee

Date

6/15/04

PRESIDENT

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	Preparer's signature <i>Joel B Polakow</i>	Date 05/16/2016	Check <input type="checkbox"/> if self-employed	PTIN P00845521
	Firm's name ► MILLER, COOPER & CO., LTD.		Firm's EIN ► 36-2897372		
	Firm's address ► 1751 LAKE COOK ROAD, SUITE 400 DEERFIELD, IL		60015	Phone no	847-205-5000

► 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

Name of the organization	Employer identification number
BRIAN M. AND ERIN T. KELLY FOUNDATION	47-4172502

Organization type (check one)

Filers of:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling \$5,000 or more during the year. ► \$ -----

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

Name of organization 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="" 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)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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

Employer identification number

47-4172502

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

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

Name of organization BRITAN 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		
	<p data-bbox="385 600 792 624">Transferee's name, address, and ZIP + 4</p> <p data-bbox="1054 600 1446 624">Relationship of transferor to transferee</p>		
	(e) Transfer of gift		
	<p data-bbox="385 983 792 1009">Transferee's name, address, and ZIP + 4</p> <p data-bbox="1054 983 1446 1009">Relationship of transferor to transferee</p>		
	(e) Transfer of gift		
	<p data-bbox="385 1369 792 1392">Transferee's name, address, and ZIP + 4</p> <p data-bbox="1054 1369 1446 1392">Relationship of transferor to transferee</p>		
	(e) Transfer of gift		
	<p data-bbox="385 1775 792 1800">Transferee's name, address, and ZIP + 4</p> <p data-bbox="1054 1775 1446 1800">Relationship of transferor to transferee</p>		

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><u>4,673.</u></u>	<u><u>4,673.</u></u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT FEES	451.	451.
TOTALS	<u>451.</u>	<u>451.</u>

ATTACHMENT 2

FORM 990PF, PART I - TAXES

ATTACHMENT 3

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

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION
MISC

REVENUE
AND
EXPENSES
PER BOOKS
136.
TOTALS
136.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 5

<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>

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>

ATTACHMENT 6

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

ATTACHMENT 7

NAME AND ADDRESS

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

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

ATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
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.

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

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

PURPOSE OF GRANT OR CONTRIBUTION

200,000.

RELIGIOUS

TOTAL CONTRIBUTIONS PAID

200,000

[A] BERNSTEIN

Holdings
Account: BRIAN M. AND ERIN T. KELLY FOUNDATION (888-91693)
As of December 31, 2015

Asset Class	Category	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Accrued Income	Unrealized Gain (Loss)	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
Cash Balances	110 48	CASH		\$ 1.00	\$ 1.00	\$ 110	\$ 110	\$ -	\$ (1,582)	\$ 1,384	2.5%	0.4%	0.0%
Bonds	4,020 97	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1)	SNIDX	\$ 13.40	\$ 13.01	\$ 53,885	\$ 52,313	\$ 43	\$ (1,201)	\$ 1,199	2.1%	0.8%	50.0%
Bonds	6,411,766 AB GLOBAL BOND FUND-ADV(1)	ANAYX	\$ 8.34	\$ 8.15	\$ 53,457	\$ 52,256	\$ 97	\$ -	\$ (2,768)	\$ 1,080	1.8%	12.2%	100.0%
Stocks	3,887,803 BERNSTEIN INTERNATIONAL PORTFOLIO(1)	SIMTX	\$ 15.93	\$ 15.22	\$ 62,052	\$ 59,325	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	50.0%
Stocks	508 347 BERNSTEIN EMERGING MARKETS PORTFOLIO(1)	SNEMX	\$ 24.65	\$ 22.47	\$ 12,551	\$ 11,423	\$ -	\$ (1,108)	\$ 151	\$ 151	1.3%	2.4%	19.3%
Stocks	754,761 AB DISCOVERY GROWTH FUND-ADV	CHCYX	\$ 9.85	\$ 8.84	\$ 7,508	\$ 6,672	\$ -	\$ (836)	\$ -	\$ -	\$ -	0.0%	1.4%
Stocks	364 149 AB DISCOVERY VALUE FUND-ADV	ABYSX	\$ 20.39	\$ 18.30	\$ 7,427	\$ 6,564	\$ -	\$ (763)	\$ 19	\$ 19	0.3%	1.4%	50.0%
Stocks	53 APPLE INC	AAPL	\$ 115.85	\$ 105.26	\$ 6,140	\$ 5,579	\$ -	\$ (561)	\$ 110	\$ 110	2.0%	1.1%	13.9%
Stocks	7 ALPHABET INC-C-CL C	GOOG	\$ 683.98	\$ 758.88	\$ 4,648	\$ 5,312	\$ -	\$ 664	\$ -	\$ 0.0%	\$ 1.1%	\$ 22.3%	2.5%
Stocks	86 MICROSOFT CORP	MSFT	\$ 46.99	\$ 55.49	\$ 4,042	\$ 4,771	\$ -	\$ 730	\$ 124	\$ 124	2.6%	1.0%	1.8%
Stocks	79 WELLS FARGO & COMPANY	WFC	\$ 56.34	\$ 54.36	\$ 4,450	\$ 4,294	\$ -	\$ (156)	\$ 119	\$ 119	2.8%	0.9%	1.3%
Stocks	59 ALTRIA GROUP INC	MO	\$ 55.16	\$ 58.21	\$ 3,255	\$ 3,434	\$ 33	\$ 180	\$ 133	\$ 133	3.8%	0.7%	12.7%
Stocks	204 BANK OF AMERICA CORP	BAC	\$ 17.57	\$ 16.83	\$ 3,564	\$ 3,433	\$ -	\$ (151)	\$ 41	\$ 41	1.2%	0.7%	7.2%
Stocks	24 HOME DEPOT INC	HD	\$ 119.59	\$ 132.25	\$ 2,870	\$ 3,174	\$ -	\$ 304	\$ 57	\$ 57	1.6%	0.7%	2.0%
Stocks	51 ALLSTATE CORP	ALL	\$ 63.70	\$ 62.09	\$ 3,249	\$ 3,167	\$ 15	\$ (82)	\$ 61	\$ 61	1.9%	0.7%	17.2%
Stocks	30 FACEBOOK INC-A	FB	\$ 93.97	\$ 104.66	\$ 2,819	\$ 3,140	\$ -	\$ 321	\$ -	\$ 0.0%	0.6%	2.1%	2.1%
Stocks	39 VISA INC - CLASS A SHRS	V	\$ 74.23	\$ 77.55	\$ 2,895	\$ 3,024	\$ -	\$ 129	\$ 22	\$ 22	0.7%	0.6%	1.3%
Stocks	30 CVS HEALTH CORP	CVS	\$ 108.31	\$ 97.77	\$ 3,249	\$ 2,933	\$ -	\$ (316)	\$ 51	\$ 51	1.7%	0.6%	2.2%
Stocks	24 UNITEDHEALTH GROUP INC	UNH	\$ 119.35	\$ 117.64	\$ 2,864	\$ 2,823	\$ -	\$ (41)	\$ 48	\$ 48	1.7%	0.6%	1.3%
Stocks	27 PEPSICO INC	PEP	\$ 99.10	\$ 99.92	\$ 2,676	\$ 2,698	\$ 19	\$ 22	\$ 76	\$ 76	2.8%	0.6%	1.4%
Stocks	14 NORTHROP GRUMMAN CORP	NOC	\$ 173.25	\$ 188.81	\$ 2,426	\$ 2,643	\$ -	\$ 218	\$ 45	\$ 45	1.7%	0.5%	1.4%
Stocks	26 GILEAD SCIENCES INC	GILD	\$ 116.41	\$ 101.19	\$ 3,027	\$ 2,631	\$ -	\$ (386)	\$ 45	\$ 45	1.7%	0.5%	1.7%
Stocks	28 DANAHER CORP	DHR	\$ 80.59	\$ 92.88	\$ 2,537	\$ 2,601	\$ 4	\$ 64	\$ 15	\$ 15	0.6%	0.5%	1.9%
Stocks	79 PEZIER INC	PFE	\$ 35.49	\$ 32.28	\$ 2,804	\$ 2,550	\$ -	\$ (254)	\$ 95	\$ 95	3.7%	0.5%	1.3%
Stocks	45 COMCAST CORP-CLASS A	CMCSA	\$ 59.87	\$ 56.43	\$ 2,694	\$ 2,539	\$ -	\$ (155)	\$ 45	\$ 45	1.8%	0.5%	2.0%
Stocks	40 NIKE INC -CL B	NKE	\$ 57.11	\$ 62.50	\$ 2,284	\$ 2,500	\$ 6	\$ 216	\$ 26	\$ 26	1.0%	0.5%	1.3%
Stocks	130 APPLIED MATERIALS INC	AMAT	\$ 16.88	\$ 18.67	\$ 2,194	\$ 2,427	\$ -	\$ 233	\$ 52	\$ 52	2.1%	0.5%	5.7%
Stocks	23 JOHNSON & JOHNSON	JNJ	\$ 98.76	\$ 102.72	\$ 2,272	\$ 2,363	\$ -	\$ 91	\$ 69	\$ 69	2.8%	0.5%	1.4%
Stocks	22 WALT DISNEY CO THE	DIS	\$ 108.36	\$ 105.08	\$ 2,384	\$ 2,312	\$ 16	\$ (72)	\$ 31	\$ 31	1.4%	0.5%	1.0%
Stocks	25 LYONDELLBASELL INDU- CLA	LYB	\$ 89.90	\$ 85.90	\$ 2,247	\$ 2,173	\$ -	\$ (75)	\$ 78	\$ 78	3.6%	0.4%	1.2%
Stocks	30 DOLLAR GENERAL CORP	DG	\$ 79.24	\$ 71.87	\$ 2,377	\$ 2,156	\$ 7	\$ (221)	\$ 26	\$ 26	1.2%	0.4%	1.5%
Stocks	23 DR PEPPER SNAPPLE GROUP INC	DPS	\$ 82.16	\$ 93.20	\$ 1,890	\$ 2,144	\$ 11	\$ 254	\$ 44	\$ 44	2.1%	0.4%	1.5%

Asset Class	Category	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	52.0%	CF INDUSTRIES	CF	\$ 56.48	\$ 40.81	\$ 2,937	\$ 2,722	\$ -	\$ (15)	\$ 62	2.9%	0.4%	17%
Stocks	48.0%	US BANCORP	USB	\$ 45.07	\$ 42.67	\$ 2,163	\$ 2,048	\$ 12	\$ -	\$ 49	2.4%	0.4%	0.9%
Stocks	34.0%	STARBUCKS CORP	SBUX	\$ 57.18	\$ 60.03	\$ 1,944	\$ 2,041	\$ -	\$ 87	\$ 27	1.3%	0.4%	1.0%
Stocks	14.0%	ANTHEM INC	ANTM	\$ 149.70	\$ 139.44	\$ 2,096	\$ 1,952	\$ -	\$ (144)	\$ 35	1.8%	0.4%	5.6%
Stocks	18.0%	AETNA INC	AET	\$ 118.31	\$ 108.12	\$ 2,130	\$ 1,946	\$ -	\$ (183)	\$ 18	0.9%	0.4%	12.7%
Stocks	36.0%	ROSS STORES INC	ROST	\$ 51.53	\$ 53.81	\$ 1,885	\$ 1,937	\$ -	\$ 82	\$ 17	0.9%	0.4%	0.9%
Stocks	182.0%	XEROX CORP	XRX	\$ 10.72	\$ 10.63	\$ 1,950	\$ 1,935	\$ 13	\$ (15)	\$ 51	2.6%	0.4%	0.8%
Stocks	16.0%	L-3 COMMUNICATIONS HOLDINGS	LLL	\$ 114.96	\$ 119.51	\$ 1,839	\$ 1,912	\$ -	\$ 73	\$ 42	2.2%	0.4%	1.1%
Stocks	26.0%	BALL CORP	BLL	\$ 70.59	\$ 72.73	\$ 1,835	\$ 1,891	\$ -	\$ 56	\$ 14	0.7%	0.4%	4.3%
Stocks	6.0%	BIOGEN INC	BIB	\$ 318.49	\$ 306.35	\$ 1,911	\$ 1,838	\$ -	\$ (73)	\$ -	0.0%	0.4%	1.5%
Stocks	11.0%	COSTCO WHOLESALE CORP	COST	\$ 146.68	\$ 161.50	\$ 1,613	\$ 1,777	\$ -	\$ 163	\$ 18	1.0%	0.4%	1.4%
Stocks	52.0%	PPL CORPORATION	PPL	\$ 33.25	\$ 34.13	\$ 1,729	\$ 1,775	\$ 20	\$ 46	\$ 79	4.4%	0.4%	0.9%
Stocks	32.0%	DISCOVER FINANCIAL SERVICES	DFS	\$ 55.17	\$ 53.62	\$ 1,766	\$ 1,716	\$ -	\$ (50)	\$ 36	2.1%	0.4%	1.2%
Stocks	3.0%	INTUITIVE SURGICAL INC	ISRG	\$ 530.74	\$ 546.16	\$ 1,592	\$ 1,638	\$ -	\$ 46	\$ -	0.0%	0.3%	1.0%
Stocks	39.0%	KROGER CO	KR	\$ 37.92	\$ 41.83	\$ 1,479	\$ 1,631	\$ -	\$ 153	\$ 16	1.0%	0.3%	0.9%
Stocks	23.0%	EOG RESOURCES INC	EOG	\$ 82.73	\$ 70.79	\$ 1,903	\$ 1,628	\$ -	\$ (275)	\$ 15	1.0%	0.3%	1.1%
Stocks	32.0%	DELTA AIR LINES INC	DAL	\$ 47.73	\$ 50.69	\$ 1,527	\$ 1,622	\$ -	\$ 95	\$ 17	1.1%	0.3%	1.2%
Stocks	27.0%	EDISON INTERNATIONAL	EIX	\$ 60.45	\$ 59.21	\$ 1,632	\$ 1,589	\$ 13	\$ (32)	\$ 52	3.2%	0.3%	1.1%
Stocks	22.0%	CAPITAL ONE FINANCIAL CORP	COF	\$ 80.91	\$ 72.18	\$ 1,780	\$ 1,588	\$ -	\$ (182)	\$ 35	2.2%	0.3%	1.3%
Stocks	17.0%	ANSYS INC	ANSS	\$ 94.81	\$ 92.50	\$ 1,612	\$ 1,573	\$ -	\$ (39)	\$ -	0.0%	0.3%	4.8%
Stocks	13.0%	MCDONALD'S CORP	MCD	\$ 98.34	\$ 118.14	\$ 1,278	\$ 1,536	\$ -	\$ 257	\$ 46	3.0%	0.3%	0.9%
Stocks	42.0%	ITT CORP	ITT	\$ 38.20	\$ 36.32	\$ 1,604	\$ 1,525	\$ -	\$ (79)	\$ 20	1.3%	0.3%	0.9%
Stocks	57.0%	CITIZENS FINANCIAL GROUP	CFG	\$ 26.49	\$ 26.19	\$ 1,510	\$ 1,493	\$ -	\$ (17)	\$ 23	1.5%	0.3%	1.2%
Stocks	16.0%	ESTEE LAUDER COMPANIES-CL A	EL	\$ 90.43	\$ 88.06	\$ 1,447	\$ 1,409	\$ -	\$ (36)	\$ 19	1.4%	0.3%	- 0.9%
Stocks	24.0%	AMERICAN ELECTRIC POWER	AEP	\$ 57.77	\$ 58.27	\$ 1,387	\$ 1,398	\$ -	\$ 12	\$ 54	3.8%	0.3%	4.7%
Stocks	18.0%	MEDTRONIC PLC	MDT	\$ 77.69	\$ 76.92	\$ 1,398	\$ 1,395	\$ 7	\$ (14)	\$ 27	2.0%	0.3%	0.8%
Stocks	5.0%	SHERWIN-WILLIAMS CO/HE	SHW	\$ 277.45	\$ 259.60	\$ 1,387	\$ 1,288	\$ -	\$ (89)	\$ 13	1.0%	0.3%	0.6%
Stocks	29.0%	SEALED AIR CORP	SEE	\$ 54.25	\$ 44.60	\$ 1,573	\$ 1,283	\$ -	\$ (280)	\$ 15	1.2%	0.3%	0.6%
Stocks	14.0%	FISERV INC	FISV	\$ 89.61	\$ 91.46	\$ 1,254	\$ 1,280	\$ -	\$ 26	\$ -	0.0%	0.3%	0.8%
Stocks	1.0%	PRICELINE GROUP INC/HE	PRCLN	\$ 1,264.92	\$ 1,274.95	\$ 1,295	\$ 1,275	\$ -	\$ (20)	\$ -	0.0%	0.3%	0.6%
Stocks	18.0%	VALERO ENERGY CORP	VLO	\$ 70.30	\$ 70.71	\$ 1,265	\$ 1,273	\$ -	\$ 7	\$ 36	2.8%	0.3%	0.6%
Stocks	44.0%	EBAY INC	EBAY	\$ 28.07	\$ 27.48	\$ 1,235	\$ 1,209	\$ -	\$ (26)	\$ -	0.0%	0.2%	0.8%
Stocks	33.0%	ORACLE CORP	ORCL	\$ 39.03	\$ 36.53	\$ 1,288	\$ 1,205	\$ -	\$ (83)	\$ 20	1.6%	0.2%	0.6%
Stocks	23.0%	AMPHEROL CORP-CL A	APH	\$ 55.95	\$ 52.23	\$ 1,287	\$ 1,201	\$ 3	\$ (86)	\$ 13	1.1%	0.2%	3.8%
Stocks	79.0%	HEWLETT PACKARD ENTERPRISES	HPE	\$ 15.66	\$ 15.20	\$ 1,237	\$ 1,201	\$ 4	\$ (36)	\$ 17	1.5%	0.2%	0.8%
Stocks	22.0%	AMDOCS LTD	DOX	\$ 59.73	\$ 54.57	\$ 1,314	\$ 1,201	\$ 4	\$ (113)	\$ 15	1.3%	0.2%	4.2%
Stocks	6.0%	MCKESSON CORP	MCK	\$ 215.09	\$ 197.23	\$ 1,291	\$ 1,193	\$ 2	\$ (107)	\$ 7	0.6%	0.2%	0.7%
Stocks	32.0%	VOYA FINANCIAL INC	Voya	\$ 42.58	\$ 36.91	\$ 1,363	\$ 1,181	\$ 1	\$ (183)	\$ 1	0.1%	0.2%	0.5%
Stocks	24.0%	VERIZON COMMUNICATIONS INC	VZ	\$ 45.61	\$ 46.22	\$ 1,095	\$ 1,108	\$ -	\$ 15	\$ 54	4.8%	0.2%	0.5%

[A] BERNSTEIN
[B]

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

Asset Class	Category	Holding	Quantity	Avg. Unit Cost	Market Price	Total Cost	Market Value	Accrued Dividend Income	Unrealized Gain (Loss)	Est. Annual Income	Yield	Portfolio %	SGP Asset Class
Stocks	11	UNITED TECHNOLOGIES CORP	UTX	\$ 98.31	\$ 96.07	\$ 1,061	\$ 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	2.9%	0.2%	0.5%
Stocks	12	UNION PACIFIC CORP	UNP	\$ 92.81	\$ 78.20	\$ 1,114	\$ 938	\$ -	\$ (175)	\$ 26	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	\$ 59.40	\$ 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	51.1%	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	2.8%	0.2%	0.4%
Stocks	18	MAGNA INTERNATIONAL INC	MGA	\$ 52.72	\$ 40.56	\$ 949	\$ 750	\$ -	\$ (219)	\$ 16	2.2%	0.2%	0.4%
Stocks	7	SERVICENOW INC	NOW	\$ 76.07	\$ 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	IFS NETWORKS INC	FFIV	\$ 132.98	\$ 96.96	\$ 399	\$ 281	\$ -	\$ (108)	\$ -	0.0%	0.1%	0.2%
Dynamic Asset Allocatio	9,907,431	OVERLAY A PORTFOLIO CLASS 1	SAAOX	\$ 12.61	\$ 11.53	\$ 124,948	\$ 114,233	\$ -	\$ (10,715)	\$ 1,674	1.5%	23.5%	100.0%
Dynamic Asset Allocatio	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%
NET PORTFOLIO VALUE													
\$ 22,932,484													
1.5%													

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