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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation W D KELLEY FOUNDATION		A Employer identification number 74-3007226	
Number and street (or P O box number if mail is not delivered to street address) 707 ROCK STREET		B Telephone number (see instructions) (512) 863-2575	
City or town, state or province, country, and ZIP or foreign postal code GEORGETOWN, TX 78626		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 7,600,706		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
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 <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	417,016			
	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	36,323	36,323		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	31,298			
	b Gross sales price for all assets on line 6a 411,608				
	7 Capital gain net income (from Part IV, line 2)		31,298		
	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)	471	471		
	12 Total.Add lines 1 through 11	485,108	68,092		
	13 Compensation of officers, directors, trustees, etc	98,000	29,400		68,600
	14 Other employee salaries and wages	12,600	3,780		8,820
	15 Pension plans, employee benefits	8,308	2,492		5,816
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	4,950	1,485		3,465
	c Other professional fees (attach schedule)	300	90		210
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,671	414		
	19 Depreciation (attach schedule) and depletion . . .	2,154	646		
	20 Occupancy	4,730	1,419		3,311
	21 Travel, conferences, and meetings.	818			818
	22 Printing and publications				
	23 Other expenses (attach schedule).	23,180	16,715		5,776
	24 Total operating and administrative expenses. Add lines 13 through 23	156,711	56,441		96,816
	25 Contributions, gifts, grants paid	577,880			577,880
	26 Total expenses and disbursements.Add lines 24 and 25	734,591	56,441		674,696
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-249,483			
	b Net investment income (if negative, enter -0-)		11,651		
	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	Savings and temporary cash investments	23,088	16,708	16,708
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,560	1,257	1,257
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,014,387	1,779,194	1,598,230
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ 3,299,147 Less accumulated depreciation (attach schedule) ▶ _____	3,299,147	3,299,147	5,894,365
	12	Investments—mortgage loans.			
	13	Investments—other (attach schedule)	90,541	87,492	87,492
	14	Land, buildings, and equipment basis ▶ 24,000 Less accumulated depreciation (attach schedule) ▶ 21,346	4,306	2,654	2,654
15	Other assets (describe ▶ _____)				
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	5,433,029	5,186,452	7,600,706	
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 ▶ _____)		2,906	
	23	Total liabilities(add lines 17 through 22)		2,906	
Net Assets or Fund Balances	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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	5,433,029	5,183,546	
	30	Total net assets or fund balances(see instructions)	5,433,029	5,183,546	
31	Total liabilities and net assets/fund balances(see instructions)	5,433,029	5,186,452		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	5,433,029
2	Enter amount from Part I, line 27a	2	-249,483
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	5,183,546
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,183,546

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a See Additional Data Table			
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	31,298
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	-2,225

Part V

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	368,156	8,022,457	0 045891
2013	416,487	7,957,047	0 052342
2012	399,031	8,285,793	0 048158
2011	311,844	8,680,455	0 035925
2010	157,899	8,363,719	0 018879

2	Total of line 1, column (d).	2	0 201195
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	0 040239
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	7,710,254
5	Multiply line 4 by line 3.	5	310,253
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	117
7	Add lines 5 and 6.	7	310,370
8	Enter qualifying distributions from Part XII, line 4.	8	674,696

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

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

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1
Date of ruling or determination letter _____
(attach copy of letter if necessary—see instructions)

b

Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

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-)

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

1,257

b

Exempt foreign organizations—tax withheld at source

6b

c

Tax paid with application for extension of time to file (Form 8868).

6c

1,500

d

Backup withholding erroneously withheld

6d

7

Total credits and payments. Add lines 6a through 6d.

7

2,757

8

Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.

8

9

Tax due. If the total of lines 5 and 8 is more than line 7, enter **amount owed**

9

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**.

10

2,640

11

Enter the amount of line 10 to be **Credited to 2015 estimated tax** ☒ 2,640 **Refunded** ☒

11

Part VII-AStatements 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

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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.

1b

No

c

Did the foundation file **Form 1120-POL** for this year?

1c

No

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

No

3

Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

3

No

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

No

b

If "Yes," has it filed a tax return on **Form 990-T** for this year?

4b

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

5

No

6

Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6

Yes

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

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions):
☒ TX _____

b

If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation.*

8b

Yes

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

9

No

10

Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.* ☒

10

Yes

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Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ HTTP //WDKELLEYFOUNDATION.ORG	13	Yes	
14	The books are in care of ▶ DALE ILLIG Telephone no ▶ (512) 863-2575 Located at ▶ 707 ROCK ST. GEORGETOWN, TX ZIP+4 ▶ 78626			
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 ▶ 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes", enter the name of the foreign country ▶	16	Yes	No

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
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		
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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

5a

During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes

☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes

☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes

☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).

☐ Yes

☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes

☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

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?

6b

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?

7b

Part VIII

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

1

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

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

2

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) 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	
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 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 

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	1,891,815
b	Average of monthly cash balances.	1b	33,478
c	Fair market value of all other assets (see instructions).	1c	5,902,376
d	Total (add lines 1a, b, and c).	1d	7,827,669
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	7,827,669
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	117,415
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,710,254
6	Minimum investment return. Enter 5% of line 5.	6	385,513

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	385,513
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	117
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	117
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	385,396
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	385,396
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	385,396

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	674,696
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	674,696
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	117
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	674,579

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				385,396
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013. 2,515				
e From 2014.				
f Total of lines 3a through e.	2,515			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 674,696				
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.				385,396
e Remaining amount distributed out of corpus	289,300			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	291,815			
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 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
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	291,815			
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013. 2,515				
d Excess from 2014.				
e Excess from 2015. 289,300				

Part XIV

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c. Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

Complete 3a, b, or c for the
alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). .

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

Information Regarding Foundation Managers:

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

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

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

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

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

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

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

SEE ATTACHED GRANT APPLICATION PROCESS DOCUMENT

c Any submission deadlines

GRANT DECISION AWARD DATES ARE JULY & DECEMBER

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

SEE ATTACHED GRANT APPLICATION PROCESS DOCUMENT

Part XV

Supplementary Information(continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	577,880
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
100 DOW CHEMICAL	P	2015-04-28	2015-10-09
300 IRIDIUM COMMUNICATIONS	P	2014-09-08	2015-02-25
100 ILLUMINA INC	P	2014-11-18	2015-03-03
300 MKT VECTORS OIL SERVICES	P	2010-10-25	2015-06-18
100 UNITED TECHBNOLOGIES	P	2014-04-29	2015-06-18
300 366 DFA US LARGE CAP VALUE PORT	P	2013-12-30	2015-09-28
1200 TECHNOLOGY SELECT SECTOR SPDR	P	2014-04-02	2015-12-18
4 83 JOHNSON CONTROLS	P	2015-01-06	2015-03-26
145 338 DFA US SMALL CAP VALUE PORT	P	2013-12-30	2015-09-28
440 737 VANGUARD INTERM TERM BD INDE	P	2013-12-30	2015-08-28

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,746		5,174	-428
2,858		2,757	101
19,239		19,069	170
10,833		11,910	-1,077
11,599		11,822	-223
9,000		9,449	-449
50,822		39,372	11,450
239		232	7
4,500		5,128	-628
5,000		4,903	97

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-428
			101
			170
			-1,077
			-223
			-449
			11,450
			7
			-628
			97

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
166 116 VANGUARD ST INFL PROT SEC	P	2013-12-30	2015-09-28
473 046 DFA US LARGE CO	P	2013-12-30	2015-09-28
200 DOW CHEMICAL	P	2014-06-23	2015-10-09
500 SELECT SECTOR INDUSTRIAL SPD	P	2012-02-27	2015-12-18
200 EXXON MOBIL	P	2009-12-10	2015-07-13
502 858 DFA REAL ESTATE	P	2013-12-30	2015-09-28
200 GE	P	2014-06-24	2015-06-18
563 555 DFA US MICRO CAP PORT	P	2013-12-30	2015-09-28
200 GE	P	2014-06-09	2015-06-18
640 MKT VECTOR SEMICONDUCTOR	P	2014-12-01	2015-12-18

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,000		4,105	-105
7,000		6,860	140
9,492		10,501	-1,009
25,948		18,720	7,228
16,499		14,581	1,918
15,500		13,220	2,280
5,440		5,363	77
10,000		11,308	-1,308
8,160		8,178	-18
34,474		25,175	9,299

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-105
			140
			-1,009
			7,228
			1,918
			2,280
			77
			-1,308
			-18
			9,299

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
200 SELECT SECTOR INDUSTRIAL	P	2015-02-23	2015-12-18
700 DEVON ENERGY	P	2013-11-11	2015-06-18
200 TWITTER	P	2014-10-21	2015-02-25
80 APPLE	P	2011-02-09	2015-02-25
202 593 JOHNSON CONTROLS	P	2013-10-07	2015-03-26
800 STATOIL ASA	P	2011-01-07	2015-06-18
2500 IRIDIUM COMMUNICATIONS	P	2012-08-15	2015-02-25
954 286 VANGUARD ST BOND INDEX FD	P	2014-01-07	2015-08-28
300 DIGITAL REAL 6/625% PFD	P	2015-03-23	2015-06-23
MENDOZA BAD DEBT	P	2011-02-24	2015-12-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
12,974		14,484	-1,510
43,124		50,233	-7,109
9,721		10,213	-492
10,483		4,078	6,405
9,971		8,275	1,696
14,618		25,835	-11,217
23,817		20,301	3,516
10,000		10,022	-22
7,593		7,743	-150
		1,299	-1,299


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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,510
			-7,109
			-492
			6,405
			1,696
			-11,217
			3,516
			-22
			-150
			-1,299

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
THOMAS BAIRD 401 N 3RD ST 401 N ERD ST TEMPLE,TX 76501	DIRECTOR 1 00	0	0	0
SANDRA ILLIG 707 ROCK ST 707 ROCK ST GEORGETOWN,TX 78626	SECRETARY 1 00	0	0	0
DALE ILLIG 707 ROCK ST 707 ROCK ST GEORGETOWN,TX 78626	PRESIDENT 15 00	66,000	0	0
CARL ILLIG 1340 KENNEYS WAY ROUND ROCK,TX 78665	ASSOC EX DIR 15 00	30,000	0	0
SUZANNA PUKYS 1103 PARKWAY GEORGETOWN,TX 78628	DIRECTOR 1 00	2,000	0	0

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KEEP TEMPLE BEAUTIFUL KEEP TEMPLE BEAUTIFUL 100 WADAMS STE 302 100 WADAMS STE 302 TEMPLE,TX 76501	NONE	PC	GENERAL OPERATIONS	20,000
COMMUNITY MONTESSORI SCHOOL COMMUNITY MOTEessori SCHOOL 500 PLEASANT VALLEY DR 500 PLEASANT VALLEY DR GEORGETOWN,TX 78626	NONE	PC	GENERAL OPERATIONS	20,505
AUSTIN COLLEGE AUSTIN COLLEGE 900 NORTH GRAND AVE 900 NORTH GRAND AVE SHERMAN,TX 75090	NONE	PC	SCHOLARSHIPS	12,000
GIRLSTART GIRLSTART 1400 WANDERSON LN 1400 WANDERSON LN AUSTIN,TX 78757	NONE	PC	GENERAL OPERATIONS	25,000
GRACE BIBLE CHURCH GRACE BIBLE CHURCH 2100 SHELL RD 2100 SHELL RD GEORGETOWN,TX 78628	NONE	PC	GENERAL OPERATIONS	197,500
GUIDE DOGS OF TEXAS GUIDE DOGS OF TEXAS 1503 ALLENA DR 1503 ALLENA DR SAN ANTONIO,TX 78213	NONE	PC	GENERAL OPERATIONS	120,000
MAKE A WISH CENTRAL & SOUTH TEXAS MAKE A WISH-CENTRAL & SOUTH TEXAS 2224 WALSH TARLETON LN 2 2224 WALSH TARLETON LN 2 AUSTIN,TX 78746	NONE	PC	GENERAL OPERATIONS	80,000
GEORGETOWN PALACE THEATRE INC GEORGETOWN PALACE THEATER INC 810 S AUSTIN AVE 810 S AUSTIN AVE GEORGETOWN,TX 78628	NONE	PC	GENERAL OPERATIONS	2,300
GEORGETOWN SERTOMA CLUB GEORGETOWN SERTOMA CLUB PO BOX 853 PO BOX 853 GEORGETOWN,TX 78627	NONE	PC	GENERAL OPERATIONS	75
ST JUDE'S CHILDREN'S RESEARCH HOSP ST JUDE'S CHILDREN'S RESEARCH HOSP 501 ST JUDE PLACE 501 ST JUDE PLACE MEMPHIS,TN 38105	NONE	PC	GENERAL OPERATIONS	100,000
CASA OF WILLIAMSON COUNTY CASA OF WILLIAMSON COUNTY PO BOX 1904 PO BOX 1904 GEORGETOWN,TX 78627	NONE	PC	GENERAL OPERATIONS	500
Total  3a				577,880

TY 2015 Accounting Fees Schedule

Name: W D KELLEY FOUNDATION

EIN: 74-3007226

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL ACCOUNTING	4,950	1,485		3,465

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

TY 2015 Depreciation Schedule

Name: W D KELLEY FOUNDATION
EIN: 74-3007226

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
GRANT SOFTWARE	1999-10-01	5,750	5,750		3 0000				
STORAGE CONTAINER	2002-11-07	2,309	2,277	S/L	7 0000				
FILM & AUDIO EQUIPMENT	2004-06-14	822	822	200DB	7 0000				
SCANNER	2004-06-14	401	401	200DB	5 0000				
MINI DVD	2004-11-18	104	104	200DB	7 0000				
1/2 OFFICE EQUIPMENT	2006-09-27	1,453	1,453	200DB	5 0000				
1/2 VIDEO EQUIPMENT	2006-10-25	166	166	200DB	7 0000				
1/2 PRINTER	2006-11-29	296	296	200DB	5 0000				
DELL COMPUTER	2007-05-24	594	594	200DB	5 0000				
OFFICE EQUIPMENT	2007-12-27	165	165	200DB	5 0000				
FILING CABINETS	2008-02-25	470	449	200DB	7 0000	21	6		
CAMERA	2008-05-27	173	165	200DB	7 0000	8	3		
JCC MONITOR	2008-07-24	173	173	200DB	5 0000				
COPIER	2010-01-28	1,624	1,577	200DB	5 0000	47	14		
COMPUTER	2010-07-29	1,471	1,428	200DB	5 0000	43	13		
COMPUTER	2011-01-26	1,545	1,278	200DB	5 0000	178	53		
SERVER	2012-10-22	918	604	200DB	5 0000	126	38		
AUTOSTORAGE	2013-06-11	1,302	677	200DB	5 0000	250	75		
RICOH COPIER	2013-07-18	4,306	2,239	200DB	5 0000	827	248		
COMPUTERS	2013-12-23	1,838	956	200DB	5 0000	353	106		

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
CARL'S COMPUTER	2015-08-19	501		200DB	5 0000	301	90		

TY 2015 Investments Corporate Stock Schedule**Name:** W D KELLEY FOUNDATION**EIN:** 74-3007226

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK HELD @ CHARLES SCHWA	594,348	469,445
DIVIDENDS RECEIVABLE	8	8
MANAGED MUTUAL FUNDS	1,184,838	1,128,777

TY 2015 Investments - Land Schedule**Name:** W D KELLEY FOUNDATION**EIN:** 74-3007226

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

TY 2015 Investments - Other Schedule

Name: W D KELLEY FOUNDATION

EIN: 74-3007226

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

**TY 2015 Land, Etc.
Schedule****Name:** W D KELLEY FOUNDATION**EIN:** 74-3007226

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
GRANT SOFTWARE	5,750	5,750		
OFFICE EQUIPMENT	15,941	13,319	2,622	2,622
STORAGE CONTAINER	2,309	2,277	32	32

TY 2015 Other Expenses Schedule

Name: W D KELLEY FOUNDATION

EIN: 74-3007226

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
CONTRACT SERVICES	600	180		420
ALLOCABLE BUSINESS MEAS	465	140		325
NON DEDUCTIBLE MEALS	689			
INVESTMENT EXPENSE	1,025	1,025		
OFFICE SUPPLIES & EXP	5,904	1,771		4,133
INVESTMENT PUBLICATIONS	1,221	1,221		
CHARITABLE MEMBERSHIPS	500			500
PORTFOLIO MANAGEMENT	11,464	11,464		
ADR INVESTMENT FEES	8	8		
GRANTEE MEALS	223			223
OTHER CHARITABLE EXPENSES	175			175
LEASE OPERATING EXPENSE	906	906		

TY 2015 Other Income Schedule

Name: W D KELLEY FOUNDATION

EIN: 74-3007226

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CLASS ACTION SETTLEMENT	34	34	
ENERGY PRO INC	328	328	
SAN JUAN ROYALTY TR	109	109	

TY 2015 Other Liabilities Schedule

Name: W D KELLEY FOUNDATION

EIN: 74-3007226

Description	Beginning of Year - Book Value	End of Year - Book Value
TAX HELD IN ESCROW		2,906

TY 2015 Other Professional Fees Schedule

Name: W D KELLEY FOUNDATION

EIN: 74-3007226

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOARD MINUTES	300	90		210

**TY 2015 Substantial Contributors
Schedule**

Name: W D KELLEY FOUNDATION

EIN: 74-3007226

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

TY 2015 Taxes Schedule**Name:** W D KELLEY FOUNDATION**EIN:** 74-3007226

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	414	414		
EXCISE TAX	1,257			

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.</div>	<div>OMB No 1545-0047</div> <div>2015</div>
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<div>Name of the organization</div> <div>W D KELLEY FOUNDATION</div>	<div>Employer identification number</div> <div>74-3007226</div>
--	---

Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div>	<div>Section:</div> <div><div><input type="checkbox"/> 501(c)() (enter number) organization</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div><div><input type="checkbox"/> 527 political organization</div><div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div><div><input type="checkbox"/> 501(c)(3) taxable private foundation</div></div>
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Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization W D KELLEY FOUNDATION	Employer identification number 74-3007226
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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			Person <input checked="" type="checkbox"/>
	BENJAMIN A JUSTICE ESTATE 839 RIVER WALK TRAIL	\$ 417,016	Payroll <input type="checkbox"/>
	GEORGETOWN, TX 78633		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/>
		\$	Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/>
		\$	Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/>
		\$	Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/>
		\$	Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/>
		\$	Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/>
		\$	Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization W D KELLEY FOUNDATION	Employer identification number 74-3007226
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Part II **Noncash Property**
(see instructions) Use duplicate copies of Part II if additional space is needed

[illegible]

Name of organization W D KELLEY FOUNDATION	Employer identification number 74-3007226
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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	
-			
-			
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-			
(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	
-			
-			
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-			
(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	
-			
-			
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-			
(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	
-			
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