

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public
Go to www.irs.gov/Form990PF for instructions and the latest information.

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OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

Name of foundation
**LORA L. AND MARTIN N. KELLEY
FAMILY FOUNDATION TRUST**

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1624 FRANKLIN STREET 1022

City or town, state or province, country, and ZIP or foreign postal code
OAKLAND, CA 94612

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation **04**
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 21,326,025.**

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

A Employer identification number
47-6174269

B Telephone number
510-834-2995

C If exemption application is pending, check here ☐

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	65.	65.		STATEMENT 1
4	Dividends and interest from securities	562,059.	562,059.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,860,233.			STATEMENT 3
b	Gross sales price for all assets on line 6a	20,085,108.			
7	Capital gain net income (from Part IV, line 2)		1,859,446.		
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)				
11	Other income	29,563.	67,281.		STATEMENT 4
12	Total. Add lines 1 through 11	2,451,920.	2,488,851.		
13	Compensation of officers, directors, trustees, etc.	115,500.	57,750.		57,750.
14	Other employee salaries and wages				
15	Pension plans, employee benefits	8,111.	4,055.		4,056.
16a	Legal fees	3,046.	1,523.		1,523.
b	Accounting fees	3,724.	1,862.		1,862.
c	Other professional fees	185,810.	140,310.		45,500.
17	Interest				
18	Taxes	92,436.	10,781.		0.
19	Depreciation and depletion				
20	Occupancy	5,224.	2,612.		2,612.
21	Travel, conferences, and meetings	45,649.	9,130.		36,519.
22	Printing and publications				
23	Other expenses	45,956.	26,116.		9,702.
24	Total operating and administrative expenses. Add lines 13 through 23	505,456.	254,139.		159,524.
25	Contributions, gifts, grants paid	855,000.			855,000.
26	Total expenses and disbursements. Add lines 24 and 25	1,360,456.	254,139.		1,014,524.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,091,464.			
b	Net investment income (if negative, enter -0-)		2,234,712.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	331,481.	53,334.	53,334.
	2 Savings and temporary cash investments	3,816,689.	767,093.	767,093.
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 10	945,753.	1,474,011.	1,480,357.
	b Investments - corporate stock STMT 11	8,212,691.	6,587,867.	7,177,380.
	c Investments - corporate bonds STMT 12	1,091,495.	1,537,172.	1,520,537.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 13	5,474,013.	10,098,197.	9,236,438.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 14)	650,000.	1,092,575.	1,090,886.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	20,522,122.	21,610,249.	21,326,025.	
Liabilities	17 Accounts payable and accrued expenses	3,337.		
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	3,337.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26, and lines 30 and 31			
	24 Unrestricted	20,518,785.	21,610,249.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	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	20,518,785.	21,610,249.		
31 Total liabilities and net assets/fund balances	20,522,122.	21,610,249.		

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	20,518,785.
2 Enter amount from Part I, line 27a	2	1,091,464.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	21,610,249.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,610,249.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 PUBLICLY TRADED SECURITIES	P		
b ABBEY CAPITAL MULTI-MANAGER FUND LIMITED	P		
c RSF SOCIAL FINANCE	P		
d CAPITAL GAIN REPORTED ON SCHEDULE K-1	P		
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 19,435,480.		17,786,258.	1,649,222.
b 649,628.		559,017.	90,611.
c			-5,325.
d			124,938.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,649,222.
b			90,611.
c			-5,325.
d			124,938.
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	1,859,446.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 doesn't 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))
2017	998,379.	21,508,726.	.046417
2016	1,065,004.	20,492,781.	.051970
2015	1,032,916.	21,543,078.	.047947
2014	1,041,293.	21,421,145.	.048611
2013	942,164.	20,422,455.	.046134

2 Total of line 1, column (d)	2	.241079
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	.048216
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	21,924,459.
5 Multiply line 4 by line 3	5	1,057,110.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	22,347.
7 Add lines 5 and 6	7	1,079,457.
8 Enter qualifying distributions from Part XII, line 4	8	1,662,424.

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.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	22,347.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).	3	22,347.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	0.
3	Add lines 1 and 2	5	22,347.
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	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	50,779.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	50,779.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	54.
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	28,378.
11	Enter the amount of line 10 to be: Credited to 2019 estimated tax ☒ 28,378. Refunded ☒ 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ 0. (2) On foundation managers ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ☒ OR		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.KELLEYFF.ORG	X	
14 The books are in care of COMMON COUNSEL FOUNDATION Telephone no. (510) 834-2995 Located at 1624 FRANKLIN STREET, SUITE 1022, OAKLAND, CA ZIP+4 94612		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2018, 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		X

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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here		X
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 2018?		X
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years	☐ Yes ☒ No	
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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No	
b If "Yes," did it have excess business holdings in 2018 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 2018.)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
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 2018?		X

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

N/A

Organizations relying on a current notice regarding disaster assistance, check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

6b

☒

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?

N/A

7b

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation.

(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
SEE STATEMENT 15		115,500.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

0

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Part VIII	Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors <i>(continued)</i>
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3 Five highest-paid independent contractors for professional services. 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

C

Total number of others receiving over \$50,000 for professional services	
Part IX-A	Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

1	N/A	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments
------------------	---

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	<u>ADELANTE MUJERES - SHORT TERM LOAN TO SUPPORT THE RENOVATION AND IMPROVEMENT OF A COMMUNITY FACILITY, INCLUDING EARLY CHILDHOOD CLASSROOMS.</u>	350,000.
2	<u>INTEGRATED BIOMASS RESOURCES, INC - SHORT TERM INVENTORY LOAN TO ASSIST IN PROCESSING RESTORATION FOREST PRODUCTS TO PROMOTE FIRE PREVENTION AND FOREST HEALTH.</u>	297,900.
	All other program-related investments. See instructions	
3		

Total. Add lines 1 through 3

647,900.

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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	17,606,824.
b	Average of monthly cash balances	1b	1,772,096.
c	Fair market value of all other assets	1c	2,879,414.
d	Total (add lines 1a, b, and c)	1d	22,258,334.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	22,258,334.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	333,875.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,924,459.
6	Minimum investment return Enter 5% of line 5	6	1,096,223.

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	1,096,223.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	22,347.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	22,347.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,073,876.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,073,876.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,073,876.

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	1,014,524.
b	Program-related investments - total from Part IX-B	1b	647,900.
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	1,662,424.
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	5	22,347.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	1,640,077.

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.

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FAMILY FOUNDATION TRUST

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,073,876.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			939,968.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 1,662,424.				
a Applied to 2017, but not more than line 2a			939,968.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2018 distributable amount				722,456.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				351,420.
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)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, 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** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

- b 85% of line 2a**

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

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

- e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

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

- a "Assets" alternative test - enter:
(1) Value of all assets

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

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

- c "Support" alternative test - enter:

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

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

- ~~(3) Largest amount of support from an exempt organization~~

- (4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

- 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.

NONE

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number or email 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:

LORA L. AND MARTIN N. KELLEY
FAMILY FOUNDATION TRUST

Form 990-PF (2018)

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Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
a Paid during the year				
ADELANTE MUJERES 2030 MAIN STREET, SUITE A FOREST GROVE, OR 97116		PC	CAPITAL CAMPAIGN FOR EARLY CHILDHOOD CLASSROOMS AND OFFICE SPACE	25,000.
ADELANTE MUJERES 2030 MAIN STREET, SUITE A FOREST GROVE, OR 97116		PC	GENERAL OPERATING SUPPORT	1,000.
AMERICAN CHEMICAL SOCIETY 1155 SIXTEENTH STREET, NW WASHINGTON, DC 20036		PC	TO SUPPORT CELLULOSE AND RENEWABLE MATERIALS (CELL) AWARD SYMPOSIUM, IN PARTICULAR FOR SUPPORT	10,000.
BUILDING HEALTHY FAMILIES 207 N.E. PARK STREET ENTERPRISE, OR 97828		PC	TO SUPPORT EARLY LEARNING AND HEALTH POSITION WITH LOCAL CLINIC	30,000.
CENTER FOR DIVERSITY & THE ENVIRONMENT 5431 N.E. 20TH AVENUE, #16 PORTLAND, OR 97211		PC	GENERAL OPERATING SUPPORT	5,000.
Total	SEE CONTINUATION SHEET(S)			855,000.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2018)

LORA L. AND MARTIN N. KELLEY
FAMILY FOUNDATION TRUST

47-6174269

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
CHILDREN'S INSTITUTE 1221 S.W. YAMHILL STREET, SUITE 260 PORTLAND, OR 97205		PC	TO SUPPORT PROGRAM EXPANSION AND WORK TO STRENGTHEN LINKAGES BETWEEN EARLY CHILDHOOD, EDUCATION,	25,000.
CHILDREN'S INSTITUTE 1221 S.W. YAMHILL STREET, SUITE 260 PORTLAND, OR 97205		PC	GENERAL OPERATING SUPPORT	500.
COLUMBIA CENTER FOR URBAN AGRICULTURE P.O. BOX 1742 COLUMBIA, MO 65201		PC	TO PURCHASE A HEAVY-DUTY PICKUP TRUCK TO SUPPORT ALL OF ITS PROGRAMMING	10,000.
CRAFT3 54 S.W. YAMHILL STREET PORTLAND, OR 97204		PC	TO DEVELOP AND IMPLEMENT A LOAN PROGRAM TO STRENGTHEN THE PACIFIC NW REGIONAL FOOD SYSTEM	50,000.
DANIEL BOONE REGIONAL LIBRARY FOUNDATION P.O. BOX 7113 COLUMBIA, MO 65205		PC	TO PARTIALLY FUND PURCHASE OF A VEHICLE, STOCKED WITH BOOKS AND RESOURCES	5,000.
ECOTRUST 721 N.W. 9TH AVENUE, SUITE 200 PORTLAND, OR 97209		PC	TO SUPPORT FOOD AND FARMS AG OF THE MIDDLE WORK	50,000.
FARMER FOODSHARE, INC. 902 N. MAGNUM STREET DURHAM, NC 27701		PC	GENERAL OPERATING SUPPORT	5,000.
GRANTMAKERS OF OREGON & SOUTHWEST WASHINGTON 921 S.W. WASHINGTON AVENUE, SUITE 316 PORTLAND, OR 97205		PC	TO PROVIDE GENERAL OPERATING SUPPORT	1,500.
GRANTMAKERS OF OREGON & SOUTHWEST WASHINGTON 921 S.W. WASHINGTON AVENUE, SUITE 316 PORTLAND, OR 97205		PC	TO SUPPORT GRANTMAKERS OF OREGON & SW WASHINGTON CONFERENCE	2,500.
GROWING GARDENS 2203 N.E. OREGON STREET PORTLAND, OR 97232		PC	GENERAL OPERATING SUPPORT	25,000.
Total from continuation sheets				784,000.

LORA L. AND MARTIN N. KELLEY
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Part XV **Supplementary Information**

3 **Grants and Contributions Paid During the Year (Continuation)**

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)				
HEALTHY MOTHERS HEALTHY BABIES THE MONTANA COALITION INC. 400 N. PARK AVENUE HELENA, MT 59601		PC	TO ADVANCE MONTANA'S EFFORTS TO SUPPORT EARLY CHILDHOOD HEALTH AND DEVELOPMENT BY COLLABORATING WITH	5,000.
HELENA AREA HABITAT FOR HUMANITY 432 N. LAST CHANCE GULCH, SUITE 459 HELENA, MT 59601		PC	TO PERFORM DUE DILIGENCE FOR THE NEW HELENA HABITAT FOR HUMANITY RESTORE, ADMINISTRATIVE	5,000.
ILLINOIS CONGRESS OF PARENTS TEACHERS PARK SCHOOL PTA 828 MAIN STREET EVANSTON, IL 60202		PC	TO RENOVATE AND IMPROVE PLAYGROUND THAT WILL SUPPORT PLAY, THERAPY AND LEARNING FOR STUDENTS	10,000.
KAIROSPDX P.O. BOX 12190 PORTLAND, OR 97212		PC	GENERAL OPERATING SUPPORT	2,500.
KINGS KIDS AEO SERVICES INC. 1201 JEWELL AVENUE COLUMBIA, MO 65203		PC	TO PURCHASE COMPUTERS AND FURNISHINGS FOR AFTER SCHOOL PROGRAM	5,000.
LATINO NETWORK 410 N.E. 18TH AVENUE PORTLAND, OR 97232		PC	TO FUND NORTH PORTLAND P-3 COORDINATOR WHO WILL PROVIDE FAMILY ENGAGEMENT AND EARLY LEARNING SUPPORTS TO	38,000.
LATINO NETWORK 410 N.E. 18TH AVENUE PORTLAND, OR 97232		PC	TO SUPPORT THE PILOTING OF OUR AFFILIATE MODEL FOR SCALING JUNTOS APRENDEMOS EARLY	50,000.
MONTANA COMMUNITY FOUNDATION 33 S. LAST CHANCE GULCH, SUITE 2A HELENA, MT 59601		PC	TO ENGAGE IN ONE OR MORE COLLABORATIVE, TARGETED PROJECTS IN THE AREAS OF RESEARCH, POLICY DEVELOPMENT AND	10,000.
NATIVE AMERICAN YOUTH & FAMILY CENTER 5135 N.E. COLUMBIA BLVD. PORTLAND, OR 97218		PC	GENERAL OPERATING SUPPORT	1,000.
NATURE CONSERVANCY 821 S.E. 14TH AVENUE PORTLAND, OR 97214		PC	TO FUND AMERICORPS COMMUNITY ENGAGEMENT COORDINATOR POSITION	10,000.
Total from continuation sheets				

LORA L. AND MARTIN N. KELLEY
FAMILY FOUNDATION TRUST

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Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
NORTHWESTERN UNIVERSITY APHASIA CENTER 2315 CAMPUS DRIVE EVANSTON, IL 60208		PC	GENERAL OPERATING SUPPORT	10,000.
OREGON COMMUNITY FOUNDATION 1221 S.W. YAMHILL, SUITE 100 PORTLAND, OR 97205		PC	TO SUPPORT OREGON'S PARTICIPATION IN THE NATIONAL BUILD INITIATIVE IN EARLY CHILDHOOD SYSTEMS	25,000.
OREGON COMMUNITY FOUNDATION 1221 S.W. YAMHILL, SUITE 100 PORTLAND, OR 97205		PC	TO FUND CLIMATE CHANGE & HEALTHY HABITATS COLLECTIVE GIVING POOLED FUND	5,000.
OREGON COMMUNITY FOUNDATION 1221 S.W. YAMHILL, SUITE 100 PORTLAND, OR 97205		PC	TO SUPPORT POOLED GRANT FOR CULTURALLY SPECIFIC TRAINERS	50,000.
OREGON MUSEUM OF SCIENCE AND INDUSTRY 1945 S.E. WATER AVENUE PORTLAND, OR 97214		PC	TO FUND AN OMSI EDUCATOR AT KAIROS AND TO BRING A CULTURALLY-SPECIFIC APPROACH TO EDUCATION	40,000.
OREGON PUBLIC BROADCASTING 7140 S.W. MACADAM AVENUE PORTLAND, OR 97219		PC	GENERAL OPERATING SUPPORT	5,000.
PORTLAND PARKS FOUNDATION 506 S.W. SIXTH AVENUE, SUITE 100 PORTLAND, OR 97204		PC	GENERAL OPERATING SUPPORT	1,500.
PRICKLY PEAR LAND TRUST P.O. BOX 892 HELENA, MT 59624		PC	TO FUND TO PPLT CONNECT BROADER SUBSETS OF THE COMMUNITY, INCLUDING VETERANS AND PEOPLE	10,000.
REACH OUT AND READ 15055 S.W. GINGKO COURT SHERWOOD, OR 97140		PC	CAPACITY BUILDING GRANT FOR HIRING EXECUTIVE DIRECTOR	75,000.
ROUGE FARM CORPS P.O. BOX 533 ASHLAND, OR 97520		PC	TO PROVIDE GENERAL OPERATING SUPPORT AND PROGRAM SUPPORT FOR FARM PRESERVATION PROGRAM	10,000.
Total from continuation sheets				

LORA L. AND MARTIN N. KELLEY
FAMILY FOUNDATION TRUST

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Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
SALVATION ARMY 8495 S.E. MONTEREY AVENUE HAPPY VALLEY, OR 97086		PC	GENERAL OPERATING SUPPORT	5,000.
SANTIAM CANYON SCHOOL DISTRICT P.O. BOX 197 MILL CITY, OR 97360		GOV	TO CONSTRUCT AN EARLY CHILDHOOD CENTER	50,000.
SOCIAL VENTURE PARTNERS 308 S.W. FIRST AVENUE, #158 PORTLAND, OR 97204		PC	TO SUPPORT READY FOR KINDERGARTEN INITIATIVE	50,000.
SUSTAINABLE NORTHWEST 1130 S.W. MORRISON STREET, SUITE 510 PORTLAND, OR 97205		PC	GENERAL OPERATING SUPPORT	500.
THE CENTER FOR JACKSON HOLE P.O. BOX 350 JACKSON, MO 83001		PC	GENERAL OPERATING SUPPORT	5,000.
THE CHILDREN'S BOOK BANK 1915 N.E. 7TH AVENUE PORTLAND, OR 97212		PC	TO ADVANCE THE BONDING WITH BOOKS PROGRAM	25,000.
THE REBUILDING CENTER 3625 N. MISSISSIPPI STREET PORTLAND, OR 97227		PC	TO PROVIDE CAPACITY BUILDING AND SUPPORT EXECUTIVE DIRECTOR SEARCH	5,000.
WALLOWA RESOURCES 401 N.E. FIRST STREET, SUITE A ENTERPRISE, OR 97828		PC	TO SUPPORT FOREST RESILIENCE PROGRAMS	50,000.
WILLAMETTE PARTNERSHIP 4640 S.W. MACADAM AVENUE, SUITE 50 PORTLAND, OR 97239		PC	TO SUPPORT THE ROADMAP TO THE OUTDOORS PROGRAM	500.
WILLAMETTE PARTNERSHIP 4640 S.W. MACADAM AVENUE, SUITE 50 PORTLAND, OR 97239		PC	GENERAL OPERATING SUPPORT	500.
Total from continuation sheets				

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3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - AMERICAN CHEMICAL SOCIETY

TO SUPPORT CELLULOSE AND RENEWABLE MATERIALS (CELL) AWARD SYMPOSIUM, IN
PARTICULAR FOR SUPPORT OF STUDENTS AND YOUNG PROFESSIONALS

NAME OF RECIPIENT - CHILDREN'S INSTITUTE

TO SUPPORT PROGRAM EXPANSION AND WORK TO STRENGTHEN LINKAGES BETWEEN
EARLY CHILDHOOD, EDUCATION, AND HEALTH

NAME OF RECIPIENT - HEALTHY MOTHERS HEALTHY BABIES THE MONTANA COALITION
INC.

TO ADVANCE MONTANA'S EFFORTS TO SUPPORT EARLY CHILDHOOD HEALTH AND
DEVELOPMENT BY COLLABORATING WITH PUBLIC AND PRIVATE SECTOR
PRACTITIONERS

NAME OF RECIPIENT - HELENA AREA HABITAT FOR HUMANITY

TO PERFORM DUE DILIGENCE FOR THE NEW HELENA HABITAT FOR HUMANITY
RESTORE, ADMINISTRATIVE OFFICES, AND COMMUNITY LEARNING CENTER

NAME OF RECIPIENT - ILLINOIS CONGRESS OF PARENTS TEACHERS PARK SCHOOL PTA

TO RENOVATE AND IMPROVE PLAYGROUND THAT WILL SUPPORT PLAY, THERAPY AND
LEARNING FOR STUDENTS AND COMMUNITY WITH COGNITIVE AND PHYSICAL SPECIAL
NEEDS

NAME OF RECIPIENT - LATINO NETWORK

TO FUND NORTH PORTLAND P-3 COORDINATOR WHO WILL PROVIDE FAMILY
ENGAGEMENT AND EARLY LEARNING SUPPORTS TO FAMILIES FROM PRENATAL TO
THIRD GRADE

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - LATINO NETWORK

TO SUPPORT THE PILOTING OF OUR AFFILIATE MODEL FOR SCALING JUNTOS

APRENDEMOS EARLY CHILDHOOD PROGRAM

NAME OF RECIPIENT - MONTANA COMMUNITY FOUNDATION

TO ENGAGE IN ONE OR MORE COLLABORATIVE, TARGETED PROJECTS IN THE AREAS

OF RESEARCH, POLICY DEVELOPMENT AND INFORMATION GATHERING WITHIN THE

AREAS OF DIRECT EDUCATION AND CARE FOR YOUNG CHILDREN

NAME OF RECIPIENT - OREGON COMMUNITY FOUNDATION

TO SUPPORT OREGON'S PARTICIPATION IN THE NATIONAL BUILD INITIATIVE IN

EARLY CHILDHOOD SYSTEMS BUILDING

NAME OF RECIPIENT - OREGON MUSEUM OF SCIENCE AND INDUSTRY

TO FUND AN OMSI EDUCATOR AT KAIROS AND TO BRING A CULTURALLY-SPECIFIC

APPROACH TO EDUCATION BACK TO OMSI EDUCATORS

NAME OF RECIPIENT - PRICKLY PEAR LAND TRUST

TO FUND TO PPLT CONNECT BROADER SUBSETS OF THE COMMUNITY, INCLUDING

VETERANS AND PEOPLE WITH DISABILITIES TO CONSERVATION AND THE OUTDOORS

Enter gross amounts unless otherwise indicated.

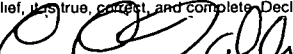
Part XVII - Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|--------------|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (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. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.					May the IRS discuss this return with the preparer shown below? See instr. ☐ Yes ☐ No	
	Signature of officer or trustee 		Date 11/18/19		Title MANAGING TRUSTEE		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN
	GARY MCGEE				11/1/19		P00743279
	Firm's name ▶ GARY MCGEE & CO. LLP					Firm's EIN ▶	
	Firm's address ▶ 808 S.W. THIRD AVENUE, SUITE 700 PORTLAND, OR 97204					Phone no. (503) 222-2515	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
JBS	65.	65.	
TOTAL TO PART I, LINE 3	65.	65.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS - FIDELITY	460,615.	0.	460,615.	460,615.	
DIVIDENDS - UBS INVESTMENTS	101,444.	0.	101,444.	101,444.	
TO PART I, LINE 4	562,059.	0.	562,059.	562,059.	

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT

3

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
PUBLICLY TRADED SECURITIES				PURCHASED		
	19,435,480.	0.	17,786,258.	0.	1,649,222.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
ABBEEY CAPITAL MULTI-MANAGER FUND LIMITED				PURCHASED		
	649,628.	0.	559,017.	0.	90,611.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
RSF SOCIAL FINANCE				PURCHASED		
	0.	0.	0.	0.	-5,325.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CAPITAL GAIN REPORTED ON SCHEDULE K-1	0.	0.	0.	0.	124,938.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CAPITAL GAIN REPORTED ON SCHEDULE K-1	0.	0.	0.	0.	787.

NET GAIN OR LOSS FROM SALE OF ASSETS	1,860,233.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,860,233.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME - PROGRAM RELATED INVESTMENT	9,950.	9,950.	
OTHER INCOME	339.	339.	
OTHER LOSSES FROM PASS THROUGH INVESTMENTS REPORTED ON SCHEDULE K-1	-37,718.	0.	
OTHER INCOME FROM PASS THROUGH INVESTMENTS REPORTED ON SCHEDULE K-1	56,992.	56,992.	
TOTAL TO FORM 990-PF, PART I, LINE 11	29,563.	67,281.	

FORM 990-PF	LEGAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,046.	1,523.		1,523.
TO FM 990-PF, PG 1, LN 16A	3,046.	1,523.		1,523.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MARY MCGEE & CO. LLP - ACCOUNTING FEES	3,724.	1,862.		1,862.
TO FORM 990-PF, PG 1, LN 16B	3,724.	1,862.		1,862.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMON COUNSEL ADMINISTRATIVE FEES	35,000.	0.		35,000.
FIDELITY INVESTMENTS - INVESTMENT MANAGEMENT FEES	140,310.	140,310.		0.
OCCAM ADVISORS - CONSULTING FEES	2,500.	0.		2,500.
DIALOGUES IN ACTION, LLC - CONSULTING FEES	5,000.	0.		5,000.
CENTER FOR DIVERSITY & THE ENVIRONMENT - CONSULTING FEES	3,000.	0.		3,000.
TO FORM 990-PF, PG 1, LN 16C	185,810.	140,310.		45,500.

FORM 990-PF	TAXES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	10,781.	10,781.		0.
OREGON DEPARTMENT OF REVENUE	150.	0.		0.
EXCISE TAX ON INVESTMENT INCOME	81,505.	0.		0.
TO FORM 990-PF, PG 1, LN 18	92,436.	10,781.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	9
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES, SUBSCRIPTIONS AND LICENSES	6,378.	1,276.		5,102.
INSURANCE	1,130.	226.		904.
OFFICE EXPENSES	925.	185.		740.
OREGON CHARITY REGISTRATION FEES	2,400.	0.		2,400.
PAYROLL FEES	1,113.	557.		556.
PASS-THROUGH ENTITY INVESTMENT EXPENSES	23,872.	23,872.		0.
OTHER EXPENSES	10,138.	0.		0.
TO FORM 990-PF, PG 1, LN 23	45,956.	26,116.		9,702.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. TREASURY NOTE - ATTACHMENT A	X		293,537.	293,575.
MUNICIPAL SECURITIES - ATTACHMENT A		X	1,180,474.	1,186,782.
TOTAL U.S. GOVERNMENT OBLIGATIONS			293,537.	293,575.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,180,474.	1,186,782.
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,474,011.	1,480,357.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - ATTACHMENT B	6,587,867.	7,177,380.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,587,867.	7,177,380.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - ATTACHMENT C	1,537,172.	1,520,537.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,537,172.	1,520,537.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ASSET BACKED SECURITIES - ATTACHMENT D	COST	10,806.	11,531.
MUTUAL FUNDS - ATTACHMENT D	COST	3,223,923.	3,025,267.
BONDS - ATTACHMENT D	COST	1,625,344.	1,623,658.
OTHER INVESTMENTS - ATTACHMENT D	COST	219,160.	203,257.
ECOTRUST FORESTS II, LLC	COST	574,051.	505,819.

RETHINK IMPACT, LP	COST	109,720.	98,914.
ECOTRUST FORESTS III, LLC	COST	14,323.	11,182.
CRAFT3	COST	200,000.	200,000.
BOSTON COMMON INTERNATIONAL	COST		
SUSTAINABLE CLIMATE FUND LLC		3,120,870.	2,601,451.
AKO GLOBAL FUND LIMITED	COST	1,000,000.	955,359.
TOTAL TO FORM 990-PF, PART II, LINE 13		10,098,197.	9,236,438.

FORM 990-PF	OTHER ASSETS	STATEMENT 14
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM-RELATED INVESTMENT - CRAFT3	200,000.	0.	0.
PROGRAM-RELATED INVESTMENT - RSF	200,000.	194,675.	192,986.
PROGRAM-RELATED INVESETMENT - THE REDD LLC	250,000.	250,000.	250,000.
PROGRAM- RELATED INVESTMENT - ADELANTE MUJERES	0.	350,000.	350,000.
PROGRAM-RELATED INVESETMENT - INTEGRATED BIOMASS RESOURCES, LLC	0.	297,900.	297,900.
TO FORM 990-PF, PART II, LINE 15	650,000.	1,092,575.	1,090,886.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 15
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CRAIG KELLEY 1624 FRANKLIN STREET, SUITE 1022 OAKLAND, CA 94612	MANAGING TRUSTEE 32.00	93,500.	0.	0.
MARK KELLEY 1624 FRANKLIN STREET, SUITE 1022 OAKLAND, CA 94612	TREASURER 6.00	5,500.	0.	0.
STEVE KELLEY 1624 FRANKLIN STREET, SUITE 1022 OAKLAND, CA 94612	SECRETARY 6.00	5,500.	0.	0.
KAREN KELLEY 1624 FRANKLIN STREET, SUITE 1022 OAKLAND, CA 94612	TRUSTEE 4.00	5,500.	0.	0.
KENT KELLEY 1624 FRANKLIN STREET, SUITE 1022 OAKLAND, CA 94612	TRUSTEE 4.00	5,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		115,500.	0.	0.

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
OTHER INCOME			01	339.	
OTHER LOSSES FROM PASS THROUGH INVESTMENTS REPORTED ON SCHEDULE K-1	900099	-37,718.			
OTHER INCOME FROM PASS THROUGH INVESTMENTS REPORTED ON SCHEDULE K-1			14	56,992.	
TOTAL TO FORM 990-PF, PG 12, LN 11		-37,718.		57,331.	

ATTACHMENT A

The Lora L. and Martin N. Kelley Family Foundation Trust

EIN 47-6174269

2018 Form 990-PF

Part II, Line 10A - Investments - U.S. and state government obligations

Security Name	Cost Basis	Fair Market Value
UNITED STATES TREAS NOTES	39,932	40,206
UNITED STATES TREAS NTS	9,814	9,839
UNITED STATES TREAS NTS	9,910	9,934
UNITED STATES TREAS NTS	14,950	14,795
UNITED STATES TREAS NTS	18,222	17,900
UNITED STATES TREAS NTS	19,236	19,530
UNITED STATES TREAS NTS	9,643	9,702
UNITED STATES TREAS NTS	14,262	14,521
UNITED STATES TREAS NTS	14,599	14,708
UNITED STATES TREAS NTS	19,015	19,380
UNITED STATES TREAS NTS	9,965	9,997
UNITED STATES TREAS NTS	19,824	20,219
UNITED STATES TREAS NTS	10,259	10,107
UNITED STATES TREAS NTS	19,788	19,963
UNITED STATES TREAS NTS	20,070	19,655
UNITED STATES TREAS NTS	20,103	19,463
UNITED STATES TREAS NTS	9,378	9,338
UNITED STATES TREAS NTS	14,567	14,318
TOTAL U S GOVERNMENT OBLIGATIONS	293,537	293,575
CALIFORNIA ST DEPT WTR RES PWR SUPPLY	106,380	106,839
CALIFORNIA ST TAXABLE GO HIGH	109,742	109,211
CHELAN CNTY WASH PUB UTIL DIST NO 001	103,577	105,740
DENVER COLO CITY & CNTY DEDICATED	100,000	100,538
HONOLULU HAWAII CITY & CNTY GO NDS SER	97,155	99,068
HONOLULU HAWAII CITY & CNTY WASTEWTR SYS	115,009	115,630
HOUSTON TAX UTIL STS REV	118,117	118,405
NEW YORK N Y CITY HSG DEV CORP	110,009	109,547
OREGON ST FEDERALLY TAXABLE GO BDS SER	60,007	59,932
SAN FRANCISCO CALIF BAY AREA RAPID TRAN	98,598	99,053
LOS ANGELES CALIF CMNTY COLLEGE DIST	25,000	25,046
NEW YORK NY CITY TRANSITIONAL FIN	10,003	9,961
NEW YORK NY GO BDS SER 2017 A-2	23,187	23,456
PAJARO VALLEY CALIF UNI SCH DIST GO REF	20,109	20,053
TEXAS A&M UNIV PERM UNIV FD FUND BDS	14,822	14,927
TEXAS TECH UNIV REVS REV FING SYS REF AND	20,158	19,923
UNIVERSITY WASH UNIV REVS GEN REV REF BDS	29,325	29,709
UPPER SANTA CLARA VY JT PWRS AUTH CALIF	19,276	19,744
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS	1,180,474	1,186,782
TOTAL U S AND STATE/CITY GOVERNMENT OBLIGATIONS	1,474,011	1,480,357

ATTACHMENT B

The Lora L. and Martin N. Kelley Family Foundation Trust

EIN 47-6174269

2018 Form 990-PF

Part II, Line 10B - Investments - corporate stock

Security Name	Cost Basis	Fair Market Value
3M COMPANY (MMM)	37,237	66,689
ABM INDS INC COM (ABM)	1,571	1,316
ACCENTURE PLC CLS A (ACN)	34,115	70,505
ACCENTURE PLC CLS A (ACN)	16,982	15,652
ACTIVISION BLIZZARD INC COM (ATVI)	21,399	14,856
ADOBE INC COM (ADBE)	56,449	62,668
ADVANCED MICRO DEVICES INC COM (AMD)	2,238	3,950
AFLAC INC (AFL)	18,732	18,725
AGILENT TECH INC (A)	25,588	26,984
ALASKA AIR GROUP INC (ALK)	1,572	1,278
ALCOA CORP COM (AA)	4,372	2,552
ALLEGION PLC COM (ALLE)	1,608	1,594
ALLSTATE CORP (ALL)	10,484	8,346
ALPHABET INC CAP STK CL A (GOOGL)	9,990	31,349
ALPHABET INC CAP STK CL A (GOOGL)	72,654	70,012
ALPHABET INC CAP STK CL C (GOOG)	25,919	90,098
ALPHABET INC CAP STK CL C (GOOG)	81,634	77,671
AMERICAN AIRLINES GROUP INC COM (AAL)	5,708	3,468
AMERICAN INTL GROUP INC COM NEW (AIG)	22,323	16,592
AMERICAN WTR WKS CO INC NEW COM (AWK)	2,984	2,995
AMERIPRISE FINL INC COM (AMP)	5,133	3,131
AMERISOURCEBERGEN CORP (ABC)	4,217	3,348
AMETEK INC NEW (AME)	38,383	49,082
AMGEN INC (AMGN)	19,582	24,334
AMPHASTAR PHARMACEUTICALS INC COM (AMPH)	44,545	48,536
AMPHENOL CORP CL A (APH)	61,446	53,635
ANALOG DEVICES INC COM (ADI)	9,306	9,012
ANSYS INC (ANSS)	1,610	1,572
ANTHEM INC COM (ANTM)	5,816	11,556
AON PLC COM CL A (AON)	7,465	8,140
APERGY CORP COM (APY)	5,220	3,277
APPLE INC (AAPL)	38,460	126,192
APPLIED INDUSTRIAL TECH (AIT)	1,737	1,241
APPLIED MATERIALS INC (AMAT)	20,581	16,927
APTARGROUP INC (ATR)	30,924	37,628
ARATANA THERAPEUTICS INC COM (PETX)	15,347	14,798
ARROW ELECTRONICS INC (ARW)	26,141	22,960
ASSURANT INC (AIZ)	2,529	2,236
AT&T INC COM USD1 (T)	78,554	62,132
ATLISSIAN CORPORATION PLC COM (TEAM)	4,734	8,987
AUTODESK INC COM (ADSK)	4,879	6,045
AUTOMATIC DATA PROCESSING INC (ADP)	31,341	45,892
AUTOMATIC DATA PROCESSING INC (ADP)	11,522	12,850
AVANGRID INC COM (AGR)	19,565	19,635
AVANOS MED INC COM (AVNS)	6,550	4,076
AVNET INC (AVT)	13,845	10,288
AXALTA COATING SYSTEMS LTD COM (AXTA)	2,633	1,920
BAKER HUGHES A GE CO CL A (BHGE)	8,016	5,826
BALL CORP (BLL)	4,324	5,288
BANK NEW YORK MELLON CORP (BK)	11,569	10,120
BANK OF AMERICA CORP (BAC)	108,476	88,384

ATTACHMENT B

BARNES GROUP INC (B)	1,702	1,555
BECTON DICKINSON CO (BDX)	23,060	67,596
BERRY GLOBAL GROUP INC (BERY)	45,014	44,345
BERRY PETE CORP COM (BRY)	58,794	38,062
BEST BUY INC (BBY)	3,129	2,436
BIOGEN INC COM (BIIB)	26,845	30,092
BLACKROCK INC (BLK)	35,641	28,676
BOOKING HLDGS INC COM (BKNG)	34,600	34,448
BROADCOM INC COM (AVGO)	31,944	33,565
BROWN & BROWN INC COM (BRO)	2,623	2,811
BRUKER CORPORATION (BRKR)	13,008	11,164
C S X CORP (CSX)	13,004	14,725
CADENCE DESIGN SYSTEMS INC (CDNS)	1,595	1,652
CAMPBELL SOUP CO COM (CPB)	6,928	5,278
CANTEL MEDICAL CORP COM (CMD)	2,434	1,787
CAPITAL ONE FINANCIAL CORP (COF)	10,991	8,315
CATERPILLAR INC (CAT)	42,359	37,231
CBRE GROUP INC COM CLASS A (CBRE)	6,560	5,846
CELANESE CORP DEL COM (CE)	3,041	2,339
CENTERPOINT ENERGY INC (CNP)	26,602	27,101
CERNER CORP (CERN)	30,413	27,531
CERNER CORP (CERN)	22,413	18,144
CHUBB LIMITED COM NPV (CB)	60,958	57,485
CHURCH & DWIGHT INC (CHD)	16,385	32,880
CIGNA CORP NEW COM (CI)	22,245	22,031
CINTAS CORP (CTAS)	4,355	4,704
CISCO SYS INC COM (CSCO)	81,611	90,863
CITIGROUP INC COM NEW (C)	13,697	12,078
CITRIX SYS INC COM (CTXS)	12,618	25,615
CITRIX SYS INC COM (CTXS)	1,583	1,844
CLEAN HBRS INC (CLH)	1,200	1,431
CME GROUP INC COM CL A (CME)	11,171	14,109
CMS ENERGY CORP (CMS)	19,577	19,661
COGNIZANT TECH SOLUTIONS CORP (CTSH)	8,193	7,300
COLGATE-PALMOLIVE CO (CL)	29,730	32,736
COMCAST CORP NEW CL A (CMCSA)	49,611	56,966
COMERICA INC (CMA)	5,764	4,534
CONAGRA BRANDS INC (CAG)	2,980	1,666
CONSOLIDATED EDISON HLDG CO INC (ED)	54,562	52,681
COOPER COS INC COM NEW (COO)	22,479	31,812
COSTCO WHOLESALE CORP (COST)	35,601	71,298
COSTCO WHOLESALE CORP (COST)	43,388	44,205
CUMMINS INC (CMI)	5,284	4,009
CVS HEALTH CORP COM (CVS)	28,952	25,422
DANAHER CORP COM (DHR)	15,982	25,780
DARDEN RESTAURANTS (DRI)	2,915	2,996
DAVITA INC COM (DVA)	2,812	2,007
DEERE & COMPANY (DE)	24,936	25,061
DELTA AIR LINES INC DEL COM NEW (DAL)	7,900	6,986
DISCOVER FINL SVCS (DFS)	13,263	14,745
DISCOVER FINL SVCS (DFS)	7,108	5,426
DISNEY WALT CO (DIS)	81,379	84,759
DOLLAR GEN CORP NEW COM (DG)	33,979	45,934
DOLLAR GEN CORP NEW COM (DG)	3,964	5,944
DOLLAR TREE INC COM (DLTR)	7,871	6,774
DOVER CORP COM (DOV)	3,531	3,122
DULUTH HLDGS INC COM CL B (DLTH)	10,461	8,326
DUNKIN BRANDS GROUP INC COM (DNKN)	27,872	24,045

ATTACHMENT B

EASTMAN CHEM CO (EMN)	2,139	1,682
EATON CORP PLC COM (ETN)	21,087	18,195
EBAY INC (EBAY)	43,569	37,979
ECOLAB INC (ECL)	10,777	22,102
ELECTRONIC ARTS (EA)	5,661	5,524
ELLIE MAE INC COM (ELLI)	1,576	1,068
EMERSON ELECTRIC CO (EMR)	27,635	22,466
ENCOMPASS HEALTH CORP COM (EHC)	1,586	1,974
ERIE INDY CO CL A (ERIE)	1,559	1,733
ESTEE LAUDER COMPANIES INC CL A (EL)	39,113	45,535
ETSY INC COM (ETSY)	6,253	5,375
EVERSOURCE ENERGY COM (ES)	41,991	43,772
F5 NETWORKS INC COM (FFIV)	24,747	32,406
FACEBOOK INC-CLASS A (FB)	63,608	49,159
FACEBOOK INC-CLASS A (FB)	91,793	68,822
FACTSET RESH SYS INC COM (FDS)	28,207	55,036
FASTENAL CO (FAST)	3,573	3,451
FEDEX CORP COM (FDX)	15,228	9,841
FIDELITY NATIONAL INFORMATION SERVICES (FIS)	5,460	5,948
FIRST DATA CORP NEW COM CL A (FDC)	1,572	1,606
FIRST REP BK SAN FRANCISCO CAL COM (FRC)	4,342	4,345
FLOWERVE CORP (FLS)	1,587	1,445
FLWS/1-800 FLOWERS CL A (FLWS)	6,566	6,922
FORD MTR CO DEL COM (F)	18,548	10,947
FORTINET INC COM (FTNT)	5,325	6,057
FRANKLIN RES INC COM (BEN)	2,963	2,017
GALLAGHER ARTHUR J & CO (AJG)	5,662	6,633
GARMIN LTD COM (GRMN)	1,600	1,710
GENERAL MILLS INC (GIS)	29,002	23,208
GENERAL MTRS CO COM (GM)	21,873	19,535
GOLAR LNG LIMITED COM STK (GLNG)	13,438	11,185
GOLDMAN SACHS GROUP INC (GS)	28,504	23,053
GRACO INC (GGG)	2,689	2,511
GRAINGER W W INC COM STK (GWW)	2,832	3,388
GRUBHUB INC COM (GRUB)	12,553	12,213
HALLIBURTON CO HOLDING CO FRMLY (HAL)	39,520	33,411
HANOVER INS GROUP INC COM (THG)	2,584	2,802
HARTFORD FINL SVCS GROUP INC (HIG)	6,437	5,112
HASBRO INC (HAS)	2,784	2,437
HCA HEALTHCARE INC COM (HCA)	24,085	24,641
HENRY SCHEIN CORP COM (HSIC)	2,825	3,141
HEWLETT PACKARD ENTERPRISE CO COM (HPE)	13,685	11,612
HEXCEL CORP COM NEW (HXL)	3,848	3,555
HILL ROM HLDGS COM (HRC)	18,719	17,090
HILTON WORLDWIDE HLDGS INC (HLT)	13,816	12,780
HOLLYFRONTIER CORPORATION COM (HFC)	40,288	31,950
HOME DEPOT INC COM (HD)	31,287	42,955
HOME DEPOT INC COM (HD)	88,014	76,460
HUMANA INC (HUM)	7,634	8,881
HUNTINGTON BANCSHARES INC COM (HBAN)	4,491	3,659
HYATT HOTELS CORP COM CLASS a (H)	1,676	1,555
ICU MED INC COM (ICUI)	14,058	11,941
IDEXX LABS CORP (IDXX)	12,374	11,719
IHS MARKIT LTD COM ISIN #BMG475671050 (INFO)	12,851	12,280
ILLINOIS TOOL WORKS (ITW)	38,484	34,460
ILLUMINA INC COM (ILMN)	61,219	57,287
INGERSOLL-RAND PLC SHS (IR)	13,358	12,772
INGREDION INC COM (INGR)	2,526	1,645

ATTACHMENT B

INOGEN INC COM (INGN)	1,573	1,614
INTEL CORP (INTC)	55,116	55,894
INTERCONTINENTAL EXCHANGE INC COM (ICE)	10,226	10,998
INTL BUSINESS MACH (IBM)	47,723	36,488
INTL PAPER CO (IP)	21,764	17,153
INTUIT COM (INTU)	20,911	21,260
INVESCO LTD SHS (IVZ)	2,391	1,356
IPG PHOTONICS CORP COM (IPGP)	20,924	25,490
JABIL INC COM (JBL)	6,328	5,702
JOHNSON CONTROLS INTERNATIONAL PLC (JCI)	20,158	15,892
JONES LANG LASALLE INC (JLL)	1,650	1,393
JPMORGAN CHASE & CO (JPM)	83,323	114,411
KENAMETAL INC (KMT)	547	1,098
KEURIG DR PEPPER INC COM (KDP)	48,209	53,049
KEYCORP NEW (KEY)	3,756	4,744
KEYSIGHT TECHNOLOGIES INC COM (KEYS)	2,662	3,973
KLA-TENCOR CORP COM (KLAC)	2,261	1,879
KRAFT HEINZ CO COM (KHC)	57,813	43,212
LAM RESEARCH CORP (LRCX)	7,188	5,311
LENNOX INTL INC (LIJ)	1,661	1,751
LINCOLN ELECTRIC HOLDINGS (LECO)	1,646	1,419
LINCOLN NATIONAL CORP IND (LNC)	4,572	3,027
LINDE PLC COM (LIN)	32,690	31,208
LINDE PLC COM (LIN)	46,747	44,627
LOWES COS INC COM (LOW)	11,439	13,577
LULULEMON ATHLETICA INC COM (LULU)	1,588	2,432
LYONDELLBASELL INDUSTRIES N V COM (LYB)	33,098	26,195
MANPOWERGROUP INC COM (MAN)	2,653	1,361
MARRIOTT INTL INC CL A (MAR)	27,810	23,340
MARSH & MCLENNAN COS (MMC)	16,250	17,146
MASCO CORP (MAS)	2,949	1,959
MASTERCARD INCORPORATED CL A (MA)	42,601	48,483
MCCORMICK & CO INC COM NON VTG (MKC)	4,738	6,266
MCDONALDS CORP (MCD)	67,069	72,449
MCKESSON CORP (MCK)	5,833	3,977
MERIT MED SYS INC COM (MMSI)	1,593	2,065
METLIFE INC COM (MET)	20,199	19,339
METTLER-TOLEDO INTL (MTD)	13,553	28,279
METTLER-TOLEDO INTL (MTD)	33,574	33,369
MICROCHIP TECHNOLOGY INC COM (MCHP)	6,381	5,178
MICRON TECHNOLOGY (MU)	2,567	7,901
MICROSOFT CORP (MSFT)	35,661	129,502
MOHAWK INDS INC (MHK)	4,700	1,988
MOODYS CORP (MCO)	6,710	6,442
MOSAIC CO NEW COM (MOS)	13,029	13,174
MSC INDUSTRIAL DIRECT CO INC (MSM)	1,624	1,308
NABORS INDUSTRIES LTD SHS (NBR)	5,332	3,850
NASDAQ INC COM STK (NDAQ)	2,741	2,937
NATIONAL INSTRUMENT CORP (NATI)	19,466	19,604
NATURES SUNSHINE PRODUCTS INC COM (NATR)	27,823	24,915
NETAPP INC COM (NTAP)	37,196	27,866
NEW JERSEY RES COM (NJR)	1,585	1,872
NEW YORK COMMUNITY BANCORP (NYCB)	1,571	1,120
NEWELL BRANDS INC COM (NWL)	3,278	1,971
NIELSEN HLDGS PLC FORMERLY NIELSEN (NLSN)	3,234	1,866
NIKE INC CLASS B (NKE)	22,145	66,726
NIKE INC CLASS B (NKE)	52,319	51,305
NISOURCE INC (NI)	1,579	1,597

ATTACHMENT B

NORDSON CORP COM (NDSN)	1,593	1,313
NORTHERN TR CORP (NTRS)	4,935	4,179
NORWEGIAN CRUISE LINE HLDG LTD SHS (NCLH)	2,740	2,162
NUTRI SYS INC NEW COM (NTRI)	7,933	9,917
NVIDIA CORP (NVDA)	31,778	19,892
NXP SEMICONDUCTORS N V (NXPI)	4,413	2,858
NXSTAGE MED INC COM (NXTM)	18,271	18,517
OCEANEERING INTL INC (OII)	2,828	1,258
OMNICELL INC COM (OMCL)	1,589	1,960
ONEOK INC (OKE)	63,608	52,547
ORACLE CORP COM (ORCL)	23,113	39,958
ORACLE CORP COM (ORCL)	59,384	61,404
OREILLY AUTOMOTIVE INC NEW (ORLY)	19,788	43,041
ORMAT TECHNOLOGIES INC (ORA)	1,601	1,307
OWENS CORNING NEW COM (OC)	4,140	1,979
PACCAR INC (PCAR)	5,052	4,057
PACKAGING CORP AMER (PKG)	2,042	1,419
PARKER HANNIFIN CORP (PH)	21,563	18,046
PAYPAL HLDGS INC COM (PYPL)	23,138	25,647
PENTAIR PLC SHS (PNR)	7,691	6,083
PEPSICO INC (PEP)	24,593	38,668
PHIBRO ANIMAL HEALTH CORP CL A COM (PAHC)	43,491	28,976
PLEXUS CORP COM (PLXS)	5,956	5,006
PNC FINL SVCS GROUP (PNC)	57,949	47,349
POPULAR INC COM NEW (BPOP)	1,556	2,030
PQ GROUP HLDGS INC COM (PQG)	1,583	1,437
PRICE T ROWE GROUP INC COM (TROW)	3,487	4,524
PRINCIPAL FINANCIAL GROUP (PFG)	4,708	2,915
PROGRESSIVE CORP OHIO (PGR)	9,333	10,015
PROOFPOINT INC COM (PFPT)	1,639	1,090
PRUDENTIAL FINL INC (PRU)	12,538	12,151
QIAGEN NV SHS NEW SEDOL #BYXS688 (QGEN)	39,693	35,931
QUALCOMM INC (QCOM)	22,906	21,910
QUEST DIAGNOSTICS INC (DGX)	1,603	1,998
QUIDEL CORP COM (QDEL)	2,601	1,855
RADIUS HEALTH INC COM (RDUS)	2,451	1,929
RED HAT INC COM (RHT)	4,824	7,026
REPLIGEN CORP (RGEN)	3,529	3,006
REPUBLIC SERVICES INC COM (RSG)	3,939	4,253
ROCKWELL AUTOMATION INC (ROK)	14,584	12,038
ROPER TECHNOLOGIES INC (ROP)	52,131	53,304
ROPER TECHNOLOGIES INC (ROP)	6,278	5,863
ROSS STORES INC COM (ROST)	20,630	45,760
ROSS STORES INC COM (ROST)	5,505	5,658
ROWAN COMPANIES PLC-A (RDC)	12,979	8,231
ROYAL CARIBBEAN CRUISES COM (RCL)	4,807	3,912
S&P GLOBAL INC COM (SPGI)	10,380	10,536
SALESFORCE COM INC (CRM)	73,242	73,279
SAREPTA THERAPEUTICS INC COM (SRPT)	18,384	13,969
SCHWAB CHARLES CORP NEW (SCHW)	13,271	12,251
SCPHARMACEUTICALS INC COM (SCPH)	6,537	4,696
SEI INVESTMENTS CO COM (SEIC)	12,069	21,945
SEI INVESTMENTS CO COM (SEIC)	2,738	1,756
SENSATA TECHNOLOGIES HOLDING PLC COM (ST)	2,697	2,377
SERVICENOW INC COM (NOW)	18,227	19,586
SHERWIN WILLIAMS CO (SHW)	28,076	25,575
SHUTTERFLY INC COM (SFLY)	28,366	15,500
SIGNATURE BK NEW YORK N Y COM (SBNY)	22,592	15,422

ATTACHMENT B

SMUCKER J M CO COM NEW (SJM)	4,384	3,272
SNAP ON INC (SNA)	1,573	1,308
SOUTHWEST AIRLNS CO (LUV)	4,452	5,392
SOUTHWEST GAS HOLDINGS INC COM (SWX)	1,600	1,530
SPIRIT AEROSYSTEMS HLDGS INC CL A (SPR)	55,576	46,066
SPLUNK INC COM (SPLK)	2,797	3,565
SQUARE INC CL A (SQ)	2,699	4,319
STANLEY BLACK & DECKER INC COM (SWK)	20,142	16,285
STARBUCKS CORP COM (SBUX)	41,581	57,960
STARBUCKS CORP COM (SBUX)	16,628	18,740
STATE STR CORP COM (STT)	7,795	5,046
STEEL DYNAMICS INC COM (STLD)	4,193	2,884
STERIS PLC (STE)	32,289	30,666
STRYKER CORP (SYK)	13,470	39,188
SYNCHRONY FINANCIAL COM (SYF)	9,018	5,466
SYNEOS HEALTH INC CL A (SYNH)	6,196	4,919
SYNNEX CORP (SNX)	1,630	970
SYNOPSIS INC COM (SNPS)	1,536	1,516
TAKE-TWO INTERACTIVE SOFTWARE COM (TTWO)	4,138	3,809
TAPESTRY INC COM (TPR)	2,922	2,194
TARGET CORP COM (TGT)	19,487	16,589
TE CONNECTIVITY LTD REG SHS (TEL)	25,096	30,252
TECH DATA CORP COM (TECD)	6,659	6,136
TESLA INC COM (TSLA)	24,374	25,958
TEXAS INSTRUMENTS INC COM (TXN)	31,215	27,500
TEXAS ROADHOUSE INC COM (TXRH)	9,685	22,388
TIFFANY & CO NEW COM (TIF)	2,840	2,174
TJX COS INC NEW COM (TJX)	8,071	10,380
TRACTOR SUPPLY CO (TSCO)	1,732	1,919
TRAVELERS COMPANIES INC COM STK NPV (TRV)	2,900	6,945
TWENTY-FIRST CENTURY FOX - B (FOX)	11,951	14,716
TWENTY-FIRST CENTURY FOX-A (FOXA)	9,584	13,329
TWITTER INC COM (TWTR)	3,615	4,282
UNION PACIFIC CORP (UNP)	45,277	62,204
UNION PACIFIC CORP (UNP)	57,771	60,130
UNITED CONTINENTAL HOLDINGS INC COM (UAL)	3,098	3,852
UNITED PARCEL SVC INC CL B (UPS)	33,014	29,259
UNITED PARCEL SVC INC CL B (UPS)	66,322	57,250
UNITED RENTALS INC (URI)	3,071	1,846
UNITEDHEALTH GROUP (UNH)	41,433	68,508
UNITEDHEALTH GROUP (UNH)	56,383	87,690
UNUM GROUP (UNM)	2,035	1,528
US BANCORP DEL COM NEW (USB)	30,112	27,420
US BANCORP DEL COM NEW (USB)	48,651	47,757
USG CORP COM NEW (USG)	1,610	1,792
V F CORP (VFC)	4,551	4,352
VALLEY NATL BANCORP (VLY)	1,583	1,234
VARIAN MED SYS INC COM (VAR)	19,855	20,056
VERISK ANALYTICS INC COM (VRSK)	7,477	8,069
VERIZON COMMUNICATIONS (VZ)	47,630	64,709
VISA INC COM CL A (V)	43,802	105,552
VISA INC COM CL A (V)	70,087	77,977
VISHAY INTERTECH INC (VSH)	2,110	1,801
VMWARE INC CL A COM (VMW)	12,984	11,793
W R BERKLEY CORPORATION COM (WRB)	2,623	2,735
WABCO HLDGS INC COM (WBC)	1,580	1,181
WALMART INC COM (WMT)	80,469	77,687
WASTE MANAGEMENT INC (WM)	21,390	21,447

ATTACHMENT B

WATERS CORP (WAT)	16,903	37,730
WATERS CORP (WAT)	33,685	33,768
WESCO AIRCRAFT HLDGS INC COM (WAIR)	6,249	5,261
WEST PHARMACEUTICAL SERVICES (WST)	12,965	11,175
WESTERN DIGITAL CORP DEL(WDC)	14,589	7,912
WESTROCK CO COM (WRK)	4,491	2,681
WILLIS TOWERS WATSON PLC COM (WLTW)	6,227	6,226
WOODWARD INC COM WHEN DISTRIBUTED (WWD)	3,773	3,640
WORKDAY INC COM CL A (WDAY)	4,401	6,387
WORLDPAY INC CL A (WP)	2,829	2,904
XILINX INC (XLNX)	4,597	5,792
XYLEM INC COM (XYL)	2,835	2,802
YUM BRANDS INC (YUM)	5,260	5,883
ZENDESK INC COM (ZEN)	1,589	2,743
ZOETIS INC COM CL A (ZTS)	58,122	60,135
TOTAL CORPORATE STOCK	6,587,867	7,177,380

ATTACHMENT C

The Lora L. and Martin N. Kelley Family Foundation Trust

EIN 47-6174269

2018 Form 990-PF

Part II, Line 10C - Investments - corporate bonds

Security Name	Cost Basis	Fair Market Value
ABBVIE INC	12,033	11,886
ANHEUSE BUSCH INBEV FIN INC	10,320	9,426
ANHEUSER BUSCH INBEV FIN INC	10,047	9,834
APPLE INC	60,088	59,264
APPLE INC	9,989	9,877
AT&T INC	56,649	56,425
AT&T INC	10,170	9,772
BANK AMER CORP MTN	19,830	19,641
BANK NEW YORK MELLON CORP	54,841	53,466
BANK NRE YORK MTN BK ENT	20,533	20,231
BANK OF AMERICA CORP	54,981	55,008
CISCO SYS INC	54,688	54,271
CITIGROUP INC	54,402	53,430
CITIGROUP INC	16,045	15,872
COMCAST CORP	10,297	10,024
CSX CORP	55,952	54,929
CVS HEALTH CORP	57,727	57,885
CVS HEALTH CORP	9,967	9,900
DEERE JOHN CAP CORP S BE MTN	53,805	51,978
DISNEY WALT CO MTNS BE BOND	58,829	59,344
GENERAL MLS INC	15,177	14,879
GOLDMAN SACHS GROUP INC	5,015	4,948
HOME DEPOT INC	9,926	9,687
INTERNATIONAL BUSINESS MACHS BOND	57,571	57,435
JOHNSON & JOHNSON	56,977	57,507
JPMORGAN CHASE & CO	14,950	14,285
MARSH & MCLENNAN COS INC	55,885	54,383
MARSH & MCLENNAN COS INC	14,868	14,702
METLIFE INC	55,176	55,379
MICROSOFT CORP	54,301	54,532
MORGAN STANLEY MTN	11,103	10,929
PEPSICO INC	58,113	58,032
PRAXAIR INC	54,705	53,954
PROLOGIS NOTE	57,179	55,276
S&P GLOBAL INC	62,405	61,904
SANOFI NOTE	15,474	15,341
SCHLUMBERGER INVT SA	10,599	10,048
STATOIL ASA	9,402	9,716
TOTAL CAPITAL SA	10,289	10,205
UNITED PARCEL SERVICE INC	54,672	53,847
UNITEDHEALTH GROUP INC	9,822	9,921
VERIZON COMMUNICATIONS INC	12,262	12,129
WASTE MGMT INC	56,386	57,284
WESTPAC BKG CORP	25,056	24,681
WYERHAEUSER CO	58,666	57,070
TOTAL CORPORATE BONDS	1,537,172	1,520,537

ATTACHMENT D

The Lora L. and Martin N. Kelley Family Foundation Trust

EIN 47-6174269

2018 Form 990-PF

Part II, Line 13 - Investments - other

Security Name	Cost Basis	Fair Market Value
FEDL NATL MTG ASSN POOL #357623	58	60
FEDL NATL MTG ASSN POOL #725866	2,534	2,731
FEDL NATL MTG ASSN POOL #735060	2,703	2,852
FEDL NATL MTG ASSN POOL #765232	28	28
FEDL NATL MTG ASSN POOL #782069	103	105
FEDL NATL MTG ASSN POOL #794920	2,123	2,261
FEDL NATL MTG ASSN POOL #800232	2,565	2,763
FEDL NATL MTG ASSN POOL #805878	692	731
TOTAL ASSET BACKED SECURITIES	10,806	11,531
CALVERT EMERGING MARKETS EQUITY CL I (CVMIX)	1,250,000	1,159,306
CALVERT EQUITY FUND CLASS I (CEYIX)	718,327	691,072
PARNASSUS CORE EQUITY INSTL (PRILX)	744,054	691,143
PARNASSUS MID CAP FD INSTITUTIONAL (PFPMX)	113,428	97,404
WALDEN ASSET MANAGEMENT FUND (WSBFX)	149,837	145,965
WALDEN EQUITY FUND (WSEFX)	248,277	240,377
TOTAL MUTUAL FUNDS	3,223,923	3,025,267
CALVERT SHORT DURATION INC FD I (CDSIX)	139,257	138,209
CALVERT ULTRA SHORT DURATION INC CL I (CULIX)	734,402	728,970
COMMUNITY CAPITAL TRUST INSTL (CRANX)	76,645	76,936
VANGUARD SHORT TERM TREASURY ADMIRAL (VFIRX)	675,040	679,543
TOTAL BONDS	1,625,344	1,623,658
ALEXANDRIA REAL ESTATE EQUITIES INC (ARE)	4,303	3,803
AMERICAN CAMPUS CMNTYS INC (ACC)	1,591	1,614
AMERICAN TOWER CORPORATION (AMT)	22,858	25,152
AVALONBAY CMNTYS INC COM (AVB)	5,012	4,873
BOSTON PROPERTIES INC COM (BXP)	4,754	4,164
BROOKFIELD PROPERTY REIT INC CL A (BPR)	977	757
DIGITAL RLTY TR INC COM (DLR)	12,746	11,934
DOUGLAS EMMETT INC COM (DEI)	1,600	1,331
DUKE REALTY CORP COM NEW (DRE)	5,061	4,869
EQUINIX INC COM PAR (EQIX)	14,718	11,987
EQUITY RESIDENTIAL (EQR)	20,578	20,529
ESSEX PPTY TR INC (ESS)	4,571	4,659
FEDERAL REALTY INVST TR SH BEN INT NEW (FRT)	2,772	2,479
HCP INC COM (HCP)	1,609	1,732
HIGHWOODS PPTYS INC (HIW)	1,613	1,238
HOST HOTELS & RESORTS INC COM (HST)	2,987	2,467
IRON MOUNTAIN INC COM NPV (IRM)	1,582	1,361
JBG SMITH PPTYS COM (JBGS)	2,274	2,297

ATTACHMENT D

KILROY REALTY CORP (KRC)	2,675	2,264
KIMCO REALTY CORP (KIM)	1,606	1,289
LIBERTY PPTY TR SHS BEN INT (LPT)	2,629	2,555
MACERICH CO (MAC)	2,761	1,818
PROLOGIS INC COM (PLD)	9,445	8,691
REGENCY CENTERS CORP COM (REG)	6,311	5,692
SENIOR HOUSING PROP TRUST (SNH)	1,602	985
SIMON PPTY GRP INC (SPG)	37,028	35,614
SL GREEN RLTY CORP COM (SLG)	2,810	2,214
UDR INC (UDR)	2,798	2,892
VENTAS INC (VTR)	4,874	4,746
VORNADO RLTY TR (VNO)	2,948	2,357
WELLTOWER INC COM (WELL)	13,650	14,576
WEYERHAEUSER CO COM (WY)	16,417	10,318
TOTAL OTHER INVESTMENTS	219,160	203,257