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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to *www.irs.gov/Form990PF* for instructions and the latest information.

1909

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning OCTOBER 1 **, 2018, and ending** SEPTEMBER 30 **, 20** 19

Name of foundation: KELLY FOUNDATION

A Employer identification number: 68-0175739

Number and street (or P O box number if mail is not delivered to street address): 2020 W EL CAMINO AVE

Room/suite: 120

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

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

C If exemption application is pending, check here ▶ ☐

6

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

D 1. Foreign organizations, check here ▶ ☐

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

03/04

H Check type of organization: ☑ Section 501(c)(3) exempt private foundation 04

☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 10908813

J Accounting method: ☐ Cash ☑ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	156250			
	2	Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	780	780		
	4	Dividends and interest from securities	448141	448141		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	14983			
	b	Gross sales price for all assets on line 6a 1151659				
	7	Capital gain net income (from Part IV, line 2)		14983		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	620154	463904		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	NONE			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 1	900			900
	c	Other professional fees (attach schedule) STMT 2	474	474		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 3	12748	85		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 4	6489			2368
	24	**Total operating and administrative expenses.** Add lines 13 through 23	20611	559		3268
	25	Contributions, gifts, grants paid	474250			474250
	26	**Total expenses and disbursements.** Add lines 24 and 25	494861	559		477518
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	125293			
	b	**Net investment income** (if negative, enter -0-)		463345		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	14733	162802	162802
	2	Savings and temporary cash investments	26524	130700	130700
	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	3455	7334	7334
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment. basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) STMT 5	1282733	10607977	10607977
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	11327455	10908813	10908813
Liabilities	17	Accounts payable and accrued expenses	0	0	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	11327445	10908813	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	11327445	10908813	
	31	**Total liabilities and net assets/fund balances** (see instructions)	11327445	10908813	

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	11327445
2	Enter amount from Part I, line 27a	2	125293
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11452738
5	Decreases not included in line 2 (itemize) ▶ STMT 6	5	543925
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10908813

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	STATEMENT 7			
b				
c				
d				
e				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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				
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	14983
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

If "Yes," the foundation 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	504398	10839295	04653420725
2016	433166	9331989	04641732861
2015	449167	8493599	05288300048
2014	451131	9252086	04875992290
2013	409206	9169735	04462571710

2	**Total** of line 1, column (d)	2	23922017634
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	047844035
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	11239718
5	Multiply line 4 by line 3	5	537753
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4633
7	Add lines 5 and 6	7	542386
8	Enter qualifying distributions from Part XII, line 4	8	477518

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: __________ **(attach copy of letter if necessary—see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	9267
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	2	0
3	Add lines 1 and 2	3	9267
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	9267
6	Credits/Payments:		
a	2018 estimated tax payments and 2017 overpayment credited to 2018 — 6a: 11000		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	11000
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1733
11	Enter the amount of line 10 to be: **Credited to 2019 estimated tax** ▶ 1733 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		✓
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ NONE **(2)** On foundation managers. ▶ $ NONE			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ NONE			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T.*	5		✓
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	✓	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ CALIFORNIA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	✓	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9		✓
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		✓

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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	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶ KELLYFOUNDATIONSACRAMENTO ORG

14 The books are in care of ▶ Bea Barbee Telephone no ▶ 916-978-4892

Located at ▶ 2020 W El Camino Ave , Sacramento, CA ZIP+4 ▶ 95833-1871

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 |

			Yes	No
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 ▶	16		✓

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	1b		N/A
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☑ No If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		N/A
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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.)	3b		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		✓

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

			Yes	No
5a	During the year, did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	5b		N/A
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		✓
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		N/A
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. See instructions.

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

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

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

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	NONE

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11231458
b	Average of monthly cash balances	1b	179422
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	11410881
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: NONE		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	11410881
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	171163
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11239718
6	**Minimum investment return.** Enter 5% of line 5	6	561986

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	561986
2a	Tax on investment income for 2018 from Part VI, line 5 — 2a: 9267		
b	Income tax for 2018. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	9267
3	Distributable amount before adjustments Subtract line 2c from line 1	3	552719
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	552719
6	Deduction from distributable amount (see instructions)	6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	552719

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	477518
b	Program-related investments—total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	477518
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	477518

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 2017	(c) 2017	(d) 2018
1	Distributable amount for 2018 from Part XI, line 7				552719
2	Undistributed income, if any, as of the end of 2018:				
a	Enter amount for 2017 only			462881	
b	Total for prior years: 20___, 20___, 20___				
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				
4	Qualifying distributions for 2018 from Part XII, line 4: ▶ $ 477518				
a	Applied to 2017, but not more than line 2a			462881	
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 2018 distributable amount				14637
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)				NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
e	Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount—see instructions				
f	Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				538082
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 2013 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a				
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

1a 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)

	Tax year	Prior 3 years			
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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

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

N/A

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

ONELINE SUBMITTALS ONLY - KELLYFOUNDATIONSACRAMENTO ORG

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

ONLINE SUBMITTALS AND INSTRUCTIONS

c Any submission deadlines:

STATEMENT 9 (also listed online)

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

STATEMENT 9 (also listed online)

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
STATEMENT 10				
Total			▶ **3a**	474250
b *Approved for future payment*				
Total			▶ **3b**	NONE

68-0175739

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	780	
4 Dividends and interest from securities			14	448141	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	14983	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					

13 **Total.** Add line 12, columns (b), (d), and (e) 13 463904

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	N/A

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Scott Nichols — Signature of officer or trustee | 1/22/2020 — Date | Treasurer — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Terra Van Zant CPA	Terra Van Zant, CPA	1/21/20		P01276449
Firm's name ▶ Gilbert CPAS			Firm's EIN ▶ 68-0037990	
Firm's address ▶ 2880 Gateway Oaks Drive Ste 100 Sacramento, CA 95833			Phone no 916-646-6464	

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

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Go to *www.irs.gov/Form990* for the latest information.**

OMB No 1545-0047

2018

Name of the organization	Employer identification number
KELLY FOUNDATION	68-0175739

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: KELLY FOUNDATION

Employer identification number: 68-0175739

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	River City Bank 2485 Natomas Park Drive, Ste 100 Sacramento, CA 95833	$ 156250	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number

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

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

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

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

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

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

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

Name of organization	Employer identification number

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

(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

(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

(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

Statement1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax return fees	$ 900			$ 900
Total	$ 900	$ -	$ -	$ 900

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Broker fees	$ 474	474		
Total	$ 474	$ 474	$ -	$ -

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	$ 12,663			
Foreign Investment Tax	85	85		
Total	$ 12,748	$ 85	$ -	$ -

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Association Dues	$ 750			$ 750
License Subscription	4,121			-
Insurance-Liability/D&O	1,438			1,438
Office Expense	180			180
Total	$ 6,489	$ -	$ -	$ 2,368

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

	Valuation Method	Book Value	Fair Market Value
DFA- Short Term Government	Mkt Value	$ 637,580	$ 637,580
DFA-One Year Fixed Income	Mkt Value	892,968	892,968
DFA-US Large Company	Mkt Value	1,104,330	1,104,330
DFA-US Micro Cap	Mkt Value	1,998,798	1,998,798
Dodge & Cox-Income Fund	Mkt Value	1,654,483	1,654,483
Dodge & Cox-International Fund	Mkt Value	1,967,709	1,967,709
Dodge & Cox-Stock Fund	Mkt Value	1,115,545	1,115,545
Paydenfunds-Global Fixed Income Fund	Mkt Value	533,052	533,052
Wells Fargo Advisors	Mkt Value	703,512	703,512
	Total	$ 10,607,977	$ 10,607,977

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

Unrealized Loss on Investments	$ (543,925)
Total	$ (543,925)

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

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

Statement 10
2018 Form 990-PF
Part XV Line 3a
Supplementary Information/Grants and Contriubtions Paid During the Year

Recipient	Status	Purpose	Amount
1st Quarter			
Ride To Walk 720 Sunrise Avenue, Suite D110 Roseville, CA 95661	PC	Program for children ages 3-18 with disabilities *Operating Support*	$5,000.00
3Strands Global Foundation 3941 Park Drive, Suite 20-200 El Dorado Hills, CA 95762-4549	PC	The Employ + Empower (E+E) program to disrupt local human trafficking with supported employment. *Operating Support*	$7,500.00
Canine Companions for Independence 2965 Duton Avenue PO Box 446 · Santa Rosa, CA 95407	PC	Program support in Sacramento, Placer, El Dorado, Yolo, San Joaquin, and Stanislaus counties *Operating Support*	$5,000.00
Impact Teen Drivers 2210 21st Street Sacramento, CA 95818	PC	Stopping the #1 Killer of Teens–Preventable Car Crashes *Special Program*	$5,000.00
Juma Ventures 131 Steuart Street, Suite 201 San Francisco, CA 94105	PC	Juma Sacramento's YouthConnect *Special Progarm*	$5,000.00
KVIE Public Television 2030 West El Camino Avenue Sacramento, CA 95833	PC	PBS Kids *Operating Support*	$5,000.00
Mercy Housing California 2512 River Plaza Drive, Suite 200 Sacramento, CA 95833	PC	The Leataata Floyd Student & Family Community Center (LFSFCC) *Operating Support*	$10,000.00
Opening Doors Inc. 1111 Howe Avenue, Suite 125 Sacramento, CA 95825	PC	Women's Literacy Program *Special Program*	$5,000.00
Sacramento Food Bank & Family Services 3333 Third Avenue Sacramento, CA 95817	PC	SFBFS Volunteer Engagement *Special Porgram*	$12,000.00
Sacramento Philharmonic & Opera 1110 2nd Street Sacramento, CA 95814	PC	Sacramento Philharmonic & Opera Link Up Music Education Program *Other*	$5,000.00
Sacramento Life Center 930 Alhambra Blvd., Ste. 230 Sacramento, CA 95816	PC	Providing Mobile Medical Services for Low-Income Pregnant Women *Special Program*	$5,000.00
Salvation Army 3755 N. Freeway Boulevard Sacramento, CA 95834	PC	The Salvation Army Sacramento Metro Work Force Development Program *Operating Support*	$10,000.00
Society for the Blind 1238 S Street Sacramento, CA 95811	PC	CareersPLUS Youth Program *Special Program*	$7,500.00
Special Olympics Northern California, Inc. 1401 Halyard Drive, Suite 100 West Sacramento, CA 95691	PC	Special Olympics Northern California Greater Sacramento Area Bowling and Basketball Programs *Special Program*	$7,500.00
Volunteers of America NCNN 3434 Marconi Avenue Sacramento, CA 95821	PC	Volunteers of America Mather Community Campus *Operating Support*	$10,000.00
Wellness Within Cancer Support Services 609 Oak Street Roseville, CA 95678	PC	Wellness Within Cancer Support Services - Sacramento Satellite Classes *Special Program*	$4,500.00
Yolo Crisis Nursery, Inc. 1477 Drew Avenue, Suite 103 Davis, CA 95618	PC	Emergency childcare and wrap-around services for families in crisis *Operating Support*	$7,500.00
Yolo Food Bank 1244 Fortna Avenue Woodland, CA 95776	PC	Kids Farmers Market *Special Progarm*	$7,500.00

Statement 10
2018 Form 990-PF
Part XV Line 3a
Supplementary Information/Grants and Contriubtions Paid During the Year

Recipient	Status	Purpose	Amount
2nd Quarter			
A Touch of Understanding, Inc. 280 Stirling Street, Suite 102 Granite Bay, CA 95746-6163	PC	A Touch of Understanding, Inc. (ATOU) In-School Disability-Awareness Workshop	$7,500.00
American Red Cross 1565 Exposition Blvd. Sacramento, CA 95815	PC	Sound the Alarm. Save a Life.	$7,500.00
California CareForce 850 Reserve Drive, Suite 120 Roseville, CA 95678	PC	California CareForce Sacramento/Placer Clinics	$7,500.00
CASA Sacramento 301 Bicentennial Circle #220 Sacramento, CA 95826	PC	Support for CASA Expansion to Serve More Foster Youth	$7,500.00
Cristo Rey High School Sacramento 8475Jackson Road Sacramento, CA 95826	PC	CRHS Sacramento Work-Study Inc.	$14,000.00
Habitat for Humanity of Greater Sacramento 819 North 10th Street Sacramento, CA 95811	PC	Clay Street Project - 3844 Clay Street	$15,000.00
Keaton Raphael Memorial 2260 Douglas Blvd., Suite 140 Roseville, CA 95661	PC	Road to Survival	$10,000.00
Sac 3930 West Land Park Drive Sacramento, CA 95822	PC	ZooMobile Scholarship	$1,000.00
Sacramento Public Library Foundation P.O. Box 160547 Sacramento, CA 95816	PC	Summer Reading Program	$5,000.00
Sierra Forever Families 8928 Volunteer Lane, Suite 100 Sacramento, CA 95826	PC	Wonder Mentoring Program	$7,500.00
Sierra Nevada Journeys 190 E. Liberty Street Reno, Nevada 89501	PC	Classrooms Unleashed	$7,500.00
Stanford Youth Solutions 8912 Volunteer Lane Sacramento, CA 95826	PC	Lifeline Fund	$10,000.00
UCP of Sacramento and Northern California 4350 Auburn Blvd. Sacramento, CA 95841	PC	Socialization Skill Building for Children with Autism	$5,000.00
3rd Quarter			
Catholic Charities of the Diocese of Santa Rosa P.O. Box 4900 Santa Rosa, CA 95402	PC	Family Support Center	$5,000.00
CCHAT (Children's Choice for Hearing and Talking) Center-Sacramento	PC	Music to My Ears - Using music to enhance language acquisition in children with hearing loss	$5,000.00
Girl Scouts Heart of Central California 6601 Elvas Avenue Sacramento, CA 95819	PC	Mobile STEM Center + MakerSpace	$5,000.00
Greater Sacramento Young Life Capernaum 705 E. Bidwell Street Folsom, CA 95630	PC	Greater Sacramento Capernaum Young Life. Camping Program for Special Needs Youth	$5,000.00
Make-A-Wish Northeastern California and Northern Nevada 2800 Club Center Drive Sacramento, CA 95835	PC	Adopt-A-Wish®	$5,000.00
Muscular Dystrophy Association 3835 N. Freeway Blvd. Ste. 120 Sacramento, CA 95834	PC	MDA Kids Summer Camp 2019	$5,000.00

Statement 10
2018 Form 990-PF
Part XV Line 3a
Supplementary Information/Grants and Contriubtions Paid During the Year

Recipient	Status	Purpose	Amount
NorCal Services for Deaf and Hard of Hearing 4708 Roseville Rd, #111 North Highlands, CA 95660	PC	Camp Grizzly Leadership Program	$5,000.00
Ronald McDonald House Charities Northern California 2555 49th Street Sacramento, CA 95814	PC	Adopt-A-Family Program	$5,000.00
Sacramento Loaves & Fishes 1351 North C Street P.O. Box 13495 Sacramento, CA 95813-3495	PC	Dining Room Services Program	$5,000.00
Sacramento SPCA 6201 Florin Perkins Road Sacramento, CA 95828	PC	Free Pet Wellness Exams for Seniors	$3,000.00
Sonoma County Children's Charities P.O. Box 1945 Windsor, CA 95492	PC	The Schulz Celebrity Golf Classic	$15,000.00
Stanford Settlement, Inc. 450 West El Camino Ave Sacramento, CA 95833	PC	Senior Center Transportation	$5,000.00
Teen Success, Inc. 508 Valley Way Milpitas, CA 95035	PC	Sacramento Teen Success Program	$5,000.00
Wellspring Women's Center 3414 4th Avenue Sacramento, CA 95817	PC	Nutritious Meal Program	$6,000.00
Women's Empowerment 1590 North A Street Sacramento, CA 95811	PC	Ending Homelessness for Women Through Paid Job Training and Employment	$5,000.00
4th Quarter			
The Acquired Brain Injury (ABI) Pathways to Independence Program	PC	The Acquired Brain Injury (ABI) Pathways to Independence Program	$10,000.00
Meristem 9200 Fair Oaks Blvd Fair Oaks, CA 95628	PC	Parent Toolkit for Student Success	$100,000.00
CHP 11-99 Foundation 2244 N. State College Blvd. Fullerton, CA 92831	PC	Education Program	$10,000.00
College Track 2450 Alhambra Blvd. Sacramento, CA 95817	PC	College Track Sacramento Scholarships	$7,500.00
Court Appointed Special Advocates Program, Inc. - Contra Costa County 2151 Salvio Street, Suite 295 Concord, CA 94520	PC	4th Year Expansion of CASA Services for Abused and Neglected Foster Children in Contra Costa County	$5,000.00
Family Promise P.O. Box 1378 Sacramento, CA 95812	PC	Helping Homeless Families	$7,500.00
Life Skills Training and Educational Programs, Inc. 3247 Ramon Circle Sacramento, CA 95827	PC	Empowering Low-Income Youth Through After School Programs	$2,500.00
Redwood Empire Food Bank 3990 Brickway Blvd. Santa Rosa, CA 95403	PC	Hunger-relief programs	$7,500.00
Ride To Walk 720 Sunrise Avenue, Suite D110 Roseville, CA 95661	PC	Program for children with disabilities ages 3-18	$5,000.00
Sacramento Regional Family Justice Center Foundation 3701 Power Inn Road, Sutie 3100 Sacramento, CA 95826	PC	Victims Emergency Services Fund	$5,000.00
Yolo Children's Fund P.O. Box 3198 Quincy, CA 95971	PC	Yolo Children's Fund	$1,000.00
Exponent Philanthropy 1720 N Street NW Washington, DC 20036	PC	General Operations	$250.00
		TOTAL	$474,250.00

KELLY FOUNDATION GRANT DISTRIBUTION GUIDELINES

BACKGROUND

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

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

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

GRANT DISTRIBUTION GUIDELINES

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

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

   A. Health and human services;

   B. Education; and

   C. Culture and civic improvement.

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

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

   A. How many people will benefit from the project;

B. How many local volunteers are supporting the organization and the project;

C. The commitment and composition of the organization's Board of Directors or Board of Trustees;

D. The extent to which the applicant complements the services of other community organizations;

E. The organization's fiscal responsibility and management qualifications;

F. The ability of the organization to provide ongoing funding after the term of the grant;

G. The extent to which the program addresses underlying causes, rather than just symptoms of specific problems; and

H. How well the organization plans to monitor and evaluate the results of the projects.

4. Grants are generally made for one (1) year only, though a limited number of multi-year grants may be made available.

5. The Kelly Foundation will not consider grants to the following types of organizations or for the following purposes:

A. Religious organizations for explicit religious activities, as distinguished from social or educational activities;

B. Political organizations or political campaigns;

C. Fraternal organizations, labor, societies, or orders;

D. Telephone solicitations; and

E. National fund-raising efforts.

6. The application procedure is described on the application form. An agency funded by the Foundation must agree to submit a timely report on the use of the grant, based on its proposal. The Foundation should be informed of any major changes in the program or staff.

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

The annual deadline dates for submission of an application are:

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