Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: DONALD AND MARILYN KEOUGH FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 200 GALLERIA PARKWAY
Room/suite: 970

City or town, state, and ZIP code: ATLANTA, GA 30339

A Employer identification number: 58-1709967

B Telephone number (see page 10 of the instructions): (770) 852-5005

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 ▶ ☐

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ 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)* ▶ $ 7,691,691.

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	21,907.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	78.	78.		ATCH 1
	4	Dividends and interest from securities	219,597.	219,597.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-4,658.			
	b	Gross sales price for all assets on line 6a 27,435.				
	7	Capital gain net income (from Part IV, line 2)		6,297.		
	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	236,924.	225,972.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 3				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 4	732.	118.		614.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	732.	118.		614.
	25	Contributions, gifts, grants paid	356,000.			356,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	356,732.	118.		356,614.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-119,808.			
	b	**Net investment income** (if negative, enter -0-)		225,854.		
	c	**Adjusted net income** (if negative, enter -0-)			-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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	0.		
	2	Savings and temporary cash investments	195,817.	86,195.	86,195.
	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 page 16 of the 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			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 5	1,956,222.	1,946,036.	7,605,496.
	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)			
	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)	2,152,039.	2,032,231.	7,691,691.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
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	1,956,222.	1,946,036.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	500.	500.	
	29	Retained earnings, accumulated income, endowment, or other funds	195,317.	85,695.	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,152,039.	2,032,231.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,152,039.	2,032,231.	

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	2,152,039.
2	Enter amount from Part I, line 27a	2	-119,808.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,032,231.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,032,231.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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	6,297.
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 pages 13 and 17 of the 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 does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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))
2008	361,479.	7,230,392.	0.049994
2007	302,575.	7,386,247.	0.040965
2006	300,459.	6,140,941.	0.048927
2005	324,840.	6,044,100.	0.053745
2004	316,033.	6,527,745.	0.048414

2 Total of line 1, column (d)	2	0.242045
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048409
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,836,484.
5 Multiply line 4 by line 3	5	330,947.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,259.
7 Add lines 5 and 6	7	333,206.
8 Enter qualifying distributions from Part XII, line 4	8	356,614.

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 on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ____________ **(attach copy of ruling 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	2,259.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	2,259.
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	2,259.
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,534.		
b	Exempt foreign organizations-tax withheld at source	6b	0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,500.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	5,034.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	2,775.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax ▶** 2,775. **Refunded ▶**			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶$ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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* . .	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ GA,			
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	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ MICHAEL KEOUGH Telephone no ▶ 770-852-5005

Located at ▶ 200 GALLERIA PKWY, STE 970 ATLANTA, GA ZIP + 4 ▶ 30339

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

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 page 20 of the instructions)?	1b		
	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 2009?	1c		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If "Yes," list the years ▶ ________ , ________ , ________ , ________			
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 page 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________ , ________ , ________ , ________			
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 2009 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 2009)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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 2009?	4b		X

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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)?		5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
ATTACHMENT 6		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000 ▶

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

3 Five highest-paid independent contractors for professional services (see page 23 of the 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 page 23 of the 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 page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	6,815,633.
b	Average of monthly cash balances	1b	124,960.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	6,940,593.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,940,593.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	104,109.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,836,484.
6	**Minimum investment return.** Enter 5% of line 5	6	341,824.

Part XI **Distributable Amount** (see page 25 of the 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	341,824.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,259.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,259.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	339,565.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	339,565.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	339,565.

Part XII **Qualifying Distributions** (see page 25 of the 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	356,614.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	356,614.
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 page 26 of the instructions)	5	2,259.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	354,355.

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 page 26 of the instructions)

			(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7					339,565.
2	Undistributed income, if any, as of the end of 2009					
a	Enter amount for 2008 only				354,930.	
b	Total for prior years 20 07 ,20 06 ,20 05					
3	Excess distributions carryover, if any, to 2009					
a	From 2004	0.				
b	From 2005	0.				
c	From 2006	0.				
d	From 2007	0.				
e	From 2008	0.				
f	**Total** of lines 3a through e		0.			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 356,614.					
a	Applied to 2008, but not more than line 2a				354,930.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d	Applied to 2009 distributable amount					1,684.
e	Remaining amount distributed out of corpus		0.			
5	Excess distributions carryover applied to 2009 *(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:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.			
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 page 27 of the instructions					
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					337,881.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)					
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		0.			
10	Analysis of line 9					
a	Excess from 2005	0.				
b	Excess from 2006	0.				
c	Excess from 2007	0.				
d	Excess from 2008	0.				
e	Excess from 2009	0.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 page 28 of the 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))

DONALD R. KEOUGH

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 (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV **Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 7				
Total . . . . ▶ **3a**				356,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 page 28 of the 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	78.	
4 Dividends and interest from securities			14	219,597.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-4,658.	
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)				215,017.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 215,017.

(See worksheet in line 13 instructions on page 28 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 page 29 of the instructions)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

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

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 or fiduciary) is based on all information of which preparer has any knowledge

▶ Michael S. [illegible] | 6-4-10 | ▶ TRUSTEE

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶ Susan Bull	Date 6/2/2010	Check if self-employed ▶ ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00233523
Firm's name (or yours if self-employed), address, and ZIP code ▶ ERNST & YOUNG U.S. LLP 75 BEATTIE PLACE, SUITE 800 GREENVILLE, SC 29601			EIN ▶ 34-6565596 Phone no 864-242-5740

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

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization	**Employer identification number**
DONALD AND MARILYN KEOUGH FOUNDATION	58-1709967

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, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization 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), and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization	Employer identification number
DONALD AND MARILYN KEOUGH FOUNDATION	58-1709967

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DONALD AND MARILYN KEOUGH 200 GALLERIA PARKWAY, SUITE 970 ATLANTA, GA 30339	$ 21,907.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization DONALD AND MARILYN KEOUGH FOUNDATION

Employer identification number 58-1709967

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	750 SHARES OF HSN, INC. 750 SHARES OF INTERVAL LEISURE GROUP 124 SHARES OF TREE.COM 750 SHARES OF LIVE NATION ENTERTAINMENT	$ 21,907.	09/03/2009

(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
		$	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WACHOVIA INTEREST	60.	60.
MORGAN STANLEY INTEREST	18.	18.
TOTAL	78.	78.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COCA COLA	211,416.	211,416.
MORGAN STANLEY STMT	8,181.	8,181.
TOTAL	219,597.	219,597.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
TAX RETURN PREPARATION	
TOTALS	

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
SUBSCRIPTIONS	495.		495.
BANK CHARGES	237.	118.	119.
TOTALS	732.	118.	614.

DONALD AND MARILYN KEOUGH FOUNDATION 58-1709967

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 5

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COCA-COLA STOCK-128,912 SHS	1,789,571.	7,347,984.
COCA-COLA STOCK-2,088 SHS	105,015.	119,016.
AUST PROV NEWS-20,000 SHS		
COCA-COLA AMATIL-10,000 SHS	29,542.	103,700.
HSN INC	8,138.	15,143.
INTERVAL LEISURE GROUP INC	7,706.	9,353.
LIVE NATION ENTERTAINMENT	5,198.	9,165.
TREE.COM	866.	1,135.
TOTALS	1,946,036.	7,605,496.

DONALD AND MARILYN KEOUGH FOUNDATION 58-1709967

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

ATTACHMENT 6

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DONALD R. KEOUGH 200 GALLERIA PARKWAY 970 ATLANTA, GA 30339	TRUSTEE, CHAIRMAN 1.00	0.	0.	0.
MARILYN M. KEOUGH 200 GALLERIA PARKWAY 970 ATLANTA, GA 30339	TRUSTEE, PRESIDENT	0.	0.	0.
MICHAEL L. KEOUGH 200 GALLERIA PARKWAY 970 ATLANTA, GA 30339	TRUSTEE	0.	0.	0.
KATHLEEN K. SOTO 200 GALLERIA PARKWAY 970 ATLANTA, GA 30339	TRUSTEE	0.	0.	0.
SHAYLA K. RUMELY 200 GALLERIA PARKWAY 970 ATLANTA, GA 30339	TRUSTEE	0.	0.	0.

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

ATTACHMENT 6 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PATRICK J. KEOUGH 200 GALLERIA PARKWAY 970 ATLANTA, GA 30339	TRUSTEE	0.	0.	0.
EILEEN K. MILLARD 200 GALLERIA PARKWAY 970 ATLANTA, GA 30339	TRUSTEE	0.	0.	0.
CLARKE R. KEOUGH 200 GALLERIA PARKWAY 970 ATLANTA, GA 30339	TRUSTEE	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

DONALD AND MARILYN KEOUGH FOUNDATION 58-1709967

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

ATTACHMENT 7

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
2009 GRANTS INSERT ATTACHMENT NEW YORK, NY 10128	NONE 509(A)(1)	GENERAL	356,000
		TOTAL CONTRIBUTIONS PAID	356,000.

ATTACHMENT 7

DONALD AND MARILYN KEOUIGH FOUNDATION
2009 GIFTS

CHARITY 2009	STATUS/ RELATIONSHIP	CHARITY STATUS	PURPOSE	DATE GIVEN	AMOUNT
THE METROPOLITAN OPERA Lincoln Center New York, NY 10023	Public/None	509A	General	2/23/2009	2,000
CREIGHTON UNIVERSITY 2500 California Plaza Omaha, Nebraska 68178	Public/None	509(A)1	General	5/15/2009 9/4/2009	20,000 5,000
SAVE THE CHILDREN P.O. Box 950 Westport, CT 06880	Public/None	509(A)1	General	5/15/2009 10/9/2009	10,000 5,000
UNIVERSITY OF DUBLIN FUND c/o Cahill, Gordon, Reindel 80 Pine Street New York, NY 10005-1702	Public/None	509(A)2	General	6/12/2009	10,000
SOUTHERN CENTER FOR INTERNATIONAL STUDIES 320 W. Paces Ferry Road, NW Atlanta, GA 30305	Public/None	509(A)1	General	8/3/2009	5,125
CAMP DUDLEY YMCA, INC 129 Dudley Road Westport, NY 12993	Public/None	509(A)1	General	8/24/2009	3,000
CHURCH OF THE RESURRECTION 910 Boston Post Road Rye, New York 10580	Public/None	509(A)1	General	8/24/2009	500
CONVENT OF THE SACRED HEART 1177 King Street Greenwich, CT 06831	Public/None	509(A)1	General	8/24/2009	5,000
RYE HISTORICAL SOCIETY 1 Purchase Street Rye, NY 10580	Public/None	509(A)2	General	8/24/2009	2,500
SUSAN G. KOMEN BREAST CANCER FOUNDATION 5005 LBJ Freeway Suite 250 Dallas, Tax 75233	Public/None	509(A)1	General	9/4/2009	1,000

DONALD AND MARILYN KEOUIGH FOUNDATION
2009 GIFTS

ST. ANTHONY CATHOLIC CHURCH 209 South 10th Street Harlingen, Texas 78550	Public/None	509(A)1	General	9/4/2009	4,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY Lone Star Chapter 8111 N. Stadium Drive Suite 100 Houston, Texas 77054	Public/None	509(A)1	General	9/4/2009	4,000
MUSCULAR DYSTROPHY ASSOCIATION National Headquarters 3300 East Sunrise Drive Tucson, AZ 85718	Public/None	509(A)1	General	9/4/2009	1,000
THE LOVETT SCHOOL 4075 Paces Ferry Road, N.W. Atlanta, GA 30327-3099	Public/None	509(A)1	General	9/4/2009 9/11/2009 10/9/2009	2,500 10,000 3,500
ST. PIUS X CATHOLIC HIGH SCHOOL 2674 Johnson Road NE Atlanta, Georgia 30345	Public/None	509(A)1	General	9/4/2009 11/10/2009	2,500 2,500
THE HOWARD SCHOOL 1246 Ponce de Leon Avenue Atlanta, Georgia 30306	Public/None	509(A)1	General	9/4/2009	5,000
UNIVERSITY OF NOTRE DAME 405 Main Building Notre Dame, Indiana 45665	Public/None	509(A)1	General	9/4/2009	5,000 5,000
PART OF THE SOLUTION 2763 Webster Avenue Bronx, New York 10458	Public/None	509 (A) 1	General	9/10/2009	2,000
EMORY UNIVERSITY Office of Gifts and Records 1762 Clifton Road, Suite 1400 Atlanta, GA 30322-1710	Public/None	509(A)1	General	9/11/2009	2,500
CAMP SUNSHINE 1850 Clairmont Road Decatur, GA 30033-3405	Public/None	509(A)1	General	9/11/2009	2,500

DONALD AND MARILYN KEOUIGH FOUNDATION
2009 GIFTS

COLUMBUS CITIZENS FOUNDATION Eight East 69th Street New York, NY 10021	Public/None	509(A)1	General	9/11/2009	5,000
PATHWAYS 205 West Wacker Drive Suite 1400 Chicago, IL 60606	Public/None	509(A)1	General	9/18/2009	10,000
TROPICAL DISEASE CENTER Lenox Hill Hospital 100 East 77th Street	Public/None	509 (A) 1	General	9/29/2209	5,000
AMERIICAN IRISH HISTORICAL SOCIETY 991 Fifth Avenue New York, NY 10028	Public/None	509(A)1	General	10/2/2009	10,000
ATLANTA SPEECH SCHOOL 3160 Northside Parkway, NW Atlanta, GA 30327	Public/None	509(A)1	General	10/9/2009 11/13/2009	2,500 2,500
COLLEGE OF THE HOLY CROSS One College Street Worchester, MA 01210	Public/None	509(A)1	General	10/9/2009	3,000
THE MARCUS INSTITUTE 1920 Briarcliff Road Atlanta, GA 30329	Public/None	509(A)1	General	10/9/2009	10,000
AQUINAS CENTER AT EMORY UNIVERSITY 1256 Briarcliff Road Building A, Room 221 Atlanta, GA 30306	Public/None	509 (A) 1	General	10/9/2009	1,000
MOREHOUSE COLLEGE 830 Westview Drive, S W Atlanta, GA 30314-3773	Public/None	509(A)1	General	10/9/2009	5,000
BRIAR CLIFF UNIVERSITY 3303 Rebecca Street P O. Box 2100 Sioux City, Iowa 51104-9988	Public/None	509(A)1	General	10/9/2009	1,000
GEORGIA JUSTICE PROJECT 438 Edgewood Ave. Atlanta, GA 30312	Public/None	509 (A) 1	General	10/9/2009	1,000

DONALD AND MARILYN KEOUIGH FOUNDATION
2009 GIFTS

CONVENT OF THE SACRED HEART One East 91st Street New York, NY 10128-4745	Public/None	509(A)1	General	10/29/2009 11/13/2009	3,000 5,000
FREEDOM INSTITUTE 515 Madison Avenue New York, NY 10022	Public/None	509(A)1	General	10/29/2009	3,000
SAINT DAVID'S SCHOOL 12 East 89th Street New York, NY 10128	Public/None	509 (A) 1	General	10/29/2009	4,000
UNIVERSITY OF NORTH CAROLINA Arts and Sciences Foundation CB #6115 Chapel Hill, NC 27599-6115	Public/None	509 (A) 1	General	10/29/2009	2,000
KELLOGG SCHOOL OF MANAGEMENT Northwestern University 650 Fifth Avenue, Suite 1905 New York, NY 10111	Public/None	509 (A) 1	General	10/29/2009	3,000
CATHEDRAL OF CHRIST THE KING 2699 Peachtree Road Atlanta, GA 30305	Public/None	509 (A) 1	General	10/29/2009	1,000
ATLANTA OPERA 728 West Peachtree Street, NW Atlanta, GA 30308-1139	Public/None	509 (A) 1	General	11/3/2009	25,000
PATH FOUNDATION P O. Box 14327 Atlanta, GA 30324	Public/None	509 (A) 1	General	11/3/2009	5,000
NATURE CONSERVANCY IN GEORGIA 1330 West Peachtree Street NW Atlanta, GA 30309	Public/None	509 (A) 1	General	11/3/2009	1,000
CONCERN WORLDWIDE U.S. INC 104 East 40th Street Suite 903 New York, NY 10016	Public/None	509 (A) 1	General	11/10/2009	10,000
DUCHESENE ACADEMY OF THE SACRED HEART 3601 Burt Street Omaha, Nebraska 68131	Public/None	509 (A) 1	General	11/10/2009	10,000

DONALD AND MARILYN KEOUIGH FOUNDATION
2009 GIFTS

UNIVERSITY COLLEGE OF DUBLIN c/o John Henry Newman Foundation 1810 Rittenhouse Square, B-2 West Philadelphia, PA 19103	Public/None	509 (A) 1	General	11/10/2009	10,000
WESTMINSTER SCHOOL P.O. Box 337 Simsbury, CT 06070-0337	Public/None	509 (A) 1	General	11/13/2009	2,000
GIRL SCOUTS OF GREATER ATLANTA, INC 1577 Northeast Express Way Atlanta, GA 30329-2401	Public/None	509 (A) 1	General	11/13/2009	25,000
THE NATIONAL CENTER FOR ADDICTION AND SUBSTANCE ABUSE 633 Third Avenue New York, NY 10017-6706	Public/None	509 (A) 1	General	11/24/2009	10,000
THE CARTER CENTER 453 Freedom Parkway One Copenhill Atlanta, GA 30307	Public/None	509 (A) 1	General	12/15/2009	2,000
CATHOLIC FOUNDATION OF NORTH GEORGIA 780 Johnson Ferry Road, Suite 750 Atlanta, GA 30342	Public/None	509 (A) 1	General	12/15/2009	25,000
EARTH UNIVERSITY FOUNDATION Five Piedmont Center Suite 215 3525 Piedmont Road, NE Atlanta, GA 30305-1509	Public/None	509 (A) 1	General	12/15/2009	1,000
HANNAH & FRIENDS 51250 Hollyhock Road South Bend, IN 46637	Public/None	509 (A) 1	General	12/15/2009	2,500
HOLY CROSS MISSION CENTER PO Box 543 Notre Dame, IN 46556-0543	Public/None	509 (A) 1	General	12/15/2009	4,375
HOLY SPIRIT CATHOLIC CHURCH 4465 Northside Drive, NW Atlanta, GA 30327	Public/None	509 (A) 1	General	12/15/2009	5,000

DONALD AND MARILYN KEOUIGH FOUNDATION
2009 GIFTS

SMITHSONIAN AMERICAN ART MUSEUM MRC 970 P O. BOX 37012 WASHINGTON, D.C 20013-7012	Public/None	509(A)1	General	12/15/2009	5,000
SAINT JOSEPH'S MERCY FOUNDATION 1100 Johnson Ferry Road, N.E Suite 150 Atlanta, GA 30342-1746	Public/None	509(A)(3)II	General	12/15/2009	10,000
ST VINCENT DE PAUL SOCIETY 2699 Peachtree Road, N.E. Atlanta, GA 30305	Public/None	509(A)1	General	12/15/2009	5,000
TOTAL					356,000

DONALD AND MARILYN KEOUGH FOUNDATION 58-1709967

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		20000 SH AUSTRALIAN PROVINCIAL NEWSPAPER				D	VAR	07/27/2009
		PROPERTY TYPE: SECURITIES						
27,435.		21,138.					6,297.	
TOTAL GAIN(LOSS)		....					6,297.	

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (*e-file*) Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print

File by the due date for filing your return See instructions

Name of Exempt Organization: DONALD AND MARILYN KEOUGH FOUNDATION

Employer identification number: 58-1709967

Number, street, and room or suite no If a P O box, see instructions: 200 GALLERIA PARKWAY

City, town or post office, state, and ZIP code For a foreign address, see instructions: ATLANTA, GA 30339

Check type of return to be filed (file a separate application for each return)

☐ Form 990	☐ Form 990-T (corporation)	☐ Form 4720
☐ Form 990-BL	☐ Form 990-T (sec 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
☒ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ▶ MICHAEL KEOUGH

Telephone No ▶ 770 852-5005 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . ▶ ☐ If it is for part of the group, check this box . . ▶ ☐ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 2010 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☒ calendar year 2009 or
▶ ☐ tax year beginning ______ , ____ , and ending ______ , ____

2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 2,197.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 2,534.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 2,500.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 4-2009)