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Form 990-PF

Return of Private Foundation

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

OMB No 1545-0052

Department of the Treasury Internal Revenue Service

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

Ford	alen	dar year 2009, or tax year beginning JUL			JUN 30, 2010	
G C	heck	all that apply Initial return	Initial return of a fo		Final return	
		Amended return	Name change			
Use	the 1	RS Name of foundation			A Employer identification	number
	abel.			,	CA 00014E0	
_	erwis			Room/suite	64-0881459	
	print r type	Number and street (or PO box number if mail is not de 611 JACKSON AVENUE	ivered to street address)	hoomsuite	B Telephone number 228-8	± 872.21.99
	Spec	011 0110110011 111	<u>#</u>		C If exemption application is pe	
	ructio	City of towir, State, and Zir Code	564		D 1. Foreign organizations	
н с	heck	type of organization X Section 501(c)(3) ex			Foreign organizations me check here and attach col	
<u> </u>	_	· ·	Other taxable private founda	ition		
I Fa		rket value of all assets at end of year J Accounting		Accrual	E If private foundation stat under section 507(b)(1)	
		Part II, col. (c), line 16)	her (specify)		F If the foundation is in a 6	60-month termination
	\$	107,602. (Part I, colu	mn (d) must be on cash b	basis.)	under section 507(b)(1)	
Pa	ırt I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not	(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements for chantable purposes
		necessarily equal the amounts in column (a)	expenses per books	Income	income	(cash basis only)
	1	Contributions, gifts, grants, etc., received	10,100.			·····
	2	Check I if the foundation is not required to attach Sch. B	20	3.0	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	700 2 10 10 20 20 20 20 20 20
	3	Interest on savings and temporary cash investments	38.	38.		STATEMENT 1
	4	Dividends and interest from securities				,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
		Gross rents				11111
	-	Net rental income or (loss)			H-RE	CEIVED T
ne re	Da L	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all			0	10
2010 Revenue	U 7	assets on line 6a Capital gain net income (from Part IV, line 2)	' · · · · · · · · · · · · · · · · ·	0.	S MAY	
3 B	8	Net short-term capital gain				1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
.7	9	Income modifications		······································	005	
.7	_	Gross sales less returns and allowances			L. Vui	EN. UT
	l .	Less Cost of goods sold	**************************************	· · · · · · · · · · · · · · · · · · ·	., ., ., ., ., ., ., ., ., ., ., ., ., .	***************************************
Z		Gross profit or (loss)				
Ω	11	Other income .	1,972.	0.		STATEMENT 2
<u> </u>	12	Total. Add lines 1 through 11	12,110.	38.	1,972.	
SCANNED	13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
8	14	Other employee salaries and wages				
ರ್ೄ	15	Pension plans, employee benefits				
nse	1	Legal fees	7 420	2 715	0.	2 715
Exper	b	Accounting fees STMT 3	7,430.	3,715.	0.	3,715.
Ω Ü	_C	Other professional fees				
ă;	17	· ·				
str	18 19	Taxes Depreciation and depletion				***************************************
Ë	20	Occupancy				
Adr	21	Travel, conferences, and meetings				
Ď	22	Printing and publications				
<u> </u>	23	Other expenses STMT 4	2,010.	81.	0.	1,929.
Operating and Administrative	24	Total operating and administrative				
96		expenses. Add lines 13 through 23	9,440.	3,796.	0.	5,644.
0	25	Contributions, gifts, grants paid				
	26	Total expenses and disbursements.			_	
_	_	Add lines 24 and 25	9,440.	3,796.	0.	5,644.
	27	Subtract line 26 from line 12	2 672			
		Excess of revenue over expenses and disbursements	2,670.			<u></u>
		Net investment income (if negative, enter -0-)		0.	1 072	
022	C	Adjusted net income (if negative, enter -0-)		<u> </u>	1,972.	- 000 DE

923501 02-02-10 LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form **990-PF** (2009

Cash - non-interest-bearing 2,334	Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of	
2 Sawings and temporary cash investments 3 Accounts receivable Less allowance for doubtful accounts 102,598, 102,636, 102,6 4 Pictoges receivable 102 Indiges 103 Projects 104 Pictoges receivable 105 Bandon and the control 106 Bandon and the control 107 Pictoges receivable 108 Bandon and the control 108 Bandon and the control 109 Project grows and other of closes, directors, trustees, and other disqualified persons 100 Pictoges receivable 109 Project grows and other control state of use 100 Pictoges receivable 101 Pictoges receivable 102 Pictoges receivable 103 Pictoges receivable 104 Pictoges receivable 105 Pictoges receivable 107 Pictoges receivable 108 Pictoges receivable 108 Pictoges receivable 109 Pictoges receivable 109 Pictoges receivable 100 Pictoges receivable 100 Pictoges receivable 101 Pictoges receivable 102 Pictoges receivable 103 Pictoges receivable 104 Pictoges receivable 105 Pictoges receivable 106 Pictoges receivable 107 Pictoges receivable 108 Pictoges receivable 109 Pictoges receivable 109 Pictoges receivable 100 Pictoges receivable 101 Pictoges receivable 102 Pictoges receivable 103 Pictoges receivable 104 Pictoges receivable 105 Pictoges receivable 107 Pictoges receivable 108 Pictoges receivable 109 Pictoges receivable 100 Pictoges receivable 100 Pictoges receivable 100 Pictoges receivable 101 Pictoges receivable 102 Pictoges receivable 103 Pictoges receivable 104 Pictoges receivable 105 Pictoges receivable 106 Pictoges receivable 107 Pictoges receivable 107 Pictoges receivable 107 Pictoges receiv	Part	column should be for end-of-year amounts only			(c) Fair Market Value
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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 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bidg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances 104,932. 107,602. 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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize)	⊐ ₂₂				
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24 Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances 104,932. 107,602. 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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize)		Foundations that follow SFAS 117, check here			
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(must agree with end-of-year figure reported on prior year's return) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) 1 104,9 2 2,6				<u> </u>	
2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize)			30		104 000
3 Other increases not included in line 2 (itemize)	-	-		· · · · 	
107.6				· —	2,670
4 Add lines 1, 2, and 3					107 603
· · · · · · · · · · · · · · · · · · ·				··· ·	107,802
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 . 5 107, 6			4 03 5 05		107,602

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Part IV Capital Gains	and Lo	sses for Tax on Inve	estment	Income					
		nd(s) of property sold (e g , re or common stock, 200 shs. N			I P	How acquired - Purchase - Donation	(c) Date a (mo , da		(d) Date sold (mo , day, yr)
1a									
b NO	NE								
C									
d					_				·
_e					<u>L</u> ,				
(e) Gross sales price	(f) (Depreciation allowed (or allowable)		t or other basis xpense of sale				ain or (loss) (f) minus (
a				<u></u>					
b									
<u>C</u>						 			
d	_								
e									
Complete only for assets showing	ng gain in	column (h) and owned by the	foundation	on 12/31/69				ol _. (h) gain	
(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col (I) col (j), if any				ot less than (from col. (
a									
b									
C									
d									
е			<u></u>						
2 Capital gain net income or (net ca	ıpıtal loss)	If gain, also enter in If (loss), enter -0- in	Part I, line	7 7 .	. }	2			
3 Net short-term capital gain or (los	ss) as defi								
If gain, also enter in Part I, line 8,			.01.		J				
If (loss), enter -0- in Part I, line 8	•				<u>J</u>	3			
Part V Qualification U	Inder S	ection 4940(e) for R	educed	Tax on Net	Inv	estment In	come		
(For optional use by domestic private	e foundation	ons subject to the section 494	IO(a) tax on	net investment in	come	∍)			
If section 4940(d)(2) applies, leave t	his part bl	ank.							
Was the foundation liable for the sec	tion 4942	tax on the distributable amou	nt of any ye	ar in the base per	riod?				Yes X No
If "Yes," the foundation does not qua	lify under	section 4940(e). Do not comp	olete this pa	rt					
1 Enter the appropriate amount in	each colui	mn for each year, see instruct	ions before	making any entri	es				
(a)		(b)			(c)	 		Dietrik	(d) oution ratio
Base periód years Calendar year (or tax year beginni	ng in)	Adjusted qualifying distrib		Net value of no	ncha	ritable-use asset			ided by col (c))
2008		11	,217.			103,61	1.		.10825
2007		220	,189.			106,70	1.		2.06355
2006		15	,904.			116,34	5.		.13669
2005		265	,839.		1	,364,87			.19477
2004		360	,943.		2	,687,57	7.		.13430
2 Total of line 1, column (d)							2		2.63757
3 Average distribution ratio for the	5-year bas	se period - divide the total on i	line 2 by 5,	or by the number	r of ye	ars			
the foundation has been in existe	nce if less	than 5 years	-		-		. 3		.52751
		•							
4 Enter the net value of noncharital	ble-use as	sets for 2009 from Part X, line	e 5				4		104,022
		,		••		•			
5 Multiply line 4 by line 3							5		54,873
c mempy mic ray mic			•	•	•• •••				
6 Enter 1% of net investment incor	ne (1% of	Part I line 27h)					6		0
2 Lines 170 of the throad hor theory	(1.00.			•	••	• •			
7 Add lines 5 and 6							7		54,873
. Add titles o drid o	•	• •		•••	٠	• ••••			,-,-
8 Enter qualifying distributions from	n Part YII	line 4					8		5,644
			ماسوس	Jaka khak ma-k		0/ touto			3,011
If line 8 is equal to or greater that See the Part VI instructions	ii line 7, Cr	IECK (HE DOX III PAR VI, IIAE 10	, and comp	nete mat bart usin	ıya 1	70 lax rate			
See the Last At Histiachous									

	990-PF (2009) THE O'KEEFE FOUNDATION		08814			age 4
	t VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e),	or 4948	- see ins	truc	tion	IS)
1a E	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)					^
þ í	Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕒 🔛 and enter 1%	11	······			0.
	of Part I, line 27b					
	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b) $\mathcal F$					^
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2_	 			<u>0.</u>
	Add lines 1 and 2	3_	 			0.
	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]			0.
	Credits/Payments					
	2009 estimated tax payments and 2008 overpayment credited to 2009					
	Exempt foreign organizations - tax withheld at source 6b					
C .	Tax paid with application for extension of time to file (Form 8868).					
	Backup withholding erroneously withheld					^
7	Total credits and payments Add lines 6a through 6d	7	 			0.
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached .	8	 			
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	 			0.
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10				
11	Enter the amount of line 10 to be Credited to 2010 estimated tax Refunde	<u>i ▶ 11</u>				
	t VII-A Statements Regarding Activities			1,	V	NI.
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or inte	rvene in			Yes	
	any political campaign?			1a		<u>X</u>
	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definiti			1b		<u></u>
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials put	olished or				
	distributed by the foundation in connection with the activities.			.	1	v
	Did the foundation file Form 1120-POL for this year?	•••	· -	1c		<u>X</u>
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:	0				
	(1) On the foundation ► \$ (2) On foundation managers ► \$	0.				
	Enter the reimbursement (If any) paid by the foundation during the year for political expenditure tax imposed on foundation		ŀ			
	managers ►\$0.				1	X
	Has the foundation engaged in any activities that have not previously been reported to the IRS?	•		2		
	If "Yes," attach a detailed description of the activities.	.	[
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorpora	tion, or				X
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		·	3		X
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		i/a	4a		
	If "Yes," has it filed a tax return on Form 990-T for this year?	. 1	'' ⁻ - -	5		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	••	ļ	<u> </u>		
_	If "Yes," attach the statement required by General Instruction T.		}			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		<u> </u>			
	By language in the governing instrument, or By language in the governing instrument in the governing in the govern	a etate lave	<u> </u>			
	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state of the state	e State law		6	X	
	remain in the governing instrument?	•	-	7	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year?	••				ļ
_	If "Yes," complete Part II, col. (c), and Part XV.					
	Enter the states to which the foundation reports or with which it is registered (see instructions) MS					
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)		ļ			
	of each state as required by General Instruction G? If "No," attach explanation		-	8b	X	ļ
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5)	or calendar	1			
	year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV	٠		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
			Form	990	-PF	(2009)

	990-PF (2009) THE O'KEEFE FOUNDATION 04-000	1433		age e
Pa	rt VII-A Statements Regarding Activities (continued)		·	
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		<u>X</u>
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before		l	
	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 > N/A			
14	The books are in care of ► JOHN BUCKLER Telephone no ►228-8	72 <u>–2</u>	699	
•	Located at ▶ 611 JACKSON AVENUE, OCEAN SPRINGS, MS ZIP+4 ▶3	9564		
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	N	/A	
Pa	rt 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 X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person? Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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)?			
	(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 X No			
ь	If any answer is "Yes" to 1a(1)-(6), did any of the acts fall 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		X
	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?	10		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?			
	If "Yes," list the years			
t	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	ļ	<u> </u>
(If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			
	>			
3	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	during the year?			
- 1	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	1		
	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	-	
	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	ļ	X
1	b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that			1
	had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	<u> </u>	<u> X</u>
	E.	m 990	1_DF	/2000

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Form 990-PF (2009) THE O'KEEFE FOUNDATION			<u>64-08814</u> !	59 Page 6
Part VII-B Statements Regarding Activities for Which I	Form 4720 May Be F	Required (contin	ued)	
5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section			s X No	
(2) Influence the outcome of any specific public election (see section 4955), o	r to carry on, directly or indire	ectly,		
any voter registration drive?			s X No	
(3) Provide a grant to an individual for travel, study, or other similar purposes	?	Ye	s X No	
(4) Provide a grant to an organization other than a charitable, etc., organizatio	n described in section		[
509(a)(1), (2), or (3), or section 4940(d)(2)?		—	s X No	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or 1		(TE)	
the prevention of cruelty to children or animals?			s X No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und		n Regulations	27/2	
section 53 4945 or in a current notice regarding disaster assistance (see instru	·		N/A 5	ib
Organizations relying on a current notice regarding disaster assistance check h		•		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption f				
expenditure responsibility for the grant?		I/A Ye	s L No	
If "Yes," attach the statement required by Regulations section 53.494				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on		(1 27)	
a personal benefit contract?		L Ye	s X No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?	• • •	6	b 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 s		Ye	es X No	
b If yes, did the foundation receive any proceeds or have any net income attribut				<u>rb</u>
Part VIII Information About Officers, Directors, Trust Paid Employees, and Contractors	ees, Foundation Ma	inagers, Highly	/	
List all officers, directors, trustees, foundation managers and their	compensation.			
2 23 tal Ollocis, and otto s, trastood, residents in managers and the	(b) Title, and average	(c) Compensation	(d) Contributions to	(e) Expense
(a) Name and address	hours per week devoted to position	(if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred	(e) Expense account, other allowances
	to position	enter -o-j	compensation	allowalices
	1			
SEE STATEMENT 6		0.	0.	0.
	1			
	1			
· · · · · · · · · · · · · · · · · · ·		-		·
	1			
	1			
	1			
2 Compensation of five highest-paid employees (other than those inc	cluded on line 1). If none,	enter "NONE."		
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	(d) Contributions to employee benefit plans	(e) Expense account, other
(a) Name and address of each employee paid more than \$50,000	devoted to position	(C) Compensation	and deferred compensation	allowances
NONE				
	_			
				
	_			
	<u></u>]	
]]	
			<u> </u>	
Total number of other employees paid over \$50,000				0
			Form 9	990-PF (2009)

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0 **.** Form **990-PF** (2009)

1

All other program-related investments. See instructions

Total. Add lines 1 through 3

Page 8

P	Minimum Investment Return (All domestic foundations must complete this part. Foreign fou	ndations, se	e instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
а	Average monthly fair market value of securities	1a	0.
þ	Average of monthly cash balances	16	105,606.
	Fair market value of all other assets	10	
d	Total (add lines 1a, b, and c)	1d	105,606.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	105,606.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,584.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	104,022.
6	Minimum Investment return. Enter 5% of line 5	6	5,201.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here and do not complete this part.)	id certain	
1	Minimum investment return from Part X, line 6	1	5,201.
2a	Tax on investment income for 2009 from Part VI, line 5		
b	Income tax for 2009 (This does not include the tax from Part VI)		
C	Add lines 2a and 2b	20	0.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	5,201.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,201.
6	Deduction from distributable amount (see instructions)	6	0.
7_	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	5,201.
P 1	art XII Qualifying Distributions (see instructions)		
-	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1.	5,644.
_	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a 1b	<u> </u>
b 2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
2 3	Amounts paid to acquire assets used (or field for use) directly in carrying out charitable, etc., purposes.	-	
		3a	
	Suitability test (prior IRS approval required)	3b	•
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,644.
4 5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment	-	3,011.
J	Income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,644.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation 4940(e) reduction of tax in those years.		

Form **990-PF** (2009)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI,				
line 7				5,201.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only		······································	0.	••••••••••••••••••••••••••••••••••••••
b Total for prior years		_		
		0.		!!!!! '!!.!!!!!!!!!!!!!!!!!!!!!!!
3 Excess distributions carryover, if any, to 2009:				
a From 2004 228, 208.				
b From 2005				
c From 2006 10,087.				
d From 2007 214,854.				
e From 2008 6,036.	657 761			
f Total of lines 3a through e	657,764.			
4 Qualifying distributions for 2009 from Part XII. line 4 ►\$ 5,644.				
			0.	
a Applied to 2008, but not more than line 2a	······························			····
b Applied to undistributed income of prior		0.		
years (Election required - see instructions) . c Treated as distributions out of corpus				······································
(Flankson non-word non-brusksons)	0.			
d Applied to 2009 distributable amount		**************************************	· · · · · · · · · · · · · · · · · · ·	5,201.
e Remaining amount distributed out of corpus	443.			- , , , , , , , , , , , , , , , , , , ,
5 Excess distributions carryover applied to 2009	0.		"Her	0.
(If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	650 207			
2 Corpus Add lines 3f, 4c, and 4e Subtract line 5	658,207.			
b Prior years' undistributed income Subtract				
line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable		-		
amount - see instructions		0.		
e Undistributed income for 2008 Subtract line				
4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract		······································		
lines 4d and 5 from line 1. This amount must				
be distributed in 2010				0.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004				
not applied on line 5 or line 7	228,208.			
9 Excess distributions carryover to 2010.				
Subtract lines 7 and 8 from line 6a	429,999.			
10 Analysis of line 9.				
a Excess from 2005 198,579.				
b Excess from 2006 10,087.				
c Excess from 2007 214,854.				
d Excess from 2008 6,036.				
<u>e Excess from 2009</u> 443.			<u> </u>	5. 000 DF (0000)

16091019 756205 06461

	EEFE FOUNDA		A guartier (I)	N/A	81459 Page 10
Part XIV Private Operating Fo			-A, question 9)	N/A	
1 a If the foundation has received a ruling or					
foundation, and the ruling is effective for			. • -	4040(1)(0) 1 40	40(1)(5)
b Check box to indicate whether the found		ig toundation described i	Prior 3 years	4942(J)(3) or 49	42(j)(5)
2 a Enter the lesser of the adjusted net	Tax year (a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
income from Part I or the minimum	(4) 2003	(B) 2000	(6) 2007	(4) 2000	(0) 10(2)
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			1		
exempt activities					
e Qualifying distributions made directly					
for active conduct of exempt activities					
Subtract line 2d from line 2c					
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 .		<u> </u>			
Part XV Supplementary Info	rmation (Comple	ete this part only	if the foundation	had \$5,000 or mo	ore in assets
at any time during t	he year-see the	instructions.)			
1 Information Regarding Foundation	-				
a List any managers of the foundation wh			tributions received by the	foundation before the clos	se of any tax
year (but only if they have contributed in NONE	ilote tilali \$5,000). (See :	Section 307(u)(2))			
b List any managers of the foundation wh	o own 10% or more of th	ne stock of a corporation	/or an equally large portion	on of the ownership of a pa	artnership or
other entity) of which the foundation has			to, an educiny large portic	or the ownership of a po	aranoromp of
NONE	-				
2 Information Regarding Contribut	ion, Grant, Gift, Loan	. Scholarship, etc., P	rograms:		
Check here ► ☐ If the foundation of				ot accept unsolicited requ	ests for funds If
the foundation makes gifts, grants, etc					
a The name, address, and telephone num	ber of the person to who	m applications should be	addressed		
JEREMIAH O'KEEFE, SR	., 228-872-	-2939			
611 JACKSON AVENUE,	OCEAN SPRIN	NGS, MS 3956	54		
b The form in which applications should to			hould include		
SEE ATTACHED COPY OF	GOIDEDINES	·			
c Any submission deadlines: SEE ATTACHED COPY OF					<u> </u>
d Any restrictions or limitations on award			, kinds of institutions, or (other factors	
SEE ATTACHED COPY OF	GUIDELINES	•			

Part XV Supplementary Information (continued) 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, show any relationship to any foundation manager or substantial contributor Recipient Purpose of grant or contribution Foundation **Amount** status of Name and address (home or business) recipient a Paid during the year NONE 0. **▶** 3a Total b Approved for future payment NONE **▶** 3b 0. Total

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Form **990-PF** (2009)

Page 11

Part XVI-A Analysis of Income-Producing Activities

b c d e f g Fees and contracts from government agencies 2 Membership dues and assessments	•
a COOKBOOK SALES b c d e f g Fees and contracts from government agencies 2 Membership dues and assessments 3 Interest on savings and temporary cash	
b c d e f g Fees and contracts from government agencies 2 Membership dues and assessments	9/2.
c d e f g Fees and contracts from government agencies 2 Membership dues and assessments	
d e f g Fees and contracts from government agencies 2 Membership dues and assessments 3 Interest on savings and temporary cash	
t g Fees and contracts from government agencies 2 Membership dues and assessments	
f g Fees and contracts from government agencies 2 Membership dues and assessments	
2 Membership dues and assessments	
2 Membership dues and assessments	
3 Interest on savings and temporary cash	
3 Interest on savings and temporary cash	
investments	
4 Dividends and interest from securities	
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	
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)	972. 010.
13 Total. Add line 12, columns (b), (d), and (e)	,010.
(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)	
the foundation's exempt purposes (other than by providing tunds for such purposes) 1A ALL PROCEEDS GO TO SUPPORT THE ONGOING GRANTS AND DONATIONS MADE I	3 Y
THE O'KEEFE FOUNDATION.	
THE O REEFE FOODDATION:	-
	_
923621 02-02-10	PF (2009)

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Part XVII **Exempt Organizations** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of Yes No 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. X 1a(1) (1) Cash X 1a(2) (2) Other assets **b** Other transactions 1b(1) (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization 1b(3) (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements 1b(4) X 1b(5) (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations 1b(6) c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 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 (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements (a) Line no N/A 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described X No in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? b If "Yes," complete the following schedule. (c) Description of relationship (a) Name of organization (b) Type of organization Under penalties of penury, 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, eparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge. and complete Deci Here Signature of officer or trustee Date Check If Preparer's identifying number Sign Preparer's Paid Preparer's Use Only 11-08-L employed 🕨 signature REID BURKES & CALHOUN PLLC 1100 REGIONS PLAZA

923622 02-02-10

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(601)948-2924

Form 990-PF (2009)

Phone no

address, and ZIP code

JACKSON,

MS 39201

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

64-0881459 THE O'KEEFE FOUNDATION Organization type (check one): Filers of: Section: 501(c)(Form 990 or 990-EZ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization Form 990-PF X 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 X 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). Schedule B (Form 990, 990-EZ, or 990-PF) (2009) LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions

1

for Form 990, 990-EZ, or 990-PF.

Employer identification number

THE O'KEEFE FOUNDATION

64-0881459

Part I	Contributors (see instructions)		
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GULF COAST COMMUNITY FOUNDATION P.O. BOX 2984 GULFPORT, MS 395052984	\$10,000.	Person X Payroll
(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 of 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
923452 02-0		\$\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.) 990, 990-EZ, or 990-PF) (2009)

The O'Keefe Foundation - Application Form

Lil Jackson Avenue. 1904 Government Street-Ocean Springs, MS 39564 Telephone 228.875.3841 Fax 228.872.7102 Email ankiv@anol com

Board of Directors
Jeremiah "Jody" O'Keele, IV, Chairman
Most Reverend Joseph Howze, Vice Chairman
Maureen O'Keele Ward
Susan O'Keele Snyder
Joseph Saxon O'Keele

The O'Keele Foundation makes grants to non-profit, charitable organizations that are federally tax-exempt under Section 501 (c) (3) of the U.S. Internal Revenue Code and are classified by the IRS as "not a private foundation." The Foundation also makes grants to governmental agencies. Grants are not made to individuals. Please-note that as an operating foundation we are required by law to spend a major portion of our funds on O'Keele Foundation programs. We are therefore quite limited in the amount of funds available for grants.

To be considered for a grant, your organization should please submit the following materials:

- This application form, completed in its entirety, including the required signature.
- A proposal summary of not more than one page that describes the purpose of your organization, explains why your organization is requesting this grant, tells how you will spend the grant, and states the outcomes you hope to achieve.



- A proposal of not more than five pages describing the request. The O'Keefe Foundation has no standard format for proposals. Please tell your story the way you find most appropriate. Often that story will include the following: Why the grant is needed; what the grant will be used to accomplish; how the grant will be used to accomplish that purpose; when the grant will be used; and who will plan and implement the uses of the grant Please briefly describe the qualifications of the latter persons. Please describe in the proposal how this request relates to your organization's long-range planning and priorities. Also, please explain how you will evaluate the effectiveness of the use of this grant.
- A line-item budget (if applicable). If the request is for partial support of a project, please submit the entire project budget and show the projected amounts and sources of other financial and in-kind support for the project. If the project is to continue beyond the O'Keefe Foundation grant, please describe your plans for future project funding.
- A copy of your organization's letter of tax exempt status from the U.S. Internal Revenue Service.
 - A list of the members of the governing board of the organization.
 - The most recent audit or financial statement of the organization submitting the proposal
 - Any optional materials to supplement the proposal, if appropriate.

the directors of the Foundation meet regularly but only consider proposals semi-annually. To ensure timely consideration of your request, please send the above materials to the Foundation at least six months in advance the date by which a funding decision is needed. If you have questions about the O'Keefe Foundation and its unt-making procedures, please call the Foundation staff at (228) 875-3841.

All information on this page pertains to the organization that is applying for the grant and accepting fiscal responsibility for any funds received.

Please print or type this form.

Name of Organization
Chief Executive Officer/ litle
Address
TelephoneFacsimile
Title of Request
Name of Person to Contact to Review Request
Title Telephone
Total Budget for Project \$
Amount Requested from the O'Keese Foundation \$
Amount Provided by Your Organization \$
Amount Requested from Other Sources \$
Date by which the O'Keefe Foundation Grant is Needed
Signature of Authorized Person
I hereby endorse this project proposal and submit it to the O'Keese Foundation on behalf of the organization named above. I have full authority to submit this proposal to the Foundation.
l'urther, my signature certifies that this organization currently has tax-exempt status under Internal Revenue Code section 501 (c) (3) and is classified as "not a private foundation" as defined under section 509 (a), or is a governmental agency.
Signature of Board Chairman or Chief Executive Officer
Please Print Name
TitleDate
Date

					
FORM 990-PF INTEREST ON SAVI	NGS AND TEN	1PORARY CASH	INVESTMENTS	STATEMENT 1	
SOURCE				AMOUNT	
INTEREST INCOME			-	38.	
TOTAL TO FORM 990-PF, PART I,	LINE 3, CO	OLUMN A	=	38.	
FORM 990-PF	OTHER 1	INCOME		STATEMENT 2	
DESCRIPTION		(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME		
COOKBOOK SALES		1,972.	0	1,972.	
TOTAL TO FORM 990-PF, PART I,	LINE 11	1,972.	0.	1,972.	
FORM 990-PF	ACCOUNT	ING FEES		STATEMENT 3	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(D) CHARITABLE PURPOSES	
PROFESSIONAL FEES	7,430.	3,715	. (3,715.	
TO FORM 990-PF, PG 1, LN 16B	7,430	3,715		3,715.	
FORM 990-PF	OTHER I	EXPENSES		STATEMENT 4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(D) CHARITABLE E PURPOSES	
MILEAGE MISCELLANEOUS BANK FEES OFFICE SUPPLIES POSTAGE	1,800 7, 57, 72,	. 0 . 57 . 24	• (0. 1,800. 7. 0. 0. 0. 48. 0. 74.	
TO FORM 990-PF, PG 1, LN 23	2,010			0. 1,929.	

FORM 990-PF DEPRECIATION OF AS	SETS NOT HELD FOR	INVESTMENT	STATI	EMENT 5
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATIO		K VALUE
EQUIPMENT FURNITURE AND FIXTURES	18,956. 12,042.	18,95 12,04		0.
TOTAL TO FM 990-PF, PART II, LN	30,998.	30,99	8.	0.
	ST OF OFFICERS, D D FOUNDATION MANA		STATI	EMENT 6
NAME AND ADDRESS	TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JEREMIAH O'KEEFE, SR OCEAN SPRINGS, MS	MEMBER 1.00	0.	0.	0.
MAUREEN O'KEEFE WARD BETHESDA, MS	MEMBER 1.00	0.	0.	0.
SUSAN O. SNYDER OCEAN SPRINGS, MS	MEMBER/DIRECTO 1.00	R 0.	0.	0.
ELIZABETH JOACHIM BILOXI, MS	DIRECTOR 1.00	0.	0.	0.
ERIC DICKEY BILOXI, MS	DIRECTOR 1.00	0.	0.	0.
KATHRYN O. KAYE MADISON, MS	MEMBER/DIRECTO 1.00	R/SEC./TREAS	0.	0.
MARY SNELL OCEAN SPRINGS, MS	MEMBER 1.00	0.	0.	0.

• •				
THE O'KEEFE FOUNDATION				881459
CHERYL THOMPSON BILOXI, MS	DIRECTOR 1.00	0.	0.	0.
CECILIA O. NEUSTROM LAFAYETTE, LA	MEMBER 1.00	0.	0.	0.
BISHOP ROGER MORUM BILOXI, MS	DIRECTOR 1.00	0.	0.	0.
JOHN MICHAEL O'KEEFE BILOXI, MS	MEMBER 1.00	0.	0.	0.
VIRGINIA O'KEEFE OCEAN SPRINGS, MS	MEMBER/DIRECTOR 1.00	0.	0.	0.
JAMES P. O'KEEFE BILOXI, MS	MEMBER 1.00	0.	0.	0.
JEFFREY O'KEEFE BILOXI, MS	MEMBER 1.00	0.	0.	0.
JUSTIN O'KEEFE OCEAN SPRINGS, MS	MEMBER 1.00	0.	0.	0.
MERCEDES O. HUVAL LAFAYETTE, LA	MEMBER 1.00	0.	0.	0.
JOSEPH O'KEEFE CHEVY CHASE, MD	MEMBER 1.00	0.	0.	0.
JOHN BUCKLER OCEAN SPRINGS, MS	PRESIDENT 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE	GE 6, PART VIII	0.	0.	0.