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Return of Private Foundation

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Serviceor 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.

For calendar year 2009, or tax year beginning JUL 1, 2009, and ending JUN 30, 2010

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 THE BEN E. KEITH FOUNDATION		A Employer identification number 75-6013955
	Number and street (or P.O. box number if mail is not delivered to street address) C/O JPMORGAN CHASE BANK, NA; P.O. BOX 303		B Telephone number 414-977-1210
	City or town, state, and ZIP code MILWAUKEE, WI 53201		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 ☐
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 14,935,967.		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received			N/A		
	2 Check ☒ If the foundation is not required to attach Sch. B					
	3 Interest on savings and temporary cash investments	346.	346.		STATEMENT 1	
	4 Dividends and interest from securities	495,873.	495,873.		STATEMENT 2	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	332,373.				
	b Gross sales price for all assets on line 6a	2,918,456.				
	7 Capital gain net income (from Part IV, line 2)		332,373.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss)						
11 Other income	19,417.	19,417.		STATEMENT 3		
12 Total. Add lines 1 through 11	848,009.	848,009.				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	72,852.	69,209.		3,643.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees					
	c Other professional fees					
	17 Interest					
	18 Taxes	STMT 4	1,751.	1,751.		0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses	STMT 5	1,345.	893.		452.
	24 Total operating and administrative expenses. Add lines 13 through 23		75,948.	71,853.		4,095.
25 Contributions, gifts, grants paid		675,949.			675,949.	
26 Total expenses and disbursements. Add lines 24 and 25		751,897.	71,853.		680,044.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		96,112.				
b Net investment income (if negative, enter -0-)			776,156.			
c Adjusted net income (if negative, enter -0-)				N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			41,187.	41,187.
	2	Savings and temporary cash investments		92,076.	228,912.	228,912.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations				
	b	Investments - corporate stock	STMT 8	4,550,114.	4,845,740.	5,601,827.
	c	Investments - corporate bonds	STMT 9	9,099,523.	8,729,785.	9,057,287.
11	Investments - land, buildings, and equipment basis					
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 10	8,257.	5,254.	6,754.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation					
15	Other assets (describe)					
16	Total assets (to be completed by all filers)		13,749,970.	13,850,878.	14,935,967.	
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				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	☐			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	☒			
	27	Capital stock, trust principal, or current funds		13,074,740.	13,175,648.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		675,230.	675,230.	
	30	Total net assets or fund balances		13,749,970.	13,850,878.	
31	Total liabilities and net assets/fund balances		13,749,970.	13,850,878.		

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	13,749,970.
2	Enter amount from Part I, line 27a	2	96,112.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 6	3	11,192.
4	Add lines 1, 2, and 3	4	13,857,274.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 7	5	6,396.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,850,878.

THE BEN E. KEITH FOUNDATION

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (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 PUBLICLY TRADED SECURITIES	P		
b CLASS ACTION SETTLEMENT	P		
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 2,918,175.		2,586,083.	332,092.
b 281.			281.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			332,092.
b			281.
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	332,373.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	784,417.	13,846,458.	.056651
2007	815,478.	16,347,323.	.049884
2006	753,408.	16,867,524.	.044666
2005	676,992.	15,562,994.	.043500
2004	830,931.	15,044,644.	.055231

2 Total of line 1, column (d)	2	.249932
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	.049986
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	14,818,742.
5 Multiply line 4 by line 3	5	740,730.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,762.
7 Add lines 5 and 6	7	748,492.
8 Enter qualifying distributions from Part XII, line 4	8	680,044.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b.		1	15,523.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	15,523.
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	15,523.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	13,906.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	23,906.	
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	8,383.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ 8,383. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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? Website address ► N/A	13	X	
14	The books are in care of ► JPMORGAN CHASE BANK, N.A. Telephone no ► 817-884-4159 Located at ► 420 THROCKMORTON, FLOOR 03, FORT WORTH, TX ZIP+4 ► 76102-3700			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15 N/A		

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)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No

6b

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

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

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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.

(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
JPMORGAN CHASE BANK, N.A. P.O. BOX 3038 MILWAUKEE, WI 53201	TRUSTEE 5.00	72,852.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
	0.
2	
All other program-related investments See instructions	
3 N/A	
	0.
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	14,695,599.
b	Average of monthly cash balances	1b	324,374.
c	Fair market value of all other assets	1c	24,435.
d	Total (add lines 1a, b, and c)	1d	15,044,408.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	15,044,408.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	225,666.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,818,742.
6	Minimum investment return. Enter 5% of line 5	6	740,937.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	740,937.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	15,523.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	15,523.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	725,414.
4	Recoveries of amounts treated as qualifying distributions	4	1,000.
5	Add lines 3 and 4	5	726,414.
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	726,414.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	680,044.
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	680,044.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	680,044.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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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				726,414.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			675,230.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009.				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 680,044.				
a Applied to 2008, but not more than line 2a			675,230.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				4,814.
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		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				721,600.
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	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

THE BEN E. KEITH FOUNDATION
R76880005

Form 990-PF (2009)

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					(e) Total
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					
3 Subtract line 2d from line 2c					
Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

NONE

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see 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

ERIC HYDEN, JPMORGAN CHASE BANK, NA
420 THROCKMORTON, FORT WORTH, TX 76102

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

NAME, PURPOSE, AMOUNT, DIRECTOR, COPY OF EXEMPTION LETTER

c Any submission deadlines

SEPTEMBER

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

STATE OF TEXAS

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 11				
Total			3a	675,949.
b Approved for future payment				
NONE				
Total			3b	0.

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

SOURCE	AMOUNT
MONEY MARKET FUNDS	346.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	346.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS & INTEREST	495,873.	0.	495,873.
TOTAL TO FM 990-PF, PART I, LN 4	495,873.	0.	495,873.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACCRETION	8,200.	8,200.	
LEASE BONUS	8,014.	8,014.	
ROYALTY INCOME	3,203.	3,203.	
TOTAL TO FORM 990-PF, PART I, LINE 11	19,417.	19,417.	

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	1,395.	1,395.		0.
MINERAL PRODUCTIONS TAX	80.	80.		0.
MINERAL AD VALOREM TAX	276.	276.		0.
TO FORM 990-PF, PG 1, LN 18	1,751.	1,751.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MINERAL FEE	893.	893.		0.	
MEETING EXPENSES	452.	0.		452.	
TO FORM 990-PF, PG 1, LN 23	1,345.	893.		452.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	6
DESCRIPTION	AMOUNT				
ADJUSTMENT FOR SEI TO OMNI CONVERSION	10,192.				
RETURN OF UNUSED FUNDS / RECOVERY	1,000.				
TOTAL TO FORM 990-PF, PART III, LINE 3	11,192.				

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	7
DESCRIPTION	AMOUNT				
ADJUSTMENT TO CARRYING VALUE/BASIS	3,204.				
ADJUSTMENT; MUTUAL FUND TIMING DIFFERENCE	3,192.				
TOTAL TO FORM 990-PF, PART III, LINE 5	6,396.				

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
ABBOTT LABORATORIES - 700 SHS	37,038.	32,746.		
AMAZON COM INC - 50 SHS	4,169.	5,463.		
AMERICAN CENTURY 3 INCOME FUND (FUND 123) - 26737.968 SHS	150,000.	166,845.		
APACHE CORP - 275 SHS	24,431.	23,152.		
APPLE INC. - 215 SHS	32,272.	54,079.		
BB & T CORP - 300 SHS	5,530.	7,893.		
BAXTER INTERNATIONAL INC - 200 SHS	9,804.	8,128.		
CVS CAREMARK CORPORATION - 585 SHS	15,179.	17,152.		

CARDINAL HEALTH INC - 300 SHS	7,662.	10,083.
CELGENE CORPORATION - 400 SHS	21,182.	20,328.
CISCO SYSTEMS INC - 1982 SHS	50,019.	42,236.
COCA-COLA CO - 200 SHS	11,506.	10,024.
DEERE & CO - 500 SHS	21,534.	27,840.
WALT DISNEY CO - 1300 SHS	32,555.	40,950.
E I DU PONT DE NEMOURS & CO - 900 SHS	33,832.	31,131.
EDISON INTERNATIONAL - 600 SHS	22,542.	19,032.
FREEMPORT-MCMORAN COPPER & GOLD INC CL B - 400 SHS	27,047.	23,652.
GENERAL ELECTRIC CO - 800 SHS	12,241.	11,536.
GENERAL MILLS INC - 200 SHS	6,032.	7,104.
HEWLETT-PACKARD CO - 1146 SHS	24,192.	49,599.
INTERNATIONAL BUSINESS MACHINES CORP - 268 SHS	30,604.	33,093.
INTERNATIONAL GAME TECHNOLOGY - 300 SHS	4,617.	4,710.
JOHNSON CONTROLS INC - 800 SHS	18,513.	21,496.
KIMBERLY-CLARK CORP - 200 SHS	12,637.	12,126.
LOWES COMPANIES INC - 500 SHS	11,539.	10,210.
MATTHEWS PACIFIC TIGER FD - 35155 SHS	551,230.	674,273.
MICROSOFT CORP - 2701 SHS	76,953.	62,150.
MORGAN STANLEY - 580 SHS	18,453.	13,462.
NVR INC - 5 SHS	3,257.	3,275.
NIKE INC B - 200 SHS	11,254.	13,510.
NORFOLK SOUTHERN CORP - 950 SHS	40,547.	50,398.
NOVELLUS SYSTEMS INC - 500 SHS	12,544.	12,680.
OCCIDENTAL PETROLEUM CORP - 490 SHS	32,965.	37,804.
ORACLE CORP - 700 SHS	14,678.	15,022.
PACCAR INC - 600 SHS	21,298.	23,922.
PARKER-HANNIFIN CORP - 200 SHS	9,004.	11,092.
PEPSICO INC - 330 SHS	20,973.	20,114.
PFIZER INC - 2700 SHS	41,275.	38,502.
PROCTER & GAMBLE CO - 735 SHS	42,287.	44,085.
QUALCOMM INC - 745 SHS	28,820.	24,466.
SCHLUMBERGER LTD - 275 SHS	16,765.	15,219.
SOUTHERN CO - 300 SHS	8,875.	9,984.
SOUTHWESTERN ENERGY CO - 200 SHS	8,638.	7,728.
SPRINT NEXTEL CORP - 1700 SHS	6,881.	7,208.
STAPLES INC - 1000 SHS	22,664.	19,050.
SYSCO CORP - 600 SHS	18,371.	17,142.
TOLL BRGS INC - 200 SHS	4,115.	3,272.
UNITED TECHNOLOGIES CORP - 505 SHS	28,719.	32,780.
V F CORP - 100 SHS	5,769.	7,118.
WALMART STORES INC - 160 SHS	8,117.	7,691.
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A - 300 SHS	15,451.	15,018.
CITIGROUP INC - 5300 SHS	22,135.	19,928.
WELLS FARGO & CO - 1200 SHS	28,387.	30,720.
BANK OF AMERICA CORP - 2182 SHS	68,627.	31,355.
GOLDMAN SACHS GROUP INC - 190 SHS	22,126.	24,941.
DEVON ENERGY CORP - 200 SHS	13,364.	12,184.
EOG RESOURCES INC - 300 SHS	26,808.	29,511.
HONEYWELL INTERNATIONAL INC - 400 SHS	16,488.	15,612.
INTERSIL CORP CL A - 300 SHS	3,992.	3,633.
ISHARES RUSSELL 1000 GROWTH INDEX FUND - 3658 SHS	130,843.	167,646.

VERIZON COMMUNICATIONS INC - 926 SHS	43,511.	25,947.
COACH INC - 300 SHS	11,170.	10,965.
AETNA INC - 700 SHS	24,891.	18,466.
ISHARES COHEN & STEERS REALTY MAJORS INDEX FUND - 15922 SHS	420,839.	874,277.
US BANCORP DEL - 1020 SHS	26,046.	22,797.
ISHARES RUSSELL MIDCAP INDEX FUND - 4877 SHS	261,743.	392,257.
ADVANCED AUTO PARTS INC - 200 SHS	6,195.	10,036.
NASDAQ OMX GROUP INC - 400 SHS	8,066.	7,112.
YUM BRANDS INC - 600 SHS	20,504.	23,424.
NABORS INDUSTRIES LTD - 200 SHS	3,840.	3,524.
COMCAST CORP CL A - 500 SHS	8,491.	8,685.
CARNIVAL CORPORATION - 300 SHS	10,490.	9,072.
GOOGLE INC CL A - 45 SHS	20,352.	20,023.
JPM MID CAP 3 FD - SEL FUND 689 - 6038.059 SHS	153,065.	138,634.
JPM INTL 3 INDEX FD - SEL FUND 3132 - 9360.222 SHS	225,956.	145,739.
JPM INTL VALUE FD - SEL FUND 1296 - 54047.991 SHS	577,446.	580,475.
EATON VANCE SPL INVT TR VALUE FD CL I - 14974.483 SHS	190,000.	229,259.
AT&T INC - 500 SHS	17,865.	12,095.
STARWOOD HOTELS & RESORTS - 200 SHS	4,295.	8,286.
MANNING & NAPIER FUND INC WORLD OPPORTUNITIES SERIES FUND - 45254.522 SHS	278,000.	325,380.
BANK OF NEW YORK MELLON CORP - 800 SHS	30,093.	19,752.
CME GROUP INC CLASS A COMMON STOCK - 35 SHS	10,274.	9,854.
PHILIP MORRIS INTERNATIONAL - 253 SHS	7,397.	11,598.
ACE LTD NEW - 165 SHS	7,539.	8,494.
TYCO INTERNATIONAL LTD - 200 SHS	7,238.	7,046.
TIME WARNER INC NEW - 1233 SHS	32,252.	35,646.
COVIDIEN PLC - 225 SHS	8,243.	9,041.
HSBC SPX MKT PLS NOTE 02/17/11 INITIAL LEVEL-SPX:08/13/09: 1012.73 - 100000	99,000.	101,480.
HSBC SPX BREN 10/20/10 INITIAL LEVEL-SPX:10/02/09: 1025.21 - 100000 SHS	99,000.	103,140.
MERCK AND CO INC - 1300 SHS	47,765.	45,461.
BERKSHIRE HATHAWAY INC DEL CL B - 200 SHS	14,381.	15,938.
NEXTERA ENERGY INC - 200 SHS	10,156.	9,752.
JUNIPER NETWORKS INC - 700 SHS	14,571.	15,974.
EXXON MOBIL CORP - 698 SHS	28,378.	39,835.
METLIFE INC - 400 SHS	14,604.	15,104.
MARVELL TECHNOLOGY GROUP LTD - 600 SHS	12,285.	9,456.
PRUDENTIAL FINANCIAL INC - 300 SHS	11,445.	16,098.
CONOCOPHILLIPS - 500 SHS	24,032.	24,545.
BIOGEN IDEC INC - 200 SHS	10,863.	9,490.
TD AMERITRADE HOLDING CORPORATION - 300 SHS	4,968.	4,590.
MASTERCARD INC - CLASS A - 50 SHS	9,141.	9,977.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,845,740.	5,601,827.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
HARBOR HIGH YIELD BOND FUND - INS - 42984 SHS	456,920.	451,332.	
JPM CORE BOND FD - ULTRA FUND 3900 4.01% - 682644.371 SHS	7,512,276.	7,829,931.	
JPM HIGH YIELD FD - SEL FUND 3580 5.91% - 81047.515 SHS	606,924.	624,066.	
JPM STR INC OPP FD FUND 3844 2.33% - 13133.765 SHS	153,665.	151,958.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	8,729,785.	9,057,287.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GASTON HALLAM 37890 9/30/65 % .01 ANN MAT 12/31/69 UNSC PERS PROM LN 100 SHS	COST	450.	1,200.
BEN E KEITH CO 151560 DTD 4/05/66 % .01 ANN MAT 1/01/50 PERS PROM LN 100 SHS	COST	6,300.	7,050.
.50086300 MI IN SEC 78, BLK D, CCSD & RGNG RR CO SVY, UPTON CO TX M.I. 100 S	COST	1.	1.
TR 2&12 YORK SVY EASTLAND, TX & M. I. IN JOHN YORK SUR. ROYALTY INT - 100 SH	COST	1.	1.
160 AC IN WILCOX & FINLEY SVY, A-553 & 119, EASTLAND CNTY, TX ROY. INT 100 S	COST	1.	1.
STEPHENS CNTY TX S/160 AC OF W/250 AC SEC 54 BLK 5, T&P RR SURV M. I. 100 SH	COST	1.	1.
3/8/2010 NOTE PAYMENT RE: GASTON HALLAM	COST	<750.>	<750.>
3/8/2010 NOTE PAYMENT RE: BEN E KEITH COMPANY	COST	<750.>	<750.>
TOTAL TO FORM 990-PF, PART II, LINE 13		5,254.	6,754.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ARLINGTON MUSEUM OF ART 201 WEST MAIN STREET ARLINGTON, TX 76010	NONE PROGRAM SUPPORT	PUBLIC CHARITY	4,000.
AUSTIN COLLEGE 900 NORTH GRAND AVENUE, SUITE 6P SHERMAN, TX 75090-4400	NONE PROGRAM SUPPORT	PUBLIC CHARITY	25,000.
BASTROP COUNTY HISTORICAL SOCIETY, INC. PO BOX 1832 BASTROP, TX 78602	NONE PROGRAM SUPPORT	PUBLIC CHARITY	12,500.
BIG BROTHERS BIG SISTERS OF NORTH TEXAS 450 E. JOHN CARPENTER FREEWAY IRVING, TX 75062	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
BIG THOUGHT 2501 OAK LAWN AVE, STE 550 LB 42 DALLAS, TX 75219	NONE PROGRAM SUPPORT	PUBLIC CHARITY	3,334.
CASA OF TARRANT COUNTY, INC. 101 SUMMIT AVENUE, STE 505 FORT WORTH, TX 76109	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,500.
CHILD STUDY CENTER 1300 W. LANCASTER FORT WORTH, TX 76102	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
CHILDREN'S MEDICAL CENTER OF DALLAS 2777 N. STEMMONS, STE 700 DALLAS, TX 75207-2230	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,500.

CHINATI FOUNDATION PO BOX 1135 MARFA, TX 79842	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,500.
CIRCLE TEN COUNCIL BOY SCOUTS OF AMERICA 8605 HARRY HINES BLVD, PO BOX 35726 DALLAS, TX 75235-0726	NONE PROGRAM SUPPORT	PUBLIC CHARITY	35,000.
DALLAS ARBORETUM & BOTANICAL SOCIETY INC 8617 GARLAND ROAD DALLAS, TX 75218	NONE PROGRAM SUPPORT	PUBLIC CHARITY	650.
DALLAS BLACK DANCE THEATRE PO BOX 131290 DALLAS, TX 75313	NONE PROGRAM SUPPORT	PUBLIC CHARITY	12,000.
DALLAS CENTER FOR THE PERFORMING ARTS FOUNDATION, INC. 2106 BOLL STREET DALLAS, TX 75204	NONE PROGRAM SUPPORT	PUBLIC CHARITY	53,100.
DALLAS CONTEMPORARY 2801 SWISS AVENUE DALLAS, TX 75204	NONE PROGRAM SUPPORT	PUBLIC CHARITY	6,000.
DALLAS COUNTY COMMUNITY COLLEGE DISTRICT FOUNDATION, INC 1601 SOUTH LAMAR STREET DALLAS, TX 75215-1816	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
DALLAS HOLOCAUST MUSEUM 211 NORTH RECORD STREET, STE 100 DALLAS, TX 75202	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
DALLAS MUSEUM OF ART 1717 N HARWOOD DALLAS, TX 75201	NONE PROGRAM SUPPORT	PUBLIC CHARITY	31,000.
DALLAS OPERA 8350 N CENTRAL EXPWY, STE 210 DALLAS, TX 75206	NONE PROGRAM SUPPORT	PUBLIC CHARITY	11,000.

DALLAS SYMPHONY ASSOCIATION, INC 2301 FLORA STREET, STE 300 DALLAS, TX 75201	NONE PROGRAM SUPPORT	PUBLIC CHARITY	30,500.
DALLAS THEATER CENTER 3636 TURTLE CREEK BLVD DALLAS, TX 75219	NONE PROGRAM SUPPORT	PUBLIC CHARITY	3,000.
DALLAS WIND SYMPHONY PO BOX 595026 DALLAS, TX 75359	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,000.
DALLAS ZOOLOGICAL SOCIETY 650 SOUTH R L THORTON FRWY DALLAS, TX 75203	NONE PROGRAM SUPPORT	PUBLIC CHARITY	9,000.
DEEP ELLUM THEATRE GROUP 3100 MAIN STREET #16 DALLAS, TX 75226	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
DFW PAMA SCHOLARSHIP FUND 7525 AIRPORT FWY NORTH RICHARD HILLS, TX 76118	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,500.
EDUCATIONAL FOUNDATION FOR HIGHLAND PARK I S D 4201 GRASSMERE LANE DALLAS, TX 75205	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,000.
FIELD SCOVELL SCHOLARSHIP FOUNDATION 2430 S PARKWAY BLVD MESQUITE, TX 75149	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
FINE ARTS CHAMBER PLAYERS 3630 HARRY HINES BLVD DALLAS, TX 75219-3201	NONE PROGRAM SUPPORT	PUBLIC CHARITY	3,000.
FORT WORTH MUSEUM OF SCIENCE AND HISTORY 1600 GENDY STREET FORT WORTH, TX 76107	NONE PROGRAM SUPPORT	PUBLIC CHARITY	50,000.

FRIENDS OF FAIR PARK, INC. PO BOX 150248 DALLAS, TX 75315	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,750.
FRIENDS OF THE HIGHLAND PARK LIBRARY 74700 DREXEL DR DALLAS, TX 75205-3193	NONE PROGRAM SUPPORT	PUBLIC CHARITY	500.
FRIENDS OF THE KATY TRAIL, INC. 3523 MCKINNEY AVE, PO BOX 441 DALLAS, TX 75204	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,500.
GOODWILL INDUSTRIES OF DALLAS, INC 3020 N WESTMORELAND ROAD DALLAS, TX 75212	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
GRACE FLIGHT OF AMERICA, INC 4310 AMELIA EARHART DRIVE ADDISON, TX 75001	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,600.
GREATER DALLAS COUNCIL ON ALCOHOL AND DRUG ABUSE 4525 LEMMON AVENUE #300 DALLAS, TX 75219	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,250.
GREATER DALLAS YOUTH ORCHESTRA 3630 HARRY HINES BLVD DALLAS, TX 75219	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,000.
HIGHLAND PARK PRESBYTERIAN DAY SCHOLL 3821 UNIVERSITY BLVD DALLAS, TX 75205	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
LADIES AUXILIARY OF THE BOYS & GIRLS CLUBS OF ARLINGTON, INC. 608 N ELM STREET ARLINGTON, TX 76011	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,000.
MARCH OF DIMES 12660 COIT ROAD, STE 200 DALLAS, TX 75251	NONE PROGRAM SUPPORT	PUBLIC CHARITY	6,000.

MISSION ARLINGTON 210 W SOUTH STREET ARLINGTON, TX 76010	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,000.
MODERN ART MUSEUM OF FORT WORTH 3200 DARNELL STREET FORT WORTH, TX 76107	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
MUSEUM OF NATURE AND SCIENCE PO BOX 151469 DALLAS, TX 75315	NONE PROGRAM SUPPORT	PUBLIC CHARITY	3,000.
NEIGHBORS UNITED FOR QUALITY EDUCATION, INC 924 WAYNE STREET DALLAS, TX 75223	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
NEXUS RECOVERY CENTER INCORPORATED 8733 LA PRADA DRIVE DALLAS, TX 75228	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,250.
OAKRIDGE SCHOOL INC 5900 WEST PIONEER PARKWAY ARLINGTON, TX 76013	NONE PROGRAM SUPPORT	PUBLIC CHARITY	11,400.
OUR FRIENDS PLACE 52501 OAK LAWN AVE, STE 500 DALLAS, TX 75219	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
PEGASUS MUSIC SOCIETY PO BOX 600227 DALLAS, TX 75360	NONE PROGRAM SUPPORT	PUBLIC CHARITY	3,000.
PLANNED PARENTHOOD OF DALLAS & NORTH TEXAS, INC 7424 GREENVILLE AVE, STE 206 DALLAS, TX 75231	NONE PROGRAM SUPPORT	PUBLIC CHARITY	25,000.
PURPLE FOUNDATION INCORPORATED 4335 TRAVIS STREET DALLAS, TX 75205-4451	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,500.

RESOURCE CENTER OF DALLAS, INC. PO BOX 190869 DALLAS, TX 75219-0869	NONE PROGRAM SUPPORT	PUBLIC CHARITY	20,000.
RISE SCHOOL OF DALLAS, INC 103 PASCAL LANE AUSTIN, TX 75746	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
ROBERT S HYER ELEMENTARY 3920 CARUTH BLVD DALLAS, TX 75226	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
RONALD MCDONALD HOUSE OF DALLAS, INC. 5641 SOUTHERN MEDICAL AVE DALLAS, TX 75235-0726	NONE PROGRAM SUPPORT	PUBLIC CHARITY	25,000.
SALESMANSHIP CLUB OF DALLAS 400 SOUTH HOUSTON STREET, STE 350 DALLAS, TX 75202	NONE PROGRAM SUPPORT	PUBLIC CHARITY	50,000.
SALESMANSHIP CLUB OF DALLAS UNION STATION NO 350 400 SOUTH ZANG BLVD DALLAS, TX 75208-6642	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
SENIOR CITIZENS OF GREATER DALLAS, INC 3910 HARRY HINES BLVD DALLAS, TX 75219	NONE PROGRAM SUPPORT	PUBLIC CHARITY	53,615.
SHAKESPEARE FESTIVAL OF DALLAS 3630 HARRY HINES BLVD, STE 400 DALLAS, TX 75219	NONE PROGRAM SUPPORT	PUBLIC CHARITY	3,000.
SPECIAL CAMPS FOR SPECIAL KIDS 2824 SWISS AVENUE DALLAS, TX 75204	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,500.
STONEWALL GARDENS AND OUTDOOR SCIENCE LAB 5828 MOCKINGBIRD LANE DALLAS, TX 75206	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.

TACA, INC. 3878 OAK LAWN, STE 624 DALLAS, TX 75219	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,500.
TEXAS BALLET THEATER, INC. 6845 GREEN OAKS ROAD DALLAS, TX 76116	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,000.
TEXAS RAMP PROJECT PO BOX 832065 RICHARDSON, TX 75083-2065	NONE PROGRAM SUPPORT	PUBLIC CHARITY	500.
TEXAS SCOTTISH RITE HOSPITAL FOR CRIPPLED CHILDREN 2222 WELBORN STREET DALLAS, TX 75219	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
TEXAS WINDS MUSICAL OUTREACH, INC. 7038 HUNTERS RIDGE DR. DALLAS, TX 75248	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,500.
TEATRO HISPANO DE DALLAS 1331 RECORD CROSSING ROAD DALLAS, TX 75235-0726	NONE PROGRAM SUPPORT	PUBLIC CHARITY	6,000.
THEATRE ARLINGTON, INC 305 W MAIN STREET ARLINGTON, TX 76010	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,000.
UNIVERSITY OF TEXAS AT AUSTIN - MCCOMBS SCHOOL OF BUSINESS PO BOX 7727 AUSTIN, TX 78713-9953	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,000.
WOMENS AUXILIARY TO THE CHILDRENS MEDICAL CENTER 1935 MEDICAL DISTRICT DRIVE DALLAS, TX 75235	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
YMCA OF METROPOLITAN DALLAS 601 N AKARD ST DALLAS, TX 75201	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,000.

JEWEL CHARITY BALL 600 BAILEY AVENUE, STE A; PO BOX 9800 FORT WORTH, TX 76107	NONE PROGRAM SUPPORT	PUBLIC CHARITY	3,000.
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ZETA TAU ALPHA FRATERNITY 5312 QUAIL RUN STREET FORT WORTH, TX 76107	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
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COMMUNITIES FOUNDATION OF TEXAS 5500 CARUTH HAVEN LANE DALLAS, TX 75225	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,500.
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TOTAL TO FORM 990-PF, PART XV, LINE 3A

675,949.

Form 8868 (Rev. 1-2011)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of exempt organization THE BEN E. KEITH FOUNDATION	Employer identification number 75-6013955
File by the extended due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. C/O JPMORGAN CHASE BANK, NA; P.O. BOX 3038	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MILWAUKEE, WI 53201	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **JPMorgan Chase Bank NA**
Telephone No. **(817) 884-4159** 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 is for.
- 4 I request an additional 3-month extension of time until **MAY 15, 2011**
- 5 For calendar year , or other tax year beginning **JUL 1, 2009**, and ending **JUN 30, 2010**
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension

8a 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.	8a	\$	31,092.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	31,092.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature Title **CPA** Date **2/9/11**

Form 8868 (Rev. 1-2011)

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

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- 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 Form 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 THE BEN E. KEITH FOUNDATION R7688005	Employer identification number 75 6013955	
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O JPMORGAN CHASE BANK, N.A.; P.O. BOX 3038		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MILWAUKEE, WI 53201-3038		

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 ► **JPMORGAN CHASE BANK, NA; 420 THROCKMORTON, FORT WORTH, TX**

Telephone No. ► (**817**) **884-4159** 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 **2/15**, 20**11**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☐ calendar year 20 or
 ► ☒ tax year beginning **JULY 1**, 20 **09**, and ending **JUNE 30**, 20 **10**

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	\$	31092
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	\$	21092
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	\$	10000

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.

Cat No. 27916D

Form **8868** (Rev. 4-2009)