efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491308005111

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 07-01-2010 , and ending 06-30-2011

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

Name of foundation
THE BEN E KEITH FOUNDATION R76880005

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 BANKNAPO BOX
3038

Room/suite

B Telephone number (see page 10 of the instructions)
(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 ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 16,339,943

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	94	94		
	4	Dividends and interest from securities	550,683	550,621		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	718,637			
	b	Gross sales price for all assets on line 6a 5,747,058				
	7	Capital gain net income (from Part IV, line 2)		718,637		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	3,870	3,870		
	12	**Total.** Add lines 1 through 11	1,273,284	1,273,222		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	98,850	93,907		4,943
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	19,986	1,986		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	502	502		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	119,338	96,395		4,943
	25	Contributions, gifts, grants paid	749,350			749,350
	26	**Total expenses and disbursements.** Add lines 24 and 25	868,688	96,395		754,293
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	404,596			
	b	**Net investment income** (if negative, enter -0-)		1,176,827		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	41,187	-12,380	-12,380
2	Savings and temporary cash investments	228,912	229,180	229,180
3	Accounts receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
4	Pledges receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ ______ Less allowance for doubtful accounts ▶ ______			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	4,845,740	4,722,103	6,393,346
c	Investments—corporate bonds (attach schedule)	8,729,785	9,341,067	9,721,543
11	Investments—land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	5,254	6,754	8,254
14	Land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
15	Other assets (describe ▶ ______)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	13,850,878	14,286,724	16,339,943
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶ ______)			
23	**Total liabilities** (add lines 17 through 22)	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	13,175,648	13,611,494	
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** (see page 17 of the instructions)	13,850,878	14,286,724	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	13,850,878	14,286,724	

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	13,850,878
2	Enter amount from Part I, line 27a	2	404,596
3	Other increases not included in line 2 (itemize) ▶ ______	3	31,250
4	Add lines 1, 2, and 3	4	14,286,724
5	Decreases not included in line 2 (itemize) ▶ ______	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	14,286,724

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)
1 a	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAINS DIVIDENDS	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	5,739,787		5,028,421	711,366
b	7,271			7,271
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				711,366
b				7,271
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	718,637
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	680,044	14,818,742	0 045891
2008	784,417	13,846,458	0 056651
2007	815,478	16,347,323	0 049884
2006	753,408	16,867,524	0 044666
2005	676,992	15,562,994	0 043500

2	**Total** of line 1, column (d)	2	0 240592
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 048118
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	15,817,259
5	Multiply line 4 by line 3	5	761,095
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,768
7	Add lines 5 and 6	7	772,863
8	Enter qualifying distributions from Part XII, line 4	8	754,293

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ **(attach copy of 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	23,537
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	23,537
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	23,537
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	16,383		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	16,383
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	7,154
10	**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 2011 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
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.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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*	8b	Yes	
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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 page 20 of the instructions)	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶JPMORGAN CHASE BANK NA Telephone no ▶(214) 965-3336

Located at ▶2200 ROSS AVENUE DALLAS TX ZIP+4 ▶752012787

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 |

16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	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 2010?	1c		No
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2010?	4b		No

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)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JPMORGAN CHASE BANK NA PO BOX 3038 MILWAUKEE, WI 53201	TRUSTEE 5 00	98,850	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services	▶	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 (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
2	
All other program-related investments See page 24 of the instructions **3**	0
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	15,717,947
b	Average of monthly cash balances	1b	318,496
c	Fair market value of all other assets (see page 24 of the instructions)	1c	21,688
d	**Total** (add lines 1a, b, and c)	1d	16,058,131
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	16,058,131
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	240,872
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,817,259
6	**Minimum investment return.** Enter 5% of line 5	6	790,863

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	790,863
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 23,537		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	23,537
3	Distributable amount before adjustments Subtract line 2c from line 1	3	767,326
4	Recoveries of amounts treated as qualifying distributions	4	29,750
5	Add lines 3 and 4	5	797,076
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	797,076

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	754,293
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	754,293
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	754,293

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				797,076
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			721,600	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005.				
b From 2006.				
c From 2007.				
d From 2008.				
e From 2009.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 754,293				
a Applied to 2009, but not more than line 2a			721,600	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2010 distributable amount.				32,693
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2010 *(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 page 27 of the instructions . . .		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				764,383
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2006. . . .				
b Excess from 2007. . . .				
c Excess from 2008. . . .				
d Excess from 2009. . . .				
e Excess from 2010. . . .				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

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

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

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

WILLIAM S DYKEMAN JPMORGAN CHASE BA
2200 ROSS AVENUE
DALLAS,TX 752012787
(214) 965-3336

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data TableSee Additional Data Table				
Total . . . . ▶ **3a**				749,350
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	94	
4 Dividends and interest from securities			14	550,683	
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			15	3,870	
8 Gain or (loss) from sales of assets other than inventory			18	718,637	
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)		0		1,273,284	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,273,284

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | 2011-11-09 Date | Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
Firm's name		Firm's EIN	
Firm's address		Phone no	

TY 2010 All Other Program Related Investments Schedule

Name: THE BEN E KEITH FOUNDATION R76880005

EIN: 75-6013955

Category	Amount
N/A	0

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491308005111

TY 2010 Investments Corporate Bonds Schedule

Name: THE BEN E KEITH FOUNDATION R76880005

EIN: 75-6013955

Name of Bond	End of Year Book Value	End of Year Fair Market Value
HARBOR HIGH YIELD BOND FUND - INS - 42984 SHS	456,920	471,534
JPM CORE BOND FD - ULTRA FUND 3900 3.17% - 548927.061 SHS	6,040,761	6,345,597
JPM HIGH YIELD FD - SEL FUND 3580 8.21% - 84650.619 SHS	644,721	694,135
JPM CORE PLUS BOND FD - SEL FUND 3122 4.42% - 143558.282 SHS	1,170,000	1,177,178
DREYFUS/LAUREL FDS TR PRM EMRGN MK I - 11713.521 SHS	175,000	176,874
JPM STR INC OPP FD FUND 3844 2.64% - 25749.408 SHS	303,665	306,933
JPMORGAN TR I FLOAT RATE INC 3.86% - 55652.707 SHS	550,000	549,292

TY 2010 Investments Corporate Stock Schedule

Name: THE BEN E KEITH FOUNDATION R76880005

EIN: 75-6013955

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN CENTURY 3 INCOME FUND (FUND 123) - 26737.968 SHS	150,000	199,465
GENERAL ELECTRIC CO - 0 SHS	0	0
JOHNSON CONTROLS INC - 0 SHS	0	0
NIKE INC B - 0 SHS	0	0
OCCIDENTAL PETROLEUM CORP - 0 SHS	0	0
PROFESSIONALLY MANAGED PORTFOLIOS THE OSTERWEIS FUND - 12603.529 SHS	350,000	357,058
SCHLUMBERGER LTD - 0 SHS	0	0
CONSTELLATION ENERGY GROUP INC - 0 SHS	0	0
ISHARES RUSSELL 1000 GROWTH INDEX FUND - 3658 SHS	130,844	222,699
COACH INC - 0 SHS	0	0
FLUOR CORP - 0 SHS	0	0
ISHARES COHEN & STEERS REALTY MAJORS INDEX FUND - 12900 SHS	340,964	935,379
ISHARES RUSSELL MIDCAP INDEX FUND - 4877 SHS	261,743	533,251
CULLEN HIGH DIVIDEND 3 FUND - 80193.287 SHS	1,000,000	1,020,861
JPM MID CAP 3 FD - SEL FUND 689 - 6038.059 SHS	153,065	189,354
JPM INTL VALUE FD - SEL FUND 1296 - 48430.013 SHS	517,424	687,706
CBS CORP CLASS B W/I - 0 SHS	0	0
MANNING & NAPIER FUND INC WORLD OPPORTUNITIES SERIES FUND - 40587.855 SHS	249,333	373,002
EATON VANCE MUT FDS TR GLOBAL MACRO - I - 40473.84 SHS	410,000	411,214
GATEWAY FUND - Y - 15603.833 SHS	410,000	413,658
MERCK AND CO INC - 0 SHS	0	0
MATTHEWS PACIFIC TIGER INSTL FUND - 35126.042 SHS	551,230	849,699
HSBC MARKET PLUS SPX 12/31/12 70% 200000 SHS	197,500	200,000

TY 2010 Investments - Other Schedule

Name: THE BEN E KEITH FOUNDATION R76880005

EIN: 75-6013955

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
.50086300 MI IN SEC 78, BLK D, CCSD & RGNG RR CO SVY, UPTON CO TX M.I. 100 S	AT COST	1	1
160 AC IN WILCOX & FINLEY SVY, A-553 & 119, EASTLAND CNTY, TX ROY. INT 100 S	AT 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	AT COST	1	1
TR 2&12 YORK SVY EASTLAND, TX & M. I. IN JOHN YORK SUR. ROYALTY INT - 100 SH	AT COST	1	1
BEN E KEITH CO DTD 4/5/66 % .01 ANN. MAT 1/1/50 UNSEC'D PERS LN-100 SHS	AT COST	6,300	7,050
GASTON HALLAM DTD 9/30/65 % .01 ANN MAT 12/31/69 UNSCD PERS LN-100 SHS	AT COST	450	1,200

TY 2010 Other Expenses Schedule

Name: THE BEN E KEITH FOUNDATION R76880005

EIN: 75-6013955

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MINERAL FEE	500	500		0
DEPOSITARY SERVICE FEE	2	2		0

TY 2010 Other Income Schedule

Name: THE BEN E KEITH FOUNDATION R76880005

EIN: 75-6013955

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	3,870	3,870	3,870

TY 2010 Other Increases Schedule

Name: THE BEN E KEITH FOUNDATION R76880005

EIN: 75-6013955

Description	Amount
ADJUSTMENT TO CARRYING VALUE/BASIS	1,500
RETURN OF UNUSED FUNDS / RECOVERY	29,750

TY 2010 Taxes Schedule

Name: THE BEN E KEITH FOUNDATION R76880005

EIN: 75-6013955

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	1,707	1,707		0
MINERAL PRODUCTIONS TAX	70	70		0
MINERAL AD VALOREM TAX	209	209		0
EXCISE TAXES PAID - PY EXTENSION	10,000	0		0
EXCISE TAXES PAID - ESTIMATES	8,000	0		0

Additional Data

Software ID:
Software Version:
EIN: 75-6013955
Name: THE BEN E KEITH FOUNDATION R76880005

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AFRICAN AMERICAN MUSEUM PO BOX 150153 DALLAS,TX 75315	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,000
AMERICAN RED CROSS CHISHOLM TRAIL CHAPTER 1515 S SYVANIA AVENUE FORT WORTH,TX 76111	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,500
ANITA N MARTINEZ BALLET FOLKORIC INC 4422 LIVE OAK DALLAS,TX 75204	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,000
ARLINGTON MUSEUM OF ART 201 WEST MAIN STREET ARLINGTON,TX 76010	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	3,000
BASTROP COUNTY HISTORICAL SOCIETY INC PO BOX 1832 BASTROP,TX 78602	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	12,500
BIG BROTHERS BIG SISTERS OF NORTH TEXAS 450 E JOHN CARPENTER FREEWAY IRVING,TX 75062	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000
BOYS & GIRLS CLUBS OF ARLINGTON INC 608 N ELM STREET ARLINGTON,TX 76011	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500
CHILD STUDY CENTER 1300 W LANCASTER FORT WORTH,TX 76102	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000
CHILDREN'S MEDICAL FOUNDATION 2777 N STEMMONS STE 700 DALLAS,TX 752072230	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	3,500
CHINATI FOUNDATION PO BOX 1135 MARFA,TX 79842	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500
COMMUNITIES FOUNDATION OF TEXAS 5500 CARUTH HAVEN LANE DALLAS,TX 75225	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000
COMMUNITIES IN SCHOOLS DALLAS REGION 8700 N STEMMONS FREEWAY SUITE 125 DALLAS,TX 75247	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000
DALLAS ARBORETUM & BOTANICAL SOCIETY INC 8617 GARLAND ROAD DALLAS,TX 75218	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,300
DALLAS BLACK DANCE THEATRE PO BOX 131290 DALLAS,TX 75313	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,000
DALLAS CENTER FOR THE PERFORMING ARTS FOUNDATION INC 2106 BOLL STREET DALLAS,TX 75204	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,600
Total . . . . ▶ 3a				749,350

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
DALLAS CONTEMPORARY 2801 SWISS AVENUE DALLAS, TX 75204	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	6,000
DALLAS MUSEUM OF ART 1717 N HARWOOD DALLAS, TX 75201	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	31,000
DALLAS OPERA 8350 N CENTRAL EXPWY STE 210 DALLAS, TX 75206	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	3,000
DALLAS SYMPHONY ASSOCIATION INC 2301 FLORA STREET STE 300 DALLAS, TX 75201	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	31,000
DALLAS THEATER CENTER 3636 TURTLE CREEK BLVD DALLAS, TX 75219	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	3,000
DALLAS WIND SYMPHONY PO BOX 595026 DALLAS, TX 75359	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,000
DALLAS ZOOLOGICAL SOCIETY 650 SOUTH R L THORTON FRWY DALLAS, TX 75203	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	7,000
DEEP ELLUM THEATRE GROUP 3100 MAIN STREET 16 DALLAS, TX 75226	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,000
DOWN SYNDROME PARTNERSHIP OF TARRANT COUNTY INC 1300 W LANCASTER SUITE 227 FORT WORTH, TX 76102	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,500
EDUCATIONAL FOUNDATION FOR HIGHLAND PARK I S D 4201 GRASSMERE LANE DALLAS, TX 75205	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	12,500
FIELD SCOVELL SCHOLARSHIP FOUNDATION 2430 S PARKWAY BLVD MESQUITE, TX 75149	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000
FINE ARTS CHAMBER PLAYERS 3630 HARRY HINES BLVD DALLAS, TX 752193201	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	3,000
FOOD SALES ASSOCIATION - SCHOLARSHIP PROGRAM 1428 CHASE OAKS DRIVE KELLER, TX 76248	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000
FORT WORTH MUSEUM OF SCIENCE AND HISTORY 1600 GENDY STREET FORT WORTH, TX 76107	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000
FRIENDS OF FAIR PARK INC PO BOX 150248 DALLAS, TX 75315	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,750
Total . . . . ▶ **3a**				749,350

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FRIENDS OF THE HIGHLAND PARK LIBRARY 4700 DREXEL DR DALLAS,TX 752053193	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	500
FRIENDS OF THE KATY TRAIL INC 3523 MCKINNEY AVE PO BOX 441 DALLAS,TX 75204	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000
GOOD SHEPHERD EPISCOPAL SCHOOL 11110 MIDWAY DALLAS,TX 75229	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000
GOODWILL INDUSTRIES OF DALLAS INC 3020 N WESTMORELAND ROAD DALLAS,TX 75212	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000
GRACE FLIGHT OF AMERICA INC 4310 AMELIA EARHART DRIVE ADDISON,TX 75001	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,600
GREATER DALLAS COUNCIL ON ALCOHOL AND DRUG ABUSE 4525 LEMMON AVENUE 300 DALLAS,TX 75219	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,500
GREATER DALLAS YOUTH ORCHESTRA 3630 HARRY HINES BLVD DALLAS,TX 75219	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,000
JUBILEE PARK AND COMMUNITY CENTER CORPORATION 907 BANK ST DALLAS,TX 75223	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,500
MISSION ARLINGTON 210 W SOUTH STREET ARLINGTON,TX 76010	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,000
MODERN ART MUSEUM OF FORT WORTH 3200 DARNELL STREET FORT WORTH,TX 76107	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000
MUSCULAR DYSTROPHY ASSOCIATION 8341 OFFICE PARK DRIVE D GRAND BLANC,MI 48439	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,500
MUSEUM OF NATURE AND SCIENCE PO BOX 151469 DALLAS,TX 75315	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	3,500
NEIGHBORS UNITED FOR QUALITY EDUCATION INC 924 WAYNE STREET DALLAS,TX 75223	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000
NORTHWOOD WOMANS CLUB CHARITABLE FUND 5509 BENTGREEN DR DALLAS,TX 75248	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,300
OAKRIDGE SCHOOL INC 5900 WEST PIONEER PARKWAY ARLINGTON,TX 76013	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,300
Total . . . . ▶ 3a				749,350

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
PEGASUS MUSIC SOCIETY PO BOX 600227 DALLAS,TX 75360	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	3,000
PERFORMING ARTS FORT WORTH INC 330 EAST 4TH STREET FORT WORTH,TX 76102	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500
PLANNED PARENTHOOD OF DALLAS & NORTH TEXAS INC 7424 GREENVILLE AVE STE 206 DALLAS,TX 75231	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000
RESOURCE CENTER OF DALLAS INC PO BOX 190869 DALLAS,TX 752190869	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	20,000
RISE SCHOOL OF DALLAS INC 5923 ROYAL LANE DALLAS,TX 75230	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000
ROBERT S HYER ELEMENTARY 3920 CARUTH BLVD DALLAS,TX 75226	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000
RONALD MCDONALD HOUSE OF DALLAS INC 5641 SOUTHERN MEDICAL AVE DALLAS,TX 752350726	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000
SM WRIGHT FOUNDATION 100 NORTH CENTRAL EXPWAY 400-11 DALLAS,TX 75201	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	15,000
SALESMANSHIP CLUB CHARITABLE GOLF OF DALLAS INC 106 E 10TH ST SUITE 200 DALLAS,TX 752032296	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	11,000
SALESMANSHIP CLUB OF DALLAS 400 SOUTH HOUSTON STREET STE 350 DALLAS,TX 75202	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000
SENIOR CITIZENS OF GREATER DALLAS INC 3910 HARRY HINES BLVD DALLAS,TX 75219	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	60,000
SHAKESPEARE FESTIVAL OF DALLAS 3630 HARRY HINES BLVD STE 400 DALLAS,TX 75219	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	9,800
SPECIAL CAMPS FOR SPECIAL KIDS 2824 SWISS AVENUE DALLAS,TX 75204	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500
TACA INC 3878 OAK LAWN STE 624 DALLAS,TX 75219	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500
TEXAS BALLET THEATER INC 6845 GREEN OAKS ROAD DALLAS,TX 76116	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,000
Total . . . . ▶ **3a**				749,350

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
TEXAS GOLF ASSOCIATION FOUNDATION 2909 COLE AVENUE SUITE 305 DALLAS,TX 75204	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000
TEXAS RAMP PROJECT PO BOX 832065 RICHARDSON,TX 750832065	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,000
TEXAS SCOTTISH RITE HOSPITAL FOR CRIPPLED CHILDREN 2222 WELBORN STREET DALLAS,TX 75219	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	15,000
TEXAS WINDS MUSICAL OUTREACH INC 7038 HUNTERS RIDGE DR DALLAS,TX 75248	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,500
THEATRE ARLINGTON INC 305 W MAIN STREET ARLINGTON,TX 76010	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,700
UNIVERISTY OF TEXAS SYSTEM UT TELECAMPUS 702 COLORADO STREET AUITE 4100 AUSTIN,TX 78701	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	12,500
UNIVERSITY OF TEXAS AT AUSTIN COLLE PO BOX 7727 AUSTIN,TX 787121080	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,000
YMCA OF METROPOLITAN DALLAS 601 N AKARD ST DALLAS,TX 75201	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	21,000
YOUNG LIFE 11300 N CENTRAL EXPY 600 DALLAS,TX 752436714	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,500
ZETA TAU ALPHA FRATERNITY 5312 QUAIL RUN STREET FORT WORTH,TX 76107	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000
Total . . . . ▶ **3a**				749,350