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

2010

Department of the Treasury
 Internal Revenue Service

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

For calendar year 2010, or tax year beginning AUG 1, 2010, and ending JULY 31, 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: KEATING FOUNDATION A Employer identification number: 36-6124669
 Number and street (or P.O. box number if mail is not delivered to street address): 3N740 OAKLEAF DR Room/suite: _____ B Telephone number (see page 10 of the instructions): 803-979-9777
 City or town, state, and ZIP code: BENSONVILLE, TN 37025
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) ▶ \$ 354,838 **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 <input type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 27,227 | 27,227 | 27,227 | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | (13,398) | | | |
| | b Gross sales price for all assets on line 6a | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | -0- | | |
| | 8 Net short-term capital gain | | | -0- | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| b Less: Cost of goods sold | | | | | |
| c Gross profit or (loss) (attach schedule) | | | | | |
| 11 Other income (attach schedule) | | | | | |
| 12 Total. Add lines 1 through 11 | 13,829 | 27,227 | 27,227 | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) | 520 | 520 | 520 | 520 |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see page 14 of the instructions) | 708.27 | 527 | 527 | 527 |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | 15 | 15 | 15 | 15 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 1,062 | 1,062 | 1,062 | 1,062 |
| | 25 Contributions, gifts, grants paid | 15,215 | | | 15,215 |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 16,277 | 1,062 | 1,062 | 16,277 | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | (2,448) | | | | |
| b Net investment income (if negative, enter -0-) | | 26,165 | | | |
| c Adjusted net income (if negative, enter -0-) | | | 26,165 | | |

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.) | | | |
|-----------------------------|---|--|----------------|-----------------------|---------|
| | | Beginning of year | End of year | | |
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | |
| Assets | 1 | Cash—non-interest-bearing | 30,642 | 52,779 | 52,779 |
| | 2 | Savings and temporary cash investments | | | |
| | 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) | 329,189 | 304,604 | 302,059 |
| | b | Investments—corporate stock (attach schedule) | | | |
| | c | Investments—corporate bonds (attach schedule) | | | |
| | 11 | Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶ | | | |
| | 12 | Investments—mortgage loans | | | |
| | 13 | Investments—other (attach schedule) | | | |
| | 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) | 359,831 | 357,383 | 354,838 | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶ _____) | | | |
| | 23 | Total liabilities (add lines 17 through 22) | | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input type="checkbox"/> and complete lines 27 through 31. | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | |
| 30 | Total net assets or fund balances (see page 17 of the instructions) | 359,831 | | | |
| 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 359,831 | 357,383 | | |

| 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 | 359,831 |
| 2 | Enter amount from Part I, line 27a | 2 | (2,448) |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | |
| 5 | Decreases not included in line 2 (itemize) ▶ _____ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 357,383 |

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 | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | |
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | |
| (j) FMV as of 12/31/69 | (k) Adjusted basis as of 12/31/69 | (l) Excess of col. (j) over col. (k), if any | | |
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| 2 | Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | 2 | (13,398) |
| 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 | (14,427) |

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 | | | |
| 2008 | | | |
| 2007 | | | |
| 2006 | | | |
| 2005 | | | |

| | | | |
|---|---|---|--|
| 2 | Total of line 1, column (d) | 2 | |
| 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 | |
| 4 | Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | 4 | |
| 5 | Multiply line 4 by line 3 | 5 | |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | |
| 7 | Add lines 5 and 6 | 7 | |
| 8 | Enter qualifying distributions from Part XII, line 4 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. | 8 | |

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b | | | |
| 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-) | | 523 | |
| 3 | Add lines 1 and 2 | | | |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | | |
| 6 | Credits/Payments: | | | |
| a | 2010 estimated tax payments and 2009 overpayment credited to 2010 | 6a | | |
| 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 | | |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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 | | |
| 11 | Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|----|-----|-----|
| 1a | | X |
| 1b | | X |
| 1c | | X |
| 2 | | X |
| 3 | | X |
| 4a | | X |
| 4b | | N/A |
| 5 | | X |
| 6 | N/A | |
| 7 | X | |
| 8a | | |
| 8b | X | |
| 9 | | X |
| 10 | | X |

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 | | 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 ▶ | 13 | X | |
| 14 | The books are in care of ▶ <u>WILLIAM HEARING</u> Telephone no. ▶ <u>773-791-2966</u> Located at ▶ <u>3859 MOUNT BEVELAN ROAD, SHELLY FORD, ALA</u> ZIP+4 ▶ <u>28673</u> | | | |
| 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 ▶ <u>15</u> | | | <input type="checkbox"/> |
| 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? 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 ▶ | 16 | Yes | No X |

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 22 of the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | 1b | N/A |
| 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 | 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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input type="checkbox"/> 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 22 of the instructions.) | 2b | X |
| 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 | N/A |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? | 4b | X |

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)? Organizations relying on a current notice regarding disaster assistance check here **5b** N/A
- 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? Yes No
If "Yes" to 6b, file Form 8870. **6b**
- 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? Yes No **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 |
|---|---|---|---|---------------------------------------|
| RICHARD KEATINGE III 1092 SIZEMORE BLVD SC 29803 | Pres 1hr | -0- | -0- | -0- |
| MARLENE KEATINGE 1092 SIZEMORE BLVD SC 29803 | VP 1hr | -0- | -0- | -0- |
| THOMAS KEATINGE 3274 OAKLEAF DR PENNINGTON S.C. 29828 | Treas 1hr | -0- | -0- | -0- |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| No Compensation | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | | ▶ |

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 | |
| | |
| 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 | |
| | |
| 2 | |
| | |
| 3 All other program-related investments See page 24 of the instructions | |
| | |
| Total. Add lines 1 through 3 | ▶ |

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

| | | | |
|----------|---|-----------|---------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 310,000 |
| b | Average of monthly cash balances | 1b | 35,000 |
| c | Fair market value of all other assets (see page 25 of the instructions) | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 345,000 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 315,000 |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 5,125 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 339,825 |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 16,991 |

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 | 16,991 |
| 2a | Tax on investment income for 2010 from Part VI, line 5 | 2a | 523 |
| b | Income tax for 2010. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 16,468 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 16,468 |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 16,468 |

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 | 16,277 |
| b | Program-related investments—total from Part IX-B | 1b | |
| 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 | 16,277 |
| 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 | |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 16,277 |

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 | | | | 16,468 |
| 2 Undistributed income, if any, as of the end of 2010: | | | | |
| a Enter amount for 2009 only | | | | |
| b Total for prior years: 20____, 20____, 20____ | | | | |
| 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 | | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ <u>16,277</u> | | | | |
| a Applied to 2009, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required—see page 26 of the instructions) | | | | |
| c Treated as distributions out of corpus (Election required—see page 26 of the instructions) | | | | |
| d Applied to 2010 distributable amount | | | | |
| e Remaining amount distributed out of corpus | | | | |
| 5 Excess distributions carryover applied to 2010 (if an amount appears in column (d), the same amount must be shown in column (a).) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions | | | | |
| e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions | | | | |
| f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | | | | |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) | | | | |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a | | | | |
| 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 foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

| | Tax year | | | | (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 foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|----------------------------------|--------|
| a Paid during the year | | | | |
| ST. THOMAS CHURCH 125 PENDLETON ST., SW Aiken, SC 29802 | | | Charitable | 6,320 |
| York Place 234 Kings Mountain St Aiken, SC 29801 | | | Charitable | 500 |
| Golden Harvest Food Bank 15 W. Cypress Ave. Aiken, SC 29801 | | | Charitable | 780 |
| Aiken Inc 340 Park Ave Aiken, SC 29801 | | | Charitable | 911 |
| Edwin Peacock Heritage Foundation 211 Massachusetts Ave NE Washington DC 20077 | | | Charitable | 300 |

Total **3a**

| | | | | |
|-------------------------------|--|--|--|-----------|
| b Approved for future payment | | | | |
| Total | | | | 3b |

8,800

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 | | | | |
| JANELLE MARSHALL | | | | 300 |
| COLUMBIA MUSEUM OF ART | | | | 65 |
| KATYDID DRIVING LLC | | | | 100 |
| AIKEN COUNTRY PONY CLUB | | | | 100 |
| WASHINGTON NATIONAL COLLEGE | | | | 500 |
| Total | | | | 3a |
| b Approved for future payment | | | | |
| | | | | |
| Total | | | | 3b |

1062

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 | | | | |
| Laurels of Lowndes PO Box 587 Unionville, Pa 19376 | | | Charity | 500 |
| Hitchcock Woods Foundation P.O. Box 1702 Aiken, SC 29802 | | | Charity | 100 |
| Mercedes Star Youth Services Center 1111 Magnolia Bluff Way SW Doris, GA 31501 | | | Charity | 2,500 |
| National Parks Conservation Association 777 6th St NW Washington DC 20001 | | | Charity | 100 |
| Culinary Institute of America 1946 Campus Dr Hyde Park NY 12538 | | | Charity | 700 |
| SHH's Alumni Association Scholarship Fund Hagerstown, Pa | | | Charity | 100 |
| Total | | | | 3a |
| b Approved for future payment | | | | |
| Total | | | | 3b |

1700

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 | | | | |
| ANGELMAN SYNDROME FOUNDATION 4622 PASSEO DE LOS TORTUGAS TORRANCE, CO | | | CHARITABLE | 800 |
| CARNEGIE MUSEUM OF PITTSBURGH 4400 FORBES AVE. PITTSBURGH PA 15213-4050 | | | CHARITABLE | 200 |
| EAST AIDEN HEALTH CENTER 1847 HATCHWAY RD AIDEN SC 29805 | | | CHARITABLE | 1000 |
| AMERICAN CANCER SOCIETY 2011 BELMONT BLVD 1114 N. ARLINGTON HTS. ARLINGTON HTS., IL 60007 | | | CHARITABLE | 100 |
| RICHARD TEMPLE USAF - WORLD CHAMPIONSHIPS 494 PINE ACRES RD AIDEN, SC 29856 | | | CHARITABLE | 300 |
| Total | | | | 3a |
| b Approved for future payment | | | | |
| Total | | | | 3b |

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 |
|--|---|--------------------------------|-------------------------------------|------------------------|
| <p><i>a Paid during the year</i></p> <p>Wayland Academy 101 University Ave Beaver Dam, VA 23916-2113</p> <p>Harvey Labasse 1206 Nelson Lane Arlingville, Va. 20103</p> | | | <p>CHARITABLE</p> <p>CHARITABLE</p> | <p>500</p> <p>1000</p> |
| Total | | | | 3a 1500 |
| b Approved for future payment | | | | |
| Total | | | | 3b |

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

- 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?
- | | Yes | No |
|---|-------|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) Cash | 1a(1) | |
| (2) Other assets | 1a(2) | |
| b Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | |
| (4) Reimbursement arrangements | 1b(4) | |
| (5) Loans or loan guarantees | 1b(5) | |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | |
- d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

Maureen Keating 10.01.11 TRUSTEE
 Signature of officer or trustee Date Title

Paid Preparer Use Only

| | | | | |
|---|---|-------------------------------|--|--------------------------|
| Print/Type preparer's name <u>Thomas Lopez</u> | Preparer's signature <i>Thomas Lopez</i> | Date <u>9-23-11</u> | Check <input checked="" type="checkbox"/> if self-employed | PTIN <u>P00852215</u> |
| Firm's name ▶ <u>Thomas Lopez</u> | | Firm's EIN ▶ | | |
| Firm's address ▶ <u>3274 Danville St</u> | | Phone no. <u>630-530-2099</u> | | |

DANVILLE, IL 60106

KEATING FOUNDATION 36-6124669
 JULY 31, 2011

| | | |
|-------------|----------|------|
| | Initials | Date |
| Prepared By | | |
| Approved By | | |

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1 2 3 4

Part II

| | BOOK VALUE 7-31-10 | BOOK VALUE 7-31-11 | MARKET VALUE 7-31-11 |
|---------------------|-----------------------|-----------------------|-------------------------|
| CASH | 30672 | 52779 | 52779 |
| American Capital | - | 14103 | 13960 |
| B.P. PONDHURST BAY | 18002 | 41663 | 44804 |
| CAPSTRAD | 11707 | 11707 | 12670 |
| CHENING | 21874 | 20208 | 18010 |
| CONSOLIDATED | 9535 | 9005 | 9010 |
| FORD | 27300 | 4175 | 42840 |
| FRONTIER | | 8065 | 7490 |
| ORACLE | | 31530 | 30880 |
| RESOURCES | | 12940 | 11900 |
| VECTOR GROUP | 71005 | 71005 | 88085 |
| Block Book | 2680 | 2680 | 3950 |
| CALAMUS | - | 8660 | 6200 |
| CHENING | - | 5833 | 5805 |
| RENO | | | |
| ALLIAD IRISH BANK | 4100 | | |
| AN WORTH MORTGAGES | 6790 | | |
| EASTMAN KODAK | 4518 | | |
| HONEYWELL | 5516 | | |
| KHR | 25656 | | |
| MCLEOD | 6005 | | |
| PAGE | 2036 | | |
| PROVIDENT | 10771 | | |
| ZWISG | 41066 | | |
| FRIZEL | 7175 | | |
| PENWEST | 29440 | | |
| TELEFONIA | 9500 | | |
| | 359831 | 357383 | 364838 |
| Part I Line 16 B | | | |
| - ACCOUNTING FEES | | | |
| - PREPARING 990-PF | 520 | | |
| LINE 18 FED TAXES | | | |
| - FOR 2010 - 990-PF | 527 | | |
| LINE 23 | | | |
| ILL FRANCHISE TAX | 15 | | |

P. 6A

OTHER DIRECTORS

RICHARD T. KEATING IV TRUSTEE / HONOR
P.O. Box 176
NEW WILMINGTON, Pa 16122-1414

| C | D | E |
|-----|-----|-----|
| -0- | -0- | -0- |

WILLIAM KEATING TRUSTEE / HONOR
3859 MOUNT BEULAH RD. SUGAR HILL
FORD, NC 28673

| | | |
|-----|-----|-----|
| -0- | -0- | -0- |
|-----|-----|-----|

KEATING FOUNDATION

PART IV

| DESCRIPTION | HOW ACQUIRED | DATE ACQUIRED | DATE SOLD | GROSS SALES PRICE | COST | CO. (701- or Cost) |
|---------------------|--------------|---------------|-----------|-------------------|--------|--------------------|
| 2000 SHARES PFIZER | P | 12-6-10 | 12-22-10 | 34800 | 37,020 | 780 |
| 200 FS NETS | P | 1-19-11 | 1-21-11 | 22,149 | 27,646 | (5,497) |
| 200 CHERKEL | P | 1-3-11 | 1-10-11 | 4,520 | 3,544 | 976 |
| 1000 VET INDUSTRIAL | P | 1-3-11 | 1-19-11 | 10,123 | 9,700 | 423 |
| 100 APPLE | P | 1-18-11 | 2-7-11 | 35,231 | 33,634 | 1,597 |
| 500 ORACLE | P | 3-24-11 | 3-25-11 | 16,555 | 16,050 | 505 |
| 1200 PROUMENT | P | 4-20-11 | 5-27-11 | 11,004 | 10,770 | 234 |
| 420 ZENITH | P | 1-2-11 | 6-28-11 | 1,720 | 1,050 | (130) |
| 200 RESEARCH IN MOT | P | 3-20-11 | 6-10-11 | 7,373 | 12,860 | (5,487) |
| 7000 ADVERTIX | P | 7-13-11 | 7-14-11 | 24,501 | 23,933 | 568 |
| 6000 EASTMAN KODAK | P | 7-1-11 | 7-11-11 | 16,991 | 26,610 | (9,619) |
| 5000 LIBERTY STONES | P | 7-3-11 | 7-6-11 | 3,642 | 2,200 | 1,442 |
| 9 CALLS FS NETWORK | P | 2-19-11 | 2-20-11 | 900 | 10 | 890 |
| 1000 ANWORTH | P | 8-17-10 | 5-27-11 | 7,232 | 6,910 | 322 |
| 1000 ALLIED FARMER | P | 4-22-10 | 9-8-10 | 1,960 | 4,090 | (2,130) |
| 1000 REGION | P | 8-24-10 | 9-14-10 | 7,091 | 6,580 | 511 |
| 400 PFIZER | P | 2-8-10 | 9-24-10 | 6,960 | 7,172 | (212) |
| 700 PFIZER | P | 9-13-10 | 9-24-10 | 12,180 | 11,984 | 196 |
| 1000 PFIZER | P | 9-29-10 | 10-7-10 | 17,334 | 17,220 | 114 |
| 30 CALLS EASTM | P | 6-30-11 | 7-5-11 | 450 | 30 | 420 |

SHAWN TERRY

242,416 255,542 (14,127)

Part IV Loss Team

| Description | How Acquired | Date Acquired | Date Sold | Quantity | Price (\$) | Gain/Loss (\$) |
|--------------------------------|--------------|---------------|-----------|----------|------------|----------------|
| 1018 PennWest | P | 8-22-07 | 9-8-11 | 28,832 | 29,445 | (1,083) |
| 1000 TEL OFFSHORE | P | 4-20-07 | 4-5-11 | 6000 | 21,000 | (7,000) |
| 7300 Shell | P | 4-5-07 | 6-28-11 | 24,336 | 39,499 | (15,163) |
| 5000 McLeod | P | 6-3-03 | 9-16-10 | 1 | 6,000 | (2,014) |
| 1000 Anworth | P | 4-29-09 | 5-27-11 | 7,232 | 6,990 | 442 |
| 2000 IFR | P | 5-12-03 | 11-2-10 | 17,284 | 21,060 | (3,076) |
| 146 Paet | P | 11-14-02 | 12-8-10 | 1/25 | 2,000 | (912) |
| 1500 Chienier | P | 12-18-00 | 1-8-11 | 52,900 | 18,060 | 15,040 |
| 1000 | P | 1-2-05 | 1-19-11 | 51,433 | 5,516 | (23) |
| 1000 | P | | | | | 167 |
| Loss Team | | | | 170,570 | 169,840 | 730 |
| Short Term | | | | 242,416 | 256,543 | (14,127) |
| Total Loss Team and Short Term | | | | 412,986 | 426,383 | (13,397) |