Form **990-PF** | **Return of Private Foundation** or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation | OMB No 1545-0052 **2012**

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

Open to Public Inspection

For calendar year 2012 or tax year beginning 07/01 , 2012, and ending 06/30, 20 13

Name of foundation: BEN E KEITH FOUNDATION TRUST R76880005

A Employer identification number: 75-6013955

Number and street (or P O box number if mail is not delivered to street address) | Room/suite

10 S DEARBORN IL1-0117

B Telephone number (see instructions): 866- 888-5157

City or town, state, and ZIP code: CHICAGO, IL 60603

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 16,222,665.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	431,467.	431,467.		STMT 1
	5a Gross rents	NONE	NONE	NONE	
	b Net rental income or (loss) NONE				
	6a Net gain or (loss) from sale of assets not on line 10	1,048,762.			
	b Gross sales price for all assets on line 6a 7,122,024.				
	7 Capital gain net income (from Part IV, line 2)		1,048,762.		
	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)	15,784.	15,784.		STMT 2
	12 **Total** Add lines 1 through 11	1,496,013.	1,496,013.	NONE	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	99,701.	74,776.		24,925.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	12,902.	1,902.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 4	1,218.	1,218.		
	24 **Total operating and administrative expenses** Add lines 13 through 23	113,821.	77,896.	NONE	24,925.
	25 Contributions, gifts, grants paid	855,295.			855,295.
	26 Total expenses and disbursements Add lines 24 and 25	969,116.	77,896.	NONE	880,220.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	526,897.			
	b **Net investment income** (if negative, enter -0-)		1,418,117.		
	c **Adjusted net income** (if negative, enter -0-)			NONE	

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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			
2	Savings and temporary cash investments	254,220.	731,897.	731,897.
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 instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)	5,137,574.	4,301,010.	5,276,450.
c	Investments - corporate bonds (attach schedule)	8,923,333.	7,250,634.	7,299,533.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)	NONE	2,646,111.	2,906,535.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	1.	6,750.	8,250.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	14,315,128.	14,936,402.	16,222,665.
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)		NONE	
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	14,315,128.	14,936,402.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	NONE		
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	14,315,128.	14,936,402.	
31	**Total liabilities and net assets/fund balances** (see instructions)	14,315,128.	14,936,402.	

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	14,315,128.
2	Enter amount from Part I, line 27a	2	526,897.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	95,249.
4	Add lines 1, 2, and 3	4	14,937,274.
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUND INCOME TIMING DIFFERENCE	5	872.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,936,402.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
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	7,122,024.		6,073,179.	1,048,845.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				1,048,845.
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 | 1,048,845.

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 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 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))
2011	771,519.	15,746,966.	0.048995
2010	754,293.	15,817,259.	0.047688
2009	680,044.	14,818,742.	0.045891
2008	784,417.	13,846,458.	0.056651
2007	815,478.	1,634,732.	0.498845

2	**Total** of line 1, column (d)	2	0.698070
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	0.139614
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	16,231,603.
5	Multiply line 4 by line 3	5	2,266,159.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,181.
7	Add lines 5 and 6	7	2,280,340.
8	Enter qualifying distributions from Part XII, line 4	8	880,220.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [ ] and enter 1% of Part I, line 27b			1	28,362.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	28,362.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	NONE
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-			5	28,362.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12,926.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	29,655.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	42,581.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached			8	134.
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	14,085.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 14,085. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ____________ (2) On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see 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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ n/a

14 The books are in care of ▶ JPMorgan Chase Bank,NA Telephone no ▶ (866)888-5157

Located at ▶ 10 S DEARBORN ST. FL 21, CHICAGO, IL ZIP+4 ▶ 60605

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

			Yes	No
16	At any time during calendar year 2012, 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		X
	See 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 instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see 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. ▶ ____, ____, ____, ____			
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 2012 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 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 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 *If "Yes" to 6b, file Form 8870*		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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 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 10 S Dearborn St Fl 21, Chicago, IL 60603	trustee 40	100,775	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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 instructions) If none, enter "NONE "

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

Total number of others receiving over $50,000 for professional services ▶ NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	16,208,973.
b	Average of monthly cash balances	1b	222,892.
c	Fair market value of all other assets (see instructions)	1c	46,920.
d	**Total** (add lines 1a, b, and c)	1d	16,478,785.
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	16,478,785.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	247,182.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,231,603.
6	**Minimum investment return.** Enter 5% of line 5	6	811,580.

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

1	Minimum investment return from Part X, line 6			1	811,580.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	28,362.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	28,362.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	783,218.
4	Recoveries of amounts treated as qualifying distributions			4	88,500.
5	Add lines 3 and 4			5	871,718.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	871,718.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	880,220.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	880,220.
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 instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	880,220.

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 instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				871,718.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			763,590.	
b	Total for prior years 20____,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2012.				
a	From 2007 . . . . . . NONE				
b	From 2008 . . . . . . NONE				
c	From 2009 . . . . . . NONE				
d	From 2010 . . . . . . NONE				
e	From 2011 . . . . . . NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2012 from Part XII, line 4. ▶ $ 880,220.				
a	Applied to 2011, but not more than line 2a			763,590.	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				116,630.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				755,088.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9:				
a	Excess from 2008 . . . NONE				
b	Excess from 2009 . . . NONE				
c	Excess from 2010 . . . NONE				
d	Excess from 2011 . . . NONE				
e	Excess from 2012 . . . NONE				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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 STATEMENT 30				855,295.
Total . . . . . . ▶ 3a				855,295.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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					
4 Dividends and interest from securities			14	431,467.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property				NONE	
6 Net rental income or (loss) from personal property					
7 Other investment income			15	15,784.	
8 Gain or (loss) from sales of assets other than inventory			18	1,048,762.	
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)				1,496,013.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 1,496,013.

(See worksheet in line 13 instructions to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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

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

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

Anthony Ward | 02/28/2014 | Auth. Officer

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS	396,384.	396,384.
INTEREST	29,223.	29,223.
ORIGINAL ISSUE DISCOUNT INCOME	5,860.	5,860.
TOTAL	431,467.	431,467.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LEASE BONUS INCOME OIL AND GAS	14,024.	14,024.
OIL AND GAS ROYALTY INCOME	1,760.	1,760.
TOTALS	15,784.	15,784.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL ESTIMATES - INCOME	11,000.	
FOREIGN TAXES ON QUALIFIED FOR	1,720.	1,720.
FOREIGN TAXES ON NONQUALIFIED	182.	182.
TOTALS	12,902.	1,902.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MINERAL FEES	1,074.	1,074.
OIL AND GAS ROYALTY EXPENSES	144.	144.
TOTALS	1,218.	1,218.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
RETURNED CHARITABLE DISTRIBUTIONS PRIOR YEARS	88,500.
ADJUST BEGINNING TAX COST	6,749.
TOTAL	95,249.

RECIPIENT NAME:
Bnai Zion Foundation Inc
ADDRESS:
136 EAST 39TH STREET
New York, NY 10016
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
Shakespeare Festival of Dallas
ADDRESS:
3630 HARRY HINES BLVD
Dallas, TX 75219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
Dallas Arboretum and Botanical
Society Inc
ADDRESS:
8617 GARLAND ROAD
Dallas, TX 75281
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
Theatre Arlington Inc
ADDRESS:
305 W MAIN STREET
Arlington, TX 76010
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 6,500.

RECIPIENT NAME:
Arlington Museum of Art Inc
ADDRESS:
201 WEST MAIN STREET
Arlington, TX 76010
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
Volunteer USA Foundation Inc
ADDRESS:
516 NORTH ADAMS STREET
Talahassee, FL 32301
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Alumni Association of the
Dr. Emmett J Conrad Leadership Pro
ADDRESS:
5787 HAMPTON ROAD STE 385
Dallas, TX 75232
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
Zeta Tau Alpha Foundation Inc
ADDRESS:
3450 FOUNDERS ROAD
Indianapolis, IN 46288
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
S M Wright Foundation
ADDRESS:
9213 SOVERIGN ROW
Dallas, TX 75247
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTIRBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Mercy Street Inc
ADDRESS:
3801 HOLYSTONE ST
Dallas, TX 75212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
Bridge Steps
ADDRESS:
1818 CORSICANA STREET
Dallas, TX 75201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
St. Judes Children's Research
Hospital
ADDRESS:
501 ST. JUDE PLACE
Memphis, TN 38105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTIONS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
Heart of Texas Goodwill Industries
ADDRESS:
P.O. BOX 645
Waco, TX 76703
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
San Antonio Zoological Society
ADDRESS:
3903 NORTH ST. MARYS STREET
San Antonio, TX 78212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
James Dick Foundation
for the Performing Arts
ADDRESS:
P.O. BOX 89 STATE HYW 237
Round Top, TX 78954
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Chinati Foundation
ADDRESS:
P.O. BOX 1135
Marfa, TX 79843
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
University of Texas System
ADDRESS:
201 WEST 6TH STREET, STE 1200
Austin, TX 78701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT- UT AUSTIN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
Rae's Hope
ADDRESS:
1415 WHITNEY LAKES
Rockwall, TX 75087
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
Dallas Symphony Association Inc
ADDRESS:
2301 FLORA ST CENTER 300
Dallas, TX 75201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Boy Scouts of America
ADDRESS:
8605 HARRY HINES
Dallas, TX 75235
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
Childrens Medical Center of Dallas
ADDRESS:
1935 MEDICAL DISTRICT DRIVE
Dallas, TX 75235
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
Big Brothers Big Sisters Lone Star
ADDRESS:
450 EAST JOHN CARPERNTER FREEWAY
Irving, TX 75062
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 7,000.

RECIPIENT NAME:
childcaregroup
ADDRESS:
1400 W MOCKINGBIRD LANE ST 300
Dallas, TX 75247
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
Visiting Nurse Association of Texas
ADDRESS:
1600 VICEROY SUTE 400
Dallas, TX 75235
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 19,000.

RECIPIENT NAME:
Dallas Museum Art
ADDRESS:
1717 N HARWOOD ST
Dallas, TX 75201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 31,000.

RECIPIENT NAME:
Austin College
ADDRESS:
900 NORTH GRAND AVENUE
Sherman, TX 75090
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
Pi Beta PHI Fraternity
ADDRESS:
3101 DANIEL AVE.
Dallas, TX 75205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT; FOR PHILANTHROPIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
Junior Achievement of the Chisholm
ADDRESS:
6300 RIDGELEA PL. STE 400
Fort Worth, TX 76116
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Dallas Theatre Center
ADDRESS:
2400 FLORA STREET
Dallas, TX 75201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
Dallas Zoological Society
ADDRESS:
650 SRL THORNTON FRWY
Dallas, TX 75203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 6,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
Good Shepherd Episcopal Church
and School
ADDRESS:
11110 MIDWAY ROAD
Dallas, TX 75229
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Senior Citizens of Greater Dallas
ADDRESS:
3910 HARRY HINES BLVD
Dallas, TX 75219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
Fort Worth Art Association
ADDRESS:
3200 DARNELL STREET
Fort Worth, TX 76107
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Boys and Girls Clubs of Greater Dallas
ADDRESS:
4816 WORTH STREET
Dallas, TX 75246
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,200.

RECIPIENT NAME:
Dallas Firefighters Museum
ADDRESS:
3801 PARRY AVE.
Dallas, TX 75226
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 12,795.

RECIPIENT NAME:
Greater Dallas Youth Orchestra
ADDRESS:
3630 HARRY HINES BLVD
Dallas, TX 75219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
Dallas Contemporary
ADDRESS:
161 GLASS STREET
Dallas, TX 75207
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
Ronald McDonald House of Dallas
ADDRESS:
4707 BENGAL STREET
Dallas, TX 75235
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
Oakridge School Inc
ADDRESS:
5900 WEST PIONEER PARKWAY
Arlington, TX 76013
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTIRBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
Dallas Black Dance Theatr
ADDRESS:
P.O. BOX 131290
Dallas, TX 75201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 27,000.

RECIPIENT NAME:
Friends of the Highland Park Librar
ADDRESS:
4700 DREXEL DRIVE
Dallas, TX 75205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
Fine Arts Chamber Players
ADDRESS:
3630 HARRY HINES BLVD
Dallas, TX 75219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
Shelter Ministries of Dallas
ADDRESS:
2929 HICKORY ST
Dallas, TX 75226
AMOUNT OF GRANT PAID .... 12,500.

RECIPIENT NAME:
Resources Center of Dallas Inc
ADDRESS:
P.O. BOX 190869
Dallas, TX 75219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
Deep Ellum Theatre Group
ADDRESS:
3100 MAIN ST RM 16
Dallas, TX 75226
AMOUNT OF GRANT PAID .... 31,000.

RECIPIENT NAME:
Highland Park ISD Foundation
ADDRESS:
4201 GRASSMERE LANE
Dallas, TX 75205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT; ROBERT H HYER SCHOOL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHATITY
AMOUNT OF GRANT PAID .... 8,000.

RECIPIENT NAME:
Friends of Fair Park Inc
ADDRESS:
1121 1ST AVE
Dallas, TX 75210
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
Friends of the Dallas Public Librar
Inc
ADDRESS:
1515 YOUNG STREET
Dallas, TX 75201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
Communities in School Dallas Inc
ADDRESS:
8700 N STEMMONS FR S 125
Dallas, TX 75247
AMOUNT OF GRANT PAID .... 55,000.

RECIPIENT NAME:
Teatro Hispano De Dallas
ADDRESS:
1331 RECORD CROSSING ROAD
Dallas, TX 75235
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
Highland Park Sports Club
ADDRESS:
5016 MCKINNEY AVE STE 100
Dallas, TX 75205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
Dallas Wind Symphony
ADDRESS:
P.O. BOX 595026
Dallas, TX 75359
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
Texas Winds Musical Outre
ADDRESS:
7038 HUNTERS RIDGE DR
Dallas, TX 75248
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
Mayfest Inc
ADDRESS:
6115 CAMP BOWIE BLVD, STE 160
Fort Worth, TX 76116
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
Magdalen House
ADDRESS:
1302 REDWOOD CIRCLE
Dallas, TX 75218
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
Special Camps for Special Kids
ADDRESS:
2824 SWISS AVE.
Dallas, TX 75204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
North Texas Business Council
for the Arts
ADDRESS:
8687 N CENTRAL EXPR STE 2131
Dallas, TX 75225
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
Letot Center Capital Foundation
ADDRESS:
10505 DENTON DRIVE
Dallas, TX 75220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONRTIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
Jewel Charity Ball Inc
ADDRESS:
5020 COLLINWOOD AVE. STE 400
Fort Worth, TX 76107
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
Fort Worth Modern Art Museum Assoc
ADDRESS:
3200 DARNELL STREET
Fort Worth, TX 76107
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
Pegasus Musical Society
ADDRESS:
P.O. BOX 600227
Dallas, TX 75360
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
Performing Arts Fort Worth Inc
ADDRESS:
330 E 4TH STREET STE 300
Fort Worth, TX 76102
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Womens Auxiliary to Child
ADDRESS:
2777 N STEMMONS FRWY STE 700
Dallas, TX 75207

RECIPIENT NAME:
Friends of the Katy Trail Inc
ADDRESS:
3523 MCKINNEY AVE.
Dallas, TX 75204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Mission Arlington Inc
ADDRESS:
210 W SOUTH ST
Arlington, TX 76010
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
Child Study Center Foundation
ADDRESS:
1300 W LANCASTER AVE.
Fort Worth, TX 76102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Dallas Center for the Performing At
ADDRESS:
2106 BOLL ST
Dallas, TX 75204
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
Field Scovell Scholarship Foundatio
ADDRESS:
1 LEGENDS WAY
Arlington, TX 76011
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
Arlington Symphony Orchestra Inc
ADDRESS:
PO BOX 202051
Arlington, TX 76006
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 800.

RECIPIENT NAME:
Pay It Forward Ministries Corp
ADDRESS:
1 HAVEN FOR HOPE WAY STE 3455
San Antonio, TX 78207
RELATIONSHIP:
NONE
AMOUNT OF GRANT PAID .... 2,500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
Sky Ranches Inc
ADDRESS:
24667 COUNTY ROAD 448
Van, TX 75790
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Dallas Opera
ADDRESS:
2403 FLORA ST, STE 500
Dallas, TX 75201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
Grace Museum Inc
ADDRESS:
102 CYPRESS STREET
Abilene, TX 79601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
TACA Inc
ADDRESS:
1722 ROUTH ST STE 115
Dallas, TX 75201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Museum of Nature and Science
ADDRESS:
PO BOX 151469
Dallas, TX 75315
AMOUNT OF GRANT PAID .... 4,500.

RECIPIENT NAME:
Heroes for Children
ADDRESS:
1701 NORTH COLLINS STE 240
Richardson, TX 75080
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
Texas Ballet Theatre Inc
ADDRESS:
1540 MALL CIRCLE
Fort Worth, TX 76116
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
Woodall Rodgers Park Foundation
ADDRESS:
1909 WOODALL RODGERS FEEWAY STE 100
Dallas, TX 75201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
Arlington Youth Symphony
ADDRESS:
P.O. BOX 13061
Arlington, TX 76094
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
Food Sales Association
ADDRESS:
121 CARNOUSTIE
Trophy Club, TX 76262
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

TOTAL GRANTS PAID: 855,295.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: BEN E KEITH FOUNDATION TRUST R76880005

Employer identification number: 75-6013955

Note *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	10,725.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	10,725.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					39,520.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	998,600.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss)** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	1,038,120.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2012**

Part III Summary of Parts I and II

Caution: *Read the instructions before completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13			10,725.
14	Net long-term gain or (loss):				
a	Total for year	14a			1,038,120.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			1,048,845.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet**, *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note. *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution. *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www irs gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: BEN E KEITH FOUNDATION TRUST R76880005

Employer identification number: 75-6013955

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 165000. DB QARN SPX 03/13/	02/24/2012	09/13/2012	174,075.00	163,350.00	10,725.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 10,725.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: BEN E KEITH FOUNDATION TRUST R76880005

Employer identification number: 75-6013955

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a . ENRON CORP		07/27/2012	3,778.00		3,778.00
500. ISHARES TR RUSSELL MI FD	03/17/2009	08/16/2012	54,225.00	26,834.00	27,391.00
2264.493 MATTHEWS PACIFIC FUND	06/11/2009	08/16/2012	50,000.00	35,537.00	14,463.00
300. ISHARES TR RUSSELL MI FD	03/17/2009	08/29/2012	32,690.00	16,101.00	16,589.00
600. ISHARES TR COHEN & ST MAJOR	03/31/2009	08/29/2012	48,086.00	15,859.00	32,227.00
16528.926 JPMORGAN CORE BO ULTRA	03/25/2003	08/29/2012	200,000.00	181,977.00	18,023.00
2266.546 MATTHEWS PACIFIC FUND	06/11/2009	08/29/2012	50,000.00	35,569.00	14,431.00
200000. GS CONT BUFF EQ SP	09/09/2011	09/26/2012	240,000.00	198,000.00	42,000.00
20644.096 JPMORGAN CORE BO ULTRA	03/25/2003	10/22/2012	250,000.00	227,283.00	22,717.00
1053.519 MATTHEWS PACIFIC FUND	06/11/2009	10/22/2012	25,000.00	16,533.00	8,467.00
. APPLE COMPUTER INC		10/24/2012	12.00		12.00
. MICRON TECHNOLOGY INC		11/07/2012	414.00		414.00
100000. HSBC BREN EEM 11/1	10/28/2011	11/15/2012	100,000.00	99,000.00	1,000.00
. BANK OF AMERICA CORPORAT		12/05/2012	17.00		17.00
10313.531 JPMORGAN CORE BO ULTRA	03/25/2003	12/12/2012	125,000.00	113,548.00	11,452.00
200000. HSBC MARKET PLUS S	06/24/2011	12/31/2012	223,869.00	197,500.00	26,369.00
6038.059 JPMORGAN MID CAP SELECT	03/29/2010	01/09/2013	205,958.00	153,065.00	52,893.00
2705.628 HIGHBRIDGE DYNAMI COMMODITIES	09/26/2011	01/17/2013	38,312.00	50,000.00	-11,688.00
. DELL INC		01/18/2013	2.00		2.00
6944.444 CULLEN HIGH DIVID FUND	06/16/2011	02/04/2013	100,000.00	86,596.00	13,404.00
14583.333 JPMORGAN CORE BO ULTRA	03/25/2003	02/04/2013	175,000.00	160,557.00	14,443.00
6053.269 AMERICAN CENTURY INV	04/16/2009	02/27/2013	50,000.00	33,959.00	16,041.00
41562.76 JPMORGAN CORE BON	03/25/2003	02/27/2013	500,000.00	456,827.00	43,173.00
41771.094 JPMORGAN CORE BO	03/25/2003	03/12/2013	500,000.00	459,117.00	40,883.00
165000. CS BREN ASIA BASKE	02/24/2012	03/13/2013	173,405.00	163,350.00	10,055.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

BEN E KEITH FOUNDATION TRUST R76880005

Employer identification number

75-6013955

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 160000. HSBC BREN EAFE 03	03/09/2012	03/27/2013	179,166.00	158,400.00	20,766.00
15008.576 JPMORGAN INTERNA CURRENCY	07/07/2011	04/22/2013	168,396.00	174,925.00	-6,529.00
170000. HSBC BREN EAFE 0	04/13/2012	05/01/2013	200,600.00	168,300.00	32,300.00
325000. BNP CONT BUFF EQ S	05/25/2012	06/12/2013	378,885.00	321,750.00	57,135.00
6300. ISHARES TR COHEN & S MAJOR	03/31/2009	06/27/2013	507,118.00	166,517.00	340,601.00
149700.599 JPMORGAN CORE B	03/25/2003	06/27/2013	1,750,000.00	1,645,398.00	104,602.00
71862.895 JPMORGAN HIGH YI FUND	VAR	06/27/2013	578,496.00	547,327.00	31,169.00

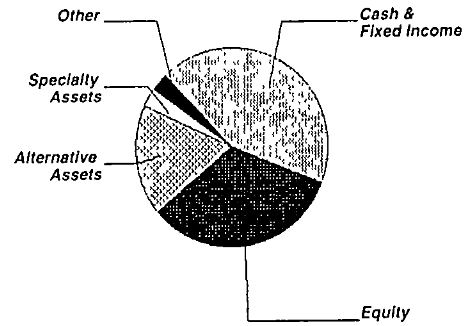
6b **Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b 998,600.00

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	4,968,821 76	5,276,449 89	307,628 13	70,434 41	33%
Alternative Assets	1,492,435 58	2,906,534 64	1,414,099 06	67,851 58	18%
Cash & Fixed Income	9,616,263 39	8,028,487 14	(1,587,776 25)	258,776 03	47%
Specialty Assets	4 00	4 00	0 00		1%
Other	8,250 00	8,250 00	0 00		1%
Market Value	**$16,085,774.73**	**$16,219,725.67**	**$133,950.94**	**$397,062.02**	**100%**

Asset Allocation



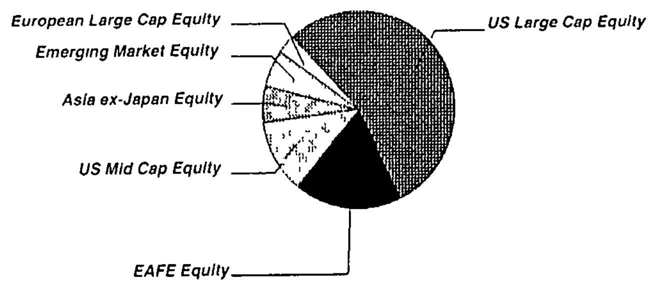
INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	9,619 11	2,942 23	(6,676 88)
Accruals	31,313 06	11,109 29	(20,203 77)
Market Value	**$40,932.17**	**$14,051.52**	**($26,880.65)**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	2,822,284 89	2,884,612 14	62,327 25	18%
US Mid Cap Equity	701,322 45	568,528 53	(132,793 92)	4%
EAFE Equity	679,781 86	960,193 01	280,411 15	6%
European Large Cap Equity	0 00	184,394 00	184,394 00	1%
Asia ex-Japan Equity	628,442 56	389,118 14	(239,324 42)	2%
Emerging Market Equity	136,990 00	289,604 07	152,614 07	2%
Total Value	**$4,968,821.76**	**$5,276,449.89**	**$307,628.13**	**33%**

Asset Categories



Equity as a percentage of your portfolio - 33 %

Market Value/Cost	Current Period Value
Market Value	5,276,449 89
Tax Cost	4,301,010 21
Unrealized Gain/Loss	975,439 68
Estimated Annual Income	70,434 41
Yield	1 33%

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
AMER CENT EQUITY INCOME-INV (FUND 123) 025076-10-0 TWEI X	8 65	20,684 699	178,922 65	116,041 16	62,881 49	4,198 99	2 35 %
BARC BREN SPX 01/15/14 10%BUFFER-1 5 XLEV- 6 8%CAP 10 2%MAXRTRN INITIAL LEVEL-12/28/12 SPX: 1,402 43 06741T-MD-6	106 96	175,000 000	187,180 00	173,250 00	13,930 00		
BBH CORE SELECT FUND-N 05528X-60-4 BBTE X	19 66	22,055 119	433,603 64	350,000 00	83,603 64	2,117 29	0 49 %
CULLEN HIGH DIVIDEND EQ-I 230001-40-6 CHDV X	15 28	63,684 956	973,106 13	794,143 23	178,962 90	24,200 28	2 49 %
HSBC BREN SPX 02/12/14 10%BUFFER-1 5 XLEV- 5 6%CAP 8 4%MAXRTRN INITIAL LEVEL-01/25/13 SPX 1502 96 40432X-AB-7	102 30	175,000 000	179,025 00	173,250 00	5,775 00		
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	25 94	7,475 438	193,912 86	175,000 00	18,912 86	784 92	0 40 %
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	25 52	20,153 085	514,306 73	475,000 00	39,306 73	3,405 87	0 66 %
PARNASSUS EQTY INCOME FD-INV INCOME FUND 701769-10-1 PRBL X	33 17	6,769 826	224,555 13	175,000 00	49,555 13	5,138 29	2 29 %
Total US Large Cap Equity			**$2,884,612.14**	**$2,431,684.39**	**$452,927.75**	**$39,845.64**	**1.38 %**

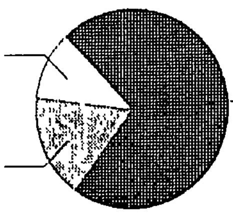
	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Mid Cap Equity							
ISHARES RUSSELL MIDCAP INDEX FUND 464287-49-9 IWR	129 89	4,377 000	568,528 53	253,751.90	314,776 63	9,169 81	1.61 %
EAFE Equity							
DB BREN MXEA 04/09/14 10%BUFFER-1.5XLEV- 7 1%CAP 10 65%MAXRTRN INITIAL LEVEL-03/22/13 MXEA 1686 72 25152R-CD-3	98 36	175,000 000	172,131 75	173,250 00	(1,118 25)		
JPMORGAN INTL VALUE-INST FUND 1375 4812A0-57-3 JNUS X	13 21	20,026 890	264,555 22	227,106.04	37,449 18	6,688 98	2 53 %
MANNING & NAPIER WORLD OPPOR 563821-54-5 EXWA X	8 04	44,687 318	359,286 04	302,100 44	57,185 60	5,407 16	1 50 %
SG MARKET PLUS MXEA 05/14/14 87 5% CONTIN BARRIER- 0%CPN ,UNCAPPED INITIAL LEVEL-04/26/13 MXEA 1729 64 83368W-CU-3	93 84	175,000 000	164,220 00	173,250 00	(9,030 00)		
Total EAFE Equity			**$960,193.01**	**$875,706.48**	**$84,486.53**	**$12,096.14**	**1.26 %**

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
European Large Cap Equity							
DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7 6%CPN ,UNCAPPED INITIAL LEVEL-09/14/12 SX5E 2594 56 2515A1-LR-0	105 37	175,000 000	184,394 00	172,812 50	11,581 50		
Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER FD-IS 577130-83-4 MIPT X	24 00	16,213 256	389,118 14	254,433 44	134,684 70	3,275 07	0 84%
Emerging Market Equity							
VANGUARD FTSE EMERGING MARKETS ETF 922042-85-8 VWO	38 80	3,500 000	135,782 50	147,621 50	(11,839 00)	5,386 50	3 97%
VIRTUS EMERGING MKTS OPPOR-I 92828T-88-9 HIEM X	9 77	15,744 275	153,821 57	165,000 00	(11,178 43)	661 25	0 43%
Total Emerging Market Equity			**$289,604.07**	**$312,621.50**	**($23,017.43)**	**$6,047.75**	**2.09%**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	347,092 31	2,065,884 62	1,718,792 31	13%
Real Estate & Infrastructure	1,014,456 00	483,720 00	(530,736 00)	3%
Hard Assets	130,887 27	356,930 02	226,042 75	2%
Total Value	**$1,492,435.58**	**$2,906,534.64**	**$1,414,099.06**	**18%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 18 %

Note **P** indicates position adjusted for Pending Trade Activity **O** - Bonds purchased at a discount show accretion

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE GLOBAL MACRO-I 277923-72-8 EIGM X	9 66	35,453 760	342,483 32	359,146 59
GATEWAY FUND-Y 367829-88-4 GTEY X	27 89	17,901 898	499,283 94	500,000 00

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
GOLDMAN SACHS TR STRG INCM INST 38145C-64-6 GSZI X	10 48	28,653 295	300,286 53	300,000 00
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	12 14	34,911 930	423,830 83	450,000 00
PIMCO UNCONSTRAINED BOND-P 72201M-45-3 PUCP X	11 29	44,286 980	500,000 00	500,000 00
Total Hedge Funds			**$2,065,884.62**	**$2,109,146.59**

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est. Annual Inc. Accrued Div	Yield
Real Estate & Infrastructure						
ISHARES COHEN & STEERS REALTY MAJORS INDEX FUND 464287-56-4 ICF	6,000 00	158,587 80		483,720 00	14,478 00	2 99 %

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value" Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement For additional information, please contact your J P Morgan representative
For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market" Most of these underlying funds also present their audited financial statements on a US GAAP basis (i e , "marked-to-market") However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund).

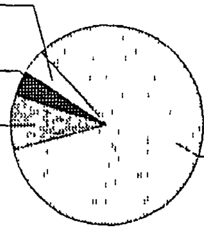
	Price	Quantity	Estimated Value	Cost
Hard Assets				
BARC CBEN BROAD COMMODITY 06/12/14 LKD TO CO1, C1, LOCADY & PLDMLNPM 75% BARRIER, 5 00% CPN, 11 00% CAP 12/07/12; CO1 107 02 C1 732 75 LOCADY 7965 5 PLDMLNPM 698 06741T-LH-8	96 79	175,000 000	169,382 50	172,812 50

	Price	Quantity	Estimated Value	Cost
Hard Assets				
BARC 90%PPN GOLD NOTE 3/27/14 LNKD TO GOLDLNPM 23.55%CAP 03/23/2012 GOLD 1664 06738K-Z3-8	89 96	90,000 000	80,964 00	90,563 99
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	10 16	10,490 504	106,583 52	115,000 00
Total Hard Assets			**$356,930.02**	**$378,376.49**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	244,601 21	728,954 52	484,353 31	4%
US Fixed Income	8,795,467 92	6,725,620 16	(2,069,847 76)	39%
Complementary Structured Strategies	240,162 50	246,350 00	6,187 50	2%
Foreign Exchange & Non-USD Fixed Income	336,031 76	327,562 46	(8,469 30)	2%
Total Value	**$9,616,263.39**	**$8,028,487.14**	**($1,587,776.25)**	**47%**

Asset Categories



Market Value/Cost	Current Period Value
Market Value	8,028,487 14
Tax Cost	7,979,588 25
Unrealized Gain/Loss	48,898 89
Estimated Annual Income	258,776 03
Accrued Interest	11,109 29
Yield	3 22%

Cash & Fixed Income as a percentage of your portfolio - 47 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	7,782,137 14	97%
6-12 months[1]	246,350 00	3%
Total Value	**$8,028,487.14**	**100%**

[1] The years indicate the number of years until the bond is scheduled to mature based on the statement end date Some bonds may be called, or paid in full, before their stated maturity

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	728,954 52	9%
International Bonds	654,835 37	8%
Mutual Funds	6,240,591 15	79%
Complementary Structure	246,350 00	3%
Other	157,756 10	1%
Total Value	**$8,028,487.14**	**100%**

Note O - Bonds purchased at a discount show accretion
[1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1 00	221,836 66	221,836 66	221,836 66		66 55 10 44	0 03 % [1]
PROCEEDS FROM PENDING SALES	1 00	507,117 86	507,117 86	507,117 86			
Total Cash			**$728,954.52**	**$728,954.52**	**$0.00**	**$66.55** **$10.44**	**0.01 %**
US Fixed Income							
HARBOR HIGH YIELD BOND-INST 411511-55-3	10 83	42,984 00	465,516 72	456,919 92	8,596 80	27,423 79	5 89 %
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11 85	55,260 37	654,835 37	653,665 05	1,170 32	21,496 28 1,105 21	3.28 %
DOUBLELINE TOTAL RET BD-I 258620-10-3	11 03	71,592 06	789,660 42	800,000 00	(10,339 58)	43,313 19	5 49 %
JPM CORE BOND FD - SEL FUND 3720 4812C0-38-1	11 67	142,225 49	1,659,771 44	1,563,237 49	96,533 95	45,512 15 3,697 86	2 74 %
JPM CORE PLUS BOND FD - INSTL FUND 3601 4812C2-38-7	8 25	107,624 66	887,903 41	878,175 44	9,727 97	34,117 01 2,905 87	3 84 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
US Fixed Income							
JPM TR I MLT SC INCOME FD - SEL FUND 2130 48121A-29-0	10 03	32,370 52	324,676 30	325,000 00	(323 70)	9,290.33 582 67	2 86%
JPM TR I INFL MANAGED BOND FD - SEL FUND 2037 48121A-56-3	10 41	16,525 02	172,025 50	175,000 00	(2,974 50)	2,412 65 132 20	1 40%
JPM TR I FLOAT RATE INC FD FUND 2808 48121L-51-0	9 97	75,608 06	753,812 34	749,466 89	4,345 45	35,913 82 2,495 07	4 76%
PIMCO TOTAL RETURN FUND-P 72201M-55-2	10 76	58,908 70	633,857 59	650,000 00	(16,142 41)	18,497 33	2 92%
PRUDENTIAL TOTAL RETURN BD-Z 74440B-40-5	13 97	27,456 05	383,561 07	400,000 00	(16,438 93)	14,469 34	3 77%
Total US Fixed Income			**$6,725,620.16**	**$6,651,464.79**	**$74,155.37**	**$252,445.89** **$10,918.88**	3.75%
Complementary Structured Strategies							
O **BARC 95% PPN FX BASKET 4/4/14** LNKED TO CNY IDR MXN & RUB VS USD 5% MAX LOSS, UNCAPPED 03/30/2012 06738K-2H-3	96 37	125,000 00	120,462 50	125,732 40 123,125 00	(5,269 90)		

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Complementary Structured Strategies							
O **BARC 100%PP CNY REN 5/01/14** LNKED TO CNY 146 XLEV, 0 MAX LOSS 4/27/12, INITIAL STRIKE 6 2787 06738K-4E-8	100 71	125,000 00	125,887 50	126,337.43 123,750 00	(449 93)		
Total Complementary Structured Strategies			**$246,350.00**	**$252,069.83** **$246,875.00**	**($5,719.83)**	**$0.00**	**0.00%**
Foreign Exchange & Non-USD Fixed Income							
DREYFUS EMG MKT DEBT LOC C-I 261980-49-4	14 01	12,120 37	169,806 36	182,099 11	(12,292 75)	4,557 25	2 68%
JPM EX-G4 CURR STR FD - SEL FUND 2420 46636U-30-6	9 80	16,097 56	157,756 10	165,000 00	(7,243 90)	1,706 34 179 97	1 08%
Total Foreign Exchange & Non-USD Fixed Income			**$327,562.46**	**$347,099.11**	**($19,536.65)**	**$6,263.59** **$179.97**	**1.91%**

Specialty Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Oil & Gas	4 00	4 00	0 00	1%

Specialty Assets Detail

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
.50086300 MI IN SEC 78, BLK D, CCSD & RGNG RR CO SVY, UPTON CO TX MINERAL INTEREST Bearer 997719-42-3	1 00 1 00	15,690.45	(92 80)	(48 23)	15,549 42		15,549 42
440000500 HALAMICEK 7901 H SECTIONS 77, 78 & 79, BLK. D, CCSD & RGNG RR CO SURV , UPTON COUNTY,		1,666 30	(92 80)	(48 23)	1,525 27		1,525 27
997719423 UPTON CO TX		14,024 15			14,024 15		14,024 15
Total Value		**$15,690.45**	**($92.80)**	**($48.23)**	**$15,549.42**		**$15,549.42**
STEPHENS COUNTY, TEXAS S/160 ACS OF W/250 ACS OF SEC 54 BLK 5, T&P RR SURV MINERAL INTEREST Bearer 997723-22-3	1 00 1 00						

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
TR 2&12 YORK SVY EASTLAND, TX & TRACT 12 EASTLAND COUNTY, TEXAS 1/400 M I IN 934 ACRES OUT OF JOHN YORK SUR ROYALTY INTEREST Bearer 997722-22-2	1 00 1 00	36 77	(1 72)		35 05		35 05
4417757 J E BUTLER 936 ACRES M/L OUT OF THE JOHN YORK SURVEY A-557		3 44	(0 18)		3 26		3 26
530003471 NORTH CENTRAL RANGER UNIT YORK, J 0 EASTLAND, TEXAS							
997722222 TR 2&12 YORK SVY EASTLAND,		33 33	(1 54)		31 79		31 79
Total Value		**$36.77**	**($1.72)**		**$35.05**		**$35.05**
US DOLLAR INCOME							
160AC WILCOX SVY EASTLAND TX 160 ACRES IN THE EBINEZER WILCOX AND ELIZABETH FINLEY SURVEYS, A-553 & 119, EASTLAND COUNTY, TX ROYALTY INTEREST Bearer 997722-22-5	1 00 1 00	16 68	(1 07)		15.61		15 61
4402420 E. RANGER U-TR. 97 PH I (SAME SURFACE LAND AS E RANGER UNIT - TR 97)		10 47	(0 79)		9 68		9 68
530003473 EAST RANGER UNIT WILCOX, E 553 EASTLAND, TEXAS							

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
997722225 160AC WILCOX SVY EASTLAND		6 21	(0 28)		5 93		5 93
Total Value		$16.68	($1.07)		$15.61		$15.61
Total Oil & Gas	$4.00 / $4.00	$15,743.90	($95.59)	($48.23)	$15,600.08	$0.00	$15,600.08

Other Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Other	8,250 00	8,250 00	0 00	1%

Market Value/Cost	Current Period Value
Estimated Value	8,250 00
Tax Cost	6,750 00

Other Detail

	Price	Quantity	Value	Adjusted Cost / Original Cost	Unrealized Gain/Loss	Accruals
Other						
BEN E KEITH COMPANY 151560 00 DTD 4/05/66 % 01 ANNUALLY MAT 1/01/50 UNSEC'D PERSONAL PROM LN MANAGED 83P000-49-6	70 50	100 000	7,050 00	6,300 00		
GASTON HALLAM 37890.00 DTD 9/30/65 % 01 ANNUALLY MAT 12/31/69 UNSEC'D PERSONAL PROM LN MANAGED 83P000-47-0	12 00	100 000	1,200 00	450 00		
Total Other			**$8,250 00**	**$6,750.00**	**$0.00**	