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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

07/01, 2013, and ending

06/30, 2014

Name of foundation

BEN E KEITH FOUNDATION TRUST R76880005

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

Room/suite

10 S DEARBORN IL1-0117

City or town, state or province, country, and ZIP or foreign postal code

CHICAGO, IL 60603

G Check all that apply:

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col (c), line

16) \$ 16,834,082.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

A Employer identification number

75-6013955

B Telephone number (see instructions)

866-888-5157

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**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 ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	414,673.	408,308.		
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	694,914.			
b Gross sales price for all assets on line 6a	5,205,462.			
7 Capital gain net income (from Part IV, line 2)		694,914.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	3,017.	1,497.		STMT 1
12 Total Add lines 1 through 11	1,112,604.	1,104,719.	NONE	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	94,010.	70,508.		23,503.
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. 2	42,717.	3,062.		
19 Depreciation (attach schedule) and depletion		225.		
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT. 3	87.	87.		
24 Total operating and administrative expenses. Add lines 13 through 23	136,814.	73,882.	NONE	23,503.
25 Contributions, gifts, grants paid	756,000.			756,000.
26 Total expenses and disbursements Add lines 24 and 25	892,814.	73,882.	NONE	779,503.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	219,790.			
b Net investment income (if negative, enter -0-)		1,030,837.		
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	731,897.	1,434,981.	1,434,981.
	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 ▶			
	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)	4,301,010.	4,330,218.	5,830,370.
	c	Investments - corporate bonds (attach schedule)	7,250,634.	6,800,007.	6,947,192.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	2,646,111.	2,574,739.	2,609,059.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ <u>STMT 4</u>)	6,750.	6,754.	12,480.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	14,936,402.	15,146,699.	16,834,082.	
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	14,936,402.	15,146,699.	
	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 instructions)	14,936,402.	15,146,699.		
31	Total liabilities and net assets/fund balances (see instructions)	14,936,402.	15,146,699.		

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	14,936,402.
2	Enter amount from Part I, line 27a	2	219,790.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	15,156,192.
5	Decreases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 5</u>	5	9,493.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,146,699.

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 5,205,462.		4,510,548.	694,914.
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			694,914.
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	694,914.
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))
2012	880,220.	16,231,603.	0.054229
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

2 Total of line 1, column (d)	2	0.253454
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	0.050691
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	16,312,150.
5 Multiply line 4 by line 3	5	826,879.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,308.
7 Add lines 5 and 6	7	837,187.
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.	8	779,503.

**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)		1	20,617.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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-)		2	
3 Add lines 1 and 2		3	20,617.
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	20,617.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	24,085.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	4,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	28,085.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	7,468.
11 Enter the amount of line 10 to be. Credited to 2014 estimated tax ☐ 7,468. Refunded ☐ 11		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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address ▶ <u>n/a</u>	13	X	
14	The books are in care of ▶ <u>JPMorgan Chase Bank, NA</u> Telephone no. ▶ <u>(866) 888-5157</u> Located at ▶ <u>10 S DEARBORN ST. FL 21, CHICAGO, IL</u> ZIP+4 ▶ <u>60605</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>			
16	At any time during calendar year 2013, 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 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? ☐ 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)? ☐ Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013)	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 2013?	4b	X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? ☐Organizations relying on a current notice regarding disaster assistance check here ☐**5b****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

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	94,010.	-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

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

3 Five highest-paid independent contractors for professional services (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	15,684,006.
b	Average of monthly cash balances	1b	850,521.
c	Fair market value of all other assets (see instructions)	1c	26,031.
d	Total (add lines 1a, b, and c)	1d	16,560,558.
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	16,560,558.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	248,408.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,312,150.
6	Minimum investment return. Enter 5% of line 5	6	815,608.

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	815,608.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	20,617.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	20,617.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	794,991.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	794,991.
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	794,991.

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	779,503.
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	779,503.
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	779,503.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				794,991.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			755,088.	
b Total for prior years 20 <u>11</u> , 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ <u>779,503.</u>				
a Applied to 2012, but not more than line 2a . . .			755,088.	
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 2013 distributable amount				24,415.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2013 . (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 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				770,576.
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 2008 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2009 . . .	NONE			
b Excess from 2010 . . .	NONE			
c Excess from 2011 . . .	NONE			
d Excess from 2012 . . .	NONE			
e Excess from 2013 . . .	NONE			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 31				756,000.
Total			▶ 3a	756,000.
b Approved for future payment				
Total			▶ 3b	

(e)
Related or exempt
function income
(See instructions)

14

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) | | 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. | | | |

[illegible]

- 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.


Signature of officer or trustee

04/20/2015
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 CAROLYN J. SECHEL	Preparer's signature <i>Carolyn J. Sechel</i>	Date 04/20/2015	Check ☐ if self-employed	PTIN P01256399
Firm's name ▶ DELOITTE TAX LLP	Firm's EIN ▶ 86-1065772			
Firm's address ▶ 127 PUBLIC SQUARE CLEVELAND, OH 44114	Phone no 312-486-9652			

Form **990-PF** (2013)

Taxpayer's Name BEN E KEITH FOUNDATION TRUST R76880005							Identifying Number 75-6013955			
DESCRIPTION OF PROPERTY MINERAL ACTIVITY										
		Yes			No	Did you actively participate in the operation of the activity during the tax year?				
TYPE OF PROPERTY. 4 - COMMERCIAL										
RENTAL INCOME							34.			
OTHER INCOME:										
TOTAL GROSS INCOME									34.	
OTHER EXPENSES:										
DEPRECIATION (SHOWN BELOW)										
LESS: Beneficiary's Portion										
AMORTIZATION										
LESS: Beneficiary's Portion										
DEPLETION										
LESS: Beneficiary's Portion										
TOTAL EXPENSES										
TOTAL RENT OR ROYALTY INCOME (LOSS)							34.			
Less Amount to										
Rent or Royalty										
Depreciation										
Depletion										
Investment Interest Expense										
Other Expenses										
Net Income (Loss) to Others									34.	
Net Rent or Royalty Income (Loss)										
Deductible Rental Loss (if Applicable)										
SCHEDULE FOR DEPRECIATION CLAIMED										
(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year	
Totals										

BEN E KEITH FOUNDATION TRUST R76880005

75-6013955

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL EXCISE TAX REFUND	1,520.	
OIL & GAS ROYALTIES	1,497.	1,497.
	-----	-----
TOTALS	3,017.	1,497.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL TAX PAYMENT - PRIOR YE	29,655.	
FEDERAL ESTIMATES - INCOME	10,000.	
FOREIGN TAXES ON QUALIFIED FOR	3,030.	3,030.
FOREIGN TAXES ON NONQUALIFIED	32.	32.
	-----	-----
TOTALS	42,717.	3,062.
	=====	=====

BEN E KEITH FOUNDATION TRUST R76880005

75-6013955

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OIL & GAS - AD VALOREM TAX	76.	76.
OIL & GAS - PRODUCTION TAX	11.	11.
TOTALS	----- 87. =====	----- 87. =====

BEN E KEITH FOUNDATION TRUST R76880005

75-6013955

FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
OIL AND GAS WELLS UNSECURED LOAN	4. 6,750.	4,230. 8,250.
	-----	-----
TOTALS	6,754. =====	12,480. =====



BEN E KEITH FOUNDATION TRUST R76880005

75-6013955

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT
-----PRIOR PERIOD ADJUSTMENT
COST BASIS ADJUSTMENT

1,290.

8,203.

TOTAL

9,493.
=====

BEN E KEITH FOUNDATION TRUST R76880005

BEN E KEITH FOUNDATION TRUST R76880005 75-6013955
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

FIRST PRESBYTERIAN CHURCH - DALLAS

ADDRESS:

1835 YOUNG ST
DALLAS, TX 75201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

KAPPA KAPPA GAMMA FOUNDATION

ADDRESS:

PO BOX 12362
DALLAS, TX 75225-0362

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

THE HOCKADAY SCHOOL

ADDRESS:

11600 WELCH ROAD
DALLAS, TX 75229

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.



BEN E KEITH FOUNDATION TRUST R76880005 75-6013955
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

THE WINSTON SCHOOL

ADDRESS:

5707 ROYAL LANE

DALLAS, TX 75229

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

BIG THOUGHT

ADDRESS:

1409 S LAMAR ST, #1015

DALLAS, TX 75215

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

THE NATIONAL COWGIRL MUSEUM AND
HALL OF FAME

ADDRESS:

1720 GENDY ST

FORT WORTH, TX 76107

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.



BEN E KEITH FOUNDATION TRUST R76880005 75-6013955
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

DALLAS SUMMER MUSICALS

ADDRESS:

909 1ST AVE

DALLAS, TX 75210

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

EDUCATIONAL FIRST STEPS

ADDRESS:

2800 SWISS AVE

DALLAS, TX 75204

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

PEROT MUSEUM OF NATURE AND SCIENCE

ADDRESS:

2201 N FIELD ST

DALLAS, TX 75201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.



BEN E KEITH FOUNDATION TRUST R76880005

75-6013955

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

=====

RECIPIENT NAME:

Nasher Sculpture Center

ADDRESS:

2001 FLORA STREET

Dallas, TX 75201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

Shakespeare Festival of Dallas

ADDRESS:

3630 HARRY HINES BLVD

Dallas, TX 75219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,500.

RECIPIENT NAME:

Dallas County Community College
Foundation Inc

ADDRESS:

1601 SOUTH LAMAR STREET STE 130

Dallas, TX 75215

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.



BEN E KEITH FOUNDATION TRUST R76880005

75-6013955

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

=====

RECIPIENT NAME:

Dallas Arboretum and Botanical
Society Inc

ADDRESS:

8617 GARLAND ROAD

Dallas, TX 75281

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

Theatre Arlington Inc

ADDRESS:

305 W MAIN STREET

Arlington, TX 76010

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

Arlington Museum of Art Inc

ADDRESS:

201 WEST MAIN STREET

Arlington, TX 76010

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,800.



BEN E KEITH FOUNDATION TRUST R76880005

75-6013955

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

=====

RECIPIENT NAME:

Pay It Forward A Hopewell Foundatio

ADDRESS:

1375 GILMAN RD

Fort Worth, TX 76140

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,400.

RECIPIENT NAME:

Pay It Forward Ministries

ADDRESS:

1 HAVEN FOR HOPE WAY STE 3455

San Antonio, TX 78207

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

Zeta Tau Alpha Foundation Inc

ADDRESS:

3450 FOUNDERS ROAD

Indianapolis, IN 46288

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.



BEN E KEITH FOUNDATION TRUST R76880005 75-6013955
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

Mercy Street Inc

ADDRESS:

3801 HOLYSTONE ST
Dallas, TX 75212

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

Houston Council on Alcoholism
and Drug Abuse

ADDRESS:

303 JACKSON HILL STREET
Houston, TX 77007

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

University of Texas

ADDRESS:

P.O. BOX 250
Austin, TX 78767

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.



BEN E KEITH FOUNDATION TRUST R76880005 75-6013955
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

Chinati Foundation

ADDRESS:

P.O. BOX 1135
Marfa, TX 79843

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

Childrens Advocacy Center of
Central Texas Inc

ADDRESS:

402 NORTH MAIN STREET
Belton, TX 76513

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

Dallas Symphony Association Inc

ADDRESS:

2301 FLORA ST CENTER 300
Dallas, TX 75201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.



BEN E KEITH FOUNDATION TRUST R76880005

75-6013955

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

=====

RECIPIENT NAME:

Childrens Medical Center of Dallas

ADDRESS:

1935 MEDICAL DISTRICT DRIVE

Dallas, TX 75235

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

Big Brothers Big Sisters Lone Star

ADDRESS:

450 EAST JOHN CARPERNTER FREEWAY

Irving, TX 75062

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 11,000.

RECIPIENT NAME:

childcaregroup

ADDRESS:

1400 W MOCKINGBIRD LANE ST 300

Dallas, TX 75247

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.



BEN E KEITH FOUNDATION TRUST R76880005

75-6013955

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

RECIPIENT NAME:

Goodwill Industries of Dallas

ADDRESS:

3020 N WESTMORELAND ROAD

Dallas, TX 75212

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

Southern Methodist University

ADDRESS:

P.O. BOX 750261

Dallas, TX 75275

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

Visiting Nurse Association of Texas

ADDRESS:

1600 VICEROY SUTE 400

Dallas, TX 75235

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 12,500.

BEN E

BEN E KEITH FOUNDATION TRUST R76880005 75-6013955
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

YMCA of Metropolitan Dallas

ADDRESS:

601 NORTH AKARD STREET

Dallas, TX 75201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

Dallas Museum Art

ADDRESS:

1717 N HARWOOD ST

Dallas, TX 75201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 31,000.

RECIPIENT NAME:

Austin College

ADDRESS:

900 NORTH GRAND AVENUE

Sherman, TX 75090

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 100,000.



BEN E KEITH FOUNDATION TRUST R76880005 75-6013955
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

Camp Fire First Texas Council

ADDRESS:

2700 MEACHAM BLVD

Fort Worth, TX 76137

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Dallas Theatre Center

ADDRESS:

2400 FLORA STREET

Dallas, TX 75201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

Communities Foundation of Texas Inc

ADDRESS:

5500 CARUTH HAVEN LANE

Dallas, TX 75225

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.



BEN E KEITH FOUNDATION TRUST R76880005 75-6013955
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

Dallas Zoological Society

ADDRESS:

650 SRL THORNTON FRWY

Dallas, TX 75203

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

Good Shepherd Episcopal Church
and School

ADDRESS:

11110 MIDWAY ROAD

Dallas, TX 75229

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

Amon Carter Museum of Western Art

ADDRESS:

3501 CAMP BOWIE BLVD

Fort Worth, TX 76107

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.



BEN E KEITH FOUNDATION TRUST R76880005

75-6013955

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

RECIPIENT NAME:

Senior Citizens of Greater Dallas

ADDRESS:

3910 HARRY HINES BLVD

Dallas, TX 75219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 22,000.

RECIPIENT NAME:

Fort Worth Art Association

ADDRESS:

3200 DARNELL STREET

Fort Worth, TX 76107

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Alcuin School

ADDRESS:

6144 CHURCHILL WAY

Dallas, TX 75230

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.



BEN E KEITH FOUNDATION TRUST R76880005 75-6013955
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

Pine Cove Inc

ADDRESS:

P.O. BOX 9055

Tyler, TX 75711

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

Greater Dallas Youth Orchestra

ADDRESS:

3630 HARRY HINES BLVD

Dallas, TX 75219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

June Shelton School and
Evaluation Center

ADDRESS:

15720 HILLCREST ROAD

Dallas, TX 75248

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.



BEN E KEITH FOUNDATION TRUST R76880005 75-6013955
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

Dallas Contemporary

ADDRESS:

161 GLASS STREET

Dallas, TX 75207

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

Oakridge School Inc

ADDRESS:

5900 WEST PIONEER PARKWAY

Arlington, TX 76013

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 12,000.

RECIPIENT NAME:

Dallas Black Dance Theatr

ADDRESS:

P.O. BOX 131290

Dallas, TX 75201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.



BEN E KEITH FOUNDATION TRUST R76880005 75-6013955
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

Friends of the Highland Park Library

ADDRESS:

4700 DREXEL DRIVE

Dallas, TX 75205

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

Fine Arts Chamber Players

ADDRESS:

3630 HARRY HINES BLVD

Dallas, TX 75219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

Shelter Ministries of Dallas

ADDRESS:

2929 HICKORY ST

Dallas, TX 75226

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.



BEN E KEITH FOUNDATION TRUST R76880005 75-6013955
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

Resources Center of Dallas Inc

ADDRESS:

P.O. BOX 190869
Dallas, TX 75219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

Deep Ellum Theatre Group

ADDRESS:

3100 MAIN ST RM 16
Dallas, TX 75226

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

Highland Park ISD Foundation

ADDRESS:

4201 GRASSMERE LANE
Dallas, TX 75205

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 7,000.



BEN E KEITH FOUNDATION TRUST R76880005

75-6013955

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

=====

RECIPIENT NAME:

Communities in School Dallas Inc

ADDRESS:

8700 N STEMMONS FR S 125

Dallas, TX 75247

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

Teatro Hispano De Dallas

ADDRESS:

1331 RECORD CROSSING ROAD

Dallas, TX 75235

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

Highland Park Sports Club

ADDRESS:

5016 MCKINNEY AVE STE 100

Dallas, TX 75205

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.



BEN E KEITH FOUNDATION TRUST R76880005 75-6013955
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

Dallas Wind Symphony

ADDRESS:

P.O. BOX 595026

Dallas, TX 75359

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

Texas Winds Musical Outre

ADDRESS:

7038 HUNTERS RIDGE DR

Dallas, TX 75248

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

Magdalen House

ADDRESS:

1302 REDWOOD CIRCLE

Dallas, TX 75218

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.



BEN E KEITH FOUNDATION TRUST R76880005

75-6013955

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

=====

RECIPIENT NAME:

Special Camps for Special Kids

ADDRESS:

2824 SWISS AVE.

Dallas, TX 75204

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

City House Inc

ADDRESS:

902 EAST 16TH STREET

Plano, TX 75074

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

Jewel Charity Ball Inc

ADDRESS:

5020 COLLINWOOD AVE. STE 400

Fort Worth, TX 76107

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

~~XXXXXX~~

BEN E KEITH FOUNDATION TRUST R76880005

75-6013955

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

=====

RECIPIENT NAME:

Pegasus Musical Society

ADDRESS:

P.O. BOX 600227

Dallas, TX 75360

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

Performing Arts Fort Worth Inc

ADDRESS:

330 E 4TH STREET STE 300

Fort Worth, TX 76102

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

UT Southwestern Health Systems

ADDRESS:

5253 HARRY HINES BLVD

Dallas, TX 75390

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.



BEN E KEITH FOUNDATION TRUST R76880005

75-6013955

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

=====

RECIPIENT NAME:

Mission Arlington Inc

ADDRESS:

210 W SOUTH ST

Arlington, TX 76010

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

Ursuline Academy of Dallas

ADDRESS:

4900 WALNUT HILL LANE

Dallas, TX 75229

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Dallas Center for the Performing At

ADDRESS:

2106 BOLL ST

Dallas, TX 75204

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.



BEN E KEITH FOUNDATION TRUST R76880005 75-6013955
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

Arlington Symphony Orchestra Inc

ADDRESS:

PO BOX 202051

Arlington, TX 76006

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 800.

RECIPIENT NAME:

Sky Ranches Inc

ADDRESS:

24667 COUNTY ROAD 448

Van, TX 75790

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Dallas Opera

ADDRESS:

2403 FLORA ST, STE 500

Dallas, TX 75201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.



BEN E KEITH FOUNDATION TRUST R76880005

75-6013955

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

=====

RECIPIENT NAME:

Dallas Chamber Music Society Inc

ADDRESS:

4606 RAVENSTHORPE DR

Parker, TX 75002

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

TACA Inc

ADDRESS:

1722 ROUTH ST STE 115

Dallas, TX 75201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

Museum of Nature and Science

ADDRESS:

PO BOX 151469

Dallas, TX 75315

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.



BEN E KEITH FOUNDATION TRUST R76880005

75-6013955

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

=====

RECIPIENT NAME:

Texas Ballet Theatre Inc

ADDRESS:

1540 MALL CIRCLE

Fort Worth, TX 76116

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

Arlington Youth Symphony

ADDRESS:

P.O. BOX 13061

Arlington, TX 76094

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

Food Sales Association

ADDRESS:

121 CARNOUSTIE

Trophy Club, TX 76262

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

TOTAL GRANTS PAID:

756,000.

=====



BEN E KEITH FOUNDATION TRUST R76880005

75-6013955

RENT AND ROYALTY SUMMARY

=====

PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
MINERAL ACTIVITY	34 .			34 .
	-----	-----	-----	-----
TOTALS	34 .			34 .
	=====	=====	=====	=====



THE BEN E. KEITH FOUNDATION ACCT R76880005
For the Period 6/1/14 to 6/30/14

Account Summary

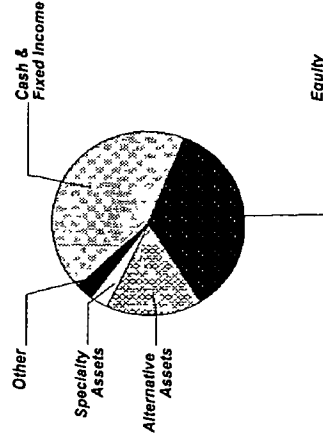
PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	5,743,834.26	5,830,370.25	86,535.99	97,100.85	35%
Alternative Assets	2,663,531.00	2,609,059.49	(54,471.51)	30,765.01	16%
Cash & Fixed Income	8,434,614.66	8,372,223.07	(62,391.59)	203,774.92	47%
Specialty Assets	4.00	4.00	0.00		1%
Other	8,250.00	8,250.00	0.00		1%
Market Value	\$16,850,233.92	\$16,819,906.81	(\$30,327.11)	\$331,540.78	100%

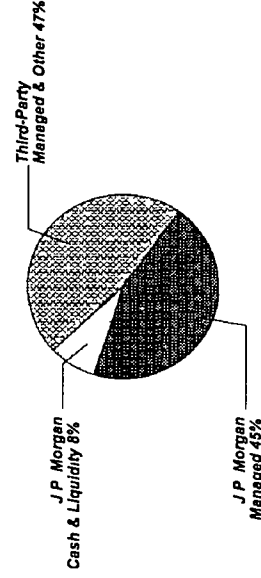
INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	2,450.19	9,949.72	7,499.53
Accruals	10,467.44	11,955.84	1,488.40
Market Value	\$12,917.63	\$21,905.56	\$8,987.93

Asset Allocation



Manager Allocation *



* - J.P. Morgan Managed includes (to the extent permitted under applicable law) mutual funds, other registered funds and hedge funds managed by J.P. Morgan and structured products issued by J.P. Morgan. J.P. Morgan Cash & Liquidity Funds includes cash, J.P. Morgan deposit sweeps and J.P. Morgan money market mutual funds. Third-Party Managed & Other includes mutual funds, exchange traded funds, hedge funds, and separately managed accounts managed by parties other than J.P. Morgan, structured products and exchange traded notes issued by parties other than J.P. Morgan, and other investments not managed or issued by J.P. Morgan. See important information about investment principles and conflicts in the disclosures section.

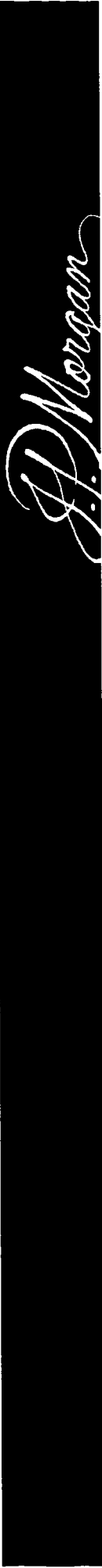


THE BEN E. KEITH FOUNDATION ACCT. R76880005
For the Period 6/1/14 to 6/30/14

Account Summary CONTINUED

	PRINCIPAL		INCOME	
	Current Period Value	Year-to-Date Value	Current Period Value	Year-to-Date Value
Portfolio Activity				
Beginning Market Value	16,850,233.92	16,219,725.67	2,450.19	2,942.23
Additions		1,520.00	117,177.00	411,942.76
Withdrawals & Fees	(120,680.46)	(488,602.83)	(144,803.47)	(813,091.92)
Net Additions/Withdrawals	(\$120,680.46)	(\$487,082.83)	(\$27,626.47)	(\$401,149.16)
Income		5,023.05	35,126.00	408,156.60
Change In Investment Value	90,353.35	1,082,240.92		0.05
Ending Market Value	\$16,819,906.81	\$16,819,906.81	\$9,949.72	\$9,949.72
Accruals	--	--	11,955.84	11,955.84
Market Value with Accruals	--	--	\$21,905.56	\$21,905.56

	Current Period Value	Year-to-Date Value
Tax Summary		
Domestic Dividends/Distributions	35,025.27	406,413.11
Interest Income	26.96	246.73
Ordinary Income		298.18
Original Issue Discount		4,724.87
Taxable Income	\$35,052.23	\$411,682.89
Specialty Asset Income	73.77	1,496.76
Other Income & Receipts	\$73.77	\$1,496.76
Unrealized Gain/Loss		
LT Capital Gain Distributions		115,989.61
ST Realized Gain/Loss	10,937.50	(16,300.27)
LT Realized Gain/Loss		593,803.52
Realized Gain/Loss	\$10,937.50	\$693,492.86
To-Date Value		
Unrealized Gain/Loss		\$1,681,658.22



THE BEN E. KEITH FOUNDATION ACCT. R76880005
For the Period 6/1/14 to 6/30/14

Account Summary CONTINUED

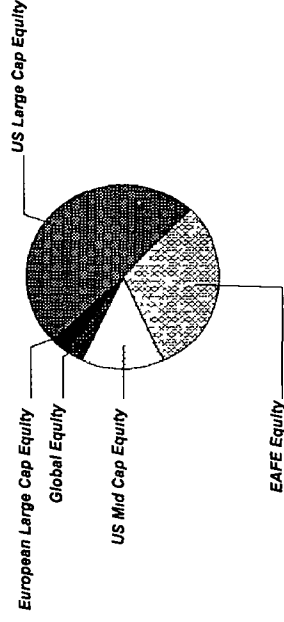
Cost Summary	Cost
Equity	4,330,217.69
Cash & Fixed Income	8,225,038.07
Other	6,750.00
Total	\$12,562,005.76



THE BEN E. KEITH FOUNDATION ACCT. R76880005
For the Period 6/1/14 to 6/30/14

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	2,793,039.82	2,838,578.05	45,538.23	17%
US Mid Cap Equity	772,903.23	799,307.52	26,404.29	5%
EAFE Equity	1,832,378.94	1,846,675.87	14,296.93	11%
European Large Cap Equity	171,048.90	168,159.75	(2,889.15)	1%
Global Equity	174,463.37	177,649.06	3,185.69	1%
Total Value	\$5,743,834.26	\$5,830,370.25	\$86,535.99	35%



Equity as a percentage of your portfolio - 35 %

Market Value/Cost	Current Period Value
Market Value	5,830,370.25
Tax Cost	4,330,217.69
Unrealized Gain/Loss	1,500,152.56
Estimated Annual Income	97,100.85
Yield	1.66 %

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
US Large Cap Equity							
BBH CORE SELECT FUND-N 05528X-60-4 BBTE X	22.56	22,055.119	497,563.48	350,000.00	147,563.48	2,271.67	0.46 %
CULLEN HIGH DIVIDEND EQ-I 230001-40-6 CHDV X	17.59	58,771.661	1,033,793.52	732,875.07	300,918.45	41,434.02	4.01 %

J.P. Morgan



THE BEN E. KEITH FOUNDATION ACCT R76880005
For the Period 6/1/14 to 6/30/14

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
US Large Cap Equity							
JPM LARGE CAP GRWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	32.52	7,475,438	243,101.24	175,000.00	68,101.24		
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	29.74	20,153,085	599,352.75	475,000.00	124,352.75	2,317.60	0.39%
PARNASSUS EQTY INCOME FD-INS 701769-40-8 PRIL X	39.58	6,755,105	267,367.06	175,235.18	92,131.88	3,715.30	1.39%
SG REN SPX 10/16/14 2 XLEV- 8%CAP- 16%MAXPYMT INITIAL LEVEL-09/27/13 SPX 1691 75 83368W-EU-1	112.80	175,000,000	197,400.00	173,250.00	24,150.00		
Total US Large Cap Equity			\$2,838,578.05	\$2,081,360.25	\$757,217.80	\$49,738.59	1.75%
US Mid Cap Equity							
ISHARES RUSSELL MIDCAP INDEX FUND 464287-49-9 IWR	162.56	4,917,000	799,307.52	334,179.61	465,127.91	10,271.61	1.29%
EAFE Equity							
JPM INTL VALUE FD - INSTL FUND 1375 4812A0-57-3 JNUS X	15.55	59,475,895	924,850.17	807,106.04	117,744.13	18,913.33	2.05%



THE BEN E. KEITH FOUNDATION ACCT. R76880005
For the Period 6/1/14 to 6/30/14

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
EAFE Equity							
MANNING & NAPIER WORLD OPPOR 563821-54-5 EXWA X	9.51	96,932.250	921,825.70	779,600.44	142,225.26	9,984.02	1.08%
Total EAFE Equity			\$1,846,675.87	\$1,586,706.48	\$259,969.39	\$28,897.35	1.57%
European Large Cap Equity							
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	59.95	2,805.000	168,159.75	162,971.35	5,188.40	6,459.91	3.84%
Global Equity							
JPM GLBL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	18.96	9,369.676	177,649.06	165,000.00	12,649.06	1,733.39	0.98%

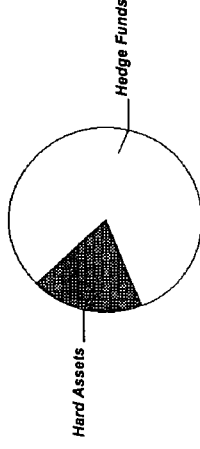


THE BEN E. KEITH FOUNDATION ACCT R76880005
For the Period 6/1/14 to 6/30/14

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	2,099,076 73	2,107,132 65	8,055 92	13%
Hard Assets	564,454 27	501,926 84	(62,527.43)	3%
Total Value	\$2,663,531.00	\$2,609,059.49	(\$54,471.51)	16%

Asset Categories



Alternative Assets as a percentage of your portfolio - 16 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE GLOBAL MACRO-I 277923-72-8 EIGM X	9 31	17,844 370	166,131 08	176,658 83
GATEWAY FUND-Y 367829-88-4 GTEY X	29 47	17,901 898	527,568 93	500,000 00



THE BEN E. KEITH FOUNDATION ACCT. R76880005
For the Period 6/1/14 to 6/30/14

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
GOLDMAN SACHS TR STRG INCM INST 38145C-64-6 GSZI X	10.58	28,653.295	303,151.86	300,000.00
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	12.67	34,911.930	442,334.15	450,000.00
PIMCO UNCONSTRAINED BOND-P 72201M-45-3 PUCP X	11.31	44,286.980	500,885.74	500,000.00
THE ARBITRAGE FUND-I 03875R-20-5 ARBN X	12.97	12,880.562	167,060.89	165,000.00
Total Hedge Funds			\$2,107,132.65	\$2,091,658.83

	Price	Quantity	Estimated Value	Cost	Est Annual Income Accrued Income
Hard Assets					
BARC MARKET PLUS WTI 06/22/15 LNKD TO CL1 80% BARRIER- 7 20%CPN, UNCAPPED INITIAL LEVEL-04/11/14 CL1 103.74 06741U-BY-9	103.17	85,000.000	87,694.50	83,980.00	
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	11.52	27,754.543	319,732.34	310,000.00	3,441.56

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THE BEN E. KEITH FOUNDATION ACCT. R76880005
For the Period 6/1/14 to 6/30/14

	Price	Quantity	Estimated Value	Cost	Est. Annual Income	
					Accrued	Income
Hard Assets						
SG CONT BUFF EQ BRENT 08/12/14	105.00	90,000.000	94,500 00	89,100 00		
LNKD TO CO1						
80% BARRIER- 4 6%CPN 15 00%CAP						
INITIAL LEVEL-08/01/13 CO1.109.43						
78423E-HT-4						
Total Hard Assets			\$501,926.84	\$483,080.00		\$3,441.56

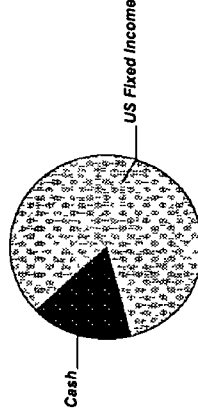


THE BEN E. KEITH FOUNDATION ACCT. R76880005
For the Period 6/1/14 to 6/30/14

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	1,476,961.48	1,425,031.02	(51,930.46)	8%
US Fixed Income	6,957,653.18	6,947,192.05	(10,461.13)	39%
Total Value	\$8,434,614.66	\$8,372,223.07	(\$62,391.59)	47%

Market Value/Cost	Current Period Value
Market Value	8,372,223.07
Tax Cost	8,225,038.07
Unrealized Gain/Loss	147,185.00
Estimated Annual Income	203,774.92
Accrued Interest	11,955.84
Yield	2.43 %



SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months ¹	8,372,223.07	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	1,425,031.02	17%
Mutual Funds	6,947,192.05	83%
Total Value	\$8,372,223.07	100%

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



THE BEN E. KEITH FOUNDATION ACCT. R76880005
For the Period 6/1/14 to 6/30/14

Note: 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		Unrealized Gain/Loss	Est Annual Income		Yield
				Original Cost			Accrued Interest		
Cash									
US DOLLAR PRINCIPAL	1 00	1,425,031.02	1,425,031.02	1,425,031.02			427.50		0.03 % ¹
							37.25		
US Fixed Income									
HARBOR HIGH YIELD BOND-INST 411511-55-3	11 07	42,984.00	475,832.88	456,919.92		18,912.96	27,122.90		5.70 %
DOUBLELINE TOTAL RET BD-I 258620-10-3	10 99	71,592.06	786,796.74	800,000.00		(13,203.26)	40,234.73		5.11 %
JPM STRAT INC OPP FD - SEL FUND 3844 4812A4-35-1	11.90	83,387.99	992,317.12	988,665.05		3,652.07	19,429.40		1.96 %
							1,584.37		
JPM CORE BD FD - SEL FUND 3720 4812C0-38-1	11 71	142,225.49	1,665,460.46	1,563,237.49		102,222.97	44,089.90		2.65 %
							3,982.31		
JPM SHORT DURATION BD FD - SEL FUND 3133 4812C1-33-0	10 91	109,789.57	1,197,804.21	1,200,000.00		(2,195.79)	9,881.06		0.82 %
							878.32		
JPM CORE PLUS BD FD - INSTL FUND 3601 4812C2-38-7	8 39	107,495.08	901,883.75	878,175.44		23,708.31	34,290.93		3.80 %
							2,902.37		



THE BEN E. KEITH FOUNDATION ACCT. R76880005
For the Period 6/1/14 to 6/30/14

	Price	Quantity	Value	Adjusted Tax Cost	Unrealized	Est. Annual Income	Yield
				Original Cost	Gain/Loss	Accrued Interest	
US Fixed Income							
JPM INFLATION MGD BD FD - SEL FUND 2037 48121A-56-3	10 63	30,797 15	327,373 66	325,000 00	2,373 66	4,096.02 554 35	1 25 %
JPM FLOAT RATE INC FD - SEL FUND 2808 48121L-51-0	10 11	59,319 81	599,723 23	588,009 15	11,714 08	24,202 48 2,016.87	4 04 %
Total US Fixed Income			\$6,947,192.05	\$6,800,007.05	\$147,185.00	\$203,347.42 \$11,918.59	2.93 %



THE BEN E. KEITH FOUNDATION ACCT. R76880005
For the Period 6/1/14 to 6/30/14

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							
CCSD&RGNG RR SVY UPTON CO TX	1.00						
CCSD&RGNG RR CO 1380	1 00						
UPTON, TEXAS							
MINERAL INTEREST							
Bearer							
997719-42-3							
440000500 HALAMICEK 7901 H							
SECTIONS 77, 78 & 79, BLK D, CCSD							
& RGNG RR CO SURV, UPTON COUNTY,							
E WILCOX SVY ETC EASTLAND TX							
WILCOX, E 553	1 00						
EASTLAND, TEXAS	1.00						
A-553 & 119, EASTLAND COUNTY, TX							
ROYALTY INTEREST							
Bearer							
997722-22-5							
4402420 E. RANGER U-TR. 97 PH I							
(SAME SURFACE LAND AS E RANGER							
UNIT - TR. 97)							

J.P.Morgan



THE BEN E. KEITH FOUNDATION ACCT R76880005
For the Period 6/1/14 to 6/30/14

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
530003473 EAST RANGER UNIT WILCOX, E 553 EASTLAND, TEXAS							
J YORK SVY EASTLAND CO TX YORK, J 557 EASTLAND, TEXAS JOHN YORK SUR ROYALTY INTEREST Bearer 997722-22-2	1 00 1 00						
4417757 J E BUTLER 936 ACRES M/L OUT OF THE JOHN YORK SURVEY A-557							
530003471 NORTH CENTRAL RANGER UNIT YORK, J 0 EASTLAND, TEXAS							
T&P RR CO SVY STEPHENS CO TX T&P RR CO 2420 STEPHENS, TEXAS BLK. 5, T&P RR SURV MINERAL INTEREST Bearer 997723-22-3	1 00 1.00						
US DOLLAR INCOME							
Total Oil & Gas	\$4.00 \$4.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

J.P.Morgan



THE BEN E. KEITH FOUNDATION ACCT. R76880005
For the Period 6/1/14 to 6/30/14

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 %	70.50	100.000	7,050.00	6,300.00		
.01 ANNUALLY MAT 1/01/50						
UNSEC'D PERSONAL PROM LN MANAGED						
83P000-49-6						
GASTON HALLAM						
37890.00 DTD 9/30/65 %	12.00	100.000	1,200.00	450.00		
.01 ANNUALLY MAT 12/31/69						
UNSEC'D PERSONAL PROM LN MANAGED						
83P000-47-0						
Total Other			\$8,250.00	\$6,750.00	\$0.00	

J.P.Morgan