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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No. 1545-0052

2016

Open to Public Inspection

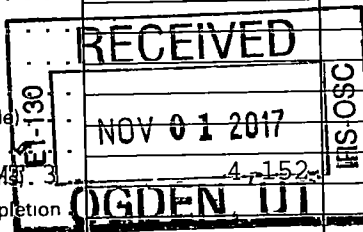
For calendar year 2016 or tax year beginning 07/01, 2016, and ending

06/30, 2017

Name of foundation BEN E KEITH FOUNDATION TRUST XXXXX0005		A Employer identification number 75-6013955
Number and street (or P.O. box number if mail is not delivered to street address) 10 S DEARBORN IL1-0117		B Telephone number (see instructions) 866-888-5157
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60603		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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: ☒ 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) \$ 15,652,478.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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		320,715.	320,715.		STMT 1
4 Dividends and interest from securities		NONE	NONE	NONE	
5a Gross rents					
b Net rental income or (loss)		NONE			
6a Net gain or (loss) from sale of assets not on line 10		209,498.			
b Gross sales price for all assets on line 6a 7,259,609.			209,498.		
7 Capital gain net income (from Part IV, line 2)					
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)		2,280.	731.		STMT 2
11 Other income (attach schedule)		532,493.	530,944.	NONE	
12 Total. Add lines 1 through 11		75,454.	45,272.		30,182.
13 Compensation of officers, directors, trustees, etc.			NONE	NONE	
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest		4,152.	4,152.		
18 Taxes (attach schedule) (see instructions)					
19 Depreciation (attach schedule) and depletion					
20 Occupancy			NONE	NONE	
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications					
23 Other expenses (attach schedule) STMT 4		30.	30.		
24 Total operating and administrative expenses. Add lines 13 through 23.		79,636.	49,454.	NONE	30,182.
25 Contributions, gifts, grants paid		708,500.			708,500.
26 Total expenses and disbursements. Add lines 24 and 25		788,136.	49,454.	NONE	738,682.
27 Subtract line 26 from line 12		-255,643.			
a Excess of revenue over expenses and disbursements			481,490.		
b Net investment income (if negative, enter -0-)				NONE	
c Adjusted net income (if negative, enter -0-)					

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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		11,187.	6,637.	6,637.
	2	Savings and temporary cash investments		665,499.	741,821.	741,821.
	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				
	10a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 5		8,035,856.	7,831,743.	9,034,558.
	c	Investments - corporate bonds (attach schedule) . STMT 6		4,083,224.	4,287,172.	4,331,824.
	Liabilities	11	Investments - land, buildings, and equipment, basis ▶			
		Less: accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule) STMT 7		1,823,816.	1,497,725.	1,527,285.
14		Land, buildings, and equipment, basis ▶				
		Less: accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶ STMT 8)		6,754.	6,754.	10,353.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		14,626,336.	14,371,852.	15,652,478.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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		14,626,336.	14,371,852.	
	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)		14,626,336.	14,371,852.	
	31	Total liabilities and net assets/fund balances (see instructions)		14,626,336.	14,371,852.	

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	14,626,336.
2	Enter amount from Part I, line 27a	2	-255,643.
3	Other increases not included in line 2 (itemize) ▶ RECOVERY OF CHARITABLE DISTRIBUTIONS	3	2,500.
4	Add lines 1, 2, and 3	4	14,373,193.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	1,341.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,371,852.

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Part IV Capital Gains and Losses for Tax on Investment Income(a) List and describe the kind(s) of property sold (e.g., real estate,
2-story brick warehouse; or common stock, 200 shs. MLC Co.)(b) How
acquired
P - Purchase
D - Donation(c) Date acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)**1 a 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 7,259,609.		7,050,111.	209,498.
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			209,498.
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	209,498.
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))
2015	802,749.	14,820,842.	0.054164
2014	791,108.	16,243,303.	0.048704
2013	779,503.	16,312,150.	0.047787
2012	880,220.	16,231,603.	0.054229
2011	771,519.	15,746,966.	0.048995

2 Total of line 1, column (d)	2	0.253879
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	0.050776
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	14,977,074.
5 Multiply line 4 by line 3.	5	760,476.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	4,815.
7 Add lines 5 and 6.	7	765,291.
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	738,682.

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.		1	9,630.
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			
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	9,630.
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	9,630.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 3,088.		
b Exempt foreign organizations - tax withheld at source	6b NONE		
c Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	3,088.
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	6,542.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ NONE 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?		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?		X
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 2016 or the taxable year beginning in 2016 (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

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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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► JP MORGAN CHASE BANK N.A. Telephone no. ► (866) 888-5157 Located at ► 10 S DEARBORN ST; MC; IL 1-0117, CHICAGO, IL ZIP+4 ► 60603		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		
16 At any time during calendar year 2016, 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 FinCEN Form 114. 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)?		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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ 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)		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 2016 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 2016)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		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 4945(d)(4)(A)? (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** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see 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
JP MORGAN CHASE BANK .N.A. 10 S DEARBORN ST; MC, IL 1-0117, CHICAGO, IL 60603	TRUSTEE 2	75,454.	-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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3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

Part IX-A Summary of Direct Charitable Activities

Expenses

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

Amount

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,464,606.
b	Average of monthly cash balances	1b	738,996.
c	Fair market value of all other assets (see instructions).	1c	1,549.
d	Total (add lines 1a, b, and c)	1d	15,205,151.
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	15,205,151.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	228,077.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,977,074.
6	Minimum investment return. Enter 5% of line 5	6	748,854.

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	748,854.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	9,630.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,630.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	739,224.
4	Recoveries of amounts treated as qualifying distributions	4	2,500.
5	Add lines 3 and 4	5	741,724.
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	741,724.

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	738,682.
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	738,682.
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	738,682.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				741,724.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			706,317.	
b Total for prior years 20 <u>14</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	NONE			
b From 2012	NONE			
c From 2013	NONE			
d From 2014	NONE			
e From 2015	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>738,682.</u>				
a Applied to 2015, but not more than line 2a			706,317.	
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 2016 distributable amount	NONE			32,365.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2016 . (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 2015. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017.				709,359.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2012	NONE			
b Excess from 2013	NONE			
c Excess from 2014	NONE			
d Excess from 2015	NONE			
e Excess from 2016	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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
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 address of the person to whom applications should be addressed.

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

c Any submission deadlines:

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

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

Recipient	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 36				708,500.
Total			▶ 3a	708,500.
b Approved for future payment				
Total			▶ 3b	

		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.		

[illegible]

b If "Yes," complete the following schedule.

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

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

Phone no. 312-486-9652

18

RENT AND ROYALTY INCOME

Taxpayer's Name BEN E KEITH FOUNDATION TRUST XXXXX0005	Identifying Number 75-6013955
--	---

DESCRIPTION OF PROPERTY

CCSD&RGNG RR SVY UPTON CO TX

	Yes		No	Did you actively participate in the operation of the activity during the tax year?
--	-----	--	----	--

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME

731.

OTHER INCOME:**TOTAL GROSS INCOME**

731.

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)**

731.

Less Amount to

Rent or Royalty

Depreciation

Depletion

Investment Interest Expense

Other Expenses

Net Income (Loss) to Others**Net Rent or Royalty Income (Loss)**

731.

Deductible Rental Loss (if Applicable)

SCHEDULE FOR DEPRECIATION CLAIMED

[illegible]

RENT AND ROYALTY INCOME

Taxpayer's Name BEN E KEITH FOUNDATION TRUST XXXXX0005	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

OTHER INCOME:		

TOTAL GROSS INCOME

OTHER EXPENSES:[illegible]

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)

Less Amount to

Rent or Royalty _____

Depreciation _____

Depletion _____

Investment Interest Expense _____

Other Expenses _____

Net Income (Loss) to Others

Net Rent or Royalty Income (Loss)

Deductible Rental Loss (if Applicable)

SCHEDULE FOR DEPRECIATION CLAIMED

[illegible]

BEN E KEITH FOUNDATION TRUST XXXXX0005

75-6013955

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN DIVIDENDS	50,497.	50,497.
DOMESTIC DIVIDENDS	77,154.	77,154.
CORPORATE INTEREST	2,680.	2,680.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	5,013.	5,013.
NONQUALIFIED FOREIGN DIVIDENDS	10,794.	10,794.
NONQUALIFIED DOMESTIC DIVIDENDS	174,577.	174,577.
	-----	-----
TOTAL	320,715.	320,715.
	=====	=====

BEN E KEITH FOUNDATION TRUST XXXXX0005

75-6013955

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ROYALTY INCOME	731.	731.
TAX REFUND	1,549.	
	-----	-----
TOTALS	2,280.	731.
	=====	=====

BEN E KEITH FOUNDATION TRUST XXXXX0005

75-6013955

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES ON QUALIFIED FOR	3,519.	3,519.
FOREIGN TAXES ON NONQUALIFIED	633.	633.
	-----	-----
TOTALS	4,152.	4,152.
	=====	=====

BEN E KEITH FOUNDATION TRUST XXXXX0005

75-6013955

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MINERAL INT-PRODUCTION TAX	17.	17.
MINERAL INT-AD VALOREM TAX	13.	13.
	-----	-----
TOTALS	30.	30.
	=====	=====

BEN E KEITH FOUNDATION TRUST XXXXX0005

75-6013955

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
00171A530 AMG MANAGERS PICTET	491,057.	591,974.
0075W0759 EDGEWOOD GROWTH FD-I	361,784.	462,467.
09253F879 BLACKROCK INTERNATL	1,598,317.	1,718,123.
115233579 BROWN ADV JAPAN ALPH	173,082.	158,131.
14042Y601 CAPITAL GR NON US EQ	379,008.	425,206.
256206103 DODGE & COX INTL STO	459,468.	487,113.
464287507 ISHARES CORE S&P MID		
46637K513 JPM GLBL RES ENH IND	881,487.	999,281.
4812A2389 JPM US LARGE CP CORE	327,814.	426,430.
701769408 PARNASSUS CORE EQUIT	339,280.	430,444.
78462F103 SPDR S&P 500 ETF TRU	2,820,446.	3,335,389.
	-----	-----
TOTALS	7,831,743.	9,034,558.
	=====	=====

BEN E KEITH FOUNDATION TRUST XXXXX0005

75-6013955

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
256210105 DODGE & COX INCOME F	450,000.	451,972.
258620103 DOUBLELINE TOTL RET	474,665.	461,988.
41015K516 JH II STRAT INC OPPO	306,127.	311,533.
48121A290 JPM UNCONSTRAINED DE	151,024.	157,323.
48121A563 JPM INFLATION MGD BD	341,355.	330,178.
4812C0381 JPMORGAN CORE BOND-S	606,027.	617,637.
55273E640 MFS EMERGING MKTS DE	300,000.	298,396.
693390841 PIMCO FD PAC INV MGM	581,502.	629,295.
92203J308 VANGUARD TOTAL INTL	1,076,472.	1,073,502.
	-----	-----
TOTALS	4,287,172.	4,331,824.
	=====	=====

BEN E KEITH FOUNDATION TRUST XXXXX0005

75-6013955

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
00191K609 AQR MANAGED FUTURES	C	307,199.	289,749.
00771X435 CHILTON STRATEGIC EU	C	205,000.	220,155.
25264S833 DIAMOND HILL LONG/SH	C	219,825.	246,706.
277923728 EATON VANCE GLOBAL M	C	153,600.	153,768.
41015K714 JOHN HAN II-ABS RET	C	153,600.	153,908.
72201M487 PIMCO UNCONSTRAINED	C	458,501.	462,999.
		-----	-----
TOTALS		1,497,725.	1,527,285.
		=====	=====

BEN E KEITH FOUNDATION TRUST XXXXX0005

75-6013955

FORM 990PF, PART II - OTHER ASSETS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
OIL AND GAS WELLS		2,103.
UNSECURED LOAN		8,250.
83P000470 GASTON HALLAM 37890.	450.	
83P000496 BEN E KEITH COMPANY	6,300.	
997719423 CCSD&RGNG RR SVY UPT	1.	
997722222 J YORK SVY EASTLAND	1.	
997722225 E WILCOX SVY ETC EA	1.	
997723223 T&P RR CO SVY STEPHE	1.	
999999999		
	-----	-----
TOTALS	6,754.	10,353.
	=====	=====

RECIPIENT NAME:
AIDS INTERFAITH NETWORK
ADDRESS:
2707 N. STEMMONS FRWY, SUITE 120
Dallas, TX 75207
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 100.

RECIPIENT NAME:
MARINE CORPS SCHOLARSHIP
FOUNDATION
ADDRESS:
909 N. WASHINGTON STREET
Alexandria, VA 22314
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
TEXAS SCOTTISH RITE HOSPITAL FOR CHILDRE
CHILDREN
ADDRESS:
2222 WELBORN ST
Dallas, TX 75219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
DALLAS BLACK DANCE THEATRE
ADDRESS:
2700
Dallas, TX 75201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
PARK CITIES YMCA
ADDRESS:
821 CUSTER RD
Richardson, TX 75080
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

~~RECIPIENT NAME:~~
Bnai Zion Foundation Inc
ADDRESS:
136 EAST 39TH STREET
New York, NY 10016
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,200.

RECIPIENT NAME:
BISHOP LYNCH HIGH SCHOOL
ADDRESS:
9750 FERGUSON RD
Dallas, TX 75228
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
ARLINGTON ROTARY FOUNDATION
ADDRESS:
313 N CENTER ST
Arlington, TX 76011
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 500.

~~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:

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 3,000.

RECIPIENT NAME:

S M Wright Foundation

ADDRESS:

9213 SOVERIGN ROW
Dallas, TX 75247

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

HPS EDUCATION FOUNDATION

ADDRESS:

750 ST. PAUL STREET
Dallas, TX 75201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
FRIENDS OF THE LEVITT PAVILION
ARLINGTON
ADDRESS:
100 W ABRAM ST
Arlington, TX 76010
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
BIRTHDAY PARTY PROJECT
ADDRESS:
2143 FARRINGTON
Dallas, TX 75207
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
RESOURCE CENTER OF DALLAS
ADDRESS:
5750 CEDAR SPRINGS RD
Dallas, TX 75235
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,500.

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 3,500.

RECIPIENT NAME:
JUBILEE PARK AND COMMUNITY
CENTER
ADDRESS:
917 BANK ST
Dallas, TX 75223
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,500.

RECIPIENT NAME:
PRESTON GROUP OF ALCOHOLICS
ANONYMOUS
ADDRESS:
8220 WESTCHESTER DRIVE #220
Dallas, TX 75225
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,100.

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

RECIPIENT NAME:

CAMP ARANZAZU

ADDRESS:

5420 LOOP 1781

Rockport, TX 78382

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

ST. MONICA SCHOOL

ADDRESS:

4140 WALNUT HILL LN

Dallas, TX 75229

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,000.

~~RECIPIENT NAME:~~

SCHOLARSHOT

ADDRESS:

2904 SWISS AVE

Dallas, TX 75204

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
ORCHESTRA OF NEW SPAIN
ADDRESS:
10260 N CENTRAL EXPY STE 276
Dallas, TX 75231
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
OPERATION KINDNESS
ADDRESS:
3201 EARHART DR
Carrollton, TX 75006
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,500.

-----RECIPIENT NAME:-----
COMMUNITIES IN SCHOOLS
ADDRESS:
1341 W MOCKINGBIRD
Dallas, TX 75247
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

=====

RECIPIENT NAME:

VNA OF TEXAS

ADDRESS:

1600 VICEROY DRIVE, SUITE 400
Dallas, TX 75235

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

NORTH TEXAS FOOD BANK

ADDRESS:

4500 S COCKRELL HILL RD
Dallas, TX 75236

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:

PLANNED PARENTHOOD OF GREATER
TEXAS

ADDRESS:

7424 GREENVILLE AVE STE 206
Dallas, TX 75231

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
KLYDE WARREN PARK
ADDRESS:
2012 WOODALL RODGERS FWY
Dallas, TX 75201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
DALLAS THEATER CENTER
ADDRESS:
2400 FLORA ST
Dallas, TX 75201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,000.

~~RECIPIENT NAME:~~
MAGGIES HOUSE
ADDRESS:
1302 REDWOOD CIR
Dallas, TX 75218-3654
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
DOWN SYNDROME PARTNERSHIP OF
TARRANT COUNTY, INC.
ADDRESS:
1300 W LANCASTER AVE
Fort Worth, TX 76102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
LEVITT PAVILION ARLINGTON
ADDRESS:
100 W ABRAM ST
Arlington, TX 76010
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 1,000.

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 26,000.

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.

~~RECIPIENT NAME:~~

Fort Worth Museum Science and History

ADDRESS:

1600 GENDY ST

Fort Worth, TX 76107

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,500.

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:
Child care group
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 10,000.

~~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 10,000.

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 15,000.

RECIPIENT NAME:

Dallas Museum of Art

ADDRESS:

1717 N HARWOOD ST

Dallas, TX 75201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 6,000.

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 7,500.

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:
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 10,000.

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 1,000.

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 7,000.

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 10,000.

~~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:
Our Friends Place
ADDRESS:
2501 OAK LAWN AVE STE 500
Dallas, TX 75219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
Texas Winds Musical Outreach
ADDRESS:
7038 HUNTERS RIDGE DR
Dallas, TX 75248
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

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 2,500.

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 3,000.

RECIPIENT NAME:
Dallas Center for the Performing Arts
ADDRESS:
2106 BOLL ST
Dallas, TX 75204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

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 18,000.

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 27,500.

RECIPIENT NAME:

BIG BROTHERS BIG SISTERS OF NORTH TEXAS

ADDRESS:

3000 HERRING AVE
Waco, TX 76708

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 6,000.

~~RECIPIENT NAME:~~

FORT WORTH AVIATION MUSEUM

ADDRESS:

3300 ROSS AVE
Fort Worth, TX 76106

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

THE SENIOR SOURCE

ADDRESS:

3910 HARRY HINES BLVD

Dallas, TX 75219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 40,000.

RECIPIENT NAME:

THE SHELTON SCHOOL

ADDRESS:

15720 HILLCREST RD

Dallas, TX 75248

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

UPLIFT EDUCATION

ADDRESS:

606 E ROYAL LN

Irving, TX 75039

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

=====

RECIPIENT NAME:

CAMP JOHN MARC

ADDRESS:

2929 CARLISLE ST STE 355

Dallas, TX 75204

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

SOUTHWESTERN MEDICAL

FOUNDATION

ADDRESS:

3889 MAPLE AVE STE 100

Dallas, TX 75219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

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.

BEN E KEITH FOUNDATION TRUST XXXXX0005

75-6013955

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

RECIPIENT NAME:

ymca of metropolitan fort worth

ADDRESS:

512 LAMAR ST #400

Fort Worth, TX 76102

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

THE TSTC FOUNDATION

ADDRESS:

3801 CAMPUS DRIVE

Waco, TX 76705

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

~~RECIPIENT NAME:~~

CASA MANANA INC.

ADDRESS:

3101 W LANCASTER AVE

Fort Worth, TX 76107

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

BEN E KEITH FOUNDATION TRUST XXXXX0005

75-6013955

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

=====

RECIPIENT NAME:

AFRICAN AMERICAN MUSEUM OF ART

ADDRESS:

3536 GRAND AVENUE

Dallas, TX 75210

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

CLAYTON DABNEY FOUNDATION FOR

KIDS WITH CANCER

ADDRESS:

6500 GREENVILLE AVE

Dallas, TX 75206

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

AMERICAN RED CROSS

ADDRESS:

2025 E STREET, NW

Washington, WA 20006

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

STATEMENT 31

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 1,000.

RECIPIENT NAME:
ST. MONICA CHURCH
ADDRESS:
725 CALIFORNIA AVE
Santa Monica, CA 90403
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,100.

RECIPIENT NAME:-
TRINITY SPORTS FOUNDATION
ADDRESS:
PO BOX 13648
Arlington, TX 76094
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,500.

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

=====

RECIPIENT NAME:

SALESMANSHIP CLUB OF DALLAS

ADDRESS:

9705 HARRY HINES BLVD

Dallas, TX 75220

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

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 30,000.

RECIPIENT NAME:

Friends of the Katy Trail

ADDRESS:

5207 MCKINNEY AVE #19A

Dallas, TX 75204

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

BEN E KEITH FOUNDATION TRUST XXXXX0005

75-6013955

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

=====

RECIPIENT NAME:

Boys and Girls Club of Arlington

ADDRESS:

608 N. ELM STREET ARLINGTON

Arlington, TX 76011

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

Junior League of Arlington Inc

ADDRESS:

4002 W PIONEER PKWY # A,

Arlington, TX 76013

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

~~RECIPIENT NAME:~~

Educational First Steps

ADDRESS:

2815 GASTON AVE

Dallas, TX 75226

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

BEN E KEITH FOUNDATION TRUST XXXXX0005

75-6013955

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

=====

RECIPIENT NAME:

AT&T Performing Arts Center

ADDRESS:

2403 FLORA ST #500

Dallas, TX 75201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

SHAKESPEARE DALLAS

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:

Undermain Theatre

ADDRESS:

3200 MAIN ST

Dallas, TX 75226

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

STATEMENT 35

BEN E KEITH FOUNDATION TRUST XXXXX0005 75-6013955
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

San Antonio Zoo and Aquarium

ADDRESS:

3903 N ST MARY'S ST
San Antonio, TX 78212

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

Modern Art Museum of Fort Worth

ADDRESS:

3200 DARNELL ST
Fort Worth, TX 76107

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 60,000.

TOTAL GRANTS PAID:

708,500.

=====

RENT AND ROYALTY SUMMARY

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PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
CCSD&RGNG RR SVY UPT MINERAL ACTIVITY	731.			731.
TOTALS	731.			731.
	=====	=====	=====	=====