

For calendar year 2017, or tax year beginning 07-01-2017, and ending 06-30-2018

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 IL1-0111		Room/suite	B Telephone number (see instructions) (800) 496-2583
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) \$ 15,892,333		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)
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	355,181	355,181		
	5a Gross rents	0	0	0	
	b Net rental income or (loss) _____ 0				
	6a Net gain or (loss) from sale of assets not on line 10	375,250			
	b Gross sales price for all assets on line 6a _____ 2,821,052				
	7 Capital gain net income (from Part IV, line 2)		375,250		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	449	449		
	12 Total. Add lines 1 through 11	730,880	730,880	0	
	13 Compensation of officers, directors, trustees, etc	78,271	46,962		31,308
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	32,950	6,255		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	46	46		
	24 Total operating and administrative expenses. Add lines 13 through 23	111,267	53,263	0	31,308
	25 Contributions, gifts, grants paid	719,700			719,700
	26 Total expenses and disbursements. Add lines 24 and 25	830,967	53,263	0	751,008
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-100,087			
	b Net investment income (if negative, enter -0-)		677,617		
c Adjusted net income (if negative, enter -0-)				0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing	6,637	2	2		
	2	Savings and temporary cash investments	741,821	91,372	91,372		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0		
	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 ▶ _____ 0					
	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)	7,831,743	7,759,983	9,440,139		
	c	Investments—corporate bonds (attach schedule)	4,287,172	4,871,138	4,794,627		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	1,497,725	1,552,395	1,556,731		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)	6,754	8,254	9,462			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	14,371,852	14,283,144	15,892,333			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)		0			
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	14,371,852	14,283,144			
	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)	14,371,852	14,283,144				
31	Total liabilities and net assets/fund balances (see instructions) .	14,371,852	14,283,144				

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	14,371,852
2	Enter amount from Part I, line 27a	2	-100,087
3	Other increases not included in line 2 (itemize) ▶ _____	3	11,379
4	Add lines 1, 2, and 3	4	14,283,144
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	14,283,144

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 See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	375,250
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 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))
2016	738,682	14,977,074	0 049321
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
2 Total of line 1, column (d)			2 0 254205
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 050841
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 15,875,775
5 Multiply line 4 by line 3			5 807,140
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,776
7 Add lines 5 and 6			7 813,916
8 Enter qualifying distributions from Part XII, line 4			8 751,008

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	13,552
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	13,552
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	13,552
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	20,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	20,000
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	0
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	6,448
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 6,448 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
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? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of JP MORGAN CHASE BANK NA Telephone no (800) 496-2583			

Located at **10 S DEARBORN ST MC IL 1-0111 CHICAGO IL** ZIP+4 **60603**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2017, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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		No
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 2017? ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 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 2017). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		No

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JP MORGAN CHASE BANK NA 10 S DEARBORN ST MC IL 1-0111 CHICAGO, IL 60603	TRUSTEE 2	78,271		

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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000. **0**

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		

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
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	
2	
All other program-related investments. See instructions.	
3	
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	15,584,743
b	Average of monthly cash balances.	1b	531,139
c	Fair market value of all other assets (see instructions).	1c	1,656
d	Total (add lines 1a, b, and c).	1d	16,117,538
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	16,117,538
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	241,763
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	15,875,775
6	Minimum investment return. Enter 5% of line 5.	6	793,789

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	793,789
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	13,552
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	13,552
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	780,237
4	Recoveries of amounts treated as qualifying distributions.	4	10,000
5	Add lines 3 and 4.	5	790,237
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	790,237

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	751,008
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	751,008
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	751,008

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				790,237
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			709,359	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	0			
b From 2013.	0			
c From 2014.	0			
d From 2015.	0			
e From 2016.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 751,008				
a Applied to 2016, but not more than line 2a			709,359	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				41,649
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				748,588
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).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.	0			
b Excess from 2014.	0			
c Excess from 2015.	0			
d Excess from 2016.	0			
e Excess from 2017.	0			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see 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 email 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	719,700
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

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

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	*****	2018-10-30	*****
	Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	KELLY NEUGEBAUER		2018-10-30		P01285591
	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 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
16346 763 PIMCO FDS PAC INVT MGMT SER HIGH YLD FD INSTL CL		2016-03-04	2017-11-20
13106 364 AMG MG PICTET INTL-Z		2016-01-05	2017-12-06
3404 621 EDGEWOOD GROWTH FUND		2016-01-05	2017-12-06
982 563 DODGE & INTERNATIONAL STOCK FUND		2015-06-24	2017-12-06
4820 433 JPMORGAN GL RES ENH IDX-R6		2014-12-26	2017-12-06
2028 211 JPMORGAN US L/C CORE PL-R6		2012-08-16	2017-12-06
961 65 PARNASSUS EQTY INCOME FD-INS		2011-10-25	2017-12-06
BANK OF AMERICA CORPORATION			2017-12-12
15493 905 AQR MANAGED FUTURES STR-R6		2017-03-14	2018-01-25
3203 819 EDGEWOOD GROWTH FUND		2016-01-05	2018-01-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
146,467		135,947	10,520
151,641		119,163	32,478
100,811		72,791	28,020
44,746		40,436	4,310
108,122		88,106	20,016
67,945		48,062	19,883
40,851		31,721	9,130
119			119
149,981		144,558	5,423
104,028		68,498	35,530

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			10,520
			32,478
			28,020
			4,310
			20,016
			19,883
			9,130
			119
			5,423
			35,530

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
16860 554 EATON VANCE MUT FDS TR		2017-03-14	2018-01-25
28739 218 JH II STRAT INC OPPORT-R6		2017-03-14	2018-01-25
8361 454 JPMORGAN GL RES ENH IDX-R6		2014-12-26	2018-01-25
16444 705 PIMCO FDS PAC INVT MGMT SER HIGH YLD FD INSTL CL		2016-03-04	2018-01-29
8809 505 PIMCO SHORT TERM FUND INSTL		2018-01-25	2018-02-08
9259 551 MFS EMERGING MKTS DEBT FD R6		2016-07-21	2018-02-13
5396 1 VANGUARD TOTAL INTL BND-ADM		2017-04-13	2018-02-13
19049 087 PIMCO FDS PAC INVT MGMT SER HIGH YLD FD INSTL CL		2016-03-04	2018-02-14
16190 56 JPMORGAN INFLATN MGD BND-R6			2018-03-14
21931 764 ISHARES MSCI EAFEINTL INDEX FD CL K		2016-09-16	2018-06-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
154,780		153,600	1,180
314,407		306,127	8,280
198,919		152,827	46,092
147,509		136,762	10,747
87,126		86,950	176
136,208		138,800	-2,592
116,232		117,365	-1,133
166,870		158,421	8,449
164,658		171,570	-6,912
312,089		274,098	37,991

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,180
			8,280
			46,092
			10,747
			176
			-2,592
			-1,133
			8,449
			-6,912
			37,991

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
			107,543

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Nasher Sculpture Center 2001 FLORA STREET Dallas, TX 75201	NONE	PC	GENERAL	500
DALLAS BLACK DANCE THEATRE2700 Dallas, TX 75201	NONE	PC	GENERAL	2,000
THE BRIDGE 290 LENOX AVENUE 3RD FLOOR NEW YORK, NY 10027	NONE	PC	GENERAL	5,000
Total ▶ 3a				719,700

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Bnai Zion Foundation Inc 136 EAST 39TH STREET New York, NY 10016	NONE	PC	GENERAL	1,200
BISHOP LYNCH HIGH SCHOOL 9750 FERGUSON RD Dallas, TX 75228	NONE	PC	GENERAL	4,000
Dallas Arboretum and Botanical Society Inc 8617 GARLAND ROAD Dallas, TX 75281	NONE	PC	GENERAL	1,000
Total ▶ 3a				719,700

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Theatre Arlington Inc 305 W MAIN STREET Arlington, TX 76010	NONE	PC	GENERAL	2,000
RESOURCE CENTER OF DALLAS 5750 CEDAR SPRINGS RD Dallas, TX 75235	NONE	PC	GENERAL	7,500
Perot Museum of Nature and Science 2201 N FIELD ST Dallas, TX 75201	NONE	PC	GENERAL	3,500
Total ▶ 3a				719,700

Form 990PF Part XV Line 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				
PRESTON GROUP OF ALCOHOLICS ANONYMOUS 8220 WESTCHESTER DRIVE 220 Dallas, TX 75225	NONE	PC	GENERAL	10,100
ST MONICA SCHOOL 4140 WALNUT HILL LN Dallas, TX 75229	NONE	PC	GENERAL	1,500
SCHOLARSHOT2904 SWISS AVE Dallas, TX 75204	NONE	PC	GENERAL	25,000
Total ▶ 3a				719,700

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
TURNING PAIGES INC 10115 REGAL PARK LN APT 206 DALLAS, TX 75230	NONE	PC	GENERAL	1,000
ORCHESTRA OF NEW SPAIN 10260 N CENTRAL EXPY STE 276 Dallas, TX 75231	NONE	PC	GENERAL	3,000
OPERATION KINDNESS 3201 EARHART DR Carrollton, TX 75006	NONE	PC	GENERAL	30,000
Total ▶ 3a				719,700

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
COMMUNITIES IN SCHOOLS 1341 W MOCKINGBIRD Dallas, TX 75247	NONE	PC	GENERAL	50,000
VNA OF TEXAS 1600 VICEROY DRIVE SUITE 400 Dallas, TX 75235	NONE	PC	GENERAL	10,000
NORTH TEXAS FOOD BANK 4500 S COCKRELL HILL RD Dallas, TX 75236	NONE	PC	GENERAL	15,000
Total ▶ 3a				719,700

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
PLANNED PARENTHOOD OF GREATER TEXAS7424 GREENVILLE AVE STE 206 Dallas, TX 75231	NONE	PC	GENERAL	10,000
DALLAS THEATER CENTER 2400 FLORA ST Dallas, TX 75201	NONE	PC	GENERAL	3,000
MAGGIES HOUSE1302 REDWOOD CIR Dallas, TX 752183654	NONE	PC	GENERAL	1,000
Total ▶ 3a				719,700

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
University of TexasPO BOX 250 Austin, TX 78767	NONE	PC	GENERAL	1,000
Chinati FoundationPO BOX 1135 Marfa, TX 79843	NONE	PC	GENERAL	10,000
Dallas Symphony Association Inc 2301 FLORA ST CENTER 300 Dallas, TX 75201	NONE	PC	GENERAL	10,000
Total ▶ 3a				719,700

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Fort Worth Museum Science and History 1600 GENDY ST Fort Worth, TX 76107	NONE	PC	GENERAL	1,500
Child care group 1400 W MOCKINGBIRD LANE ST 300 Dallas, TX 75247	NONE	PC	GENERAL	20,000
Goodwill Industries of Dallas 3020 N WESTMORELAND ROAD Dallas, TX 75212	NONE	PC	GENERAL	5,000
Total ▶ 3a				719,700

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
THE HOCKADAY SCHOOL 11600 WELCH ROAD DALLAS, TX 75229	NONE	PC	GENERAL	1,500
Visiting Nurse Association of Texas 1600 VICEROY SUTE 400 Dallas, TX 75235	NONE	PC	GENERAL	25,000
Dallas Museum of Art 1717 N HARWOOD ST Dallas, TX 75201	NONE	PC	GENERAL	6,000
Total 				719,700
3a				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Camp Fire First Texas Council 2700 MEACHAM BLVD Fort Worth, TX 76137	NONE	PC	GENERAL	15,000
Dallas Zoological Society 650 SRL THORNTON FRWY Dallas, TX 75203	NONE	PC	GENERAL	7,500
FORT WORTH ZOO 1989 COLONIAL PKWY FORT WORTH, TX 76110	NONE	PC	GENERAL	60,000
Total ▶ 3a				719,700

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CANCER CARE SERVICES 623 SOUTH HENDERSON STREET Fort Worth, TX 76104	NONE	PC	GENERAL	1,000
Senior Citizens of Greater Dallas 3910 HARRY HINES BLVD Dallas, TX 75219	NONE	PC	GENERAL	5,000
SPCA OF TEXAS2400 LONE STAR DR DALLAS, TX 75212	NONE	PC	GENERAL	7,500
Total ▶ 3a				719,700

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Greater Dallas Youth Orchestra 3630 HARRY HINES BLVD Dallas, TX 75219	NONE	PC	GENERAL	1,000
Dallas Contemporary161 GLASS STREET Dallas, TX 75207	NONE	PC	GENERAL	2,000
Oakridge School Inc 5900 WEST PIONEER PARKWAY Arlington, TX 76013	NONE	PC	GENERAL	17,000
Total ▶ 3a				719,700

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Friends of the Highland Park Library 4700 DREXEL DRIVE Dallas, TX 75205	NONE	PC	GENERAL	1,000
Fine Arts Chamber Players 3630 HARRY HINES BLVD Dallas, TX 75219	NONE	PC	GENERAL	3,000
SOUTH CENTRAL DALLAS BUSINESS AND PROFESSIONAL WOMENS CLUB INC C/O OWENS THURMAN PC 400 S ZANG BLVD DALLAS, TX 75208	NONE	PC	GENERAL	1,000
Total ▶ 3a				719,700

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Highland Park ISD Foundation 4201 GRASSMERE LANE Dallas, TX 75205	NONE	PC	GENERAL	16,000
TEATRO DALLAS 1331 RECORD CROSSING RD Dallas, TX 75235	NONE	PC	GENERAL	1,000
Dallas Wind SymphonyPO BOX 595026 Dallas, TX 75359	NONE	PC	GENERAL	2,000
Total ▶ 3a				719,700

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Our Friends Place 2501 OAK LAWN AVE STE 500 Dallas, TX 75219	NONE	PC	GENERAL	30,000
Texas Winds Musical Outreach 7038 HUNTERS RIDGE DR Dallas, TX 75248	NONE	PC	GENERAL	2,000
Performing Arts Fort Worth Inc 330 E 4TH STREET STE 300 Fort Worth, TX 76102	NONE	PC	GENERAL	2,500
Total ▶ 3a				719,700

Form 990PF Part XV Line 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				
LEE PARK AND ARLINGTON HALL (NOW THE CONSERVANCY) PO BOX 190872 DALLAS, TX 75219	NONE	PC	GENERAL	1,500
Mission Arlington Inc210 W SOUTH ST Arlington, TX 76010	NONE	PC	GENERAL	3,000
OV - 10 BRONCO ASSOCIATION PO BOX 161966 FORT WORTH, TX 76161	NONE	PC	GENERAL	500
Total ▶ 3a				719,700

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Dallas Center for the Performing Arts 2106 BOLL ST Dallas, TX 75204	NONE	PC	GENERAL	1,000
HEART HOUSE DALLASPO BOX 823162 DALLAS, TX 75382	NONE	PC	GENERAL	5,000
Dallas Opera2403 FLORA ST STE 500 Dallas, TX 75201	NONE	PC	GENERAL	5,000
Total ▶ 3a				719,700

Form 990PF Part XV Line 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				
JESUIT COLLEGE PREPARATORY 12345 INWOOD ROAD DALLAS, TX 75244	NONE	PC	GENERAL	3,000
TACA Inc1722 ROUTH ST STE 115 Dallas, TX 75201	NONE	PC	GENERAL	5,500
BIG BROTHERS BIG SISTERS OF NORTH TEXAS 3000 HERRING AVE Waco, TX 76708	NONE	PC	GENERAL	6,000
Total ▶ 3a				719,700

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
THE SHELTON SCHOOL 15720 HILLCREST RD Dallas, TX 75248	NONE	PC	GENERAL	3,500
UPLIFT EDUCATION606 E ROYAL LN Irving, TX 75039	NONE	PC	GENERAL	1,000
Highland Park Presbyterian Church 3821 UNIVERSITY BLVD Dallas, TX 75205	NONE	PC	GENERAL	17,500
Total ▶ 3a				719,700

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CAMP JOHN MARC 2929 CARLISLE ST STE 355 Dallas, TX 75204	NONE	PC	GENERAL	2,500
Texas Ballet Theatre Inc 1540 MALL CIRCLE Fort Worth, TX 76116	NONE	PC	GENERAL	2,000
ymca of metropolitan fort worth 512 LAMAR ST 400 Fort Worth, TX 76102	NONE	PC	GENERAL	1,000
Total ▶ 3a				719,700

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
AFRICAN AMERICAN MUSEUM OF ART 3536 GRAND AVENUE Dallas, TX 75210	NONE	PC	GENERAL	1,000
CLAYTON DABNEY FOUNDATION FOR KIDS WITH CANCER 6500 GREENVILLE AVE Dallas, TX 75206	NONE	PC	GENERAL	12,500
AMERICAN RED CROSS 2025 E STREET NW Washington, WA 20006	NONE	PC	GENERAL	20,000
Total ► 3a				719,700

Form 990PF Part XV Line 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				
Arlington Youth Symphony PO BOX 13061 Arlington, TX 76094	NONE	PC	GENERAL	1,000
ST MONICA CHURCH 725 CALIFORNIA AVE Santa Monica, CA 90403	NONE	PC	GENERAL	2,200
TRINITY SPORTS FOUNDATION PO BOX 13648 Arlington, TX 76094	NONE	PC	GENERAL	2,000
Total ▶ 3a				719,700

Form 990PF Part XV Line 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				
SALESMANSHIP CLUB OF DALLAS 9705 HARRY HINES BLVD Dallas, TX 75220	NONE	PC	GENERAL	10,000
KAPPA KAPPA GAMMA FOUNDATION PO BOX 12362 DALLAS, TX 752250362	NONE	PC	GENERAL	30,000
Friends of the Katy Trail 5207 MCKINNEY AVE 19A Dallas, TX 75204	NONE	PC	GENERAL	2,500
Total ▶ 3a				719,700

Form 990PF Part XV Line 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				
Boys and Girls Club of Arlington 608 N ELM STREET ARLINGTON Arlington, TX 76011	NONE	PC	GENERAL	2,000
Educational First Steps 2815 GASTON AVE Dallas, TX 75226	NONE	PC	GENERAL	2,000
AT&T Performing Arts Center 2403 FLORA ST 500 Dallas, TX 75201	NONE	PC	GENERAL	54,000
Total ▶ 3a				719,700

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Presbyterian Communities and Services 6100 COLWELL BLVD 225 Irving, TX 75039	NONE	PC	GENERAL	7,500
BTW ADVISORY BOARD LEVEL 1 87 LITTLE MALOP STREET Geelong Victoria, Geelong 3220 AS	NONE	PC	GENERAL	10,000
SHAKESPEARE DALLAS 3630 HARRY HINES BLVD Dallas, TX 75219	NONE	PC	GENERAL	7,200
Total ▶ 3a				719,700

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Undermain Theatre3200 MAIN ST Dallas, TX 75226	NONE	PC	GENERAL	2,000
San Antonio Zoo and Aquarium 3903 N ST MARYS ST San Antonio, TX 78212	NONE	PC	GENERAL	20,000
Modern Art Museum of Fort Worth 3200 DARNELL ST Fort Worth, TX 76107	NONE	PC	GENERAL	35,000
Total ▶ 3a				719,700

TY 2017 Investments Corporate Bonds Schedule**Name:** BEN E KEITH FOUNDATION TRUST XXXXX0005**EIN:** 75-6013955**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
256210105 DODGE & COX INCOME F	556,092	542,119
258620103 DOUBLELINE TOTL RET	572,713	546,402
41015K516 JH II STRAT INC OPPO		
48121A290 JPM UNCONSTRAINED DE		
48121A563 JPM INFLATION MGD BD		
4812C0381 JPMORGAN CORE BOND-S		
55273E640 MFS EMERGING MKTS DE		
693390841 PIMCO FD PAC INV MGM	150,371	156,401
92203J308 VANGUARD TOTAL INTL	959,107	964,398
48121L320 JPM UNCONSTRAINED DE	326,672	325,555
48121L809 JPMORGAN INFLATN MGD	169,785	162,144
4812C0100 JPMORGAN CORE BOND-R	997,336	981,338
552746364 MFS EMERGING MKTS DE	161,200	150,232
693390601 PIMCO SHORT-TERM FD-	324,536	324,289
722005816 PIMCO INVESTMENT GRA	491,044	479,307
921937827 VANGUARD SHORT-TERM	162,282	162,442

TY 2017 Investments Corporate Stock Schedule**Name:** BEN E KEITH FOUNDATION TRUST XXXXX0005**EIN:** 75-6013955

Name of Stock	End of Year Book Value	End of Year Fair Market Value
00171A530 AMG MANAGERS PICTET		
0075W0759 EDGEWOOD GROWTH FD-I	220,495	348,172
09253F879 ISHARES MSCI EAFEINT	1,424,314	1,576,140
115233579 BROWN ADV JAPAN ALPH	173,082	155,517
14042Y601 CAPITAL GR NON US EQ	379,008	454,000
256206103 DODGE & COX INTL STO	419,032	437,931
464287507 ISHARES CORE S&P MID		
46637K513 JPM GLBL RES ENH IND		
4812A2389 JPM US LARGE CP CORE		
701769408 PARNASSUS CORE EQUIT	307,558	405,584
78462F103 SPDR S&P 500 ETF TRU	2,984,099	3,903,990
00171C403 AMG MG PICTET INTL-Z	371,894	452,799
315911750 FIDELITY 500 INDEX F	393,801	408,159
46434G822 ISHARES INC MSCI JAP	166,394	150,045
48129C207 JPMORGAN GL RES ENH	640,554	786,081
48129C603 JPMORGAN US L/C CORE	279,752	361,721

TY 2017 Investments - Other Schedule

Name: BEN E KEITH FOUNDATION TRUST XXXXX0005

EIN: 75-6013955

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
00191K609 AQR MANAGED FUTURES	AT COST	162,641	152,008
00771X435 CHILTON STRATEGIC EU	AT COST	312,893	329,522
25264S833 DIAMOND HILL LONG/SH	AT COST	297,664	317,260
277923728 EATON VANCE GLOBAL M			
41015K714 JOHN HAN II-ABS RET	AT COST	153,600	136,436
72201M487 PIMCO UNCONSTRAINED	AT COST	458,501	454,151
362014623 GMO SGM MAJOR MARKET	AT COST	167,096	167,354

TY 2017 Other Assets Schedule**Name:** BEN E KEITH FOUNDATION TRUST XXXXX0005**EIN:** 75-6013955**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OIL AND GAS WELLS		0	1,208
UNSECURED LOAN		0	0
83P000470 GASTON HALLAM 37890	450	1,200	1,200
83P000496 BEN E KEITH COMPANY	6,300	7,050	7,050
997719423 CCSD&RGNG RR SVY UPT	1	1	1
997722222 J YORK SVY EASTLAND	1	1	1
997722225 E WILCOX SVY ETC EA	1	1	1
997723223 T&P RR CO SVY STEPHE	1	1	1
999999999		0	0

TY 2017 Other Expenses Schedule**Name:** BEN E KEITH FOUNDATION TRUST XXXXX0005**EIN:** 75-6013955**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MINERAL INT-PRODUCTION TAX	18	18		0
MINERAL INT-AD VALOREM TAX	28	28		0

TY 2017 Other Income Schedule

Name: BEN E KEITH FOUNDATION TRUST XXXXX0005

EIN: 75-6013955

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	449	449	

TY 2017 Other Increases Schedule**Name:** BEN E KEITH FOUNDATION TRUST XXXXX0005**EIN:** 75-6013955

Description	Amount
COST BASIS ADJUSTMENT	1,379
RECOVERY OF CHARITABLE DISTRIBUTIONS	10,000

TY 2017 Taxes Schedule**Name:** BEN E KEITH FOUNDATION TRUST XXXXX0005**EIN:** 75-6013955

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENT - PRIOR YE	6,695	0		0
FEDERAL ESTIMATES - INCOME	20,000	0		0
FOREIGN TAXES ON QUALIFIED FOR	5,179	5,179		0
FOREIGN TAXES ON NONQUALIFIED	1,076	1,076		0