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Form 990-PF

Return of Private Foundation

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

2009

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

For calendar year 2009, or tax year beginning 01-01-2009, and ending 12-31-2009

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation LINN H BEALKE CHARITABLE FOUNDATION	A Employer identification number 26-1568779		
	Number and street (or P O box number if mail is not delivered to street address) C/O MI TR CO PO BOX 2977	Room/ suite	B Telephone number (see page 10 of the instructions) (414) 815-3755	
	City or town, state, and ZIP code MILWAUKEE, WI 532012977		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>	

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 476,705** **J** Accounting method Cash Accrual
 Other (specify) *(Part I, column (d) must be on cash basis.)*

C If foreign organization, check here
D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	5,815	5,815		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	82 -91,589			
	b Gross sales price for all assets on line 6a 237,274				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	-85,774	5,815			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	82 1,871	1,871		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	82 11,754	169		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
Add lines 13 through 23	13,625	2,040		0	
25 Contributions, gifts, grants paid	16,225			16,225	
26 Total expenses and disbursements. Add lines 24 and 25	29,850	2,040		16,225	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-115,624				
b Net investment income (if negative, enter -0-)		3,775			
c Adjusted net income (if negative, enter -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			
2	Savings and temporary cash investments	4,826	2,990	2,990
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	480,475	366,494	400,076
c	Investments—corporate bonds (attach schedule)	70,000	70,315	72,975
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►)	201	664	664
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	555,502	440,463	476,705
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 ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	555,502	440,463	
30	Total net assets or fund balances (see page 17 of the instructions)	555,502	440,463	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	555,502	440,463	

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	555,502
2	Enter amount from Part I, line 27a	2	-115,624
3	Other increases not included in line 2 (itemize) ►	3	585
4	Add lines 1, 2, and 3	4	440,463
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	440,463

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	SEE ATTACHED LIST	D	2001-01-01	2009-12-31	
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	237,274	0	328,863	-91,589	
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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	0	0	0	-91,589	
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	-91,589
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8					

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	16,187	560,060	0 028902
2007		747,252	0 000000
2006			
2005			
2004			
2	Total of line 1, column (d).		2 0 028902
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 014451
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.		4 416,590
5	Multiply line 4 by line 3.		5 6,020
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 38
7	Add lines 5 and 6.		7 6,058
8	Enter qualifying distributions from Part XII, line 4.		8 16,225

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	38	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	38	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
3	Add lines 1 and 2.		5	38	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		7	6,080	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		8		
6	Credits/Payments		9		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	6,080		
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	6,080		
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,042		
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/>	100	Refunded <input type="checkbox"/>	11	5,942

Part VII-A Statements Regarding Activities

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?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<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>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		Yes	
	● 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?			
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>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> FL			
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>		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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
	Website address ► N/A			
14	The books are in care of ► LINN BEALKE Located at ► 470 SEA OAK DRIVE VERO BEACH FL	Telephone no ► (772) 234-1312 ZIP +4 ► 32963		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year ►			

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 <input checked="" type="checkbox"/> No	
1b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►		
1c	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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
2b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)		
3a	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____		
3b	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► Yes <input checked="" type="checkbox"/> No		
4a	If "Yes," did it have excess business holdings in 2009 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 2009).		
4b	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		No
	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 2009?		

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))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>	5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LINN BEALKE 470 SEA OAK DRIVE VERO BEACH, FL 32963	TRUSTEE 1 00	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.			<input checked="" type="checkbox"/>	0

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Describe the two largest program-related investments made by the foundation during the year, but not lines 1 and 2		Amount
1		
2		
All other program-related investments See page 24 of the instructions		
3		
Total	Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities.	1a 422,934
b	Average of monthly cash balances.	1b 0
c	Fair market value of all other assets (see page 24 of the instructions).	1c 0
d	Total (add lines 1a, b, and c).	1d 422,934
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
3	Subtract line 2 from line 1d.	3 422,934
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4 6,344
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 416,590
6	Minimum investment return. Enter 5% of line 5.	6 20,830

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1 20,830
2a	Tax on investment income for 2009 from Part VI, line 5.	2a 38
b	Income tax for 2009 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 38
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 20,792
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 20,792
6	Deduction from distributable amount (see page 25 of the instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 20,792

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a 16,225
b	Program-related investments—total from Part IX-B.	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required).	3a
b	Cash distribution test (attach the required schedule).	3b
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 16,225
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5 38
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 16,187

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				20,792
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only.			16,225	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004.				
b From 2005.				
c From 2006.				
d From 2007.				
e From 2008.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ _____ 16,225			16,225	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).				
d Applied to 2009 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				20,792
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2005.				
b Excess from 2006.				
c Excess from 2007.				
d Excess from 2008.				
e Excess from 2009.				

Part XIV **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

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 page 27 of the instructions.)**

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

3. Aanvullingen en dadelijke

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

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				
VILLA DUCHESNE OAK HILL SCHOOL 801 S SPODE RD ST LOUIS, MO 63131		501(c)	Education	5,225
ST LOUIS PRIORY SCHOOL 500 S MASON RD ST LOUIS, MO 63141		501(c)	Education	10,000
CORBETT MEDICAL FOUNDATION PO BOX 343 SARATOGA, WY 82331		501(c)	Health	1,000
Total			► 3a	16,225
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2009 Gain/Loss from Sale of Other Assets Schedule

Name: LINN H BEALKE CHARITABLE FOUNDATION

EIN: 26-1568779

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
SEE ATTACHED LIST		Purchased	2009-12		237,274	328,863			-91,589	

TY 2009 Other Increases Schedule

Name: LINN H BEALKE CHARITABLE FOUNDATION**EIN:** 26-1568779

Description	Amount
ACCRUALS	585

TY 2009 Other Professional Fees Schedule

Name: LINN H BEALKE CHARITABLE FOUNDATION**EIN:** 26-1568779

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
M&I TRUST CO NA INVESTMENT MGMT	1,871	1,871		

TY 2009 Taxes Schedule

Name: LINN H BEALKE CHARITABLE FOUNDATION**EIN:** 26-1568779

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Tax Pd	169	169		
Fed Excise Tax	5,505			
Fed Estimates	6,080			

TRAN RHTI INVESTMENT REVIEW ACCOUNT TOTALS 18:06 04/05/10
 BANK 98
 ACCOUNT NO : LINN BEALKE CHARITABLE FDN I/A
 ASSETS FROZEN DATE: 12/31/2009 INCOME CASH : 1,153.96
 PRINCIPAL CASH: 1,153.96-
 ACCRUAL/
 UNITS COST/ MARKET EST. ANN. INCOME
 CARRYING VALUE VALUE

 CASH EQUIVALENTS 2,989.69 1.02
 2,989.69 2,989.69 2,989.69 4.17
 FIXED INCOME 70,315.29 250.80
 3,422.855 70,315.29 72,974.81 3,302.97
 EQUITIES 366,494.26 411.99
 8,369.000 366,494.26 400,075.57 6,243.07
 OTHER 0.00 0.00
 1.000 0.00 0.00 0.00
 =====
 GRAND TOTAL 439,799.24 663.81
 14,782.545 439,799.24 476,040.07 9,550.21

** TOTAL LIABILITIES ARE INCLUDED IN THE CATEGORY LABELED OTHER **
PRESS CLEAR FOR INVESTMT REVIEW MENU: ENTER 'TERM' TO SIGN OFF TRAN ==> RHTI

TRAN RHLL INVESTMENT REVIEW - HOLDINGS LIST
 BANK 98 ACCOUNT NO: LINN BEALKE CHARITABLE FDN I/A
 FROZEN DATE: 12/31/2009 TYPE: SECU DESC:
 SHOW STALE/MISSING PRICE:

18:08 04/05/10

INCOME	1,153.96	UNITS	CARRYING VALUE	
PRINCIPAL	1,153.96-	ACCRUAL	TAX COST	
	MARKET PRICE	PRICE DATE	EST. ANN. INCOME	MARKET VALUE
- 003011103	12.170000	12/31/2009	1,140.000	9,830.11
- ABERDEEN AUSTRALIA EQUITY FD COM			250.80	9,830.11
			1,140.00	13,873.80
- 018490102	63.010000	12/31/2009	209.000	9,918.39
- ALLERGAN INC COM			0.00	9,918.39
			41.80	13,169.09
- 037833100	210.732000	12/31/2009	90.000	14,589.23
- APPLE INC COM			0.00	14,589.23
			0.00	18,965.88
- 088606108	76.580000	12/31/2009	355.000	19,850.32
- BHP BILLITON LTD SPONSORED ADR			0.00	19,850.32
			589.30	27,185.90

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **

PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT

TRAN ==> 001

TRAN RHLL INVESTMENT REVIEW - HOLDINGS LIST 18:08 04/05/10
 BANK 98 ACCOUNT NO: LINN BEALKE CHARITABLE FDN I/A

FROZEN DATE: 12/31/2009 TYPE: SECU DESC:

SHOW STALE/MISSING PRICE:

INCOME	1,153.96	UNITS	CARRYING VALUE				
PRINCIPAL	1,153.96-	ACCRUAL	TAX COST				
	MARKET PRICE	PRICE	DATE	EST.	ANN.	INCOME	MARKET VALUE
- 136385101	71.950000	12/31/2009				350.000	25,746.00
- CANADIAN NAT RES LTD COM						34.47	25,746.00
						203.70	25,182.50
- 149123101	56.990000	12/31/2009				380.000	25,204.60
- CATERPILLAR INC COM						0.00	25,204.60
						638.40	21,656.20
- 151020104	55.680000	12/31/2009				260.000	9,932.00
- CELGENE CORP COM						0.00	9,932.00
						0.00	14,476.80
- 17275R102	23.940000	12/31/2009				1,070.000	25,202.67
- CISCO SYS INC COM						0.00	25,202.67
						0.00	25,615.80

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **

PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT TRAN ==> 002

TRAN RHLL INVESTMENT REVIEW - HOLDINGS LIST 18:08 04/05/10
 BANK 98 ACCOUNT NO: LINN BEALKE CHARITABLE FDN I/A

FROZEN DATE: 12/31/2009 TYPE: SECU DESC:

SHOW STALE/MISSING PRICE:

INCOME	UNITS	CARRYING VALUE				
PRINCIPAL	ACCRUAL	TAX COST				
MARKET PRICE	PRICE	DATE	EST.	ANN.	INCOME	MARKET VALUE
- 12572Q105	335.960000	12/31/2009			42.000	10,103.10
CME GROUP INC COM					0.00	10,103.10
					193.20	14,110.32
- 38259P508	619.980000	12/31/2009			26.000	10,250.36
GOOGLE INC CL A					0.00	10,250.36
					0.00	16,119.48
- 411511306	54.870000	12/31/2009			471.861	30,246.30
HARBOR FD INTL FD INST					0.00	30,246.30
					332.66	25,891.01
- 459200101	130.900000	12/31/2009			220.000	20,409.40
INTERNATIONAL BUSINESS MACHS CORP					0.00	20,409.40
COM					484.00	28,798.00

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **

PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT TRAN ==> 003

TRAN RHLL INVESTMENT REVIEW - HOLDINGS LIST 18:08 04/05/10
 BANK 98 ACCOUNT NO: LINN BEALKE CHARITABLE FDN I/A
 FROZEN DATE: 12/31/2009 TYPE: SECU DESC:

SHOW STALE/MISSING PRICE:

INCOME	1,153.96	UNITS	CARRYING VALUE	
PRINCIPAL	1,153.96-	ACCRUAL	TAX COST	
	MARKET PRICE	PRICE DATE	EST. ANN. INCOME	MARKET VALUE
- 464286509	26.330000	12/31/2009	460.000	9,802.60
ISHARES INC MSCI CDA INDEX FD			0.00	9,802.60
			151.80	12,111.80
- 464288711	47.990000	12/31/2009	310.000	15,069.10
ISHARES TR S&P GLOBAL UTILITIES INDEX FD			0.00	15,069.10
			519.87	14,876.90
- 52106N889	18.010000	12/31/2009	730.994	10,000.00
LAZARD EMERGING MARKETS PORTFOLIO - IN			0.00	10,000.00
			339.91	13,165.20
- 999993447	1.000000000	12/31/2009	2,989.690	2,989.69
MARSHALL PRIME MONEY MARKET CL I			1.02	2,989.69
			4.17	2,989.69

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **

PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT TRAN ==> 004

TRAN RHLL INVESTMENT REVIEW - HOLDINGS LIST 18:08 04/05/10

BANK 98 ACCOUNT NO: LINN BEALKE CHARITABLE FDN I/A

FROZEN DATE: 12/31/2009 TYPE: SECU DESC:

SHOW STALE/MISSING PRICE:

INCOME	1,153.96	UNITS	CARRYING VALUE				
PRINCIPAL	1,153.96-	ACCRUAL	TAX COST				
	MARKET PRICE	PRICE	DATE	EST.	ANN.	INCOME	MARKET VALUE
- 58405U102	63.910000	12/31/2009				230.000	9,811.39
- MEDCO HEALTH SOLUTIONS INC COM						0.00	9,811.39
						0.00	14,699.30
- 58933Y105	36.540000	12/31/2009				550.000	19,920.95
- MERCK & CO INC NEW COM						209.00	19,920.95
						836.00	20,097.00
- 61166W101	81.750000	12/31/2009				290.000	22,204.64
- MONSANTO CO NEW COM						0.00	22,204.64
						307.40	23,707.50
- G6359F103	21.890000	12/31/2009				720.000	10,368.22
- NABORS INDUSTRIES LTD						0.00	10,368.22
						0.00	15,760.80

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **

PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT TRAN ==> 005

TRAN RHLL INVESTMENT REVIEW - HOLDINGS LIST 18:08 04/05/10
 BANK 98 ACCOUNT NO: LINN BEALKE CHARITABLE FDN I/A

FROZEN DATE: 12/31/2009 TYPE: SECU DESC:

SHOW STALE/MISSING PRICE:

INCOME	1,153.96	UNITS	CARRYING VALUE				
PRINCIPAL	1,153.96-	ACCRAUL	TAX COST				
	MARKET PRICE	PRICE	DATE	EST.	ANN.	INCOME	MARKET VALUE
- 704326107	30.640000	12/31/2009				630.000	20,108.72
PAYCHEX INC COM						0.00	20,108.72
						781.20	19,303.20
- 713448108	60.800000	12/31/2009				270.000	19,334.70
PEPSICO INC COM						121.50	19,334.70
						486.00	16,416.00
- 717081103	18.190000	12/31/2009				1,070.000	19,921.26
PFIZER INC COM						0.00	19,921.26
						770.40	19,463.30
- 73755L107	108.500000	12/31/2009				87.000	9,972.81
POTASH CORP SASK INC COM						0.00	9,972.81
						34.80	9,439.50

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **

PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT TRAN ==> 006

TRAN RHLL INVESTMENT REVIEW - HOLDINGS LIST 18:08 04/05/10

BANK 98 ACCOUNT NO: INN BEALKE CHARITABLE FDN I/A

FROZEN DATE: 12/31/2009 TYPE: SECU DESC:

SHOW STALE/MISSING PRICE:

INCOME	1,153.96	UNITS	CARRYING VALUE				
PRINCIPAL	1,153.96-	ACCRAUL	TAX COST				
	MARKET PRICE	PRICE	DATE	EST.	ANN.	INCOME	MARKET VALUE
- 756158101	18.560000	12/31/2009				1,080.000	20,238.88
- REAVES UTIL INCOME FD COM SH BEN INT						0.00	20,238.88
						1,490.40	20,044.80
- 855030102	24.590000	12/31/2009				570.000	13,372.20
- STAPLES INC COM						47.02	13,372.20
						205.20	14,016.30
- H8817H100	82.800000	12/31/2009				180.000	25,401.60
- TRANSOCEAN LTD ZUG NAMEN AKT						0.00	25,401.60
						0.00	14,904.00
- 925433M19	0.000000	09/09/1999				1.000	0.00
- INVESTMENT AGENCY AGREEMENT						0.00	0.00
						0.00	0.00

** END OF LIST **

PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT

TRAN ==> 007

ACCT F064
FROM 01/01/2009
TO 12/31/2009

MARSHALL & ILSLEY TRUST COMPANY N A
STATEMENT OF CAPITAL GAINS AND LOSSES
LINN BEALKE CHARITABLE FDN I/A

PAGE 23
RUN 04/05/2010
05 14 02 PM

TRUST YEAR ENDING 12/31/2009

TAX PREPARER BES
TRUST ADMINISTRATOR PJR
INVESTMENT OFFICER DXP

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
50 0000 APPLE COMPUTER INC COM - 037833100 - MINOR = 484						
SOLD		12/11/2009	9721 30			
ACQ	50 0000	04/23/2008	9721.30	8105 12	1616 18	LT15
300 0000 BOEING CO COM - 097023105 - MINOR = 410						
SOLD		01/07/2009	13537 00			
ACQ	300 0000	01/10/2008	13537 00	24906 00	-11369 00	ST
640 0000 CHESAPEAKE ENERGY CORP COM - 165167107 - MINOR = 467						
SOLD		12/11/2009	14720 26			
ACQ	640 0000	01/09/2008	14720 26	25088 00	-10367 74	LT15
590 0000 DEAN FOODS CO COM - 242370104 - MINOR = 459						
SOLD		05/21/2009	10898 02			
ACQ	590.0000	12/24/2008	10898 02	10047 64	850 38	ST
260 0000 FREEPORT-MCMORAN COPPER & GOLD INC CL B - 35671D857 - MINOR = 404						
SOLD		12/11/2009	19985 81			
ACQ	260 0000	02/12/2008	19985 81	24668 80	-4682 99	LT15
612 6300 HARBOR FD INTL FD - 411511306 - MINOR = 572						
SOLD		05/21/2009	26000 00			
ACQ	304 4600	02/22/2008	12921 27	20000 00	-7078 73	LT15
	308 1700	01/24/2008	13078 73	19753 70	-6674 97	LT15
50 0000 INTERNATIONAL BUSINESS MACHS COM - 459200101 - MINOR = 484						
SOLD		11/24/2009	6391 34			
ACQ	50 0000	10/17/2008	6391 34	4638 50	1752 84	LT15
1000 0000 LOWES COS INC COM - 548661107 - MINOR = 452						
SOLD		05/29/2009	18761 31			
ACQ	1000 0000	02/26/2008	18761 31	25070 00	-6308 69	LT15
700 0000 MANITOWOC CO INC COM - 563571108 - MINOR = 417						
SOLD		06/11/2009	4481 00			
ACQ	700 0000	01/25/2008	4481 00	25774 98	-21293 98	LT15
130 0000 MONSANTO CO NEW COM - 61166W101 - MINOR = 402						
SOLD		05/29/2009	10522 86			
ACQ	130 0000	01/24/2008	10522 86	14313 66	-3790 80	LT15
490 0000 PACCAR INC COM - 693718108 - MINOR = 417						
SOLD		12/11/2009	17689 08			
ACQ	490 0000	07/10/2008	17689 08	20109 60	-2420 52	LT15
225 0000 PETROLEO BRASILEIRO S A-ADR - 71654V408 - MINOR = 464						
SOLD		12/11/2009	10824 70			
ACQ	225 0000	05/29/2009	10824 70	9910 89	913 81	ST
170 0000 RESEARCH IN MOTION COM - 760975102 - MINOR = 489						
SOLD		11/24/2009	10111 58			
ACQ	170 0000	07/10/2008	10111 58	20020 65	-9909 07	LT15
1210 0000 SCHWAB CHARLES CORP NEW COM - 808513105 - MINOR = 471						
SOLD		11/23/2009	21927 05			
ACQ	1210 0000	02/26/2008	21927 05	24913 90	-2986 85	LT15
500 0000 STAPLES INC COM - 855030102 - MINOR = 449						
SOLD		05/29/2009	9944 79			
ACQ	500 0000	09/25/2008	9944 79	11730 00	-1785 21	ST
270 0000 TARGET CORP COM - 87612E106 - MINOR = 438						
SOLD		01/07/2009	10179 43			
ACQ	270 0000	02/27/2008	10179 43	14839 20	-4659 77	ST
810 0000 WELLS FARGO CO COM - 949746101 - MINOR = 469						
SOLD		01/07/2009	21578 35			
ACQ	810 0000	02/22/2008	21578 35	24972 30	-3393 95	ST
	TOTALS		237273 88	328862 94		

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	-19443 74	0 00	-72145 32	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	0 00			0 00
	-19443 74	0 00	-72145 32	0 00	0 00	0 00
STATE						
SUBTOTAL FROM ABOVE	-19443 74	0 00	-72145 32	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	0 00			0 00
	-19443 74	0 00	-72145 32	0 00	0 00	0 00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0 00
MISSOURI	N/A	N/A