Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

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: FRANK AND BESSIE SPIELBERG FOUNDATION

A Employer identification number: 43-6042034

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 1001 YELLOWWOOD CT

B Telephone number: 636-536-0744

City or town, state, and ZIP code: CHESTERFIELD, MO 63005

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 579,744.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8,018.	8,018.		STATEMENT 1
	4 Dividends and interest from securities	43,942.	43,942.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<6,633.>			
	b Gross sales price for all assets on line 6a 44,554.				
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	45,327.	51,960.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	2,500.	1,250.		0.
	c Other professional fees STMT 4	3,401.	1,701.		0.
	17 Interest				
	18 Taxes STMT 5	1,015.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	48.	25.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	6,964.	2,976.		0.
	25 Contributions, gifts, grants paid	58,751.			58,751.
	26 **Total expenses and disbursements.** Add lines 24 and 25	65,715.	2,976.		58,751.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<20,388.>			
	b **Net investment income** (if negative enter -0-)		48,984.		
	c **Adjusted net income** (if negative enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,771.	26,946.	26,946.
	2 Savings and temporary cash investments	6,921.	6,005.	6,005.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	5,262.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 7	227,807.	197,433.	155,132.
	c Investments - corporate bonds STMT 8	332,957.	317,771.	266,060.
	11 Investments - land, buildings and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	162,400.	169,575.	125,601.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	738,118.	717,730.	579,744.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	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	738,118.	717,730.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	738,118.	717,730.	
	31 **Total liabilities and net assets/fund balances**	738,118.	717,730.	

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	738,118.
2	Enter amount from Part I, line 27a	2	<20,388.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	717,730.
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	717,730.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	FINANCIAL SECURITIES (STMT 12)	P	VARIOUS	VARIOUS
b	FINANCIAL SECURITIES (STMT 12)	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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	43,510.		50,465.	<6,955.>
b	921.		722.	199.
c	123.			123.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<6,955.>
b				199.
c				123.
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 <6,633.>

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).
If (loss), enter -0- in Part I, line 8 3 N/A

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))
2008	61,582.	685,097.	.089888
2007	70,245.	887,919.	.079112
2006	70,262.	911,634.	.077073
2005	82,669.	941,360.	.087819
2004	72,483.	958,515.	.075620

2	**Total** of line 1, column (d)	2	.409512
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	.081902
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	512,958.
5	Multiply line 4 by line 3	5	42,012.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	490.
7	Add lines 5 and 6	7	42,502.
8	Enter qualifying distributions from Part XII, line 4	8	58,751.

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	490.
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	490.
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	490.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 680.		
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	680.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	190.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 190. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FRANK J. SPIELBERG Telephone no. ▶ 636-536-0744

Located at ▶ 1001 YELLOWWOOD CT. CHESTERFIELD, MO ZIP+4 ▶ 63005

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 | N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A | 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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X (No)

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 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.

(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
FRANK J. SPIELBERG 1001 YELLOWWOOD CT. CHESTERFIELD, MO 63005	TRUSTEE 15.00	0.	0.	0.
EDWARD SPIELBERG 1811 AUTUMN GLEN CT. CHESTERFIELD, MO 63017	TRUSTEE 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 ▶ 0

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

3 Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	507,107.
b	Average of monthly cash balances	1b	13,663.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	520,770.
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	520,770.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,812.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	512,958.
6	**Minimum investment return.** Enter 5% of line 5	6	25,648.

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	25,648.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	490.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	490.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	25,158.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	25,158.
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	25,158.

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	58,751.
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	
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	58,751.
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	5	490.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	58,261.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				25,158.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 26,038.				
b From 2005 36,809.				
c From 2006 25,888.				
d From 2007 26,973.				
e From 2008 28,611.				
f Total of lines 3a through e	144,319.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 58,751.				
a Applied to 2008, but not more than line 2a			0.	
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 2009 distributable amount				25,158.
e Remaining amount distributed out of corpus	33,593.			
5 Excess distributions carryover applied to 2009 (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	177,912.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	26,038.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	151,874.			
10 Analysis of line 9:				
a Excess from 2005 36,809.				
b Excess from 2006 25,888.				
c Excess from 2007 26,973.				
d Excess from 2008 28,611.				
e Excess from 2009 33,593.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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 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:

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 *Paid during the year*				
SEE ATTACHED SCHEDULE 11			GIFTS	58,751.
Total			▶ 3a	58,751.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu-sion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	8,018.	
4 Dividends and interest from securities			14	43,942.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<6,633.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		45,327.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	45,327.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

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

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

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

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
N/A		

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

Signature of officer or trustee: [signature] Date: 5-13-10 Title: Trustee

Paid Preparer's Use Only

Preparer's signature: Denise M Piccotta Date: 5/10/10 Check if self-employed ☐ Preparer's identifying number: P00560435

Firm's name (or yours if self-employed), address, and ZIP code: UHY ADVISORS MO, INC. 15 SUNNEN DR, SUITE 100 ST. LOUIS, MO 63143

EIN

Phone no. 314-615-1200

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST	8,018.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8,018.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	44,065.	123.	43,942.
TOTAL TO FM 990-PF, PART I, LN 4	44,065.	123.	43,942.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,500.	1,250.		0.
TO FORM 990-PF, PG 1, LN 16B	2,500.	1,250.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKERAGE FEES	3,401.	1,701.		0.
TO FORM 990-PF, PG 1, LN 16C	3,401.	1,701.		0.

FORM 990-PF | TAXES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2009 AND 2008 TAX PAYMENTS	1,015.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,015.	0.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	12.	6.		0.
INTEREST EXPENSE	23.	12.		0.
ROUNDING	1.	1.		0.
BANK CHARGES	12.	6.		0.
TO FORM 990-PF, PG 1, LN 23	48.	25.		0.

FORM 990-PF | CORPORATE STOCK | STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 10	197,433.	155,132.
TOTAL TO FORM 990-PF, PART II, LINE 10B	197,433.	155,132.

FORM 990-PF | CORPORATE BONDS | STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 10	317,771.	266,060.
TOTAL TO FORM 990-PF, PART II, LINE 10C	317,771.	266,060.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 10	COST	169,575.	125,601.
TOTAL TO FORM 990-PF, PART II, LINE 13		169,575.	125,601.

Frank and Bessie Spielberg Foundation
12/31/2009
43-6042034

Statement 10

Stocks:		Book Value	Fair Market Value
Ameren Corp		29,540	30,745
Camden Property Trust		5,500	10,593
DTE Energy Company		38,610	56,667
UNTS Van Kampen Cohen & Steers		23,222	15,055
Hrpt Properties		13,125	12,810
CRT Properties (Formerly Koger Equity Inc)		14,826	7,230
Citigroup Inc.		7,687	662
CHESAPEAKE ENERGY CORP OKLA		19,555	12,940
DELL INC.		20,368	15,796
SAT-Sprint Cap Co		25,000	21,370
	Statement 8	197,433	183,868
Bonds:			
Auburn Hills/DaimlerChysler Co LLC		25,323	25,112
Alliance World Dollar Gvt Fnd II		25,935	39,870
Blackrock Core Bond Tr		13,066	11,890
Debt Strat Fund Inc(BlackRock)		29,596	16,200
Eaton Vance LTD Duration INC Fund		22,701	20,488
Eaton Vance Senior Income Trust SBI		22,462	17,234
First Trust/Four Corners		45	45
Highland Credit Strategies Fund		30,000	9,465
Helios Total Return Fund Inc		16,200	10,340
Morgan Stanley Emerg Mkt Debt Fund		8,030	10,080
Nuveen Floating Rate Income		21,240	15,525
Nuveen Quality Prefferred		22,249	10,875
Strategic Global Incm Fund		37,656	37,685
Western Asset High Income Fund		43,269	41,252
	Statement 9	317,771	266,060
Mutual Funds and Other Investments			
Federated Intl High Inc		24,960	24,186
Eaton Vance Tax Managed EQ		20,000	13,130
Eaton Vance Tax Managed Global EQ		30,000	18,495
Nuveen Core Equity Alpha Fund		34,881	26,813
Calamos Strategic Total Return		27,422	17,457
Blackrock Global Opportunities Equity Trust		32,312	25,520
	Statement 10	169,575	125,601
Total		684,778	575,529

Frank Bessie Spielberg Foundation
43-6042034
12/31/2009

Date	Description	Status	Donation
1/7/2009	Aish Hatorah	Public Charity	100
1/7/2009	American Associates Ben Gurion U	Public Charity	250
1/7/2009	American Jewish Committte	Public Charity	100
1/7/2009	American Jewish Congress	Public Charity	100
1/7/2009	American Red Cross	Public Charity	100
1/7/2009	Block Yeshiva H.S	Public Charity	100
1/7/2009	Cardinal Glennon Hospital	Public Charity	100
1/7/2009	Channel 9	Public Charity	250
1/7/2009	Hebrew Union College	Public Charity	250
1/7/2009	Masonic Home of Missouri	Public Charity	100
1/7/2009	Operation Food Search	Public Charity	100
1/7/2009	Ronald McDonald House	Public Charity	100
1/7/2009	Simon Wiesenthal Center	Public Charity	100
1/7/2009	Solomon Schecter Day School	Public Charity	100
1/7/2009	St Louis Rabbinical Assc	Public Charity	100
2/5/2009	American Lung	Public Charity	100
2/5/2009	B'Nai Brith Jw International	Public Charity	100
2/5/2009	Mental Health Assoc	Public Charity	250
2/5/2009	Missouri Historical Socitety	Public Charity	100
2/5/2009	St Louis Assoc for Retarded Citizens	Public Charity	100
2/5/2009	St. Louis Symphony Orchestra	Public Charity	250
2/5/2009	Jerusalem Foundation	Public Charity	100
2/5/2009	Union of Conuncil for Soviet Jews	Public Charity	100
2/5/2009	University of Missouri St. Louis	Public Charity	250
2/5/2009	University of Southern California	Public Charity	1,000
2/5/2009	Wedu Channel 3 Tampa	Public Charity	100
3/6/2009	Arts and Education Fund	Public Charity	250
3/6/2009	Central Institute for the Deaf	Public Charity	100
3/6/2009	Epilepsy Foundation	Public Charity	100
3/6/2009	Habitiat For Humanity	Public Charity	100
3/6/2009	St. Louis Art Museum	Public Charity	200
3/6/2009	The Muny	Public Charity	250
4/3/2009	St. Louis Symphony Orchestra	Public Charity	1,415
4/3/2009	University of Missouri	Public Charity	1,810
4/7/2009	Amvets	Public Charity	100
4/7/2009	Chabad House of St. Louis	Public Charity	100
4/7/2009	Jewish Center for Aged	Public Charity	100
4/7/2009	Saul Mirowitz Day School	Public Charity	250
4/7/2009	St. Judes Childrens Research Hospital	Public Charity	100
4/7/2009	St. Louis Public Library	Public Charity	100
4/7/2009	University of Missouri Tiger Sch	Public Charity	3,000
4/7/2009	Two/Ten Charity Foundation	Public Charity	100
5/5/2009	Beverly Farm Foundation	Public Charity	100
5/5/2009	Joseph Kranskopt Memorial Library	Public Charity	100
5/5/2009	Macular Degeneration Research	Public Charity	100
5/5/2009	Missouri Botanical Garden	Public Charity	300

Frank Bessie Spielberg Foundation
43-6042034
12/31/2009

Date	Description	Status	Donation
5/5/2009	National Council of Jewish Women	Public Charity	100
5/5/2009	Pelican Mans Bird Sanctuary	Public Charity	100
5/5/2009	Sarasota Manatee Jewish Federation	Public Charity	1,000
5/5/2009	The Florida Aquarium	Public Charity	135
5/5/2009	United States Holocost Memorial	Public Charity	100
5/5/2009	United Farm Workers	Public Charity	100
5/5/2009	University of Missouri	Public Charity	556
6/4/2009	Jewish Community Center National Jewish Medical	Public Charity	3,000
6/4/2009	Mo. State Council of Firefighter	Public Charity	100
6/4/2009	National Jewhis Medical	Public Charity	100
6/4/2009	St. Louis Science Center	Public Charity	175
6/4/2009	Union For Reform Judiasm	Public Charity	1,000
6/4/2009	The Wellness Community	Public Charity	100
7/1/2009	Alzheimers Assoc	Public Charity	100
7/1/2009	American Diabete Assoc	Public Charity	100
7/1/2009	Arza	Public Charity	100
7/1/2009	University of Missouri Development	Public Charity	500
7/1/2009	Mote Marine Laboratory	Public Charity	125
7/1/2009	Sh'ma	Public Charity	100
7/1/2009	St. Louis Area Food Bank	Public Charity	100
7/1/2009	St. Louis Hillel Center	Public Charity	100
7/1/2009	Womens American Ort	Public Charity	100
8/1/2009	American Jewish Historical Soc	Public Charity	100
8/1/2009	American Kidney Fund	Public Charity	100
8/1/2009	Forest Park Forever	Public Charity	300
8/1/2009	St Louis Holocaust Museum	Public Charity	100
8/1/2009	Jewish Family and Children Service	Public Charity	100
8/1/2009	Jewish Food Pantry	Public Charity	100
8/1/2009	National Yiddish Book Center	Public Charity	120
8/26/2009	Jewish Federation	Public Charity	15
9/1/2009	Amnesty International	Public Charity	100
9/1/2009	Cumberland College	Public Charity	100
9/1/2009	Anti Defamation League	Public Charity	100
9/1/2009	Friends of Education	Public Charity	250
9/1/2009	Hillel Foundation of Missouri	Public Charity	100
9/1/2009	Humane Society	Public Charity	200
9/1/2009	Logos High School	Public Charity	300
9/1/2009	Miriam Foundation	Public Charity	100
9/1/2009	Salvation Army	Public Charity	200
9/1/2009	St Louis Zoo Foundation	Public Charity	350
9/1/2009	St. Louis Jewish Book Festival	Public Charity	1,000
9/1/2009	Missouri Botanical Gardens	Public Charity	65
10/5/2009	American Foundation for Blind	Public Charity	100
10/5/2009	Jewish Federation	Public Charity	10,000
10/5/2009	Memorial Sloan Kettering Cancer	Public Charity	200
10/5/2009	National Alliance for Autism	Public Charity	100
10/5/2009	Planned Parenthood of St. Louis	Public Charity	100

Frank Bessie Spielberg Foundation
43-6042034
12/31/2009

Date	Description	Status	Donation
10/5/2009	Sarasota Memorial Hosital fund	Public Charity	100
10/5/2009	Semo University Foundation	Public Charity	250
10/5/2009	Servie Club for the Blind	Public Charity	100
11/2/2009	University of Missouri	Public Charity	270
11/5/2009	American Heart Assoc	Public Charity	100
11/5/2009	American Printing House For Blind	Public Charity	100
11/5/2009	Dismas House of St Louis	Public Charity	100
11/5/2009	Keren-Or	Public Charity	100
11/5/2009	Retina Research & Development	Public Charity	100
11/5/2009	The Scholarship Foundation	Public Charity	200
11/5/2009	St Louis Peregrine Society	Public Charity	100
11/5/2009	Unicef	Public Charity	100
11/5/2009	The College Fund/UNCF	Public Charity	200
11/5/2009	United Way	Public Charity	1,000
11/10/2009	United Hebrew Congregation	Public Charity	1,250
12/9/2009	United Hebrew Congregation	Public Charity	5,600
12/9/2009	United Hebrew Congregation	Public Charity	12,715
12/14/2009	American Institute for Cancer Research	Public Charity	100
12/14/2009	Big Brother Big Sister	Public Charity	1,000
		Total	$ 58,751

Frank and Bessie Spielberg Foundation
Sale of Investments
12/31/2009
43-6042034

Statement 12

Description	Quantity	Date Acquired	Date Sold	Proceeds	Cost	Gain (Loss)
FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II	15	12/12/2008	12/7/2009	165	87	78
FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II	68	Earnings	12/7/2009	748	628	120
DTE ENERGY CO	200	6/28/1995	12/7/2009	8,514	5,940	2,574
FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II	8	5/15/2007	12/7/2009	88	151	(63)
FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II	8	6/15/2007	12/7/2009	88	152	(64)
FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II	8	7/16/2007	12/7/2009	88	141	(53)
FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II	9	8/15/2007	12/7/2009	99	145	(46)
FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II	9	9/17/2009	12/7/2009	99	148	(49)
FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II	8	10/15/2007	12/7/2009	88	129	(41)
FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II	8	11/15/2007	12/7/2009	88	121	(33)
FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II	9	12/12/2007	12/7/2009	99	135	(36)
FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II	8	1/15/2008	12/7/2009	88	122	(34)
FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II	10	2/15/2008	12/7/2009	110	135	(25)
FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II	10	3/17/2008	12/7/2009	110	135	(25)
FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II	9	4/15/2008	12/7/2009	99	131	(32)
FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II	9	5/15/2008	12/7/2009	99	132	(33)
FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II	8	6/16/2008	12/7/2009	88	118	(30)
FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II	7	7/15/2008	12/7/2009	77	95	(18)
FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II	7	8/15/2008	12/7/2009	77	92	(15)
FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II	7	9/15/2008	12/7/2009	77	87	(10)
FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II	10	10/15/2008	12/7/2009	110	84	26
FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II	11	11/17/2008	12/7/2009	121	84	37
FIRST TRUST/FOUR CORNERS SENIOR FLOATING RATE INCOME FUND II	1200	4/3/2007	12/7/2009	13,203	22,187	(8,984)
US CELLULAR CORP	800	11/1/2002	12/24/2009	20 000	20,000	-
Ubs Yld Optmz Note-CP Chesapeake Energy	500	9/5/2008	9/15/2009	22,170	22,170	-
UBS YLD OPTMZ SEC DELL INC	1100	2/25/2008	2/27/2009	22,154	22,154	-
				88,748	95,504	(6,757)