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: G. ANDREW FRANZ FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 2220 SOUTH WARSON ROAD

City or town, state, and ZIP code: ST. LOUIS, MO 63124

A Employer identification number: 43-6855177

B Telephone number: 314-692-2987

C If exemption application is pending, check here ▶☐

D 1. Foreign organizations, check here ▶☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

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

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

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)* ▶$ 1,447,599.

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).)		(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 ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	25,035.	25,035.		STATEMENT 1
	4 Dividends and interest from securities	17,040.	17,040.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<59,471.>			
	b Gross sales price for all assets on line 6a 187,019.				
	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	<17,396.>	42,075.		
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	2,600.	2,600.		0.
	c Other professional fees STMT 4	5,976.	5,976.		0.
	17 Interest				
	18 Taxes STMT 5	88.	88.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	8,664.	8,664.		0.
	25 Contributions, gifts, grants paid	78,375.			78,375.
	26 **Total expenses and disbursements.** Add lines 24 and 25	87,039.	8,664.		78,375.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<104,435.>			
	b **Net investment income** (if negative, enter -0-)		33,411.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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02-02-10 LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions. Form **990-PF** (2009)

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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	471.	402.	402.
	2 Savings and temporary cash investments	96,538.	126,359.	126,359.
	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			
	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 6	942,304.	808,325.	879,932.
	c Investments - corporate bonds STMT 7	421,640.	421,640.	440,580.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ ACCRUED INTEREST)	534.	326.	326.
	16 **Total assets** (to be completed by all filers)	1,461,487.	1,357,052.	1,447,599.
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,543,436.	1,543,436.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	<81,949.>	<186,384.>	
	30 **Total net assets or fund balances**	1,461,487.	1,357,052.	
	31 **Total liabilities and net assets/fund balances**	1,461,487.	1,357,052.	

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	1,461,487.
2	Enter amount from Part I, line 27a	2	<104,435.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,357,052.
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	1,357,052.

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	MORGAN STANLEY SEE ATTACHED	P		
b	MORGAN STANLEY SEE ATTACHED	P		
c	CARDINAL HEALTH SETTLEMENT	P		
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	143,226.		215,317.	<72,091.>
b	43,233.		31,173.	12,060.
c	560.			560.
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				<72,091.>
b				12,060.
c				560.
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** <59,471.>

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	71,200.	1,475,936.	.048241
2007	82,773.	1,690,326.	.048969
2006	80,148.	1,611,567.	.049733
2005	79,570.	1,596,374.	.049844
2004	76,025.	1,564,104.	.048606

2	**Total** of line 1, column (d)	2	.245393
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	.049079
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,254,312.
5	Multiply line 4 by line 3	5	61,560.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	334.
7	Add lines 5 and 6	7	61,894.
8	Enter qualifying distributions from Part XII, line 4	8	78,375.

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 ▶ [X] and enter 1% of Part I, line 27b		1	334.
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	334.
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	334.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 2,135.		
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	2,135.
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	1,801.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 1,801. **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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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 ▶ G. ANDREW AND J. DENISE FRANZ Telephone no. ▶ 314-692-2987

Located at ▶ 2220 S. WARSON ROAD, ST. LOUIS, MO ZIP+4 ▶ 63124

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)?	N/A	1b		
	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
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
G. ANDREW FRANZ 2220 S. WARSON ROAD ST LOUIS, MO 63124	TRUSTEE 1.00	0.	0.	0.
J. DENISE FRANZ 2220 S. WARSON ROAD ST LOUIS, MO 63124	TRUSTEE 1.00	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	1,184,866.
b	Average of monthly cash balances		1b	88,547.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,273,413.
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	1,273,413.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	19,101.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,254,312.
6	**Minimum investment return.** Enter 5% of line 5		6	62,716.

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	62,716.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 334.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	334.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	62,382.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	62,382.
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	62,382.

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	78,375.
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	78,375.
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	334.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	78,041.

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				62,382.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			69,653.	
b Total for prior years: ____, ____, ____		0.		
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	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 78,375.				
a Applied to 2008, but not more than line 2a			69,653.	
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				8,722.
e Remaining amount distributed out of corpus	0.			
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	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 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				53,660.
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	0.			
9 **Excess distributions carryover to 2010** Subtract lines 7 and 8 from line 6a	0.			
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 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 (a) 2009	Prior 3 years (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 ▶ [X] 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 STATEMENT 8				
Total			▶ **3a**	78,375.
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) Exclusion 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	25,035.	
4 Dividends and interest from securities			14	17,040.	
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	<59,471.>	
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.		<17,396.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 <17,396.>

(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

▶ X G Andrew Franz X 5/14/10 ▶ Trustee

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶ [signature]	Date 5/8/10	Check if self-employed ▶ ☐	Preparer's identifying number 499-50-8334
Firm's name (or yours if self-employed), address, and ZIP code ▶ STONE CARLIE & COMPANY, LLC 101 S. HANLEY ROAD, SUITE 800 ST. LOUIS, MO 63105-3437		EIN ▶	Phone no. 314-889-1100

Form 990-PF (2009)

923622
02-02-10

MorganStanley SmithBarney

Ref· 00000383 00050192

Private Wealth Management
Financial Management Account
2009 Year End Summary

G ANDREW & J DENISE FRANZ TTEE
Account Number 596-20397-14 681

Details of Short Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000020	63	APPLE INC CGMI AND/OR ITS AFFILIATES	01/15/09	06/15/09	$ 8,518.83	$ 5,128.19		$ 3,390 64
125000030	107	APPLE INC CGMI AND/OR ITS AFFILIATES	01/15/09	08/25/09	18,198 63	8,709 79		9,488 84
125000040	309	BANK OF AMERICA CORP FULL PRICE IS 8.12124000	10/28/08	01/15/09	2,509.45	6,339.38	(3,829 93)	
125000050	337	CATERPILLAR INC	10/28/08	07/29/09	14,005.96	10,995 60		3 010 36
Total					**$ 43,232.87**	**$ 31,172 96**	**($ 3,829 93)**	**$ 15,889 84**

12059.91

Details of Long Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	187	AMGEN INC	06/19/01	08/26/09	$ 11,428.83	$ 12,525.26	($ 1,096 43)	
	108	CGMI AND/OR ITS AFFILIATES	10/29/01		6,600.60	6,289.92		310 68
125000040	63	BANK OF AMERICA CORP	06/19/01	01/15/09	511.63	1,881.50	(1,369 87)	
	260	FULL PRICE IS 8.12124000	10/29/01		2,111.51	7,754 50	(5,642 99)	
	80		01/10/03		649.69	2,874.40	(2,224.71)	
125000050	325	CATERPILLAR INC	01/18/06	07/29/09	13,507.24	20,163 94	(6,656 70)	
125000060	238	FEDEX CORP	11/04/02	12/01/09	20,325.20	12,849.62		7,475 58
	90		01/10/03		7,686.00	5,159 70		2,526 30
	135		10/28/08		11,529.00	7,395 08		4,133 92
125000070	216	GENERAL ELECTRIC CO	06/19/01	07/07/09	2,431 47	10,551 60	(8,120.13)	
	760		10/29/01		8,555.17	28,682.40	(20,127 23)	
	195		12/17/02		2,195 08	5,082 71	(2,887 63)	
	359		03/09/07		4,041.19	12,383.56	(8,342 37)	
125000080	448	HALLIBURTON CO HOLDINGS CO	10/18/06	10/21/09	14,001.16	13,000.11		1,001 05

G ANDREW & J DENISE FRANZ TTEE

Account Number 596-20397-14 681

Details of Long Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000090	153	S&P NORTH AMERICAN TECH 3/28/2008 SECTOR INDEX FD	01/10/03	01/15/09	$ 4,884 69	$ 5,151 48	($ 266 79)	
125000100	427	LOWES COMPANIES INC	06/14/02	04/16/09	8,339 18	9,865 83	(1,526.65)	
125000110	455	MARRIOTT INTL INC NEW CL A	09/27/07	04/22/09	8,732 68	19,741 13	(11,008 45)	
	455		12/19/07		8,732 68	14,869 99	(6,137 31)	
125000120	515	WILLIAMS SONOMA INC	10/18/05	04/29/09	6,963 55	19,094.55	(12 131 00)	
Total					$ 143,226.55	$ 215,317.28	($ 87,538 26)	$ 15,447 53

<72,090.73>

Details of Deposits and Withdrawals 2009

This section reflects any deposits or withdrawals made to your account during the year.

Deposits

Reference number	Date	Description	Amount
210000100	01/30/09	INVESTMENT AND MGMT SERVICES FROM 01/12/09 TO 03/31/09	$ 20.78
210000300	05/29/09	INVESTMENT AND MGMT SERVICES FROM 05/18/09 TO 06/30/09	9.40
210000500	09/09/09	DEPOSIT RECEIVED AT 00596 - ST. LOUIS MO	559.60
Total			$ 620 28

Reference number	Date	Description	Amount
210000200	02/27/09	INVESTMENT AND MGMT SERVICES FROM 02/11/09 TO 03/31/09	$ 15 14
210000400	08/31/09	INVESTMENT AND MGMT SERVICES FROM 07/24/09 TO 09/30/09	4 85
210000600	10/30/09	INVESTMENT AND MGMT SERVICES FROM 10/22/09 TO 12/31/09	10 51

60.68

Withdrawals

Reference number	Date	Description	Referral number	Amount
220000100	01/16/09	INVESTMENT AND MGMT SERVICES FROM 01/01/09 TO 03/31/09		$ 1,503.86
220000300	07/17/09	INVESTMENT AND MGMT SERVICES FROM 07/01/09 TO 09/30/09		1,513 39

Reference number	Date	Description	Referral number	Amount
220000200	04/17/09	INVESTMENT AND MGMT SERVICES FROM 04/01/09 TO 06/30/09		$ 1,315 70
220000400	10/16/09	INVESTMENT AND MGMT SERVICES FROM 10/01/09 TO 12/31/09		1,703 36

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

SOURCE	AMOUNT
MORGAN STANLEY	25,035.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	25,035.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY	17,040.	0.	17,040.
TOTAL TO FM 990-PF, PART I, LN 4	17,040.	0.	17,040.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,600.	2,600.		0.
TO FORM 990-PF, PG 1, LN 16B	2,600.	2,600.		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
MORGAN STANLEY MANAGEMENT FEES	5,976.	5,976.		0.
TO FORM 990-PF, PG 1, LN 16C	5,976.	5,976.		0.

FORM 990-PF | TAXES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX EXPENSE	88.	88.		0.
TO FORM 990-PF, PG 1, LN 18	88.	88.		0.

FORM 990-PF | CORPORATE STOCK | STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CITIGROUP - SEE ATTACHED	691,636.	743,493.
CITIGROUP - SEE ATTACHED	116,689.	136,439.
TOTAL TO FORM 990-PF, PART II, LINE 10B	808,325.	879,932.

FORM 990-PF | CORPORATE BONDS | STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CITIGROUP - SEE ATTACHED	421,640.	440,580.
TOTAL TO FORM 990-PF, PART II, LINE 10C	421,640.	440,580.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CONNECTIONS TO SUCCESS 1431 KINGSLAND AVE ST LOUIS, MO 63133	NONE CHARITABLE	501(C)(3)	40,500.
LADUE CHAPEL 9450 CLAYTON ROAD ST LOUIS, MO 63124	NONE CHARITABLE	501(C)(3)	5,000.
MARLIN PERKINS SOCIETY ST. LOUIS ZOO ST LOUIS, MO 63110	NONE CHARITABLE	501(C)(3)	3,000.
WALSH UNIVERSITY 2020 EAST MAPLE STREET NORTH CANTON, OH 44720	NONE CHARITABLE	501(C)(3)	2,000.
WHITFIELD SCHOOL 175 S. MASON RD. CREVE COEUR, MO 63141	NONE CHARITABLE	501(C)(3)	21,500.
PROJECT AWARE FOUNDATION 30151 TOMAS RANCHO SANTA MARGARITA, CA 92688	NONE CHARITABLE	501(C)(3)	1,000.
ST. LOUIS AREA FOODBANK 70 CORPORATE WOODS DRIVE ST. LOUIS, MO 63044	NONE CHARITABLE	501(C)(3)	375.
VARIETY 2200 WESTPORT PLAZA DRIVE ST. LOUIS, MO 63146	NONE CHARITABLE	501(C)(3)	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			78,375.

Common stocks & options

Equity Weighting by Economic Sector

The "Equity Weighting by Economic Sector" represents the common stocks in your account. It does not include convertible preferred or other types of equity securities that you may own Citi Investment Research & Analysis (CIRA) Sector recommendations are intended for capital appreciation oriented investors seeking to outperform the S&P 500. These Sector allocation recommendations may not be appropriate for all investors. Past performance is no guarantee of future results.

Sector	% of assets	Citi Sector weight
Energy	8 15	13.00
Consumer staples	16 24	11.00
Financials	18 65	13 60

Sector	% of assets	Citi Sector weight
Consumer discretionary	18.42	10.50
Health Care	18 68	10 40
Information technology	19 86	20 90

Energy

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
431	CHEVRON CORP	CVX	01/10/03	**$ 14,761 75**	$ 34.25	$ 76.99	**$ 33,182.69**	**$ 18,420 94**	LT	124.79	3 532 %	**$ 1,172 32**
277	HALLIBURTON CO HOLDINGS CO	HAL	10/18/06	8,038.01	29.018	30 09	8,334.93	296.92	LT	3 69		
633			10/28/08	10,173.39	16 071	30.09	19,046.97	8,873.58	LT	87.22		
910				**18,211 40**	**20.013**		**27,381.90**	**9,170 50**		50.36	1 196	327 60
Subtotal for energy				**$ 32,973 15**			**$ 60,564.59**	**$ 27,591.44**			2 47	
												$ 1,499 92

Consumer discretionary

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
500	GARMIN LTD	GRMN	05/05/08	$ 21,112 80	$ 42.225	$ 30.70	$ 15,350.00	($ 5,762.80)	LT	(27.30)		
355			09/10/08	11,688.02	32.924	30 70	10,898.50	(789.52)	LT	(6.75)		
855				**32,800 82**	**38 364**		**26,248 50**	**(6,552.32)**		(19.98)	2 442	641 25
356	CARNIVAL CORP (PAIRED STOCK)	CCL	03/03/05	19,145.99	53.78	31.69	11,281.64	(7,864.35)	LT	(41 08)		
229			10/17/05	10,752.79	46.955	31.69	7,257.01	(3,495 78)	LT	(32 51)		
585				**29,898.78**	**51.109**		**18,538 65**	**(11,360.13)**		(38.00)		
725	WALT DISNEY CO	DIS	03/30/06	19,954.73	27.523	32.25	23,381.25	3,426.52	LT	17.17		
417			04/16/09	8,330 83	19 978	32.25	13,448 25	5,117 42	ST	61 43		
1,142				**28,285.56**	**24 768**		**36,829 50**	**8,543.94**		30.21	1.085	399 70
381	LOWES COMPANIES INC	LOW	06/14/02	8,803.01	23 105	23.39	8,911 59	108.58	LT	1.23		
260			01/10/03	4,992 00	19.20	23.39	6,081.40	1,089.40	LT	21.82		
641				**13,795.01**	**21 521**		**14,992.99**	**1,197 98**		8.68	1 539	230 76

Consumer discretionary *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
480	NIKE INC CL B	NKE	03/29/06	$ 20,480.18	$ 42 672	$ 66 07	$ 31,713 60	$ 11,233 42	LT	54 85		
131			10/28/08	6,291.41	48 026	66.07	8,655 17	2 363 76	LT	37.57		
611				**26,771.59**	**43 816**		**40,368 77**	**13,597.18**		50.79	1 634	659 88
Subtotal for consumer discretionary				**$ 131,551.76**			**$ 136,978 41**	**$ 5,426 65**			1 41	**$ 1,931 59**

Consumer staples

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
328	COCA-COLA CO	KO	09/30/09	**$ 17,426 38**	$ 53.129	$ 57 00	**$ 18,696 00**	**$ 1,269 62**	ST	7.29	2 877%	$ 537 92
539	CONSTELLATION BRANDS INC CL A	STZ	10/05/09	8,547.62	15.858	15 93	8,586 27	38 65	ST	45		
525			10/06/09	8,584.17	16.35	15.93	8,363 25	(220 92)	ST	(2 57)		
1,064				**17,131 79**	**16 101**		**16,949 52**	**(182 27)**		(1 06)		
457	PROCTER & GAMBLE CO	PG	09/21/09	**26,128 56**	57.174	60 63	**27,707.91**	**1,579 35**	ST	6 04	2 902	804 32
441	WAL-MART STORES INC	WMT	03/06/07	**21,183 26**	48.034	53 45	**23,571 45**	**2,388 19**	LT	11 27	2 039	480 69
460	WALGREEN CO NEW	WAG	08/21/07	20,828.25	45.278	36 72	16,891 20	(3,937 05)	LT	(18 90)		
460			10/16/07	17,741 37	38.568	36 72	16,891 20	(850 17)	LT	(4.79)		
920				**38,569 62**	**41 924**		**33,782 40**	**(4,787 22)**		(12 41)	1 497	506 00
Subtotal for consumer staples				**$ 120,439 61**			**$ 120,707 28**	**$ 267 67**			1 92	**$ 2 328 93**

Health care

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
127	AMGEN INC	AMGN	10/29/01	$ 7,396 48	$ 58.24	$ 56 57	$ 7,184 39	($ 212 09)	LT	(2 87)		
422			01/17/08	20,135 94	47 715	56 57	23,872 54	3,736 60	LT	18 56		
549				**27,532 42**	**50 15**		**31,056 93**	**3,524 51**		12 80		
415	DAVITA INC	DVA	03/12/07	**21,335.15**	51 41	58.74	**24,377.10**	**3,041 95**	LT	14 26		
85	PFIZER INC	PFE	09/12/02	2,558.50	30.10	18.19	1,546.15	(1,012.35)	LT	(39 57)		
35			01/10/03	1,078 00	30 80	18.19	636 65	(441 35)	LT	(40 94)		
1,000			02/08/05	25,759 40	25.759	18.19	18,190.00	(7,569 40)	LT	(29.39)		
1,120				**29,395.90**	**26 246**		**20,372 80**	**(9,023 10)**		(30.70)	3 958	806 40
1	STRYKER CORP	SYK	11/14/05	44.19	44 191	50 37	50 37	6 18	LT	13.99		
358			06/28/06	15,040 55	42.012	50 37	18,032 46	2,991.91	LT	19.89		

Health care *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
234	STRYKER CORP	SYK	10/28/08	$ 11,426.10	$ 48.829	$ 50.37	$ 11,786 58	$ 360 48	LT	3 15		
593				**26,510 84**	**44.706**		**29,869 41**	**3,358 57**		12 67	**1 191**	355 80
285	WELLPOINT INC	WLP	07/27/05	19.497.19	68.411	58.29	16,612.65	(2,884.54)	LT	(14.79)		
285			03/11/08	13,499 82	47.367	58 29	16,612 65	3,112 83	LT	23.06		
570				**32,997.01**	**57.889**		**33,225 30**	**228 29**		69		
Subtotal for health care				**$ 137,771 32**			**$ 138,901.54**	**$ 1,130 22**			83	
												$ 1,162 20

Financials

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
211	AMERICAN EXPRESS CO	AXP	06/19/01	$ 7,136.36	$ 33.821	$ 40.52	$ 8,549 72	$ 1,413 36	LT	19 81		
325			10/29/01	8,574 00	26.381	40.52	13,169.00	4,595.00	LT	53 59		
50			01/10/03	1,676.64	33 532	40 52	2,026.00	349.36	LT	20.84		
249			09/18/08	8,576.93	34.445	40 52	10,089 48	1,512.55	LT	17 64		
835				**25,963.93**	**31.095**		**33,834 20**	**7,870 27**		30 31	**1 776**	601 20
173	GOLDMAN SACHS GROUP INC	GS	10/10/08	**13,274.34**	76.73	168 84	**29,209.32**	**15,934 98**	LT	120.04	**.829**	242 20
446	JPMORGAN CHASE & CO	JPM	01/10/03	12,917.11	28 974	41.67	18,584 82	5,667 71	LT	43 88		
274			08/31/05	9,211.03	33.616	41 67	11,417 58	2,206 55	LT	23 96		
720				**22,128.14**	**30 734**		**30,002 40**	**7,874.26**		35 58	**479**	144 00
335	METLIFE INC	MET	06/28/07	21,760 13	64 955	35 35	11,842.25	(9,917.88)	LT	(45 58)		
399			11/01/07	26,692.22	66.897	35.35	14,104.65	(12,587 57)	LT	(47 16)		
391			10/28/08	10,048 11	25 698	35 35	13,821 85	3,773 74	LT	37 56		
1,125				**58,500 46**	**52 00**		**39,768 75**	**(18,731.71)**		(32 02)	**2 093**	832 50
112	NORTHERN TRUST CORP	NTRS	10/29/01	**5,729.92**	51 16	52.40	**5,868 80**	**138 88**	LT	2 42	**2 137**	125 44
Subtotal for financials				**$ 125,596.79**			**$ 138,683.47**	**$ 13,086 68**			**1 40**	
												$ 1,945 34

Information technology

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
879	CISCO SYS INC	CSCO	10/10/08	**$ 15,091 11**	$ 17 168	$ 23 94	**$ 21,043 26**	**$ 5,952.15**	LT	39 44		
1,041	CORNING INC	GLW	08/24/09	**16,815.17**	16.152	19.31	**20,101.71**	**3,286.54**	ST	19.55	**1 035**	208.20

Information technology *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
213	INTEL CORP	INTC	06/19/01	$ 5,678 58	$ 26 66	$ 20 40	$ 4,345 20	($ 1,333 38)	LT	(23.48)		
650			10/29/01	16,372 85	25 189	20 40	13 260 00	(3,112 85)	LT	(19 01)		
863			01/29/07	18,116.10	20.992	20 40	17,605 20	(510 90)	LT	(2 82)		
1,726				**40,167 53**	**23 272**		**35,210 40**	**(4,957 13)**		(12 34)	2 745	966 56
766	INTUIT INC	INTU	01/10/07	**22,372 10**	29.206	30 73	**23,539 18**	**1,167 08**	LT	5 22		
498	MICROSOFT CORP	MSFT	06/19/01	16,777 62	33.69	30 48	15,179 04	(1,598 58)	LT	(9 53)		
570			10/29/01	17,402 10	30 53	30 48	17,373 60	(28 50)	LT	(.16)		
78			10/09/08	1,836 56	23.545	30.48	2.377 44	540 88	LT	29 45		
1,146				**36,016 28**	**31 428**		**34,930 08**	**(1,086 20)**		(3.02)	1 706	595 92
190	RESEARCH IN MOTION LTD-CAD Exchange rate 9521995 Shares traded in Canadian dollars	RIMM	09/28/09	**12,841.19**	67 585	67 54	**12,832 60**	**(8 59)**	ST	(07)		
Subtotal for information technology				**$ 143,303 38**			**$ 147,657 23**	**$ 4,353 85**			1 19	$ 1,770 68
Total common stocks				**$ 691,636 01**			**$ 743,492 52**	**$ 11,062 07**	**ST**	7 50	1 43	
								$ 40,794 44	**LT**			$ 10,638 66
Total common stocks and options				**$ 691,636.01**			**$ 743,492.52**	**$ 11,062 07**	**ST**		1 43	
								$ 40,794 44	**LT**			$ 10,638 66

Exchange traded & closed end funds

Citi Investment Research & Analysis (CIRA) ratings may be shown for certain closed-end funds. All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance Because the research report contains more complete information regarding the analyst s opinions, analysis, and rating, you should read the entire research report and not infer its contents from the rating CIRA closed-end fund recommendations include an investment rating and a risk rating The Investment Rating code (1,2 3) is based upon CIRA's expectation of the security's performance relative to its peer group of closed-end funds. The Risk Rating (L, M, H or S) represents the fund's expected risk, taking into account the quality and liquidity of the underlying securities, financial leverage and foreign currency exposure. Please refer to the end of this statement for a guide describing CIRA ratings

Closed end investment companies are grouped below by portfolio designations. Gain/Loss is provided to assist in tax preparation It is not intended to calculate investment returns or performance.

Consulting Group Research (CGR) conducts on-going research on a wide variety of exchange-traded funds for certain investment advisory programs Your individual exchange-traded fund holdings in your brokerage account may or may not be covered by CGR Please contact your Financial Advisor for further information regarding whether your exchange-traded fund holdings are covered by CGR.

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
717	ISHARES TR MSCI EAFE INDEX FD Equity portfolio	EFA	08/03/04	**$ 32,884 31**	$ 45.863	$ 55.28	**$ 39,635 76**	**$ 6,751 45** LT	2 606 %	$ 1,033 20

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Exchange traded & closed end funds *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
207	ISHARES TR RUSSELL MIDCAP INDEX FD Equity portfolio	IWR	10/27/03	$ 12,844 87	$ 62 21	$ 82 51	$ 17,079 57	$ 4,234.70 LT	1 975%	$ 337 41
42	S&P NORTH AMERICAN TECH	IGM	01/10/03	1,414.13	33.73	54 22	2,277 24	863 11 LT		
415	3/28/2008 SECTOR INDEX FD		11/01/04	18,020 88	43.483	54 22	22,501.30	4,480 42 LT		
457	Equity portfolio			19,435.01	42 527		24,778 54	5,343 53	374	92 77
254	ISHARES RUSSELL 2000 INDEX FD Equity portfolio	IWM	10/27/03	13,008.88	51.32	62 44	15,859.76	2,850 88 LT	1 622	257 30
1,065	ISHARES S&P U S PREFERRED STK INDEX FD Taxable bond portfolio	PFF	08/25/08	38,516 36	36.165	36 70	39,085 50	569.14 LT	7 869	3,075 72
Total closed end fund equity allocation							$ 97,353.63			
Total closed end fund taxable bond allocation							$ 39,085.50			
Total exchange traded funds and closed end funds				$ 116,689.43			$ 136,439.13	$ 0.00 ST $ 19,749.70 LT	3.51	$ 4,796 40

Bonds

Unrealized gains & losses have been adjusted to account for the accretion of OID (original issue discount), the amortization of premium, and/or the accretion of market discount

Call features shown indicate the next regularly scheduled call date and price Your holdings may be subject to other redemption features including sinking funds or extraordinary calls

The research rating for Moody's Investors Service and Standard & Poor's may be shown for certain fixed income securities All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance Your Financial Advisor will be pleased to provide you with further information or assistance in interpreting research ratings.

Corporate bonds

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued Interest	Current value	Unrealized Gain/(loss) Original/ Adjusted	Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
60,000	GENERAL ELEC CAP CORP DTD 11/16/00 INT. 06 875% MATY 11/15/2010 Rating: AA2/AA+	11/01/02 36962GVS0	$ 67,192.80 $ 60,922 80	$ 111.988 $ 101 538	105.414 $ 527 08	$ 63,248 40	($ 3,944 40) LT $ 2,325 60 LT	6 521 $ 4,125 00	$ 0 00 $ 2,325 60
60,000	HSBC FINANCE CORP NOTES BK/ENTRY-DTD 05/09/2001 INT 06.750% MATY. 05/15/2011 Rating A3/A	12/10/01 40429CAA0	60,658 80 60,117 00	101 098 100 195	105.688 517 50	63,412.80	2,754 00 LT 3,295.80 LT	6 386 4,050 00	0 00 3,295 80

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Corporate bonds *continued*

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued Interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
60,000	AETNA INC NT DTD 09/14/1993 INT 06 750% MATY 09/15/2013 Rating A1/A	01/23/02 008117AD5	$ 61,946.40 $ 60,773.40	$ 103 244 $ 101 289	105.865 $ 1,192 50	$ 63,519 00	$ 1,572.60 $ 2,745 60	LT LT	6 376 $ 4,050 00	$ 0 00 $ 2,745 60
60,000	WELLS FARGO & CO DTD 11/06/2002 INT 05 000% MATY· 11/15/2014 Rating A2/A+	11/01/02 949746CR0	59,411.40 59,411.40	99 019 99.019	102.711 383.33	61,626 60	2,215.20 2,215.20	LT LT	4 868 3,000 00	0 00 2,215 20
60,000	PROCTER & GAMBLE CO DTD 11/25/2003 INT 04 850% MATY 12/15/2015 Rating. AA3/AA-	12/31/03 742718BZ1	60,150.00 60,084.60	100 25 100.141	108.964 129.33	65,378.40	5 228.40 5,293 80	LT LT	4 451 2,910 00	0 00 5,293.80
60,000	GENERAL ELEC CAP CORP MEDIUM TERM NOTES-BK/ENTRY DTD 01/09/2006 INT: 05.000% MATY 01/08/2016 Rating: AA2/AA+	10/15/08 36962GU69	52,467 00 52,467 00	87.445 87 445	101.141 1,441 67	60,684 60	8,217 60 8,217.60	LT LT	4 943 3,000 00	1,002 00 7,215 60
60,000	MERRILL LYNCH & CO I DTD 07/15/1998 INT· 06.500% MATY 07/15/2018 Rating. A2/A	11/30/01 590188JF6	59,813.40 59,813 40	99 689 99.689	104.517 1,798.33	62,710 20	2 896.80 2,896 80	LT LT	6 219 3,900 00	0 00 2,896.80
Total corporate bonds 420,000			$ 421,639.80 $ 413,589.60		$ 5,989.74	$ 440,580.00	$ 0.00 $ 26,990.40	ST LT	5 68 $ 25,035.00	$ 1,002 00 $ 25,988.40
Total portfolio value			$ 1,348,273.67			$ 1,446,870.28	$ 11,062 07 $ 87,534.54	ST LT	2.79 $ 40,482 69	$ 1,002 00 $ 25,988 40

TRANSACTION DETAILS

All transactions appearing are based on trade-date

Investment activity

Date	Activity	Description	Quantity	Price	Amount
12/01/09	Sold	FEDEX CORP	-463	$ 85 4022	$ 39 540 20
Total securities bought and other subtractions					$ 0 00
Total securities sold and other additions					$ 39,540 20