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Form **990-PF**

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

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

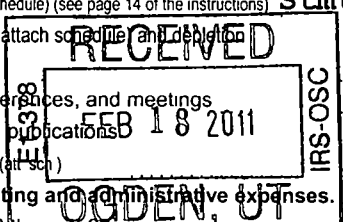
For calendar year 2009, or tax year beginning 07/01/09, and ending 06/30/10

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 EDWARD S SPRAGUE FOUNDATION		A Employer identification number 36-6070124
	Number and street (or P O box number if mail is not delivered to street address) Room/suite C/O ROBT S MILLER, CPA, 205 W WACKER 1750		B Telephone number (see page 10 of the instructions) 312-419-8484
	City or town, state, and ZIP code CHICAGO IL 60606		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/>
	I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,587,905	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	13,983	13,983	13,983	
	4 Dividends and interest from securities	15,234	15,234	15,234	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	36,797			
	b Gross sales price for all assets on line 6a 404,011				
	7 Capital gain net income (from Part IV, line 2)		36,797		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) Stmt 1	2,102	2,102	2,102		
12 Total. Add lines 1 through 11	68,116	68,116	31,319		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 2	2,480		2,480	2,480
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) Stmt 3	356		356	
	19 Depreciation (attach schedule and Depreciation schedule)				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23	2,836	0	2,836	2,480	
25 Contributions, gifts, grants paid	83,650			83,650	
26 Total expenses and disbursements. Add lines 24 and 25	86,486	0	2,836	86,130	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-18,370				
b Net investment income (if negative, enter -0-)		68,116			
c Adjusted net income (if negative, enter -0-)			28,483		

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	3,341	149	149
	2	Savings and temporary cash investments	299,335	358,847	363,756
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶	679		
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		1,618	1,618
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) See Stmt 4	1,022,647	927,044	1,170,992
	c	Investments—corporate bonds (attach schedule) See Stmt 5		51,521	51,390
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,326,002	1,339,179	1,587,905	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	52,000	83,650	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	52,000	83,650		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,274,002	1,255,529	
30	Total net assets or fund balances (see page 17 of the instructions)	1,274,002	1,255,529		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,326,002	1,339,179		

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	1,274,002
2	Enter amount from Part I, line 27a	2	-18,370
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,255,632
5	Decreases not included in line 2 (itemize) ▶ See Statement 6	5	103
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,255,529

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 MS SMITH BARNEY	P		
b MSSB ST TRDS SEE LIST	P		
c MSSB LT TRADES SEE LIST	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 723			723
b 81,964		90,965	-9,001
c 321,324		276,249	45,075
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			723
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	36,797
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	69,644	1,326,002	0.052522
2007	100,585	1,462,280	0.068786
2006	96,102	1,304,455	0.073672
2005	91,000	1,324,869	0.068686
2004	138,000	1,612,568	0.085578

2 Total of line 1, column (d)	2	0.349244
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.069849
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,594,636
5 Multiply line 4 by line 3	5	111,384
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	681
7 Add lines 5 and 6	7	112,065
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	86,130

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,362
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	1,362
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	1,362
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	360
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,960
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	2,320
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	958
11	Enter the amount of line 10 to be Credited to 2010 estimated tax 958 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

<p>11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)</p>	11		X
<p>12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?</p>	12		X
<p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A</p>	13	X	
<p>14 The books are in care of ▶ Robert S Miller, CPA Telephone no ▶ 312-419-8484 205 W WACKER DR Located at ▶ CHICAGO, IL ZIP+4 ▶ 60606</p>			
<p>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</p>	▶	15	▶ <input type="checkbox"/>

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
<p>1a During the year did the foundation (either directly or indirectly)</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p>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)? Organizations relying on a current notice regarding disaster assistance check here</p> <p style="text-align: right;">N/A ▶ <input type="checkbox"/></p>	1b		
<p>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?</p> <p style="text-align: right;">N/A</p>	1c		
<p>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))</p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 , 20 , 20 , 20</p> <p>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 page 20 of the instructions) N/A</p> <p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20</p>			
<p>3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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</p>	3b		
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	4a		X
<p>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?</p>	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 propoganda, 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)? (see page 22 of the instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here **N/A** **5b**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **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? Yes No **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? Yes No **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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JENNIE SPRAGUE O'BRIEN 1726 WEST WOLFRAM CHICAGO IL 60657	TRUSTEE 1.00	0	0	0
JACK E O'BRIEN 1726 WEST WOLFRAM CHICAGO IL 60657	TRUSTEE 0.50	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

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

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

Total number of others receiving over \$50,000 for professional services ▶

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 (see page 24 of the instructions)

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 page 24 of the instructions	
3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,567,116
b	Average of monthly cash balances	1b	51,804
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,618,920
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	1,618,920
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	24,284
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,594,636
6	Minimum investment return. Enter 5% of line 5	6	79,732

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

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

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	86,130
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	86,130
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	86,130

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004	35,333			
b From 2005	13,700			
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	49,033			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ _____				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	49,033			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	35,333			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	13,700			
10 Analysis of line 9				
a Excess from 2005	13,700			
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

1a	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				N/A
b	Check box to indicate whether the foundation is a private operating foundation described in section <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				(e) Total
	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
	28,483				28,483
b	24,211				24,211
c	86,130	70,000	102,695	96,900	355,725
d					
e	86,130	70,000	102,695	96,900	355,725
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				
	53,155				53,155
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 page 28 of the instructions.)

1	Information Regarding Foundation Managers:
a	List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2)) N/A
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 N/A
2	Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
	Check here <input type="checkbox"/> if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
a	The name, address, and telephone number of the person to whom applications should be addressed N/A
b	The form in which applications should be submitted and information and materials they should include N/A
c	Any submission deadlines N/A
d	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors N/A

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 7				83,650
Total			▶ 3a	83,650
b Approved for future payment N/A				
Total			▶ 3b	

Edward S Sprague Foundation
 Jennie Sprague O'Brien
 Jack E O'Brien
 1726 W. Wolfram St.
 Chicago IL 60657-6882

**Realized Gain/Loss - Summary
 (07/01/2009 - 06/30/2010)**

As of 01/10/2011

Prepared by The Gillespie Group
 Ph. 312 419 3636

Acct. 383-17542-17

Short Term	Description	Symbol/CUSIP	Quantity	Cost Basis	Net Proceeds	Gain/Loss
			1,035.000	\$0.01	\$1.04	\$1.03
	CLIFFS NATURAL RESOURCES	CLF	175.000	9,767.87	6,707.79	(3,060.08)
	COVIDIEN PLC DUBLIN-USD	COV	500.000	13,610.00	14,161.98	551.98
	CNX GAS CORP	CXG	700.000	15,321.00	16,555.57	1,234.57
	KANSAS CITY SOUTHERN INDS NEW	KSU	325.000	14,328.00	13,439.06	(888.94)
	NATIONAL OILWELL VARCO INC	NOV	350.000	22,135.98	15,817.22	(6,318.76)
	OCEANEERING INTERNATIONAL INC	OII	90.000	489.66	2,751.48	2,261.82
	TECK RESOURCES LTD CL B	TCK	800.000	15,312.84	12,529.67	(2,783.17)
	TEREX CORP NEW	TEX				
	Short Term Totals:		3,975.000	\$90,965.36	\$81,963.81	(\$9,001.55)

			1,100.000	\$44,518.57	\$70,545.50	\$26,026.93
	BECKMAN COULTER INC	BEC	400.000	11,543.90	15,846.22	4,302.32
	CONOCOPHILLIPS	COP	510.000	25,023.56	19,548.42	(5,475.14)
	COVIDIEN PLC DUBLIN-USD	COV	200.000	14,770.00	13,466.11	(1,303.89)
	DEVON ENERGY CORP NEW	DVN	2,000.000	53,654.97	78,586.96	24,931.99
	NICOR INC	GAS	172.000	1,307.68	2,892.12	1,584.44
	JOHN BEAN TECHNOLOGIES CORP	JBT	500.000	16,007.97	20,675.48	4,667.51
	NATIONAL OILWELL VARCO INC	NOV	920.000	36,367.20	26,545.89	(9,821.31)
	PLUM CREEK TIMBER CO INC	PCL	900.000	14,648.00	23,996.37	9,348.37
	SUNCOR ENERGY INC	SU	1,610.000	58,407.34	49,221.04	(9,186.30)
	TECK RESOURCES LTD CL B	TCK				
	Long Term Totals:		8,312.000	\$276,249.18	\$321,924.11	\$45,074.93

	Long Term Totals:		12,287.000	\$367,214.55	\$403,287.92	\$36,073.37
	(07/01/2009 - 06/30/2010) Short & Long Term Totals:					

Third-party and Morgan Stanley Smith Barney research on certain companies is available to clients of the firm at no cost. Clients can access this research at www.smithbarney.com contact their Financial Advisor to request a copy of this research be sent to them.

Form **8868**
(Rev April 2009)

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization EDWARD S SPRAGUE FOUNDATION	Employer identification number 36-6070124
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O box, see instructions. C/O ROBT S MILLER, CPA, 205 W WACKER 1750	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO IL 60606	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ▶ **MILLER & ASSOCIATES, LTD**

Telephone No. ▶ **312-419-8484** FAX No. ▶ **312-419-8487**

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach

a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **02/15/11**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year _____ or
- ▶ tax year beginning **07/01/09**, and ending **06/30/10**.

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	2,320
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	360
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	1,960

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev 4-2009)

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
INVEST INC FROM PTNRSHPS	\$ 1,987	\$ 1,987	\$ 1,987
TAX REFUND ALCON	115	115	115
Total	\$ 2,102	\$ 2,102	\$ 2,102

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PRIOR YEAR TAX PREPARATION FEES	\$ 2,480	\$	\$ 2,480	\$ 2,480
Total	\$ 2,480	\$ 0	\$ 2,480	\$ 2,480

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL TAXES	\$ 356	\$	\$ 356	\$
Total	\$ 356	\$ 0	\$ 356	\$ 0

36-6070124

Federal Statements

FYE: 6/30/2010

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ALCOA	\$ 14,445	\$ 14,445	Cost	\$ 13,078
ALLIANCE BERNSTEIN	55,131	55,131	Cost	23,773
APPLE INC		38,878	Cost	42,780
BECKMAN COULTER INC.	44,519		Cost	
BRISTOL MEYERS SQUIBB		15,428	Cost	16,835
C.R. BARD INC.	37,021	37,021	Cost	58,993
CANADIAN NATURAL RESOURCES LTD	39,952	39,952	Cost	46,190
CANADIAN OIL SANDS	15,088	40,161	Cost	39,557
CATERPILLAR INC.	65,234	65,234	Cost	72,084
CISCO SYSTEMS INC		44,582	Cost	38,571
CLIFFS NATURAL INC	28,746	38,846	Cost	48,811
CNX	13,610		Cost	
CONOCO/PHILLIPS	11,544		Cost	
COVIDEN LTD	34,791		Cost	
CUMMINS	10,087	10,087	Cost	32,565
DEVON ENGERGY CORP NEW	14,770		Cost	
FEDEX CORP.	52,649	52,649	Cost	63,099
FMC TECHNOLOGIES INC.	26,939	36,980	Cost	56,873
FREEMPORT MCMORGAN COPPER & GOLD	34,693	44,326	Cost	34,887
GOOGLE INC		28,830	Cost	22,692
ILLINOIS TOOL WORKS INC.	49,967	49,967	Cost	47,059
ISHARES DJ US MED	19,896	19,896	Cost	16,824
JOHN BEAN TECH	1,308		Cost	
KANSAS CITY SOUTHERN	15,321		Cost	
KAYDON	20,262	20,262	Cost	21,195
MCDERMOTT INTL INC		22,016	Cost	17,870

36-6Q70124

Federal Statements

FYE: 6/30/2010

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
NATIONAL OIL WELL VARCO INC.	\$ 16,008		Cost	\$
NEXEN INC		30,570	Cost	29,505
NICOR INC.	53,655		Cost	
PLUM CREEK TIMBER CO INC	36,367		Cost	
POWERSHARES	41,874	41,871	Cost	45,804
ROPER INDUSTRIES	49,951	49,951	Cost	51,763
STERICYCLE	12,338	12,338	Cost	32,790
SUNCOR ENERGY INC	14,648		Cost	
TECH RESOURCES	78,894	19,997	Cost	99,389
TEREX	15,313		Cost	
THERMO FISHER SCIENTIFIC INC	35,061	35,061	Cost	28,940
W.W. GRAINGER INC.	62,565	62,565	Cost	169,065
Total	\$ 1,022,647	\$ 927,044		\$ 1,170,992

Statement 5 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ALCOA INC DATED 05/23/01	\$	\$ 20,605	Cost	\$ 20,556
ALCOA INC DATED 052301		20,616	Cost	20,556
ALCOA INC DATED 05/23/01		10,300	Cost	10,278
Total	\$ 0	\$ 51,521		\$ 51,390

Statement 6 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
ROUNDING ON ASSET SCHEDULE	\$ 103
Total	\$ 103

36-6070124

Federal Statements

FYE: 6/30/2010

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name	Address	Relationship	Status	Purpose	Amount
ALZHEIMERS ASSOCIATION	4709 GOLF ROAD		PUBLIC	QUALIFIED DONEE ACT	5,000
CHICAGO IL 60076-1260					
ASSOCIATION HOUSE OF CHIC	1116 NORTH KEDZIE AVENUE		PUBLIC	QUALIFIED DONEE ACT	8,000
CHICGO IL 60651					
CHICGO LIGHTHOUSE FOR THE	1850 WEST ROOSEVELT ROAD		PUBLIC	QUALIFIED DONEE ACT	8,000
CHICAGO IL 60608-1198					
DEBORAH'S PLACE	2822 WEST JACKSON		PUBLIC	QUALIFIED DONEE ACT	6,000
CHICAGO IL 60612					
THE HADLEY SCHOOL FOR THE	700 ELM STREET		PUBLIC	QUALIFIED DONEE ACT	8,000
WINNETKA IL 60093-0299					
LAMB'S FARM	14245 W. ROCKLAND ROAD		PUBLIC	QUALIFIED DONEE ACT	7,000
LIBERTYVILLE IL 60048					
LYDIA HOME ASSOCIATION	4300 WEST IRVING PARK ROA		PUBLIC	QUALIFIED DONEE ACT	7,000
CHICAGO IL 60641-2825					
MISERACORDIA HEART OF MER	6300 NORTH RIDGE		PUBLIC	QUALIFIED DONEE ACT	8,000
CHICAGO IL 60660-1017					
PAWS CHICAGO	1110 WEST 35TH STREET		PUBLIC	QUALIFIED DONEE ACT	10,000
CHICAGO IL 60609					
SHRINERS HOSPITALS FOR CH	2211 N OAK PARK AVE		PUBLIC	QUALIFIED DONEE ACT	7,000
CHICAGO IL 60707					
UNION LEAGUE CIVIC & ARTS	65 WEST JACKSON BLVD.		PUBLIC	QUALIFIED DONEE ACT	4,000
CHICAGO IL 60604-3598					
ASSOCIATION FOR BLADDER E	3075 FIRST ST		PUBLIC	QUALIFIED DONEE ACT	1,000
LASALLE MI 48145					
CARDINAL BERNADIN EARLY C	1651 W DIVERSY PARKWAY		PUBLIC	QUALIFIED DONEE ACT	3,650
CHICAGO IL 60614-1027					
LEUKEMIA AND LYMPHOMA SOC	615 W WASHINGTON ST		PUBLIC	QUALIFIED DONEE ACT	1,000
CHICAGO IL 60661					
Total					<u>83,650</u>

EDWARD S SPRAGUE FOUNDATION

Form **990-W**
 (WORKSHEET)
 Department of the Treasury
 Internal Revenue Service

**Estimated Tax on Unrelated Business Taxable
 Income for Tax-Exempt Organizations**
 (and on Investment Income for Private Foundations)
 (Keep for your records. Do not send to the Internal Revenue Service.)

OMB No 1545-0976

2010

1	Unrelated business taxable income expected in the tax year	1
2	Tax on the amount on line 1. See instructions for tax computation	2
3	Alternative minimum tax (see instructions)	3
4	Total Add lines 2 and 3	4
5	Estimated tax credits (see instructions)	5
6	Balance Subtract line 5 from line 4	6
7	Other taxes (see instructions)	7
8	Total Add lines 6 and 7	8
9	Credit for federal tax paid on fuels (see instructions)	9
10a	Subtract line 9 from line 8 Note. If less than \$500, the organization is not required to make estimated tax payments Private foundations, see instructions	10c
b	Enter the tax shown on the 2009 return (see instructions) Caution. If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	
c	2010 Estimated Tax. Enter the smaller of line 10a or line 10b If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	

		(a)	(b)	(c)	(d)	
11	Installment due dates (see instructions)	11	11/15/10	12/15/10	03/15/11	06/15/11
12	Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12				
13	2009 Overpayment (see instructions)	13				
14	Payment due. (Subtract line 13 from line 12)	14				

For Paperwork Reduction Act Notice, see the instructions on page 8.

Form **990-W** (2010)

EDWARD S SPRAGUE FOUNDATION

Form **990-W**

**Estimated Tax on Unrelated Business Taxable
Income for Tax-Exempt Organizations**

OMB No 1545-0976

(WORKSHEET)
Department of the Treasury
Internal Revenue Service

(and on Investment Income for Private Foundations)

2010

(Keep for your records. Do not send to the Internal Revenue Service.)

1	Unrelated business taxable income expected in the tax year	1	
2	Tax on the amount on line 1. See instructions for tax computation	2	
3	Alternative minimum tax (see instructions)	3	
4	Total Add lines 2 and 3	4	
5	Estimated tax credits (see instructions)	5	
6	Balance Subtract line 5 from line 4	6	
7	Other taxes (see instructions)	7	
8	Total Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8 Note. If less than \$500, the organization is not required to make estimated tax payments Private foundations, see instructions	10a	1,362
b	Enter the tax shown on the 2009 return (see instructions) Caution. If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	10b	1,362
c	2010 Estimated Tax. Enter the smaller of line 10a or line 10b If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	1,362

	(a)	(b)	(c)	(d)	
11 Installment due dates (see instructions)	11	11/15/10	12/15/10	03/15/11	06/15/11
12 Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12	350	350	350	350
13 2009 Overpayment (see instructions)	13	350	350	258	
14 Payment due. (Subtract line 13 from line 12)	14			92	350

For Paperwork Reduction Act Notice, see the instructions on page 8.

Form **990-W** (2010)

36-6070124

Federal Statements

FYE: 6/30/2010

Taxable Interest on Investments

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>
MORGAN STANLEYI SMITH BARNEY	\$ 14,902			
LESS ACCRUED INTEREST PAID	-919			
Total	\$ <u>13,983</u>			

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>
MS SMITH BARNEY QUAL DIVS	\$ 14,988			
MS SMITH BRNY NON QUAL DIVS	625			
LESS FOREIGN TAXES WITHHELD	-379			
Total	\$ <u>15,234</u>			

Other Investment Income

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>
INVEST INC FROM PTNRSHPS	\$ 1,987		14	
TAX REFUND ALCON	115			
Total	\$ <u>2,102</u>			