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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation FRANK AND BESSIE SPIELBERG FOUNDATION		A Employer identification number 43-6042034
Number and street (or P O box number if mail is not delivered to street address) 1001 YELLOWWOOD CT	Room/suite	B Telephone number 636-536-0744
City or town, state, and ZIP code CHESTERFIELD, MO 63005		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 585,517.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B interest on savings and temporary cash investments		3,094.	3,094.		STATEMENT 1
4 Dividends and interest from securities		49,622.	49,622.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<9,018.>			
b Gross sales price for all assets on line 6a 80,256.					
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		43,698.	52,716.		
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		2,093.	1,046.		0.
c Other professional fees		4,606.	2,303.		0.
Interest					
Taxes		418.	0.		0.
Depreciation and depletion					
Occupancy					
Travel, conferences, and meetings					
Printing and publications					
Other expenses		8.	4.		0.
Total operating and administrative expenses. Add lines 13 through 23		7,125.	3,353.		0.
Contributions, gifts, grants paid		60,707.			60,707.
Total expenses and disbursements. Add lines 24 and 25		67,832.	3,353.		60,707.
26 Subtract line 26 from line 12		<24,134.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			49,363.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	<2,291.>	<3.>	<3.>
	2 Savings and temporary cash investments	45,701.	5,947.	5,947.
	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 7	159,099.	139,157.	161,544.
	c Investments - corporate bonds STMT 8	292,053.	297,360.	262,132.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	202,457.	230,424.	155,897.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	697,019.	672,885.	585,517.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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 ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117 check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	697,019.	672,885.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
Net Assets or Fund Balances	30 Total net assets or fund balances	697,019.	672,885.	
	31 Total liabilities and net assets/fund balances	697,019.	672,885.	

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	697,019.
2 Enter amount from Part I, line 27a	2	<24,134.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	672,885.
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	672,885.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a FINANCIAL SECURITIES (STATEMENT 12)	P	VARIOUS	VARIOUS
b FINANCIAL SECURITIES (STATEMENT 12)	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 85.		84.	1.
b 78,478.		89,190.	<10,712.>
c 1,693.			1,693.
d			
e			

(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			1.
b			<10,712.>
c			1,693.
d			
e			

2 Capital gain net income or (net capital loss)	2	<9,018.>
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))
2010	57,390.	617,492.	.092940
2009	58,261.	512,958.	.113578
2008	61,582.	685,097.	.089888
2007	70,245.	887,919.	.079112
2006	70,262.	911,634.	.077073

2 Total of line 1, column (d)	2	.452591
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	.090518
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	621,618.
5 Multiply line 4 by line 3	5	56,268.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	494.
7 Add lines 5 and 6	7	56,762.
8 Enter qualifying distributions from Part XII, line 4	8	60,707.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	494.
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	494.
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	494.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	440.
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	440.
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	54.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be credited to 2012 estimated tax. ☐ Refunded ☐	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 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 ☐ \$ 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		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?		
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 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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? 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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► FRANK J. SPIELBERG Telephone no ► 636-536-0744 Located at ► 1001 YELLOWWOOD CT., CHESTERFIELD, MO ZIP+4 ► 63005			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	☐ Yes ☒ No	
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
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 2011 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 2011)	N/A	
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 2011?	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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRANK J. SPIELBERG	TRUSTEE			
1001 YELLOWWOOD CT.				
CHESTERFIELD, MO 63005	15.00	0.	0.	0.
EDWARD SPIELBERG	TRUSTEE			
1811 AUTUMN GLEN CT.				
CHESTERFIELD, MO 63017	0.00	0.	0.	0.

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

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

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

0

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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	616,453.
b	Average of monthly cash balances	1b	14,631.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	631,084.
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	631,084.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,466.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	621,618.
6	Minimum investment return. Enter 5% of line 5	6	31,081.

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	31,081.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	494.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	494.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	30,587.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	30,587.
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	30,587.

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	60,707.
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	60,707.
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	494.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	60,213.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				30,587.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	25,888.			
b From 2007	26,973.			
c From 2008	28,611.			
d From 2009	33,593.			
e From 2010	27,331.			
f Total of lines 3a through e	142,396.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	60,707.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				30,587.
e Remaining amount distributed out of corpus	30,120.			
5 Excess distributions carryover applied to 2011 (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	172,516.			
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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	25,888.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	146,628.			
10 Analysis of line 9				
a Excess from 2007	26,973.			
b Excess from 2008	28,611.			
c Excess from 2009	33,593.			
d Excess from 2010	27,331.			
e Excess from 2011	30,120.			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE 11			GIFTS	60,707.
Total			3a	60,707.
b Approved for future payment				
NONE				
Total			3b	0.

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

SOURCE	AMOUNT
INTEREST	3,094.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,094.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	51,315.	1,693.	49,622.
TOTAL TO FM 990-PF, PART I, LN 4	51,315.	1,693.	49,622.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,093.	1,046.		0.
TO FORM 990-PF, PG 1, LN 16B	2,093.	1,046.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKERAGE FEES	4,606.	2,303.		0.
TO FORM 990-PF, PG 1, LN 16C	4,606.	2,303.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2011 ESTIMATED TAX PAYMENTS	418.	0.		0.
TO FORM 990-PF, PG 1, LN 18	418.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	8.	4.		0.
TO FORM 990-PF, PG 1, LN 23	8.	4.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 10	139,157.	161,544.
TOTAL TO FORM 990-PF, PART II, LINE 10B	139,157.	161,544.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 10	297,360.	262,132.
TOTAL TO FORM 990-PF, PART II, LINE 10C	297,360.	262,132.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 10	COST	230,424.	155,897.
TOTAL TO FORM 990-PF, PART II, LINE 13		230,424.	155,897.

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Statement 10

	Book Value	Fair Market Value
Stocks:		
Ameren Corp	29,540	36,443
American Capital Agency Corp	14,595	14,040
Annaly Capital Management Inc REIT	14,032	12,768
Apollo Investment Corp	12,875	7,007
Blackrock Kelso Capital Corp	12,839	9,017
DTE Energy Company	38,610	70,785
Fifth Street FIN CORP	16,666	11,484
Statement 8	<u>139,157</u>	<u>161,544</u>
Bonds:		
Auburn Hills/DaimlerChrysler Co LLC	25,323	24,238
Alliance World Dollar Gvt Fnd II	25,935	42,510
Debt Strat Fund Inc(BlackRock)	29,596	17,460
Eaton Vance LTD Duration INC Fund	26,451	24,551
Highland Credit Strategies Fund	30,000	9,270
Helios Total Return Fund Inc	16,200	11,440
Morgan Stanley Emerg Mkt Debt Fund	8,030	10,410
Nuveen Quality Preferred	34,084	23,490
Strategic Global Incm Fund	47,544	43,863
Western Asset High Income Fund	54,198	54,900
Statement 9	<u>297,360</u>	<u>262,132</u>
Mutual Funds and Other Investments		
CRT Properties (Formerly Koger Equity Inc)	14,826	1,800
Federated Intl High Inc	24,960	26,298
Eaton Vance Tax Managed EQ	32,289	17,740
Eaton Vance Tax Managed Global EQ	36,198	16,500
Nuveen Core Equity Alpha Fund	40,013	32,397
Linn Energy LL Units	13,054	18,955
Calamos Strategic Total Return	29,994	19,063
Blackrock Global Opportunities Equity Trust	39,089	23,144
Statement 10	<u>230,424</u>	<u>155,897</u>
Total	<u><u>666,941</u></u>	<u><u>579,572</u></u>

Date	Description	Status	Donation
1/3/2011	World Aquarium	Public Charity	500
1/7/2011	Aish Hatorah	Public Charity	100
1/7/2011	American Associates Ben Gurion	Public Charity	250
1/7/2011	American Jewish Committee	Public Charity	100
1/7/2011	American Red Cross	Public Charity	100
1/7/2011	Block Yeshiva H.S	Public Charity	100
1/7/2011	Cardinal Glennon Hospital	Public Charity	100
1/7/2011	Channel 9	Public Charity	250
1/7/2011	Hebrew Union College	Public Charity	250
1/7/2011	Masonic Home of Missouri	Public Charity	100
1/7/2011	Operation Food Search	Public Charity	100
1/7/2011	Ronald McDonald House	Public Charity	100
1/7/2011	Simon Wiesenthal Center	Public Charity	100
1/7/2011	Solomon Schechter Day School	Public Charity	100
1/7/2011	St. Louis Rabbinical Association	Public Charity	100
2/4/2011	American Lung	Public Charity	100
2/4/2011	B'NAI Brith JW Internation	Public Charity	100
2/4/2011	Mental Health Association	Public Charity	250
2/4/2011	Missouri Historical Society	Public Charity	100
2/4/2011	STL Association for Retarded Citizens	Public Charity	100
2/4/2011	St. Louis Symphony Orchestra	Public Charity	250
2/4/2011	Jerusalem Foundation	Public Charity	100
2/4/2011	Union of Council for Soviet Jews	Public Charity	100
2/4/2011	University of Missouri St. Louis	Public Charity	250
2/4/2011	University of Southern California	Public Charity	1,000
2/4/2011	Wedu Channel 3 Tampa	Public Charity	100
3/2/2011	Arts and Education Fund	Public Charity	250
3/2/2011	Central Institute for the Deaf	Public Charity	100
3/2/2011	Epilepsy Foundation	Public Charity	100
3/2/2011	Habitat for Humanity	Public Charity	100
3/2/2011	St. Louis Art Museum	Public Charity	200
3/2/2011	The Muny	Public Charity	250
4/1/2011	St. Louis Symphony Orchestra	Public Charity	845
4/1/2011	University of Missouri Columbia	Public Charity	2,044
4/6/2011	AMVETS	Public Charity	100
4/6/2011	Chabad House of St. Louis	Public Charity	100
4/6/2011	Jewish Center for Aged	Public Charity	100
4/6/2011	Saul Mirowitz Day School	Public Charity	250
4/6/2011	St. Jude's Children's Research Hospital	Public Charity	100
4/6/2011	St. Louis Public Library	Public Charity	100
4/6/2011	University of Missouri	Public Charity	3,000
4/6/2011	Two/Ten Charity Foundation	Public Charity	100
5/2/2011	Camp Sabra	Public Charity	2,000
5/5/2011	Beverly Farm Foundation	Public Charity	100
5/5/2011	Joseph Kranskopt Memorial Library	Public Charity	100
5/5/2011	Mascular Degeneration Research	Public Charity	100

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Statement 11 (Continued)
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Date	Description	Status	Donation
5/5/2011	Missouri Botanical Garden	Public Charity	100
5/5/2011	National Council of Jewish Women	Public Charity	100
5/5/2011	Sarasota Manatee Jewish Federation	Public Charity	1,000
5/5/2011	The Florida Aquarium	Public Charity	135
5/5/2011	United Farm Workers	Public Charity	100
5/5/2011	United States Holocaust Memorial	Public Charity	100
5/5/2011	United Hebrew Congregation	Public Charity	2,400
6/3/2011	Jewish Community Center	Public Charity	3,000
6/3/2011	National Jewish Medical & Research	Public Charity	100
6/3/2011	St. Louis Science Center	Public Charity	175
6/3/2011	Union for Reform Judaism	Public Charity	1,000
6/3/2011	Cancer Support Community	Public Charity	100
7/7/2011	Alzheimers Association	Public Charity	100
7/7/2011	American Diabetes	Public Charity	100
7/7/2011	Arza	Public Charity	100
7/7/2011	University of Missouri Development	Public Charity	500
7/7/2011	Mote Marine Laboratory	Public Charity	125
7/7/2011	Sh'ma	Public Charity	100
7/7/2011	St. Louis Area Food Bank	Public Charity	100
7/7/2011	St. Louis Hillel Center	Public Charity	100
7/7/2011	Womens American Ort	Public Charity	100
7/26/2011	Jewish Light	Public Charity	60
8/4/2011	American Jewish Historical Society	Public Charity	100
8/4/2011	American Kidney Fund	Public Charity	100
8/4/2011	Forest Park Forever	Public Charity	300
8/4/2011	St. Louis Holocaust Museum & Learning Center	Public Charity	100
8/4/2011	Jewish Family & Children Service	Public Charity	100
8/4/2011	Jewish Food Pantry	Public Charity	100
8/4/2011	National Yiddish Book Center	Public Charity	120
8/19/2011	St. Louis Jewish Book Festival	Public Charity	1,200
9/6/2011	Jewish Federation	Public Charity	18
9/7/2011	Amnesty International	Public Charity	100
9/7/2011	Cumberland College	Public Charity	100
9/7/2011	Friends of Education	Public Charity	250
9/7/2011	Hillel Foundation U of Missouri	Public Charity	100
9/7/2011	Humane Society of Missouri	Public Charity	200
9/7/2011	Logos High School	Public Charity	300
9/7/2011	Miriam Foundation	Public Charity	100
9/7/2011	Salvation Army Bed & Breakfast	Public Charity	200
9/7/2011	St. Louis Zoo Friends Association	Public Charity	350
10/7/2011	American Foundation for Blind	Public Charity	100
10/7/2011	Jewish Federation	Public Charity	10,000
10/7/2011	Memorial Sloan Kettering Cancer	Public Charity	200
10/7/2011	National Alliance for Autism	Public Charity	100

Date	Description	Status	Donation
10/7/2011	Planned Parenthood of St. Louis	Public Charity	100
10/7/2011	Sarasota Memorial Hospital Fund	Public Charity	100
10/7/2011	Semo University Foundation	Public Charity	250
10/7/2011	Service Club for the Blind	Public Charity	100
11/4/2011	American Heart Association	Public Charity	100
11/4/2011	American Printing House For Blind	Public Charity	100
11/4/2011	Dismas House of St. Louis	Public Charity	100
11/4/2011	Keren-Or	Public Charity	100
11/4/2011	Retina Research & Development Plan	Public Charity	100
11/4/2011	The Scholarship Foundation of St. Louis	Public Charity	200
11/4/2011	St. Louis Peregrine Society	Public Charity	100
11/4/2011	Unicef	Public Charity	100
11/4/2011	United Negro College Fund	Public Charity	200
11/4/2011	United Way of St. Louis	Public Charity	1,000
11/10/2011	University of Missouri	Public Charity	290
12/6/2011	American Institute for Cancer Research	Public Charity	100
12/6/2011	Big Brother Big Sister	Public Charity	1,000
12/26/2011	United Hebrew Congregation	Public Charity	3,600
12/26/2011	United Hebrew Congregation	Public Charity	12,360
12/26/2011	United Hebrew Congregation	Public Charity	1,935
	Total		<u>\$ 60,707</u>

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 Sale of Investments
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Statement 12

Description	Quantity	Date Acquired	Date Sold	Proceeds	Cost	Gain (Loss)	
Eaton Vance Senior Income	12	4/19/2010	1/18/2011	85	84	1	Short Term
Blackrock Core Bond Trust	1000	6/3/2004	12/21/2011	13,592	13,066	526	Long Term
Camden Ppty TR SBI	250	7/22/1993	2/22/2011	14,120	5,500	8,620	Long Term
Chesapeake Energy Corp	500	9/11/2009	2/22/2011	16,370	19,555	(3,185)	Long Term
Citigroup Inc	200	10/31/2008	2/22/2011	962	7,687	(6,725)	Long Term
Dell Inc	1100	2/27/2009	2/22/2011	16,922	20,368	(3,446)	Long Term
Units Van Kampen	2505	5/16/2006	7/18/2011	16,512	23,013	(6,501)	Long Term
				<u>78,563</u>	<u>89,274</u>	<u>(10,710)</u>	