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Form 990-PF

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

Form **990-PF** (2012)

	Depa	rtment o	of the Treasury	1	freated as a Private	e Founda	ation		2012
					e able to use a copy of this			rting requirements	Open to public Inspection
			ar year 2012 or tax year beginning			, and e	nding	1	
	Nar	ne of fo	oundation					A Employer identification	n number
			K AND BESSIE SP				<u> </u>	43-6042034	<u> </u>
			Street (or PO box number if mail is not on YELLOWOOD CT.	delivered to street	address)		Room/suite	B Telephone number 636-536-07	44
			vn, state, and ZIP code TERFIELD, MO 6	3005				C If exemption application is p	pending, check here
	G	heck a	II that apply: Initial retu	n	Initial return of a fo	rmer public o	charity	D 1. Foreign organization C. Foreign organizations mechack here and attach or	
	H C	_ ^	ype of organization: X Section 4947(a)(1) nonexempt charitab	on 501(c) <u>(3) e</u> x	Name change empt private foundation Other taxable private founda	tion		E If private foundation sta	atus was terminated
		ir mark	ket value of all assets at end of year	J Accountii	ng method: X Cash	Acci	ual	under section 507(b)(1 F If the foundation is in a	• • •
ದ		•\$. (Part I, colu	her (specify) mn (d) must be on cash b	asis.)		under section 507(b)(1)(B), check here
202 2	P	rt i	Analysis of Revenue and Expense (The total of amounts in columns (b), (c), a necessarily equal the amounts in column	S and (d) may not (a))	(a) Revenue and expenses per books		vestment ome	(c) Adjusted net income	(d) Disbursements for chantable purposes (cash basis only)
			Contribut <u>ions,</u> gifts, grants, etc , rec					N/A	
MAY			Check X if the foundation is not required	to attach Sch B					
\equiv		3 c	nterest on savings and temporary ash investments		3,030.		3,030.		STATEMENT 1
		4 D	Dividends and interest from secunte	es	42,694.	4	2,694.		STATEMENT 2
Щ		5a G	Gross rents						
SCANNED		b N	Net rental income or (loss)				·····		
Ķ	9	6a N	Net gain or (loss) from sale of assets not or		<11,168.	>		+ THE CEIVE	U
ည	Revenue			3,630.				\$ XXXX	
-	ě		Capital gain net income (from Part IV, line 2				0.	. П	his Sl
			vet short-term capital gain					MAY 1 4 2	- 101
		1 0	ncome modifications Gross sales less retums			·····		The same of the sa	#### M
		l -	and allowances					H OODEN	
		1	ess Cost of goods sold			~~~~~	***************************************		
		I	Other income	•	73.		73.	<u> </u>	STATEMENT 3
		1	Fotal. Add lines 1 through 11	•	34,629.	4	5,797.		
		T	Compensation of officers, directors, truste	es etc	0.		0.		0.
			Other employee salaries and wages	,					
		1	Pension plans, employee benefits	-					
	ses	1	egal fees						
	ë			TMT 4	3,000.		1,500.	,	1,500.
	X			тмт 5	4,671.		2,336.		2,335.
	and Administrative Expenses	17 II	nterest		4.		4.		0.
	<u>ta</u>	18 T	Taxes S	тйт 6	671.		0.	,	0.
	nj.	19 [Depreciation and depletion						
	Ę		Decupancy						
	Ă	21 T	Fravel, conferences, and meetings						
	ä		Printing and publications	_ <u></u>					
	<u> </u>	23 (тмт 7	3,250.		1,625.		1,625.
	ā	24 T	Fotal operating and administrative				- 46-		- 460
	Operating	e	expenses. Add lines 13 through 23		11,596.		5,465.		5,460.
		25 C	Contributions, gifts, grants paid		61,569.				61,569.
			Total expenses and disbursements	3.	72 165		5 <i>16</i> 5		67,029.
			Add lines 24 and 25		73,165.		5,465.		01,029.
		l	Subtract line 26 from line 12		<38,536.	>			
		1	Excess of revenue over expenses and disi Vet investment income (if negative, e		730,330.	<u> </u>	0,332.		
		I	vet investment income (it negative, ente Adjusted net income (it negative, ente			3	-, JJL .	N/A	
				,	t P			,	· · · · · · · · · · · · · · · · · · ·

LHA For Paperwork Reduction Act Notice, see instructions.

	990-PF (2012) FRANK AND BESSIE SPIELBE		·	5042034 Page 2
Par	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of	<u> </u>
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	Cash - non-interest-bearing	<3.>	1,727.	1,727. 894.
	2 Savings and temporary cash investments	5,947.	094.	074.
1	3 Accounts receivable ►	1	1	
	Less: allowance for doubtful accounts			
-	4 Pledges receivable ►	1		
	Less: allowance for doubtful accounts	_		
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other			
- 1	disqualified persons			
	7 Other notes and loans receivable		1	
	Less: allowance for doubtful accounts			
ta	8 Inventories for sale or use			
9	9 Prepaid expenses and deferred charges			
٦ 1	0a Investments - U.S. and state government obligations	120 157	120 000	170 (15
	b Investments - corporate stock STMT 8	139,157. 297,360.	139,989.	
	c Investments - corporate bonds STMT 9.	297,360.	25,323.	24,418.
1	1 Investments - land, buildings, and equipment basis		1	
-	Less: accumulated depreciation			
1	2 Investments - mortgage loans		160 611	401 005
1	3 Investments - other STMT 10	230,424.	463,611.	421,807.
1	4 Land, buildings, and equipment: basis		1	
	Less: accumulated depreciation			
1	5 Other assets (describe ► STATEMENT 11)	0.	2,805.	2,805.
		672,885.	634,349.	624,266.
$\overline{}$	6 Total assets (to be completed by all filers)	072,003.	034,349.	024,200.
- 1	7 Accounts payable and accrued expenses			
- 1.	8 Grants payable			
[] <u>i</u>	9 Deferred revenue			
憲 3	Loans from officers, directors, trustees, and other disqualified persons			
	1 Mortgages and other notes payable			
_ 2	2 Other liabilities (describe ►)			
,	2 Total Habitities (add lines 17 through 22)	0.	0.	
	3 Total liabilities (add lines 17 through 22) Foundations that follow SFAS 117, check here			
	and complete lines 24 through 26 and lines 30 and 31.			
8				
2	4 Unrestricted			
<u> </u>				
֓֞֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓	Foundations that do not follow SFAS 117, check here			
2	and complete lines 27 through 31.			
ŏ ,	-	672,885.	634,349.	,
<u>ئا</u> ئ	7 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.27003.	0.	
SS		0.	0.	
=	- · ·	672,885.	634,349.	
Z	10 Total net assets or fund balances	3,2,003.	33.73.3.	
	11 Total liabilities and net assets/fund balances	672,885.	634,349.	
Pa	★謝 Analysis of Changes in Net Assets or Fund Ba	lances		
	otal net assets or fund balances at beginning of year - Part II, column (a), line 3		1	672 - 885 -
	nust agree with end-of-year figure reported on prior year's return)		· · ⊢ →	672,885. <38,536.
	nter amount from Part I, line 27a		2	0.
	ther increases not included in line 2 (itemize)			634,349.
	dd lines 1, 2, and 3			034,545.
	otal net assets or fund balances at end of year (line 4 minus line 5) - Part II, col	umn (b), line 30		634,349.
<u>v </u>	otal net assets of land balances at one of year tails 4 fillings line 37 - rait it, co	<u>Tell min no</u>		Form 990-PF (2012)

	AND BESSIE SP			TI	ON	4	3-604	2034	Page 3
Part IV Capital Gains and	d Losses for Tax on In	vestment	Income						
	the kind(s) of property sold (e g. ouse; or common stock, 200 shs			P	How acquired - Purchase - Donation	(c) Date (mo , d	acquired ay, yr.)	(d) Date (mo., da	
1a 600 SHS DRA CRT	ACQ. CORP				P	11/2	2/05	08/23	3/12
b 722 SHS EATON VA	NCE LTD DURATION	ON			P	01/2	4/06	12/20)/12_
c 500 SHS EATON VA	NCE TAX MAN. F	UND			P	02/2	2/07	05/29	9/12
		UND			P	04/0	3/07	05/29	712
e CAPITAL GAINS DI	VIDENDS								
(e) Gross sales price	(f) Depreciation allowed (or allowable)		t or other basis xpense of sale				ain or (loss s (f) minus		
a 10,800.			14,82	6.				<4	,026.>
ь 11,923.			12,55	6.				-	< <u>633.</u> >
4,030.		·	10,00	0.				<5,	970.>
d 4,337.			7,41	6.				<3,	,079.>
e 2,540.									540.
Complete only for assets showing ga	ain in column (h) and owned by t	the foundation	on 12/31/69	İ		(I) Gains (C	ol. (h) gain	minus	
(i) F.M V. as of 12/31/69	(J) Adjusted basis as of 12/31/69		cess of col. (i) col (j), if any		(col (k), but i		n -0-) or	
a								<4	,026.>
b									< <u>633.</u> >
C								<5,	970.>
d					<u> </u>			<3,	,079.>
8								2	,540.
2 Capital gain net income or (net capital	If gain, also enter I loss) If (loss), enter -0-			}	2			<11	,168.
3 Net short-term capital gain or (loss) at if gain, also enter in Part I, line 8, colu	s defined in sections 1222(5) an			1					
If (loss), enter -0- in Part I, line 8				7	3		N/A		
Part V Qualification Und	er Section 4940(e) for	Reduced	Tax on Net	Inv	estment li	ncome			
If section 4940(d)(2) applies, leave this p Was the foundation liable for the section If "Yes," the foundation does not qualify u	4942 tax on the distributable am inder section 4940(e). Do not co	mplete this pa	rt .					Yes	X No
1 Enter the appropriate amount in each		istructions bei	fore making any e					(4)	
(a) Base period years	(b) Adjusted qualifying dist	tributions	Net value of no	(c)			Dıştril	(d) oution ratio	
Calendar year (or tax year beginning in	<u>'</u>			IICIId			(col (b) dr	ided by col.	
2011		0,213.			621,61				96865
2010		7,390.			617,49				92940
2009		8,261.			512,95				13578
2008		1,582.			685,09				89888
2007		0,245.			887,91	9.		.0	79112
						2		. 4	72383
3 Average distribution ratio for the 5-year the foundation has been in existence it	-	-	-	of ye	ars	3		.09	94477
4 Enter the net value of noncharitable-us	se assets for 2012 from Part X, I	line 5				. 4		629	,320.
5 Multiply line 4 by line 3						5		59	,456.
6 Enter 1% of net investment income (1	% of Part I, line 27b)					6			403.
7 Add lines 5 and 6						7		59	,859.
8 Enter qualifying distributions from Par	rt XII, line 4					8		67	,029.
If line 8 is equal to or greater than line See the Part VI instructions	7, check the box in Part VI, line	1b, and comp	lete that part using	g a 1'	% tax rate.				

Form		<u>-604203</u>			Page 4
Pa	rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948	- see ins	truc	tior	IS)
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%	ļ		41	03.
	of Part I, line 27b				
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-)	<u> </u>		4	<u>. 0</u> .
3	Add lines 1 and 2	ļ		4	03.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	ļ			0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0	. 		4	03.
6	Credits/Payments:				
а	2012 estimated tax payments and 2011 overpayment credited to 2012				
	Exempt foreign organizations - tax withheld at source				
C	Tax paid with application for extension of time to file (Form 8868) 6c				
d	Backup withholding erroneously withheld <u>6d</u>			_	20
7	Total credits and payments. Add lines 6a through 6d	 			20.
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	 			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	 			17
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid				17.
11					0.
	et VII-A Statements Regarding Activities		1	7	NI.
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in			res	No
	any political campaign?	· —	1a		X
t	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		1b		<u>.</u>
	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.]	.	1	v
	Did the foundation file Form 1120-POL for this year?	ļ	1c		X
C	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.				
	(1) On the foundation. ► \$ O . (2) On foundation managers. ► \$ O .				
ε	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation				
	managers. > \$O.	1		:	Х
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	/	2		<u> </u>
	If "Yes," attach a detailed description of the activities.				
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or	}			X
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	• -	3		X
	a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	/_ ` -	4a 4b		- A
١	of the filled a tax totall on terminate the time year.		5		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		-		
_	If "Yes," attach the statement required by General Instruction T.				
6					
	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			Х	1
	remain in the governing instrument?	·· -	6	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year?	 	7		
_	If "Yes," complete Part II, col. (c), and Part XV.	}			
8	a Enter the states to which the foundation reports or with which it is registered (see instructions) ►				
	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	<u> X</u>	<u> </u>
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		1	,	
	year 2012 or the taxable year beginning in 2012 (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
		Form	990	-PF	(2012)

orm	990-PF(2012) FRANK AND BESSIE SPIELBERG FOUNDATION 43-6042	034	5	age 5
	rt 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?	13	Х	
	Website address N/A			
14	The books are in care of ► FRANK J. SPIELBERG Telephone no. ► 636-53	6-0	744	
• •	Located at ▶ 1001 YELLOWWOOD CT., CHESTERFILED, MO ZIP+4 ▶63	005		
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		<u>/A</u>	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank,	,	Yes	No
	securities, or other financial account in a foreign country?	16		<u>X</u>
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign			
	country	<u> </u>	,	···-
Pa	rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required	,		
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No			
	for the solitons of the disquestion processing.			
	(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.)			
	terrimoner or government correct in terrimoner grant and a series of the			
ľ	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations	1b		х
	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			
	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 2012?	10	ĺ	Х
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation	<u> </u>		
2	defined in section 4942(j)(3) or 4942(j)(5)).			
:	a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
•	before 2012? Yes X No	1		
	If "Yes," list the years ▶,,,			
ı	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)	2b	<u> </u>	ļ
1	this fithe provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here	Į.		Ì
	>			
3	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	during the year?			
	b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after	ł	1	l l
	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,		1	1
	Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b		\ U
4	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	ļ	X
	b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that	45	†	х
	had not been removed from jeopardy before the first day of the tax year beginning in 2012?	<u> 4b</u> rm 99 ()_DE	
	ro	プラし	,-rr	(4014)

om 990-PF (2012) FRANK AND I	BESSIE SPIELB	erg-founda ti on		43-60420	34 P	age- 6
Part VII-B Statements Regarding	Activities for Which	Form 4720 May Be F	Required (continu	red)		
5a During the year did the foundation pay or incur						
(1) Carry on propaganda, or otherwise attempt		on 4945(e))?	Ye	s X No		
(2) Influence the outcome of any specific publi			ectly,			
any voter registration drive?			☐ Ye	s X No	1 1	
(3) Provide a grant to an individual for travel, s			Ye	s X No		
(4) Provide a grant to an organization other tha				į		
509(a)(1), (2), or (3), or section 4940(d)(2			☐ Ye	s X No		
(5) Provide for any purpose other than religiou			• • —			
the prevention of cruelty to children or anin				s X No		
b If any answer is "Yes" to 5a(1)-(5), did any of th						
section 53 4945 or in a current notice regarding	·			N/A	5b	
Organizations relying on a current notice regard	-		•			
c If the answer is "Yes" to question 5a(4), does th			 Ined			
			/A	s 🖂 No		
expenditure responsibility for the grant?		• •	., 22			
If "Yes," attach the statement required by						
6a Did the foundation, during the year, receive any				s X No		
a personal benefit contract?					6b	Х
b Did the foundation, during the year, pay premiu	ms, unecuy or mairectly, on a	personal belient contract?		 	- I	***************************************
If "Yes" to 6b, file Form 8870.	A	b . b d		s X No		
7a At any time during the tax year, was the foundar			•	, ,	7b	
b If "Yes," did the foundation receive any proceeds					/D	
Part VIII Information About Office Paid Employees, and C	ontractors		inagers, nigni			
List all officers, directors, trustees, found	lation managers and thei		14.) 0	/d\o	415	
(a) Name and address	S	(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) Expe account, allowar	other
FRANK J. SPIELBERG		TRUSTEE				
1001 YELLOWWOOD CT.		7				
CHESTERFIELD, MO 63005		15.00	0.	0.		0.
EDWARD SPIELBERG		TRUSTEE				
1811 AUTUMN GLEN CT.						
CHESTERFIELD, MO 63017		0.00	0.	0.		0.
		\neg				
		7				
			-			
		1				
2 Compensation of five highest-paid emplo	oyees (other than those is	ncluded on line 1). If none,	enter "NONE."			
		(b) Title, and average		(d) Contributions to employee benefit plans	(e) Exp	ense
(a) Name and address of each employee pa	DUU,UCÇ man erom bik	hours per week devoted to position	(c) Compensation	and deferred compensation	account, allowar	nces
NONE						
	·					
			1			
· · · · · · · · · · · · · · · · · · ·		-				
					 	
		╡				
			 	-		
		\dashv				
T.A. I			I	<u> </u>	L	0
Total number of other employees paid over \$50,000			. •			<u> </u>

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)	
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	▶
Part IX-A Summary of Direct Charitable Activities	
List the foundation's four largest direct chantable 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
N/A	
	_
	
	-
	┥
1	
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
N/A	-
	-
2	
All other program-related investments. See instructions.	
3	-
	-
Total. Add lines 1 through 3	
The state of the s	Form 990-PF (20

_	Minimum Investment Return (All domestic foundations must complete this part. Foreign four	100110113, 30	
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	4.	630 732
a	Average monthly fair market value of securities	1a	630,732. 8,172.
D	Average of monthly cash balances	1b	0,172.
C	Fair market value of all other assets	1c	638,904.
٥	Total (add lines 1a, b, and c)	1d	030,304.
е	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 0 -		
_			0.
2	Acquisition indebtedness applicable to line 1 assets	2	638,904.
3	Subtract line 2 from line 1d	3	9,584.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	629,320.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,466.
<u>6</u>	Minimum investment return. Enter 5% of line 5	6	31,400.
P	Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and foreign organizations check here and do not complete this part.)	id certain	
1	Minimum investment return from Part X, line 6	1	31,466.
2a	Tax on investment income for 2012 from Part VI, line 5		
b	Income tax for 2012 (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	20	403.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	31,063.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	31,063.
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	31,063.
P	art 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	67,029.
þ	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	
þ	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	67,029.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		<u> </u>
	income Enter 1% of Part I, line 27b	5	403.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	66,626.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	qualifies for t	ne section
	4940(e) reduction of tax in those years		

Form **990-PF** (2012)

Part XIII Undistributed Income (see instructions)

1 Distributable amount for 2012 from Part XI, fine 7 2 Understands frame in a free end along a Enter amount for 2011 nohy			(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
Section Sec	1 Distributable amount for 2	012 from Part XI.	······························			
2 Understouched become, I dany, an of the end of 2012 by 10 total for prior years: 3 Excess distributions carryover, if any, to 2012, a From 2007 26, 973. b From 2008 28, 6.51. c From 2009 33, 5.93. c From 2010 27, 331. c From 2010 27, 331. c From 2011 30, 120. c From 2011 50, 12		· •				31,063.
D Total for prior years: 3 Excess distributions carryover, # any, to 2012 a From 2007		r	+ + + + + + + + + + + + + + + + + + +		 	
3 Excess distributions carryover, flap, to 2012 3 Excess distributions carryover, flap, to 2012 3 From 2007 26, 973. 3 From 2008 28, 611. 5 From 2009 33, 593. 6 From 2010 30, 120. 1 Tatal of these 3s through e 4 Qualifying distributions for 2012 from 2 From 2011 30, 120. 1 Tatal of these 3s through e 4 Qualifying distributions for 2012 from 2 From 2011 50, 100 from 201	a Enter amount for 2011 on	ly			0.	
3 Excess distributions carryover, flarly, to 2012: a From 2007				0		**************************************
a From 2007	3 Excess distributions carry	over, if any, to 2012:	····	······································	·*************************************	11111 ·, 141 · · · · · · · · · · · · · · · · ·
b From 2008						
E From 2009	L T 0000	28,611.				
From 2011 30 , 120 .						
1 Total of lines 2a through e 4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 67,029. A popiled to constributed more of prior years (Election required - see instructions) E Treated as distributions out of corpus (Election required - see instructions) 4 popiled to 2012 distributable amount Remaming amount distributed out of corpus 5 possible of 2012 distributable amount Remaming amount distributed out of corpus 6 possible of 2012 distributable amount Remaming amount distributed out of corpus 7 possible out of 2012 distributable amount Remaming amount distributed out of corpus 8 possible out of 2012 distributable amount Remaming amount distributed und of corpus 9 possible out of 2012 9 possible out of 2013 9 possible out of 2012 9 possible out of 2013 9 possible out		27,331.				
1 Total of lines 2a through e 4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 67,029. A popiled to constributed more of prior years (Election required - see instructions) E Treated as distributions out of corpus (Election required - see instructions) 4 popiled to 2012 distributable amount Remaming amount distributed out of corpus 5 possible of 2012 distributable amount Remaming amount distributed out of corpus 6 possible of 2012 distributable amount Remaming amount distributed out of corpus 7 possible out of 2012 distributable amount Remaming amount distributed out of corpus 8 possible out of 2012 distributable amount Remaming amount distributed und of corpus 9 possible out of 2012 9 possible out of 2013 9 possible out of 2012 9 possible out of 2013 9 possible out	e From 2011	30,120.				
4 Qualifying distributions for 2012 from Part XII, line 4 **> 67 , 029 . a Applied to 2011, but not more than line 2a	f Total of lines 3a through o		146,628.			
Part XI, line 4 ► \$ 67,029. a Applied to 2011, but not more than line 2a bapplied to 2011, but not more than line 2a bapplied to undistributed income of prior years (Election required - see instructions) (Election required - see instructions) (Applied to 2012 distributable amount Applied to 2013 distributable amount Applied to 2014 distribut	•	F				***************************************
a Applied to 2011, but not more than line 2a b Applied to undistributed moome of prior years (Election requiredsee instructions) c Treated as distributions out of corpus (Election requiredsee instructions) d Applied to 2012 distributable amount a Ramaning amount distributed out of corpus 5 corpus distribution curryover applied to 2012 of an amount appears in column (ii), the same amount must be about no column (ii), the same amount must be shown in column (ii). The same amount must be shown in column (ii) and the same amount must be shown in column (ii). The same amount must be shown in column (ii) and in column distributed incomes of which a notice of deficiency has been issued, or on which has section 494(a) tax has been previously assessed Subtract line 65 from line 85 translate and sets proviously assessed Undistributed income for which a notice of deficiency has been issued, or on which a soction 494(a) tax has been previously assessed Undistributed income for 2011 Subtract line 43 from line 2a. Taxable amount - see instructions Undistributed income for 2011 Subtract line 44 from line 2a. Taxable amount - see instructions Undistributed income for 2012 Subtract line 44 from line 2a. Taxable amount - see instructions Undistributed income for 2012 Subtract line 43 from line 2a. Taxable amount - see instructions Undistributed income for 2015. Subtract line 43 from line 2a. Taxable amount - see instructions Undistributed income for 2015. Subtract line 43 from line 64 and stributions out of corpus to satisfy requirements imposed by section 170(b)(1)(f) or 4942(p)(3) 8 Excess distributions carryover to 2013. Subtract lines 44 and 61 miles of line 7 and 61 from line 68 and 64 lines 64 and 65 lines 64 and 65 lines 64 lines 64 and 65 lines 64 lines 64 and 65 lines 64 lin						
b Applied to undstributed income of prior years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2012 distributable amount e Remaining amount distributed out of corpus 5 Excess distributions carryover explied to 2012 distributable amount distributed out of corpus 5 Excess from 2008 because the seed of the same amount must be about in coturn (s) 6 Enter the net total of each column as indicated below: 2 Corpus Ade almost 4.6. and 4e Subbract tine 5 b Prior years' undistributed income Subtract line 4 b from line 2 b ce 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 3 Subtract line 6c from line 6b Taxable amount - see instructions 4 Indistributed income for 2011 Subtract line 4 a from line 2. Taxable amount - see instructions 4 Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 A mounts treated as distributions out of corpus to astisty requirements imposed by section 170(b)(1)(F) or 4942(b)(3) 5 Excess distributions carryover from 2007 not applied on line 5 or line 7 26,973. 9 Excess from 2008 28,611. b Excess from 2009 33,7993. c Excess from 2000 27,331. d Excess from 2011 30,120. e Excess from 2011 30,120.					0.	
t Treated as distributions out of corpus (Election required - see instructions) d Applied to 2012 distributable amount e Remaining amount distributed out of corpus 5 Excess distributions carryover explicit to 2012 must be shown in column (a). Unit seams amount must be shown in column (a). Unit seams amount must be distributed income for vibrat line 5 b Prior years' undistributed income Subtract line 4b from line 2b. Center the amount of prior years' undistributed income for vibrach and the section 4942(a) tax has been previously assessed. 3 Subtract line 6c from line 6b Taxable amount - see instructions e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2011 Subtract line 4d and 5 from line 1. This amount must be distributed in 2013 4 Corpus Act leads as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(b)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 26, 973. 5 Excess distributions carryover rom 2007 not applied on line 5 or line 7 26, 973. 5 Excess from 2008 28, 611 b Excess from 2009 33, 593 c Excess from 2009 27, 331 c d Excess from 2011 30, 1,20 c d Excess from 2012 35, 966 c d		P.	······································			
(Election required - see instructions) d Applied to 2012 distributable amount expension amount distributed out of corpus Exemaning amount distributed out of corpus 5 Excess distributions carryover repelied to 2012 (if an amount appears in roctionre, (ib. ** teams amount must be shown in column (ib.)* Enter the net total of each column as indicated below: a Corpus Acd lines 91, 4c, and 4e Subtract line 5 by 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 494/2(a) tax has been previously assessed Undistributed income for 1011 Subtract line 4a from line 2a. Taxable amount - see instructions Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions Undistributed in 2013 A mounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) Excess distributions carryover from 2007 not applied on line 5 or line 7 P Excess distributions carryover from 2007 not applied on line 5 or line 7 P Excess distributions carryover from 2007 not applied on line 5 or line 7 P Excess distributions carryover from line 6a O Analysis of line 9: Excess from 2009 A Sexess from 2009 A Sexess from 2009 C Excess from 2001 A Sexess from 2002 A Sexess from 2003 A Sexess from 2004 A Sexess from 2005 A Sexess from 2006 A Sexess from 2007 A Sexess from 2008 A Sexess from 2008 A Sexess from 2009 A Sexess from 2001 A Sexess from 2001 A Sexess from 2002 A Sexess from 2003 A Sexess from 2004 A Sexess from 2005 A Sexess from 2006 A Sexess from 2007 A Sexess from 2007 A Sexess from 2008 A Sexess	years (Election required -	see instructions)		0.		
(Election required - see instructions) d Applied to 2012 distributable amount expension amount distributed out of corpus Exemaning amount distributed out of corpus 5 Excess distributions carryover repelied to 2012 (if an amount appears in roctionre, (ib. ** teams amount must be shown in column (ib.)* Enter the net total of each column as indicated below: a Corpus Acd lines 91, 4c, and 4e Subtract line 5 by 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 494/2(a) tax has been previously assessed Undistributed income for 1011 Subtract line 4a from line 2a. Taxable amount - see instructions Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions Undistributed in 2013 A mounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) Excess distributions carryover from 2007 not applied on line 5 or line 7 P Excess distributions carryover from 2007 not applied on line 5 or line 7 P Excess distributions carryover from 2007 not applied on line 5 or line 7 P Excess distributions carryover from line 6a O Analysis of line 9: Excess from 2009 A Sexess from 2009 A Sexess from 2009 C Excess from 2001 A Sexess from 2002 A Sexess from 2003 A Sexess from 2004 A Sexess from 2005 A Sexess from 2006 A Sexess from 2007 A Sexess from 2008 A Sexess from 2008 A Sexess from 2009 A Sexess from 2001 A Sexess from 2001 A Sexess from 2002 A Sexess from 2003 A Sexess from 2004 A Sexess from 2005 A Sexess from 2006 A Sexess from 2007 A Sexess from 2007 A Sexess from 2008 A Sexess	• •	· -			, , , , , , , , , , , , , , , , , , , 	
d Applied to 2012 distributed amount 8 Remaining amount distributed out of corpus 5 Excess distributions carryvever applied to 2012 (if an amount appears in column (e), the same semount must be shown in column (e). 5 Enter the net total of each column as indicated below: 1 Corpus Add Ines 31, 44, and 46 Subract line 5 1 Prior years' undistributed income Subtract line 40 from line 2b. 6 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 6 Subtract line 6c from line 6b Taxable amount - see instru- 1 Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instr. 1 Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(p)(3) 8 Excess distributions carryover for 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9 2 Excess from 2009 2 Excess from 2009 3 3 7, 593 a. Excess from 2010 2 7 7, 331 a. d Excess from 2011 3 0, 120 a. Excess from 2011 3 0, 120 a. Excess from 2012 3 5, 966 a.		. 1	0.			
e Remaining amount distributed out of corpus 5 Excess distributions carryover applied to 2012 in first an arrow target to 2012 in first an arrow target to tatal of each column as indicated below: 8 Enter the net total of each column as indicated below: 9 Prior years' undistributed income Subtract line 40 from line 20. 1 Enter the amount of prior years' undistributed income Subtract line 40 from line 20. 1 Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the saction 4942(a) tax has been previously assessed 9 Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions 1 Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instructions 1 Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(f)(f) or 4942(g)(s) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover from 2007 not applied on line 6 and 1555,621. 0 Analysis of line 9: Excess from 2008 28, 611. Excess from 2009 37, 531. Excess from 2010 27, 331. GEXESS from 2011 30, 120. Excess from 2011 30, 120.	•	· · · · · · · · · · · · · · · · · · ·		 		31,063.
(if an amount appears in rolumn (d), the same amount must be shown in column (a) and incertain (d) and		-	35,966.	`		
6 Enter the net total of each column as indicated below: 1 Corpus Add inne 31, 44, and 46 Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section A942(a) tax has been previously assessed d Subtract line 6b Taxable amount - see instructions e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisty requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 1 Analysis of line 9: a Excess from 2008 28, 611. b Excess from 2009 33, 593. c Excess from 2001 27, 331. c Excess from 2011 30, 120. c Excess from 2011 30, 120. c Excess from 2012 35, 966.	(If an amount appears in colum		0.			0.
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 instructions e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instr. I Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 Amounts treated as distributions out of corpus to satisty requirements imposed by section 170(b)(1)(F) or 4942(g)(3) Excess distributions carryover from 2007 not applied on line 5 or line 7 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a Analysis of line 9: a Excess from 2008 C Excess from 2009 a Excess from 2009 a Excess from 2010 C Excess from 2011 a 30, 120. e Excess from 2012 35, 966.	6 Enter the net total of each	ı column as				
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 instructions e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instr. I Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 Amounts treated as distributions out of corpus to satisty requirements imposed by section 170(b)(1)(F) or 4942(g)(3) Excess distributions carryover from 2007 not applied on line 5 or line 7 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a Analysis of line 9: a Excess from 2008 C Excess from 2009 a Excess from 2009 a Excess from 2011 d Excess from 2011 3 30, 120 . e Excess from 2012 3 5, 9 66.	2 Corpus Add lines 3f. 4c. and 4	le Subtract line 5	182,594.			
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 .		F	•		······································	
E 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 instructions e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instr. 1 Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract line 9: a Excess from 2008 28, 611. b Excess from 2009 27, 331. d Excess from 2010 c Excess from 2011 d Excess from 2011 30, 120. e Excess from 2012 35, 966.	•			0.		
amount - see instructions a Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013	undistributed income for v deficiency has been issue the section 4942(a) tax ha	which a notice of d, or on which	,	0.	·	,
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instr. 1 Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013	d Subtract line 6c from line	6b Taxable				
4a from line 2a. Taxable amount - see instr. 1 Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013	amount - see instructions	[0.		
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013	e Undistributed income for 3	2011 Subtract line				
lines 4d and 5 from line 1. This amount must be distributed in 2013	4a from line 2a. Taxable a	mount - see instr.			0.	
be distributed in 2013	f Undistributed income for 3	2012. Subtract				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	lines 4d and 5 from line 1.	This amount must				
corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8	be distributed in 2013					0.
section 170(b)(1)(F) or 4942(g)(3) 8	7 Amounts treated as distrib	outions out of				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 155,621. 0 Analysis of line 9: a Excess from 2008.	•	- 1				
not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 155,621. 0 Analysis of line 9: a Excess from 2008 28,611. b Excess from 2010 27,331. d Excess from 2011 30,120. e Excess from 2012 35,966.			0.		F	
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 155,621. 0 Analysis of line 9: a Excess from 2008 28,611. b Excess from 2009 33,593. c Excess from 2010 27,331. d Excess from 2011 30,120. e Excess from 2012 35,966.	•			,		
Subtract lines 7 and 8 from line 6a 155,621. 0 Analysis of line 9: a Excess from 2008 28,611. b Excess from 2009 33,593. c Excess from 2010 27,331. d Excess from 2011 30,120. e Excess from 2012 35,966.			26,973.			
0 Analysis of line 9: a Excess from 2008		1	155 601	*		
a Excess from 2008 28,611. b Excess from 2009 33,593. c Excess from 2010 27,331. d Excess from 2011 30,120. e Excess from 2012 35,966.		n line 6a	155,621.	······		
b Excess from 2009 33,593. c Excess from 2010 27,331. d Excess from 2011 30,120. e Excess from 2012 35,966.	· · · · · · · · · · · · · · · · · · ·	20 611			•	,
t Excess from 2010 27,331. t Excess from 2011 30,120. t Excess from 2012 35,966.					,	
d Excess from 2011 30,120. e Excess from 2012 35,966.			+	` `	·	
e Excess from 2012 35,966.		2/,331.				
	e Excess from 2012	33,300.			<u></u>	Form 000 DE (0040)

	ND BESSIE S				742034 Page II
Part XIV Private Operating F				N/A	
1 a If the foundation has received a ruling of					
foundation, and the ruling is effective for		•	▶ └	7 40 40 (7) 40	
b Check box to indicate whether the found		ng toundation described		4942(j)(3) or4	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year (a) 2012	(b) 2011	Prior 3 years (c) 2010	(d) 2009	(e) Total
income from Part I or the minimum	(a) 2012	(0) 2011	(6) 2010	(u) 2009	(6) 10141
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		 	 		ļ
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					
3 Complete 3a, b, or c for the atternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets				<u> </u>	
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" afternative 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		<u> </u>			
(4) Gross investment income		_			
Part XV Supplementary Info			, if the foundation	n had \$5,000 or m	nore in assets
at any time during t	he year-see inst	ructions.)			
1 Information Regarding Foundation	n Managers:				
a List any managers of the foundation wh			ntributions received by th	ne foundation before the cl	ose of any tax
year (but only if they have contributed in	nore than \$5,000). (See :	section 507(d)(2))			
NONE			···	 	
b List any managers of the foundation wh			n (or an equally large por	tion of the ownership of a	partnership or
other entity) of which the foundation has	s a 10% of greater intere	15 (
NONE					
2 Information Regarding Contribut					
Check here X if the foundation of the foundation makes gifts, grants, etc.	only makes contributions	to preselected charitable	e organizations and does	s not accept unsolicited rec	quests for funds. If
	·			Complete lients 24, 0, C, at	10 0.
a The name, address, and telephone num	ber or e-mail of the pers	on to whom applications	s snould be addressed:		
b The form in which applications should b	e submitted and informa	ation and materials they	should include:		
c Any submission deadlines:					
					· · · · · · · · · · · · · · · · · · ·
d Any restrictions or limitations on awards	s, such as by geographic	al areas, charitable field:	s, kinds of institutions, o	r other factors	
				_	

٥.

▶ 3b

Total

223621 12-05-12

Part XVI-A	Analysis of Income-Producing Activities
8 444 6 X 4 7 7 7 8 1	Allalysis of illocation incarcally recurred

<u></u>					
Enter gross amounts unless otherwise indicated.	(a) Business	1 business income (b) Amount	(C) Exclu- sion	ed by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:	code	Aillouilt	code	Airiouiit	- Tuticuoti ilicottie
a			\bot		
b			\bot		
C					
d					
e					
1					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
investments	İ		14	3,030. 42,694.	
4 Dividends and interest from securities			14	42,694.	
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			14	73.	
8 Gain or (loss) from sales of assets other					
than inventory	1 1		18	<11,168.	>
9 Net income or (loss) from special events					· · · · · · · · · · · · · · · · · · ·
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a	1				
b		-			
C	1				
d					
e				-	
12 Subtotal. Add columns (b), (d), and (e)		(0.	34,629.	0
13 Total. Add line 12, columns (b), (d), and (e)	<u> </u>				34,629
(See worksheet in line 13 instructions to verify calculations)		·			
Part XVI-B Relationship of Activities	to the Acco	mplishment of	Exemp	t Purposes	
Line No. Explain below how each activity for which inco				uted importantly to the accon	nplishment of
the foundation's exempt purposes (other than	by providing ful	nds for such purposes)			
					
					
					2000).

. . .

Exempt Organizations										
1	Did the or			of the followin	g with any other organization	on described in sec	tion 501(c) of	T''''	Yes	No
•							11011 30 1(0) 01			
а	the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? Transfers from the reporting foundation to a noncharitable exempt organization of									
_	(1) Cash	· -		no oxompt org	Jani-2000 01			1a(1)		Х
				• •			····· ·	1a(2)		X
h	(2) Other assets							/		
		of assets to a noncharita	hle evemnt omanizatı	IOn				16(1)		Х
		hases of assets from a no			• •	•	•	1b(2)		X
	(3) Rental of facilities, equipment, or other assets						1b(3)		X	
	• •	bursement 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		f facilities, equipment, ma		-		•		10		X
	_		•		· · · · ·	 wave chow the fair	market value of the goods, o		ete	
_		-		_	3 3	-	n or sharing arrangement, s		,010,	
		i) the value of the goods,			, , , , , , , , , , , , , , , , , , , ,	io in any transaction	or one g arrangement, o			
(a) ∟	ne no.	(b) Amount involved	·		exempt organization	(d) Description	n of transfers, transactions, and :	shanno ar	rangeme	ents
``		<u> </u>	(2)	N/A		\-,				
						-				
	 -	<u> </u>				. 	-			—
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	- -						<u> </u>			
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	- +-							_		
22	le the fou	ndation directly or indirec	thy affiliated with or re	elated to one	or more tax-exempt organi	zations described	· · · · · · · · · · · · · · · · · · ·			
		501(c) of the Code (othe	•		· -	200013 003011303	Г	Yes	X	No
h		omplete the following sch		(0)) 01 111 3000	1011 027 :	• •				J 140
		(a) Name of org			(b) Type of organization		(c) Description of relations	hio		
		N/A	-		(b) Type of organization		(a) Boothpaton of Totalone			
		21/ 22					<u> </u>			
_					<u> </u>					
-						-	···			
					<u> </u>					
	Unde	r penalties of perlury. I declare	that I have examined this	return, includin	g accompanying schedules and	statements, and to th	e best of my knowledge			
Si					n taxpayer) is based on all inform		er has any knowledge. Mar	the IRS	e prepar	rer
He	re	2/			15-9-13	100		wn below Yes		T
		nature of officer or trustee	<u> </u>			Title	- ,,,,	A Tes		_l No
-		Print/Type preparer's na		Preparer's si	Date	Date	Check of PTIN			
		STEVEN J	*****	I IUPUIDI 3 31	gracuit.	2210	self- employed			
Pa	id	GOESTENKOR	<u>s</u>	11/1	124	5-6-13		0642	142	
	eparer			MO, I	NC NC	1-15	Firm's EIN ► 43-1			
	eparer Se Only				140.		FIRM SEM P 33-1.			
OIII)		Firm's address ▶ 15	SUMMEN D	R, SUI	TE 100					
			LOUIS,				Phone no. 314-	615-	120	0
		1	· HOOTO,	10 031	<u> </u>			m 99 0		
Form:					556	, , ,	,4014)			

FORM 990-PF (OTHER PROFES	SIONAL FEES		STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		
BROKERAGE FEES	4,671.	2,336	•	2,335.
TO FORM 990-PF, PG 1, LN 16C	4,671.	2,336	•	2,335.
FORM 990-PF	TAX	ES		STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS			
2012 ESTIMATED TAX PAYMENTS 2011 TAX BALANCE DUE FOREIGN TAXES	390. 54. 227.	0 0	•	0. 0. 0.
TO FORM 990-PF, PG 1, LN 18	671.	0	•	0.
FORM 990-PF	OTHER E	XPENSES		STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		
OTHER EXPENSES	3,250.	1,625	•	1,625.
TO FORM 990-PF, PG 1, LN 23	3,250.	1,625	•	1,625.
FORM 990-PF	CORPORATE STOCK			STATEMENT 8
DESCRIPTION		В	OOK VALUE	FAIR MARKET VALUE
AMEREN CORP AMERICAN CAPITAL AGENCY CORP ANNALY CAP. MAN. INC APOLLO INVESTMENT CORP BLACKROCK KELSO CAP. CORP			29,540. 14,595. 14,032. 13,866. 12,901.	33,792. 14,450. 11,232. 10,208. 12,364.

· ·· · · · · · · · · · · · · · · · · ·	ON		43-6042034
DTE ENERGY COMPANY FIFTH STREET FIN CORP	38,610. 16,445.	78,065. 12,504. 172,615.	
TOTAL TO FORM 990-PF, PART II, LINE 1	139,989.		
FORM 990-PF CORPO	DRATE BONDS		STATEMENT 9
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
DAIMLERCHYSLER CO LLC BOND ALLIANCEBERNSTEIN GLOBAL HIGH INC. FU BLACKROCK DEBT STRATEGIES FUND EATON VANCE LTD DURATION INC FUND HELIOS TOTAL RETURN FUND MORGAN STANLEY EMERGING MKTS FUND NUVEEN QUALITY PREF. INC. FUND STRATEGIC GLOBAL INC. FUND WESTERN ASSET HIGH INC. FUND NEXPOINT CR STRAT. FUND TOTAL TO FORM 990-PF, PART II, LINE	25,323. 0. 0. 0. 0. 0. 0. 0. 0. 25,323.	24,418. 0. 0. 0. 0. 0. 0. 0. 24,418.	
FORM 990-PF OTHER	INVESTMENTS		STATEMENT 10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BLACKROCK GLOBAL OPP EQUITY TR EATON VANCE TAX MAN. EQUITY FUND EATON VANCE TAX MAN. GLOBAL EQ FUND NUVEEN CORE EQUITY FUND LINN ENERGY LLC UNITS ALLIANCEBERNSTEIN GLOBAL HIGH INC. FUND BLACKROCK DEBT STRATEGIES FUND EATON VANCE LTD DURATION INC FUND HELIOS TOTAL RETURN FUND MORGAN STANLEY EMERGING MKTS FUND NUVEEN QUALITY PREF. INC. FUND STRATEGIC GLOBAL INC. FUND WESTERN ASSET HIGH INC. FUND FEDERATED EMERGING MARKETS DEBT FD CALAMOS STRAT TOTAL RET. FUND	COST COST COST COST COST COST COST COST	39,672. 30,388. 24,672. 43,645. 3,811. 25,935. 29,596. 15,800. 16,178. 8,030. 26,667. 52,633. 60,010. 24,960. 31,614. 30,000.	26,070. 18,740. 13,215. 38,274. 17,620. 46,950. 19,350. 16,827. 11,810. 11,950. 23,650. 52,557. 60,549. 29,986. 24,299. 9,960.
DRA CRT ACQ. CORP TOTAL TO FORM 990-PF, PART II, LINE	COST	463,611.	421,807.

FRANK AND BESSIE SPIELBERG FOUNDATION

FORM 990-PF	OTHER ASSETS		STATEMENT 11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE CAP. GAIN. DIST. RECEIVABLE	0.	2,462. 343.	2,462. 343.
TO FORM 990-PF, PART II, LINE 15	0.	2,805.	2,805.

Frank Bessie Spielberg Foundation 43-6042034 12/31/2012

Date	Description	Status	Donation
1/3/2012	World Aquarium	Public Charity	500
1/6/2012	Aish Hatorah	Public Charity	100
1/6/2012	American Associates Ben Gurion	Public Charity	250
1/6/2012	American Jewish Committee	Public Charity	100
1/6/2012	American Red Cross	Public Charity	100
1/6/2012	Block Yeshiva H.S.	Public Charity	100
1/6/2012	Cardinal Glennon Hospital	Public Charity	100
1/6/2012	Channel 9	Public Charity	250
1/6/2012	Hebrew Union College	Public Charity	250
1/6/2012	Masonic Home of Missouri	Public Charity	100
1/6/2012	Operation Food Search	Public Charity	100
1/6/2012	Ronald McDonald House	Public Charity	100
1/6/2012	Simon Wiesenthal Center	Public Chanty	100
1/6/2012	Solomon Schecter Day School	Public Charity	100
1/6/2012	St. Louis Rabbinical Association	Public Charity	100
2/6/2012	American Lung	Public Charity	100
2/6/2012	B'NAI Brith JW Internation	Public Charity	100
	Mental Health Association	Public Charity	250
2/6/2012	Missouri Historical Society	_	100
2/6/2012	STL Association for Retarded Citizens	Public Charity	
2/6/2012		Public Charity	100
2/6/2012	St. Louis Symphony Orchestra	Public Charity	250
2/6/2012	Jerusalem Foundation	Public Charity	100
2/6/2012	Union of Council for Soviet Jews	Public Charity	100
2/6/2012	University of Missouri St. Louis	Public Charity	250
2/6/2012	University of Southern California	Public Charity	1,000
2/6/2012	Wedu Channel 3 Tampa	Public Charity	100
3/6/2012	Arts and Education Fund	Public Charity	250
3/6/2012	Central Institute for the Deaf	Public Charity	100
3/6/2012	Epilepsy Foundation	Public Charity	100
3/6/2012	Habitat for Humanity	Public Charity	100
3/6/2012	St. Louis Art Museum	Public Charity	200
3/6/2012	The Muny	Public Charity	250
3/19/2012	University of Missouri	Public Charity	2,424
4/5/2012	AMVETS	Public Charity	100
4/5/2012	Chabad House of St. Louis	Public Charity	100
4/5/2012	Jewish Center for Aged	Public Charity	100
4/5/2012	Saul Mirowitz Day School	Public Charity	250
4/5/2012	St. Judes Childrens Research Hospital	Public Charity	100
4/5/2012	St. Louis Public Library	Public Charity	100
4/5/2012	University of Missouri	Public Charity	3,000
4/5/2012	Two/Ten Charity Foundation	Public Charity	100
4/15/2012	Lift for Life	Public Charity	200
4/15/2012	St. Louis Symphony Orchestra	Public Charity	850
4/19/2012	Big Brother Big Sister	Public Charity	100
5/1/2012	Camp Sabra	Public Charity	2,000
5/4/2012	Beverly Farm Foundation	Public Charity	100

Frank Bessie Spielberg Foundation 43-6042034 12/31/2012

Statement /2 (Continued) Page 2 of 3

Date	Description	Status	Donation
5/4/2012	Joseph Kranskopt Memorial Library	Public Charity	100
5/4/2012	Mascular Degeneration Research	Public Charity	100
5/4/2012	Missouri Botanical Garden	Public Charity	100
5/4/2012	National Council of Jewish Women	Public Charity	100
5/4/2012	Sarasota Manatee Jewish Federation	Public Charity	1,000
5/4/2012	The Flordia Aquarium	Public Charity	135
5/4/2012	United Farm Workers	Public Charity	100
5/4/2012	United States Holocost Memorial	Public Charity	100
6/1/2012	National M.S. Society	Public Charity	200
6/7/2012	Cancer Support Community	Public Charity	100
6/7/2012	Jewish Community Center	Public Charity	3,000
6/7/2012	National Jewish Medical & Research	Public Charity	100
6/7/2012	St. Louis Science Center	Public Chanty	175
6/7/2012	Union for Reform Judiasm	Public Charity	1,000
7/6/2012	Alzheimers Association	Public Charity	100
7/6/2012	American Diabetes	Public Charity	100
7/6/2012	Arza	Public Charity	100
7/6/2012	University of Missouri Development	Public Charity	500
7/6/2012	Mote Marine Laboratory	Public Charity	125
7/6/2012	Sh'ma	Public Charity	100
7/6/2012	St. Louis Area Food Bank	Public Charity	100
7/6/2012	St. Louis Hillel Center	Public Charity	100
7/6/2012	Womens American Ort	Public Charity	100
8/6/2012	American Jewish Historical Society	Public Charity	100
8/6/2012	American Kidney Fund	Public Charity	100
8/6/2012	Forest Park Forever	Public Charity	300
8/6/2012	St. Louis Holocaust Museum & Learning Center	Public Charity	100
8/6/2012	Jewish Family & Children Service	Public Charity	100
8/6/2012	Jewish Food Pantry	Public Charity	100
8/6/2012	National Yiddish Book Center	Public Charity	120
8/10/2012	St. Louis Jewish Book Festival	Public Charity	1,200
9/7/2012	Amnestry International	Public Charity	100
9/7/2012	Cumberland College	Public Charity	100
9/7/2012	Friends of Education	Public Charity	250
9/7/2012	Hillel Foundation U of Missouri	Public Charity	100
9/7/2012	Humane Society of Missouri	Public Charity	200
9/7/2012	Logos High School	Public Charity	300
97/2012	Miriam Foundation	Public Charity	100
9/7/2012	Salvation Army Bed & Breakfast	Public Charity	200
9/7/2012	St Louis Zoo Friends Associaiton	Public Charity	350
10/8/2012	United Hebrew Congregation	Public Charity	1,150
10/10/2012	American Foundation for Blind	Public Chanty	100
10/10/2012	Jewish Federation	Public Charity	10,000
10/10/2012	Memorial Sloan Kettering Cancer	Public Charity	200
10/10/2012	National Alliance for Autism	Public Charity	100

Frank Bessie Spielberg Foundation 43-6042034 12/31/2012

Statement / (Continued)
Page 3 of 3

Date	Description	Status	Donation
10/10/2012	Planned Parenthood of St. Louis	Public Charity	100
10/10/2012	Sarasota Memorial Hospital Fund	Public Charity	100
10/10/2012	Semo University Foundation	Public Charity	250
10/10/2012	Service Club for the Blind	Public Charity	100
11/7/2012	American Heart Association	Public Charity	100
11/7/2012	American Printing House For Blind	Public Charity	100
11/7/2012	Dismas House of St. Louis	Public Charity	100
11/7/2012	Keren-Or	Public Charity	100
11/7/2012	Retina Research & Development Plan	Public Charity	100
11/7/2012	The Scholarship Foundation of St. Louis	Public Charity	200
11/7/2012	St. Louis Peregrine Society	Public Charity	100
11/7/2012	Unicef	Public Charity	100
11/7/2012	United Negro College Fund	Public Charity	200
11/7/2012	United Way of St. Louis	Public Charity	1,000
11/10/2012	University of Missouri	Public Charity	295
12/6/2012	American Institute for Cancer Research	Public Charity	100
12/6/2012	Big Brother Big Sister	Public Charity	1,000
12/27/2012	United Hebrew Congregation	Public Charity	19,195
		Total	\$ 61,569