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

2009

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

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

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type.	Name of foundation General William W. Spruance Foundation C/O Wilmington Trust Company	A Employer identification number 51-0351914	
	Number and street (or P O box number if mail is not delivered to street address) 1100 North Market Street	Room/suite	
See Specific Instructions.	City or town, state, and ZIP code Wilmington, DE 19890-0900	B Telephone number 302-651-1942	
H Check type of organization:	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)	J Accounting method:	<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
► \$ 2577013. (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
	3				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	95828.	-20196.		
	7 Capital gain net income (from Part IV, line 2)			0.	
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a				
	b Less. Cost of goods sold				
c Gross profit or (loss)					
11 Other income		-7014.	-7014.	Statement 1	
12 Total. Add lines 1 through 11		43323.	63519.	Statement 2	
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		6000.	2250.	2250.	
c Other professional fees	Stmt 3	215.	0.	125.	
17 Interest					
18 Taxes	Stmt 5	-1647.	0.	0.	
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		4568.	2250.	2375.	
25 Contributions, gifts, grants paid		123701.		123701.	
26 Total expenses and disbursements. Add lines 24 and 25		128269.	2250.	126076.	
27 Subtract line 26 from line 12:		-84946.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			61269.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	185.	35395.	35395.
	2	Savings and temporary cash investments	498266.	462459.	462459.
	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 8	1570271.	1542041.	1971624.
	c	Investments - corporate bonds Stmt 9	50000.	50000.	53850.
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 10	88426.	44454.	53685.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)	2207148.	2134349.	2577013.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	2207148.	2134349.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	Total net assets or fund balances	2207148.	2134349.	
	31	Total liabilities and net assets/fund balances	2207148.	2134349.	

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	2207148.
2	Enter amount from Part I, line 27a	2	-84946.
3	Other increases not included in line 2 (itemize) ►	3	17803.
4	Add lines 1, 2, and 3	4	2140005.
5	Decreases not included in line 2 (itemize) ►	5	5656.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2134349.

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02-02-10

10460428 758259 072775-000

2009.03010 General William W. Spruance 072775-1

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 2353 sh EI Dupont de Nemours Common		P	12/20/07	12/03/09
b Energy Transfer Partners LP contracts &				
c straddles inc				
d Energy Transfer Partners LP		P	03/19/08	07/22/09
e Energy Transfer Partners LP		P	06/27/08	07/22/09
(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 82475.		116215.	-33740.	
b			191.	
c			7182.	
d 7182.			6171.	
e 6171.				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			-33740.	
b			191.	
c			7182.	
d			6171.	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-20196.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	8464.	2823556.	.002998
2007	114805.	3047530.	.037671
2006	95119.	2350299.	.040471
2005	146254.	2288157.	.063918
2004	101215.	1922881.	.052637

2 Total of line 1, column (d)

2 .197695

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 .039539

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 2284222.

5 Multiply line 4 by line 3

5 90316.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 613.

7 Add lines 5 and 6

7 90929.

8 Enter qualifying distributions from Part XII, line 4

8 126076.

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.

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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 ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)	1	613.			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% 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-)						
3	Add lines 1 and 2						
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)						
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-						
6	Credits/Payments:						
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1600.				
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	1600.				
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8					
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9					
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	987.				
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ►	11	187.				

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>	Yes	No
1c	Did the foundation file Form 1120-POL for this year?	Yes	No
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? <i>If "Yes," attach a detailed description of the activities.</i>	Yes	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	N/A	
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		
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?		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
DE			
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? <i>If "No," attach explanation</i>		
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		

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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	<input checked="" type="checkbox"/>
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	<input checked="" type="checkbox"/>
14 The books are in care of ► Wilmington Trust Company Located at ► 1100 North Market Street, Wilmington, DE	Telephone no. ► 302-651-1829 ZIP+4 ► 19890-0900	
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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)): At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		X
	4a	4b

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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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

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

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
See Statement 11		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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

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

►

0**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	► 0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	1865906.
b Average of monthly cash balances	1b	453101.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	2319007.
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	2319007.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	34785.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2284222.
6 Minimum investment return. Enter 5% of line 5	6	114211.

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	114211.
2a Tax on investment income for 2009 from Part VI, line 5	2a	613.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	613.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	113598.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	113598.
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	113598.

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	126076.
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	126076.
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	613.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	125463.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				113598.
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only			123387.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 126076.			123387.	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				2689.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				110909.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

General William W. Spruance Foundation

Form 990-PF (2009)

C/O Wilmington Trust Company

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

N/A

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling				►			
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/>	4942(j)(5)
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed							
b	85% of line 2a							
c	Qualifying distributions from Part XII, line 4 for each year listed							
d	Amounts included in line 2c not used directly for active conduct of exempt activities							
e	Qualifying distributions made directly for active conduct of exempt activities.							
	Subtract line 2d from line 2c							
3	Complete 3a, b, or c for the alternative test relied upon:							
a	"Assets" alternative test - enter:							
(1)	Value of all assets							
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)							
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed							
c	"Support" alternative test - enter:							
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)							
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)							
(3)	Largest amount of support from an exempt organization							
(4)	Gross investment income							

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

General William W. Spruance Foundation
C/O Wilmington Trust Company

Form 990-PF (2009)

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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
<i>a Paid during the year</i>				
See Statement 12				
Total			► 3a	123701.
<i>b Approved for future payment</i>				
None				
Total			► 3b	0.

923611 02-02-10

Form 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount		
1 Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities			14	70533.
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			18	-7014.
8 Gain or (loss) from sales of assets other than inventory			18	-20196.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a				
b				
c				
d				
e				
12 Subtotal. Add columns (b), (d), and (e)		0.	43323.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	43323.
(See worksheet in line 13 instructions to verify calculations.)				

Relationship of Activities to the Accomplishment of Exempt Purposes

General William W. Spruance Foundation
C/O Wilmington Trust Company

Form 990-PF (2009)

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

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization:		
(1) Cash	1a(1)	X
(2) Other assets	1a(2)	X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3) Rental of facilities, equipment, or other assets	1b(3)	X
(4) Reimbursement arrangements	1b(4)	X
(5) Loans or loan guarantees	1b(5)	X
(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee		Date	Title	
Paid Preparer's Use Only	Preparer's signature	<i>Maryann Kelly</i>	Date 5/1/10	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP code			Preparer's identifying number EIN ► 51-0055023
Wilmington Trust Company 1100 North Market Street Wilmington, DE 19890-0900			Phone no.	302-651-1942

923622
02-02-10

Form 990-PF	Dividends and Interest from Securities	Statement	1
-------------	--	-----------	---

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Dividends WT 072775-000	69483.	0.	69483.
Energy Transfer Partners LP	136.	0.	136.
Interest WT 072775-000	909.	0.	909.
Williams Partners LP	5.	0.	5.
Total to Fm 990-PF, Part I, ln 4	70533.	0.	70533.

Form 990-PF	Other Income	Statement	2
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Energy Transfer Partners LP	-6586.	-6586.	
Williams Partners LP	-428.	-428.	
Total to Form 990-PF, Part I, line 11	-7014.	-7014.	

Form 990-PF	Accounting Fees	Statement	3
-------------	-----------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Wilmington Trust Tax Service Fee	1500.	0.		0.
Wilmington Trust Fees	4500.	2250.		2250.
To Form 990-PF, Pg 1, ln 16b	6000.	2250.		2250.

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
Bank Fees	90.	0.		0.
DE Corporation Filing Fee	125.	0.		125.
To Form 990-PF, Pg 1, ln 16c	215.	0.		125.

Form 990-PF	Taxes			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
prior year refund overpayment applied to Current year estimated taxes	-3247.	0.		0.
	1600.	0.		0.
To Form 990-PF, Pg 1, ln 18	-1647.	0.		0.

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement 6
Description	Amount	
Prior year outstanding checks paid in current year	5000.	
Partnership basis adjustment	12798.	
Nondividend distribution	5.	
Total to Form 990-PF, Part III, line 3	17803.	

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	7
-------------	--	-----------	---

Description	Amount
Outstanding checks	5000.
Timing adjustment	656.
Total to Form 990-PF, Part III, line 5	5656.

Form 990-PF	Corporate Stock	Statement	8
-------------	-----------------	-----------	---

Description	Book Value	Fair Market Value
Common Stock	1517041.	1944934.
Preferred Stock	25000.	26690.
Total to Form 990-PF, Part II, line 10b	1542041.	1971624.

Form 990-PF	Corporate Bonds	Statement	9
-------------	-----------------	-----------	---

Description	Book Value	Fair Market Value
Bonds and Notes	50000.	53850.
Total to Form 990-PF, Part II, line 10c	50000.	53850.

Form 990-PF	Other Investments	Statement	10
-------------	-------------------	-----------	----

Description	Valuation Method	Book Value	Fair Market Value
Mutual Funds	COST	44454.	53685.
Total to Form 990-PF, Part II, line 13		44454.	53685.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 11

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Brig. Gen. William W. Spruance 208 Canyon Drive Las Vegas, NV 89107	President & Director 0.00	0.	0.	0.
W. Halsey Spruance 8999 Mockingbird Drive Sanibel, FL 33957	Vice President & Director 0.00	0.	0.	0.
W. Donald Sparks II One Rodney Square 920 N King Street Wilmington, DE 19801	Secretary & Director 0.00	0.	0.	0.
William E. Spruance 1350 River Reach Drive #210 Ft Lauderdale, FL 33315	Director 0.00	0.	0.	0.
Eunice B. Spruance 208 Canyon Drive Las Vegas, NV 89107	Director 0.00	0.	0.	0.
Richmond deP Talbot Jr. C/O Dean Witter, 3 Pickwick Plaza Greenwich, CT 06830	Director 0.00	0.	0.	0.
Nicole Spruance Furno 1 Hermann Museum Dr #3103 Houston, TX 77004	Director 0.00	0.	0.	0.
Elizabeth J. Spruance 2430 Ellis Street # 701 Dallas, TX 75204	Director 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Form 990-PF

Grants and Contributions
Paid During the Year

Statement 12

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Air Force Association 1500 Lee Highway Arlington, VA 22209-1198	none general Purpose	charity	41428.
Embry-Riddle Aeronautical University 3700 N Willow Creek Road Prescott, AZ 86301	none general Purpose	charity	2100.
National Center for Public Policy Research 501 Capitol Court NE #200 Washington, DC 20002	none general Purpose	charity	1000.
S M Wright Foundation 100 N Central Expressway #100 Dallas, TX 75201	none general Purpose	charity	5000.
Cystic Fibrosis Foundation 6931 Arlington Road Bethesda, MD 20814	none general Purpose	charity	5000.
Family Legacy Missions 5005 W Royal Lane Suite 252 Irving, TX 75063	none general Purpose	charity	5000.
Foundation for His Ministry P.O. Box 74000 San Clemente, CA 92673-0134	none general Purpose	charity	10000.
Delaware Wing Civil Air Patrol P.O. Box 11285 Wilmington, DE 19850-5493	none general Purpose	charity	10000.

General William W. Spruance Foundation C

51-0351914

Accuracy in Media 4455 Connecticut Avenue NW #330 Washington, DC 20008-2302	none general Purpose	charity	10000.
The Heritage Foundation 214 Massachusetts Avenue NE Washington, DC 20002-4999	none general Purpose	charity	10000.
Tatnall School 1501 Barley Mill Road wilmington, DE 19807	none general Purpose	charity	5000.
Nation Guard Education Foundation One Mass Ave NW Washington, DC 20001	none general Purpose	charity	12100.
National Guard Association of Delaware DNGEF 2600 Spruance Dr. New Castle, DE 19720	none general Purpose	charity	1100.
Delaware Military Heritage adn Education Foundation First Regiment Road Wilmington, DE 19808	none general Purpose	charity	5000.
Goodfellow Historical Foundation P.O. Box 2062 Issaquah, WA 98027	none general Purpose	charity	50.
Warren A Bennett 4832 N Greentree Drive Litchfield Park, AZ 85340	none general Purpose	charity	923.
<hr/> Total to Form 990-PF, Part XV, line 3a			<hr/> 123701. <hr/>



Realized Gain/(Loss)

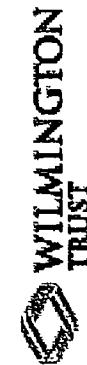
072775-000 CUST/ GENERAL WILLIAM W SPRUANCE FND

From January 01, 2009 through December 31, 2009

Page 1

Quantity	CUSIP	Description	Sale Date	Proceeds	Federal	Fed Cost	Post-Disp Adj	Realized Long Gain/(Loss)	Realized Short Gain/(Loss)
Principal Portfolios -					Tax Cost	(Local)			
Portfolio 2: Cust/ General William W Spruance Pr1 Usd									
(2,353 0000) 263534-109		E I DUPONT DE NEMOURS & CO COMMON	12/03/2009	82,474.54	(116,214.67)	.00			
		SALE TRADE AT 35.592							
		ON 12/3/2009							
		TO SETTLE ON 12/8/2009							
		RECEIVABLE DUE 82,474.54							
TOTAL Portfolio 2: Cust/ General William W Spruance Pr1 Usd									
(2,353 0000)				82,474.54	(116,214.67)	.00			
TOTAL Principal Portfolios -		U.S. Dollar		82,474.54	(116,214.67)	.00			
(2,353,0000)				82,474.54	(116,214.67)	.00			

*** Only gains and losses occurring within the specified date range appear on this report.***



Investment Detail

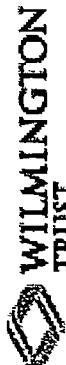
072775-000 CUST/ GENERAL WILLIAM W SPRUANCE FND

Account level detail - separate Principal and Income

As of December 31, 2009

Page 1

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM	Market
Principal Portfolios - U.S. Dollar Common Stocks And Convertibles											
Energy											
CONOCOPHILLIPS COMMON	9,886,0000	504,878.02	22.10	51.0700	223,575.43	22.6154	281,302.59	19,772.00	3.92		
SPECTRA ENERGY CORP-W/I	2,550,0000	52,300.50	2.29	20.5100	77,513.67	30.3975	(25,213.17)	2,550.00	4.88		
TOTAL Energy	12,436,0000	557,178.52	24.39		301,089.10		256,089.42	22,322.00			
Consumer Staples											
COCA-COLA COMPANY COMMON	1,000,0000	57,000.00	2.49	57.0000	48,326.05	48,326.61	8,673.95	1,640.00	2.88		
COLGATE PALMOLIVE COMPANY COMMON	1,000,0000	82,150.00	3.60	82.1500	65,734.68	65,734.47	16,415.32	1,760.00	2.14		
PROCTER & GAMBLE CO COMMON	1,000,0000	60,630.00	2.65	60.6300	62,943.93	62,943.93	(2,313.93)	1,760.00	2.90		
TOTAL Consumer Staples	3,000,0000	199,780.00	8.74		177,004.66		22,775.34	5,160.00			
Health Care											
ABBOTT LABORATORIES COMMON	1,000,0000	53,990.00	2.36	53.9900	40,795.70	40,795.77	13,194.30	1,600.00	2.96		
BRISTOL-MYERS SQUIBB CO COMMON	2,000,0000	50,500.00	2.21	25.2500	45,224.96	22.6125	5,275.04	2,560.00	5.07		
TOTAL Health Care	3,000,0000	104,490.00	4.57		86,020.66		18,469.34	4,160.00			
Industrials											
GENERAL ELECTRIC CO COMMON	2,000,0000	30,260.00	1.32	15.1300	70,072.82	35,0364	(39,812.82)	800.00	2.64		
TELEFLEX INCORPORATED COMMON	10,000,0000	538,900.00	23.59	53.8900	175,312.50	175,312.50	17,531.13	363,587.50	13,600.00	2.52	
TOTAL Industrials	12,000,0000	569,160.00	24.91		245,385.32		323,774.68	14,400.00			
Materials											
E.I.DUPONT DE NEMOURS & CO COMMON	5,000,0000	168,350.00	7.37	33.6700	240,879.26	48,1759	(72,525.26)	8,200.00	4.87		
TOTAL Materials	5,000,0000	168,350.00	7.37		240,879.26		(72,525.26)	8,200.00			



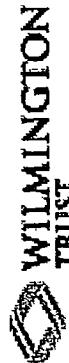
Investment Detail

072775-000 CUST/ GENERAL WILLIAM W SPRUANCE FND
 Account Level detail, separate Principal and Income
 As of December 31, 2009

Page 2

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM Market
Financials										
BANK OF AMERICA CORP COMMON	2,000,000.00	30,120.00	1.32	15.0600	86,648.49	43,3242	(\$6,528.49)	80.00	.27	
TOTAL Financials	2,000,000.00	30,120.00	1.32	86,648.49			(\$6,528.49)	80.00		
Telecommunication Services										
AT&T INC	1,000,0000	28,030.00	1.23	28.0300	36,628.52	36,6285	(\$8,598.52)	1,660.00	5.99	
FAIRPOINT COMMUNICATIONS INC	18,0000	.59		.0328	143.69	7,9828	(143.10)	.00		
VERIZON COMMUNICATIONS COMMON	1,000,0000	33,130.00	1.45	33.1300	35,696.28	35,6963	(2,566.28)	1,900.00	5.73	
TOTAL Telecommunication Services	2,018,0000	61,160.59	2.68		72,468.49		(11,307.90)	3,580.00		
Utilities										
DUKE ENERGY CORPORATION NEW HOLDING CORP	3,100,0000	53,351.00	2.34	17.2100	70,576.93	22,7668	(17,225.93)	2,976.00	5.58	
ENERGY TRANSFER PARTNERS LP UNIT	2,000,0000	89,940.00	3.94	44.9700	86,806.73	43,4034	3,133.27	7,150.00	7.95	
ESC MIRANT CORP	2,000,0000	.00			.00			.00	.00	
SOUTHERN COMPANY COMMON	1,500,0000	49,980.00	2.19	33.3200	47,474.55	31,6497	2,505.45	2,625.00	5.25	
TOTAL Utilities	8,600,0000	193,271.00	8.46		204,858.21		(11,587.21)	12,751.00		
Miscellaneous										
WILLIAMS PARTNERS LP	2,000,0000	61,340.00	2.68	30.6700	64,075.92	32,0380	(2,735.92)	5,080.00	8.28	
TOTAL Miscellaneous	2,000,0000	61,340.00	2.68		64,075.92		(2,735.92)	5,080.00		
Rights and Warrants										
MIRANT CORP SERIES A WARRANTS	174,0000	83.52		.4800	38,610.53	221,8996	(38,527.01)	.00		
TOTAL Rights and Warrants	174,0000	83.52			38,610.53		(38,527.01)	.00		
TOTAL Common Stocks And Convertibles	50,228,0000	1,944,933.63	85.13		1,517,040.64		427,892.99	75,733.00		

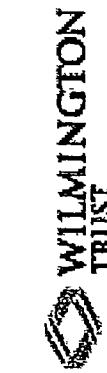
Investment Detail



072775-000 CUST/ GENERAL WILLIAM W SPRUANCE FND
 Account level detail - separate Principal and Income
 As of December 31, 2009

Page 3

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM Market
Preferred Stocks										
AT&T INC PREFERRED	1,000.0000	26,690.00	1.17	26.6900	25,000.00	25.0000	1,690.00	1,594.00	5.97	
TOTAL	1,000.0000	26,690.00	1.17		25,000.00		1,690.00	1,594.00		
TOTAL Preferred Stocks	1,000.0000	26,690.00	1.17		25,000.00		1,690.00	1,594.00		
Bonds And Notes										
Corporate Obligations	50,000.0000	53,850.00	2.36	107.7000	50,000.00	100.0000	3,850.00	255.00	.47	
MORGAN STANLEY FTR SENIOR NOTES Ser CPI DTI 2/1/2005 2/2/2015										
TOTAL Corporate Obligations	50,000.0000	53,850.00	2.36		50,000.00		3,850.00	255.00		
TOTAL Bonds And Notes	50,000.0000	53,850.00	2.36		50,000.00		3,850.00	255.00		
Mutual Funds										
ISHARES COMEX GOLD TRUST	500.0000	53,685.00	2.35	107.3700	44,453.95	88,9079	9,231.05	.00		
TOTAL	500.0000	53,685.00	2.35		44,453.95		9,231.05	.00		
TOTAL Mutual Funds	500.0000	53,685.00	2.35		44,453.95		9,231.05	.00		
Short-Term Investments										
WILMINGTON PRIME MM FUND W CLASS	205,457.0800	205,457.08	8.99	1 0000	205,457.08	1 0000	.00	20.55	.01	
TOTAL	205,457.0800	205,457.08	8.99		205,457.08		.00	20.55		
TOTAL Short-Term Investments	205,457.0800	205,457.08	8.99		205,457.08		.00	20.55		
TOTAL Principal Portfolios - U.S. Dollar	307,185.0800	2,284,615.71	100.00		1,841,951.67		442,664.04	77,602.55		



Investment Detail

072775-000 CUST/ GENERAL WILLIAM W SPRUANCE FND
 Account level detail - separate Principal and Income
 As of December 31, 2009

Page 4

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM	Market
Income Portfolios - U.S. Dollar											
Short-Term Investments											
WILMINGTON PRIME MM FUND W CLASS	257,001.5700	257,001.57	100.00	1.0000	257,001.57	1.0000	.00	25.70	.01		
TOTAL	257,001.5700	257,001.57	100.00		257,001.57		.00	25.70			
TOTAL Short-Term Investments											
TOTAL Income Portfolios - U.S. Dollar	257,001.5700	257,001.57	100.00		257,001.57		.00	25.70			
TOTAL	257,001.5700	257,001.57	100.00		257,001.57		.00	25.70			

+ Unknown

^ Incomplete

* A period end market value is unavailable. Last provided value is displayed.
 *** Only investments held as of the specified date appear on this report.***

1,841,251.47
 205,414.11
 1,636,494.36
 205,457.11
 257,001.57
 452,453.45