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INTERNAL REVENUE SERVICE

Form **990-PF**

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

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning 05/01, 2009, and ending 04/30, 2010

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation SPENSE REESE FOUNDATION (66-11-111-5079460)	A Employer identification number 51-0203269
	Number and street (or P O box number if mail is not delivered to street address) Room/suite BANK OF AMERICA NA, PO BOX 831041	B Telephone number (see page 10 of the instructions) (800) 357-7094
	City or town, state, and ZIP code DALLAS, TX 75283-1041	C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
	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) ▶ \$ 648,759.	
	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	15,501.	15,501.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-20,841.			
b Gross sales price for all assets on line 6a	74,556.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income from operations				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	2,257.			STMT 2
12 Total. Add lines 1 through 11	-3,083.	15,501.		
13 Compensation of officers, directors, trustees, etc.	4,905.	2,943.		1,962.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	1,216.	NONE	NONE	1,216.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	298.	298.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	1,242.			1,242.
23 Other expenses (attach schedule) STMT 5	13,010.			13,010.
24 Total operating and administrative expenses. Add lines 13 through 23	20,671.	3,241.	NONE	17,430.
25 Contributions, gifts, grants paid	62,000.			62,000.
26 Total expenses and disbursements. Add lines 24 and 25	82,671.	3,241.	NONE	79,430.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-85,754.			
b Net investment income (if negative, enter -0-)		12,260.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	19,345.	15,133.	15,133.
	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 (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 6	730,432.	641,223.	633,626.	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	749,777.	656,356.	648,759.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)				
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 and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	749,777.	656,356.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
30	Total net assets or fund balances (see page 17 of the instructions)	749,777.	656,356.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	749,777.	656,356.		

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	749,777.
2	Enter amount from Part I, line 27a	2	-85,754.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 7	3	153.
4	Add lines 1, 2, and 3	4	664,176.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 8	5	7,820.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	656,356.

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 SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
(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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-20,841.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	50,132.	641,049.	0.07820307028
2007	53,483.	892,293.	0.05993883175
2006	46,501.	858,201.	0.05418427618
2005	43,630.	806,707.	0.05408407266
2004	50,454.	748,755.	0.06738385720
2 Total of line 1, column (d)			0.31379410807
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			0.06275882161
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			610,335.
5 Multiply line 4 by line 3			38,304.
6 Enter 1% of net investment income (1% of Part I, line 27b)			123.
7 Add lines 5 and 6			38,427.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			79,430.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
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	1	123.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	123.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	123.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	124.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	124.
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	1.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ▶ 1. Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

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 page 20 of the instructions)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address <input type="checkbox"/> NONE			
14 The books are in care of <input type="checkbox"/> BANK OF AMERICA, N.A. Telephone no. <input type="checkbox"/> (866) 461-7276			
Located at <input type="checkbox"/> 1201 MAIN ST, DALLAS, TX ZIP + 4 <input type="checkbox"/> 75202-3113			
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		<input type="checkbox"/>

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
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 checked="" type="checkbox"/> Yes <input 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 <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions.)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/>		
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)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**
Organizations relying on a current notice regarding disaster assistance check here
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** X
If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		4,905.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 **NONE**

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

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

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

Total number of others receiving over \$50,000 for professional services **NONE**

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 NONE	

2	

3	

4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	

2	

All other program-related investments See page 24 of the instructions	
3 NONE	

Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	619,629.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	619,629.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	619,629.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	9,294.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	610,335.
6	Minimum investment return. Enter 5% of line 5	6	30,517.

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

1	Minimum investment return from Part X, line 6	1	30,517.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	123.
2b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	123.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	30,394.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	30,394.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	30,394.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	79,430.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	79,430.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	123.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	79,307.

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				30,394.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years 20 <u>07</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004	14,026.			
b From 2005	3,770.			
c From 2006	4,414.			
d From 2007	11,372.			
e From 2008	18,326.			
f Total of lines 3a through e	51,908.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>79,430.</u>				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				30,394.
e Remaining amount distributed out of corpus	49,036.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	100,944.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	14,026.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	86,918.			
10 Analysis of line 9				
a Excess from 2005	3,770.			
b Excess from 2006	4,414.			
c Excess from 2007	11,372.			
d Excess from 2008	18,326.			
e Excess from 2009	49,036.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 11

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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
<p><i>a Paid during the year</i></p> <p>SEE STATEMENT 17</p>				
Total ▶ 3a				62,000.
<p><i>b Approved for future payment</i></p>				
Total ▶ 3b				

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
1,990.00		92.859				P	09/30/2008	08/31/2009
		COLUMBIA ACORN INTL SELECT FUND C PROPERTY TYPE: SECURITIES						
		2,130.00					-140.00	
4,127.00		181.026				P	09/30/2008	02/23/2010
		COLUMBIA ACORN INTL SELECT FUND PROPERTY TYPE: SECURITIES						
		4,153.00					-26.00	
12,059.00		1236.839				P	07/15/1999	06/30/2009
		COLUMBIA LARGE CAP CORE FUND CL PROPERTY TYPE: SECURITIES						
		18,828.00					-6,769.00	
950.00		97.414				P	08/31/1999	06/30/2009
		COLUMBIA LARGE CAP CORE FUND CLAS PROPERTY TYPE: SECURITIES						
		1,368.00					-418.00	
1,653.00		169.525				P	10/31/2000	06/30/2009
		COLUMBIA LARGE CAP CORE FUND CLA PROPERTY TYPE: SECURITIES						
		2,373.00					-720.00	
8,067.00		749.033				P	10/31/2000	08/31/2009
		COLUMBIA LARGE CAP CORE FUND CLA PROPERTY TYPE: SECURITIES						
		10,484.00					-2,417.00	
9,296.00		821.957				P	10/31/2000	02/23/2010
		COLUMBIA LARGE CAP CORE FUND CLA PROPERTY TYPE: SECURITIES						
		11,504.00					-2,208.00	
4,762.00		239.918				P	09/27/2007	08/31/2009
		COLUMBIA LARGE CAP INDEX FUND CL PROPERTY TYPE: SECURITIES						
		7,176.00					-2,414.00	
5,664.00		571.538				P	08/28/2007	08/31/2009
		COLUMBIA LARGE CAP ENHANCED CORE PROPERTY TYPE: SECURITIES						
		8,276.00					-2,612.00	
4,718.00		445.523				P	08/28/2007	02/23/2010
		COLUMBIA LARGE CAP ENHANCED CORE PROPERTY TYPE: SECURITIES						
		6,451.00					-1,733.00	
15,456.00		1391.171				P	09/30/2000	08/31/2009
		COLUMBIA MULTI-ADVISOR INT'L EQ PROPERTY TYPE: SECURITIES						
		14,076.00					1,380.00	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold	
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)		
1,815.00		130.203	COLUMBIA SMALL CAP INDEX FUND CL	P	05/31/2007	02/23/2010			
		3,152.00	PROPERTY TYPE: SECURITIES				-1,337.00		
3,999.00		398.257	COLUMBIA REAL ESTATE EQUITY FUND	P	09/30/2008	02/23/2010			
		5,426.00	PROPERTY TYPE: SECURITIES				-1,427.00		
TOTAL GAIN(LOSS)							-----	-20,841.	=====

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COLUMBIA ACORN INTL SELECT FUND CLASS Z	456.	456.
COLUMBIA LARGE CAP CORE FUND CLASS Z SHA	2,589.	2,589.
COLUMBIA LARGE CAP INDEX FUND CLASS Z SH	259.	259.
COLUMBIA LARGE CAP ENHANCED CORE FUND CL	1,302.	1,302.
COLUMBIA TOTAL RETURN BOND FUND CLASS Z	3,965.	3,965.
COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND	4,305.	4,305.
COLUMBIA MID CAP INDEX FUND CLASS Z SHAR	460.	460.
COLUMBIA SMALL CAP INDEX FUND CLASS Z SH	277.	277.
COLUMBIA GOVERNMENT RESERVES TRUST CLASS	3.	3.
COLUMBIA HIGH YIELD OPPORTUNITY FUND CLA	1,262.	1,262.
COLUMBIA REAL ESTATE EQUITY FUND CLASS Z	623.	623.
TOTAL	15,501.	15,501.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
EXCISE TAX REFUND	2,257.
TOTALS	----- 2,257. =====

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	1,216.			1,216.
TOTALS	1,216.	NONE	NONE	1,216.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES ON QUALIFIED FOR	182.	182.
FOREIGN TAXES ON NONQUALIFIED	116.	116.
TOTALS	298.	298.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	13,000.	13,000.
STATE FILING FEE	10.	10.
TOTALS	13,010.	13,010.

SPENSE REESE FOUNDATION (66-11-111-5079460)

51-0203269

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION	COST/ FMV	C OR F	ENDING BOOK VALUE	ENDING FMV
COLUMBIA ACORN INTL SELECT		C	24,910.	35,839.
COLUMBIA LARGE CAP CORE FUND		C	201,704.	205,195.
COLUMBIA LARGE CAP INDEX FUND		C	19,233.	14,802.
COLUMBIA LARGE CAP ENHANCED FD		C	93,038.	76,134.
COLUMBIA TOTAL RETURN BOND FD		C	87,720.	89,354.
COLUMBIA MULTI-ADVISOR INTL		C	93,346.	92,138.
COLUMBIA MID CAP INDEX FUND		C	56,756.	46,757.
COLUMBIA SMALL CAP INDEX FUND		C	37,440.	36,937.
COLUMBIA HIGH YIELD OPPORTUNIT		C	13,921.	14,949.
COLUMBIA REAL ESTATE EQUITY FD		C	13,155.	21,521.
TOTALS			641,223.	633,626.

DESCRIPTION	COST/ FMV	C OR F	ENDING BOOK VALUE	ENDING FMV
COLUMBIA ACORN INTL SELECT		C	24,910.	35,839.
COLUMBIA LARGE CAP CORE FUND		C	201,704.	205,195.
COLUMBIA LARGE CAP INDEX FUND		C	19,233.	14,802.
COLUMBIA LARGE CAP ENHANCED FD		C	93,038.	76,134.
COLUMBIA TOTAL RETURN BOND FD		C	87,720.	89,354.
COLUMBIA MULTI-ADVISOR INTL		C	93,346.	92,138.
COLUMBIA MID CAP INDEX FUND		C	56,756.	46,757.
COLUMBIA SMALL CAP INDEX FUND		C	37,440.	36,937.
COLUMBIA HIGH YIELD OPPORTUNIT		C	13,921.	14,949.
COLUMBIA REAL ESTATE EQUITY FD		C	13,155.	21,521.
TOTALS			641,223.	633,626.

TOTALS

641,223.
=====

633,626.
=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
ROUNDING	2.
ROC ADJUSTMENT - 2010	151.

TOTAL	153.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
Y/E SALES ADJUSTMENT - 2009	7,636.
BASIS ADJUSTMENT - SALES - 2010	33.
ROC ADJUSTMENT - 2009	151.

TOTAL	7,820.
	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

CA

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

BANK OF AMERICA, NA

ADDRESS:

P.O. BOX 830259

DALLAS, TX 75283-0259

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

COMPENSATION 4,905.

TOTAL COMPENSATION: 4,905.

=====

=====

RECIPIENT NAME:

BOYS & GIRLS CLUBS OF GREATER SAN DIEGO
ADDRESS:

115 WOODWARD AVE
ESCONDIDO, CA 92025-2638

FORM, INFORMATION AND MATERIALS:

FOR MORE INFORMATION: <http://www.sdyouth.org/>

SUBMISSION DEADLINES:

APRIL 01

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SCHOLARSHIPS AWARDED ANNUALLY TO FOUR MALE
STUDENTS ONE EACH MAJORING IN MEDICINE,
ENGINEERING, LAW, AND POLITICAL SCIENCE

=====

RECIPIENT NAME:

CHRISTOPHER PERNICANO
C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:

115 WEST WOODWARD AVE
ESCONDIDO, CA 92025

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COLLEGE SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

BRETT FRIEDMAN
C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:

115 WEST WOODWARD AVE
ESCONDIDO, CA 92025

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COLLEGE SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

BRETT RASMUSSEN
C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:

115 WEST WOODWARD AVE
ESCONDIDO, CA 92025

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COLLEGE SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
JORDAN LAIRD
C/O BOYS & GIRLS CLUB OF SAN DIEGO
ADDRESS:
115 WEST WOODWARD AVE
ESCONDIDO, CA 92025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COLLEGE SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
PHU QUACH
C/O BOYS & GIRLS CLUB OF SAN DIEGO
ADDRESS:
115 WEST WOODWARD AVE
ESCONDIDO, CA 92025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COLLEGE SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
AUSTIN M DEBOER
C/O BOYS & GIRLS CLUB OF SAN DIEGO
ADDRESS:
115 WEST WOODWARD AVE
ESCONDIDO, CA 92025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COLLEGE SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
REMY DAMBRON
C/O BOYS & GIRLS CLUB OF SAN DIEGO
ADDRESS:
115 WEST WOODWARD AVE
ESCONDIDO, CA 92025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COLLEGE SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
CHRISTOPHER GINO
C/O BOYS & GIRLS CLUB OF SAN DIEGO
ADDRESS:
115 WEST WOODWARD AVE
ESCONDIDO, CA 92025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COLLEGE SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
JAMES JEPSON
C/O BOYS & GIRLS CLUB OF SAN DIEGO
ADDRESS:
115 WEST WOODWARD AVE
ESCONDIDO, CA 92025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COLLEGE SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

=====

RECIPIENT NAME:

NATHAN HOCHSTETLER
C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:

115 WEST WOODWARD AVE
ESCONDIDO, CA 92025

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COLLEGE SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

SAMUEL THORNTON
C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:

115 WEST WOODWARD AVE
ESCONDIDO, CA 92025

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COLLEGE SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

SPENCER SMITH
C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:

115 WEST WOODWARD AVE
ESCONDIDO, CA 92025

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COLLEGE SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

=====

RECIPIENT NAME:

HANZEL CORELLA
C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:

115 WEST WOODWARD AVE
ESCONDIDO, CA 92025

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COLLEGE SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

ERNEST LEE
C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:

115 WEST WOODWARD AVE
ESCONDIDO, CA 92025

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COLLEGE SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

RYAN MULVEY
C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:

115 WEST WOODWARD AVE
ESCONDIDO, CA 92025

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COLLEGE SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
HAI DANG NGUYEN
C/O BOYS & GIRLS CLUB OF SAN DIEGO
ADDRESS:
115 WEST WOODWARD AVE
ESCONDIDO, CA 92025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COLLEGE SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

TOTAL GRANTS PAID: 62,000.
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