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Form **990-PF**Department of the Treasury
Internal Revenue Service**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

2009

For calendar year 2009, or tax year beginning

06/01, 2009, and ending

05/31, 2010

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.Otherwise,
print
or type.See Specific
Instructions.

Name of foundation

ROBERT R. SPRAGUE FOUNDATION

A Employer identification number

95-7052355

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

C/O GIBSON, DUNN & CRUTCHER, ATTN: WILLIAM
STINEHART, JR., 2029 CENTURY PARK EAST

4000

B Telephone number (see page 10 of the instructions)

(310) 552-8557

City or town, state, and ZIP code

LOS ANGELES, CA 90067

C If exemption application is
pending check here ☐D 1 Foreign organizations check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

J Accounting method ☒ Cash ☐ Accrual

of year (from Part II, col (c), line

☐ Other (specify)

16) \$ 9,625,033.

(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 ☐ if the foundation is not required to

attach Sch. B.

3 Interest on savings and temporary cash investments

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

b Gross sales price for all

assets on line 6a

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns

and allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule) ATCH 4

c Other professional fees (attach schedule) *

17 Interest

18 Taxes (attach schedule) (see page 14 of the instructions) *

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) ATCH 7

24 Total operating and administrative expenses.

Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

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SCANNED AUG 02 2010

Revenue

Operating and Administrative Expenses

P 11

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	4,404,327.	1,184,225.	1,184,225.
	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) *	453,574.	965,255.	979,498.
	b Investments - corporate stock (attach schedule)	5,008,967.	6,083,970.	6,404,626.
	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) ATCH 9	671,252.	1,102,242.	1,056,684.
	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)	10,538,120.	9,335,692.	9,625,033.	
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	10,538,120.	10,538,120.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	0.	-1,202,428.	
30 Total net assets or fund balances (see page 17 of the instructions)	10,538,120.	9,335,692.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,538,120.	9,335,692.		

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	10,538,120.
2 Enter amount from Part I, line 27a	2	-1,202,428.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	9,335,692.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,335,692.

** ATCH 8

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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 SEE PART IV SCHEDULE					
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	-203,716.	
<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="font-size: 2em;">}</div> </div>					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3		
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	1,174,481.	9,967,238.	0.117834
2007	516,834.	11,937,093.	0.043296
2006	351,828.	11,409,990.	0.030835
2005	574,703.	10,892,879.	0.052760
2004	78,597.	10,754,610.	0.007308
2 Total of line 1, column (d)			2 0.252033
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.050407
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 9,547,960.
5 Multiply line 4 by line 3			5 481,284.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,627.
7 Add lines 5 and 6			7 482,911.
8 Enter qualifying distributions from Part XII, line 4			8 1,166,180.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	1,627.
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			
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	1,627.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	1,627.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a		1,717.
b Exempt foreign organizations-tax withheld at source	6b		0.
c Tax paid with application for extension of time to file (Form 8868)	6c		0.
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	1,717.
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	90.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax		11	90. Refunded

Part VII-A Statements Regarding Activities

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

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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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ WILLIAM STINEHART, JR. Telephone no ▶ 310-552-8557			
Located at ▶ SAME AS MAILING ADDRESS ZIP + 4 ▶				
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			

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 ▶ <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 ▶		
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 ▶		
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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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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))? ☐ 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** **N** **A**

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? ☐ **6b** ☒

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? ☐ **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
ATTACHMENT 10		0.	0.	0.

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		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 NOT APPLICABLE	
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 NOT APPLICABLE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	7,502,238.
b	Average of monthly cash balances	1b	2,191,122.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	9,693,360.
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	0.
3	Subtract line 2 from line 1d	3	9,693,360.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	145,400.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,547,960.
6	Minimum investment return. Enter 5% of line 5	6	477,398.

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	477,398.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,627.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,627.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	475,771.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	475,771.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	475,771.

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	1,166,180.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,166,180.
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	1,627.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,164,553.

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				475,771.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07 20 06 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				0.
b From 2005				
c From 2006				
d From 2007				
e From 2008				132,947.
f Total of lines 3a through e	132,947.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 1,166,180.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				475,771.
e Remaining amount distributed out of corpus	690,409.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	823,356.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	823,356.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	132,947.			
e Excess from 2009	690,409.			

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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))

N/A

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

N/A

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> ATTACHMENT 11				
Total. ► 3a				1,134,426.
b <i>Approved for future payment</i>				
Total. ► 3b				

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






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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(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.			

[illegible]

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

Sign Here	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		 Date	Check if self-employed <input type="checkbox"/> Preparer's identifying number (See Signature on page 30 of the instructions) 363-74-2371
	Firm's name (or yours if self-employed), address, and ZIP code ARTHUR GREENFIELD & CO. LLP 10880 WILSHIRE BLVD. STE 800 LOS ANGELES, CA 90024-4124		EIN ▶ 95-2118809 Phone no 310-208-2646	

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)	
-2,852.		WHITTIER EQ FOUND INT'L K-1 (95-4282044) PROPERTY TYPE: SECURITIES				P	VAR -2,852.	VAR
56.		WHITTIER EQ FOUND INT'L K-1 (95-4282044) PROPERTY TYPE: SECURITIES				P	VAR 56.	VAR
27,228.		S/T WHITTIER TRUST CO. (SEE SCH A) PROPERTY TYPE: SECURITIES 27,418.				P	VAR -190.	VAR
860,733.		L/T WHITTIER TRUST CO. (SEE SCH A) PROPERTY TYPE: SECURITIES 1,066,163.				P	VAR -205,430.	VAR
-970.		BASIS ADJUSTMENT - FOUND INT'L FD PROPERTY TYPE: SECURITIES				P	VAR -970.	VAR
5,670.		SECURITY LITIGATION PROCEEDS PROPERTY TYPE: SECURITIES				P	VAR 5,670.	VAR
<u>889,865.</u>								
TOTAL GAIN(LOSS)							<u>-203,716.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FIRST REPUBLIC BANK	22.	22.
WHITTIER EQ - FOUNDATION INT'L K-1	12.	12.
TOTAL	<u>34.</u>	<u>34.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WHITTIER TRUST, NOMINEE	156,382.	156,382.
WHITTIER TRUST - US GOVERNMENT OBLIG	22,500.	22,500.
WHITTIER TRUST - MUNICIPAL BONDS	4,811.	
WHITTIER EQ - FOUNDATION INT'L K-1	18,159.	18,159.
TOTAL	<u>201,852.</u>	<u>197,041.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FROM WHITTIER EQ FOUND INT'L K-1	25.	25.
TOTALS	25.	25.

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
WHITTIER TRUST	4,500.	2,250.		2,250.
WHITTIER EQ FOUND INT'L K-1	808.	404.		404.
TOTALS	<u>5,308.</u>	<u>2,654.</u>	<u>0.</u>	<u>2,654.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
TRUSTEE FEES	50,664.	25,332.	25,332.
TOTALS	<u>50,664.</u>	<u>25,332.</u>	<u>25,332.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FRANCHISE TAX BOARD	10.		10.
REGISTRY OF CHARITABLE TRUST	150.		150.
FOREIGN TAXES	3,061.	3,061.	
TOTALS	3,221.	3,061.	160.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
WHITTIER EQ FD INT'L K-1 ADMIN	6,791.	3,396.	3,395.
TOTALS	6,791.	3,396.	3,395.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>ATTACHMENT 8</u>	
<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u> <u>ENDING FMV</u>
US TREASURY NTS (SEE SCH B.1)	453,574. 464,783.
US OBLIGATIONS TOTAL	<u>453,574.</u> <u>464,783.</u>
STATE MUNICIPAL BONDS (SEE SCH B.1)	511,681. 514,715.
STATE OBLIGATIONS TOTAL	<u>511,681.</u> <u>514,715.</u>
US AND STATE OBLIGATIONS TOTAL	<u>965,255.</u> <u>979,498.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

<u>ATTACHMENT 9</u>	
<u>DESCRIPTION</u>	ENDING BOOK VALUE
WHITTIER EQ -FOUND INT'L K-1	
WHITTIER INT'L FUND A	622,300.
BOND & EQUITY FUNDS	479,942.
(SEE SCH B.2)	
TOTALS	1,102,242.
	1,056,684.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MARGARET L SPRAGUE 101 BAYSIDE PLACE CORONA DEL MAR, CA 92625	OFFICER AS NEEDED <i>AS REQ'D</i>	0.	0.	0.
WILLIAM STINEHART JR. 2029 CENTURY PARK E., SUITE 4000 LOS ANGELES, CA 90067	OFFICER AS NEEDED <i>AS REQ'D</i>	0.	0.	0.
GRAND TOTALS		<u>0.</u>	<u>0.</u>	<u>0.</u>

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UC IRVINE FOUNDATION 4199 CAMPUS DRIVE IRVINE, CA 92697	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	1,076,826
ARCS FOUNDATION INC P O BOX 10942 NEWPORT BEACH, CA 92658	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	5,000
RED CROSS 601 N GOLDEN CIRCLE DRIVE SANTA ANA, CA 92705	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	1,000
CANINE COMPANIONS FOR INDEPENDENCE P.O BOX 4568 OCEANSIDE, CA 92052	NONE TAX-EXEMPT		QUALIFIED CHARITABLE PURPOSE	1,000
ORANGE COUNTY PERFORMING ARTS CENTER 600 TOWN CENTER DRIVE COSTA MESA, CA 92626	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	3,600
SAINT JOSEPH BALLET 1810 NORTH MAIN STREET SANTA ANA, CA 92706	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSES	5,000

ATTACHMENT 11

5984-11

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
HOUSING WORKS 4301 E VALLEY BLVD, STE G LOS ANGELES, CA 90032	NONE TAX-EXEMPT		QUALIFIED CHARITABLE PURPOSE	5,000.
SECOND HARVEST FOOD BANK OF ORANGE COUNTY 1847 PORT MARGATE PLACE NEWPORT BEACH, CA 92660	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	1,000
GOODWILL OF ORANGE COUNTY 410 N FAIRVIEW ST SANTA ANA, CA 92703	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	1,000
JUVENILE DIABETES RESEARCH FOUNDATION 120 WALL STREET, 19TH FL NEW YORK, NY 10005	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	19,000
HOAG HOSPITAL FOUNDATION 4870 BARRANCA PARKWAY IRVINE, CA 92604	NONE TAX-EXEMPT		QUALIFIED CHARITABLE PURPOSE	11,500
PHILHARMONIC SOCIETY OF ORANGE COUNTY 2082 BUSINESS CENTER DRIVE, STE 100 IRVINE, CA 92612	NONE TAX-EXEMPT		QUALIFIED CHARITABLE PURPOSE	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ORANGE COUNTY MUSEUM OF ART 850 SAN CLEMENTE DRIVE NEWPORT BEACH, CA 92660	NONE TAX-EXEMPT	QUALIFIED CHARITABLE PURPOSE	1,000
PLANNED PARENTHOOD 700 S TUSTIN ST ORANGE, CA 92866	NONE TAX-EXEMPT	QUALIFIED CHARITABLE PURPOSE	1,000
TOTAL CONTRIBUTIONS PAID			1,134,426

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>BUSINESS</u>		<u>EXCLUSION</u>		<u>RELATED OR EXEMPT</u>	
	<u>CODE</u>	<u>AMOUNT</u>	<u>CODE</u>	<u>AMOUNT</u>	<u>FUNCTION</u>	<u>INCOME</u>
MISCELLANEOUS INCOME/LOSS			14	25.		
TOTALS				<u>25.</u>		

0021

PREPARED FOR ACCOUNT # 52 00 8431 0 OF - ROBERT R. SPRAGUE FOUNDATION 6/3/98
 PROCESS DATE 06/09/2010 MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,
 CO-TRUSTEES

TAX LEDGER

PAGE 1

ACCOUNT SITUS = CA
 TAX ID# = 957052355
 STATE TAX ID# =

FOR THE PERIOD 06/01/2009 TO 05/31/2010

SECTION A - CAPITAL GAINS & LOSSES

SHORT TERM SALES & MATURITIES

SHARES/PAR	SECURITY	REG	DATE	ACQUIRED	SOLD	CAPITAL PROCEEDS TO INCOME CASH PRINCIPAL CASH	COST BASIS	SHORT TERM GAIN OR LOSS
8657.0541	WHITTIER INTERNATIONAL FUND A, L P (CF0035992)	W	03/01/10	04/16/10	17087.81	17087.81	-17087.81	0.00
1000.0000	UNITED STATES NATL GAS FUND UNIT (912318102)	I	09/01/09	10/30/09	10139.74	10139.74	-10330.00	-190.26
	TOTAL SHORT TERM SALES & MATURITIES				27227.55	27417.81		-190.26
	TOTAL SHORT TERM GAIN & LOSSES							-190.26

LONG TERM SALES & MATURITIES

SHARES/PAR	SECURITY	REG	DATE	ACQUIRED	SOLD	CAPITAL PROCEEDS TO INCOME CASH PRINCIPAL CASH	COST BASIS	LONG TERM GAIN OR LOSS
347398.5071	FOUNDATION INTERNATIONAL FUND (CF0011993)	W	04/01/05	03/01/10	622306.79	622306.79	-675,477.00	-53,170.21
0.0600	MERCK & CO INC COM	I	07/17/01	01/15/10	2.25	2.25	-3.68	-1.43
2400.0000	NOKIA CORP SPONSORED ADR (654902204)	I	07/30/99	08/19/09	29591.23	29591.23	-51792.00	-22200.77
1000.0000	QWEST COMMUNICATIONS INTL IN COM (749121109)	I	10/19/00	08/19/09	3709.90	3709.90	-44060.00	-40350.10
1800.0000	SCHERING PLOUGH CORP COM (806605101)	I	11/19/98	11/05/09	72920.64	72920.64	-93672.00	-20751.36
500.0000	TIME WARNER INC COM NEW (887317303)	I	01/29/99	08/19/09	13619.64	13619.64	-49648.23	-36028.59
1312.0000	VODAFONE GROUP PLC NEW SPONS ADR NEW (92857W209)	I	07/30/99	08/19/09	28128.55	28128.55	-63390.59	-35262.04
1800.0000	WYETH COM (983024100)	I	11/19/98	10/16/09	90454.10	90454.10	-88119.00	2335.10
	TOTAL LONG TERM SALES & MATURITIES				860733.10	1,066,162.50		-205,429.40

TOTAL LONG TERM GAIN & LOSSES

-205,429.40

TOTAL CAPITAL GAINS & LOSSES

-205,619.66

For the Account of:
ROBERT R. SPRAGUE FOUNDATION 6/3/98
MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,
CO-TRUSTEES



THE WHITTIER TRUST COMPANY

Date: **MAY 31, 2010**

Review of Assets

FEIN = 95-7052355

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
	CASH		81.17	81.17		
	CASH EQUIVALENTS					
	MISC CASH EQUIV-TAXABLE					
934,145 24	BLACKROCK PROVIDENT TEMPFUND-INCOME		934,145 24	934,145 24	1,473	0 16
249,998 15	BLACKROCK PROVIDENT TEMPFUND		249,998 15	249,998 15	394	0 16
	TOTAL MISC CASH EQUIV-TAXABLE		1,184,143.39	1,184,143.39	1,867	0.16
	TOTAL CASH EQUIVALENTS		1,184,143.39	1,184,143.39	1,867	0.16
	TOTAL CASH & CASH EQUIVALENTS		1,184,224.56	1,184,224.56		
	FIXED INCOME SECURITIES					
	U.S. TREASURY BONDS & NOTES					
450,000	UNITED STATES TREAS NTS NOTE 5 000% 2/15/11	103 285	453,573 94	464,782 50	22,500	4 84
	MUNICIPAL BONDS&NOTES TAXABLE					
100,000	HAMPTON ROADS SANTN DIST VA 4 505% DUE 11/1/17	101 567	102,585 52	101,567 00	4,505	4 44
100,000	KENTUCKY ST PPTY & BLDGS 5 02% DUE 10/01/2014	107 953	107,338 65	107,953 00	5,020	4 65
100,000	MILWAUKEE CNTY WIS BUILD 3 875% DUE 8/1/16	102 629	101,025 00	102,629 00	3,875	3 78
100,000	NEW YORK NY CITY TRAN FIN 4 366% DUE 8/1/17	102 531	100,731 74	102,531 00	4,366	4 26
100,000	SOUTH CORRECTIONAL ENTITY 3 251% DUE 1/1/14	100 035	100,000 00	100,035 00	3,251	3 25
	TOTAL MUNICIPAL BONDS&NOTES TAXABLE		511,680.91	514,715.00	21,017	4.08
	FIXED INCOME TAXABLE					
1,000	ISHARES LEHMAN AGGREGATE BONDS	105 710	103,349 00	105,710 00	3,920	3 71
1,000	ISHARES INVEST GRADE CORP BONDS	105 460	103,480 00	105,460 00	5,583	5 29
1,000	ISHARES TR HIGH YLD CORP	84 610	81,110 00	84,610 00	8,068	9 54

For the Account of:
ROBERT R. SPRAGUE FOUNDATION 6/3/98
MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,
CO-TRUSTEES



THE WHITTIER TRUST COMPANY

Date: **MAY 31, 2010**

Review of Assets

FEIN = 95-7052355

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
1,000	ISHARES GLOBAL INTERMEDIATE CREDIT INDEX	104 168	101,953 00	104,168 10	4,743	4 55
2,500	ETF HIGH YIELD BONDS	37 810	90,050 00	94,525 00	11,010	11 65
	TOTAL FIXED INCOME TAXABLE		479,942.00	494,473.10	33,324	6.74
	TOTAL FIXED INCOME SECURITIES		1,445,196.85	1,473,970.60	76,841	5.21
	EQUITIES					
	US LARGE CAP EQUITIES					
425	TYCO ELECTRONICS LTD COM NEW	28 820	20,483 61	12,248 50	272	2 22
425	TYCO INTERNATIONAL LTD SHS	36 190	27,616 50	15,380 75	325	2 11
1,500	AT&T INC	24 300	47,865 00	36,450 00	2,520	6 91
1,500	ALCOA INC	11 640	57,139 20	17,460 00	180	1 03
1,500	ALTRIA GROUP INC	20 290	30,057 75	30,435 00	2,100	6 90
2,000	AMERICAN EXPRESS CO	39 870	107,720 00	79,740 00	1,440	1 81
1,500	AMGEN INC	51 780	48,627 83	77,670 00	0	0 00
2,000	ANADARKO PETE CORP	52 330	39,007 50	104,660 00	720	0 69
2,000	BANK OF AMERICA CORPORATION	15 740	81,300 00	31,480 00	80	0 25
1,500	BOEING CO	64 180	85,020 00	96,270 00	2,520	2 62
1,000	BRISTOL MYERS SQUIBB CO	23 210	25,210 00	23,210 00	1,280	5 51
1,500	CATERPILLAR INC DEL	60 760	112,264 00	91,140 00	2,520	2 76
2,000	CHEVRON CORP	73 870	109,120 00	147,740 00	5,760	3 90
3,600	CISCO SYS INC	23 160	98,831 25	83,376 00	0	0 00
2,433	CITIGROUP INC	3 960	96,111 65	9,634 68	0	0 00
2,000	COCA COLA CO	51 400	92,335 00	102,800 00	3,520	3 42
2,500	DISNEY WALT CO COM DISNEY	33 420	68,396 58	83,550 00	875	1 05
1,500	DU PONT E I DE NEMOURS & CO	36 170	70,725 00	54,255 00	2,460	4 53
3,000	DUKE ENERGY CORP NEW	15 960	54,472 98	47,880 00	2,880	6 02

The Global Industry Classification Standard (GICS) was developed by and is the exclusive property of Morgan Stanley Capital International Inc and Standard & Poor's. GICS is a service mark of MSCI and S&P and is used subject to license.

SCHEDULE B.2

For the Account of:
ROBERT R. SPRAGUE FOUNDATION 6/3/98
MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,
CO-TRUSTEES



THE WHITTIER TRUST COMPANY

Date: **MAY 31, 2010**

Review of Assets

FEIN = 95-7052355

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
1,600	E M C CORP MASS	18 620	48,200 90	29,792 00	0	0 00
3,000	EXXON MOBIL CORP	60 460	142,764 53	181,380 00	5,280	2 91
1,000	FEDEX CORP	83 490	45,382 50	83,490 00	440	0 53
3,000	GENERAL ELECTRIC CO	16 350	91,948 80	49,050 00	1,200	2 45
2,000	HEWLETT PACKARD CO	46 010	73,043 94	92,020 00	640	0 70
2,000	HOME DEPOT INC	33 860	75,900 00	67,720 00	1,890	2 79
2,000	HONEYWELL INTL INC	42 770	77,735 00	85,540 00	2,420	2 83
3,000	INTEL CORP	21 420	97,385 00	64,260 00	1,890	2 94
2,000	INTERNATIONAL BUSINESS MACHS	125 260	176,084 65	250,520 00	5,200	2 08
3,000	ISHARES RUSSELL 1000 GROWTH	48 480	151,366 00	145,440 00	2,082	1 43
2,000	J P MORGAN CHASE & CO	39 580	77,165 00	79,160 00	400	0 51
2,000	JOHNSON & JOHNSON	58 300	122,239 00	116,600 00	4,320	3 70
1,300	MCDONALDS CORP	66 870	54,203 50	86,931 00	2,860	3 29
3,038	MERCK & CO INC	33 690	147,648 03	102,350 22	4,618	4 51
4,000	MICROSOFT CORP	25 800	107,608 13	103,200 00	2,080	2 02
1,400	MORGAN STANLEY DEAN WITTER & CO NEW	27 110	51,487 94	37,954 00	280	0 74
1,500	PEPSICO INC	62 890	58,886 25	94,335 00	2,880	3 05
4,623	PFIZER INC	15 230	106,014 28	70,408 29	3,329	4 73
1,500	PHILIP MORRIS INTL INC	44 120	68,492 25	66,180 00	3,480	5 26
1,975	PROCTER & GAMBLE CO	61 090	109,187 50	120,652 75	3,806	3 15
6,500	SPDR TR S&P 500	109 369	741,775 82	710,898 50	13,631	1 92
1,500	SPECTRA ENERGY CORP	20 010	39,268 17	30,015 00	1,500	5 00
4,000	STARBUCKS CORP	25 890	34,019 20	103,560 00	1,600	1 54
1,400	TARGET CORP	54 530	46,117 75	76,342 00	952	1 25
1,500	3M CO	79 310	121,287 00	118,965 00	3,150	2 65

For the Account of:
ROBERT R. SPRAGUE FOUNDATION 6/3/98
MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,
CO-TRUSTEES



THE WHITTIER TRUST COMPANY

Date: **MAY 31, 2010**

Review of Assets

FEIN: 95-7052355

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
125	TIME WARNER CABLE INC	54 730	16,292 52	6,841 25	200	2 92
2,500	US BANCORP DEL COM NEW	23 960	54,683 32	59,900 00	500	0 83
2,000	UNITED TECHNOLOGIES CORP	67 380	46,740 00	134,760 00	3,400	2 52
1,000	VERIZON COMMUNICATIONS	27 520	33,897 20	27,520 00	1,900	6 90
5,600	WELLS FARGO & CO NEW	28 690	99,099 00	160,664 00	1,120	0 70
	TOTAL US LARGE CAP EQUITIES		4,388,227.03	4,501,828.94	106,500	2.37
	US SMALL AND MID-CAP EQUITIES					
1,200	AVERY DENNISON CORP	34 180	55,746 00	41,016 00	960	2 34
910	CITRIX SYS INC	43 610	113 75	39,685 10	0	0 00
18	FAIRPOINT COMMUNICATIONS INC	0 050	150 49	0 90	0	0 00
1,500	HERSHEY CO	46 800	48,187 50	70,200 00	1,920	2 74
5,000	ISHARES S&P MIDCAP 400 INDEX	76 330	298,179 50	381,650 00	4,605	1 21
5,500	ISHARES RUSSELL 2000 VALUE	62 570	293,136 50	344,135 00	5,506	1 60
4,000	ISHARES RUSSELL 2000 INDEX	66 250	222,570 00	265,000 00	3,004	1 13
	TOTAL US SMALL AND MID-CAP EQUITIES		918,083.74	1,141,687.00	15,995	1.40
	ALTERNATIVE ASSETS					
1,000	DJ AIG COMM IDX	37 750	39,930 00	37,750 00	0	0 00
	FOREIGN EQUITIES					
6,000	ISHARES MSCI EMERGING MKTS	38 100	215,957 55	228,600 00	3,492	1 53
8,000	ISHARES MSCI EAFE INDEX FUND	48 320	410,939 30	386,560 00	11,528	2 98
1,000	ROYAL DUTCH SHELL PLC SPONS ADR A	52 400	46,892 50	52,400 00	2,856	5 45
2,000	SPDR MSCI ACWI X U S	27 900	63,940 00	55,800 00	1,370	2 46
	TOTAL FOREIGN EQUITIES		737,729.35	723,360.00	19,246	2.66
	TOTAL EQUITIES		6,083,970.12	6,404,625.94		

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SCHEDULE B.4