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 OCT 1, 2009 , **and ending** SEP 30, 2010

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. See Specific Instructions.

Name of foundation
SPAULDING FAMILY FOUNDATION
C/O CHARLES SPAULDING III

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
5831 OAKWOOD RD.

City or town, state, and ZIP code
SHAWNEE MISSION, KS 66208

A Employer identification number
43-1833001

B Telephone number
913-362-5326

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 [X] 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 of year *(from Part II, col. (c), line 16)* ▶$ 2,641,859.

J Accounting method [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

SCANNED FEB 23 2011

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 ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	5.	5.		STATEMENT 1
4 Dividends and interest from securities	60,596.	58,202.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	154,245.			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		154,245.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 **Total.** Add lines 1 through 11	214,846.	212,452.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	3,150.	3,150.		0.
c Other professional fees STMT 4	18,180.	18,180.		0.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	310.	310.		0.
24 **Total operating and administrative expenses.** Add lines 13 through 23	21,640.	21,640.		0.
25 Contributions, gifts, grants paid	178,080.			178,080.
26 **Total expenses and disbursements.** Add lines 24 and 25	199,720.	21,640.		178,080.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	15,126.			
b **Net investment income** (if negative, enter -0-)		190,812.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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923501 02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.** Form **990-PF** (2009)

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	327,999.	35,352.	35,352.
	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 6	1,661,588.	1,463,065.	1,754,033.
	c Investments - corporate bonds STMT 7	310,336.	816,632.	852,474.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	2,299,923.	2,315,049.	2,641,859.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	2,299,923.	2,315,049.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	2,299,923.	2,315,049.	
	31 **Total liabilities and net assets/fund balances**	2,299,923.	2,315,049.	

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	2,299,923.
2	Enter amount from Part I, line 27a	2	15,126.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,315,049.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,315,049.

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				
b	SEE ATTACHED STATEMENT			
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				154,245.

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				
b				
c				
d				
e				154,245.

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 — 154,245.

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	183,888.	2,632,975.	.069840
2007	185,455.	3,038,186.	.061041
2006	107,845.	3,193,798.	.033767
2005	81,205.	2,673,268.	.030377
2004	72,597.	2,082,737.	.034857

2	Total of line 1, column (d)	2	.229882
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	.045976
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,564,236.
5	Multiply line 4 by line 3	5	117,893.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,908.
7	Add lines 5 and 6	7	119,801.
8	Enter qualifying distributions from Part XII, line 4	8	178,080.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ____ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	1,908.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	1,908.
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	1,908.
6 Credits/Payments				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	400.		
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	400.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	1,508.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶		Refunded ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		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?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
If "Yes," complete Part II, col. (c), and Part XV.			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KS			
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*	8b	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)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ▶ CHARLES SPAULDING III Telephone no. ▶913-362-5326

Located at ▶5831 OAKWOOD RD, SHAWNEE MISSION, KS ZIP+4 ▶66208

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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?	☐ Yes ☒ 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 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?	☐ Yes ☒ 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?		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)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X (No)

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
CHARLES SPAULDING III 5831 OAKWOOD RD SHAWNEE MISSION, KS 66208	PRES/SEC/TREAS 5.00	0.	0.	0.
SUSAN SPAULDING 5831 OAKWOOD RD SHAWNEE MISSION, KS 66208	VICE PRES 10.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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	2,421,610.
b	Average of monthly cash balances	1b	181,675.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,603,285.
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	2,603,285.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	39,049.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,564,236.
6	**Minimum investment return.** Enter 5% of line 5	6	128,212.

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	128,212.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,908.		
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,908.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	126,304.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	126,304.
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	126,304.

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	178,080.
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	178,080.
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	1,908.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	176,172.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				126,304.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
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 8,458.				
e From 2008 52,979.				
f Total of lines 3a through e	61,437.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 178,080.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				126,304.
e Remaining amount distributed out of corpus	51,776.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	113,213.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	113,213.			
10 Analysis of line 9.				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007 8,458.				
d Excess from 2008 52,979.				
e Excess from 2009 51,776.				

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 ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE	NONE		CHARITABLE ORGANIZATION	178,080.
Total			▶ 3a	178,080.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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					5.
4 Dividends and interest from securities					60,596.
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					
8 Gain or (loss) from sales of assets other than inventory					154,245.
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.		0.	214,846.

13 Total. Add line 12, columns (b), (d), and (e) 13 214,846.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	N/A

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 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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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		

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.

C. H. Spaulding 12-11-11

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature: [signature] | Date: 2/9/11 | Check if self-employed ☐ | Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: MILLER HAVILAND KETTER PC, PA
1901 W. 47TH PLACE, SUITE 204
WESTWOOD, KANSAS 66205

EIN ▶

Phone no (913)432-2727

SPAULDING FAMILY FOUNDATION **EIN 43-1833001**

Schedule of Contributions
For the Fiscal Year Ended September 30, 2010

Date	Recipient	Amount
10/27/2009	Children's TLC	100 00
11/17/2009	Children's TLC	1,000 00
11/17/2009	Frontporch Alliance	25 00
11/17/2009	Principia Club	60 00
12/14/2009	7th Church of Christ Scientist	3,500 00
12/19/2009	Kappa	100 00
1/2/2010	Truman Library Institute	3,000 00
1/24/2010	CTLC	600 00
1/24/2010	Nelson-Atkins	100 00
1/24/2010	A Majors Homes	100 00
2/4/2010	Truman Library Institute	2,000 00
2/4/2010	TMC	2,000 00
2/4/2010	Powell Gardens	1,000 00
2/26/2010	Kemper Museum	1,000 00
3/8/2010	CTLC	1,250 00
3/16/2010	Nelson Gallery Foundation	750 00
3/17/2010	Nelson Gallery Foundation	175 00
3/19/2010	Nelson Gallery Foundation	750 00
3/19/2010	Haruman Jewell Foundation	1,000 00
3/25/2010	Nelson-Atkins	5,000 00
3/25/2010	7th Church of Christ Scientist	3,500 00
4/4/2010	Vanderbilt School of Medicine	100 00
4/4/2010	Jr League - 100th Anniversary Fund	50 00
4/16/2010	Nelson Gallery Foundation	1,000 00
4/17/2010	Twelve Acres	10,000 00
4/20/2010	Powell Gardens	1,500 00
4/20/2010	Children's TLC	100 00
4/29/2010	FBI Citizen's Academy	1,000 00
4/29/2010	CAC	3,000 00
5/10/2010	Powell Gardens	150 00
5/3/2010	Jewell Ball	850 00
5/4/2010	W&R	2,000 00
5/13/2010	Trans-Mississippi Turf Scholarship Fund	200 00
5/15/2010	Rose Brooks Center	1,000 00
5/21/2010	Golf Foundation of KC	1,000 00
5/26/2010	NPS Foundation	1,750 00
5/26/2010	St Paul's	1,000 00
6/1/2010	Zoo	1,000 00
6/20/2010	Red Cross	1,000 00
6/26/2010	7th Church of Christ Scientist	4,500 00
6/30/2010	Principia	100,000 00
7/25/2010	Assemblies of God World Missions	2,000 00
7/25/2010	DAR - Open Doors	250 00
8/4/2010	Red Cross	2,500 00
8/5/2010	CTLC	300.00
8/5/2010	CCVI	35 00
8/16/2010	Platte Forum	5,000 00
8/16/2010	KCUR-FM	180 00
8/29/2010	Powell Gardens	1,000 00
8/29/2010	Operation Breakthrough	50 00
8/29/2010	Haruman Jewell Foundation	1,800 00
8/21/2010	Haruman Jewell Foundation	255 00
9/22/2010	St Paul's	2,000 00
9/22/2010	7th Church of Christ Scientist	4,500 00
	Total Contributions	$ **178,080.00**

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	AVALON EQUITY BALANCED 8132			
b	AVALON EQUITY BALANCED 8132			
c	AVALON FIXED INCOME			
d	AVALON FIXED INCOME			
e	AVALON HAWKINS			
f	AVALON HAWKINS			
g	AVALON HAWKINS			
h	AVALON HAWKINS			
i				
j				
k				
l				
m				
n				
o				

	(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				8,319.
b				112,709.
c				2,268.
d				<241.>
e				2,835.
f				<950.>
g				20,797.
h				8,508.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				8,319.
b				112,709.
c				2,268.
d				<241.>
e				2,835.
f				<950.>
g				20,797.
h				8,508.
i				
j				
k				
l				
m				
n				
o				

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	154,245.
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

923591
04-24-09

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

SOURCE	AMOUNT
MISSOURI BANK	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AVALON ADVISORS, LP	31,161.	0.	31,161.
HAWKINS INVESTMENT PART	29,435.	0.	29,435.
TOTAL TO FM 990-PF, PART I, LN 4	60,596.	0.	60,596.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,150.	3,150.		0.
TO FORM 990-PF, PG 1, LN 16B	3,150.	3,150.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	18,180.	18,180.		0.
TO FORM 990-PF, PG 1, LN 16C	18,180.	18,180.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSES	310.	310.		0.
TO FORM 990-PF, PG 1, LN 23	310.	310.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK	1,463,065.	1,754,033.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,463,065.	1,754,033.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS	816,632.	852,474.
TOTAL TO FORM 990-PF, PART II, LINE 10C	816,632.	852,474.

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717 TEXAS SUITE 3000
HOUSTON TEXAS 77002
PH 713-238-2050

Avalon Advisors, LLC

REALIZED GAINS AND LOSSES

SPAULDING FAMILY FOUNDATION FIXED INCOME BALANCED ACCOUNT
ACCOUNT #00256204

From 10-01-09 Through 09-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
10-02-06	10-15-09	74	FHLMC REMIC SERIES 2450 6 000% Due 07-15-21	74 605	0 000	74 050		(0 555)
05-13-04	10-26-09	17	AMRESCO RESIDENTIAL SECS 97-2 7 175% Due 06-25-27	17 328	0 000	17 170		(0 158)
01-04-06	10-26-09	552	FNMA PASS-THRU BLLN SNGLE 7- 4 500% Due 12-01-09	545 528	0 000	551 910		6 382
10-02-06	11-16-09	74	FHLMC REMIC SERIES 2450 6 000% Due 07-15-21	74 082	0 000	73 530		(0 552)
10-07-09	11-16-09	567	GNMA REMIC TRUST 2003-42 4 000% Due 01-16-30	581 432	0 000	566 560	(14 872)	
05-13-04	11-25-09	18	AMRESCO RESIDENTIAL SECS 97-2 7 175% Due 06-25-27	18 136	0 000	17 970		(0 166)
01-04-06	11-25-09	926	FNMA PASS-THRU BLLN SNGLE 7- 4 500% Due 12-01-09	915 609	0 000	926 320		10 711
10-01-09	11-25-09	226	FNMA REMIC TRUST 2005-114 5 500% Due 09-25-18	242 088	0 000	226 250	(15 838)	
10-02-06	12-15-09	101	FHLMC REMIC SERIES 2450 6 000% Due 07-15-21	101 768	0 000	101 010		(0 758)
10-07-09	12-16-09	686	GNMA REMIC TRUST 2003-42 4 000% Due 01-16-30	703 576	0 000	685 580	(17 996)	
05-13-04	12-28-09	17	AMRESCO RESIDENTIAL SECS 97-2 7 175% Due 06-25-27	17 631	0 000	17 470		(0 161)

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REALIZED GAINS AND LOSSES

SPAULDING FAMILY FOUNDATION FIXED INCOME BALANCED ACCOUNT
ACCOUNT #00256204
From 10-01-09 Through 09-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
10-01-09	12-28-09	227	FNMA REMIC TRUST 2005-114 5 500% Due 09-25-18	243 200	0 000	227 290	(15 910)	
10-02-06	01-15-10	73	FHLMC REMIC SERIES 2450 6 000% Due 07-15-21	73 356	0 000	72 810		(0 546)
09-10-09	01-19-10	25 000	UNITED STATES TREAS NTS 3 000% Due 08-31-16	25 082 033	(3 823)	24 880 860	(197 350)	
10-07-09	01-19-10	528	GNMA REMIC TRUST 2003-42 4 000% Due 01-16-30	541 983	0 000	528 120	(13 863)	
09-10-09	01-21-10	20 000	UNITED STATES TREAS NTS 3 000% Due 08-31-16	20 065 627	(3 105)	20 028 128	(34 393)	
10-29-09	01-21-10	5 000	UNITED STATES TREAS NTS 3 000% Due 08-31-16	4 978 516	0 652	5 007 032	27 864	
05-13-04	01-25-10	24	AMRESCO RESIDENTIAL SECS 97-2 7 175% Due 06-25-27	23 807	0 000	23 590		(0 217)
10-01-09	01-25-10	228	FNMA REMIC TRUST 2005-114 5 500% Due 09-25-18	244 313	0 000	228 330	(15 983)	
09-22-09	02-04-10	30 000	UNITED STATES TREAS NTS 1 125% Due 01-15-12	29 946 094	8 512	30 187 500	232 894	
10-02-06	02-16-10	75	FHLMC REMIC SERIES 2450 6 000% Due 07-15-21	75 210	0 000	74 650		(0 560)
01-15-10	02-16-10	10,449	GNMA REMIC TRUST 2003-48 2 712% Due 02-16-20	10,484 978	0 000	10,449 060	(35 918)	

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SPAULDING FAMILY FOUNDATION FIXED INCOME BALANCED ACCOUNT
ACCOUNT #00256204

From 10-01-09 Through 09-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
10-07-09	02-16-10	319	GNMA REMIC TRUST 2003-42 4 000% Due 01-16-30	326 871	0 000	318 510	(8 361)	
05-13-04	02-25-10	9	AMRESCO RESIDENTIAL SECS 97-2 7 175% Due 06-25-27	9 406	0 000	9 320		(0 086)
10-01-09	02-25-10	229	FNMA REMIC TRUST 2005-114 5 500% Due 09-25-18	245 437	0 000	229 380	(16 057)	
12-09-09	03-05-10	20 000	UNITED STATES TREAS NTS 1 125% Due 12-15-11	20 148 440	(17 229)	20 111 720	(19 491)	
10-02-06	03-15-10	104	FHLMC REMIC SERIES 2450 6 000% Due 07-15-21	104 800	0 000	104 020		(0 780)
01-15-10	03-16-10	695	GNMA REMIC TRUST 2003-48 2 712% Due 02-16-20	697 148	0 000	694 760	(2 [illegible]88)	
10-07-09	03-16-10	413	GNMA REMIC TRUST 2003-42 4 000% Due 01-16-30	424 211	0 000	413 360	(10 851)	
10-29-09	03-17-10	15 000	UNITED STATES TREAS NTS 3 000% Due 08-31-16	14 935 548	3 244	15 048 050	109 258	
05-13-04	03-25-10	2	AMRESCO RESIDENTIAL SECS 97-2 7 175% Due 06-25-27	1 615	0 000	1 600		(0 015)
10-01-09	03-25-10	230	FNMA REMIC TRUST 2005-114 5 500% Due 09-25-18	246 560	0 000	230 430	(16 130)	
09 10-09	03-31-10	10,000	UNITED STATES TREAS NTS 3 750% Due 11-15-18	10,310 937	(16 164)	10 074 610	(220 162)	

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SPAULDING FAMILY FOUNDATION FIXED INCOME BALANCED ACCOUNT
ACCOUNT #00256204

From 10-01-09 Through 09-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
10-02-06	04-01-10	134	FHLMC REMIC SERIES 2450 6 000% Due 07-15-21	134 985	0 000	133 980		(1 005)
01-15-10	04-01-10	698	GNMA REMIC TRUST 2003-48 2 712% Due 02-16-20	700 419	0 000	698 020	(2 399)	
10-07-09	04-01-10	367	GNMA REMIC TRUST 2003-42 4 000% Due 01-16-30	376 490	0 000	366 860	(9 630)	
05-13-01	04-01-10	5	AMRESCO RESIDENTIAL SECS 97-2 7 175% Due 06-25-27	4 794	0 000	4 750		(0 044)
10-01-09	04-01-10	231	FNMA REMIC TRUST 2005-114 5 500% Due 09-25-18	247 694	0 000	231 490	(16 204)	
10-01-09	05-01-10	233	FNMA REMIC TRUST 2005-114 5 500% Due 09-25-18	248 829	0 000	232 550	(16 279)	
01-15-10	05-01-10	701	GNMA REMIC TRUST 2003-48 2 712% Due 02-16-20	703 711	0 000	701 300	(2 411)	
10-07-09	05-01-10	499	GNMA REMIC TRUST 2003-42 4 000% Due 01-16-30	511 637	0 000	498 550	(13 087)	
10-02-06	05-01-10	125	FHLMC REMIC SERIES 2450 6 000% Due 07-15-21	125 998	0 000	125 060		(0 938)
05-13-04	05-01-10	8	AMRESCO RESIDENTIAL SECS 97-2 7 175% Due 06-25-27	8 094	0 000	8 020		(0 074)
04-16-10	05-03-10	8 000 000	GOLDMAN SACHS TR FINL SQ GV INS	8,000 000		8,000 000	0 000	
04-16-10	05-03-10	85 000 000	GOLDMAN SACHS TR FINL SQ GV INS	85 000 000		85,000 000	0 000	

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REALIZED GAINS AND LOSSES

SPAULDING FAMILY FOUNDATION FIXED INCOME BALANCED ACCOUNT

ACCOUNT #00256204

From 10-01-09 Through 09-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
04-16-10	05-07-10	73 000 000	GOLDMAN SACHS TR FINL SQ GV INS	73 000 000		73,000 000	0 000	
04-30-10	05-07-10	33 000 000	GOLDMAN SACHS TR FINL SQ GV INS	33 000 000		33 000 000	0 000	
04-30-10	05-27-10	5 000 000	GOLDMAN SACHS TR FINL SQ GV INS	5,000 000		5 000 000	0 000	
10-02-06	06-01-10	90	FHLMC REMIC SERIES 2450 6 000% Due 07-15-21	91 149	0 000	90 470		(0 679)
01-15-10	06-01-10	4 249	GNMA REMIC TRUST 2003-48 2 712% Due 02-16-20	4 263 977	0 000	4 249 370	(14 607)	
10-07-09	06-01-10	446	GNMA REMIC TRUST 2003-42 4 000% Due 01-16-30	458 200	0 000	446 480	(11 720)	
05-13-04	06-01-10	6	AMRESCO RESIDENTIAL SECS 97-2 7 175% Due 06-25-27	5 954	0 000	5 900		(0 054)
10-01-09	06-01-10	234	FNMA REMIC TRUST 2005-114 5 500% Due 09-25-18	249 963	0 000	233 610	(16 353)	
12-09-09	06-08-10	15 000	UNITED STATES TREAS NTS 1 125% Due 12-15-11	15 111 330	(27 222)	15 116 020	31 912	
09 22-09	06-08-10	40,000	UNITED STATES TREAS NTS 1 125% Due 01-15-12	39 928 125	21 818	40 312 500	362 556	
04-30-10	06-09-10	44,000 000	GOLDMAN SACHS TR FINL SQ GV INS	44 000 000		44 000 000	0 000	
11-23-09	06-30-10	40 000	UNITED STATES TREAS NTS 1 375% Due 10-15-12	40 190 623	(38 951)	40,600 000	448 329	

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Avalon Advisors, LLC

REALIZED GAINS AND LOSSES

SPAULDING FAMILY FOUNDATION FIXED INCOME BALANCED ACCOUNT
ACCOUNT #00256204

From 10-01-09 Through 09-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
05-19-10	07-08-10	25,000	UNITED STATES TREAS NTS 3 000% Due 08-31-16	25,539 060	(10 822)	26,003 908	475 670	
10-29-09	07-08-10	5 000	UNITED STATES TREAS NTS 3 000% Due 08-31-16	1 978 516	1 970	5 200 782	220 296	
10-02-06	07-15-10	63	FHLMC REMIC SERIES 2450 6 000% Due 07-15-21	63 604	0 000	63 130		(0 474)
01-15-10	07-16-10	2 758	GNMA REMIC TRUST 2003-48 2 712% Due 02-16-20	2 767 591	0 000	2 758 110	(9 481)	
10-07-09	07-16-10	406	GNMA REMIC TRUST 2003-42 4 000% Due 01-16-30	416 257	0 000	405 610	(10 647)	
05-13-04	07-26-10	5	AMRESCO RESIDENTIAL SECS 97-2 7 175% Due 06-25-27	4 713	0 000	4 670		(0 043)
10-01-09	07-26-10	235	FNMA REMIC TRUST 2005-114 5 500% Due 09-25-18	251 108	0 000	234 680	(16 428)	
10-02-06	08-16-10	79	FHLMC REMIC SERIES 2450 6 000% Due 07-15-21	79 875	0 000	79 280		(0 595)
09-09-09	08-16-10	712	FHLMC REMIC SERIES 2586 4 500% Due 03-15-18	719 040	0 000	712 100	(36 940)	
01-15-10	08-16-10	687	GNMA REMIC TRUST 2003-48 2 712% Due 02-16-20	689 783	0 000	687 420	(2 363)	
10-07-09	08-16-10	357	GNMA REMIC TRUST 2003-42 4 000% Due 01-16-30	366 823	0 000	357 440	(9 383)	

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REALIZED GAINS AND LOSSES

SPAULDING FAMILY FOUNDATION FIXED INCOME BALANCED ACCOUNT
ACCOUNT #00256204

From 10-01-09 Through 09-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
04-30-10	08-16-10	1 000 000	GOLDMAN SACHS TR FINL SQ GV INS	1,000 000		1 000 000	0 000	
02-03-10	08-17-10	30 000	FEDERAL HOME LN MTG CORP 3 000% Due 02-17-15	30 000 000	0 000	30 000 000	0 000	
05-13-04	08-25-10	3	AMRESCO RESIDENTIAL SECS 97-2 7 175% Due 06-25-27	3 310	0 000	3 280		(0 030)
10-01-09	08-25-10	236	FNMA REMIC TRUST 2005-114 5 500% Due 09-25-18	252 263	0 000	235 760	(16 503)	
07-16-10	08-31-10	30 000	UNITED STATES TREAS NTS 3 000% Due 09-30-16	31 432 030	(27 174)	32 245 320	840 464	
04-29-10	09-09-10	30,000	FEDERAL NATL MTG ASSN 3 000% Due 03-09-15	30.093 750	(93 750)	30 000 000	0 000	
10-02-06	09-15-10	91	FHLMC REMIC SERIES 2450 6 000% Due 07-15-21	91 229	0 000	90 550		(0 679)
09-09-09	09-15-10	947	FHLMC REMIC SERIES 2586 4 500% Due 03-15-18	995 884	0 000	946 770		(49 114)
01-15-10	09-16-10	691	GNMA REMIC TRUST 2003-48 2 712% Due 02-16-20	693 004	0 000	690 630	(2 374)	
10-07-09	09-16-10	444	GNMA REMIC TRUST 2003-42 4 000% Due 01-16-30	455 583	0 000	443 930	(11 653)	
10-29-09	09-27-10	5 000	UNITED STATES TREAS NTS 3 000% Due 08-31-16	4.978 516	2 612	5 390 230	409 102	

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REALIZED GAINS AND LOSSES

SPAULDING FAMILY FOUNDATION FIXED INCOME BALANCED ACCOUNT

ACCOUNT #00256204

From 10-01-09 Through 09-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
10-01-09	09-27-10	237	FNMA REMIC TRUST 2005-114 5 500% Due 09-25-18	253 419	0 000	236 840	(16 579)	
TOTAL GAINS							3 158 345	17 093
TOTAL LOSSES							(890 605)	(58 282)
				630 019 202	(199 433)	632,046,320	2,267,740	(41 189)
TOTAL REALIZED GAIN/LOSS		2 226 551					08-500	(199 433)
								(240 622)
								08-500

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REALIZED GAINS AND LOSSES

SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #00208132
SPAULF_RH_FDTN
From 10-01-09 Through 09-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
09-09-08	12-04-09	11	AMAZON COM INC COM	879 120		1 532 921		653 801
08-08-08	12-04-09	100	AMAZON COM INC COM	7 907 699		13 935 648		6 027 949
09-26-08	12-04-09	105	AMAZON COM INC COM	7 245 609		14 632 431		7 386 822
07-18-06	12-17-09	10	APPLE INC	530 600		1 930 300		1 399 700
08-08-08	12-17-09	16	AMAZON COM INC COM	1 265 232		2 036 740		771 508
07-08-09	12-17-09	17	BHP BILLITON LTD SPONSORED ADR	847 807		1 230 640	382 833	
05-18-07	12-17-09	9	BURLINGTON NRTHN SANTA COM	846 710		885 840		39 130
03-04-08	12-17-09	14	CONOCOPHILLIPS	1 124 768		706 070		(418 698)
10-07-04	12-17-09	19	COSTCO WHOLESALE CORP NEW	850 060		1 108 600		258 540
01-17-07	12-17-09	35	CISCO SYS INC	965 185		812 320		(152 865)
02-27-06	12-17-09	9	CHEVRON CORP	515 116		694 600		179 484
10-01-08	12-17-09	15	FLUOR CORP NEW COM	764 634		649 030		(115 604)
02-03-09	12-17-09	3	GOOGLE INC CL A	1,023 697		1 786 450	762 753	
01-22-09	12-17-09	27	HOME DEPOT INC	589 413		780 400	190 987	
10-24-08	12-17-09	16	HJ HEINZ CO	634 095		682 790		48 695
10-24-08	12-17-09	27	HEWLETT-PACKARD CO CMN	869 851		1 362 380		492 529
06-28-07	12-17-09	12	INTL BUSINESS MACHINES CORP	1,276 824		1 531 340		254 516
10-11-06	12-17-09	43	INTEL CORP	905 068		822 560		(82 508)
08-21-08	12-17-09	51	JP MORGAN CHASE & CO	1 848 332		2 061 110		212 778
10-18-06	12-17-09	11	COCA COLA CMN	483 758		630 680		146 922
10-03-08	12-17-09	48	LOWE'S COMPANIES INC	1 076 750		1 140 450		63 700
01-07-08	12-17-09	26	MCDONALDS CORP COM	1 504 544		1 614 340		109 796
01-21-09	12-17-09	11	MONSANTO CO NEW DEL COM	850 953		885 250	34 297	
03-05-09	12-17-09	42	MORGAN STANLEY	747 936		1 235 260	487 324	
07-25-03	12-17-09	23	MICROSOFT CORP	610 650		682 160		71 510

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REALIZED GAINS AND LOSSES

SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #00208132
SPAULF_RH_FDTN
From 10-01-09 Through 09-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
04-16-09	12-17-09	19	NORTHERN TR CORP COM	1 214 100		926 510	(287 590)	
09-09-08	12-17-09	39	ORACLE CORP	749 970		897 191		147 221
04-09-07	12-17-09	12	ORACLE CORP	223 668		276 059		52 391
08-14-08	12-17-09	27	OCCIDENTAL PETE CORP	2 069 145		2 113 200		44 055
10-07-04	12-17-09	8	PEPSICO INC	392 640		482 745		90 105
11-14-03	12-17-09	8	PEPSICO INC	379 228		482 745		103 517
10-16-06	12-17-09	9	SCHLUMBERGER LTD ADR	544 603		566 710		22 107
03-06-08	12-17-09	9	UNITED PARCEL SERVICE CL B	649 841		524 550		(125 291)
03-19-08	12-17-09	26	US BANCORP	862 501		572 400		(290 101)
10-21-08	12-17-09	13	UNITED TECHNOLOGIES CORP	666 259		906 420		240 161
03-19-08	12-17-09	28	VISA INC	1,651 137		2 402 590		751 453
08-14-08	12-17-09	40	WELLS FARGO & CO NEW	1 196 076		1 041 570		(154 506)
02-14-08	12-17-09	32	WAL-MART STORES INC	1 599 750		1 692 500		92 750
10-07-08	12-17-09	68	S&P CONSUMER STAPLES SPYDER ETF	1 754 747		1 810 110		55 363
01-09-04	12-17-09	18	EXXON MOBIL CORP	728 262		1 238 000		509 738
01-04-08	12-17-09	23	YUM BRANDS INC COM	841 328		792 990		(48 338)
08-06-08	01-06-10	164	AMAZON COM INC COM	12,968 626		21 728 050		8 759 424
08-08-08	01-08-10	25	AMAZON COM INC COM	1 976 925		3 299 436		1 322 511
09-26-08	01-08-10	31	AMAZON COM INC COM	2 139 180		4 091 300		1 952 120
04-16-09	01-08-10	45	AMAZON COM INC COM	3 457 350		5 938 984	2 481 634	
01-07-09	01-08-10	24	GOOGLE INC CL A	7,742 548		14 403 220		6,660 672
05-18-07	01-25-10	94	BURLINGTON NRTHN SANTA COM	8 843 416		9.329 680		486 264
05-18-07	01-28-10	44	BURLINGTON NRTHN SANTA COM	4.139 471		4 377 940		238 469
05-18-07	02-01-10	73	BURLINGTON NRTHN SANTA COM	6,867 759		7,271 902		404 143

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REALIZED GAINS AND LOSSES

SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #00208132
SPAULF_RH_FDTN
From 10-01-09 Through 09-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
04-16-09	02-01-10	29	BURLINGTON NRTHN SANTA COM	1,946 190		2 888 838	942 648	
03-19-08	02-03-10	54	VISA INC	3,184 337		4 484 770		1,300 433
11-14-03	02-04-10	52	PEPSICO INC	2 464 982		3 124 969		659 987
01-30-04	02-04-10	106	PEPSICO INC	4,984 250		6 370 128		1 385 878
12-24-03	02-04-10	24	PEPSICO INC	1 113 600		1 442 293		328 693
10-16-06	02-04-10	197	SCHLUMBERGER LTD ADR	11 920 745		12 505 753		585 008
04-16-09	02-04-10	28	SCHLUMBERGER LTD ADR	1 295 560		1 777 467	481 907	
10-07-08	02-04-10	198	S&P CONSUMER STAPLES SPYDER ETF	5 109 410		5 179 530		70 120
01-04-08	02-10-10	517	YUM BRANDS INC COM	18 911 601		17 088 808		(1 822 793)
02-05-10	02-10-10	29	YUM BRANDS INC COM	952 490		958 560	6 070	
04-16-09	02-10-10	72	YUM BRANDS INC COM	2 297 520		2 379 872	82 352	
07-18-06	03-16-10	5	APPLE INC	265 300		1 120 480		855 180
09-26-08	03-16-10	2	AMAZON COM INC COM	138 012		264 110		126 098
02-03-10	03-16-10	19	BANK OF AMERICA CORP	297 061		322 610	25 549	
03-09-09	03-16-10	7	BHP BILLITON LTD SPONSORED ADR	257 061		551 380		294 319
03-04-08	03-16-10	6	CONOCOPHILLIPS	482 044		312 470		(169 574)
10-07-04	03-16-10	7	COSTCO WHOLESALE CORP NEW	313 180		424 960		111 780
01-17-07	03-16-10	1	CISCO SYS INC	27 577		26 200		(1 377)
03-02-07	03-16-10	22	CISCO SYS INC	563 556		576 390		12 834
02-27-06	03-16-10	3	CHEVRON CORP	171 705		221 360		49 655
02-04-10	03-16-10	9	FORD MOTOR CO NEW	102 069		120 590	18 521	
10-01-08	03-16-10	6	FLUOR CORP NEW COM	305 853		274 670		(31 183)
02-03-09	03-16-10	1	GOOGLE INC CL A	341 232		566 370		225 138
02-10-10	03-16-10	10	GAP INC DEL AWARE	198 894		231 690	32 796	
01-22-09	03-16-10	11	HOME DEPOT INC	240 131		357 380		117 249
10-24-08	03-16-10	7	HJ HEINZ CO	277 416		330 460		53 044

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SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #00208132
SPAULF_RH_FDTN
From 10-01-09 Through 09-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
01-22-09	03-16-10	11	HEWLETT-PACKARD CO CMN	386 793		574 850		188 057
06-28-07	03-16-10	5	INTL BUSINESS MACHINES CORP	532 010		643 340		111 330
10-11-06	03-16-10	26	INTEL CORP	547 251		570 430		23 179
08-21-08	03-16-10	20	JP MORGAN CHASE & CO	724 836		859 580		134 744
10-18-06	03-16-10	5	COCA COLA CMN	219 890		268 640		48 750
10-03-08	03-16-10	19	LOWE'S COMPANIES INC	126 214		474 230		48 016
02-04-10	03-16-10	6	MACY'S INC COM	100 914		128 810	27 896	
01-07-08	03-16-10	10	MCDONALDS CORP COM	578 671		660 090		81 419
02-05-10	03-16-10	5	MONSANTO CO NEW DEL COM	379 382		360 140	(19 242)	
03-05-09	03-16-10	16	MORGAN STANLEY	284 928		483 990		199 062
07-25-03	03-16-10	9	MICROSOFT CORP	238 950		264 140		25 190
04-16-09	03-16-10	9	NORTHERN TR CORP COM	575 100		491 750	(83 350)	
04-09-07	03-16-10	20	ORACLE CORP	372 780		503 790		131 010
08-14-08	03-16-10	11	OCCIDENTAL PETE CORP	812 985		897 250		54 265
12-24-03	03-16-10	2	PEPSICO INC	92 800		131 950		39 150
03-06-08	03-16-10	3	UNITED PARCEL SERVICE CL B	216 614		187 760		(28 854)
03-19-08	03-16-10	10	US BANCORP	331 731		259 690		(72 041)
10-21-08	03-16-10	5	UNITED TECHNOLOGIES CORP	256 254		361 390		105 136
03-19-08	03-16-10	10	VISA INC	589 692		920 080		330 388
08-14-08	03-16-10	16	WELLS FARGO & CO NEW	478 430		483 350		4 920
02-14-08	03-16-10	13	WAL-MART STORES INC	649 899		726 950		77 051
04-16-09	03-16-10	10	EXXON MOBIL CORP	672 400		664 090	(8 310)	
07-18-06	04-09-10	48	APPLE INC	2 546 880		11 566 020		9 019 140
09-26-08	04-09-10	15	AMAZON COM INC COM	1 035 087		2 098 540		1 063 453
02-03-10	04-09-10	211	BANK OF AMERICA CORP	3 298 943		3 909 760	610 817	

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SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #00208132
SPAULF_RH_FDTN
From 10-01-09 Through 09-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
03-09-09	04-09-10	63	BHP BILLITON LTD SPONSORED ADR	2 313 549		5 157 090		2 843 541
03-04-08	04-09-10	24	CONOCOPHILLIPS	1 928 174		1 317 849		(610 325)
09-09-08	04-09-10	29	CONOCOPHILLIPS	2,063 640		1 592 401		(471 239)
10-07-04	04-09-10	65	COSTCO WHOLESALE CORP NEW	2,908 100		3 964 350		1 056 250
12-24-03	04-09-10	5	COSTCO WHOLESALE CORP NEW	180 900		304 950		124 050
03-02-07	04-09-10	210	CISCO SYS INC	5 379 402		5 575 400		195 998
02-27-06	04-09-10	37	CHEVRON CORP	2 117 699		2 937 010		819 311
02-04-10	04-09-10	171	FORD MOTOR CO NEW	1 939 311		2 159 690	220 379	
02-10-10	04-09-10	97	GAP INC DELAWARE	1,929 272		2 400 460	471 188	
01-22-09	04-09-10	102	HOME DEPOT INC	2.226 670		3 378 950		1 152 280
10-03-08	04-09 10	11	LOWE'S COMPANIES INC	246 755		280 605		33 850
10-09-08	04-09-10	170	LOWE'S COMPANIES INC	3,194 843		4 336 625		1 141 782
10-01-08	04-09-10	55	FLUOR CORP NEW COM	2,803 656		2 792 040		(11 616)
02-03-09	04-09-10	2	GOOGLE INC CL A	682 464		1 131 072		448 607
01-07-09	04-09-10	3	GOOGLE INC CL A	967 819		1 696 608		728 789
10-24-08	04-09-10	33	HJ HEINZ CO	1,307 820		1 509 266		201 446
01-27-09	04-09-10	29	HJ HEINZ CO	1 066 435		1 326 324		259 889
01-22-09	04-09-10	98	HEWLETT-PACKARD CO CMN	3 445 974		5 247 870		1 801 896
06-28-07	04-09-10	44	INTL BUSINESS MACHINES CORP	4,681 688		5 620 070		938 382
10-11-06	04-09-10	259	INTEL CORP	5 451 457		5 817 040		365 583
08-21-08	04-09-10	194	JP MORGAN CHASE & CO	7 030 908		8 854 010		1,823 102
10-18-06	04-09-10	43	COCA COLA CMN	1 891 054		2 338 870		447 816
02-04-10	04-09-10	116	MACY'S INC COM	1,951 003		2 673 750	722 747	
01-07-08	04-09-10	96	MCDONALDS CORP COM	5 555 241		6 566 240		1 010 999
02-05-10	04-09-10	9	MONSANTO CO NEW DEL COM	682 888		618 940	(63 948)	

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ACCOUNT #00208132
SPAULF_RH_FDTN
From 10-01-09 Through 09-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
01-21-09	04-09-10	34	MONSANTO CO NEW DEL COM	2,630 219		2 338 220		(291 999)
03-05-09	04-09-10	155	MORGAN STANLEY	2,760 241		4,774 030		2 013 789
07-25-03	04-09-10	67	MICROSOFT CORP	1 778 850		2 025 379		246 529
09-12-02	04-09-10	19	MICROSOFT CORP	449 350		574 361		125 011
04-16-09	04-09-10	29	NORTHERN TR CORP COM	1 853 100		1 675 160	(177 940)	
07-25-08	04-09-10	29	NORTHERN TR CORP COM	2 219 439		1 675 160		(544 279)
08-13-08	04-09-10	34	NORTHERN TR CORP COM	2 588 688		1 963 980		(624 708)
04-09-07	04-09-10	193	ORACLE CORP	3 597 327		5 002 680		1 405 353
08-14-08	04-09-10	51	OCCIDENTAL PETE CORP	3 908 384		4,387 360		478 976
08-06-08	04-09-10	48	OCCIDENTAL PETE CORP	3,617 174		4 129 280		512 106
12-24-03	04-09-10	20	PEPSICO INC	928 000		1 322 462		394 462
07-10-03	04-09-10	12	PEPSICO INC	555 562		793 478		237 916
03-06-08	04-09-10	34	UNITED PARCEL SERVICE CL B	2 454 953		2 181 790		(273 163)
03-19-08	04-09-10	98	US BANCORP	3 250 964		2 640 160		(610 804)
10-21-08	04-09-10	50	UNITED TECHNOLOGIES CORP	2 562 535		3 680 140		1 117 605
02-19-08	04-09-10	53	VISA INC	3 125 367		4 881 710		1,756 343
04-08-09	04-09-10	40	VISA INC	2,296 531		3,684 310		1 387 779
08-14-08	04-09-10	151	WELLS FARGO & CO NEW	4 515 187		4 848 520		333 333
02-14-08	04-09-10	122	WAL-MART STORES INC	6 099 049		6 710 270		611 221
10-07-08	04-09-10	265	S&P CONSUMER STAPLES SPYDER ETF	6 838 352		7 409 270		570 918
01-09-04	04-09-10	61	EXXON MOBIL CORP	2,467 999		4,196 624		1,728 625
12-24-03	04-09-10	36	EXXON MOBIL CORP	1 438 560		2 476 696		1 038 136
07-18-06	04-16-10	6	APPLE INC	318 360		1 485 690		1,167 330
09-26-08	04-16-10	2	AMAZON COM INC COM	138 012		287 210		149 198
02-03-10	04-16-10	24	BANK OF AMERICA CORP	375 235		447 590	72 355	

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REALIZED GAINS AND LOSSES

SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #00208132
SPAULF_RH_FDTN
From 10-01-09 Through 09-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
03-09-09	04-16-10	7	BHP BILLITON LTD SPONSORED ADR	257 061		554 950		297 889
09-09-08	04-16-10	5	CONOCOPHILLIPS	355 800		280 540		(75 260)
12-24-03	04-16-10	8	COSTCO WHOLESALE CORP NEW	289 440		474 310		184 870
03-02-07	04-16-10	24	CISCO SYS INC	614 789		646 780		31 991
02-27-06	04-16-10	4	CHEVRON CORP	228 940		323 870		94 930
02-04-10	04-16-10	19	FORD MOTOR CO NEW	215 479		257 250	41 771	
10-01-08	04-16-10	7	FLUOR CORP NEW COM	356 829		351 600		(5 229)
02-10-10	04-16-10	10	GAP INC DELAWARE	198 894		249 590	50 696	
01-22-09	04-16-10	12	HOME DEPOT INC	261 961		419 750		157 789
01-27-09	04-16-10	7	HJ HEINZ CO	257 415		322 690		65 275
01-22-09	04-16-10	11	HEWLETT-PACKARD CO CMN	386 793		592 330		205 537
06-28-07	04-16-10	5	INTL BUSINESS MACHINES CORP	532 010		655 080		123 070
10-11-06	04-16-10	30	INTEL CORP	631 443		718 780		87 337
08-21-08	04-16-10	22	JP MORGAN CHASE & CO	797 319		1 011 980		214 661
10-18-06	04-16-10	5	COCA COLA CMN	219 890		274 690		54 800
10-09-08	04-16-10	20	LOWE'S COMPANIES INC	375 864		526 990		151 126
02-04-10	04-16-10	13	MACY'S INC COM	218 647		300 550	81 903	
01-07-08	04-16-10	11	MCDONALDS CORP COM	636 538		756 340		119 802
01-21-09	04-16-10	5	MONSANTO CO NEW DEL COM	386 797		320 390		(66 407)
03-05-09	04-16-10	17	MORGAN STANLEY	302 736		501 320		198 584
09-12-02	04-16-10	9	MICROSOFT CORP	212 850		275 840		62 990
07-25-08	04-16-10	10	NORTHERN TR CORP COM	765 324		574 490		(190 834)
04-09-07	04-16-10	22	ORACLE CORP	410 058		572 430		162 372
08-08-08	04-16-10	11	OCCIDENTAL PETE CORP	828 936		937 290		108 354
07-10-03	04-16-10	3	PEPSICO INC	138 890		198 470		59 580

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REALIZED GAINS AND LOSSES

SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #00208132
SPAULF_RH_FDTN
From 10-01-09 Through 09-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
03-06-08	04-16-10	3	UNITED PARCEL SERVICE CL B	216 614		205 490		(11 124)
03-19-08	04-16-10	11	US BANCORP	364 904		302 270		(62 634)
10-21-08	04-16-10	6	UNITED TECHNOLOGIES CORP	307 504		442 310		134 806
04-08-09	04-16-10	11	VISA INC	631 546		1 029 910		398 364
08-14-08	04-16-10	17	WELLS FARGO & CO NEW	508 332		557 080		48 748
02-14-08	04-16-10	14	WAL-MART STORES INC	699 891		762 420		62 529
10-07-08	04-16-10	85	S&P CONSUMER STAPLES SPYDER ETF	2 193 434		2 372 300		178 866
12-24-03	04-16-10	11	EXXON MOBIL CORP	439 560		750 400		310 840
04-16-09	05-10-10	19	APPLE INC	2,325 220		4 801 129		2,475 909
07-18-06	05-10-10	11	APPLE INC	583 660		2 779 601		2 195 941
04-16-09	05-10-10	9	AMAZON COM INC COM	691 470		1 175 270		483 800
02-03-10	05-10-10	132	BANK OF AMERICA CORP	2 063 794		2 245 150	181 356	
03-09-09	05-10-10	40	BHP BILLITON LTD SPONSORED ADR	1,468 920		2 783 340		1 314 420
09-09-08	05-10-10	33	CONOCOPHILLIPS	2 348 280		1 851 560		(496 720)
02-05-10	05-10-10	23	COSTCO WHOLESALE CORP NEW	1 339 240		1 313 540	(25 700)	
04-16-09	05-10-10	21	COSTCO WHOLESALE CORP NEW	971 880		1 199 320		227 440
03-02-07	05-10-10	131	CISCO SYS INC	3,355 722		3,398 910		43 188
04-16-09	05-10-10	22	CHEVRON CORP	1,446 720		1 738 090		291 370
02-04-10	05-10-10	106	FORD MOTOR CO NEW	1 202 146		1 277 210	75 064	
10-01-08	05-10-10	34	FLUOR CORP NEW COM	1,733 169		1 641 420		(91 749)
02-05-10	05-10-10	1	GOOGLE INC CL A	526 810		520 375	(6 435)	
01-07-09	05-10-10	3	GOOGLE INC CL A	967 819		1 561 125		593 306
02-10-10	05-10-10	60	GAP INC DELAWARE	1,193 364		1 407 250	213 886	
01-22-09	05-10-10	63	HOME DEPOT INC	1,375 296		2 202 430		827 134
01-27-09	05-10-10	38	HJ HEINZ CO	1,397 397		1 757 010		359 613

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REALIZED GAINS AND LOSSES

SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #00208132
SPAULF_RH_FDTN
From 10-01-09 Through 09-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss: Short Term	Gain Or Loss: Long Term
01-22-09	05-10-10	62	HEWLETT-PACKARD CO CMN	2,180 106		3 028 880		848 774
06-28-07	05-10-10	27	INTL BUSINESS MACHINES CORP	2 872 854		3 387 860		515 006
10-11-06	05-10-10	161	INTEL CORP	3 388 744		3 605 800		217 056
08-21-08	05-10-10	110	JP MORGAN CHASE & CO	3 986 597		4 565 669		579 072
04-16-09	05-10-10	10	JP MORGAN CHASE & CO	335 200		415 061		79 861
04-16-09	05-10-10	25	COCA COLA CMN	1 117 250		1 344 327		227 077
10-18-06	05-10-10	1	COCA COLA CMN	43 978		53 773		9 795
04-16-09	05-10-10	113	LOWE'S COMPANIES INC	2,272 430		2 985 460		713 030
02-04-10	05-10-10	72	MACY'S INC COM	1 210 968		1 705 770	494 802	
01-07-08	05-10-10	60	MCDONALDS CORP COM	3,472 025		4 219 140		747 115
01-21-09	05-10-10	27	MONSANTO CO NEW DEL COM	2 088 704		1 587 730		(500 974)
03-05-09	05-10-10	97	MORGAN STANLEY	1,727 376		2 762 940		1 035 564
09-12-02	05-10-10	47	MICROSOFT CORP	1 111 550		1 353 539		241 989
07-18-06	05-10-10	7	MICROSOFT CORP	158 830		201 591		42 761
07-25-08	05-10-10	53	NORTHERN TR CORP COM	4 056 217		2 887 012		(1 169 205)
08-13-08	05-10-10	4	NORTHERN TR CORP COM	304 551		217 888		(86 663)
04-16-09	05-10-10	119	ORACLE CORP	2 264 570		2 878 760		614 190
08-08-08	05-10-10	62	OCCIDENTAL PETE CORP	4 672 183		5 177 950		505 767
04-16-09	05-10-10	20	PEPSICO INC	1 034 400		1 320 120		285 720
03-06-08	05-10-10	21	UNITED PARCEL SERVICE CL B	1,516 295		1,409 420		(106 875)
03-19-08	05-10-10	60	US BANCORP	1,990 386		1 569 420		(420 966)
10-21-08	05-10-10	31	UNITED TECHNOLOGIES CORP	1 588 772		2 244 600		655 828
04-16-09	05-10-10	58	VISA INC	3,368 496		5 010 700		1,642 204
08-14-08	05-10-10	76	WELLS FARGO & CO NEW	2,272 544		2 463 556		191 012

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REALIZED GAINS AND LOSSES

SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #00208132
SPAULF_RH_FDTN
From 10-01-09 Through 09-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
08-18-08	05-10-10	18	WELLS FARGO & CO NEW	521 867		583 474		61 607
02-05-10	05-10-10	40	WAL-MART STORES INC	2 124 400		2 084 560	(39 840)	
04-16-09	05-10-10	35	WAL-MART STORES INC	1 766 100		1 823 990		57 890
10-07-08	05-10-10	286	S&P CONSUMER STAPLES SPYDER ETF	7 380 259		7 807 660		427 401
01-21-10	05-10-10	60	EXXON MOBIL CORP	4 022 245		3 878 300	(143 945)	
07-15-09	05-12-10	5,000 000	GOLDMAN SACHS TR FINL SQ GV INS	5 000 000		5 000 000	0 000	
06-05-09	07-13-10	15	APPLE INC	2 164 244		3 794 840		1 630 596
04-16-09	07-13-10	5	AMAZON COM INC COM	384 150		617 930		233 780
02-03-10	07-13-10	69	BANK OF AMERICA CORP	1 078 801		1 080 130	1 329	
02-05-10	07-13-10	20	BHP BILLITON LTD SPONSORED ADR	1 360 429		1 351 640	(8 789)	
09-09-08	07-13-10	17	CONOCOPHILLIPS	1 209 720		908 800		(300 920)
04-16-09	07-13-10	23	COSTCO WHOLESALE CORP NEW	1 064 440		1 301 310		236 870
02-04-10	07-13-10	69	CISCO SYS INC	1 624 156		1 596 630	(27 526)	
04-16-09	07-13-10	7	CHEVRON CORP	460 320		513 618		53 328
02-27-06	07-13-10	5	CHEVRON CORP	286 175		366 892		80 717
02-04-10	07-13-10	56	FORD MOTOR CO NEW	635 096		655 740	20 644	
10-01-08	07-13-10	19	FLUOR CORP NEW COM	968 536		870 940		(97 596)
01-07-09	07-13-10	1	GOOGLE INC CL A	322 606		491 990		169 384
02-10-10	07-13-10	32	GAP INC DELAWARE	636 461		605 100	(31 361)	
01-22-09	07-13-10	34	HOME DEPOT INC	742 223		975 970		233 747
01-27-09	07-13-10	20	HJ HEINZ CO	735 472		903 510		168 038
02-05-10	07-13-10	32	HEWLETT-PACKARD CO CMN	1,502 865		1 500 160	(2 705)	
06-28-07	07-13-10	15	INTL BUSINESS MACHINES CORP	1 596 030		1 962 110		366 080
10-11-06	07-13-10	85	INTEL CORP	1,789 088		1 787 820		(1 268)
06-03-09	07-13-10	63	JP MORGAN CHASE & CO	2,174 363		2 554 600		380 237
10-18-06	07-13-10	14	COCA COLA CMN	615 692		737 640		121 948
02-05-10	07-13-10	59	LOWE'S COMPANIES INC	1 261 420		1 248 410	(13 010)	

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ACCOUNT #00208132
SPAULF_RH_FDTN

From 10-01-09 Through 09-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
02-04-10	07-13-10	38	MACY'S INC COM	639 122		701 690	62 568	
01-07-08	07-13-10	31	MC DONALDS CORP COM	1 793 880		2 200 040		406 160
01-21-09	07-13-10	14	MONSANTO CO NEW DEL COM	1 083 031		732 740		(350 291)
02-05-10	07-13-10	50	MORGAN STANLEY	1 336 500		1 280 470	(56 030)	
02-05-10	07-13-10	28	MICROSOFT CORP	777 380		704 180	(73 200)	
08-13-08	07-13-10	30	NORTHERN TR CORP COM	2 284 136		1 196 070		(788 066)
07-08-09	07-13-10	63	ORACLE CORP	1,296 837		1 497 170		200 333
08-08-08	07-13-10	33	OCCIDENTAL PETE CORP	2 486 807		2 722 800		235 993
04-16-09	07-13-10	10	PEPSICO INC	517 200		635 980		118 780
03-06-08	07-13-10	11	UNITED PARCEL SERVICE CL B	794 250		675 820		(118 430)
03-19-08	07-13-10	32	US BANCORP	1 061 539		780 780		(280 759)
10-21-08	07-13-10	16	UNITED TECHNOLOGIES CORP	820 011		1 086 450		266 439
02-05-10	07-13-10	2	VISA INC	163 180		153 207	(9 973)	
04-16-09	07-13-10	28	VISA INC	1 626 171		2 144 903		518 732
08-18-08	07-13-10	49	WELLS FARGO & CO NEW	1 420 638		1 366 840		(53 798)
04-16-09	07-13-10	40	WAL-MART STORES INC	2 018 400		2 017 100		(1 300)
10-07-08	07-13-10	39	S&P CONSUMER STAPLES SPYDER ETF	1,006 399		1,044 790		38 391
01-21-10	07-13-10	32	EXXON MOBIL CORP	2,145 197		1 903 320	(241 877)	
02-10-10	07-22-10	457	GAP INC DELAWARE	9.089 456		8 338 960	(750 496)	
02-04-10	07-22-10	551	MACY'S INC COM	9,267 266		10,502 820	1,235 554	
02-05-10	07-23-10	32	US BANCORP	758 400		757 472	(0 928)	
03-19-08	07-23-10	364	US BANCORP	12 075 011		8 616 241		(3,458 770)
04-16-09	07-23-10	68	US BANCORP	1,238 280		1,609 627		371 347
06-05-09	07-28-10	24	APPLE INC	3 462 790		6 284 527		2 821 737
06-03-09	07-28-10	59	APPLE INC	8 257 664		15,449 463		7 191 799
06-03-09	09-21-10	2	APPLE INC	279 921		572 130		292 209
04-16-09	09-21-10	2	AMAZON COM INC COM	153 660		306 010		152 350

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REALIZED GAINS AND LOSSES

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ACCOUNT #00208132
SPAULF_RH_FDTN
From 10-01-09 Through 09-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
02-03-10	09-21-10	18	BANK OF AMERICA CORP	281 426		249 830	(31 596)	
07-08-09	09-21-10	6	BHP BILLITON LTD SPONSORED ADR	299 226		441 470		142 244
08-03-10	09-21-10	3	CHUBB CORP	159 127		172 910	13 783	
09-09-08	09-21-10	5	CONOCOPHILLIPS	355 800		283 690		(72 110)
04-16-09	09-21-10	6	COSTCO WHOLESALE CORP NEW	277 680		367 130		89 450
02-04-10	09-21-10	18	CISCO SYS INC	423 693		391 670	(32 023)	
02-27-06	09-21-10	3	CHEVRON CORP	171 705		239 570		67 865
07-28-10	09-21-10	27	FORD MOTOR CO NEW	351 229		341 540	(9 689)	
10-01-08	09-21-10	4	FLUOR CORP NEW COM	203 902		201 910		(1 992)
07-28-10	09-21-10	22	GENERAL ELECTRIC CO	353 003		364 750	11 747	
01-07-09	09-21-10	1	GOOGLE INC CL A	322 606		516 120		193 514
01-22-09	09-21-10	9	HOME DEPOT INC	196 471		279 080		82 609
01-27-09	09-21-10	6	HJ HEINZ CO	220 642		283 730		63 088
02-05-10	09-21-10	1	HEWLETT-PACKARD CO CMN	46 965		40 229	(6 736)	
01-22-09	09-21-10	7	HEWLETT-PACKARD CO CMN	246 141		281 601		35 460
06-28-07	09-21-10	3	INTL BUSINESS MACHINES CORP	319 206		396 770		77 564
02-10-10	09-21-10	22	INTEL CORP	436 862		421 070	(15 792)	
06-03-09	09-21-10	17	JP MORGAN CHASE & CO	586 733		698 000		111 267
10-18-06	09-21-10	4	COCA COLA CMN	175 912		232 070		56 158
04-16-09	09-21-10	15	LOWE'S COMPANIES INC	301 650		326 840		25 190
01-07-08	09-21-10	8	MCDONALDS CORP COM	462 937		604 140		141 203
01-21-09	09-21-10	3	MONSANTO CO NEW DEL COM	232 078		162 380		(69 698)
02-05-10	09-21-10	1	MORGAN STANLEY	26 730		26 369	(0 361)	
03-05-09	09-21-10	13	MORGAN STANLEY	231 504		342 801		111 297
07-18-06	09-21-10	7	MICROSOFT CORP	158 830		176 740		17 910

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REALIZED GAINS AND LOSSES

SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #00208132
SPAULF_RH_FDTN
From 10-01-09 Through 09-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
02-05-10	09-21-10	8	NORTHERN TR CORP COM	397 839		390 310	(7 529)	
07-08-09	09-21-10	17	ORACLE CORP	349 940		455 420		105 480
08-08-08	09-21-10	8	OCCIDENTAL PETE CORP	602 862		614 620		11 758
04-16-09	09-21-10	3	PEPSICO INC	155 160		199 040		43 880
03-06-08	09-21-10	3	UNITED PARCEL SERVICE CL B	216 614		201 530		(15 084)
10-21-08	09-21-10	5	UNITED TECHNOLOGIES CORP	256 254		354 340		98 086
04-16-09	09-21-10	8	VISA INC	464 620		560 390		95 770
02-05-10	09-21-10	13	WELLS FARGO & CO NEW	350 517		348 130	(2 387)	
04-16-09	09-21-10	10	WAL-MART STORES INC	504 600		536 490		31 890
10-07-08	09-21-10	31	S&P CONSUMER STAPLES SPYDER ETF	799 958		861 160		61 202
01-21-10	09-21-10	8	EXXON MOBIL CORP	536 299		493 030	(43 269)	
09-30-09	09-22-10	1 450	GOLDMAN SACHS TR FINL SQ GV INS	1 450		1 450	0 000	
10-30-09	09-22-10	0 910	GOLDMAN SACHS TR FINL SQ GV INS	0 910		0 910	0 000	
11-30-09	09-22-10	0 670	GOLDMAN SACHS TR FINL SQ GV INS	0 670		0 670	0 000	
12-31-09	09-22-10	0 780	GOLDMAN SACHS TR FINL SQ GV INS	0 780		0 780	0 000	
01-29-10	09-22-10	0 350	GOLDMAN SACHS TR FINL SQ GV INS	0 350		0 350	0 000	
02-26-10	09-22-10	0 130	GOLDMAN SACHS TR FINL SQ GV INS	0 130		0 130	0 000	
03-31-10	09-22-10	0 250	GOLDMAN SACHS TR FINL SQ GV INS	0 250		0 250	0 000	
04-30-10	09-22-10	0.380	GOLDMAN SACHS TR FINL SQ GV INS	0 380		0 380	0 000	

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REALIZED GAINS AND LOSSES

SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #00208132
SPAULF_RH_FDTN
From 10-01-09 Through 09-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term	
05-28-10	09-22-10	0 340	GOLDMAN SACHS TR FINL SQ GV INS	0 340		0 340	0 000		
06-30-10	09-22-10	0 290	GOLDMAN SACHS TR FINL SQ GV INS	0 290		0 290	0 000		
07-20-10	09-22-10	14 994 450	GOLDMAN SACHS TR FINL SQ GV INS	14 994 450		14 994 450	0 000		
TOTAL GAINS							10 540 156	128 555 545	
TOTAL LOSSES							(2 221 576)	(15 846 590)	
				528 103 745	0.000	649,131 280	8,318,580	112,708,955	08-500
TOTAL REALIZED GAIN/LOSS			121 027 535				08-500		