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

2010

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

For calendar year 2010, or tax year beginning

, and ending

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

Name of foundation

GENERAL WILLIAM W. SPRUANCE FOUNDATION
C/O WILMINGTON TRUST COMPANY

A Employer identification number

51-0351914

Number and street (or P O box number if mail is not delivered to street address)
1100 NORTH MARKET STREET

Room/suite

B Telephone number

302-651-1942

City or town, state, and ZIP code

WILMINGTON, DE 19890-0900

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 ► H Check type of organization. Section 501(c)(3) exempt private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ► Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► I Fair market value of all assets at end of year J Accounting method: Cash Accrual

(from Part II, col (c), line 16)

(from Part I, column (d) must be on cash basis)

► \$ 2871969.

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)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5a Gross rents	67119.	67119.		STATEMENT 1
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	8839.			
b Gross sales price for all assets on line 6a	124845.			
7 Capital gain net income (from Part IV, line 2)		8839.		
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	<10230.>	<10230.>		STATEMENT 2
12 Total. Add lines 1 through 11	65728.	65728.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees	6000.	2250.		2250.
b Accounting fees	85.	0.		25.
c Other professional fees	800.	0.		0.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	5.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	6890.	2250.		2275.
25 Contributions, gifts, grants paid	111129.			111129.
26 Total expenses and disbursements Add lines 24 and 25	118019.	2250.		113404.
27 Subtract line 26 from line 12:	<52291.>			
a Excess of revenue over expenses and disbursements		63478.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			N/A	

15/20

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year
			(a) Book Value	(b) Book Value
	1	Cash - non-interest-bearing	35395.	4181.
	2	Savings and temporary cash investments	462459.	575994.
	3	Accounts receivable ►		
		Less: allowance for doubtful accounts ►		
	4	Pledges receivable ►		
		Less: allowance for doubtful accounts ►		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons		
	7	Other notes and loans receivable ►		
		Less: allowance for doubtful accounts ►		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments - U.S. and state government obligations		
	b	Investments - corporate stock	STMT 8	1542041.
	c	Investments - corporate bonds	STMT 9	50000.
	11	Investments - land, buildings, and equipment basis ►		
		Less accumulated depreciation ►		
	12	Investments - mortgage loans		
	13	Investments - other	STMT 10	44454.
	14	Land, buildings, and equipment: basis ►		
		Less accumulated depreciation ►		
	15	Other assets (describe ►)		
	16	Total assets (to be completed by all filers)		2134349.
	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.
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>		
		and complete lines 24 through 26 and lines 30 and 31		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>		
		and complete lines 27 through 31		
	27	Capital stock, trust principal, or current funds		2134349.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.
	29	Retained earnings, accumulated income, endowment, or other funds		0.
	30	Total net assets or fund balances		2134349.
	31	Total liabilities and net assets/fund balances		2056358.

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	2134349.
2	Enter amount from Part I, line 27a	2	<52291.>
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	2082058.
5	Decreases not included in line 2 (itemize) ►	5	25700.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2056358.

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 50000 SH MORGAN STANLEY NOTE			P	01/10/05	02/04/10
b 1000 COLGATE PALMOLIVE CO			P	06/27/07	10/19/10
c WILLIAMS PARTNERS LP					
d ENERGY TRANSFER PARTNERS					
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 50000.		50000.			0.
b 74845.		65735.		9110.	
c				<274. >	
d					3.
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					0.
b					9110.
c					<274. >
d					3.
e					
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		8839.
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))
2009	125463.	2284222.	.054926
2008	8464.	2823556.	.002998
2007	114805.	3047530.	.037671
2006	95119.	2350299.	.040471
2005	146254.	2288157.	.063918

2 Total of line 1, column (d)

2 .199984

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 .039997

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4 2602228.

5 Multiply line 4 by line 3

5 104081.

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

6 635.

7 Add lines 5 and 6

7 104716.

8 Enter qualifying distributions from Part XII, line 4

8 113404.

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

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ► 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 ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2010 estimated tax payments and 2009 overpayment credited to 2010

6a 800.

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

7 800.

8 Enter any penalty for underpayment of estimated tax. Check here 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

165.

11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ►

165. | Refunded ►

11

0.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	Yes	No
1a	X	
1b	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?
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?

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?

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

DE

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

N/A

3	X
4a	X
4b	

5	X
6	X
7	X

8b	X
9	X

10	X
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023531
12-07-10

09160505 758259 072775-000

2010.03030 GENERAL WILLIAM W. SPRUANCE 072775-1

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 **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? Website address ► **N/A** 13 **X**

14 The books are in care of ► **WILMINGTON TRUST COMPANY** Telephone no. ► **302-651-1829**
Located at ► **1100 NORTH MARKET STREET, WILMINGTON, DE** ZIP+4 ► **19890-0900**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► **15** | **N/A** ►

16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► 16 **Yes** **No**
X

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"/> X 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"/> X No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X 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"/> X 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"/> X 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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A ► <input type="checkbox"/>		
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 2010? 1c <input type="checkbox"/> 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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X 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.) 2b <input type="checkbox"/> N/A		
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"/> X No		
b If "Yes," did it have excess business holdings in 2010 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 2010) 3b <input type="checkbox"/> N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a <input type="checkbox"/> 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 2010? 4b <input type="checkbox"/> X		

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12-07-10

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes No
 Yes No
 Yes No
 Yes No
 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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

N/A

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

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

►

0

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

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

Total number of others receiving over \$50,000 for professional services ► 0

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

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**

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

Amount

1	N/A	
2		
3		

All other program-related investments See instructions.

3		
Total. Add lines 1 through 3		0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	2131462.
b Average of monthly cash balances	1b	510394.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	2641856.
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	2641856.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	39628.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2602228.
6 Minimum investment return. Enter 5% of line 5	6	130111.

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	130111.
2a Tax on investment income for 2010 from Part VI, line 5	2a	635.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	635.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	129476.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	129476.
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	129476.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes*	1a	113404.
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the:	3b	
a Suitability test (prior IRS approval required)	4	113404.
b Cash distribution test (attach the required schedule)	5	635.
4 Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	112769.
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		
6 Adjusted qualifying distributions Subtract line 5 from line 4		

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				129476.
2 Undistributed income, if any, as of the end of 2010			110909.	
a Enter amount for 2009 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010.				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 113404.			110909.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount			2495.	
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2010 (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	0.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				126981.
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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

**GENERAL WILLIAM W. SPRUANCE FOUNDATION
C/O WILMINGTON TRUST COMPANY**

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ►

4942(j)(3) or 4942(j)(5)

Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	
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	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
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 12				
Total			► 3a	111129.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

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Form 990-PF (2010)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

12 Subtotal. Add columns (b), (d), and (e)

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

(See worksheet in line 13 instructions to verify calculations.)

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

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?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

- b Other transactions:**
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitation

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule.

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

**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 Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	MARYANN KELLY	MARYANN KELLY	05/05/11		
	Firm's name ► WILMINGTON TRUST COMPANY 1100 NORTH MARKET STREET			Firm's EIN ►	
Firm's address ► WILMINGTON, DE 19890-0900			Phone no. 302-651-1942		

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS WT 072775-000	66999.	0.	66999.
ENERGY TRANSFER PARTNERS LP	62.	0.	62.
INTEREST WT 072775-000	45.	0.	45.
WILLIAMS PARTNERS LP	13.	0.	13.
TOTAL TO FM 990-PF, PART I, LN 4	67119.	0.	67119.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ENERGY TRANSFER PARTNERS LP	<5969.>	<5969.>	
WILLIAMS PARTNERS LP	<4261.>	<4261.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<10230.>	<10230.>	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WILMINGTON TRUST TAX SERVICE FEE	1500.	0.		0.
WILMINGTON TRUST FEES	4500.	2250.		2250.
TO FORM 990-PF, PG 1, LN 16B	6000.	2250.		2250.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	60.	0.		0.
DE CORPORATION FILING FEE	25.	0.		25.
TO FORM 990-PF, PG 1, LN 16C	85.	0.		25.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PRIOR YEAR REFUND OVERPAYMENT APPLIED TO CURRENT YEAR ESTIMATED TAXES	<187.>	0.		0.
	987.	0.		0.
TO FORM 990-PF, PG 1, LN 18	800.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WILLIAMS PARTNERS LP FROM K-1	2.	0.		0.
ENERGY TRANSFER PARTNERS LP FROM K-1	3.	0.		0.
TO FORM 990-PF, PG 1, LN 23	5.	0.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
ADJUSTMENTS OF CARRYING VALUE	19044.
PARTNERSHIP TIMING DIFFERENCE	6656.
TOTAL TO FORM 990-PF, PART III, LINE 5	25700.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK	1406729.	2195684.
PREFERRED STOCK	25000.	26610.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1431729.	2222294.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS AND NOTES	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
		COST	
MUTUAL FUNDS	COST	44454.	69500.
TOTAL TO FORM 990-PF, PART II, LINE 13		44454.	69500.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
W. HALSEY SPRUANCE 8999 MOCKINGBIRD DRIVE SANIBEL, FL 33957	VICE PRESIDENT & DIRECTOR 0.00	0.	0.	0.
W. DONALD SPARKS II ONE RODNEY SQUARE 920 N KING STREET WILMINGTON, DE 19801	SECRETARY & DIRECTOR 0.00	0.	0.	0.
WILLIAM E. SPRUANCE 1350 RIVER REACH DRIVE #210 FT LAUDERDALE, FL 33315	DIRECTOR 0.00	0.	0.	0.
RICHMOND DEP TALBOT JR. C/O DEAN WITTER, 3 PICKWICK PLAZA GREENWICH, CT 06830	DIRECTOR 0.00	0.	0.	0.
NICOLE SPRUANCE FURNO 1 HERMANN MUSEUM DR #3103 HOUSTON, TX 77004	DIRECTOR 0.00	0.	0.	0.
ELIZABETH J. SPRUANCE 2430 ELLIS STREET # 701 DALLAS, TX 75204	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AIR FORCE ASSOCIATION 1500 LEE HIGHWAY ARLINGTON, VA 22209-1198	NONE GENERAL PURPOSE	CHARITY	40100.
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD BETHESDA, MD 20814	NONE GENERAL PURPOSE	CHARITY	5000.
DELAWARE MILITARY HERITAGE & EDUCATION FOUNDATION FIRST REGIMENT ROAD WILMINGTON, DE 19808	NONE GENERAL PURPOSE	CHARITY	10000.
FAMILY LEGACY MISSIONS 5005 W ROYAL LANE SUITE 252 IRVING, TX 75063	NONE GENERAL PURPOSE	CHARITY	2000.
NATION GUARD EDUCATION FOUNDATION ONE MASS AVE NW WASHINGTON, DC 20001	NONE GENERAL PURPOSE	CHARITY	5140.
NATIONAL CENTER FOR PUBLIC POLICY RESEARCH 501 CAPITOL COURT NE #200 WASHINGTON, DC 20002	NONE GENERAL PURPOSE	CHARITY	5000.
S M WRIGHT FOUNDATION 100 N CENTRAL EXPRESSWAY #100 DALLAS, TX 75201	NONE GENERAL PURPOSE	CHARITY	3000.
TATNALL SCHOOL 1501 BARLEY MILL ROAD WILMINGTON, DE 19807	NONE GENERAL PURPOSE	CHARITY	5000.

GENERAL WILLIAM W. SPRUANCE FOUNDATION C

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UNITED STATES JUSTICE FOUNDATION 932 D STREET SUITE 2 92065	NONE GENERAL PURPOSE	CHARITY	5000.
MILITARY OFFICERS ASSOCIATION OF AMERICA 201 N WASHINGTON ST VA 22314	NONE GENERAL PURPOSE	CHARITY	5000.
AMERICA'S SURVIVAL INC P.O. BOX 146 OWINGS, MD 20736	NONE GENERAL PURPOSE	CHARITY	500.
DAEDALIAN FOUNDATION P.O. BOX 249 RANDOLPH AFB, TX 78148-0249	NONE GENERAL PURPOSE	CHARITY	5000.
FIRST BAPTIST CHURCH FORT LAUDERDALE SAMARITANO HOSPITAL PR - 301 E BROWARD BLVD FORT LAUDERDALE, FL 33301	NONE GENERAL PURPOSE	CHARITY	5000.
AMERICAN CIVIL RIGHTS UNION 3213 DUKE ST., #625 ALEXANDRIA, VA 22314	NONE GENERAL PURPOSE	CHARITY	5000.
SOUTHEASTERN LEGAL FOUNDATION 2255 SEWELL MILL ROAD, SUITE 320 MARIETTA, GA 30062-7218	NONE GENERAL PURPOSE	CHARITY	5000.
NATIONAL LEGAL & POLICY CENTER 107 PARK WASHINGTON COURT FALLS CHURCH, VA 22046	NONE GENERAL PURPOSE	CHARITY	5000.
PRINCETON UNIVERSITY P.O. BOX 5357 08543-5357	NONE GENERAL PURPOSE	CHARITY	139.
HALT 1612 K ST NW, SUITE 1102 WASHINGTON, DC 20006	NONE GENERAL PURPOSE	CHARITY	250.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

111129.

Investment Detail
CUST/ GENERAL WILLIAM W SPRUANCE FND
Account and Portfolio level detail
As of Date 12/31/2010

Account	Description	Quantity	Market Value	Federal Tax Cost
072775-000	CONOCOPHILLIPS COMMON	9,886 0000	673,236 60	223,575 43
072775-000	SPECTRA ENERGY CORP	2,550 0000	63,724 50	77,513 67
072775-000	COCA-COLA COMPANY COMMON	1,000 0000	65,770 00	48,326 05
072775-000	PROCTER & GAMBLE CO COMMON	1,000 0000	64,330 00	62,943 93
072775-000	ABBOTT LABORATORIES COMMON	1,000 0000	47,910 00	40,795 70
072775-000	BRISTOL-MYERS SQUIBB CO COMMON	2,000 0000	52,960 00	45,224 96
072775-000	GENERAL ELECTRIC CO COMMON	2,000 0000	36,580 00	70,072 82
072775-000	TELEFLEX INCORPORATED COMMON	10,000 0000	538,100 00	175,312 50
072775-000	E I DUPONT DE NEMOURS & CO COMMON	5,000 0000	249,400 00	240,879 26
072775-000	BANK OF AMERICA CORP COMMON	2,000 0000	26,680 00	86,648 49
072775-000	AT&T INC	1,000 0000	29,380 00	36,628 52
072775-000	FAIRPOINT COMMUNICATIONS INC	18 0000	0 41	139 05
072775-000	FRONTIER COMMUNICATIONS CORPORATION	240 0000	2,335 20	2,253 85
072775-000	VERIZON COMMUNICATIONS COMMON	1,000 0000	35,780 00	33,442 06
072775-000	DUKE ENERGY CORPORATION NEW HOLDING CORP	3,100 0000	55,211 00	70,576 93
072775-000	ENERGY TRANSFER PARTNERS LP UNIT	2,000 0000	103,640 00	57,620 00
072775-000	ESC MIRANT CORP	2,000 0000	0 00	0 00
072775-000	SOUTHERN COMPANY COMMON	1,500 0000	57,345 00	47,474 55
072775-000	WILLIAMS PARTNERS LP	2,000 0000	93,300 00	48,691 00
072775-000	MIRANT CORP SERIES A WARRANTS	174 0000	1 22	38,610 53
			2,195,683 93	1,406,729 30
072775-000	AT&T INC PREFERRED	1,000 0000	26,610.00	25,000.00
072775-000	ISHARES GOLD TRUST	5,000 0000	69,500.00	44,453.95
072775-000	WILMINGTON PRIME MM FUND W CLASS	281,073 1700	281,073 17	281,073 17
072775-000	WILMINGTON PRIME MM FUND W CLASS	294,921 1500	294,921 15	294,921 15
			575,994.32	575,994.32
	checking account 2913-8486		4,181.00	4,181.00
TOTAL		631,462 3200	2,871,969.25	2,056,358 57