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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

**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 06/01, 2010, and ending 05/31, 2011

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

ROBERT R. SPRAGUE FOUNDATION

A Employer identification number

95-7052355

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

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

Room/suite

4000

B Telephone number (see page 10 of the instructions)

(310) 552-8557

City or town, state, and ZIP code

LOS ANGELES, CA 90067

H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ☐ Accounting method ☒ Cash ☐ Accrual16) ☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)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 ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	0.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	7.	7.		ATCH 1
4 Dividends and interest from securities	251,706.	231,942.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	21,030.			
b Gross sales price for all assets on line 6a	590,987.			
7 Capital gain net income (from Part IV, line 2)		21,030.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	-1,002.	-1,002.		ATCH 3
12 Total Add lines 1 through 11	271,741.	251,977.		
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	113.			113.
b Accounting fees (attach schedule) ATCH 4	4,722.	2,361.	0.	2,361.
c Other professional fees (attach schedule) *	58,817.	29,409.		29,408.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	3,766.	2,199.		17.
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 7	6,193.	3,097.		3,096.
24 Total operating and administrative expenses. Add lines 13 through 23	73,611.	37,066.	0.	34,995.
25 Contributions, gifts, grants paid	55,500.			55,500.
26 Total expenses and disbursements Add lines 24 and 25	129,111.	37,066.	0.	90,495.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	142,630.			
b Net investment income (if negative, enter -0-)		214,911.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

\* ATCH 5 JSA \*\* ATCH 6

Form 990-PF (2010)

5984-11

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,184,225.	666,198.	666,198.
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) **	965,255.	1,119,124.	1,138,539.
	b	Investments - corporate stock (attach schedule) B.2	6,083,970.	6,256,515.	8,106,049.
	c	Investments - corporate bonds (attach schedule)			
	Liabilities	11	Investments - land, buildings, and equipment basis		
		Less accumulated depreciation (attach schedule)			
12		Investments - mortgage loans			
13		Investments - other (attach schedule) ATCH 9	1,102,242.	1,436,485.	1,594,585.
14		Land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)			
15		Other assets (describe)			
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	9,335,692.	9,478,322.	11,505,371.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)		0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/> X				
	27	Capital stock, trust principal, or current funds	10,538,120.	9,335,692.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-1,202,428.	142,630.	
	30	Total net assets or fund balances (see page 17 of the instructions)	9,335,692.	9,478,322.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,335,692.	9,478,322.	

## 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	9,335,692.
2	Enter amount from Part I, line 27a	2	142,630.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	9,478,322.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,478,322.

\*\*ATCH 8

Form 990-PF (2010)

**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.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			<b>2</b>	21,030.	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.			<b>3</b>		

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,166,180.	9,547,960.	0.122139
2008	1,174,481.	9,967,238.	0.117834
2007	516,834.	11,937,093.	0.043296
2006	351,828.	11,409,990.	0.030835
2005	574,703.	10,892,879.	0.052760
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.366864
<b>3</b> 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			<b>3</b> 0.073373
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			<b>4</b> 10,357,437.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 759,956.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 2,149.
<b>7</b> Add lines 5 and 6			<b>7</b> 762,105.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			<b>8</b> 90,495.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		1	4,298.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	4,298.
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	4,298.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,640.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,640.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,658.	
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 2011 estimated tax <input type="checkbox"/> 0. Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		N/A
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) CA,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2010)

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) . . . . .	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> WILLIAM STINEHART, JR. Telephone no <input type="checkbox"/> 310-552-8557			
Located at <input type="checkbox"/> SAME AS MAILING ADDRESS ZIP + 4 <input type="checkbox"/>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .	15		<input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year . . . . .				
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? . . . . .	16	Yes	No
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 <input type="checkbox"/>				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? . . . . .	1b	X
Organizations relying on a current notice regarding disaster assistance check here. . . . . <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	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"/> No
If "Yes," list the years <input type="checkbox"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions) . . . . .	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? . . . . .	4b	X

Form 990-PF (2010)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

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

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b** N/A

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

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

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

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** X

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** X

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services . . . . .		NONE

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

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

	Expenses
1 NOT APPLICABLE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see page 24 of the instructions)

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

	Amount
1 NOT APPLICABLE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

Form 990-PF (2010)



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	9,796,819.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	718,345.
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	0.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	10,515,164.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	10,515,164.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	157,727.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	10,357,437.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	517,872.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	517,872.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	4,298.
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	4,298.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	513,574.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	513,574.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	513,574.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	90,495.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0.
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	0.
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0.
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	90,495.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	90,495.

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7 . . . . .				513,574.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only . . . . .				
b Total for prior years 20 08, 20 07, 20 06 . . . . .				
3 Excess distributions carryover, if any, to 2010				
a From 2005 . . . . .				
b From 2006 . . . . .				
c From 2007 . . . . .				
d From 2008 . . . . . 132,947.				
e From 2009 . . . . . 690,409.				
f Total of lines 3a through e . . . . .	823,356.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 90,495.				
a Applied to 2009, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .				
d Applied to 2010 distributable amount . . . . .				90,495.
e Remaining amount distributed out of corpus . . . . .	0.			
5 Excess distributions carryover applied to 2010 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	423,079.			423,079.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	400,277.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	400,277.			
10 Analysis of line 9				
a Excess from 2006 . . . . .				
b Excess from 2007 . . . . .				
c Excess from 2008 . . . . .				
d Excess from 2009 . . . . . 400,277.				
e Excess from 2010 . . . . .				

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

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

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

N/A

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

N/A

**c** Any submission deadlines

N/A

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

N/A

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

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)				
a <i>Paid during the year</i>				
ATTACHMENT 11				
<b>Total</b> . . . . .			▶ <b>3a</b>	55,500.
b <i>Approved for future payment</i>				
<b>Total</b> . . . . .			▶ <b>3b</b>	

Form 990-PF (2010)



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




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

[illegible]


- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Signature of officer or trustee      Date      Title

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>Kurt Adelman</b>	Preparer's signature 	Date <b>8/31/11</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P01257920</b>
	Firm's name ▶ <b>J. ARTHUR GREENFIELD &amp; CO. LLP</b>			Firm's EIN ▶ <b>95-2118809</b>	
	Firm's address ▶ <b>10880 WILSHIRE BLVD. STE 800 LOS ANGELES, CA</b>			90024-4124 Phone no <b>310-208-2646</b>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WHITTIER INT'L FUND A K-1	7.	7.
TOTAL	<u>7.</u>	<u>7.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WHITTIER TRUST, NOMINEE	191,911.	191,911.
WHITTIER TRUST - US GOVERNMENT OBLIG	23,881.	23,881.
WHITTIER TRUST - MUNICIPAL BONDS	19,764.	
WHITTIER INT'L FUND A - K-1 DIVIDENDS	16,150.	16,150.
TOTAL	<u>251,706.</u>	<u>231,942.</u>



ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FROM WHITTIER INT'L FUND A	-1,002.	-1,002.
TOTALS	-1,002.	-1,002.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
WHITTIER TRUST	4,500.	2,250.		2,250.
WHITTIER INT'L FUND A K-1	222.	111.		111.
TOTALS	4,722.	2,361.	0.	2,361.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
TRUSTEE FEES	58,817.	29,409.	29,408.
TOTALS	<u>58,817.</u>	<u>29,409.</u>	<u>29,408.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FRANCHISE TAX BOARD	17.		17.
FOREIGN TAXES - WHITTIER INT'L	1,695.	1,695.	
FOREIGN TAXES - WHITTIER TRUST	504.	504.	
FEDERAL TAX PAYMENT	1,550.		
TOTALS	<u>3,766.</u>	<u>2,199.</u>	<u>17.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
WHITTIER INT'L FND A K-1 ADMIN	6,193.	3,097.	3,096.
TOTALS	6,193.	3,097.	3,096.

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

<u>DESCRIPTION</u>	<u>ATTACHMENT 8</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
US TREASURY NTS (SEE SCH B.1)	609,514.	606,638.
US OBLIGATIONS TOTAL	<u>609,514.</u>	<u>606,638.</u>
STATE MUNICIPAL BONDS (SEE SCH B.1)	509,610.	531,901.
STATE OBLIGATIONS TOTAL	<u>509,610.</u>	<u>531,901.</u>
US AND STATE OBLIGATIONS TOTAL	<u>1,119,124.</u>	<u>1,138,539.</u>

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
224.		WHITTIER INT'L FUND A K-1 (88-0382438) PROPERTY TYPE: SECURITIES				P	VAR 224.	VAR
-3,379.		WHITTIER INT'L FUND A K-1 (88-0382438) PROPERTY TYPE: SECURITIES				P	VAR -3,379.	VAR
720.		SECURITY LITIGATION PROCEEDS PROPERTY TYPE: SECURITIES				P	VAR 720.	VAR
589,794.		L/T WHITTIER TRUST CO. (SEE SCH A) PROPERTY TYPE: SECURITIES 563,024.				P	VAR 26,770.	VAR
2,432.		WHITTIER TRUST - S/T CAP GAIN DIVIDENDS PROPERTY TYPE: SECURITIES				P	VAR 2,432.	VAR
1,196.		WHITTIER TRUST - L/T CAP GAIN DIVIDENDS					VAR 1,196.	VAR
<u>540,987</u>		BASIS ADJUSTMENT PROPERTY TYPE: SECURITIES 6,933.				P	VAR -6,933.	VAR
TOTAL GAIN(LOSS) .....							<u>21,030.</u>	

PREPARED FOR ACCOUNT # 52 00 8431 0 0F - ROBERT R. SPRAGUE FOUNDATION 6/3/98  
MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,  
CO-TRUSTEES  
PROCESS DATE 06/23/2011

TAX LEDGER

PAGE 1

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

FOR THE PERIOD 06/01/2010 TO 05/31/2011

LONG TERM SALES & MATURITIES							
SHARES/PAR	SECURITY	REG	DATE		CAPITAL PROCEEDS TO INCOME CASH PRINCIPAL CASH	COST BASIS	LONG TERM GAIN OR LOSS
			ACQUIRED	SOLD			
1200.0000	AVERY DENNISON CORP COM	1	11/19/98	10/27/10	44943.67	-55746.00	-10802.33
	(053611109)						
910.0000	CITRIX SYS INC COM	1	01/23/90	10/27/10	59145.35	-113.75	59031.60
	(177376100)						
0.0400	FRONTIER COMMUNICATIONS CORP COM	1	06/22/04	07/23/10	0.30	-0.35	-0.05
	(35906A108)						
240.0000	FRONTIER COMMUNICATIONS CORP COM	1	06/22/04	07/30/10	1822.99	-2101.65	-278.66
	(35906A108)						
1400.0000	MORGAN STANLEY DEAN WITTER & CO NEW	1	01/29/99	10/27/10	33881.66	-51487.94	-17606.28
	(617446448)						
150000.0000	UNITED STATES TREAS NTS	1	11/15/01	02/15/11	150000.00	-152765.63	-2765.63
	NOTE 5.000% 2/15/11 (9128276T4)						
150000.0000	UNITED STATES TREAS NTS	1	11/21/01	02/15/11	150000.00	-150445.31	-445.31
	NOTE 5.000% 2/15/11 (9128276T4)						
150000.0000	UNITED STATES TREAS NTS	1	12/06/01	02/15/11	150000.00	-150363.00	-363.00
	NOTE 5.000% 2/15/11 (9128276T4)						
TOTAL LONG TERM SALES & MATURITIES							
					589793.97	563023.63	26770.34



For the Account of:  
**ROBERT R. SPRAGUE FOUNDATION 6/3/98**  
**MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,**  
**CO-TRUSTEES**  
Account Number: 52 00 8431 0 0F  
Date: MAY 31, 2011



**THE WHITTIER TRUST COMPANY**

# Review of Assets

FEIN: 95-7052355

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
	<b>CASH</b>		0.00	0.00		
	<b>CASH EQUIVALENTS</b>					
	<b>MISC CASH EQUIV-TAXABLE</b>					
151,225 29	BLACKROCK PROVIDENT TEMPFUND-INCOME		151,225 29	151,225 29	152	0 10
514,972 54	BLACKROCK PROVIDENT TEMPFUND		514,972 54	514,972 54	517	0 10
	<b>TOTAL MISC CASH EQUIV-TAXABLE</b>		<u>666,197.83</u>	<u>666,197.83</u>	<b>669</b>	<b>0.10</b>
	<b>TOTAL CASH EQUIVALENTS</b>		<u>666,197.83</u>	<u>666,197.83</u>	<b>669</b>	<b>0.10</b>
	<b>CASH &amp;</b>					
	<b>FIXED INCOME SECURITIES</b>					
	<b>U.S. GOVT AGENCY OBLIGATIONS</b>					
200,000	FEDERAL HOME LOAN BANKS DEB 2.000% 9/14/12	102 143	204,739 55	204,286 00	4,000	1 96
200,000	FEDERAL HOME LOAN BANKS DEB 0 850% 12/30/13	100 131	201,315 66	200,262 00	1,700	0 85
200,000	FEDERAL HOME LOAN BANKS DEB 1 400% 9/29/14	101 045	203,458.31	202,090 00	2,800	1 39
	<b>TOTAL U.S. GOVT AGENCY OBLIGATIONS</b>		<u>609,513.52</u>	<u>606,638.00</u>	<b>8,500</b>	<b>1.40</b>
	<b>MUNICIPAL BONDS&amp;NOTES TAXABLE</b>					
100,000	HAMPTON ROADS SANTN DIST VA 4 505% DUE 11/1/17	105 978	102,290 48	105,978.00	4,505	4 25
100,000	KENTUCKY ST PPTY & BLDGS 5.02% DUE 10/01/2014	109 335	105,814.08	109,335 00	5,020	4 59
100,000	MILWAUKEE CNTY WIS BUILD 3 875% DUE 8/1/16	106 666	100,856 81	106,666 00	3,875	3.63
100,000	NEW YORK NY CITY TRAN FIN 4 366% DUE 8/1/17	107 354	100,648 75	107,354.00	4,366	4.07
100,000	SOUTH CORRECTIONAL ENTITY 3.251% DUE 1/1/14	102 568	100,000 00	102,568 00	3,251	3 17
	<b>TOTAL MUNICIPAL BONDS&amp;NOTES TAXABLE</b>		<u>509,610.12</u>	<u>531,901.00</u>	<b>21,017</b>	<b>3.95</b>

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SCHEDULE B-1

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WHITTIER INT'L FUND A	619,013.	726,843.
BOND & EQUITY FUNDS	777,542.	817,412.
DJ AIG COMM IDX	39,930.	50,330.
(SEE SCH B.2)		
TOTALS	<u>1,436,485.</u>	<u>1,594,585.</u>

For the Account of:

ROBERT R. SPRAGUE FOUNDATION 6/3/98  
MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,  
CO-TRUSTEES

Account Number: 52 00 8431 0 0F

Date: MAY 31, 2011



THE WHITTIER TRUST COMPANY

# Review of Assets

FEIN: 95-1052355

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
<b>FIXED INCOME TAXABLE (Bond &amp; Equity Funds)</b>						
3,000	ISHARES LEHMAN AGGREGATE BONDS	107 460	320,489 00	322,380 00	10,905	3 38
1,000	ISHARES INVEST GRADE CORP BONDS	111 440	103,480 00	111,440 00	5,180	4 65
1,000	ISHARES TR HIGH YLD CORP	92 400	81,110 00	92,400 00	7,153	7 74
1,000	ISHARES GLOBAL INTERMEDIATE CREDIT INDEX	107 232	101,953 00	107,232.00	4,255	3.97
4,500	ETF HIGH YIELD BONDS	40 880	170,510 00	183,960 00	15,350	8 34
	<b>TOTAL FIXED INCOME TAXABLE - BOND &amp; EQUITY FUNDS</b>		<u>777,542.00</u>	<u>817,412.00</u>	<b>42,843</b>	<b>5.24</b>
					<b>72,360</b>	<b>3.70</b>
<b>ALTERNATIVES</b>						
<b>ALTERNATIVE-PUBLIC</b>						
1,000	DJ AIG COMM IDX	50 330	39,930 00	50,330 00	0	0 00
	<b>TOTAL ALTERNATIVES</b>		<u>39,930.00</u>	<u>50,330.00</u>	<b>0</b>	<b>0.00</b>
<b>EQUITIES</b>						
<b>US LARGE CAP EQUITIES</b>						
425	TE CONNECTIVITY LTD REG SHS	36 830	20,483 61	15,652 75	306	1 95
425	TYCO INTERNATIONAL LTD SHS	49.350	27,616 50	20,973.75	425	2 03
1,500	AT&T INC	31 560	47,865.00	47,340 00	2,580	5 45
1,500	ALCOA INC	16 810	57,139 20	25,215.00	180	0.71
1,500	ALTRIA GROUP INC	28.060	30,057 75	42,090 00	2,280	5 42
2,000	AMERICAN EXPRESS CO	51 600	107,720.00	103,200 00	1,440	1 40
1,500	AMGEN INC	60 540	48,627 83	90,810.00	0	0 00
2,000	ANADARKO PETE CORP	79 520	39,007 50	159,040 00	720	0 45
2,000	BANK OF AMERICA CORPORATION	11 750	81,300 00	23,500 00	80	0 34
1,500	BOEING CO	78.030	85,020 00	117,045 00	2,520	2 15

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SCHEDULE B-2

For the Account of:

ROBERT R. SPRAGUE FOUNDATION 6/3/98  
MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,  
CO-TRUSTEES

Account Number: 52 00 8431 0 0F

Date: MAY 31, 2011



THE WHITTIER TRUST COMPANY

# Review of Assets

FEIN. 95-7052355

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
1,000	BRISTOL MYERS SQUIBB CO	28 760	25,210 00	28,760 00	1,320	4 59
1,500	CATERPILLAR INC DEL	105.800	112,264 00	158,700 00	2,640	1 66
2,000	CHEVRON CORP	104 910	109,120 00	209,820 00	6,240	2 97
3,600	CISCO SYS INC	16 800	98,831 25	60,480 00	864	1 43
243 30	CITIGROUP INC COM NEW	41 150	96,111 65	10,011 79	10	0 10
2,000	COCA COLA CO	66 810	92,335 00	133,620 00	3,760	2 81
2,500	DISNEY WALT CO COM DISNEY	41 630	68,396 58	104,075 00	1,000	0 96
1,500	DU PONT E I DE NEMOURS & CO	53 300	70,725 00	79,950 00	2,460	3 08
3,000	DUKE ENERGY CORP NEW	18 750	54,472 98	56,250 00	2,940	5 23
1,600	E M C CORP MASS	28 470	48,200.90	45,552.00	0	0 00
3,000	EXXON MOBIL CORP	83 470	142,764 53	250,410 00	5,640	2 25
1,000	FEDEX CORP	93 640	45,382 50	93,640.00	480	0 51
3,000	GENERAL ELECTRIC CO	19.640	91,948 80	58,920 00	1,800	3.05
335	GOLDMAN SACHS GROUP INC	140 730	53,490.15	47,144.55	469	0.99
1,500	HERSHEY CO	55 730	48,187.50	83,595 00	2,070	2.48
2,000	HEWLETT PACKARD CO	37 380	73,043.94	74,760 00	960	1 28
2,000	HOME DEPOT INC	36 280	75,900 00	72,560 00	2,000	2.76
2,000	HONEYWELL INTL INC	59.550	77,735 00	119,100 00	2,660	2.23
3,000	INTEL CORP	22 510	97,385.00	67,530 00	2,175	3 22
2,000	INTERNATIONAL BUSINESS MACHS	168 930	176,084 65	337,860 00	6,000	1.78
3,000	ISHARES RUSSELL 1000 GROWTH	61 770	151,366 00	185,310 00	2,271	1 23
2,000	J P MORGAN CHASE & CO	43 240	77,165.00	86,480 00	2,000	2 31
2,000	JOHNSON & JOHNSON	67 290	122,239 00	134,580 00	4,560	3 39
1,500	KRAFT FOODS INC CL A	34 970	47,940 00	52,455 00	1,740	3 32
1,300	MCDONALDS CORP	81 540	54,203 50	106,002.00	3,172	2 99

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

SCHEDULE B.3

For the Account of:

ROBERT R. SPRAGUE FOUNDATION 6/3/98  
MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,  
CO-TRUSTEES

Account Number: 52 00 8431 0 0F

Date: MAY 31, 2011



THE WHITTIER TRUST COMPANY

FEIN: 95-7052355

## Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
3,038	MERCK & CO INC	36 750	147,648 03	111,646 50	4,618	4 14
4,000	MICROSOFT CORP	25 010	107,608 13	100,040 00	2,560	2 56
1,500	PEPSICO INC	71 120	58,886 25	106,680 00	3,090	2 90
4,623	PFIZER INC	21 450	106,014.28	99,163 35	3,698	3 73
1,500	PHILIP MORRIS INTL INC	71 750	68,492 25	107,625.00	3,840	3 57
1,975	PROCTER & GAMBLE CO	67.000	109,187 50	132,325 00	4,148	3 13
6,500	SPDR TR S&P 500	134 900	741,775 82	876,850 00	15,204	1 73
1,500	SPECTRA ENERGY CORP	27 590	39,268.17	41,385.00	1,560	3 77
4,000	STARBUCKS CORP	36.790	34,019.20	147,160.00	2,080	1 41
1,400	TARGET CORP	49 530	46,117.75	69,342 00	1,400	2 02
1,500	3M CO	94 380	121,287 00	141,570 00	3,300	2 33
125	TIME WARNER CABLE INC	77 220	16,292.52	9,652 50	240	2 49
1,500	TRAVELERS COMPANIES, INC	62 080	81,712 50	93,120.00	2,460	2 64
2,500	US BANCORP DEL COM NEW	25 600	54,683.32	64,000.00	1,250	1 95
2,000	UNITED TECHNOLOGIES CORP	87 770	46,740 00	175,540 00	3,840	2 19
1,065	VERIZON COMMUNICATIONS	36 930	33,684 75	39,330.45	2,077	5 28
1,500	WAL MART STORES INC	55 220	80,592.60	82,830 00	2,190	2 64
5,600	WELLS FARGO & CO NEW	28.370	99,099 00	158,872 00	2,688	1.69
<b>TOTAL US LARGE CAP EQUITIES</b>			<b>4,648,449.39</b>	<b>5,859,563.64</b>	<b>130,005</b>	<b>2.22</b>
<b>US SMALL AND MID-CAP EQUITIES</b>						
18	FAIRPOINT COMMUNICATIONS INC		150 49	150 49	0	0 00
5,000	ISHARES S&P MIDCAP 400 INDEX	100 070	298,179 50	500,350 00	4,915	0 98
5,500	ISHARES RUSSELL 2000 VALUE	75 290	293,136 50	414,095 00	6,804	1 64
4,000	ISHARES RUSSELL 2000 INDEX	84 840	222,570 00	339,360 00	3,564	1 05
<b>TOTAL US SMALL AND MID-CAP EQUITIES</b>			<b>814,036.49</b>	<b>1,253,955.49</b>	<b>15,283</b>	<b>1.22</b>

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SCHEDULE B.4

For the Account of:  
**ROBERT R. SPRAGUE FOUNDATION 6/3/98**  
**MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,**  
**CO-TRUSTEES**  
 Account Number: 52 00 8431 0 0 F  
 Date: MAY 31, 2011



THE WHITTIER TRUST COMPANY

# Review of Assets

FEIN: 95-7052355

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
<b>FOREIGN EQUITIES</b>						
6,000	ISHARES MSCI EMERGING MKTS	48 530	215,957 55	291,180 00	3,726	1 28
9,000	ISHARES MSCI EAFE INDEX FUND	62 060	467,239 30	558,540 00	12,573	2 25
1,000	ROYAL DUTCH SHELL PLC SPONS ADR A	71 430	46,892 50	71,430 00	2,856	4 00
2,000	SPDR MSCI ACWI X U.S.	35.690	63,940 00	71,380 00	1,566	2 19
<b>TOTAL FOREIGN EQUITIES</b>			<b>794,029.35</b>	<b>992,530.00</b>	<b>20,721</b>	<b>2.09</b>
<b>TOTAL EQUITIES</b>			<b><u>6,256,515</u></b>	<b><u>8,106,049</u></b>		

ROBERT R. SPRAGUE FOUNDATION

95-7052355

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

ATTACHMENT 10

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

ROBERT R. SPRAGUE FOUNDATION

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UC IRVINE FOUNDATION 4199 CAMPUS DRIVE IRVINE, CA 92697	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	10,000.
ARCS FOUNDATION INC P.O. BOX 10942 NEWPORT BEACH, CA 92658	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	100.
AMERICAN RED CROSS 601 N. GOLDEN CIRCLE DRIVE SANTA ANA, CA 92705	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	1,000.
ORANGE COUNTY PERFORMING ARTS CENTER 600 TOWN CENTER DRIVE COSTA MESA, CA 92626	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	3,400.
THE WOODEN FLOOR 1810 NORTH MAIN STREET SANTA ANA, CA 92706-2727	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	4,000.
SECOND HARVEST FOOD BANK OF ORANGE COUNTY 1847 PORT MARGATE PLACE NEWPORT BEACH, CA 92660	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	1,000.



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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOAG HOSPITAL FOUNDATION 4870 BARRANCA PARKWAY IRVINE, CA 92604	NONE TAX-EXEMPT		QUALIFIED CHARITABLE PURPOSE	5,000
COVENANT HOUSE CALIFORNIA 1325 N WESTERN AVE HOLLYWOOD, CA 90027	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	1,000.
THE GUIBORD CENTER 514 W ADAMS BLVD LOS ANGELES, CA 90007	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	10,000.
LELAND STANFORD JUNIOR UNIVERSITY 326 GALVEZ ST STANFORD, CA 94305-6105	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	20,000.
TOTAL CONTRIBUTIONS PAID				55,500.

ROBERT R. SPRAGUE FOUNDATION

95-7052355

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

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
MISCELLANEOUS INCOME/LOSS			18	-1,002.	
TOTALS				-1,002.	