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Form **990-PF**

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

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: **SPAULDING CHARITABLE FOUNDATION TUA**
 Number and street (or P O box number if mail is not delivered to street address): **Wells Fargo Bank N.A. - PO Box 53456 MAC S4101-22G**
 City or town, state, and ZIP code: **Phoenix AZ 85072-3456**
 Room/suite: _____
 A Employer identification number: **20-0292104**
 B Telephone number (see instructions): **(888) 730-4933**
 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
 G Check all that apply: Initial return Initial return of a former public charity Final return Amended return Address change Name change
 H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation
 I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 858,328**
 J Accounting method: Cash Accrual Other (specify) _____
 (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	25,873	24,389		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	9,032			
	b Gross sales price for all assets on line 6a	170,273			
	7 Capital gain net income (from Part IV, line 2)		9,032		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0		
12 Total. Add lines 1 through 11	34,905	33,421	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	12,428	9,321		3,107
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	999	0	0	999
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	927	422	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	109	109	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	14,463	9,852	0	4,106
	25 Contributions, gifts, grants paid	38,822			38,822
26 Total expenses and disbursements. Add lines 24 and 25.	53,285	9,852	0	42,928	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-18,380				
b Net investment income (if negative, enter -0-)		23,569			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

(HTA)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	0		
	2	Savings and temporary cash investments	73,602	63,040	63,040
	3	Accounts receivable	0		
		Less: allowance for doubtful accounts	0	0	0
	4	Pledges receivable	0		
		Less: allowance for doubtful accounts	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule)	0		
		Less: allowance for doubtful accounts	0	0	0
	8	Inventories for sale or use	0	0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	123,181	0	0
	c	Investments—corporate bonds (attach schedule)	177,424	0	0
	11	Investments—land, buildings, and equipment basis	0		
	Less: accumulated depreciation (attach schedule)	0	0	0	
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	402,778	692,995	795,288	
14	Land, buildings, and equipment basis	0			
	Less: accumulated depreciation (attach schedule)	0	0	0	
15	Other assets (describe)	0	0	0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	776,985	756,035	858,328	
Liabilities	17	Accounts payable and accrued expenses	0	0	
	18	Grants payable			
	19	Deferred revenue	0	0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe)	0	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	776,985	756,035	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	776,985	756,035		
31	Total liabilities and net assets/fund balances (see instructions)	776,985	756,035		

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	776,985
2	Enter amount from Part I, line 27a	2	-18,380
3	Other increases not included in line 2 (itemize) MUTUAL FUND AND CTF INCOME ADDITIONS	3	1,087
4	Add lines 1, 2, and 3	4	759,692
5	Decreases not included in line 2 (itemize) See Attached Statement	5	3,657
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	756,035

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV 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	0		0
b	0	0		0
c	0	0		0
d	0	0		0
e	0	0		0
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 9,032
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				3 0

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 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))
2010	34,557	861,246	0.040124
2009	52,000	788,666	0.065934
2008	52,633	957,361	0.054977
2007	26,183	1,074,175	0.024375
2006	63,198	930,331	0.067931
2 Total of line 1, column (d)			2 0.253341
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.050668
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 903,823
5 Multiply line 4 by line 3			5 45,795
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 236
7 Add lines 5 and 6			7 46,031
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 42,928

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

1 a	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 letter if necessary—see instructions)		
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	1	471
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	471
4	Subtle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	471
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	330
b	Exempt foreign organizations—tax withheld at source	6b	
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	330
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	141
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3		X
4 a		X
4 b	N/A	
5		X
6	X	
7	X	
8 a		
b		X
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ PO Box 53456 MAC S4101-22G Phoenix AZ ZIP+4 ▶ 85072-3456			
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 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶		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"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
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	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 ▶ 20____, 20____, 20____, 20____		
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 2011 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 2011)	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 2011?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 instructions)? Yes No
 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) N/A

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
 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

5b	N/A	
6b		X
7b	N/A	

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 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
Wells Fargo Bank, N.A. PO Box 53456 MAC S4101-22G Phoenix AZ 85	Trustee 4.00	12,428	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see 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 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0
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 NONE	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	0
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	867,273
b	Average of monthly cash balances	1b	50,314
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	917,587
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	917,587
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	13,764
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	903,823
6	Minimum investment return. Enter 5% of line 5	6	45,191

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	45,191
2a	Tax on investment income for 2011 from Part VI, line 5	2a	471	
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0	
c	Add lines 2a and 2b	2c	471	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	44,720	
4	Recoveries of amounts treated as qualifying distributions	4		
5	Add lines 3 and 4	5	44,720	
6	Deduction from distributable amount (see instructions)	6		
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	44,720	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	42,928
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	42,928
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	42,928

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				44,720
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			38,822	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4. ▶ \$ <u>42,928</u>				
a Applied to 2010, but not more than line 2a			38,822	
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 2011 distributable amount				4,106
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				0
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				40,614
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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 2011, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 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 . . .	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 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)				
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	38,822
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

SPAULDING CHARITABLE FOUNDATION TUA

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name LIVING MUSEUM RESTORATION AND MAINTENANCE				
Street 41 LINCOLN DRIVE				
City SAUSALITO		State CA	Zip Code 94965	Foreign Country
Relationship NONE		Foundation Status 501(c)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT				Amount 34,000

Name YTEC-YOUTH TREATMENT AND EDUCATION CTR				
Street PO BOX 27278				
City SAN FRANCISCO		State CA	Zip Code 94127	Foreign Country
Relationship NONE		Foundation Status 501(c)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT				Amount 2,500

Name PROJECT OPEN HAND				
Street 730 POLK STREET				
City SAN FRANCISCO		State CA	Zip Code 94109	Foreign Country
Relationship NONE		Foundation Status 501(c)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT				Amount 250

Name SPAULDING WOODEN BOAT CENTER				
Street FOOT OF GATE FIVE ROAD				
City SAUSALITO		State CA	Zip Code 94965	Foreign Country
Relationship NONE		Foundation Status 501(c)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT				Amount 1,822

Name NUCKOLLS FUND FOR LIGHTING EDUCATION				
Street 12 MILL POND ROAD				
City PUTNAM VALLEY		State NY	Zip Code 10579	Foreign Country
Relationship NONE		Foundation Status 501(c)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT				Amount 250

Name				
Street				
City		State	Zip Code	Foreign Country
Relationship		Foundation Status		
Purpose of grant/contribution				Amount 0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals			Net Gain or Loss
									Gross Sales Price	Cost or Other Basis	Cost, Other Basis and Expenses	
		Long Term CG Distributions	Amount									
		Short Term CG Distributions	271									
			0									
1	X	FIRST TR / FIDUCIARY ASSET	337318109			2/2/2010		3/15/2011	1,866	1,759		107
2	X	FIRST TR / FIDUCIARY ASSET	337318109			2/4/2010		3/15/2011	1,256	1,157		99
3	X	FIRST TR / FIDUCIARY ASSET	337318109			2/1/2010		3/15/2011	574	523		51
4	X	FIRST TR / FIDUCIARY ASSET	337318109			2/1/2010		3/16/2011	932	849		83
5	X	FIRST TR / FIDUCIARY ASSET	337318109			2/8/2010		3/16/2011	1,052	953		99
6	X	FIRST TR / FIDUCIARY ASSET	337318109			2/8/2010		3/17/2011	2,269	2,048		221
7	X	FIRST TR / FIDUCIARY ASSET	337318109			2/5/2010		3/17/2011	4,022	3,575		447
8	X	FIRST TR / FIDUCIARY ASSET	337318109			2/5/2010		3/18/2011	630	555		75
9	X	GILEAD SCIENCES INC	375558103			10/1/2009		7/13/2011	2,919	3,235		-316
10	X	GOLDMAN SACHS GROUP INC	38141G104			10/1/2009		9/12/2011	2,014	3,682		-1,668
11	X	HEWLETT PACKARD CO	428236103			10/7/2004		6/14/2011	3,480	1,912		1,568
12	X	UIT	464285105			1/1/1901		1/31/2011	2	2		0
13	X	UIT	464285105			1/1/1901		2/28/2011	1	2		-1
14	X	UIT	464285105			1/1/1901		3/31/2011	2	2		0
15	X	UIT	464285105			1/1/1901		4/30/2011	2	2		0
16	X	UIT	464285105			1/1/1901		5/31/2011	2	2		0
17	X	UIT	464285105			1/1/1901		6/30/2011	2	2		0
18	X	ISHARES MSCI TURKEY INVS	464286715			1/5/2011		11/3/2011	1,461	2,076		-615
19	X	ISHARES MSCI TURKEY INVS	464286715			1/5/2011		11/29/2011	1,701	2,767		-1,066
20	X	ISHARES MSCI EAFE	464287465			3/3/2004		9/27/2011	1,347	1,260		87
21	X	ISHARES MSCI EAFE	464287465			3/3/2004		10/7/2011	7,874	7,515		359
22	X	KOHL'S CORP	500255104			10/1/2009		7/13/2011	2,805	2,853		-48
23	X	L-3 COMMUNICATIONS CORP	502424104			5/2/2006		3/24/2011	3,177	3,358		-181
24	X	NESTLE S.A. REGISTERED SH	641069406			1/30/2004		12/5/2011	4,466	3,379		1,087
25	X	PEPSICO INC	713448108			1/30/2004		10/13/2011	3,733	2,828		905
26	X	POWERSHARES LISTED PRIV	73935X195			11/9/2009		12/23/2011	11,518	12,991		-1,473
27	X	PRAXAIR INC COM	74005P104			5/2/2006		8/25/2011	3,708	2,221		1,487
28	X	T ROWE PRICE SHORT TERM	77957P103			5/6/2009		9/27/2011	7,000	6,826		174
29	X	MLN ELEMENTS ROGERS AG	870297603			2/11/2011		12/23/2011	6,984	9,360		-2,376
30	X	TARGET CORP	87612E106			1/30/2004		8/25/2011	2,037	1,535		502
31	X	THERMO FISHER SCIENTIFIC	883556102			1/1/2009		12/5/2011	2,839	3,341		-502
32	X	THERMO FISHER SCIENTIFIC	883556102			1/1/2009		12/5/2011	473	436		37
33	X	TRAVELERS COMPANIES, INC	89417E109			11/10/2003		12/5/2011	3,451	2,252		1,199
34	X	TRAVELERS COMPANIES, INC	89417E109			1/30/2004		10/26/2011	1,150	836		314
35	X	US BANCORP DEL NEW	902973304			1/30/2004		10/6/2011	2,384	2,848		-464
36	X	US BANCORP DEL NEW	902973304			10/1/2009		10/6/2011	2,145	1,957		188
37	X	VISA INC-CLASS A SHRS	92826C839			10/1/2009		5/19/2011	2,387	2,074		313
38	X	WAL MART STORES INC	931142103			2/6/2008		8/9/2011	3,253	3,234		19
39	X	AFLAC INC	001055102			5/2/2006		9/7/2011	1,394	1,888		-494
40	X	AFLAC INC	001055102			5/2/2006		10/5/2011	1,473	1,868		-415
41	X	AT & T INC	00206R102			5/2/2006		11/16/2011	2,323	2,097		226
42	X	ADOBEE SYS INC	00724F101			10/1/2009		7/13/2011	1,829	1,961		-132
43	X	AMPHENOL CORP CL A	032095101			4/15/2005		11/8/2011	7,155	2,714		4,441
44	X	APACHE CORP	037411105			10/1/2009		8/11/2011	2,069	1,839		230
45	X	IPATH MSCI INDIA INDEX ETN	06739F291			10/1/2009		3/14/2011	10,792	9,477		1,315
46	X	IPATH MSCI INDIA INDEX ETN	06739F291			11/5/2009		3/14/2011	2,024	1,724		300
47	X	CVS/CAREMARK CORPORAT	126650100			1/30/2004		10/13/2011	3,117	1,601		1,516
48	X	CISCO SYSTEMS INC	17275R102			11/10/2003		6/6/2011	2,717	3,830		-1,113
49	X	CISCO SYSTEMS INC	17275R102			1/30/2004		6/6/2011	479	760		-301
50	X	CREDIT SUISSE FB USA 5.125	22541LBK8			10/31/2006		2/8/2011	27,438	24,618		2,820
51	X	WALT DISNEY CO	254687106			5/2/2006		9/20/2011	2,602	2,205		397

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	175			
2	ESTIMATED EXCISE TAX PAID	330			
3	FOREIGN TAX WITHHELD	422	422		
4					
5					
6					
7					
8					
9					
10					
		927	422	0	0

Line 23 (990-PF) - Other Expenses

	Description	109	109	Adjusted Net Income	0
		Revenue and Expenses per Books	Net Investment Income		Disbursements for Charitable Purposes
1	TRUSTEE FEES				
2	ADR FEES	23	23		
3	STATE AG FEES				
4	PARNERSHIP EXPENSES	86	86		
5					
6					
7					
8					
9					

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	MUTUAL FUND AND CTF INCOME ADDITIONS	1	1,087
2	Total	2	1,087

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	521
2	MUTUAL FUND AND CTF INCOME SUBTRACTION	2	1,254
3	PARTNERSHIP INCOME ADJUSTMENT	3	94
4	PY RETURN OF CAPITAL ADJUSTMENT	4	1,788
5	Total	5	3,657

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals		Gross Sales Price	170,002	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	161,241	Gain or Loss	8,761	F.M.V. as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses	8,761
						Long Term CG Distributions	Short Term CG Distributions													
							271													
							0													
59	UIT	464285105		1/1/1901	10/31/2011			2		0	2		0							
60	UIT	464285105		1/1/1901	11/30/2011			2		0	2		0							
61	UIT	464285105		1/1/1901	12/31/2011			2		0	2		0							
62	ISHARES INC MSCI PACIFIC EX-JAPAN	464286665		10/17/2007	9/27/2011			2,381		0	3,395		-1,014							
63	POWERSHARES S/T CAP GAIN							0		0	47		-47							
64	POWERSHARES L/T CAP GAIN							145		0	0		145							
65	POWERSHARES 1256 GAIN							76		0	0		76							
66								0		0	0		0							
67								0		0	0		0							

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment		
3 Second quarter estimated tax payment	5/11/2011	330
4 Third quarter estimated tax payment		
5 Fourth quarter estimated tax payment		
6 Other payments		0
7 Total		330

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2010 that remained undistributed at the beginning of the 2011 tax year	1	<u>38,822</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>38,822</u>

YEAR END STATEMENT

ACCOUNT: SPAULDING CHARITABLE FOUNDATION TUA
 ACCOUNT: 14904000
 FYE: Calendar Year End 12/31/2011
 EIN: 20-0292104

SECURITY	ACCOUNT NUMBER	CUSIP	ASSET NAME	UNITS	FED COST	FMV
Cash	14904000				266 03	266 03
Invest - Corp Bond	14904000	263534BY4	EI DU PONT DE NEMOUR 3 250% 1/15/15	25,000 00	26,337 75	26,661 00
Invest - Corp Bond	14904000	060505AR5	BANK OF AMERICA 4 875% 9/15/12	25,000 00	24,794 75	25,160 50
Invest - Corp Bond	14904000	585515AD1	MELLON FUNDING CO 5 000% 12/01/14	25,000 00	25,395 25	26,945 00
Invest - Corp Bond	14904000	617446HR3	MORGAN STANLEY 5 300% 3/01/13	25,000 00	25,748 25	25,306 00
Invest - Corp Bond	14904000	548661CK1	LOWE'S COMPANIES INC 5 400% 10/15/16	25,000 00	24,932 50	28,895 75
Invest - Corp Bond	14904000	22160KAC9	COSTCO WHOLESALE COR 5 500% 3/15/17	25,000 00	25,276 75	29,859 75
Invest - Corp Bond	14904000	438516AX4	HONEYWELL INTERNATIO 5 300% 3/01/18	25,000 00	26,658 50	29,482 50
Invest - Corp Stock	14904000	002824100	ABBOTT LABS	40 00	1,659 14	2,249 20
Invest - Corp Stock	14904000	018490102	ALLERGAN INC	35 00	2,533 40	3,070 90
Invest - Corp Stock	14904000	023135106	AMAZON COM INC COM	20 00	4,407 94	3,462 00
Invest - Corp Stock	14904000	037833100	APPLE INC	50 00	6,122 90	20,250 00
Invest - Corp Stock	14904000	192446102	COGNIZANT TECH SOLUTIONS CRP COM	20 00	1,425 47	1,286 20
Invest - Corp Stock	14904000	235851102	DANAHER CORP	60 00	2,008 80	2,822 40
Invest - Corp Stock	14904000	268648102	E M C CORP MASS	200 00	2,691 72	4,308 00
Invest - Corp Stock	14904000	278865100	ECOLAB INC	45 00	2,234 60	2,601 45
Invest - Corp Stock	14904000	369604103	GENERAL ELECTRIC CO	165 00	4,656 30	2,955 15
Invest - Corp Stock	14904000	458140100	INTEL CORP	110 00	3,377 00	2,667 50
Invest - Corp Stock	14904000	459200101	INTERNATIONAL BUSINESS MACHS CORP	40 00	3,608 00	7,355 20
Invest - Corp Stock	14904000	580135101	MCDONALDS CORP	50 00	2,523 90	5,016 50
Invest - Corp Stock	14904000	594918104	MICROSOFT CORP	80 00	2,095 12	2,076 80
Invest - Corp Stock	14904000	68389X105	ORACLE CORPORATION	145 00	4,602 30	3,719 25
Invest - Corp Stock	14904000	747525103	QUALCOMM INC	65 00	3,377 76	3,555 50
Invest - Corp Stock	14904000	806857108	SCHLUMBERGER LTD	50 00	2,971 50	3,415 50
Invest - Corp Stock	14904000	907818108	UNION PACIFIC CORP	50 00	2,296 50	5,297 00
Invest - Corp Stock	14904000	913017109	UNITED TECHNOLOGIES CORP	50 00	2,135 75	3,654 50
Invest - Corp Stock	14904000	966837106	WHOLE FOODS MKT INC	20 00	1,389 24	1,391 60
Invest - Corp Stock	14904000	191216100	COCA COLA CO	60 00	3,581 20	4,198 20
Invest - Corp Stock	14904000	740189105	PRECISION CASTPARTS CORP	30 00	3,024 60	4,943 70
Invest - Corp Stock	14904000	22160K105	COSTCO WHOLESALE CORP	30 00	2,449 13	2,499 60
Invest - Corp Stock	14904000	30231G102	EXXON MOBIL CORPORATION	70 00	2,504 60	5,933 20
Invest - Corp Stock	14904000	92343V104	VERIZON COMMUNICATIONS	70 00	1,991 21	2,808 40
Invest - Corp Stock	14904000	46625H100	JPMORGAN CHASE & CO	110 00	4,061 69	3,657 50
Invest - Corp Stock	14904000	G1151C101	ACCENTURE PLC	60 00	2,382 69	3,193 80
Invest - Corp Stock	14904000	166764100	CHEVRON CORP	80 00	2,972 40	8,512 00
Invest - Corp Stock	14904000	741503403	PRICELINE COM INC	10 00	5,215 70	4,677 10
Invest - Corp Stock	14904000	58405U102	MEDCO HEALTH SOLUTIONS INC	80 00	3,734 10	4,472 00
Invest - Corp Stock	14904000	150870103	CELANESE CORP	35 00	1,592 37	1,549 45
Invest - Corp Stock	14904000	45865V100	INTERCONTINENTALEXCHANGE INC	10 00	1,252 94	1,205 50
Invest - Other	14904000	73935S105	POWERSHARES DB COMMODITY INDEX	350 00	7,178 29	9,394 00
Invest - Other	14904000	589509108	MERGER FD SH BEN INT #260	1,748 55	27,211 32	27,259 85
Invest - Other	14904000	693390841	PIMCO HIGH YIELD FD-INST #108	2,645 50	25,000 00	23,756 62
Invest - Other	14904000	77957P105	T ROWE PRICE SHORT TERM BD FD #55	9,166 44	43,173 91	44,090 56
Invest - Other	14904000	78462F103	SPDR S & P 500 ETF TRUST	50 00	6,355 10	6,275 00
Invest - Other	14904000	81369Y100	AMEX MATERIALS SPDR	150 00	3,571 50	5,025 00
Invest - Other	14904000	81369Y803	AMEX TECHNOLOGY SELECT SPDR	100 00	2,003 00	2,545 00
Invest - Other	14904000	81369Y886	AMEX UTILITIES SPDR	110 00	2,410 10	3,957 80
Invest - Other	14904000	464287804	ISHARES TR SMALLCAP 600 INDEX FD	690 00	34,880 54	47,127 00
Invest - Other	14904000	46625H365	JP MORGAN ALERIAN MLP INDEX	257 00	9,406 97	10,015 29
Invest - Other	14904000	464287465	ISHARES MSCI EAFE	339 00	15,824 52	16,790 67
Invest - Other	14904000	464287564	ISHARES TR COHEN & STEERS REALTY	195 00	8,638 01	13,692 90
Invest - Other	14904000	464287499	ISHARES TR RUSSELL MIDCAP INDEX FD	523 00	37,475 58	51,473 66
Invest - Other	14904000	464286665	ISHARES INC MSCI PACIFIC EX-JAPAN	580 00	22,230 70	22,579 40
Invest - Other	14904000	72201F516	PIMCO EMERGING LOCAL BOND IS #332	858 18	9,500 00	8,624 66
Invest - Other	14904000	277911491	EATON VANCE FLOATING RATE FD-I #924	2,094 82	19,000 00	18,455 35
Invest - Other	14904000	464286400	ISHARES MSCI BRAZIL	150 00	10,219 30	8,608 50
Invest - Other	14904000	464286509	ISHARES MSCI CANADA	340 00	8,693 80	9,044 00
Invest - Other	14904000	464287390	ISHARES S&P LATIN AMERICA 40	240 00	4,818 48	10,216 80
Invest - Other	14904000	464287234	ISHARES TR MSCI EMERGING MARKETS	710 00	21,912 30	26,937 40
Invest - Other	14904000	464287184	ISHARES TR FTSE XINHAI HK CHINA 25	250 00	10,272 60	8,717 50
Invest - Other	14904000	464285105	ISHARES GOLD TRUST	600 00	6,604 09	9,138 00
Invest - Other	14904000	74253Q416	PRINCIPAL PREFERRED SEC-INS #4929	1,853 66	19,000 00	17,387 32
Invest - Other	14904000	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	250 00	8,586 20	7,957 50
Invest - Other	14904000	367829884	GATEWAY FUND - Y #1986	720 89	17,378 10	19,024 29
Invest - Other	14904000	053484101	AVALONBAY CMNTYS INC	80 00	8,550 33	10,448 00
Invest - Other	14904000	123998007	CB RICHARD ELLIS REALTY TRUST	2,173 91	19,136 17	21,739 13
Invest - Other	14904000	25537M100	DIVIDEND CAPITAL TOTAL REALTY TRUST	1,643 98	14,140 14	13,891 64
Savings & Temp In	14904000	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	60,818 42	60,818 42	60,818 42
Savings & Temp In	14904000	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	1,956 00	1,956 00	1,956 00

756,035.22 858,328.89

Account Name: SPAULDING CHARITABLE FOUNDATION TUA

Account Number: 14904000

EIN: 20-0292104

Utah Attorney General does not require and prefers that we do not furnish a copy of the form 990PF to their office.