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

**2011**

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

**For calendar year 2011, or tax year beginning . 2011, and ending**

**NATHAN SPEARE FOUNDATION**  
22 WEST SECOND STREET  
MEDIA, PA 19063

**A** Employer identification number  
23-6245505

**B** Telephone number (see the instructions)  
610-566-8000

**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, column (c) line 16)  
▶ \$ 3,454,982.

**J** Accounting method.  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I column (d) must be on cash basis)

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>REVENUE</b>	1 Contributions, gifts, grants etc received (att sch)				
	2 <input checked="" type="checkbox"/> If the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	4,900.	4,900.		
	4 Dividends and interest from securities	132,392.	132,392.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	176,900.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		176,900.		
	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/(loss) (att sch)					
11 Other income (attach schedule)	68,391.	68,391.			
12 <b>Total.</b> Add lines 1 through 11	382,583.	382,583.	0.		
<b>ADMINISTRATIVE AND OPERATING EXPENSES</b>	13 Compensation of officers, directors, trustees, etc	50,000.			50,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)	7,500.			7,500.
	c Other prof fees (attach sch)	23,327.	11,413.		11,914.
	17 Interest	3,718.			3,718.
	18 Taxes (attach schedule-see instrs)	10.			10.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)	1,405.			1,405.	
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	85,960.	11,413.		74,547.	
25 Contributions, gifts, grants paid	196,250.			196,250.	
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	282,210.	11,413.	0.	270,797.	
27 Subtract line 26 from line 12:					
a <b>Excess of revenue over expenses and disbursements</b>	100,373.				
b <b>Net investment income</b> (if negative, enter -0)		371,170.			
c <b>Adjusted net income</b> (if negative, enter -0)			0.		

SCANNED AUG 20 2012

See Statement 1  
See Statement 2  
See Statement 3  
See Statement 4  
See Statement 5

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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	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		13,963.	90,988.	90,988.
	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 instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule)				
		b Investments – corporate stock (attach schedule)		1,926,243.	1,904,730.	2,497,246.
		c Investments – corporate bonds (attach schedule)		832,557.	876,272.	864,012.
	11	Investments – land buildings and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe <u>See Statement 6</u> )		1,590.	2,736.	2,736.	
16	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)		2,774,353.	2,874,726.	3,454,982.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe _____)				
	23	<b>Total liabilities</b> (add lines 17 through 22)		0.	0.	
NET ASSETS OR FUND BALANCES	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>			<input checked="" type="checkbox"/>		
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund		2,774,353.	2,874,726.	
	29	Retained earnings accumulated income endowment, or other funds				
	30	<b>Total net assets or fund balances</b> (see instructions)		2,774,353.	2,874,726.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		2,774,353.	2,874,726.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,774,353.
2	Enter amount from Part I, line 27a	2	100,373.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,874,726.
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	2,874,726.

**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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j) if any	
a			
b			
c			
d			
e			

2 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>	2	176,900.
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 <span style="float:right">]</span>	3	

**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 (column (b) divided by column (c))
2010	272,577.	3,191,476.	0.085408
2009	277,846.	3,072,163.	0.090440
2008	251,946.	3,599,174.	0.070001
2007	289,487.	4,431,947.	0.065318
2006	251,906.	4,267,572.	0.059028

2 Total of line 1, column (d)	2	0.370195
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	0.074039
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,313,375.
5 Multiply line 4 by line 3	5	245,319.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,712.
7 Add lines 5 and 6	7	249,031.
8 Enter qualifying distributions from Part XII, line 4	8	270,797.

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

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

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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,712.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	3,712.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less enter -0-		5	3,712.
6 Credits/Payments			
a 2011 estimated tax prmts and 2010 overpayment credited to 2011	6 a	2,736.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	4,386.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	7,122.	
8 Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	2.	
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,408.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 3,408. <input checked="" type="checkbox"/> Refunded	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <span style="float:right">▶ N/A</span>	13	X	
14	The books are in care of ▶ <u>ROBERT N. SPEARE</u> Telephone no ▶ <u>610-566-8000</u> Located at ▶ <u>22 WEST SECOND STREET MEDIA, PA</u> ZIP + 4 ▶ <u>19063</u>			
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 <span style="float:right">▶ 15</span>	N/A	▶	<input type="checkbox"/>
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 ▶	16	Yes	No
				X

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

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

		Yes	No
1 a	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 checked="" type="checkbox"/> Yes <input 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 <span style="float:right">▶ <input type="checkbox"/></span>	1 b	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?	1 c	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 <b>not</b> 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)	2 b	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__		
3 a	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)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

BAA

**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 propoganda, 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)? **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? **N/A**  Yes  No

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

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If 'Yes' to 6b, file Form 8870

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

**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** 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
ROBERT N. SPEARE 5 CHATHAM PLACE WALLINGFORD, PA 19806	Foundation M 20.00	50,000.	0.	0.
JON SPEARE 124 GRUMMAN HILL ROAD WILTON, CT 06897	Trustee 5.00	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 ----- ----- -----		
----- ----- -----		
----- ----- -----		
----- ----- -----		
----- ----- -----		
<b>Total</b> number of others receiving over \$50,000 for professional services		0

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

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

	Expenses
1 N/A ----- -----	
2 ----- -----	
3 ----- -----	
4 ----- -----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A ----- -----	
2 ----- -----	
All other program-related investments See instructions 3 ----- -----	
<b>Total.</b> Add lines 1 through 3	

BAA

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see 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>	3,298,461.
<b>b</b> Average of monthly cash balances	<b>1b</b>	65,371.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,363,832.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<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>	3,363,832.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	50,457.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	3,313,375.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	165,669.

**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.)

<b>1</b> Minimum investment return from Part X line 6	<b>1</b>	165,669.
<b>2a</b> Tax on investment income for 2011 from Part VI line 5	<b>2a</b>	3,712.
<b>b</b> Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	3,712.
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	161,957.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	161,957.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7 Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	161,957.

**Part XII Qualifying Distributions** (see 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>	270,797.
<b>b</b> Program-related investments — total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc. purposes	<b>2</b>	
<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>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V line 8 and Part XIII line 4	<b>4</b>	270,797.
<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 instructions)	<b>5</b>	3,712.
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	267,085.

**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				161,957.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	39,997.			
b From 2007	69,806.			
c From 2008	73,829.			
d From 2009	125,466.			
e From 2010	118,893.			
f Total of lines 3a through e	427,991.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 270,797.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2011 distributable amount				161,957.
e Remaining amount distributed out of corpus	108,840.			
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	536,831.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	39,997.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	496,834.			
10 Analysis of line 9.				
a Excess from 2007	69,806.			
b Excess from 2008	73,829.			
c Excess from 2009	125,466.			
d Excess from 2010	118,893.			
e Excess from 2011	108,840.			

**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)

**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

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<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 organization 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

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**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

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**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.

See Statement 7

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

See Statement for Line 2a

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**c** Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

**Part XV Supplementary Information** (continued)

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

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





**Schedule K-1  
(Form 1065)**

Department of the Treasury  
Internal Revenue Service

**2010**

For calendar year 2010, or tax  
year beginning 07/01 . 2010  
ending 06/30 . 2011

Final K-1

Amended K-1

651110  
OMB No 1545-0099

**Partner's Share of Income, Deductions,  
Credits, etc.**

▶ See back of form and separate instructions.

Final K-1

Amended K-1

**Schedule K-1  
(Form 1065)**

**2010**

Department of the Treasury  
Internal Revenue Service

For calendar year 2010, or tax  
year beginning 07/01, 2010  
ending 06/30, 2011

**Partner's Share of Income, Deductions,  
Credits, etc.**

▶ See back of form and separate instructions.

Final K-1

Amended K-1

**Schedule K-1  
(Form 1065)**

**2010**

Department of the Treasury  
Internal Revenue Service

For calendar year 2010, or tax  
year beginning 07/01, 2010  
ending 06/30, 20 11

**Partner's Share of Income, Deductions,  
Credits, etc.**

▶ See back of form and separate instructions.

**Schedule K-1  
(Form 1065)**

**2010**

Department of the Treasury  
Internal Revenue Service

For calendar year 2010, or tax  
year beginning 07/01, 2010  
ending 06/30, 2011

**Partner's Share of Income, Deductions,  
Credits, etc.**

▶ See back of form and separate instructions.

If "Yes", attach statement (see instructions)

**Schedule K-1  
(Form 1065)**

Department of the Treasury  
Internal Revenue Service

**2010**

For calendar year 2010, or tax

year beginning 07/01, 2010

ending 06/30, 20 11

Final K-1

Amended K-1

651110

OMB No 1545-0099

**Partner's Share of Income, Deductions,  
Credits, etc.**

▶ See back of form and separate instructions.

**NATHAN SPEARE FOUNDATION**  
**EIN 23-6245505**  
**12-31-2011**  
**BALANCE SHEET**

	<b>Beginning of year <u>Book Value</u></b>	<b>End of Year Book Value</b>	<b>End of Year <u>Market Value</u></b>
<b><u>Stocks</u></b>			
Common Fund CFI Multi Strategy Equity Fund	1,464,515	1,445,658	2,339,854
Common Fund Realty Investors LLC	386,100	385,873	14,351
Common Fund Capital Partners V	0	(161)	(311)
Common Fund Capital Partners IV	<u>75,628</u>	<u>73,360</u>	<u>143,352</u>
 Total	 <u>1,926,243</u>	 <u>1,904,730</u>	 <u>2,497,246</u>

**NATHAN SPEARE FOUNDATION**  
**EIN 23-6245505**  
**12-31-2011**  
**BALANCE SHEET**

<u>BONDS</u>	<u>BEGINNING OF YEAR BOOK VALUE</u>	<u>END OF YEAR BOOK VALUE</u>	<u>END OF YEAR MARKET VALUE</u>
Common Fund			
CFI Multi Strategy Bond Fund	832,557	876,272	864,012

**PART XV  
GRANTS AND CONTRIBUTIONS PAID DURING 2011**

<u>NAME AND ADDRESS</u>	<u>AMOUNT</u>	<u>PURPOSE</u>
Alzheimer's Association 311 Arsenal Street Watertown, MA 02472	500.00	General operating expenses
Chester Children's Chorus 500 College Avenue Swarthmore, PA 19081	500.00	General operating expenses
Chester Panthers Athletic Association 936 Meetinghouse Road Boothwyn, PA 19061	2,500.00	General operating expenses
Christ Lutheran Church 7240 Walnut Street Upper Darby, PA 19082	2,500.00	General operating expenses
Colon Cancer Coalition 8009 34 <sup>th</sup> Avenue Suite 360 Bloomington, MN 55425	250.00	General operating expenses
Community Arts Center 414 Plush Mill Road Wallingford, PA 19086	16,000.00	Capital campaign & general operating expenses
Crozer-Chester Foundation One Medical Center Boulevard Upland, PA 19013	102,000.00	Capital campaign & general operating expenses
Delaware Co. Community Foundation 150 Radnor Chester Road, E140 Radnor, PA 19087	1,000.00	General operating expenses
DeQuattro Cancer Center 100 Haynes Street 2 <sup>nd</sup> Floor Manchester, CT 06040	1,000.00	General operating expenses
First Tee of Suburban Philadelphia 1106 Radley Drive West Chester, PA 19382	2,000.00	General operating expenses

Friends of Jaclyn 7 Ridgeview Road Hopewell Junction, NY 12533	250.00	General operating expenses
Media Theatre for the Performing Arts 104 E. State Street Media, PA 19063	2,500.00	General operating expenses
Melmark 2600 Wayland Road Berwyn, PA 19312	500.00	General operating expenses
Musicopia 2001 Market Street Suite 3100 Philadelphia, PA 19103-7080	500.00	General operating expenses
Ridley High School 901 Morton Avenue Folsom, PA 19033	2,500.00	Hi-Q Competition
St. Mark's High School Pike Creek Road Wilmington, DE 19808	1,500.00	Men's basketball program
Tyler Arboretum 515 Painter Road Media, PA 19063	1,000.00	Capital campaign
University of Pennsylvania Veterinary Hospital 3800 Spruce Street Suite 172 E Philadelphia, PA 19104-6044	1,000.00	General operating expenses
Washington & Lee University 204 Washington Street Lexington, VA 24450	10,250.00	Annual fund, athletics, Shepherd Poverty Program, women's lacrosse and scholarships
Arizona State University PO Box 870303 Tempe, AZ 85287-0303	1,000.00	Scholarships

Auburn University 203 Mary Martin Hall Auburn University, AL 36849-5119	1,000.00	Scholarships
Boston College Office of the Bursar 140 Commonwealth Avenue Chestnut Hill, MA 02467	1,000.00	Scholarships
Catholic University 620 Michigan Avenue NE Washington DC, 20064	1,000.00	Scholarships
Country Day School of the Sacred Heart 480 Bryn Mawr Avenue Bryn Mawr, PA 19010-3915	1,000.00	Scholarships
Delaware County Community College 901 S. Media Line Road Media, PA 19063	1,000.00	Scholarships
Drexel University P.O. Box 8196 Philadelphia, PA 19101-8196	1,000.00	Scholarships
Fashion Institute of Design & Merchandising 919 South Grand Avenue Los Angeles, CA 90015-1421	1,000.00	Scholarships
Florida State University 600 West College Avenue Tallahassee, FL 32306	1,000.00	Scholarships
Gettysburg College Gettysburg, PA 17325-1485	4,000.00	Scholarships
King's College 133 North River Street Wilkes Barre, PA 18711	1,000.00	Scholarships
Loyola College 4501 North Charles Street Baltimore, MD 21210-2699	1,000.00	Scholarships

Muhlenberg College Controller's Office Allentown, PA 18104-5586	1,000.00	Scholarships
Neumann College One Neumann Drive Aston, PA 19014-1298	1,000.00	Scholarships
Our Lady of Perpetual Help School 2130 Franklin Avenue Morton, PA 19070	1,000.00	Scholarships
Pennsylvania State University 103 Shields Building University Park, PA 16802-1200	10,000.00	Scholarships
Purdue University 610 Purdue Mall West Lafayette, IN 47907-2040	3,000.00	Scholarships
St. Aloysius Academy 401 S. Bryn Mawr Avenue Bryn Mawr, PA 19010-2299	1,000.00	Scholarships
University of California 1156 High Street Santa Cruz, CA 95064-1077	1,000.00	Scholarships
University of Maryland Office of the Bursar Lee Building College Park, MD 20742-5151	1,000.00	Scholarships
University of Pennsylvania 3451 Walnut Street Room 100 Franklin Building Philadelphia, PA 19104-6270	2,000.00	Scholarships

University of Pittsburgh Student Payment Center G7 Thackary Hall Pittsburgh, PA 15260	1,000.00	Scholarships
University of Virginia P.O. Box 400204 Charlottesville, VA 22903	2,000.00	Scholarships
Virginia Commonwealth University P.O. Box 7612 Merrifield, VA 22116-7612	1,000.00	Scholarships
Washington College 300 Washington Avenue Chestertown, MD 21620	2,000.00	Scholarships
West Chester University 25 University Avenue West Chester, PA 19383	2,000.00	Scholarships
Widener University One University Place Chester, PA 19013	2,000.00	Scholarships
Williams College P.O. Box 3474 Boston, MA 02241-3474	1,000.00	Scholarships
Yale University 246 Church Street P.O. Box 208232 New Haven, CT 06520-8232	1,000.00	Scholarships
TOTAL	\$196,250.00	

Client 1

NATHAN SPEARE FOUNDATION

23-6245505

8/09/12

08:30AM

Statement 1  
Form 990-PF, Part I, Line 11  
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income			
Total	\$ 68,391.	\$ 68,391.	\$ 0.

Statement 2  
Form 990-PF, Part I, Line 16b  
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES				
Total	\$ 7,500.	\$ 0.	\$ 0.	\$ 7,500.

Statement 3  
Form 990-PF, Part I, Line 16c  
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT ADVISORY FEES	\$ 22,827.	\$ 11,413.		\$ 11,414.
OTHER PROFESSIONAL FEES	500.			500.
Total	\$ 23,327.	\$ 11,413.	\$ 0.	\$ 11,914.

Statement 4  
Form 990-PF, Part I, Line 18  
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAXES				
Total	\$ 10.	\$ 0.	\$ 0.	\$ 10.

Client 1

NATHAN SPEARE FOUNDATION

23-6245505

8/09/12

08 30AM

**Statement 5**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK FEES	\$ 37.			\$ 37.
D&O INSURANCE	744.			744.
OFFICE EQUIPMENT	400.			400.
PRINTING & PUBLICATIONS	224.			224.
<b>Total</b>	<b>\$ 1,405.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>	<b>\$ 1,405.</b>

**Statement 6**  
**Form 990-PF, Part II, Line 15**  
**Other Assets**

	Book Value	Fair Market Value
ESTIMATED TAXES		\$ 2,736.
PREPAID TAXES		
<b>Total</b>	<b>\$ 2,736.</b>	<b>\$ 2,736.</b>

**Statement 7**  
**Form 990-PF, Part XV, Line 2a-d**  
**Application Submission Information**

Name of Grant Program: ROBERT N. SPEARE  
Name: ROBERT N. SPEARE  
Care Of:  
Street Address: 22 WEST SECOND STREET  
City, State, Zip Code: MEDIA, PA 19063  
Telephone:  
Form and Content: NO PARTICULAR FORM  
Submission Deadlines: NONE  
Restrictions on Awards: DISTRIBUTIONS ARE LIMITED TO ORGANIZATIONS THAT CARRY ON THE PURPOSE OF THE FOUNDATION.