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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

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

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

1100 NORTH MARKET ST DE3-C070

A Employer identification number

51-0351914

B Telephone number

302-651-1942

City or town, state, and ZIP code

WILMINGTON, DE 19890-0001

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 foundationFair market value of all assets at end of year  
(from Part II, col. (c), line 16)

\$ 3009818.

(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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments				
3	Dividends and interest from securities	65789.	65789.	STATEMENT 1	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	106830.			
b	255169.				
7	Capital gain net income (from Part IV, line 2)		106830.		
8	Net short-term capital gain				
9	Income modifications Gross sales less returns and allowances				
10a					
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	<16960.>	<16960.>	STATEMENT 2	
12	Total. Add lines 1 through 11	155659.	155659.		
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	STMT 3	6000.	2250.	
c	Other professional fees	STMT 4	70.	0.	2250.
17	Interest				
18	Taxes	STMT 5	800.	0.	25.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		744.	0.	744.
22	Printing and publications				
23	Other expenses	STMT 6	66.	0.	0.
24	Total operating and administrative expenses Add lines 13 through 23		7680.	2250.	3019.
25	Contributions, gifts, grants paid		127000.		127000.
26	Total expenses and disbursements Add lines 24 and 25		134680.	2250.	130019.
27	Subtract line 26 from line 12:		20979.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		153409.		
c	Adjusted net income (if negative, enter -0-)			N/A	

123501  
12-02-11 LHA For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2011)

SCANNED JUN 06 2012

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

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		4181.	3368.	3368.
	2 Savings and temporary cash investments		575994.	776206.	776206.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 7	1431729.	-1253560.	2154094.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 8	44454.	44313.	76150.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		2056358.	2077447.	3009818.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		2056358.	2077447.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		0.	0.	
	30 Total net assets or fund balances		2056358.	2077447.	
	31 Total liabilities and net assets/fund balances		2056358.	2077447.	

**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	2056358.
2 Enter amount from Part I, line 27a	2	20979.
3 Other increases not included in line 2 (itemize) ► <u>NONDIVIDEND DISTRIBUTION</u>	3	140.
4 Add lines 1, 2, and 3	4	2077477.
5 Decreases not included in line 2 (itemize) ► <u>TIMING DIFFERENCE</u>	5	30.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2077447.

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**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.)

**a**

**SEE ATTACHED STATEMENT**

**c**

**d**

**e**

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 255169.		148324.	106830.
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>			106830.
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 106830.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }		3 N/A

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

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

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

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

Yes  No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	112769.	2602228.	.043336
2009	125463.	2284222.	.054926
2008	8464.	2823556.	.002998
2007	114805.	3047530.	.037671
2006	95119.	2350299.	.040471

2 Total of line 1, column (d)

2 .179402

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 .035880

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 2992343.

5 Multiply line 4 by line 3

5 107365.

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

6 1534.

7 Add lines 5 and 6

7 108899.

8 Enter qualifying distributions from Part XII, line 4

8 130019.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ►  and enter "N/A" on line 1.

Date of ruling or determination letter: \_\_\_\_\_ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1%

of Part I, line 27b

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

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

3 Add lines 1 and 2

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

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

6 Credits/Payments:

a 2011 estimated tax payments and 2010 overpayment credited to 2011

6a 800.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 800.

8 Enter any penalty for underpayment of estimated tax. Check here  if Form 2220 is attached

8

9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed

9 734.

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 2012 estimated tax ►

Refunded ►

11

## Part VII-A Statements Regarding Activities

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

Yes

No

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

X

*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*

1c Did the foundation file Form 1120-POL 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. ► \$ 0. (2) On foundation managers ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

X

*If "Yes," attach a detailed description of the activities*

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

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?

X

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

X

*If "Yes," attach the statement required by General Instruction T.*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

N/A

X

• By language in the governing instrument, or

X

• 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?

X

*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 instructions) ►

X

DE

X

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)

X

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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? 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

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14310424 758259 072775-000

2011.03030 GENERAL WILLIAM W. SPRUANCE 072775-1

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**C/O WILMINGTON TRUST COMPANY**

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	13	<input checked="" type="checkbox"/>
14 The books are in care of ► <b>WILMINGTON TRUST COMPANY</b> Telephone no. ► <b>302-651-1942</b> Located at ► <b>1100 NORTH MARKET ST DE3-C070, WILMINGTON, DE</b> ZIP+4 ► <b>19890-0001</b>		
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	<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	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**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.

1a During the year did the foundation (either directly or indirectly):	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<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	<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	<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	<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	<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	<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 ►	<b>N/A</b>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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?	<b>1c</b>	<input checked="" type="checkbox"/> X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	<b>N/A</b>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<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)	<b>N/A</b>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>3b</b>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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?	<b>4a</b>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	<b>4b</b>	<input checked="" type="checkbox"/> X

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12-02-11

14310424 758259 072775-000

2011.03030 GENERAL WILLIAM W. SPRUANCE 072775-1

**GENERAL WILLIAM W. SPRUANCE FOUNDATION**  
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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

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

Organizations relying on a current notice regarding disaster assistance check here  N/A

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?

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?

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

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM E. SPRUANCE 1350 RIVER REACH DRIVE #210 FT LAUDERDALE, FL 33315	PRESIDENT & TREASURER 0.50	0.	0.	0.
THOMAS W. SPRUANCE 27 SELBORNE DRIVE WILMINGTON, DE 19809	VICE PRESIDENT & SECRETARY 0.50	0.	0.	0.

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

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

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

► 0

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## GENERAL WILLIAM W. SPRUANCE FOUNDATION

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

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

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

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

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

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 N/A	
2	
3	
Total. Add lines 1 through 3 ► 0.	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2230836.
b	Average of monthly cash balances	1b	807076.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	3037912.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3037912.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	45569.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2992343.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	149617.

**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	149617.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1534.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1534.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	148083.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	148083.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	148083.

**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	130019.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	130019.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1534.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	128485.

**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.

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**Part XIII Undistributed Income (see instructions)**

	<b>(a) Corpus</b>	<b>(b) Years prior to 2010</b>	<b>(c) 2010</b>	<b>(d) 2011</b>
1 Distributable amount for 2011 from Part XI, line 7				<b>148083.</b>
2 Undistributed income, if any, as of the end of 2011			<b>126981.</b>	
a Enter amount for 2010 only		0.		
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>130019.</u>			<b>126981.</b>	
a Applied to 2010, but not more than line 2a			<b>0.</b>	
b Applied to undistributed income of prior years (Election required - see instructions)			<b>0.</b>	
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2011 distributable amount			<b>3038.</b>	
e Remaining amount distributed out of corpus		0.		<b>0.</b>
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))		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		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 instr.		0.		
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				<b>145045.</b>
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		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				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ►

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

Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	
a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities.				
Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test - enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

**Part XV | Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see 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:

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**Part XV** **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
AIR FORCE ASSOCIATION 1500 LEE HIGHWAY ARLINGTON, VA 22209-1198	NONE	CHARITY	GENERAL PURPOSE	7000.
CALVARY CHAPEL FT LAUDERDALE 2401 WEST CYPRESS CREEK ROAD FORT LAUDERDALE, FL 33309	NONE	CHARITY	GENERAL PURPOSE	6000.
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD BETHESDA, MD 20814	NONE	CHARITY	GENERAL PURPOSE	20000.
DALLAS MUSEUM OF ART 1717 NORTH HARWOOD STREET DALLAS, TX 75201	NONE	CHARITY	GENERAL PURPOSE	2500.
EMBRY-RIDDLE AERONAUTICAL UNIVERSITY PO BOX 864436 ORLANDO, FL 32886-4436	NONE	CHARITY	GENERAL PURPOSE	5000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			► 3a 127000.
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>				► 3b 0.

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**Part XV | Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
FAMILY LEGACY MISSIONS INTERNATIONAL 5005 W ROYAL LANE SUITE 252 <u>IRVING, TX 75063</u>	NONE	CHARITY	GENERAL PURPOSE	8000.
FIRST BAPTIST CHURCH FORT LAUDERDALE 301 E BROWARD BLVD <u>FORT LAUDERDALE, FL 33301</u>	NONE	CHARITY	GENERAL PURPOSE	10000.
FOUNDATION FOR HIS MINISTRY PO BOX 74000 <u>SAN CLEMENTE, CA 92673-0134</u>	NONE	CHARITY	GENERAL PURPOSE	10000.
HENDERSON BEHAVIORAL HEALTH INC 4740 N STATE ROAD 7 STE 201 <u>LAUDERDALE LAKES, FL 33319-5839</u>	NONE	CHARITY	GENERAL PURPOSE	2000.
LAKE REGION AUDUBON SOCIETY 115 LAMERAUX ROAD <u>WINTER HAVEN, FL 33884</u>	NONE	CHARITY	GENERAL PURPOSE	2000.
PINION INC 1776 N PINE ISLAND ROAD STE 316 <u>PLANTATION, FL 33322-5235</u>	NONE	CHARITY	GENERAL PURPOSE	2000.
S M WRIGHT FOUNDATION 2201 MAIN STREET STE 805 <u>DALLAS, TX 75201</u>	NONE	CHARITY	GENERAL PURPOSE	3000.
THE TATNAL SCHOOL 1501 BARLEY MILL ROAD <u>WILMINGTON, DE 19807</u>	NONE	CHARITY	GENERAL PURPOSE	20000.
THE DALLAS OPERA 2403 FLORA STREET STE 500 <u>DALLAS, TX 75201</u>	NONE	CHARITY	GENERAL PURPOSE	4500.
TROPICAL AUDUBON SOCIETY INC 5530 SUNSET DRIVE <u>SOUTH MIAMI, FL 33143-5610</u>	NONE	CHARITY	GENERAL PURPOSE	2000.
<b>Total from continuation sheets</b>				<b>86500.</b>

GENERAL WILLIAM W. SPRUANCE FOUNDATION  
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## Part XV: Supplementary Information

### 3 Grants and Contributions Paid During the Year (Continuation)

**Total from continuation sheets**

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	65789.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	<16960.>	
8 Gain or (loss) from sales of assets other than inventory			18	106830.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		155659.	0.
13 Total. Add line 12, columns (b), (d), and (e)					155659.

## **Relationship of Activities to the Accomplishment of Exempt Purposes**

GENERAL WILLIAM W. SPRUANCE FOUNDATION  
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**Part XVII** Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

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

**(1) Cash**

- 2) Other assets
- b) Other transactions:
  - 1) Sales of assets to a noncharitable exempt organization
  - 2) Purchases of assets from a noncharitable exempt organization
  - 3) Rental of facilities, equipment, or other assets
  - 4) Reimbursement arrangements
  - 5) Loans or loan guarantees
  - 6) Performance of services or membership or fundraising solicitations
- c) Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

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

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

Yes  No

**b** If "Yes," complete the following schedule.

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

**Sign  
Here**

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

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or trustee		Date	Title		
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<b>MARYANN KELLY</b>	<b>MARYANN KELLY</b>	<b>04/24/12</b>	<b>P00008163</b>	
	Firm's name ► <b>WILMINGTON TRUST COMPANY</b>			Firm's EIN ► <b>51-0055023</b>	
	Firm's address ► <b>1100 NORTH MARKET ST DE3-C070 WILMINGTON, DE 19890-0001</b>			Phone no. <b>302-651-1942</b>	

## 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	174 SH MIRANT CORP SERIES A WARRANTS	P	04/03/01	01/03/11
b	18 SH FAIRPOINT COMMUNICATIONS INC	P	07/15/04	02/17/11
c	1886 SH CONOCOPHILLIPS COM	P	02/27/03	03/09/11
d	1000 SH EIDUPONT DE NEMOURS & CO	P	12/20/07	03/09/11
e	1000 TELEFLEX INC COMMON	P	06/30/98	03/09/11
f	WILLIAMS PARTNERS LP			
g	WILLIAMS PARTNERS LP			
h	WILLIAMS PARTNERS LP 1231			
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		38611.	<38611.>
b		139.	<139.>
c	145351.	42653.	102698.
d	52314.	49390.	2924.
e	57443.	17531.	39912.
f			<2.>
g			9.
h			<22.>
i	61.		61.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<38611.>
b			<139.>
c			102698.
d			2924.
e			39912.
f			<2.>
g			9.
h			<22.>
i			61.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	106830.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS WT 072775-000	65643.	61.	65582.
ENERGY TRANSFER PARTNERS LP	193.	0.	193.
INTEREST WT 072775-000	1.	0.	1.
WILLIAMS PARTNERS LP	13.	0.	13.
<b>TOTAL TO FM 990-PF, PART I, LN 4</b>	<b>65850.</b>	<b>61.</b>	<b>65789.</b>

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ENERGY TRANSFER PARTNERS LP	<13669.>	<13669.>	
WILLIAMS PARTNERS LP	<3291.>	<3291.>	
<b>TOTAL TO FORM 990-PF, PART I, LINE 11</b>	<b>&lt;16960.&gt;</b>	<b>&lt;16960.&gt;</b>	

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

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	45.	0.		0.
DE CORPORATION FILING FEE	25.	0.		25.
TO FORM 990-PF, PG 1, LN 16C	70.	0.		25.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CURRENT YEAR ESTIMATED PAYMENTS	635.	0.		0.
OVERPAYMENT APPLIED TO CURRENT YEAR ESTIMATED TAXES	165.	0.		0.
TO FORM 990-PF, PG 1, LN 18	800.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WILLIAMS PARTNERS LP FROM K-1	48.	0.		0.
ENERGY TRANSFER PARTNERS LP FROM K-1	18.	0.		0.
TO FORM 990-PF, PG 1, LN 23	66.	0.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET
		VALUE
COMMON STOCK	1228560.	2127344.
PREFERRED STOCK	25000.	26750.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1253560.	2154094.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT

8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET
			VALUE
MUTUAL FUNDS	COST	44313.	76150.
TOTAL TO FORM 990-PF, PART II, LINE 13		44313.	76150.

## Investment Detail

Account: 072775-000 CUST/ GENERAL WILLIAM W SPRUANCE FND

Account and Portfolio level detail

As of Date 12/31/2011

Category	Sub-Category	Description	Quantity	Federal Tax Cost	Market Value
Common Stocks And Convertibles	Energy	CONOCOPHILLIPS COMMON	8,000 0000	180,922 86	582,960 00
Common Stocks And Convertibles	Energy	SPECTRA ENERGY CORP	2,550 0000	77,513 67	78,412 50
Common Stocks And Convertibles	Consumer Staples	COCA-COLA COMPANY COMMON	1,000 0000	48,326 05	69,970 00
Common Stocks And Convertibles	Consumer Staples	PROCTER & GAMBLE CO COMMON	1,000 0000	62,943 93	66,710 00
Common Stocks And Convertibles	Health Care	ABBOTT LABORATORIES COMMON	1,000 0000	40,795 70	56,230 00
Common Stocks And Convertibles	Health Care	BRISTOL-MYERS SQUIBB CO COMMON	2,000 0000	45,224 96	70,480 00
Common Stocks And Convertibles	Industrials	GENERAL ELECTRIC CO COMMON	2,000 0000	70,072 82	35,820 00
Common Stocks And Convertibles	Industrials	TELEFLEX INCORPORATED COMMON	9,000 0000	157,781 25	551,610 00
Common Stocks And Convertibles	Materials	E I DUPONT DE NEMOURS & CO COMMON	4,000 0000	191,489 26	183,120 00
Common Stocks And Convertibles	Financials	BANK OF AMERICA CORP COMMON	2,000 0000	86,648 49	11,120 00
Common Stocks And Convertibles	Telecommunication Services	AT&T INC	1,000 0000	36,628 52	30,240 00
Common Stocks And Convertibles	Telecommunication Services	FRONTIER COMMUNICATIONS CORPORATION	240 0000	2,190 32	1,236 00
Common Stocks And Convertibles	Telecommunication Services	VERIZON COMMUNICATIONS COMMON	1 000 0000	33,442 06	40,120 00
Common Stocks And Convertibles	Utilities	DUKE ENERGY CORPORATION NEW HOLDING CORP	3,100 0000	70,576 93	68,200 00
Common Stocks And Convertibles	Utilities	ENERGY TRANSFER PARTNERS LP UNIT	2,000 0000	36,976 00	91,700 00
Common Stocks And Convertibles	Utilities	ESC MIRANT CORP	2,000 0000	0 00	0 00
Common Stocks And Convertibles	Utilities	SOUTHERN COMPANY COMMON	1,500 0000	47,474 55	69,435 00
Common Stocks And Convertibles	Miscellaneous	WILLIAMS PARTNERS LP	2 000 0000	39,553 00	119,980 00
<b>TOTAL</b>					
Common Stocks And Convertibles			45,390 0000	1,228,560.37	2,127,343 50
Preferred Stocks		AT&T INC PREFERRED	1,000 0000	25,000 00	26,750 00
<b>TOTAL</b>			1,000 0000	25,000 00	26,750 00
Mutual Funds		ISHARES GOLD TRUST	5,000 0000	44,313 41	76,150 00
<b>TOTAL</b>			5,000 0000	44,313 41	76,150 00
Short-Term Investments		WILMINGTON PRIME MM FUND W CLASS	404,182 5800	404 182 58	404,182 58
Short-Term Investments		WILMINGTON PRIME MM FUND W CLASS	372,023 3300	372,023 33	372,023 33
<b>TOTAL</b>			776,205 9100	776,205 91	776,205 91
Cash in Checking account				3,367 00	3,367 00
				2,077,446 69	3,009,816 41