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

OMB No 1545-0052

2011

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

06/01, 2011, and ending

05/31, 2012

Name of foundation ROBERT R. SPRAGUE FOUNDATION		A Employer identification number 95-7052355	
Number and street (or P O box number if mail is not delivered to street address) C/O GIBSON, DUNN & CRUTCHER, ATTN: WILLIAM STINEHART, JR., 2029 CENTURY PARK EAST	Room/suite 4000	B Telephone number (see instructions) (310) 552-8557	
City or town, state, and ZIP code LOS ANGELES, CA 90067		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 11,190,601. J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	10.	10.		ATCH 1
4	Dividends and interest from securities	264,880.	245,981.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,967.			
b	Gross sales price for all assets on line 6a	3,112.			
7	Capital gain net income (from Part IV, line 2)		2,967.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)	-59.	-59.		ATCH 3
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	267,798.	248,899.		
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	4,500.	2,250.		2,250.
c	Other professional fees (attach schedule)	62,972.	31,486.		31,486.
17	Interest				
18	Taxes (attach schedule) (see instructions)	9,889.	2,901.		10.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	8,273.	4,099.		4,174.
24	Total operating and administrative expenses. Add lines 13 through 23	85,634.	40,736.		37,920.
25	Contributions, gifts, grants paid	66,800.			66,800.
26	Total expenses and disbursements. Add lines 24 and 25	152,434.	40,736.	0	104,720.
27	Subtract line 26 from line 12	115,364.			
a	Excess of revenue over expenses and disbursements		208,163.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)				

*ATCH 5 JSA ** ATCH 6

Form 990-PF (2011)

5984-11

SCANNED AUG 27 2012

Operating and Administrative Expenses

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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		666,198.	775,324.	775,324.
	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 schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule). **		1,119,124.	1,112,659.	1,157,046.
	b	Investments - corporate stock (attach schedule)		6,256,515.	6,256,371.	7,827,180.
	c	Investments - corporate bonds (attach schedule).				
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)	ATCH 9	1,436,485.	1,449,332.	1,431,051.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		9,478,322.	9,593,686.	11,190,601.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		9,335,692.	9,478,322.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		142,630.	115,364.	
	30	Total net assets or fund balances (see instructions)		9,478,322.	9,593,686.	
31	Total liabilities and net assets/fund balances (see instructions)		9,478,322.	9,593,686.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,478,322.
2	Enter amount from Part I, line 27a	2	115,364.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,593,686.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,593,686.

**ATCH 8

Form 990-PF (2011)

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 PART IV SCHEDULE				
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				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 2,967. </div> </div>		
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		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> 3 0 </div> </div>		

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	90,495.	10,357,437.	0.008737
2009	1,166,180.	9,547,960.	0.122139
2008	1,174,481.	9,967,238.	0.117834
2007	516,834.	11,937,093.	0.043296
2006	351,828.	11,409,990.	0.030835
2 Total of line 1, column (d)			2 0.322841
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 0.064568
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 11,017,058.
5 Multiply line 4 by line 3			5 711,349.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,082.
7 Add lines 5 and 6			7 713,431.
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.			8 104,720.

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 <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	4,163.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	4,163.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,163.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,320.
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	4,320.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	157.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 157. Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?	N/A	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

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 N/A	13	X	
14	The books are in care of WILLIAM STINEHART, JR. Telephone no 310-552-8557 Located at SAME AS MAILING ADDRESS ZIP + 4 			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
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
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here 	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? <input type="checkbox"/>	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 		
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) <input type="checkbox"/>	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 		
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) <input type="checkbox"/>	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	4b	X

Form 990-PF (2011)

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)?

5b

N/A

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☒ No

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

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

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

X

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

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

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

Form 990-PF (2011)

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

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

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.

1	NOT APPLICABLE	
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

1	NOT APPLICABLE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		▶

Form **990-PF** (2011)

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	10,464,603.
b	Average of monthly cash balances	1b	720,227.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	11,184,830.
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	11,184,830.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	167,772.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,017,058.
6	Minimum investment return. Enter 5% of line 5	6	550,853.

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	550,853.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,163.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,163.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	546,690.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	546,690.
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	546,690.

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	104,720.
b	Program-related investments - total from Part IX-B	1b	
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	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	104,720.
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	104,720.

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				546,690.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				400,277.
e From 2010				
f Total of lines 3a through e	400,277.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 104,720.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				104,720.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	400,277.			400,277.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				41,693.
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)				
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				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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))

N/A

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year ATTACHMENT 11				
Total			3a	66,800.
b Approved for future payment				
Total			3b	

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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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			14	10.	
4 Dividends and interest from securities			14	264,880.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	2,967.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b ATTACHMENT 12			18	-59.	
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)				267,798.	
13 Total. Add line 12, columns (b), (d), and (e)				13	267,798.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

		Yes	No
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	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
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		

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

Signature of officer or trustee

✓ 8/9/12
Date

► Trustee
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name.

KURT Adelman

Preparer's signature _____

[Handwritten signature]

Date _____

Date 8/7/12

Check ☐ if self-employed

PTIN

P01257920

Firm's name J. ARTHUR GREENFIELD & CO. LLP

Firm's EIN ► 95-2118809

Firm's address ► 10880 WILSHIRE BLVD. STE 800
LOS ANGELES, CA

90024-4124

Phone no 310-208-2646

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
8.		WHITTIER TRUST - 0.30 SHS CITIGROUP INC PROPERTY TYPE: SECURITIES 145.				P	11/19/1998 -137.	11/17/2011
2,233.		WHITTIER TRUST - CAPITAL GAIN DIVIDENDS PROPERTY TYPE: SECURITIES				P	VARIOUS 2,233.	VARIOUS
177.		SECURITY LITIGATION PROCEEDS PROPERTY TYPE: SECURITIES				P	VARIOUS 177.	VARIOUS
-247.		WHITTIER INT'L FUND A K-1 (88-0382438) PROPERTY TYPE: SECURITIES				P	VARIOUS -247.	VARIOUS
330.		WHITTIER INT'L FUND A K-1 (88-0382438) PROPERTY TYPE: SECURITIES				P	VARIOUS 330.	VARIOUS
611.		BASIS ADJUSTMENT PROPERTY TYPE: SECURITIES				P	VARIOUS 611.	VARIOUS
<u>3,112</u>								
TOTAL GAIN(LOSS)							<u>2,967.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WHITTIER INT'L FUND A K-1	10.	10.
TOTAL	<u>10.</u>	<u>10.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WHITTIER TRUST, NOMINEE	219,030.	219,030.
WHITTIER TRUST - US GOVERNMENT OBLIG	4,154.	4,154.
WHITTIER TRUST - MUNICIPAL BONDS	18,899.	
WHITTIER INT'L FUND A - K-1 DIVIDENDS	22,797.	22,797.
TOTAL	<u>264,880.</u>	<u>245,981.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FROM WHITTIER INT'L FUND A	-59.	-59.
TOTALS	-59.	-59.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
WHITTIER TRUST	4,500.	2,250.		2,250.
TOTALS	4,500.	2,250.		2,250.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
TRUSTEE FEES	62,972.	31,486.	31,486.
TOTALS	<u>62,972.</u>	<u>31,486.</u>	<u>31,486.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
STATE TAX - WHITTIER INT'L	43.	43.	
STATE TAX - WHITTIER TRUST	10.		10.
FOREIGN TAXES - WHITTIER INT'L	2,354.	2,354.	
FOREIGN TAXES - WHITTIER TRUST	504.	504.	
FEDERAL TAX PAYMENT	6,978.		
TOTALS	<u>9,889.</u>	<u>2,901.</u>	<u>10.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
WHITTIER INT'L FND A K-1 ADMIN FILING FEE	8,198. 75.	4,099.	4,099. 75.
TOTALS	8,273.	4,099.	4,174.

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

<u>ATTACHMENT 8</u>	
<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u> <u>ENDING FMV</u>
US TREASURY NTS (SEE SCH B-1)	605,167. 606,084.
US OBLIGATIONS TOTAL	<u>605,167.</u> <u>606,084.</u>
STATE MUNICIPAL BONDS (SEE SCH B-1)	507,492. 550,962.
STATE OBLIGATIONS TOTAL	<u>507,492.</u> <u>550,962.</u>
US AND STATE OBLIGATIONS TOTAL	<u>1,112,659.</u> <u>1,157,046.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WHITTIER INT'L FUND A	631,860.	573,016.
BOND & EQUITY FUNDS	777,542.	820,015.
DJ AIG COMM IDX	39,930.	38,020.
(SEE SCH B-1)		
TOTALS	<u>1,449,332.</u>	<u>1,431,051.</u>

For the Account of:

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

Account Number: 52 00 8431 0 0F

Date: MAY 31, 2012



THE WHITTIER TRUST COMPANY

Review of Assets

FEIN: 95-7052355

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
	CASH		0.00	0.00		
	CASH EQUIVALENTS					
	MISC CASH EQUIV-TAXABLE					
321,518 50	BLACKROCK TREAS INC		321,518.50	321,518 50	0	0.00
453,805 99	BLACKROCK TREAS		453,805.99	453,805.99	0	0.00
	TOTAL MISC CASH EQUIV-TAXABLE		775,324.49	775,324.49	0	0.00
	TOTAL CASH EQUIVALENTS		775,324.49	775,324.49	0	0.00
	FIXED INCOME SECURITIES					
	U.S. GOVT AGENCY OBLIGATIONS					
200,000	FEDERAL HOME LOAN BANKS DEB 2 000% 9/14/12	100.529	201,585 59	201,058.00	4,000	1 99
200,000	FEDERAL HOME LOAN BANKS DEB 0 850%12/30/13	100.851	201,098 45	201,702.00	1,700	0.84
200,000	FEDERAL HOME LOAN BANKS DEB 1.400% 9/29/14	101.662	202,483.36	203,324.00	2,800	1.38
	TOTAL U.S. GOVT AGENCY OBLIGATIONS		605,167.40	606,084.00	8,500	1.40
	MUNICIPAL BONDS&NOTES TAXABLE					
100,000	HAMPTON ROADS SANTN DIST VA 4.505% DUE 11/1/17	113.221	101,981 59	113,221.00	4,505	3.98
100,000	KENTUCKY ST PPTY & BLDGS 5.02% DUE 10/01/2014	108 817	104,233 46	108,817 00	5,020	4.61
100,000	MILWAUKEE CNTY WIS BUILD 3.875% DUE 8/1/16	111.746	100,715.45	111,746 00	3,875	3 47
100,000	NEW YORK NY CITY TRAN FIN 4.366% DUE 8/1/17	114.120	100,561.70	114,120 00	4,366	3.83
100,000	SOUTH CORRECTIONAL ENTITY 3.251% DUE 1/1/14	103.058	100,000.00	103,058 00	3,251	3.15
	TOTAL MUNICIPAL BONDS&NOTES TAXABLE		507,492.20	550,962.00	21,017	3.81

For the Account of:
ROBERT R. SPRAGUE FOUNDATION 6/3/98
MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,
CO-TRUSTEES
Account Number: 52 00 8431 0 0F
Date: MAY 31, 2012



THE WHITTIER TRUST COMPANY

Review of Assets

FEIN : 95-7052355

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
FIXED INCOME TAXABLE - BOND & EQUITY FUNDS						
3,000	ISHARES LEHMAN AGGREGATE BONDS	111 560	320,489.00	334,680.00	8,850	2.64
1,000	ISHARES INVEST GRADE CORP BONDS	116 970	103,480 00	116,970.00	4,860	4 15
1,000	ISHARES TR HIGH YLD CORP	87 770	81,110 00	87,770.00	6,507	7 41
1,000	ISHARES GLOBAL INTERMEDIATE CREDIT INDEX	109.100	101,953 00	109,100 00	3,806	3 49
4,500	ETF HIGH YIELD BONDS	38.110	170,510.00	171,495 00	12,983	7.57
TOTAL FIXED INCOME TAXABLE - BOND & EQUITY FUNDS			777,542.00	820,015.00	37,006	4.51
ALTERNATIVES						
ALTERNATIVE-PUBLIC						
1,000	DJ AIG COMM IDX	38.020	39,930 00	38,020.00	0	0.00
TOTAL ALTERNATIVES			39,930.00	38,020.00	0	0.00
EQUITIES						
US LARGE CAP EQUITIES						
425	TE CONNECTIVITY LTD REG SHS	31.420	20,483.61	13,353.50	357	2.67
425	TYCO INTERNATIONAL LTD SHS	53.160	27,616.50	22,593.00	425	1.88
1,500	AT&T INC	34.170	47,865 00	51,255.00	2,640	5.15
1,500	ALCOA INC	8.550	57,139 20	12,825.00	180	1 40
1,500	ALTRIA GROUP INC	32.190	30,057 75	48,285.00	2,460	5 09
2,000	AMERICAN EXPRESS CO	55.830	107,720 00	111,660.00	1,600	1 43
1,500	AMGEN INC	69.520	48,627 83	104,280.00	2,160	2.07
2,000	ANADARKO PETE CORP	61 000	39,007 50	122,000.00	720	0.59
2,000	BANK OF AMERICA CORPORATION	7.350	81,300.00	14,700.00	80	0.54
1,500	BOEING CO	69.610	85,020 00	104,415.00	2,640	2.53

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SCHEDULE B-1.2

For the Account of:

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

Account Number: 52 00 8431 0 0F

Date: MAY 31, 2012



THE WHITTIER TRUST COMPANY

Review of Assets

FEIN : 95-7052355

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
1,000	BRISTOL MYERS SQUIBB CO	33.340	25,210.00	33,340.00	1,360	4.08
1,500	CATERPILLAR INC DEL	87.620	112,264.00	131,430.00	2,760	2.10
2,000	CHEVRON CORP	98.310	109,120.00	196,620.00	7,200	3.66
3,600	CISCO SYS INC	16.330	98,831.25	58,788.00	1,152	1.96
243	CITIGROUP INC COM NEW	26.510	95,966.37	6,441.93	10	0.15
2,000	COCA COLA CO	74.730	92,335.00	149,460.00	4,080	2.73
2,500	DISNEY WALT CO COM DISNEY	45.710	68,396.58	114,275.00	1,500	1.31
1,500	DU PONT E I DE NEMOURS & CO	48.260	70,725.00	72,390.00	2,580	3.56
3,000	DUKE ENERGY CORP NEW	21.980	54,472.98	65,940.00	3,000	4.55
1,600	E M C CORP MASS	23.850	48,200.90	38,160.00	0	0.00
3,000	EXXON MOBIL CORP	78.630	142,764.53	235,890.00	6,840	2.90
1,000	FEDEX CORP	89.140	45,382.50	89,140.00	520	0.58
3,000	GENERAL ELECTRIC CO	19.090	91,948.80	57,270.00	2,040	3.56
335	GOLDMAN SACHS GROUP INC	95.700	53,490.15	32,059.50	616	1.92
1,500	HERSHEY CO	66.860	48,187.50	100,290.00	2,280	2.27
2,000	HEWLETT PACKARD CO	22.680	73,043.94	45,360.00	1,056	2.33
2,000	HOME DEPOT INC	49.340	75,900.00	98,680.00	2,320	2.35
2,000	HONEYWELL INTL INC	55.660	77,735.00	111,320.00	2,980	2.68
3,000	INTEL CORP	25.840	97,385.00	77,520.00	2,520	3.25
2,000	INTERNATIONAL BUSINESS MACHS	192.900	176,084.65	385,800.00	6,800	1.76
3,000	ISHARES RUSSELL 1000 GROWTH	61.760	151,366.00	185,280.00	2,427	1.31
2,000	J P MORGAN CHASE & CO	33.150	77,165.00	66,300.00	2,400	3.62
2,000	JOHNSON & JOHNSON	62.430	122,239.00	124,860.00	4,880	3.91
1,500	KRAFT FOODS INC CL A	38.270	47,940.00	57,405.00	1,740	3.03
1,300	MCDONALDS CORP	89.340	54,203.50	116,142.00	3,640	3.13

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SCHEDULE B-1.3

For the Account of:
ROBERT R. SPRAGUE FOUNDATION 6/3/98
MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,
CO-TRUSTEES
Account Number: 52 00 8431 0 0F
Date: MAY 31, 2012



THE WHITTIER TRUST COMPANY

Review of Assets

FEIN : 95-7052355

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
3,038	MERCK & CO INC	37.580	147,648.03	114,168.04	4,618	4.04
4,000	MICROSOFT CORP	29.190	107,608.13	116,760.00	3,200	2.74
1,500	PEPSICO INC	67.850	58,886.25	101,775.00	3,225	3.17
4,623	PFIZER INC	21.870	106,014.28	101,105.01	4,068	4.02
1,500	PHILIP MORRIS INTL INC	84.510	68,492.25	126,765.00	4,620	3.64
1,975	PROCTER & GAMBLE CO	62.290	109,187.50	123,022.75	4,440	3.61
6,500	SPDR TR S&P 500	131.470	741,775.82	854,555.00	17,141	2.01
1,500	SPECTRA ENERGY CORP	28.710	39,268.17	43,065.00	1,680	3.90
4,000	STARBUCKS CORP	54.890	34,019.20	219,560.00	2,720	1.24
1,400	TARGET CORP	57.910	46,117.75	81,074.00	1,680	2.07
1,500	3M CO	84.410	121,287.00	126,615.00	3,540	2.80
125	TIME WARNER CABLE INC	75.400	16,292.52	9,425.00	280	2.97
1,500	TRAVELERS COMPANIES, INC	62.490	81,712.50	93,735.00	2,760	2.94
2,500	US BANCORP DEL COM NEW	31.110	54,683.32	77,775.00	1,950	2.51
2,000	UNITED TECHNOLOGIES CORP	74.110	46,740.00	148,220.00	3,840	2.59
1,065	VERIZON COMMUNICATIONS	41.640	33,684.75	44,346.60	2,130	4.80
1,500	WAL MART STORES INC	65.820	80,592.60	98,730.00	2,385	2.42
5,600	WELLS FARGO & CO NEW	32.050	99,099.00	179,480.00	4,928	2.75
TOTAL US LARGE CAP EQUITIES			4,648,304.11	5,915,704.33	149,168	2.52
US SMALL AND MID-CAP EQUITIES						
18	FAIRPOINT COMMUNICATIONS INC		150.49	150.49	0	0.00
5,000	ISHARES S&P MIDCAP 400 INDEX	92.530	298,179.50	462,650.00	5,750	1.24
5,500	ISHARES RUSSELL 2000 VALUE	67.490	293,136.50	371,195.00	7,623	2.05
4,000	ISHARES RUSSELL 2000 INDEX	76.110	222,570.00	304,440.00	4,452	1.46
TOTAL US SMALL AND MID-CAP EQUITIES			814,036.49	1,138,435.49	17,825	1.57

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SCHEDULE B-1.4

For the Account of:

ROBERT R. SPRAGUE FOUNDATION 6/3/98

MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,
CO-TRUSTEES

Account Number: 52 00 8431 0 0F

Date: MAY 31, 2012



THE WHITTIER TRUST COMPANY

Review of Assets

FEIN : 95-7052355

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
FOREIGN EQUITIES						
6,000	ISHARES MSCI EMERGING MKTS	37 700	215,957 55	226,200 00	4,848	2 14
9,000	ISHARES MSCI EAFE INDEX FUND	47.760	467,239 30	429,840 00	15,390	3 58
1,000	ROYAL DUTCH SHELL PLC SPONS ADR A	62 180	46,892.50	62,180 00	2,924	4 70
2,000	SPDR MSCI ACWI X U S	27 410	63,940 00	54,820 00	1,696	3 09
	TOTAL FOREIGN EQUITIES		<u>794,029.35</u>	<u>773,040.00</u>	24,858	3.22
	TOTAL EQUITIES		<u>6,256,369.95</u>	<u>7,827,179.82</u>	206,394	2.46

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

ATTACHMENT 10

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

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UC IRVINE FOUNDATION 4199 CAMPUS DRIVE IRVINE, CA 92697	NONE TAX EXEMPT	QUALIFIED CHARITABLE PURPOSE	10,000.
ARCS FOUNDATION INC P.O. BOX 10942 NEWPORT BEACH, CA 92658	NONE TAX EXEMPT	QUALIFIED CHARITABLE PURPOSE	1,000.
AMERICAN RED CROSS 601 N. GOLDEN CIRCLE DRIVE SANTA ANA, CA 92705	NONE TAX EXEMPT	QUALIFIED CHARITABLE PURPOSE	1,000.
THE WOODEN FLOOR 1810 NORTH MAIN STREET SANTA ANA, CA 92706-2727	NONE TAX EXEMPT	QUALIFIED CHARITABLE PURPOSE	4,000.
SECOND HARVEST FOOD BANK OF ORANGE COUNTY 1847 PORT MARGATE PLACE NEWPORT BEACH, CA 92660	NONE TAX EXEMPT	QUALIFIED CHARITABLE PURPOSE	1,000.
HOAG HOSPITAL FOUNDATION 4870 BARRANCA PARKWAY IRVINE, CA 92604	NONE TAX-EXEMPT	QUALIFIED CHARITABLE PURPOSE	5,000.

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COVENANT HOUSE CALIFORNIA 1325 N WESTERN AVE HOLLYWOOD, CA 90027	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	1,000.
THE GUIBORD CENTER 514 W ADAMS BLVD LOS ANGELES, CA 90007	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	10,000.
ORANGE COUNTY MUSEUM OF ART 850 SAN CLEMENTE DRIVE NEWPORT BEACH, CA 92660	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	5,000.
CHILDREN'S HOSPITAL OF ORANGE COUNTY 455 S. MAIN ST. ORANGE, CA 92868-3874	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	1,000.
HARVARD-WESTLAKE SCHOOL 700 NORTH FARING ROAD LOS ANGELES, CA 90077	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	23,000.
SEGERSTROM CENTER FOR THE ARTS 600 TOWN CENTER DRIVE COSTA MESA, CA 92626	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	4,800.

TOTAL CONTRIBUTIONS PAID

66,800.

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

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MISCELLANEOUS INCOME/LOSS			18	-59.	
TOTALS				-59.	