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

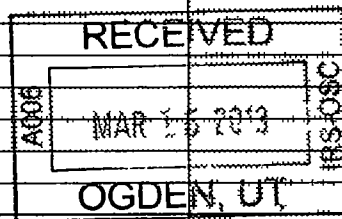
2011

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 OCT 1, 2011, and ending SEP 30, 2012

Name of foundation SPAULDING FAMILY FOUNDATION C/O CHARLES SPAULDING III		A Employer identification number 43-1833001
Number and street (or P.O. box number if mail is not delivered to street address) 5831 OAKWOOD RD.	Room/suite	B Telephone number 913-362-5326
City or town, state, and ZIP code SHAWNEE MISSION, KS 66208		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ... <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,654,274.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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					
3 Interest on savings and temporary cash investments		7.	7.		STATEMENT 1
4 Dividends and interest from securities		60,360.	57,427.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		221,264.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			221,264.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		281,631.	278,698.		
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		3,845.	3,845.		0.
c Other professional fees STMT 4		15,605.	15,605.		0.
17 Interest					
18 Taxes STMT 5		2,478.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		6,506.	6,506.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		28,434.	25,956.		0.
25 Contributions, gifts, grants paid		184,690.			184,690.
26 Total expenses and disbursements. Add lines 24 and 25		213,124.	25,956.		184,690.
27 Subtract line 26 from line 12		68,507.			
a Excess of revenue over expenses and disbursements			252,742.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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C/O CHARLES SPAULDING III

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Part II Balance Sheets

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
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	168,605.	66,010.	66,010.
	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	1,640,748.	1,878,582.	2,109,959.
	c Investments - corporate bonds STMT 8	527,358.	460,626.	478,305.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	2,336,711.	2,405,218.	2,654,274.	
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			
	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 and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	2,336,711.	2,405,218.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	2,336,711.	2,405,218.		
31 Total liabilities and net assets/fund balances	2,336,711.	2,405,218.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,336,711.
2 Enter amount from Part I, line 27a	2	68,507.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,405,218.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,405,218.

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					
b 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)		
a					
b					
c					
d					
e			221,264.		
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			221,264.		
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	221,264.	
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	168,796.	2,553,685.	.066099
2009	176,172.	2,564,236.	.068704
2008	183,888.	2,632,975.	.069840
2007	185,455.	3,038,186.	.061041
2006	107,845.	3,193,798.	.033767

2 Total of line 1, column (d)	2	.299451
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	.059890
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,557,476.
5 Multiply line 4 by line 3	5	153,167.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,527.
7 Add lines 5 and 6	7	155,694.
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	184,690.

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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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	2,527.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	2,527.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
3 Add lines 1 and 2		5	2,527.
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 1,950.	7	1,950.
b Exempt foreign organizations - tax withheld at source	6b	8	1.
c Tax paid with application for extension of time to file (Form 8868)	6c	9	578.
d Backup withholding erroneously withheld	6d	10	
7 Total credits and payments Add lines 6a through 6d		11	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	Refunded		

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

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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		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 CHARLES SPAULDING III Telephone no 913-362-5326 Located at 5831 OAKWOOD RD, SHAWNEE MISSION, KS ZIP+4 66208			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country	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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	N/A	2b
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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b X

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

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

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

N/A
▶ ☐

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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?

☐ Yes ☒ No

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

N/A

7b

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
CHARLES SPAULDING III 5831 OAKWOOD RD SHAWNEE MISSION, KS 66208	PRES/SEC/TREAS 5.00	0.	0.	0.
SUSAN SPAULDING 5831 OAKWOOD RD SHAWNEE MISSION, KS 66208	VICE PRES 10.00	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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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	2,481,474.
b	Average of monthly cash balances	1b	114,948.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,596,422.
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	2,596,422.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	38,946.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,557,476.
6	Minimum investment return. Enter 5% of line 5	6	127,874.

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	127,874.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,527.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,527.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	125,347.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	125,347.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	125,347.

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	184,690.
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	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	184,690.
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	2,527.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	182,163.

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				125,347.
2 Undistributed Income, if any, as of the end of 2011				
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		8,458.		
c From 2008		52,979.		
d From 2009		51,776.		
e From 2010		45,020.		
f Total of lines 3a through e	158,233.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	184,690.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				125,347.
e Remaining amount distributed out of corpus	59,343.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	217,576.			
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				0.
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	217,576.			
10 Analysis of line 9				
a Excess from 2007	8,458.			
b Excess from 2008	52,979.			
c Excess from 2009	51,776.			
d Excess from 2010	45,020.			
e Excess from 2011	59,343.			

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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

Part XV
 Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED SCHEDULE	NONE		CHARITABLE ORGANIZATION	184,690.
Total			▶ 3a	184,690.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

		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
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)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee <i>Susan D. Spaulding</i>		Date 13/11/13		Title <i>Secretary</i>	
Paid Preparer Use Only	Print/Type preparer's name DOUGLAS C. MILLER		Preparer's signature <i>Douglas C. Miller</i>		Check <input type="checkbox"/> if self-employed PTIN P00058211	
	Firm's name ▶ MILLER HAVILAND KETTER PC, PA					Firm's EIN ▶ 48-0958002
	Firm's address ▶ 1901 W. 47TH PLACE, SUITE 204 WESTWOOD, KS 66205					Phone no (913) 432-2727

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	ALVELON EQUITY BALANCED			
b	ALVELON EQUITY BALANCED			
c	ALVELON FIXED INCOME			
d	ALVELON FIXED INCOME			
e	TOWLE			
f	TOWLE			
g	AVELON HAWKINS			
h	AVELON HAWKINS			
i				
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			1,887.
b			96,074.
c			<656.>
d			5,219.
e			<8,377.>
f			<5,795.>
g			<7,713.>
h			140,625.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			1,887.
b			96,074.
c			<656.>
d			5,219.
e			<8,377.>
f			<5,795.>
g			<7,713.>
h			140,625.
i			
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	221,264.
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 INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MISSOURI BANK	7.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AVALON ADVISORS, LP	32,681.	0.	32,681.
HAWKINS INVESTMENT PART	24,520.	0.	24,520.
TOWLE INVESTMENT	3,159.	0.	3,159.
TOTAL TO FM 990-PF, PART I, LN 4	60,360.	0.	60,360.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,845.	3,845.		0.
TO FORM 990-PF, PG 1, LN 16B	3,845.	3,845.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	15,605.	15,605.		0.
TO FORM 990-PF, PG 1, LN 16C	15,605.	15,605.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAXES	2,478.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	2,478.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS EXPENSES	6,506.	6,506.		0.	
TO FORM 990-PF, PG 1, LN 23	6,506.	6,506.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
STOCK	1,878,582.		2,109,959.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,878,582.		2,109,959.	

FORM 990-PF	CORPORATE BONDS		STATEMENT	8
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
BONDS	460,626.		478,305.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	460,626.		478,305.	

**Spaulding Family Foundation
Charitable Contributions Listing
For the Fiscal Year Ended September 30, 2012**

10/2/2011	HARRIMAN JEWELL	\$	480.00
11/2/2011	KOPPA HO MES TOCH	\$	80.00
11/2/2011	FIRST CHURCH OF CHRIST	\$	10,000.00
11/2/2011	POWELL GARDENS	\$	1,000.00
11/14/2011	KC HOSPA	\$	50.00
11/14/2011	7TH CHURCH	\$	50.00
11/29/2011	CTLC-SBLS	\$	1,000.00
12/15/2011	AU	\$	5,000.00
12/15/2011	THE USO	\$	50.00
12/16/2011	KCUR	\$	180.00
12/18/2011	THE CHURCH OF CHRIST	\$	4,500.00
12/19/2011	CTLC-SBLS	\$	150.00
1/21/2012	KC SYMPHONY	\$	1,500.00
1/21/2012	FIRST ORDER OF SHAWNEE INDIAN MISSION	\$	50.00
2/6/2012	ATKINS	\$	3,000.00
2/17/2012	ST PAUL	\$	100.00
3/11/2012	TRUMAN LIBRARY	\$	1,000.00
3/10/2012	CHILCHENIS LLC	\$	2,500.00
3/29/2012	LHL	\$	2,500.00
3/29/2012	12 ACRES	\$	5,000.00
4/8/2012	7TH CHURCH	\$	4,500.00
4/9/2012	FIRST CHURCH OF CHRIST	\$	300.00
4/27/2012	POWELL GARDENS	\$	3,000.00
5/1/2012	BACK IN SASING	\$	300.00
5/1/2012	W&M	\$	2,000.00
5/10/2012	FIRST CHURCH OF CHRIST	\$	500.00
5/22/2012	JEWELL BALL	\$	1,500.00
5/19/2012	NPG	\$	5,000.00
5/21/2012	ST PAUL	\$	2,500.00
6/11/2012	LOBE PRIRA-TATUM	\$	50.00
6/11/2012	12 ACRES	\$	100.00
6/17/2012	US TREASURY	\$	494.49
6/21/2012	DRIRAPIA	\$	100,000.00
6/25/2012	7TH CHURCH	\$	4,500.00
6/25/2012	HARRIMAN JEWELL	\$	1,500.00
7/22/2012	POWELL GARDENS	\$	1,000.00
7/22/2012	RED CROSS	\$	1,000.00
7/29/2012	RED CROSS	\$	50.00
7/30/2012	POWELL GARDENS	\$	400.00
8/4/2012	CAMP CHIPPEWA FOUNDATION	\$	50.00
9/7/2012	CHILCHENIS LLC	\$	300.00
9/7/2012	HARRIMAN JEWELL	\$	50.00
9/12/2012	TUCK SPAULDING (WONDED WARRIOR)	\$	950.00
9/13/2012	NULSIN GALLERY FOUNDATION	\$	100.00
9/16/2012	HARRIMAN JEWELL	\$	900.00
9/16/2012	KIRKWOOD SOCIETY	\$	2,500.00
9/16/2012	SHAWSIE BARTON LS	\$	1,000.00
9/14/2012	HARRIMAN JEWELL	\$	300.00
9/24/2012	7TH CHURCH	\$	4,500.00
9/30/2012	CTLC-SBLS	\$	1,000.00
9/24/2012	CTLC	\$	50.00
9/26/2012	SASSY	\$	500.00
9/26/2012	ST JOHNS	\$	100.00
9/29/2012	SOF	\$	1,000.00
TOTAL CONTRIBUTIONS		\$	180,184.49

Towle & Co.
REALIZED GAINS AND LOSSES
Spaulding Family Foundation
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
05-18-2011	10-14-2011	180	SUPERVALU INC	1,942	1,460	-482	
05-18-2011	10-18-2011	130	Jones Group Inc	1,665	1,393	-272	
05-18-2011	10-27-2011	140	Chiquita Brands Intl Inc	2,031	1,307	-724	
05-18-2011	11-10-2011	130	Overseas Shipholding Group Inc	3,832	1,819	-2,014	
05-18-2011	11-14-2011	110	Furniture Brands Intl Inc	462	131	-331	
05-18-2011	11-16-2011	120	Furniture Brands Intl Inc	504	136	-368	
05-18-2011	11-17-2011	70	Furniture Brands Intl Inc	294	77	-217	
05-18-2011	11-18-2011	30	Furniture Brands Intl Inc	126	33	-93	
05-18-2011	11-21-2011	60	Furniture Brands Intl Inc	252	61	-191	
05-18-2011	11-23-2011	250	Canadian Solar Inc	2,322	606	-1,716	
05-18-2011	11-28-2011	120	Canadian Solar Inc	1,115	285	-830	
05-18-2011	11-28-2011	370	Furniture Brands Intl Inc	1,554	389	-1,165	
05-18-2011	11-29-2011	60	Ingram Micro Inc	1,133	1,054	-79	
05-18-2011	11-30-2011	770	Furniture Brands Intl Inc	3,234	748	-2,486	
05-18-2011	12-01-2011	40	Brown Shoe Company	454	341	-113	
05-18-2011	12-02-2011	110	Brown Shoe Company	1,249	950	-299	
05-18-2011	12-09-2011	40	Stewart Information Services Corp	413	435	22	
05-18-2011	12-12-2011	30	Stewart Information Services Corp	309	326	17	
05-18-2011	12-13-2011	80	Stewart Information Services Corp	825	874	48	
05-18-2011	12-29-2011	140	OfficeMax Incorporated	1,170	601	-569	
05-18-2011	01-03-2012	30	Charming Shoppes Inc	126	148	22	
05-18-2011	01-05-2012	30	Allied World Assurance Ltd	1,835	1,881	46	
05-18-2011	01-06-2012	50	Group 1 Automotive Inc	1,976	2,526	550	
05-18-2011	01-09-2012	30	Group 1 Automotive Inc	1,186	1,530	344	
05-18-2011	01-12-2012	90	Group 1 Automotive Inc	3,558	4,657	1,099	
05-18-2011	01-13-2012	30	Group 1 Automotive Inc	1,186	1,560	374	
05-18-2011	01-19-2012	1,150	Charming Shoppes Inc	4,841	5,715	875	
08-04-2011	02-08-2012	20	Whirlpool Corp	1,307	1,406	99	
05-18-2011	02-08-2012	10	Stewart Information Services Corp	103	137	34	
05-18-2011	02-09-2012	10	Stewart Information Services Corp	103	137	34	
05-18-2011	02-13-2012	10	Stewart Information Services Corp	103	137	34	
05-18-2011	02-14-2012	20	Stewart Information Services Corp	206	276	69	
05-18-2011	02-15-2012	10	Stewart Information Services Corp	103	137	34	
05-18-2011	02-16-2012	20	Stewart Information Services Corp	206	275	69	
05-18-2011	02-22-2012	60	Stewart Information Services Corp	619	833	214	
05-18-2011	02-23-2012	40	Stewart Information Services Corp	413	555	142	
05-18-2011	02-27-2012	20	Stewart Information Services Corp	206	277	71	
05-18-2011	02-29-2012	40	Sonic Automotive Inc	538	706	168	
05-18-2011	03-01-2012	200	Sonic Automotive Inc	2,688	3,553	866	
05-18-2011	03-15-2012	210	Charming Shoppes Inc	884	1,235	351	
05-18-2011	03-16-2012	10	Stewart Information Services Corp	103	139	36	
05-18-2011	03-19-2012	10	Stewart Information Services Corp	103	139	35	
05-18-2011	03-20-2012	10	Stewart Information Services Corp	103	138	34	
05-18-2011	03-21-2012	260	Charming Shoppes Inc	1,094	1,538	444	
05-18-2011	03-23-2012	70	Stewart Information Services Corp	722	963	241	
05-18-2011	03-26-2012	20	Stewart Information Services Corp	206	276	69	

Towle & Co.
REALIZED GAINS AND LOSSES
Spaulding Family Foundation
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
05-18-2011	03-27-2012	30	Stewart Information Services Corp	309	413	104	
05-18-2011	03-28-2012	140	Stewart Information Services Corp	1,444	1,930	486	
05-18-2011	03-29-2012	360	Charming Shoppes Inc	1,515	2,143	627	
05-18-2011	03-29-2012	30	Stewart Information Services Corp	309	413	104	
05-18-2011	03-30-2012	210	Charming Shoppes Inc	884	1,246	362	
05-18-2011	04-02-2012	160	Charming Shoppes Inc	673	952	279	
05-18-2011	04-20-2012	90	Jones Group Inc	1,153	1,168	16	
05-18-2011	04-26-2012	20	Allied World Assurance Ltd	1,224	1,419	195	
05-18-2011	05-09-2012	170	Dean Foods Company	2,281	2,391	110	
05-25-2011	05-10-2012	60	Flexsteel Industries Inc	880	1,305	426	
05-18-2011	05-14-2012	440	Dean Foods Company	5,904	6,388	484	
05-25-2011	05-14-2012	20	Flexsteel Industries Inc	293	414	121	
05-25-2011	05-15-2012	20	Flexsteel Industries Inc	293	414	121	
05-25-2011	05-16-2012	10	Flexsteel Industries Inc	147	207	60	
05-25-2011	05-17-2012	10	Flexsteel Industries Inc	147	205	58	
05-25-2011	05-22-2012	20	Flexsteel Industries Inc	293	400	107	
05-18-2011	05-22-2012	40	Brown Shoe Company	454	479		24
05-18-2011	05-23-2012	20	Brown Shoe Company	227	239		12
05-18-2011	05-24-2012	90	Brown Shoe Company	1,022	1,077		55
05-25-2011	05-25-2012	10	Flexsteel Industries Inc	147	201	55	
05-18-2011	05-31-2012	30	Allied World Assurance Ltd	1,835	2,276		441
05-25-2011	06-01-2012	10	Flexsteel Industries Inc	147	200		53
05-25-2011	06-05-2012	10	Flexsteel Industries Inc	147	200		54
05-25-2011	06-07-2012	10	Flexsteel Industries Inc	147	200		53
05-25-2011	06-08-2012	10	Flexsteel Industries Inc	147	200		53
05-25-2011	06-15-2012	10	Flexsteel Industries Inc	147	200		53
05-25-2011	06-18-2012	10	Flexsteel Industries Inc	147	200		53
05-25-2011	06-19-2012	10	Flexsteel Industries Inc	147	200		53
05-25-2011	06-20-2012	10	Flexsteel Industries Inc	147	200		53
05-25-2011	06-21-2012	10	Flexsteel Industries Inc	147	200		53
05-25-2011	06-25-2012	10	Flexsteel Industries Inc	147	200		53
05-25-2011	06-26-2012	10	Flexsteel Industries Inc	147	199		52
05-18-2011	07-12-2012	100	Brown Shoe Company	1,136	1,332		196
05-18-2011	07-13-2012	90	Brown Shoe Company	1,022	1,203		181
02-10-2012	07-20-2012	100	Arch Coal Inc	1,500	612	-888	
01-26-2012	07-20-2012	260	Arch Coal Inc	3,790	1,592	-2,198	
03-05-2012	07-20-2012	110	Arch Coal Inc	1,365	674	-691	
03-07-2012	07-20-2012	110	Arch Coal Inc	1,318	674	-644	
03-28-2012	07-20-2012	160	Arch Coal Inc	1,714	980	-735	
04-20-2012	07-20-2012	170	Arch Coal Inc	1,645	1,041	-604	
08-04-2011	07-26-2012	20	Whirlpool Corp	1,307	1,313	6	
01-23-2012	07-27-2012	60	Unisys Corporation	1,202	1,161	-41	
05-18-2011	08-01-2012	130	RadioShack Corp	2,075	384		-1,690
05-18-2011	08-06-2012	110	RadioShack Corp	1,755	318		-1,437
05-18-2011	08-07-2012	190	RadioShack Corp	3,032	546		-2,486
06-09-2011	08-07-2012	100	RadioShack Corp	1,299	287		-1,012
12-20-2011	08-07-2012	120	RadioShack Corp	1,132	345	-787	
05-18-2011	08-14-2012	200	Air Canada Inc	506	214		-292
05-18-2011	08-15-2012	300	Air Canada Inc	759	322		-437
05-18-2011	08-21-2012	90	Air Canada Inc	228	96		-132
05-18-2011	08-23-2012	100	Air Canada Inc	253	106		-147
05-18-2011	08-24-2012	50	Air Canada Inc	126	53		-73
05-18-2011	08-31-2012	70	Air Canada Inc	177	74		-103
05-18-2011	09-06-2012	160	Air Canada Inc	405	171		-233
06-02-2011	09-14-2012	10	AM Castle & Co	167	132		-35
06-02-2011	09-20-2012	60	AM Castle & Co	1,004	779		-225
05-18-2011	09-21-2012	80	Sonic Automotive Inc	1,075	1,546		471
05-18-2011	09-25-2012	10	Sonic Automotive Inc	134	192		58
05-18-2011	09-26-2012	10	Sonic Automotive Inc	134	191		57

Towle & Co.
REALIZED GAINS AND LOSSES
Spaulding Family Foundation
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
05-18-2011	09-27-2012	75	Sonic Automotive Inc	1,008	1,437		430
TOTAL GAINS						10,162	2,509
TOTAL LOSSES						-18,539	-8,304
TOTAL REALIZED GAIN/LOSS						-8,377	-5,795

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #16H46066
SPAULF RH FDTN
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
08-23-11	12-01-11	116	ACCENTURE CLASS A ORD	5,820 88		6,713 03	892 15	
10-04-11	12-01-11	32	ACCENTURE CLASS A ORD	1,689 56		1,851 87	162 31	
09-22-11	12-09-11	28	AMAZON COM INC COM	6,343 85		5,362 97	(980 88)	
10-04-11	12-09-11	7	AMAZON COM INC COM	1,433 67		1,340 74	(92 93)	
08-04-11	12-14-11	114	POTASH CORP SASK INC COM	6,146 16		4,513 47	(1,632 69)	
10-04-11	12-14-11	32	POTASH CORP SASK INC COM	1,302 80		1,266 94	(35 86)	
04-28-04	12-19-11	14	APPLE INC CMN	187 64		5,370 38		5,182 74
07-18-06	12-19-11	18	APPLE INC. CMN	955 08		6,904 78		5,949 70
06-03-09	12-19-11	6	APPLE INC CMN	839 76		2,301 59		1,461 83
01-22-10	12-19-11	6	APPLE INC CMN	1,203 91		2,301 59		1,097 69
02-03-11	12-19-11	3	BED BATH & BEYOND	144 02		182 94	38 92	
01-22-09	12-19-11	11	THE HOME DEPOT INC CMN	240 13		444 06		203 93
01-11-08	12-19-11	9	MC DONALDS CORP CMN	490 22		879 28		389 06
11-08-10	12-19-11	8	STARBUCKS CORP CMN	246 01		349 91		103 90
09-22-11	12-19-11	3	TIFFANY & CO	203 19		188 49	(14 70)	
10-18-06	12-19-11	10	COCA-COLA COMPANY (THE) CMN	439 78		675 49		235 71
01-22-03	12-19-11	4	COSTCO WHOLESALE CORP NEW	116 38		329 99		213 61
07-10-03	12-19-11	7	PEPSICO INC CMN	324 08		451 91		127 83
03-29-11	12-19-11	4	PROCTER & GAMBLE CO	245 28		260 35	15 07	
08-23-11	12-19-11	6	UNILEVER N.V. NY SHS (NEW)ADR	204 82		198 24	(6 58)	
02-14-08	12-19-11	9	WAL MART STORES INC CMN	449 93		520 82		70 89

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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #16H46066
SPAULF_RH_FDTN
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
08-01-11	12-19-11	5	WALGREEN CO	194 32		164 05	(30 27)	
07-29-02	12-19-11	5	CHEVRON CORPORATION CMN	183 45		502.24		318 79
09-09-08	12-19-11	6	CONOCOPHILLIPS	426 96		410 27		(16.69)
09-24-03	12-19-11	10	FXCXN MOBIL CORPORATION CMN	372 66		799 44		426 78
03-30-11	12-19-11	13	WEATHERFORD INTERNATIONAL LTD	288 07		171 54	(116 53)	
11-03-10	12-19-11	10	AMERICAN EXPRESS CO CMN	418 67		463 69		45 02
08-03-10	12-19-11	4	CHUBB CORP CMN	212 17		266 83		54 66
09-23-11	12-19-11	1	INTERCONTINENTAL EXCHANG COM	120 33		116 89	(3 44)	
02-17-09	12-19-11	20	JPMORGAN CHASE & CO CMN	447 74		614 69		166 95
08-03-11	12-19-11	2	MASTERCARD INC CL A	638 31		722 93	84 62	
09-29-11	12-19-11	6	NORTHERN TRUST CORP CMN	211 97		231 29	19 32	
07-29-11	12-19-11	8	U S BANCORP CMN	210 00		205 56	(4 44)	
07-28-11	12-19-11	2	VISA INC CMN CLASS A	176 95		197 22	20 27	
11-16-10	12-19-11	5	CATERPILLAR INC (DELAWARE) CMN	403 50		439 14		35 64
02-16-11	12-19-11	3	DEERE & COMPANY CMN	287 48		222 44	(65 04)	
03-06-08	12-19-11	3	UNITED PARCEL SERVICE INC CL	216 61		213 35		(3 26)
10-21-08	12-19-11	5	UNITED TECHNOLOGIES CORP CMN	256 25		361 19		104 94

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #16H46066
SPAULF_RH_FDTN
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
01-22-10	12-19-11	1	APPLE INC CMN	200 65		383 17		182.52
09-09-11	12-19-11	15	CISCO SYSTEMS INC CMN	237 09		266 24	29 15	
03-16-11	12-19-11	12	EMC CORPORATION MASS CMN	306 37		264 17	(42 20)	
01-07-09	12-19-11	1	GOOGLE INC. CMN CLASS A	322 61		622 79		300 18
04-16-09	12-19-11	16	INTEL CORPORATION CMN	254.24		370 31		116 07
03-15-11	12-19-11	5	INTL BUSINESS MACHINES CORP CM	792 46		918 08	125 62	
07-18-06	12-19-11	23	MICROSOFT CORPORATION CMN	521 87		590 06		68 19
04-09-07	12-19-11	11	ORACLE CORP	205 03		317 23		112 20
01-13-11	12-19-11	4	QUALCOMM INC CMN	207 48		208 95	1 47	
03-09-09	12-19-11	2	HTP BILLITON LTD SPONSORED ADR	73 45		136 14		62 69
03-25-11	12-19-11	6	E I DU PONT DE NEMOURS AND CO	325 85		260 39	(65 46)	
03-24-11	12-19-11	11	AT&T CORP	314 80		316 24	1 44	
03-24-11	12-19-11	6	VERIZON COMMUNICATIONS COM	223 43		232.55	9 12	
09-22-11	12-20-11	88	TIFFANY & CO	5,960 25		5,539.21	(421 04)	
10-04-11	12-20-11	25	TIFFANY & CO	1,495.20		1,573 64	78 44	
04-09-07	12-21-11	177	ORACLE CORP	3,299 10		4,456 21		1,157 10
04-16-09	12-21-11	3	ORACLE CORP	57 09		75 53		18 44
07-08-09	12-21-11	132	ORACLE CORP	2,717 18		3,323 27		606 09
08-23-11	12-21-11	15	ORACLE CORP	390 90		377 64	(13 25)	
10-04-11	12-21-11	96	ORACLE CORP	2,659 62		2,416 93	(242 69)	
08-03-11	01-09-12	19	MASTERCARD INC CT. A	6,063 91		6,566 48	502 56	

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #16H46066
SPAULF_RH_FDTN
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
08-04-11	01-09-12	19	MASTERCARD INC CL A	6,205.25		6,566.48	361.23	
08-23-11	01-09-12	29	MASTERCARD INC CL A	9,209.24		10,022.52	813.28	
10-04-11	01-09-12	20	MASTERCARD INC CL A	5,950.40		6,912.08	961.68	
01-07-09	01-10-12	14	GOOGLE INC. CMN CLASS A	4,516.49		8,686.70		4,170.22
07-29-11	01-10-12	2	GOOGLE INC. CMN CLASS A	1,225.01		1,240.96	15.95	
09-23-11	01-10-12	49	INTERCONTINENTAL EXCH COM	5,896.13		5,541.86	(354.27)	
10-04-11	01-10-12	14	INTERCONTINENTAL EXCH COM	1,644.27		1,583.39	(60.88)	
03-15-11	01-11-12	58	INTL. BUSINESS MACHINES CORP CM	9,192.51		10,549.30	1,356.79	
01-11-08	01-11-12	204	MC DONALDS CORP CMN	11,111.60		20,303.57		9,191.97
04-16-09	01-11-12	14	MC DONALDS CORP CMN	760.95		1,393.38		632.43
03-16-11	01-12-12	102	EMC CORPORATION MASS CMN	2,604.16		2,292.62	(311.54)	
10-07-08	01-12-12	380	AMEX CONSUMER STAPLES SELECT F	9,805.94		12,216.43		2,410.49
11-03-10	01-18-12	203	AMERICAN EXPRESS CO CMN	8,498.90		10,263.91		1,765.01
09-09-08	01-19-12	93	CONOCOPHILLIPS	6,617.88		6,608.48		(9.40)
04-16-09	01-19-12	43	CONOCOPHILLIPS	1,704.95		3,055.53		1,350.58
02-05-10	01-19-12	18	CONOCOPHILLIPS	851.04		1,279.06		428.02
10-04-11	01-19-12	51	CONOCOPHILLIPS	3,065.93		3,624.00	558.07	
03-09-09	01-19-12	72	BHP BILLITON LTD SPONSORED ADR	2,644.06		5,645.15		3,001.10
10-04-11	01-19-12	24	BHP BILLITON LTD SPONSORED ADR	1,558.88		1,881.72	322.84	

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #16H46066
SPAULF RH FDTN
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
01-22-03	01-19-12	116	COSTCO WHOLESALE CORP NEW	3,375 04		9,423 87		6,048 83
04-25-11	01-19-12	2	COSTCO WHOLESALE CORP NEW	157 12		162 48	5 36	
10-04-11	01-19-12	39	COSTCO WHOLESALE CORP NEW	3,138 55		3,168 37	29 82	
07-29-11	01-31-12	11	GOOGLE INC CMN CLASS A	6,737 54		6,346 35	(391 20)	
10-04-11	01-31-12	8	GOOGLE INC CMN CLASS A	3,897 41		4,615 52	718 11	
03-31-11	01-31-12	17	PRAXAIR INC	1,732 62		1,803 16	70 54	
09-30-11	01-31-12	16	PRAXAIR INC	1,514 90		1,697 09	182 19	
10-04-11	01-31-12	9	PRAXAIR INC	832 69		954 61	121 92	
08-23-11	01-31-12	181	UNILEVER N V NY SHS (NFW)ADR	6,178 74		6,011 38	(167 36)	
10-04-11	01-31-12	53	UNILEVER N V NY SHS (NEW)ADR	1,644 05		1,760 24	116 19	
08-01-11	02-01-12	171	WALGREEN CO	6,645 87		5,698 57	(947 30)	
10-04-11	02-01-12	48	WALGREEN CO	1,545 99		1,599 60	53 61	
12-21-11	02-01-12	313	WALGREEN CO	10,177 38		10,430 71	253 33	
03-24-11	02-08-12	319	AT&T CORP	9,129 23		9,594 89	465 65	
10-04-11	02-08-12	105	AT&T CORP	2,913 60		3,158 19	244 59	
03-24-11	02-08-12	172	VERIZON COMMUNICATNS COM	6,405 09		6,529 75	124 66	
04-25-11	02-08-12	3	VERIZON COMMUNICATNS COM	111 12		113 89	2 77	
10-04-11	02-08-12	57	VERIZON COMMUNICATNS COM	2,041 51		2,163 93	122 42	
07-10-03	02-10-12	68	PEPSICO INC CMN	3,148 18		4,335 80		1,187 62
07-10-03	02-10-12	16	PEPSICO INC CMN	738 56		1,020 19		281 63

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #16H46066
SPAULF_RH_FDTN
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
04-25-11	02-10-12	5	PEPSICO INC CMN	335 70		318 81	(16 89)	
07-29-11	02-10-12	37	PEPSICO INC CMN	2,368 43		2,359 19	(9 25)	
03-29-11	02-10-12	106	PROCTER & GAMBLE CO	6,499 91		6,769 92	270 01	
10-04-11	02-10-12	35	PROCTER & GAMBLE CO	2,182 43		2,235 35	52 92	
02-03-11	02-14-12	25	BED BATH & BEYOND	1,200 13		1,476 59		276 45
03-04-11	02-14-12	43	BED BATH & BEYOND	2,060 02		2,539 73	479 71	
08-23-11	02-14-12	50	BED BATH & BEYOND	2,652 00		2,953 17	301 17	
10-04-11	02-14-12	34	BED BATH & BEYOND	1,829 73		2,008 16	178 43	
09-09-11	02-15-12	281	CISCO SYSTEMS INC CMN	4,441 55		5,602 44	1,160 89	
10-04-11	02-15-12	24	CISCO SYSTEMS INC CMN	362 93		478 50	115 57	
11-08-10	02-16-12	145	STARBUCKS CORP CMN	4,459 00		7,054 08		2,595 08
09-22-11	03-21-12	3	AUTOZONE INC CMN	947 21		1,133 61	186 40	
01-13-12	03-21-12	39	BB&T CORPORATION CMN	1,048 28		1,210 63	162 35	
09-30-11	03-21-12	15	BALL CORPORATION CMN	472 66		616 80	144 14	
02-14-12	03-21-12	31	BROADCOM CORP CL-A	1,133 28		1,194 06	60 78	
			CMN CLASS A					
01-11-12	03-21-12	14	BERKSHIRE HATHAWAY INC CLASS	1,086 14		1,133 19	47 05	
11-16-10	03-21-12	20	CATERPILLAR INC (DELAWARE) CMN	1,614 02		2,186 96		572 94
08-03-10	03-21-12	14	CHUBB CORP CMN	742 59		968 54		225 95
12-08-11	03-21-12	46	C&J ENRGY SERVICE INC CMN	992 48		831 62	(160 86)	
02-15-12	03-21-12	36	COMCAST CORPORATION CMN CLASS	1,038 30		1,067 75	29 45	
02-10-12	03-21-12	9	CUMMINS INC COMMON STOCK	1,077 25		1,112 53	35 28	
01-31-12	03-21-12	15	COACH INC CMN	1,041 92		1,180 23	138 31	

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #16H46066
SPAULF RH FDTN
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
10-04-11	03-21-12	59	CISCO SYSTEMS INC CMN	892 22		1,212 71	320 49	
12-01-11	03-21-12	37	CISCO SYSTEMS INC CMN	685 23		760 51	75 28	
02-08-12	03-21-12	25	CVS CAREMARK CORPORATION CMN	1,097 57		1,124 43	26 86	
07-29-02	03-21-12	3	CHEVRON CORPORATION CMN	110 07		323 65		213 58
09-12-02	03-21-12	19	CHEVRON CORPORATION CMN	694 45		2,049 82		1,355 37
01-19-12	03-21-12	10	CONCHO RESOURCES INC CMN	1,009 24		1,009 29	0 05	
03-25-11	03-21-12	23	E I DU PONT DE NEMOURS AND CO	1,249 10		1,209 57	(39 53)	
02-16-11	03-21-12	12	DEERE & COMPANY CMN	1,149 90		985 96		(163 94)
02-16-12	03-21-12	42	D R HORTON INC CMN	608 14		660 46	52 32	
03-16-11	03-21-12	47	EMC CORPORATION MASS CMN	1,199 96		1,373 36		173 40
01-11-12	03-21-12	11	EOG RESOURCES INC CMN	1,144 84		1,252 69	107 85	
01-12-12	03-21-12	126	FORD MOTOR COMPANY CMN	1,516 89		1,582 62	65 73	
01-30-12	03-21-12	94	GENERAL ELECTRIC CO CMN	1,769 24		1,899 65	130 41	
12-14-11	03-21-12	2	GOOGLE INC CMN CLASS A	1,237 03		1,284 41	47 38	
01-26-11	03-21-12	23	HALLIBURTON COMPANY CMN	987 64		786 21		(201 43)
01-22-09	03-21-12	39	THE HOME DEPOT INC CMN	851 37		1,940 22		1,088 85

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #16H46066
SPAULF_RH_FDTN
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
03-15-11	03-21-12	14	INTL BUSINESS MACHINES CORP CM	2,218 88		2,867 30		648 42
04-16-09	03-21-12	48	INTEL CORPORATION CMN	762 72		1,333 09		570 37
02-03-10	03-21-12	12	INTEL CORPORATION CMN	234 99		333 27		98 28
02-17-09	03-21-12	75	JPMORGAN CHASE & CO CMN	1,679 04		3,382.83		1,703 79
10-18-06	03-21-12	37	COCA-COLA COMPANY (THE) CMN	1,627 19		2,630 39		1,003 20
02-08-12	03-21-12	24	LIMITED BRANDS INC CMN	1,076 05		1,152 72	76 67	
04-16-09	03-21-12	17	MC DONALDS CORP CMN	924 01		1,651 34		727 33
01-12-12	03-21-12	13	MONSANTO COMPANY CMN	1,050 16		1,027 36	(22 80)	
07-18-06	03-21-12	90	MICROSOFT CORPORATION CMN	2,042 10		2,877 68		835 58
01-31-12	03-21-12	10	NIKE CLASS-B CMN CLASS B	1,047 04		1,109 31	62 27	
02-08-12	03-21-12	14	NATIONAL OILWELL VARCO INC C	1,150 44		1,128 77	(21 67)	
01-12-12	03-21-12	13	NORFOLK SOUTHERN CORPORATION C	1,014 02		871 67	(142 35)	
09-29-11	03-21-12	22	NORTHERN TRUST CORP CMN	777 21		1,041 25	264 04	
02-15-12	03-21-12	2	PRICELINE COM INC CMN	1,148 71		1,408 93	260 22	
07-29-11	03-21-12	18	PEPSICO INC CMN	1,152 21		1,176 86	24 65	

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Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #16H46066
SPAULF RH_FDTN
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
01-13-12	03-21-12	17	PNC FINANCIAL SERVICES GROUP C	1,031 69		1,077 19	45 50	
02-08-12	03-21-12	10	PIONEER NATURAL RESOURCES CO C	1,109 29		1,043 27	(66 02)	
01-13-11	03-21-12	16	QUALCOMM INC CMN	829 91		1,058 60		228 69
11-08-10	03-21-12	21	STARBUCKS CORP CMN	645 79		1,129 35		483 56
03-30-11	03-21-12	21	SCHLUMBERGER LTD CMN	1,960 91		1,557 62	(403 29)	
01-09-12	03-21-12	8	UNION PACIFIC CORP CMN	874 03		895 66	21 63	
03-06-08	03-21-12	13	UNITED PARCEL SERVICE INC CL	938 66		1,046 38		107 72
07-29-11	03-21-12	55	U S BANCORP CMN	1,443 77		1,732 45	288 68	
10-21-08	03-21-12	19	UNITED TECHNOLOGIES CORP CMN	973 76		1,574 21		600 45
07-28-11	03-21-12	10	VISA INC CMN CLASS A	884 76		1,168 45	283 69	
01-09-12	03-21-12	113	WELLS FARGO & CO (NEW) CMN	3,304 38		3,856 51	552 13	
02-10-12	03-21-12	14	WHOLE FOODS MARKET INC CMN	1,144 73		1,172 79	28 06	
03-30-11	03-21-12	49	WEATHERFORD INTERNATIONAL LTD	1,085 80		833 89	(251 91)	
02-14-08	03-21-12	33	WAL MART STORES INC CMN	1,649 74		1,995 42		345 68
10-07-08	03-21-12	45	AMEX CONSUMER STAPLES SELECT F	1,161 23		1,513 32		352 09
09-24-03	03-21-12	37	EXXON MOBIL CORPORATION CMN	1,378 83		3,182 61		1,803 78

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #16H46066
SPAULF_RH_FDTN
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
07-29-11	03-21-12	7	APPLE INC CMN	2,751.85		4,248.45	1,496.60	
02-05-10	03-21-12	4	APPLF INC CMN	775.56		2,427.68		1,652.12
11-03-10	03-21-12	21	AMERICAN EXPRESS CO CMN	879.20		1,198.76		319.56
01-12-12	05-29-12	100	NORFOLK SOUTHERN CORPORATION C	7,800.13		6,656.21	(1,143.92)	
12-08-11	05-29-12	29	C&J ENERGY SFRVICE INC CMN	625.69		534.15	(91.54)	
12-08-11	06-05-12	117	C&J ENERGY SERVICE INC CMN	2,524.35		2,036.59	(487.76)	
12-08-11	06-06-12	53	C&J ENERGY SERVICE INC CMN	1,143.51		947.77	(195.74)	
12-08-11	06-07-12	92	C&J FNFRGY SERVICE INC CMN	1,984.96		1,652.64	(332.32)	
12-08-11	06-08-12	64	C&J ENERGY SERVICE INC CMN	1,380.84		1,140.79	(240.05)	
01-22-10	06-12-12	1	APPLE INC CMN	200.65		573.83		373.18
11-03-10	06-12-12	1	AMERICAN EXPRESS CO CMN	41.87		56.38		14.51
11-10-10	06-12-12	2	AMERICAN EXPRESS CO CMN	86.71		112.75		26.04
01-13-12	06-12-12	6	BB&T CORPORATION CMN	161.27		172.97	11.70	
09-30-11	06-12-12	3	BALL CORPORATION CMN	94.53		122.57	28.04	
02-14-12	06-12-12	5	BROADCOM CORP CL-A CMN CLASS A	182.79		169.94	(12.85)	
01-11-12	06-12-12	3	BERKSHIRE HATHAWAY INC CLASS	232.74		243.38	10.64	

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #16H46066
SPAULF_RH_FDTN
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
11-16-10	06-12-12	4	CATERPILLAR INC (DELAWARE) CMN	322 80		344 95		22 15
08-03-10	06-12-12	3	CHUBB CORP CMN	159 13		213 08		53 95
02-15-12	06-12-12	7	COMCAST CORPORATION CMN CLASS	201 89		210 97	9 08	
02-10-12	06-12-12	2	CUMMINS INC COMMON STOCK	239 39		192 01	(47 38)	
01-31-12	06-12-12	3	COACH INC CMN	208 38		183 35	(25 03)	
12-01-11	06-12-12	18	CISCO SYSTEMS INC CMN	333 36		301 13	(32 23)	
02-08-12	06-12-12	5	CVS CAREMARK CORPORATION CMN	219 51		225 94	6 43	
09-12-02	06-12-12	5	CHEVRON CORPORATION CMN	182 75		502 08		319 33
01-19-12	06-12-12	2	CONCHO RESOURCES INC. CMN	201 85		180 15	(21.70)	
03-25-11	06-12-12	5	E I DU PONT DE NEMOURS AND CO	271 54		247 84		(23 70)
02-16-11	06-12-12	2	DEERE & COMPANY CMN	191 65		147 43		(44 22)
02-16-12	06-12-12	8	D R HORTON INC CMN	115 84		121 59	5 75	
03-16-11	06-12-12	8	EMC CORPORATION MASS CMN	204 25		194 43		(9 82)
01-11-12	06-12-12	2	EOG RESOURCES INC CMN	208 15		186 79	(21.36)	
01-12-12	06-12-12	22	FORD MOTOR COMPANY CMN	264 85		229 67	(35 18)	
01-30-12	06-12-12	17	GENERAL ELECTRIC CO CMN	319 97		329 71	9 74	

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #16H46066
SPAULF RH FDTN
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
01-26-11	06-12-12	4	HALLIBURTON COMPANY CMN	171 76		111 57		(60 19)
01-22-09	06-12-12	9	THE HOME DEPOT INC CMN	196 47		467 44		270 97
03-15-11	06-12-12	3	INTL BUSINESS MACHINES CORP CM	475 47		581.26		105 79
02-03-10	06-12-12	12	INTEL CORPORATION CMN	234 99		316 79		81 80
02-17-09	06-12-12	16	JPMORGAN CHASE & CO CMN	358 20		535 98		177 78
10-18-06	06-12-12	8	COCA-COLA COMPANY (THE) CMN	351 82		599 58		247 76
02-08-12	06-12-12	4	LIMITED BRANDS INC CMN	179 34		169 55	(9 79)	
04-16-09	06-12-12	4	MC DONALDS CORP CMN	217 41		349 15		131 74
01-12-12	06-12-12	2	MONSANTO COMPANY CMN	161 56		158 29	(3 27)	
07-18-06	06-12-12	19	MICROSOFT CORPORATION CMN	431 11		553 45		122 34
01-31-12	06-12-12	2	NIKE CLASS-B CMN CLASS B	209 41		214 37	4 96	
02-08-12	06-12-12	2	NATIONAL OILWELL VARCO INC C	164 35		132 97	(31 38)	
09-29-11	06-12-12	4	NORTHERN TRUST CORP CMN	141 31		173 91	32 60	
07-29-11	06-12-12	3	PEPSICO INC CMN	192 04		204 89	12.85	

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #16H46066
SPAULF_RH_FDTN
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
01-13-12	06-12-12	3	PNC FINANCIAL SERVICES GROUP C	182.06		171.47	(10.59)	
02-08-12	06-12-12	2	PIONEER NATURAL RESOURCES CO C	221.86		184.01	(37.85)	
01-13-11	06-12-12	4	QUALCOMM INC CMN	207.48		235.67		28.19
11-08-10	06-12-12	4	STARBUCKS CORP CMN	123.01		210.67		87.66
03-30-11	06-12-12	4	SCHLUMBERGER LTD CMN	373.51		258.27		(115.24)
01-09-12	06-12-12	2	UNION PACIFIC CORP CMN	218.51		223.01	4.50	
03-06-08	06-12-12	3	UNITED PARCEL SERVICE INC CL	216.61		228.53		11.92
07-29-11	06-12-12	9	U S BANCORP CMN	236.25		275.21	38.96	
10-21-08	06-12-12	4	UNITED TECHNOLOGIES CORP CMN	205.00		297.71		92.71
07-28-11	06-12-12	2	VISA INC CMN CLASS A	176.95		232.85	55.90	
01-09-12	06-12-12	19	WELLS FARGO & CO (NEW) CMN	555.60		591.26	35.66	
02-10-12	06-12-12	2	WHOLE FOODS MARKET INC CMN	163.53		181.69	18.16	
03-30-11	06-12-12	10	WATHERFORD INTERNATIONAL LTD	221.59		121.04		(100.55)
02-14-08	06-12-12	7	WAL MART STORES INC CMN	349.95		472.55		122.60
10-07-08	06-12-12	51	AMERX CONSUMER STAPLES SELECT F	1,316.06		1,734.73		418.67
09-24-03	06-12-12	8	EXXON MOBIL CORPORATION CMN	298.12		648.06		349.94

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #16H46066
SPAULF RH FDTN
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
02-08-12	06-26-12	176	LIMITED BRANDS INC CMN	7,891.06		7,201.25	(689.81)	
01-31-12	07-13-12	110	COACH INC CMN	7,640.75		6,249.69	(1,391.06)	
02-14-12	07-13-12	214	BROADCOM CORP CL-A CMN CLASS A	7,823.28		6,622.27	(1,201.01)	
01-19-12	07-13-12	76	CONCHO RESOURCES INC CMN	7,670.19		6,349.43	(1,320.76)	
02-17-09	07-24-12	214	JPMORGAN CHASE & CO CMN	4,790.86		7,393.62		2,602.76
12-01-11	07-24-12	385	CISCO SYSTEMS INC CMN	7,130.12		5,863.91	(1,266.21)	
01-12-12	07-24-12	885	FORD MOTOR COMPANY CMN	10,654.34		7,971.81	(2,682.53)	
01-31-12	07-24-12	73	NIKE CLASS-B CMN CLASS B	7,643.42		6,821.22	(822.20)	
04-16-09	07-25-12	28	MC DONALDS CORP CMN	1,521.90		2,464.33		942.43
04-25-11	07-25-12	16	MC DONALDS CORP CMN	1,235.52		1,408.19		172.67
08-23-11	07-25-12	3	MC DONALDS CORP CMN	267.03		264.03	(3.00)	
01-13-12	07-25-12	123	PNC FINANCIAL SERVICES GROUP C	7,464.61		7,082.16	(382.45)	
11-08-10	07-27-12	32	STARBUCKS CORP CMN	984.05		1,497.22		513.17
08-23-11	07-27-12	54	STARBUCKS CORP CMN	1,974.78		2,526.56	551.78	
10-04-11	07-27-12	70	STARBUCKS CORP CMN	2,538.76		3,275.17	736.41	
10-05-11	07-27-12	4	STARBUCKS CORP CMN	148.12		187.15	39.03	
02-15-12	08-08-12	9	PRICELINE COM INC CMN	5,169.20		5,054.02	(115.18)	
02-22-12	08-08-12	5	PRICELINE COM INC CMN	2,924.72		2,807.79	(116.93)	
11-10-10	08-21-12	57	AMERICAN EXPRESS CO CMN	2,471.37		3,244.96		773.59

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #161146066
SPAULF_RH_FDTN
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
08-23-11	08-21-12	8	AMERICAN EXPRESS CO CMN	368 80		455 43	86 63	
10-04-11	08-21-12	85	AMERICAN EXPRESS CO CMN	3,563 80		4,838 99	1,275 19	
09-22-11	08-21-12	16	AUTOZONE INC CMN	5,051 81		5 852 89	801 08	
10-04-11	08-21-12	5	AUTOZONE INC CMN	1,570 24		1,829 03	258 79	
02-08-12	08-21-12	71	PIONEER NATURAL RESOURCES CO C	7,875 95		6,920 13	(955 82)	
10-07-08	08-29-12	326	AMEX CONSUMER STAPLES SELECT F	8,412 46		11,639.70		3,227 24
11-16-10	08-30-12	38	CATERPILLAR INC (DELAWARE) CMN	3,066 64		3,218 92		152.28
03-06-08	08-30-12	72	UNITED PARCEL SERVICE INC CL	5,198 72		5,323 36		124 64
02-05-10	08-30-12	11	UNITED PARCEL SERVICE INC CL	623 04		813 29		190.25
10-04-11	08-30-12	32	UNITED PARCEL SERVICE INC CL	1,996.91		2,365 94	369 03	
02-14-08	08-30-12	72	WAL MART STORES INC CMN	3,599 44		5 196 66		1,597 22
02-16-11	08-30-12	74	DEERE & COMPANY CMN	7,091 08		5,498 81		(1,592 27)
04-25-11	08-30-12	1	DEERE & COMPANY CMN	94 80		74 31		(20 49)
10-04-11	08-30-12	29	DEERE & COMPANY CMN	1,774 54		2,154 94	380 40	
03-25-11	08-30-12	48	LE DU PONT DE NEMOURS AND CO	2,606 81		2,385 68		(221 13)
03-15-11	08-31-12	20	INTL. BUSINESS MACHINES CORP CM	3,169 83		3,910 69		740 86

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #16H46066
SPAULF_RH_FDTN
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
07-18-06	08-31-12	117	MICROSOFT CORPORATION CMN	2,654.73		3,596.75		942.02
04-16-09	08-31-12	66	MICROSOFT CORPORATION CMN	1,287.66		2,028.94		741.28
10-18-06	08-31-12	84	COCA-COLA COMPANY (THE) CMN	1,847.08		3,142.48		1,295.40
03-25-11	08-31-12	163	COCA-COLA COMPANY (THE) CMN	5,326.05		6,097.90		771.85
03-30-11	08-31-12	81	WEATHERFORD INTERNATIONAL LTD	1,794.89		948.75		(846.14)
04-25-11	08-31-12	1	WEATHERFORD INTERNATIONAL LTD	20.77		11.71		(9.06)
09-14-11	08-31-12	240	WEATHERFORD INTERNATIONAL LTD	3,876.14		2,811.10	(1,065.04)	
10-04-11	08-31-12	110	WEATHERFORD INTERNATIONAL LTD	1,245.49		1,288.42	42.93	
01-22-10	09-06-12	3	APPLE INC CMN	601.95		2,016.72		1,414.77
07-29-11	09-06-12	5	APPLE INC CMN	1,965.61		3,361.20		1,395.59
06-20-12	09-06-12	184	PROCTER & GAMBLE CO	11,063.86		12,478.03	1,414.17	
10-21-08	09-07-12	56	UNITED TECHNOLOGIES CORP CMN	2,870.04		4,443.90		1,573.86
02-03-10	09-11-12	195	INTEL CORPORATION CMN	3,818.65		4,547.33		728.68
03-25-11	09-11-12	82	COCA-COLA COMPANY (THE) CMN	2,679.36		3,085.62		406.26
04-16-09	09-11-12	7	MICROSOFT CORPORATION CMN	136.57		214.90		78.33

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #16H46066
SPAULF_RH_FDTN
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
11-16-10	09-11-12	61	MICROSOFT CORPORATION CMN	1,575 22		1,872 72		297 50
01-22-09	09-12-12	174	THE HOME DEPOT INC CMN	3,798 44		9,862 03		6,063 59
07-24-12	09-17-12	25	VERIZON COMMUNICATNS COM	1,095 14		1,112 04	16 90	
07-24-12	09-17-12	39	AT&T CORP	1,349 97		1,459 97	110 00	
02-03-10	09-17-12	136	INTEL CORPORATION CMN	2,663 26		3,148 58		485 32
07-29-11	09-17-12	25	PEPSICO INC CMN	1,600 29		1,759 81		159 52
02-03-10	09-21-12	51	INTEL CORPORATION CMN	998 72		1,175 98		177 26
10-04-11	09-21-12	20	INTEL CORPORATION CMN	414 90		461 17	46 27	
11-16-10	09-27-12	120	MICROSOFT CORPORATION CMN	3,098 78		3,621 89		523 11
07-13-12	09-27-12	50	ORACLE CORP	1,472 26		1,563 63	91 37	
08-03-10	09-27-12	48	CHUBB CORP CMN	2,546 02		3,643 65		1,097 63
09-29-11	09-27-12	147	NORTHERN TRUST CORP CMN	5,193 16		6,842 83	1,649 67	
10-04-11	09-27-12	49	NORTHERN TRUST CORP CMN	1,673 50		2,280 95	607 45	
02-10-12	09-27-12	65	CUMMINS INC COMMON STOCK	7,780 13		6,042 82	(1,737 31)	

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FDN - EQUITY BALANCED ACCOUNT
ACCOUNT #16H46066
SPAULF_RH_FDTN
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
01-11-12	09-27-12	34	EOG RESOURCES INC CMN	3,538.59		3,853.18	314.59	
TOTAL GAINS							25,551.11	99,511.39
TOTAL LOSSES							(23,664.38)	(3,437.54)
TOTAL REALIZED GAIN/LOSS							1,886.74	96,073.85
				577,020.35	0.00	674,980.94		

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FOUNDATION FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H46065
was 00256204
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
05-13-04	10-01-11	4	AMRESO RESIDENTIAL SECS 97-2	4.14	0 00	4 10		(0 04)
			7 175% Due 06-25-27					
06-21-11	10-01-11	235	FHLMC REMIC TRUST 3864	243 88	0 00	234 57	(9.31)	
			3.500% Due 05-15-26					
09-09-09	10-01-11	795	FHLMC REMIC SERIES 2586	836 01	0 00	794 78		(41 23)
			4 500% Due 03-15-18					
10-01-09	10-01-11	251	FNMA REMIC TRUST	268 94	0 00	251 35		(17 59)
			2005-114					
			5 500% Due 09-25-18					
10-27-09	10-01-11	41	FNMA 2006-M3	43 11	0 00	41 06		(2 05)
			5 095% Due 08-25-16					
03-01-11	10-01-11	570	FNMA 2011-S UE	572 22	0 00	569 55	(2 67)	
			2 500% Due 02-25-21					
07-27-11	10-01-11	621	FNMA PASS-THRU LNG 30	664 41	0 00	621 49	(42 92)	
			YEAR					
			5 000% Due 11-01-35					
10-07-09	10-01-11	301	GNMA REMIC TRUST	309.26	0 00	301 35		(7 91)
			2003-42					
			4 000% Due 01-16-30					
05-13-10	11-01-11	10,000	UNITED STATES TREAS	9,953 91	10 68	10,817 19		852 60
			NTS					
			2 625% Due 04-30-16					
06-21-11	11-15-11	240	FHLMC REMIC TRUST 3864	249 97	0 00	240 43	(9 54)	
			3 500% Due 05-15-26					
09-09-09	11-15-11	765	FHLMC REMIC SERIES 2586	804 47	0 00	764 80		(39 67)
			4 500% Due 03-15-18					

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FOUNDATION FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H46065
was 00256204
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
10-07-09	11-16-11	377	GNMA REMIC TRUST 2003-42 4 000% Due 01-16-30	387 01	0 00	377 11		(9 90)
05-13-04	11-25-11	2	AMRESO RESIDENTIAL SECS 97-2 7 175% Due 06-25-27	2 35	0 00	2 33		(0 02)
10-01-09	11-25-11	252	FNMA REMIC TRUST 2005-114 5 500% Due 09-25-18	270 18	0 00	252 50		(17.68)
10-27-09	11-25-11	37	FNMA 2006-M3 5 095% Due 08-25-16	38 89	0 00	37 04		(1 85)
03-01-11	11-25-11	496	FNR 2011-5 UE 2 500% Due 02-25-21	498 62	0 00	496 29	(2 33)	
07-27-11	11-25-11	728	FNMA PASS-THRU LNG 30 YEAR 5 000% Due 11-01-35	778 61	0 00	728 31	(50 30)	
05-13-10	12-02-11	20,000	UNITED STATES TREAS NTS 2 625% Due 04-30-16	19,907 81	22 62	21,584 38		1,653 94
06-21-11	12-15-11	246	FHLMC REMIC TRUST 3864 3 500% Due 05-15-26	255 95	0 00	246 18	(9 77)	
09-09-09	12-15-11	483	FHLMC REMIC SERIES 2586 4 500% Due 03-15-18	507 54	0 00	482 51		(25 03)
10-07-09	12-16-11	242	GNMA REMIC TRUST 2003-42 4 000% Due 01-16-30	248 25	0 00	241 90		(6 35)
03-01-11	12-27-11	800	FNR 2011-5 UL 2 500% Due 02-25-21	803 90	0 00	800 15	(3 75)	

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FOUNDATION FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H46065
was 00256204
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
07-27-11	12-27-11	899	FNMA PASS-THRU LNG 30 YEAR 5 000% Due 11-01-35	961 07	0 00	898 98	(62 09)	
05-13-04	12-27-11	1	AMRESO RESIDENTIAL SECS 97-2 7 175% Due 06-25-27	1 13	0 00	1 12		(0 01)
10-01-09	12-27-11	254	FNMA REMIC TRUST 2005-114 5 500% Due 09-25-18	271 42	0 00	253 66		(17 76)
10-27-09	12-27-11	41	FNMA 2006-M3 5 095% Due 08-25-16	43 54	0 00	41 47		(2 07)
06-21-11	01-17-12	252	FHLMC REMIC TRUST 3864 3 500% Due 05-15-26	261 81	0 00	251 82	(9 99)	
09-09-09	01-17-12	602	FHLMC REMIC SERIES 2586 4 500% Due 03-15-18	633 01	0 00	601 79		(31 22)
10-07-09	01-17-12	390	GNMA REMIC TRUST 2003-42 4 000% Due 01-16-30	400 03	0 00	389 80		(10.23)
07-27-11	01-25-12	815	FNMA PASS-THRU LNG 30 YEAR 5 000% Due 11-01-35	870 91	0 00	814 65	(56.26)	
05-13-04	01-25-12	4	AMRESO RESIDENTIAL SECS 97-2 7 175% Due 06-25-27	4 36	0 00	4 32		(0 04)
10-01-09	01-25-12	255	FNMA REMIC TRUST 2005-114 5 500% Due 09-25-18	272 66	0 00	254 82		(17 84)

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES

SPAULDING FAMILY FOUNDATION FIXED INCOME BALANCED ACCOUNT

ACCOUNT #16H46065

was 00256204

From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
10-27-09	01-25-12	37	FNMA 2006-M3 5.095% Due 08-25-16	39.34	0.00	37.47		(1.87)
03-01-11	01-25-12	467	FNR 2011-S UE 2.500% Due 02-25-21	469.38	0.00	467.19	(2.19)	
06-21-11	02-15-12	257	FHLMC REMIC TRUST 3864 3.500% Due 05-15-26	267.55	0.00	257.34	(10.21)	
09-09-09	02-15-12	444	FHLMC REMIC SERIES 2586 4.500% Due 03-15-18	467.41	0.00	444.36		(23.05)
10-07-09	02-16-12	304	GNMA REMIC TRUST 2003-42 4.000% Due 01-16-30	311.74	0.00	303.77		(7.97)
10-27-09	02-27-12	38	FNMA 2006-M3 5.095% Due 08-25-16	39.55	0.00	37.67		(1.88)
03-01-11	02-27-12	563	FNR 2011-S UE 2.500% Due 02-25-21	565.18	0.00	562.54	(2.64)	
07-27-11	02-27-12	716	FNMA PASS-THRU LNG 30 YLAR 5.000% Due 11-01-35	765.87	0.00	716.39	(49.48)	
05-13-04	02-27-12	3	AMRESO RESIDENTIAL SECS 97-2 7.175% Due 06-25-27	3.49	0.00	3.46		(0.03)
10-01-09	02-27-12	256	FNMA REMIC TRUST 2005-114 5.500% Due 09-25-18	273.91	0.00	255.99		(17.92)
09-09-09	03-01-12	721	FHLMC REMIC SERIES 2586 4.500% Due 03-15-18	758.54	0.00	721.13		(37.41)
06-21-11	03-01-12	849	FHLMC REMIC TRUST 3864 3.500% Due 05-15-26	882.75	0.00	849.05	(33.70)	

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FOUNDATION FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H46065
was 00256204
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
10-07-09	03-01-12	262	GNMA REMIC TRUST 2003-42 4 000% Due 01-16-30	269 19	0 00	262 30		(6 89)
12-01-11	03-15-12	10,000	ISRAELI ST 5 500% Due 09-18-23	12,545 90	(52 20)	12,418 00	(75 70)	
05-13-10	03-16-12	10,000	UNITED STATES TREAS NTS 2 625% Due 04-30-16	9,953 91	13 45	10,671 48		704 12
03-17-11	03-21-12	20,000	NORTH SIDE IND HIGH SCH BLDG C FIRST MTG 5.250% Due 07-15-17	22,045 80	(884 73)	21,109 60		(51 47)
10-01-09	03-26-12	257	FNMA REMIC TRUST 2005-114 5 500% Due 09-25-18	275 16	0 00	257 16		(18 00)
10-27-09	03-26-12	46	FNMA 2006-M3 5 095% Due 08-25-16	48 61	0 00	46 30		(2 31)
05-13-04	03-26-12	1	AMRESICO RESIDENTIAL SECS 97-2 7 175% Due 06-25-27	1 50	0 00	1 49		(0 01)
07-27-11	03-26-12	791	FNMA PASS-THRU LNG 30 YEAR 5 000% Due 11-01-35	845 72	0 00	791.09	(54 63)	
03-01-11	03-26-12	659	FNR 2011-S UE 2 500% Due 02-25-21	662 16	0 00	659 07		(3 09)
09-09-09	04-16-12	442	FHLMC REMIC SERIES 2586 4 500% Due 03-15-18	465 09	0 00	442 15		(22 94)
06-21-11	04-16-12	1,120	FHLMC REMIC TRUST 3864 3 500% Due 05-15-26	1,164 47	0 00	1,120 02	(44 45)	

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FOUNDATION FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H46065
was 00256204
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
10-07-09	04-16-12	399	GNMA REMIC TRUST 2003-42 4 000% Due 01-16-30	409 60	0 00	399 12		(10 48)
03-14-12	04-25-12	826	FNMA REMIC TRUST 2010-54 3 000% Due 04-25-40	843 37	0 00	825 57	(17 80)	
07-27-11	04-25-12	851	FNMA PASS-THRU LNG 30 YEAR 5 000% Due 11-01-35	910 06	0 00	851.27	(58 79)	
05-13-04	04-25-12	3	AMRESKO RESIDENTIAL SECS 97-2 7 175% Due 06-25-27	2 56	0 00	2 54		(0 02)
10-01-09	04-25-12	258	FNMA REMIC TRUST 2005-114 5 500% Due 09-25-18	276 42	0 00	258 34		(18 08)
10-27-09	04-25-12	38	FNMA 2006-M3 5 095% Due 08-25-16	40 03	0 00	38 12		(1 91)
03-01-11	04-25-12	500	FNR 2011-5 UG 2 500% Due 02-25-21	502 36	0 00	500 02		(2 34)
10-01-09	05-07-12	23,117	FNMA REMIC TRUST 2005-114 5 500% Due 09-25-18	24,735 60	0 00	23,810 90		(924 70)
07-27-11	05-08-12	23,052	FNMA PASS-THRU LNG 30 YEAR 5 000% Due 11-01-35	24,643 72	0 00	25,122 76	479 04	
06-21-11	05-15-12	1,032	FHLMC REMIC TRUST 3864 3 500% Due 05-15-26	1,073 30	0 00	1,032 33	(40 97)	

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FOUNDATION FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H46065
was 00256204
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
04-17-12	05-15-12	79	FILMC REMIC SERIES 4011 4 000% Due 12-15-41	84 18	0 00	79 29	(4 89)	
09-09-09	05-15-12	632	FILMC REMIC SERIES 2586 4 500% Due 03-15-18	664 64	0 00	631 86		(32 78)
10-07-09	05-16-12	390	GNMA REMIC TRUST 2003-42 4 000% Due 01-16-30	399 73	0 00	389 51		(10 22)
05-13-04	05-25-12	2	AMRESKO RESIDENTIAL SECS 97-2 7 175% Due 06-25-27	2 51	0 00	2 49		(0 02)
10-27-09	05-25-12	43	FNMA 2006-M3 5 095% Due 08-25-16	44 66	0 00	42 53		(2 13)
03-01-11	05-25-12	765	FNR 2011-S UE 2 500% Due 02-25-21	768 80	0 00	765 21		(3 59)
03-14-12	05-25-12	520	FNMA REMIC TRUST 2010-54 3 000% Due 04-25-40	531 41	0 00	520 19	(11 22)	
07-27-11	05-25-12	913	FNMA PASS-1HRU LNG 30 YEAR 5 000% Due 11-01-35	976 55	0 00	913 45	(63 10)	
10-01-09	05-25-12	260	FNMA REMIC TRUST 2005-114 5 500% Due 09-25-18	277 68	0 00	259 52		(18 16)
04-17-12	05-29-12	564	FNMA REMIC TRUST 2011-93 4 000% Due 09-25-41	594 07	0 00	563 77	(30 30)	

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FOUNDATION FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H46065
was 00256204
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
10-29-09	06-13-12	20,000	UNITED STATES TREAS NTS 3 000% Due 08-31-16	19,914 06	30 86	21,973 44		2,028 52
05-13-10	06-13-12	20,000	UNITED STATES TREAS NTS 2 625% Due 04-30-16	19,907 81	30 57	21,582 81		1,644 43
03-09-11	06-15-12	35,000	HARRIS CNTY TFX REF BDS 5 250% Due 10-01-20	38,638 25	(1,788 50)	37,094 75		245 00
06-21-11	06-15-12	854	FHLMC REMIC TRUST 3864 3 500% Due 05-15-26	888 11	0 00	854 21	(33 90)	
04-17-12	06-15-12	87	FHLMC REMIC SERIES 4011 4 000% Due 12-15-41	92 54	0 00	87 16	(5 38)	
09-09-09	06-15-12	502	FHLMC REMIC SERIES 2586 4 500% Due 03-15-18	528 21	0 00	502 16		(26 05)
10-07-09	06-18-12	340	GNMA RMBSIC TRUST 2003-42 4 000% Due 01-16-30	348 83	0 00	339 91		(8 92)
05-13-04	06-25-12	5	AMRESKO RESIDENTIAL SECS 97-2 7 175% Due 06-25-27	5 34	0 00	5 29		(0 05)
04-17-12	06-25-12	379	FNMA REMIC TRUST 2011-93 4 000% Due 09-25-41	399 71	0 00	379 32	(20 39)	
10-27-09	06-25-12	1,555	FNMA 2006-M3 5 095% Due 08-25-16	1,632 94	0 00	1,555 18		(77 76)
03-01-11	06-25-12	596	FNR 2011-S UE 2 500% Due 02-25-21	598 88	0 00	596 09		(2 79)

THIS REPORT IS PROVIDED TO ASSIST YOU IN YOUR MANAGEMENT OF YOUR PORTFOLIO. THIS REPORT CONTAINS INFORMATION PROVIDED BY YOU AND THIRD PARTIES WHICH MAY NOT BE COMPLETE OR ACCURATE. THIS DOCUMENT HAS BEEN PREPARED FOR INFORMATIONAL PURPOSES ONLY AND IS NOT YOUR OFFICIAL MONTHLY STATEMENT. TO THE EXTENT THAT THERE ARE ANY DISCREPANCIES BETWEEN THE STATEMENT YOU RECEIVE FROM YOUR ACCOUNT CUSTODIAN AND THIS DOCUMENT, THE TERMS OF THE MONTHLY STATEMENT WILL CONTROL. PRICES SHOWN ABOVE DO NOT NECESSARILY REFLECT THE VALUE THAT COULD BE REALIZED UPON SALE. SECURITIES POSITIONS REPORTED AS "HEREBY" ARE NOT HELD AT THE CUSTODIAN AND WE HAVE NOT VERIFIED THEIR EXISTENCE OR VALUATION. THE INFORMATION CONTAINED IN THIS REPORT DOES NOT CONSTITUTE TAX ADVICE. YOU SHOULD CONSULT WITH YOUR TAX ADVISOR IN CONNECTION WITH INVESTMENT TAX MATTERS. PLEASE NOTIFY AVALON ADVISORS IF YOU HAVE ANY QUESTIONS REGARDING THE INFORMATION IN THIS PORTFOLIO ANALYSIS PREPARED BY AVALON ADVISORS, LLC.

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FOUNDATION FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H46065
was 00256204
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
03-14-12	06-25-12	727	FNMA REMIC TRUST 2010-54 3 000% Due 04-25-40	742 20	0 00	726 53	(15 67)	
05-08-12	06-25-12	92	FNMA PASS-THRU INT 20 YEAR 3 500% Due 05-01-32	97 25	0 00	92 15	(5 10)	
06-21-11	07-16-12	905	FHLMC REMIC TRUST 3864 3 500% Due 05-15-26	940 63	0 00	904 72		(35 91)
04-17-12	07-16-12	95	FHLMC REMIC SERIES 4011 4 000% Due 12-15-41	100 83	0 00	94 97	(5 86)	
09-09-09	07-16-12	767	FHLMC REMIC SERIES 2586 4.500% Due 03-15-18	807 11	0 00	767 31		(39 80)
10-07-09	07-16-12	357	GNMA REMIC TRUST 2003-42 4 000% Due 01-16-30	366 49	0 00	357 12		(9 37)
07-14-11	07-18-12	15,000	NEW YORK ST DORM AUTH ST PERS 1 128% Due 03-15-14	15,000 00	0 00	14,925 00		(75 00)
03-14-12	07-25-12	554	FNMA REMIC TRUST 2010-54 3 000% Due 04-25-40	566 25	0 00	554 30	(11 95)	
05-08-12	07-25-12	114	FNMA PASS-THRU INT 20 YEAR 3 500% Due 05-01-32	120 24	0 00	113 94	(6 30)	
05-13-04	07-25-12	5	AMRESKO RESIDENTIAL SECS 97-2 7 175% Due 06-25-27	4 61	0 00	4 57		(0 04)

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FOUNDATION FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H46065
was 00256204
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
04-17-12	07-25-12	556	FNMA REMIC TRUST 2011-93 4.000% Due 09-25-41	586.17	0.00	556.27	(29.90)	
10-27-09	07-25-12	41	FNMA 2006-M3 5.095% Due 08-25-16	42.73	0.00	40.70		(2.03)
03-01-11	07-25-12	503	FNR 2011-S UE 2.500% Due 02-25-21	505.06	0.00	502.70		(2.36)
06-21-11	08-15-12	971	FHLMC REMIC TRUST 3864 3.500% Due 05-15-26	1,009.98	0.00	971.43		(38.55)
04-17-12	08-15-12	740	FHLMC REMIC SERIES 4011 4.000% Due 12-15-41	785.64	0.00	739.97	(45.67)	
09-09-09	08-15-12	707	FHLMC REMIC SERIES 2586 4.500% Due 03-15-18	743.54	0.00	706.87		(36.67)
10-07-09	08-16-12	274	GNMA REMIC TRUST 2003-42 4.000% Due 01-16-30	281.55	0.00	274.35		(7.20)
05-13-04	08-27-12	1	AMRES CO RESIDENTIAL SECS 97-2 7.175% Due 06-25-27	1.07	0.00	1.06		(0.01)
04-17-12	08-27-12	772	FNMA REMIC TRUST 2011-93 4.000% Due 09-25-41	813.80	0.00	772.29	(41.51)	
10-27-09	08-27-12	37	FNMA 2006-M3 5.095% Due 08-25-16	38.56	0.00	36.72		(1.84)
03-01-11	08-27-12	695	FNR 2011-S UE 2.500% Due 02-25-21	698.76	0.00	695.50		(3.26)

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES

SPAULDING FAMILY FOUNDATION FIXED INCOME BALANCED ACCOUNT

ACCOUNT #16H46065

was 00256204

From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
03-14-12	08-27-12	718	FNMA REMIC TRUST 2010-54 3 000% Due 04-25-40	733 46	0 00	717 98	(15 48)	
05-08-12	08-27-12	189	FNMA PASS-THRU INT 20 YEAR 3 500% Due 05-01-32	199 61	0 00	189 15	(10 46)	
06-21-11	09-17-12	1,091	FHLMC RFMIC TRUST 3864 3 500% Due 05-15-26	1,134 62	0 00	1,091 31		(43 31)
04-17-12	09-17-12	1,302	FHLMC REMIC SERIES 4011 4 000% Due 12-15-41	1,382 05	0 00	1,301 71	(80 34)	
09-09-09	09-17-12	378	FHLMC REMIC SERIES 2586 4 500% Due 03-15-18	397 16	0 00	377 57		(19 59)
10-07-09	09-17-12	229	GNMA REMIC TRUST 2003-42 4 000% Due 01-16-30	234 94	0 00	228 93		(6 01)
03-14-12	09-25-12	494	FNMA REMIC TRUST 2010-54 3 000% Due 04-25-40	505 11	0 00	494 45	(10 66)	
05-08-12	09-25-12	245	FNMA PASS-THRU INT 20 YEAR 3 500% Due 05-01-32	258 76	0 00	245 20	(13 56)	
05-13-04	09-25-12	2	AMRESO RESIDENTIAL SECS 97-2 7 175% Due 06-25-27	2 04	0 00	2 02		(0 02)
04-17-12	09-25-12	438	FNMA REMIC TRUST 2011-93 4 000% Due 09-25-41	461 68	0 00	438 13	(23 55)	

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FOUNDATION FIXED INCOME BALANCED ACCOUNT
ACCOUNT #16H46065
was 00256204
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
10-27-09	09-25-12	37	FNMA 2006-M3 5.095% Due 08-25-16	38.77	0.00	36.92		(1.85)
03-01-11	09-25-12	813	FNR 2011-5 U.S. 2.500% Due 02-25-21	816.92	0.00	813.11		(3.81)
TOTAL GAINS							479.04	7,128.61
TOTAL LOSSES							(1,134.69)	(1,909.98)
TOTAL REALIZED GAIN/LOSS							(655.65)	5,218.63
			4,562.98	265,645.15	(2,617.24)	267,590.88		

Avalon Advisors, LLC
REALIZED GAINS AND LOSSES
SPAULDING FAMILY FOUNDATION- CASH ACCOUNT
ACCOUNT #00203216
SPAULF_CA_FDTN
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
TOTAL GAINS							0.00	0.00
TOTAL LOSSES							0.00	0.00
TOTAL REALIZED GAIN/LOSS							0.00	0.00

THIS REPORT IS PROVIDED TO ASSIST YOU IN YOUR MANAGEMENT OF YOUR PORTFOLIO. THIS REPORT CONTAINS INFORMATION PROVIDED BY YOU AND THIRD PARTIES WHICH MAY NOT BE COMPLETE OR ACCURATE. THIS DOCUMENT HAS BEEN PREPARED FOR INFORMATIONAL PURPOSES ONLY AND IS NOT YOUR OFFICIAL MONTHLY STATEMENT. TO THE EXTENT THAT THERE ARE ANY DISCREPANCIES BETWEEN THIS STATEMENT YOU RECEIVE FROM YOUR ACCOUNT CUSTODIAN AND THIS DOCUMENT, THE TERMS OF THE MONTHLY STATEMENT WILL CONTROL. PRICES SHOWN ABOVE DO NOT NECESSARILY REFLECT THE VALUE THAT COULD BE REALIZED UPON SALE. SECURITIES POSITIONS REPORTED AS "OVERSOLD" ARE NOT HELD AT THE CUSTODIAN AND WE HAVE NOT VERIFIED THEIR EXISTENCE OR VALUATION. THE INFORMATION CONTAINED IN THIS REPORT DOES NOT CONSTITUTE TAX ADVICE. YOU SHOULD CONSULT WITH YOUR TAX ADVISOR IN CONNECTION WITH INVESTMENT TAX MATTERS. PLEASE NOTIFY AVALON ADVISORS IF YOU HAVE ANY QUESTIONS REGARDING THE INFORMATION IN THIS PORTFOLIO ANALYSIS PREPARED BY AVALON ADVISORS, LLC.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. SPAULDING FAMILY FOUNDATION C/O CHARLES SPAULDING III	Employer identification number (EIN) or <input checked="" type="checkbox"/> 43-1833001
	Number, street, and room or suite no. If a P.O. box, see instructions. 5831 OAKWOOD RD.	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SHAWNEE MISSION, KS 66208	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

CHARLES SPAULDING III

- The books are in the care of ► **5831 OAKWOOD RD - SHAWNEE MISSION, KS 66208**

Telephone No. ► **913-362-5326**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **MAY 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☐ calendar year _____ or

► ☒ tax year beginning **OCT 1, 2011**, and ending **SEP 30, 2012**

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

Form **8868** (Rev. 1-2012)