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Form **990-PF**

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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation SPAULDING CHARITABLE FOUNDATION TUA		A Employer identification number 20-0292104
Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N A Trust Tax Dept - 101N Independence Mall E MACY1372-06		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		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 checked="" 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) ▶ \$ 889,791	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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	26,035	24,057		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	1,988			
	b Gross sales price for all assets on line 6a 67,667				
	7 Capital gain net income (from Part IV, line 2)		1,988		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	520	520			
12 Total. Add lines 1 through 11	28,543	26,565	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	13,314	9,986		3,328
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,054			1,054
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	904	292		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	107	107		
	24 Total operating and administrative expenses. Add lines 13 through 23	15,379	10,385	0	4,382
	25 Contributions, gifts, grants paid	40,614			40,614
26 Total expenses and disbursements. Add lines 24 and 25	55,993	10,385	0	44,996	
27 Subtract line 26 from line 12	-27,450				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		16,180			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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EXTENDED POSTMARK DATE APR 29 2013

SCANNED MAY 08 2013

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		222	222
	2	Savings and temporary cash investments	63,040	38,521	38,521
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	692,995	688,195	851,047	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	756,035	726,938	889,790	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	756,035	726,938	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	756,035	726,938		
31	Total liabilities and net assets/fund balances (see instructions)	756,035	726,938		

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	756,035
2	Enter amount from Part I, line 27a	2	-27,450
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	3	1,137
4	Add lines 1, 2, and 3	4	729,722
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	5	2,784
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	726,938

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				0
b				0
c				0
d				0
e				0
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,988
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	42,928	903,823	0.047496
2010	34,557	861,246	0.040124
2009	52,000	788,666	0.065934
2008	52,633	957,361	0.054977
2007	26,183	1,074,175	0.024375
2 Total of line 1, column (d)			2 0.232906
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.046581
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 889,898
5 Multiply line 4 by line 3			5 41,452
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 162
7 Add lines 5 and 6			7 41,614
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 44,996

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	162
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3 Add lines 1 and 2	3	162
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	162
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	471
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7	471
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	309
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 162 Refunded	11	147

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file 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 \$ (2) On foundation managers \$		X
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		X
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) UT		
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? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X		
14	The books are in care of ► WELLS FARGO BANK N.A Telephone no ► 888-730-4933 Located at ► 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ► 19106-2112			
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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►		Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

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

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

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

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here ▶

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 101N Independence Mall E MACY1372-062 Phila	Trustee 4 00	13,314		

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

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

Total number of other employees paid over \$50,000 ▶ 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	837,644
b	Average of monthly cash balances	1b	65,806
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	903,450
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	903,450
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	13,552
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	889,898
6	Minimum investment return. Enter 5% of line 5	6	44,495

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	44,495
2a	Tax on investment income for 2012 from Part VI, line 5	2a	162	
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b	2c	162	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	44,333	
4	Recoveries of amounts treated as qualifying distributions	4		
5	Add lines 3 and 4	5	44,333	
6	Deduction from distributable amount (see instructions)	6		
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	44,333	

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	44,996
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	44,996
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	162
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	44,834

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				44,333
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			40,614	
b Total for prior years 20 ____, 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>44,996</u>				
a Applied to 2011, but not more than line 2a			40,614	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				4,382
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				39,951
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, enter the date of the ruling

▶ []

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

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

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	40,614
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

SPAULDING CHARITABLE FOUNDATION TUA

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

Recipient(s) paid during the year

Name

SPAULDING WOODEN BOAT CENTER

Street

41 LINCOLN DRIVE

City

SAUSALITO

State

CA

Zip Code

94965

Foreign Country

Relationship

NONE

Foundation Status

501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution

501 (c)(3) PUBLIC CHARITY

Amount

35,014

Name

YOUTH TREATMENT AND EDUCATION CENTER

Street

PO BOX 27278

City

SAN FRANCISCO

State

CA

Zip Code

94127

Foreign Country

Relationship

NONE

Foundation Status

501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution

501 (c)(3) PUBLIC CHARITY

Amount

5,000

Name

PROJECT OPEN HAND

Street

730 POLK STREET

City

SAN FRANCISCO

State

CA

Zip Code

94109

Foreign Country

Relationship

NONE

Foundation Status

501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution

501 (c)(3) PUBLIC CHARITY

Amount

300

Name

NUCKOLLS FUN FOR LIGHTING EDUCATION

Street

12 MILL POND ROAD

City

PUTNAM VALLEY

State

NY

Zip Code

10579

Foreign Country

Relationship

NONE

Foundation Status

501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution

501 (c)(3) PUBLIC CHARITY

Amount

300

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

		Amount							Totals	Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Long Term CG Distributions		276							Capital Gains/Losses	87,687		65,679		1,888	
Short Term CG Distributions		0							Other sales	0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	
1	X	SPDR DJ WILSHIRE INTERNA	78483X883		8/27/2009		5/10/2012	9,056	8,586				0	470	
2	X	MICROSOFT CORP	594918104		11/10/2003		1/3/2012	2,149	2,095				0	54	
3	X	MEDCO HEALTH SOLUTIONS	59405U102		10/1/2009		2/27/2012	2,020	1,866				0	354	
4	X	MEDCO HEALTH SOLUTIONS	59405U102		1/13/2009		2/27/2012	3,397	2,088				0	1,299	
5	X	MCDONALD'S CORP	590135101		9/22/2007		11/27/2012	4,311	2,524				0	1,787	
6	X	ISHARES MSCI LEAFE	484287485		3/2/2004		5/15/2012	8,481	7,936				0	545	
7	X	ISHARES MSCI BRAZIL	484286400		11/5/2009		11/12/2012	524	720				0	-196	
8	X	ISHARES MSCI BRAZIL	484286400		10/1/2009		11/12/2012	7,333	8,355				0	-2,022	
9	X	UIT	484285105		1/1/1901		12/31/2012	2	1				0	1	
10	X	UIT	484285105		1/1/1901		11/30/2012	2	1				0	1	
11	X	UIT	484285105		1/1/1901		10/31/2012	2	1				0	1	
12	X	UIT	484285105		1/1/1901		9/28/2012	2	1				0	1	
13	X	UIT	484285105		1/1/1901		8/31/2012	2	1				0	1	
14	X	UIT	484285105		1/1/1901		7/31/2012	2	1				0	1	
15	X	UIT	484285105		1/1/1901		6/28/2012	2	1				0	1	
16	X	UIT	484285105		1/1/1901		5/31/2012	2	1				0	1	
17	X	UIT	484285105		1/1/1901		4/30/2012	2	1				0	1	
18	X	UIT	484285105		1/1/1901		3/30/2012	2	1				0	1	
19	X	UIT	484285105		1/1/1901		2/29/2012	2	1				0	1	
20	X	UIT	484285105		1/1/1901		1/31/2012	2	1				0	1	
21	X	INTEL CORP	459140100		1/30/2004		9/29/2012	2,489	3,377				0	-889	
22	X	DIVIDEND CAPITAL TOTAL RE	2537M100		5/28/2009		8/29/2012	133	135				0	-2	
23	X	DIVIDEND CAPITAL TOTAL RE	2537M100		5/28/2009		3/30/2012	731	744				0	-13	
24	X	COGNIZANT TECH SOLUTION	182448102		11/8/2011		12/7/2012	1,397	1,425				0	-28	
25	X	BANK OF AMERICA 4 875%	060505AR5		11/10/2003		9/15/2012	25,000	24,795				0	205	
26	X	SECTION 1256 GAIN FROM P						359						359	
27	X	SHORT TERM GAIN FROM PC						18						18	
28	X	LONG TERM LOSS FROM PO							241					241	

Part I, Line 11 (990-PF) - Other Income

		520	520	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER INCOME	520	520	

Part I, Line 16b (990-PF) - Accounting Fees

		1,054	0	0	1,054
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,054			1,054

Part I, Line 18 (990-PF) - Taxes

		904	292	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	292	292		
2	PY EXCISE TAX DUE	141			
3	ESTIMATED EXCISE PAYMENTS	471			

Part I, Line 23 (990-PF) - Other Expenses

		107	107	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Investment Expenses - Proceeds	24	24		
2	Partnership Expenses	83	83		

Part II, Line 13 (990-PF) - Investments - Other

		692,995	688,195	851,047	
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1			0		
2	ABBOTT LABORATORIES		0	1,659	2,620
3	ALLERGAN INC COM		0	2,533	3,211
4	AMAZON COM INC		0	4,408	5,017
5	APPLE COMPUTER INC COM		0	6,123	26,609
6	ARTISAN INTERNATIONAL FUND 661		0	8,538	9,761
7	DANAHER CORP		0	2,009	3,354
8	E M C CORP MASS		0	2,692	5,060
9	ECOLAB INC		0	2,235	3,236
10	GENERAL ELECTRIC CO		0	4,656	3,463
11	INTERNATIONAL BUSINESS MACHS COR		0	3,608	7,662
12	MERGER FD SH BEN INT 260		0	27,211	27,680
13	ORACLE CORPORATION		0	4,602	4,831
14	PIMCO HIGH YIELD FD-INST 108		0	25,000	25,503
15	QUALCOMM INC		0	3,378	4,021
16	T ROWE PRICE SHORT TERM BD FD 55		0	43,174	44,457
17	SPDR S & P 500 ETF TRUST		0	6,355	7,120
18	SCHLUMBERGER LTD		0	2,972	3,465
19	UNION PACIFIC CORP		0	2,296	6,286
20	UNITED TECHNOLOGIES CORP		0	2,136	4,100
21	WHOLE FOODS MKT INC		0	1,389	1,823
22	COCA COLA CO		0	3,581	4,350
23	PRECISION CASTPARTS CORP		0	3,025	5,683
24	AVALONBAY CMNTYS INC		0	8,550	10,847
25	COSTCO WHOLESALE CORP		0	2,449	2,962
26	AMEX MATERIALS SPDR		0	3,572	5,631
27	AMEX TECHNOLOGY SELECT SPDR		0	2,003	2,885
28	EXXON MOBIL CORPORATION		0	2,505	6,058
29	AMEX UTILITIES SPDR		0	2,410	3,841
30	VERIZON COMMUNICATIONS		0	1,991	3,029
31	ISHARES TR SMALLCAP 600 INDEX FD		0	34,881	53,889
32	JPMORGAN CHASE & CO		0	4,062	4,837
33	JP MORGAN ALERIAN MLP INDEX		0	9,407	9,884
34	ACCENTURE PLC		0	2,383	3,990
35	ISHARES MSCI EAFE		0	7,889	9,609
36	ISHARES TR COHEN & STEERS REALTY		0	8,638	15,315
37	CHEVRON CORP		0	2,972	8,651
38	EI DU PONT DE NEMOUR 3 250% 1/15/15		0	26,338	26,316
39	ABERDEEN EMERG MARKETS-INST 840		0	18,500	19,535
40	ISHARES TR RUSSELL MIDCAP INDEX FD		0	37,476	59,151
41	ISHARES INC MSCI PACIFIC EX-JAPAN		0	22,231	27,341
42	PIMCO EMERGING LOCAL BOND IS 332		0	9,500	9,423
43	MELLON FUNDING CO 5 000% 12/01/14		0	25,395	26,873
44	EATON VANCE FLOATING RATE FD-I 924		0	18,987	19,105
45	ISHARES INC MSCI CDA INDEX FD		0	8,694	9,656
46	MORGAN STANLEY 5 300% 3/01/13		0	25,748	25,136

Part II, Line 13 (990-PF) - Investments - Other

		692,995	688,195	851,047
Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
47	ISHARES S&P LATIN AMERICA 40	0	4,618	10,522
48	PRICELINE COM INC	0	5,216	6,204
49	ISHARES TR MSCI EMERGING MARKETS	0	21,912	31,488
50	CB RICHARD ELLIS REALTY TRUST	0	18,353	21,739
51	EXTRA SPACE STORAGE INC	0	9,001	10,917
52	ISHARES TR FTSE XINHAU HK CHINA 25	0	10,273	10,112
53	CELANESE CORP	0	1,592	1,559
54	ISHARES GOLD TRUST	0	6,604	9,768
55	INTERCONTINENTALEXCHANGE INC	0	1,253	1,238
56	AMERICAN TOWER REIT	0	9,248	10,045
57	DIVIDEND CAPITAL TOTAL REALTY TRUS	0	12,574	10,330
58	POWERSHARES DB COMMODITY INDEX	0	7,178	9,723
59	LOWE'S COMPANIES INC 5 400% 10/15/16	0	24,932	29,057
60	COSTCO WHOLESALE COR 5 500% 3/15/	0	25,277	29,473
61	PRINCIPAL PREFERRED SEC-INS 4929	0	19,000	19,426
62	DIAMOND HILL LONG-SHORT FD CL I 11	0	9,200	9,135
63	HONEYWELL INTERNATIO 5 300% 3/01/18	0	26,658	29,884
64	GATEWAY FUND - Y 1986	0	25,145	27,151

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

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

1	Cost Basis Adjustment	1	342
2	Mutual Fund & CTF Income Additions	2	795
3	Total	3	1,137

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

1	Mutual Fund & CTF Income Subtraction	1	1,241
2	Partnership Income Adjustment	2	59
3	PY Return of Capital Adjustment	3	1,484
4	Total	4	2,784

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

Amount		Long Term CG Distributions		Short Term CG Distributions		Gross Sales Price		Depreciation Allowed		Adjustments		Cost or Other Basis Plus Expense of Sale		Gain or Loss		FMV as of 12/31/89		Adjusted Basis as of 12/31/89		Excess of FMV Over Adj Basis		Gain Minus Excess of FMV Over Adjusted Basis or Losses	
		278		0		67,391		0		0		65,670		1,712		0		0		0		1,712	
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses										
1 SPDR DOW CHEMICALS INTERNATIONAL R	78463X883		8/27/2009	5/19/2012	9,956	0	0	5,590	4,366	0	0	0	470										
2 MICROSOFT CORP	584918104		11/10/2003	1/3/2012	2,149	0	0	2,095	54	0	0	0	54										
3 MEDCO HEALTH SOLUTIONS INC	58405U102		10/1/2009	2/27/2012	2,020	0	0	1,666	354	0	0	0	354										
4 MEDCO HEALTH SOLUTIONS INC	58405U102		1/13/2009	2/27/2012	3,361	0	0	2,068	1,293	0	0	0	1,293										
5 MCDONALDS CORP	540135101		6/22/2007	11/27/2012	4,311	0	0	2,534	1,777	0	0	0	1,777										
6 SHARES MSCI LEAF	464287465		3/3/2004	5/15/2012	8,481	0	0	7,836	645	0	0	0	645										
7 SHARES MSCI BRAZIL	464285400		11/5/2009	11/12/2012	524	0	0	720	196	0	0	0	196										
8 SHARES MSCI BRAZIL	464285400		10/1/2009	11/12/2012	7,333	0	0	9,355	2,022	0	0	0	2,022										
9 UIT	464285105		1/1/1901	12/31/2012	2	0	0	1	1	0	0	0	1										
10 UIT	464285105		1/1/1901	11/30/2012	2	0	0	1	1	0	0	0	1										
11 UIT	464285105		1/1/1901	10/31/2012	2	0	0	1	1	0	0	0	1										
12 UIT	464285105		1/1/1901	9/28/2012	2	0	0	1	1	0	0	0	1										
13 UIT	464285105		1/1/1901	8/31/2012	2	0	0	1	1	0	0	0	1										
14 UIT	464285105		1/1/1901	7/31/2012	2	0	0	1	1	0	0	0	1										
15 UIT	464285105		1/1/1901	6/28/2012	2	0	0	1	1	0	0	0	1										
16 UIT	464285105		1/1/1901	5/31/2012	2	0	0	1	1	0	0	0	1										
17 UIT	464285105		1/1/1901	4/30/2012	2	0	0	1	1	0	0	0	1										
18 UIT	464285105		1/1/1901	3/30/2012	2	0	0	1	1	0	0	0	1										
19 UIT	464285105		1/1/1901	2/28/2012	2	0	0	1	1	0	0	0	1										
20 UIT	464285105		1/1/1901	1/31/2012	2	0	0	1	1	0	0	0	1										
21 INTEL CORP	458140100		1/30/2004	9/29/2012	2,488	0	0	3,377	889	0	0	0	889										
22 DIVIDEND CAPITAL TOTAL REALTY TR	245374100		5/26/2009	6/30/2012	133	0	0	135	2	0	0	0	2										
23 DIVIDEND CAPITAL TOTAL REALTY TR	245374100		5/28/2009	3/30/2012	731	0	0	744	13	0	0	0	13										
24 COGNIZANT TECH SOLUTIONS CRP CC	192446102		11/8/2011	12/7/2012	1,387	0	0	1,425	38	0	0	0	38										
25 BANK OF AMERICA 4.875% 9/15/12	060505AR5		11/10/2003	9/15/2012	25,000	0	0	24,795	205	0	0	0	205										
26 SECTION 1256 GAIN FROM POWERSHA					359	0	0	0	359	0	0	0	359										
27 SHORT TERM GAIN FROM POWERSHA					18	0	0	0	18	0	0	0	18										
28 LONG TERM LOSS FROM POWERSHA						0	0	241	241	0	0	0	241										

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

	Date	1	Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/9/2012	2	471
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	0
7 Total		7	471

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

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	40,614
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	40,614

Account Name: SPAULDING CHARITABLE FOUNDATION TUA

Account Number: 14904000

EIN: 20-0292104

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