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

2012

Open to Public Inspection

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

For calendar year 2012 or tax year beginning , and ending

Name of foundation General William W Spruance Foundation		A Employer identification number 51-0351914
Number and street (or P O box number if mail is not delivered to street address) 27 Selbourne Drive		Room/suite
City or town, state, and ZIP code Wilmington DE 19807		
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		C If exemption application is pending, check here ► <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		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 5,699,006	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

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)	2,890,588			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	432	432	n/a	
	4 Dividends and interest from securities	145,771	145,771		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	391,265			
	b Gross sales price for all assets on line 6a	2,935,779			
	7 Capital gain net income (from Part IV, line 2)		391,265		
	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)	209	209			
12 Total. Add lines 1 through 11	3,428,265	537,677	0		
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Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	7,500			7,500
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	10,918	2,500		8,418
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	28,019	28,019		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,149	1,149		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	4,193			4,193
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	51,779	31,668	0	20,111
25 Contributions, gifts, grants paid	284,590			284,590	
26 Total expenses and disbursements Add lines 24 and 25	336,369	31,668	0	304,701	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	3,091,896				
b Net investment income (if negative, enter -0-)		506,009			
c Adjusted net income (if negative, enter -0-)				0	

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash—non-interest-bearing	3,368	3,337	3,337
	2	Savings and temporary cash investments	776,206	414,209	414,209
	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)		107,480	111,313
		b Investments—corporate stock (attach schedule)	1,253,560	3,213,982	3,744,361
		c Investments—corporate bonds (attach schedule)		88,042	90,546
	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	44,313	1,331,630	1,335,240
	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)	2,077,447	5,158,680	5,699,006
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	2,077,447	5,158,680	
	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)	2,077,447	5,158,680	
	31	Total liabilities and net assets/fund balances (see instructions)	2,077,447	5,158,680	

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	2,077,447
2	Enter amount from Part I, line 27a	2	3,091,896
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	5,169,343
5	Decreases not included in line 2 (itemize) ► amortization of bond premiums	5	10,663
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,158,680

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 schedule				
b					
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e	2,935,779		2,544,514	391,265	
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					
b					
c					
d					
e					
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	304,701
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	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 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	128,485	2,992,343	0.042938
2010	112,769	2,602,228	0.043336
2009	125,463	2,284,222	0.054926
2008	8,464	2,823,556	0.002998
2007	114,805	3,047,530	0.037671

2 Total of line 1, column (d)	2	0.181869
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	0.036374
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,692,214
5 Multiply line 4 by line 3	5	207,049
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,060
7 Add lines 5 and 6	7	212,109
8 Enter qualifying distributions from Part XII, line 4	8	304,701

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	5,060
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		
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	5,060
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	5,060
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
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	0
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	5,060
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ► Refunded ►	11	0

Part VIIA Statements Regarding Activities

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?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X	
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file Form 1120-POL for this year?	1b		
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. ► \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____			
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	1c		
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			
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?			
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	2		
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?			
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.			
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) Delaware	3		
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			
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)? If "Yes," complete Part XIV			
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	4a		
	4b		
	5		
	6		
	7		
	8b		
	9		
	10		

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 ► Merrill Lynch Wealth Management Located at ► The Hart Group, 1201 Market Street, Suite 2000, Wilmington DE	Telephone no ► 303-571-5529	ZIP+4 ► 19801
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. If "Yes," enter the name of the foreign country ►	16	Yes 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 ►	1b	N/A
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? If "Yes," list the years ► 20 _____, 20 _____, 20 _____, 20 _____	<input checked="" type="checkbox"/> Yes	<input 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)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			5b	N/A
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input type="checkbox"/> Yes <input type="checkbox"/> No			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	N/A
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
William E. Spruance 1350 River Reach Drive, No. 210 Ft Lauderdale,	President 50	0	0	0
Thomas W. Spruance 27 Selbourne Drive Wilmington, DE 19807	Vice-President 50	0	0	0

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

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

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

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	N/A	
2		
3		
4		

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

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

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	5,221,493
b	Average of monthly cash balances	1b	557,404
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,778,897
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	5,778,897
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	86,683
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,692,214
6	Minimum investment return. Enter 5% of line 5	6	284,611

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	284,611
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,060
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,060
3	Distributable amount before adjustments Subtract line 2c from line 1	3	279,551
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	279,551
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	279,551

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	304,701
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1b	
b	Program-related investments—total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	304,701
b	Cash distribution test (attach the required schedule)	5	5,060
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	299,641
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				279,551
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				145,045
b Total for prior years: 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: ► \$ 304,701				
a Applied to 2011, but not more than line 2a				145,045
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				159,656
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:	0			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
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				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
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	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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	(d) 2009	
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					0
	Subtract line 2d from line 2c					0
3	Complete 3a, b, or c for the alternative test relied upon:					
a	"Assets" alternative test—enter:					0
(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)(ii)					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 Paid during the year See attached schedule				284,590
Total			► 3a	284,590
b Approved for future payment None				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	432	
4 Dividends and interest from securities			14	145,771	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	209	
8 Gain or (loss) from sales of assets other than inventory			18	391,265	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		537,677	
13 Total Add line 12, columns (b), (d), and (e)			13	537,677	

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of	1a(1)	X
	(1) Cash	1a(2)	X
	(2) Other assets		
b	Other transactions.	1b(1)	X
	(1) Sales of assets to a noncharitable exempt organization	1b(2)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(3)	X
	(3) Rental of facilities, equipment, or other assets	1b(4)	X
	(4) Reimbursement arrangements	1b(5)	X
	(5) Loans or loan guarantees	1b(6)	X
	(6) Performance of services or membership or fundraising solicitations	1c	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

b If "Yes," complete the following schedule

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

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 instructions)? Yes No

Signature of officer or trustee		Date	Title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date		PTIN
	W. Donald Sparks, II		5/14/13	<input type="checkbox"/>	Check <input type="checkbox"/> if self-employed
	Firm's name	► Richards, Layton & Finger, P.A.	Firm's EIN ► 51-0226371		
	Firm's address	► P O Box 551, Wilmington, DE 19899	Phone no 302/651-7758		

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization	Employer identification number
General William W Spruance Foundation	51-0351914

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation <input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation <input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization

General William W. Spruance Foundation

Employer identification number

51-0351914

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Estate of William W. Spruance 27 Selbourne Drive Wilmington DE 19807 Foreign State or Province: _____ Foreign Country: _____	\$ 2,890,588	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
	----- ----- Foreign State or Province: _____ Foreign Country: _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	----- ----- Foreign State or Province: _____ Foreign Country: _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	----- ----- Foreign State or Province: _____ Foreign Country: _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	----- ----- Foreign State or Province: _____ Foreign Country: _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	----- ----- Foreign State or Province: _____ Foreign Country: _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	----- ----- Foreign State or Province: _____ Foreign Country: _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

General William W Spruance Foundation

Employer identification number

51-0351914

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Marketable securities	\$ 2,890,588	1/13/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization General William W. Spruance Foundation			Employer identification number 51-0351914
Part III <i>Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ► \$ 0</i> Use duplicate copies of Part III if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
For Prov	Country		
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
For Prov	Country		
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
For Prov	Country		
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
For Prov	Country		

		Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	William E. Sprounce		1350 River Reach Drive, No 210	FL Lauderdale	FL	33335			President	0.50	0	0	0
2	Thomas W. Sprounce		27 Selbourne Drive	Wilmington	DE	19807			Vice-President	0.50	0	0	0

2012 FORM 990-PF, RETURN OF PRIVATE FOUNDATION

Part I, Analysis of Revenue and Expenses

* Revenue

Line 1, Contributions, gifts, grants, etc., received.

01/13/12	2500 shs Barrick Gold Corporation @ 47.3325	\$118,331.25
01/13/12	1750 shs Berkshire Hathaway Inc. @ 81.4625	142,559.38
01/13/12	9800 shs Boeing Company @ 70.5975	691,855.49
01/13/12	2500 shs Chesapeake Energy Okla @ 27.635	69,087.50
01/13/12	4000 shs Cisco Systems Inc. @ 21.21	84,840.00
01/13/12	1500 shs Coca-Cola Company @ 63.315	94,972.50
01/13/12	5000 shs Novagold Resources Inc @ 13.805	69,025.00
01/13/12	6300 shs Osisko Mining Corp 13.65	85,994.68
01/13/12	2000 shs Schlumberger Ltd @ 85.9775	171,955.00
01/13/12	5000 shs Seadrill Ltd @ 33.6325	168,162.50
01/13/12	5000 shs Talisman Energy Inc @ 23.0325	115,162.50
01/13/12	6000 shs United Techs Corp. @ 79.235	475,410.00
01/13/12	1000 shs Weatherford Intl Ltd. @ 23.6975	23,697.50
01/13/12	5000 shs Central Fund of Canada A @ 19.25	96,250.00
01/13/12	3000 shs Powershares DB US Dollar Index @ 27.06975	81,209.25
01/13/12	3000 shs iShares Barclays 1-3 Year @ 84.025	252,075.00
01/13/12	4000 shs Market Vector Jr Gold ETF @ 35.99	143,960.00
01/13/12	Cash	4,636.00
03/14/12	Cash	<u>1,404.08</u>

Line 1, Total contributions, gifts, grants, etc., received

\$2,890,587.63

Line 3, Interest on savings and temporary cash investments

Bank Deposit Interest	
2012	\$17.13

ML Bank Deposit Program	
2012	<u>415.00</u>

Total, line 3

432 13

Line 4, Dividends and interest from securities:

Dividends

Abbott Labs

02/15/12	\$480.00
05/15/12	64.26
05/15/12	255.00
08/15/12	64.26
08/15/12	255.00
11/15/12	49.47
11/15/12	<u>255.00</u>

\$1,422.99

Ace Limited

04/20/12	\$30.08
08/21/12	31.36
10/19/12	31.36
12/28/12	<u>29.40</u>

122.20

Agilent Technologies, Inc.

07/25/12	\$10.30
10/24/12	<u>\$16.60</u>

26.90

American Express

05/10/12	\$19.00
08/10/12	19.00
11/09/12	<u>19.00</u>

57.00

American Tower REIT Inc.

12/31/12	<u>\$29.28</u>
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29.28

Amerisourcebergen Corp.

06/04/12	\$29.12
09/04/12	<u>29.12</u>

58.24

Anadarko Petroleum Corp.

06/27/12	\$12.33
09/26/12	8.37
12/26/12	<u>7.92</u>

28.62

Annheuser-Busch Inbev

05/14/12	<u>\$193.47</u>
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193.47

Apple, Inc.

08/16/12	\$259.70
11/15/12	<u>249.10</u>

508.80

AT&T		
02/01/12,	\$440.00	
05/01/12	220.00	
05/01/12	150.92	
08/01/12	220.00	
08/01/12	150.92	
11/01/12	220.00	
11/01/12	<u>144.76</u>	
		1,546.60
AT&T, pfd		
02/15/12	<u>\$398.44</u>	398.44
Avon Products		
06/01/12	\$31.97	
09/04/12	<u>50.37</u>	
		82.34
Bank of America Corp.		
03/23/12	\$20.00	
06/22/12	10.00	
09/28/12	10.00	
12/28/12	<u>10.00</u>	
		50.00
Bank of Nova Scotia		
04/26/12	\$81.01	
07/27/12	79.07	
10/29/12	<u>79.10</u>	
		239.18
Barrick Gold Corporation		
03/15/12	\$375.00	
06/15/12	250.00	
09/17/12	250.00	
12/17/12	<u>250.00</u>	
		1,125.00
BG Group Plc		
06/01/12	\$53.40	
09/07/12	<u>56.67</u>	
		110.07
BHP Billiton Ltd.		
09/28/12	<u>\$189.24</u>	189.24
Blackrock Commodity Strategies Fd		
12/28/12	<u>\$28.04</u>	28.04
Blackrock Emerging		
04/02/12	\$30.32	
05/01/12	239.63	
06/01/12	255.98	
07/02/12	285.04	
08/01/12	288.85	
09/04/12	254.77	
10/01/12	180.02	
11/01/12	197.17	
12/03/12	194.08	
12/31/12	<u>194.68</u>	
		2,120.54
Blackrock Global		
07/23/12	\$2,212.56	
12/21/12	<u>1,885.14</u>	
		4,097.70

Blackrock Hi Yield Bd		
04/02/12,	\$97.57	
05/01/12	769.92	
06/01/12	811.44	
07/02/12	782.52	
08/01/12	773.61	
09/04/12	797.50	
10/01/12	729.46	
11/01/12	731.78	
12/03/12	732.56	
12/31/12	<u>730.65</u>	
		6,957.01
Blackrock Strategic		
04/02/12	\$25.59	
05/01/12	188.18	
06/01/12	219.57	
07/02/12	217.49	
08/01/12	225.59	
09/04/12	205.24	
10/01/12	193.93	
11/01/12	209.99	
12/03/12	181.52	
12/31/12	<u>166.17</u>	
		1,833.27
Blackrock US Mortgage		
04/02/12	\$50.16	
05/01/12	250.57	
06/01/12	220.57	
07/02/12	235.90	
08/01/12	218.02	
09/04/12	200.66	
10/01/12	188.16	
11/01/12	186.89	
12/03/12	183.73	
12/31/12	<u>204.16</u>	
		1,938.82
BNP Paribas Spsd Adr		
07/18/12	<u>\$118.04</u>	
		118.04
Boeing Company		
03/02/12	\$4,312.00	
06/01/12	146.52	
06/01/12	2,156.00	
09/07/12	146.52	
09/07/12	2,156.00	
12/07/12	165.00	
12/07/12	<u>2,156.00</u>	
		11,238.04
Bristol-Myers Squibb		
02/01/12	\$680.00	
05/01/12	340.00	
05/01/12	124.78	
08/01/12	340.00	
08/01/12	124.78	
11/01/12	340.00	
11/01/12	<u>119.68</u>	
		2,069.24
British Sky BDCT Spsd Adr		
11/26/12	<u>\$237.41</u>	
		237.41

Broadcom Corp.		
06/18/12,	\$21.70	
09/17/12	21 70	
12/10/12	<u>21 70</u>	
		65.10
Cameco Corp.		
04/13/12	\$12.53	
07/13/12	<u>12.29</u>	
		24 82
Canadian National Railway Co		
06/29/12	\$37.37	
09/28/12	36.93	
12/31/12	<u>36 46</u>	
		110 76
Caterpillar Inc.		
05/21/11	\$71.76	
08/20/12	81.12	
11/20/12	78.52	
12/31/12	<u>74.36</u>	
		305.76
Celanese Corp		
05/01/12	\$11.16	
08/16/12	<u>13 95</u>	
		25.11
Central Fund of Canada		
11/14/12	<u>\$25.00</u>	
		25 00
Centurylink Inc.		
06/15/12	\$111 65	
09/21/12	111.65	
12/21/12	<u>105 85</u>	
		329.15
Chesapeake Energy OK		
01/31/12	\$218.75	
04/30/12	109.38	
07/31/12	109 38	
10/31/12	<u>109 38</u>	
		546 89
Chevron Corp		
06/11/12	\$144.90	
09/10/12	144.90	
12/10/12	<u>133 20</u>	
		423 00
China Construct		
07/30/12	<u>\$244 87</u>	
		244.87
China Life Ins Co Sps Adr		
08/16/12	<u>\$62.34</u>	
		62.34
Chubb Corp.		
07/10/12	\$52 07	
10/09/12	<u>49.20</u>	
		101.27
Cisco Systems, Inc.		
04/25/12	\$160 00	
07/25/12	160.00	
10/24/12	280.00	
12/19/12	<u>280.00</u>	
		880.00

Coach, Inc.		
07/02/12.	\$27.60	
10/01/12	<u>27.60</u>	
		55.20
Coca Cola		
04/02/12	\$637.50	
04/02/12	637.50	
07/02/12	637.50	
07/02/12	186.66	
10/01/12	637.50	
10/01/12	184.11	
12/17/12	637.50	
12/17/12	<u>178.25</u>	
		3,736.52
Comcast Crp. New Cl A		
04/25/12	\$55.90	
07/25/12	55.90	
10/24/12	<u>55.90</u>	
		167.70
Comcast Crp. New Cl A SP		
04/25/12	\$32.34	
07/25/12	32.34	
10/24/12	<u>30.71</u>	
		95.39
Conoco Phillips		
03/01/12	\$5,280.00	
06/01/12	71.28	
06/01/12	2,640.00	
09/04/12	71.28	
09/04/12	2,640.00	
12/03/12	66.66	
12/03/12	<u>2,640.00</u>	
		13,409.22
Consolidated Energy Inc.		
05/25/12	\$12.13	
08/24/12	12.13	
11/23/12	12.13	
12/28/12	<u>12.13</u>	
		48.52
Costco Wholesale Corp.		
06/08/12	\$39.05	
08/24/12	55.00	
11/30/12	50.60	
12/18/12	<u>1,288.00</u>	
		1,432.65
Daimler A		
04/09/12	<u>\$203.92</u>	
		203.92
Danaher Corp.		
04/27/12	\$10.53	
07/27/12	10.53	
10/26/12	10.53	
12/28/12	<u>10.30</u>	
		41.89
Deere Co		
05/01/12	\$64.86	
08/01/12	64.86	
11/01/12	<u>62.10</u>	
		191.82
Diageo Plc Spsd Sdr		
10/26/12	<u>\$203.34</u>	
		203.34

Dominion Res Inc.		
06/20/12,	\$111.83	
09/20/12	107 08	
12/20/12	<u>103.39</u>	
		322.30
Dongfeng Motor Group		
09/17/12	<u>\$78.52</u>	78.52
Dow Chemical Co		
04/30/12	\$31.00	
07/30/12	39 68	
10/30/12	39 68	
12/31/12	<u>36.48</u>	
		146.84
Duke Energy Corp.		
03/16/12	\$775.00	
06/18/12	387.50	
09/17/12	394.74	
12/17/12	<u>394.74</u>	
		1,951.98
Eaton Corp.		
05/25/12	\$92.34	
08/24/12	92.34	
10/19/12	<u>92.34</u>	
		277.02
E I. DuPont de Nemours		
03/14/12	\$1,640.00	
06/12/12	115.24	
06/12/12	860.00	
09/12/12	115.24	
09/12/12	860.00	
12/14/12	108.36	
12/14/12	<u>860.00</u>	
		4,558.84
Eli Lilly & Co		
12/10/12	<u>\$70.07</u>	70.07
Enbridge Inc.		
06/01/12	\$61.20	
09/04/12	64.65	
12/03/12	<u>59.37</u>	
		185.22
Energy Transfer Partners		
02/14/12	\$1,787.50	
05/15/12	893.75	
08/14/12	893.75	
11/14/12	<u>893.75</u>	
		4,468.75
EQT Corp.		
06/01/12	\$21.56	
09/04/12	21.56	
12/03/12	<u>20.24</u>	
		63.36
Exxon Mobil Corp.		
06/11/12	\$210.33	
09/10/12	123.12	
12/10/12	<u>115.71</u>	
		449.16

FirstEnergy Corp.		
06/01/12,	\$61 05	
09/04/12	61 05	
12/03/12	<u>57 20</u>	
		179.30
Freeport-McMoran Cpr & Gold		
05/01/12	\$39 69	
08/01/12	<u>39 69</u>	
		79.38
Frontier Communications Corp		
03/30/12	\$24.00	
06/29/12	12 00	
09/28/12	12.00	
12/31/12	<u>12 00</u>	
		60 00
General Dynamics Corp.		
05/11/12	\$45.90	
08/10/12	45 90	
11/09/12	45 90	
12/26/12	<u>43 35</u>	
		181.05
General Electric Co.		
01/25/12	\$340 00	
04/25/12	340.00	
07/25/12	170 00	
07/25/12	96 05	
10/25/12	170 00	
10/25/12	<u>92 14</u>	
		1,208.19
General Mills		
05/01/12	\$37 21	
08/01/12	40.26	
11/01/12	<u>40.26</u>	
		117.73
Global Small Cap Port		
07/23/12	\$1,599 38	
12/14/12	<u>836 65</u>	
		2,436 03
Goldman Sachs Group, Inc		
06/28/12	\$29.44	
09/27/12	29 44	
12/28/12	<u>32 00</u>	
		90 88
Hennes and Mauritz		
05/25/12	<u>\$247 61</u>	
		247.61
Home Depot Inc.		
06/14/12	\$132 24	
09/13/12	98 31	
12/13/12	<u>94 25</u>	
		324.80
Honeywell International Inc.		
06/08/12	\$30.55	
09/10/12	30.55	
12/10/12	<u>31.57</u>	
		92.67

HSBC Holding		
07/05/12	\$78.75	
10/04/12	95.40	
12/12/12	<u>51.75</u>	
		225.90
Icici Bank Ltd		
06/28/12	<u>\$80.39</u>	
		80.39
Imperial Tob Grp Spd Adr		
08/24/12	<u>\$176.86</u>	
		176.86
Intel Corp.		
06/01/12	\$54.81	
09/04/12	58.73	
12/03/12	<u>56.03</u>	
		169.57
International Business Machines		
06/11/12	\$56.10	
09/10/12	56.10	
12/10/12	<u>51.85</u>	
		164.05
Ishares Barclays 1-3 Year		
02/07/12	\$93.77	
03/07/12	105.72	
04/09/12	45.43	
05/07/12	41.48	
06/07/12	41.80	
07/09/12	39.19	
08/07/12	38.92	
09/10/12	35.31	
10/05/12	32.67	
11/07/12	33.39	
12/07/12	<u>30.15</u>	
		537.83
Ishares MSCI Emerging		
06/28/12	\$1,573.21	
12/27/12	<u>858.86</u>	
		2,432.07
Itau Unibanco Banco Holding		
08/13/12	\$1.51	
08/27/12	28.17	
09/13/12	1.51	
10/11/12	1.52	
11/13/12	1.70	
12/13/12	<u>1.62</u>	
		36.03
Jeffnes Group Inc.		
05/15/12	\$33.30	
08/15/12	<u>33.30</u>	
		66.60
Johnson Controls Inc.		
07/03/12	\$21.24	
10/02/12	21.24	
12/28/12	<u>22.42</u>	
		64.90
Johnson & Johnson		
06/12/12	\$61.61	
09/11/12	61.61	
12/11/12	<u>70.15</u>	
		193.37

Attachment to 2012 FORM 990-PF
General William W Spruance Foundation
EIN 51-0351914
Page 10

JP Morgan Chase		
10/31/12,	<u>\$131.40</u>	131.40
Kimberly Clark		
07/03/12	\$58.46	
10/02/12	<u>55 50</u>	
		113.96
JP Morgan Chase		
04/30/12	\$138.30	
07/31/12	<u>138.30</u>	
		276.60
Kasikornbank Pcl		
05/08/12	<u>\$43.24</u>	43.24
Las Vegas Sands Corp.		
06/29/12	\$67.00	
09/28/12	63.75	
12/18/12	701.25	
12/28/12	<u>63.75</u>	
		895.75
Limited Brands Inc.		
06/22/12	\$44.25	
09/07/12	41.50	
09/07/12	166.00	
12/10/12	41.50	
12/26/10	<u>498.00</u>	
		791.25
Linde Ag Shs		
05/14/12	<u>\$142.22</u>	142.22
Lorillard Inc		
06/11/12	\$102.30	
09/10/12	97.65	
12/10/12	<u>93.00</u>	
		292.95
Manpowergroup		
06/15/12	<u>\$59.34</u>	59.34
Market Vector Jr. Gold		
12/31/12	<u>\$1,500.00</u>	1,500.00
McDonalds Corp		
06/15/12	\$106.40	
09/18/12	179.90	
12/17/12	<u>197.89</u>	
		484.19
Makita Corp		
07/09/12	<u>\$73.56</u>	73.56
Marathon Oil Corp		
06/11/12	\$28.73	
09/10/12	28.73	
12/10/12	<u>27.03</u>	
		84.49
Marathon Petroleum Corp.		
06/11/12	\$21.25	
09/10/12	29.75	
12/10/12	<u>28.00</u>	
		79.00

Meadwestvaco Corp.		
06/01/12,	\$49.75	
09/04/12	49.75	
12/03/12	<u>46.50</u>	
		146.00
Mercadolibre Inc.		
04/16/12	\$4.03	
07/16/12	6.21	
10/15/12	<u>6.21</u>	
		16.45
Merck & Co.		
07/09/12	\$86.94	
10/05/12	<u>189.42</u>	
		276.36
Microsoft Corp		
06/14/12	\$141.00	
09/13/12	170.20	
12/13/12	<u>184.69</u>	
		495.89
Mid Cap Value Opps		
07/23/12	\$136.58	
12/14/12	<u>955.04</u>	
		1,091.62
Monsanto Co New Del		
04/27/12	\$29.40	
07/27/12	37.20	
10/26/12	<u>44.63</u>	
		111.23
National Oilwell Varco		
06/29/12	\$9.12	
09/28/12	15.84	
12/21/12	<u>16.64</u>	
		41.60
Nextera Energy Inc.		
06/15/12	\$88.80	
09/17/12	85.20	
12/17/12	<u>82.20</u>	
		256.20
NIDEC Corporation		
06/12/12	<u>\$35.27</u>	
		35.27
Nissan Motors Ltd		
07/05/12	\$107.25	
12/04/12	<u>156.17</u>	
		263.42
Nitto Denko Corp.		
07/10/12	<u>\$77.67</u>	
		77.67
Noble Group Ltd		
07/18/12	\$76.13	
07/18/12	<u>-16.11</u>	
		60.02
Northeast Utilities		
06/29/12	\$49.39	
09/28/12	49.39	
12/31/12	<u>45.96</u>	
		144.74
Northrop Grumman Corp.		
06/13/12	\$48.40	
09/12/12	48.40	
12/12/12	<u>45.65</u>	
		142.45

NTT Docomo Inc.		
07/02/12,	\$140.04	
11/29/12	<u>187.38</u>	
		327.42
Occidental Petroleum Corp.		
07/16/12	\$62.64	
10/15/12	60.48	
12/27/12	<u>58.32</u>	
		181.44
Oracle Corp.		
11/02/12	\$16.74	
12/21/12	<u>50.22</u>	
		66.96
Peabody Energy Corporation		
06/05/12	\$8.59	
08/21/12	8.59	
11/23/12	<u>8.59</u>	
		25.77
Pepsico, Inc.		
09/28/12	<u>\$95.14</u>	
		95.14
Pfizer Inc		
06/05/12	\$164.78	
09/05/12	164.78	
12/04/12	<u>161.26</u>	
		490.82
Phillips 66		
09/04/12	\$400.00	
09/04/12	10.80	
12/03/12	500.00	
12/03/12	<u>13.50</u>	
		924.30
Philip Morris Intl Inc		
04/12/12	\$142.45	
07/12/12	142.45	
10/11/12	<u>149.60</u>	
		434.50
Praxair Inc.		
06/15/12	\$41.80	
09/17/12	40.15	
12/17/12	<u>40.15</u>	
		122.10
Precision Castparts		
07/02/12	\$1.62	
10/01/12	1.62	
12/31/12	<u>1.62</u>	
		4.86
Procter & Gamble		
02/15/12	\$525.00	
05/15/12	281.00	
05/15/12	175.34	
08/15/12	281.00	
08/15/12	89.92	
11/15/12	281.00	
11/15/12	<u>83.74</u>	
		1,717.00
Prudential Financial Inc.		
12/14/12	<u>\$179.20</u>	
		179.20

Public Service Enterprise Group	
06/29/12	\$51.12
09/28/12	51.12
12/31/12	<u>47.93</u>
	150.17
Qualcomm Inc	
06/20/12	\$114.50
09/26/12	114.50
12/21/12	<u>111.50</u>
	340.50
Range Resources Corp.	
06/29/12	<u>\$4.72</u>
	4.72
Raytheon Co	
05/03/12	\$95.50
08/09/12	95.50
11/01/12	<u>91.00</u>
	282.00
Reckitt Benckiser Gr Adr	
10/12/12	<u>\$145.92</u>
	145.92
Rio Tinto PLC	
09/13/12	<u>\$207.17</u>
	207.17
Rogers Communications	
07/03/12	\$74.04
10/03/12	<u>72.31</u>
	146.35
Royal Dutch Shell	
09/20/12	\$127.28
12/20/12	<u>151.36</u>
	278.64
Sanofi Adr	
05/30/12	<u>\$587.86</u>
	587.86
Schlumberger Ltd.	
04/13/12	\$550.00
07/13/12	275.00
07/13/12	74.80
10/12/12	275.00
10/12/12	<u>23.65</u>
	1,198.45
Schneider Electric SA	
06/11/12	<u>\$212.73</u>
	212.73
Seadrill Ltd.	
03/23/12	\$4,000.00
06/07/12	2,050.00
06/07/12	375.00
09/20/12	2,100.00
12/21/12	<u>4,250.00</u>
	12,775.00
Sempra Energy	
07/16/12	\$45.00
10/15/12	<u>45.00</u>
	90.00
SMC Corp.	
12/04/12	\$9.51
12/04/12	<u>25.53</u>
	35.04

Attachment to 2012 FORM 990-PF
General William W. Spruance Foundation
EIN 51-0351914
Page 14

Southern Co		
03/06/12	\$708.75	
06/06/12	91.14	
06/06/12	367.50	
09/06/12	91.14	
09/06/12	367.50	
12/06/12	87.71	
12/04/12	<u>367.50</u>	
		2,081.24
Spectra Energy Corp.		
03/12/12	\$714.00	
06/11/12	357.00	
09/10/12	357.00	
12/10/12	<u>388.88</u>	
		1,816.88
Stanley Black & Decker		
06/19/12	\$55.76	
09/18/12	93.59	
12/8/11/12	<u>89.67</u>	
		239.02
Starbucks Corp.		
05/25/12	\$35.87	
08/24/12	35.87	
11/30/12	<u>42.84</u>	
		114.58
Swatch Group Ag		
06/08/12	<u>\$73.76</u>	
		73.76
Taiwan S Manufacturing Adr		
07/30/12	<u>\$145.23</u>	
		145.23
Talisman Energy Inc.		
06/29/12	\$337.50	
09/28/12	168.75	
12/31/12	<u>168.75</u>	
		675.00
Teleflex, Inc.		
03/16/12	\$3,060.00	
06/15/12	1,530.00	
09/14/12	1,530.00	
12/14/12	<u>1,530.00</u>	
		7,650.00
Teva Pharmaceutical Industries		
06/04/12	\$20.13	
09/04/12	23.31	
12/03/12	<u>40.07</u>	
		83.51
3M Company		
06/12/12	\$45.43	
09/12/12	45.43	
12/12/12	<u>43.07</u>	
		133.93
Tokyo Electronics Ltd.		
06/18/12	<u>\$38.22</u>	
		38.22
Toronto Dominion Bank		
04/30/12	\$42.94	
07/31/12	42.32	
10/31/12	<u>60.00</u>	
		145.26

Total S A.		
07/10/12,	\$127.25	
'10/18/12	<u>124.60</u>	
		251.85
Travelers Companies		
06/29/12	\$97.98	
09/28/12	93.38	
12/31/12	<u>89.70</u>	
		281.06
Tullow Oil Plc Shs		
06/08/12	\$32.78	
10/19/12	<u>11.94</u>	
		44.72
US Bancorp (New)		
04/16/12	\$55.19	
07/16/12	55.19	
10/15/12	<u>52.85</u>	
		163.23
Unilever NV NY		
06/13/12	\$105.53	
09/12/12	96.95	
12/12/12	<u>97.01</u>	
		299.49
United Techs Corp.		
03/12/12	\$2,880.00	
06/11/12	78.72	
06/11/12	1,440.00	
09/10/12	87.74	
09/10/12	1,605.00	
12/10/12	79.18	
12/10/12	<u>1,605.00</u>	
		7,775.64
Verizon Communications		
02/01/12	\$500.00	
05/01/12	250.00	
05/01/12	338.00	
08/01/12	250.00	
08/01/12	370.50	
11/01/12	257.50	
11/01/12	<u>303.85</u>	
		2,269.85
VF Corporation		
06/18/12	\$56.88	
09/20/12	54.00	
12/20/12	<u>61.77</u>	
		172.65
Visa Inc. CL A		
06/05/12	\$15.18	
09/04/12	15.18	
12/04/12	<u>22.77</u>	
		53.13
Vodafone Group PLC		
08/01/12	<u>\$748.00</u>	
		748.00
Wal-mart Stores Inc.		
06/04/12	\$45.32	
09/04/12	45.32	
12/27/12	<u>42.93</u>	
		133.57

Wells Fargo & Co. New Del		
06/01/12	\$179.08	
09/04/12	179.08	
12/03/12	<u>171.38</u>	
		529.54
Weyerhaeuser Co.		
06/01/12	\$47.40	
09/14/12	45.30	
11/30/12	<u>48.28</u>	
		140.98
Whole Foods Market Inc		
04/17/12	\$15.54	
07/10/12	15.54	
10/09/12	9.24	
12/21/12	<u>126.00</u>	
		166.32
Williams Partners		
02/10/12	\$1,525.00	
05/11/12	777.50	
08/10/12	792.50	
11/09/12	<u>807.50</u>	
		3,902.50
Wilmington Prine Money Market Fund-W Class		
01/04/12	\$7.26	
02/02/12	6.63	
03/02/12	<u>0.64</u>	
		14.53
Zoomlion Heavy Industry		
08/20/12	<u>\$42.77</u>	
		42.77
Interest		
AT&T, Inc., 5.5%, due 2/1/2018		
08/01/12	<u>\$192.50</u>	
		192.50
BHP Billiton Fin USA Ltd, 1.625%, due 02/24/2017		
08/24/12	<u>\$65.00</u>	
		65.00
BP Capital Markets PLC, 3.875%, due 03/10/15		
09/10/12	<u>\$135.63</u>	
		135.63
Cisco Systems, Inc		
07/16/12	<u>\$178.00</u>	
		178.00
Citigroup Funding, Inc.		
06/11/12	<u>\$67.50</u>	
		67.50
Citigroup, Inc		
07/16/12	<u>\$126.50</u>	
		126.50
General Electric Cap Corp, 2.95%, due 05/09/2016		
05/09/12	<u>\$59.00</u>	
		59.00
General Electric Company, 5% due 2/1/2013		
08/01/12	\$150.00	
11/09/12	<u>59.00</u>	
		209.00
Goldman Sachs Group, Inc.		
07/16/12	<u>\$214.00</u>	
		214.00
Federal Home Loan Mortgage Corp, .75%, due 12/19/2014		
12/19/12	<u>\$41.25</u>	
		41.25

Federal Home Loan Mortgage Corp, 4.875%, due 11/15/2013		
05/15/12	\$219.38	
11/15/12	<u>219.38</u>	
		438.76
Federal Home Loan Mortgage Corp, 5.375%, due 06/12/2017		
06/12/12	\$215.00	
12/12/12	<u>215.00</u>	
		430.00
Federal National Mortgage Assoc., 4.375%, due 09/15/12		
09/17/12	<u>\$218.75</u>	
		218.75
JP Morgan Chase & Co, 5.125%, due 09/15/14		
09/17/12	\$205.00	
		205.00
Pepsico, Inc.		
06/01/12	\$100.00	
12/01/12	<u>100.00</u>	
		200.00
Verizon Communications, 6.35% due 4/1/2019		
04/02/12	\$222.25	
10/01/12	<u>190.50</u>	
		412.75
Wal-mart Stores, Inc.		
04/02/12	\$115.00	
10/01/12	<u>100.63</u>	
		215.63
US Treasury Note, 1.0%, due 10/31/2016		
04/30/12	\$55.00	
10/31/12	<u>50.00</u>	
		105.00
US Treasury Note, 1.25%, due 9/30/2015		
04/02/12	\$43.75	
10/01/12	<u>37.50</u>	
		81.25
US Treasury Note, 1.5%, due 08/31/2018		
08/31/12	<u>\$37.50</u>	
		37.50
US Treasury Note, 2.0%, due 4/30/2016		
04/30/12	\$40.00	
10/31/12	<u>40.00</u>	
		80.00
US Treasury Note, 2.0%, due 02/15/2022		
08/15/12	<u>\$50.00</u>	
		50.00
US Treasury Note, 2.625%, due 6/30/2014		
07/02/12	\$78.75	
12/31/12	<u>26.25</u>	
		105.00
US Treasury Note, 2.625%, due 8/15/2020		
08/15/12	<u>\$78.75</u>	
		78.75
US Treasury Note, 3.5%, due 05/15/2020		
05/15/12	\$105.00	
11/15/12	<u>87.50</u>	
		192.50
US Treasury Inflation Bond, 2%, due 1/15/2026		
07/16/12	<u>\$81.10</u>	
		81.10
US Treasury Inflation Bond, 3.125%, due 02/15/2042		
08/15/12	<u>\$78.13</u>	
		78.13

US Treasury Note, 4.25%, due 11/15/2017		
05/15/12	\$127.50	
11/15/12	<u>106.25</u>	
		233.75
US Treasury Bond, 4.25%, due 05/15/2039		
05/15/12	\$191.25	
11/15/12	<u>127.50</u>	
		318.75
US Treasury Bond, 5.25%, due 11/15/2028		
05/15/12	\$157.50	
11/15/12	<u>131.25</u>	
		288.75
Total Line 4		145,771.13

Line 6a and 7, Net Gain or Loss from Sales of Assets

Redeem 1000 shs AT&T Senior Notes		
02/15/12	\$25,000.00	
Basis	<u>25,000.00</u>	
		\$0.00
Sale of 157 shs AT&T		
03/23/12	\$4,932.27	
Basis	<u>5,750.68</u>	
		-818.41
Sale of 374 shs Abbott Labs		
03/23/12	\$22,519.96	
Basis	<u>15,257.59</u>	
		7,262.37
Sale of 23 shs Annheuser Busch Inbev Adr		
03/23/12	\$1,679.89	
Basis	<u>1,651.76</u>	
		28.13
Sale of 1250 shs Barrick Gold Corp		
03/23/12	\$54,680.40	
Basis	<u>59,165.63</u>	
		-4,485.23
Sale of 1000 shs Bank of America		
03/23/12	\$9,656.23	
Basis	<u>43,324.25</u>	
		-33,668.02
Sale of 875 shs Berkshire Hathaway Inc..		
03/23/12	\$70,926.22	
Basis	<u>71,279.69</u>	
		-353.47
Sale of 4602 shs Boeing Co.		
03/23/12	\$339,966.63	
Basis	<u>324,889.68</u>	
		15,076.95
Sale of 633 shs Bristol-Myers Squibb Co.		
03/23/12	\$20,772.16	
Basis	<u>14,313.70</u>	
		6,458.46
Sale of 2500 shs Central Fund of Canada		
03/23/12	\$54,327.02	
Basis	<u>48,125.00</u>	
		6,202.02

Sale of 3892 shs Conoco Phillips		
03/23/12	\$297,444.64	
Basis	<u>88,018.97</u>	
		209,425.67
Sale of 1250 shs Chesapeake Energy Okla.		
03/23/12	\$30,756.95	
Basis	<u>34,543.75</u>	
		-3,786.80
Sale of 2000 shs Cisco Systems Inc.		
03/23/12	\$40,846.46	
Basis	<u>42,420.00</u>	
		-1,573.54
Sale of 884 shs Coca Cola		
03/23/12	\$63,187.18	
Basis	<u>53,961.94</u>	
		9,225.24
Sale of 1500 shs DB US Dollar Ind Bearish		
03/23/12	\$40,985.26	
Basis	<u>40,604.63</u>	
		380.64
Sale of 1550 shs Duke Energy Corp.		
03/23/12	\$32,233.22	
Basis	<u>35,288.46</u>	
		-3,055.24
Sale of 1732 shs DuPont El de Nemours		
03/23/12	\$90,765.56	
Basis	<u>82,914.85</u>	
		7,850.71
Sale of 120 shs Frontier Communications		
03/23/12	\$509.39	
Basis	<u>1,095.16</u>	
		-585.77
Sale of 435 shs General Electnc		
03/23/12	\$8,636.63	
Basis	<u>15,240.83</u>	
		-6,604.20
Sale of 3 shs Google, Inc Cl A		
03/23/12	\$1,944.36	
Basis	<u>1,935.90</u>	
		8.46
Sale of 204 shs Hennes and Mauritz		
03/23/12	\$1,504.27	
Basis	<u>1,474.92</u>	
		29.35
Sale of 1500 shs Ishares Barclays 1-3 Year		
03/23/12	\$126,424.47	
Basis	<u>126,037.50</u>	
		386.97
Sale of 2500 shs Ishares Gold Tr		
03/23/12	\$40,535.77	
Basis	<u>22,156.71</u>	
		18,379.07
Sale of 2000 shs Market Vector Jr Gld ETF		
03/23/12	\$49,346.11	
Basis	<u>71,980.00</u>	
		-22,633.89
Sale of 2500 shs Novagold Resources, Inc.		
03/23/12	\$17,431.19	
Basis	<u>34,512.50</u>	
		-17,081.31
Sale of 3150 shs Osisko Mining Corp.		
03/23/12	\$34,365.88	
Basis	<u>42,997.34</u>	
		-8,631.46

Sale of 188 shs Procter & Gamble 03/23/12 Basis	\$12,658.99 <u>11,833.46</u>	825.53
Sale of 728 shs Schlumberger Ltd. 03/23/12 Basis	\$52,617.43 <u>62,591.62</u>	-9,974.19
Sale of 1275 shs Spectra Energy Corp. 03/23/12 Basis	\$40,460.76 <u>38,756.84</u>	1,703.93
Sale of 2500 shs Seadrill Ltd. 03/23/12 Basis	\$93,888.81 <u>84,081.25</u>	9,807.56
Sale of 564 shs Southern Company 03/23/12 Basis	\$24,892.48 <u>17,850.43</u>	7,042.05
Sale of 2500 shs Talisman Energy Inc. 03/23/12 Basis	\$32,699.41 <u>57,581.25</u>	-24,881.84
Sale of 4500 shs Teleflex Inc. 03/23/12 Basis	\$264,984.48 <u>78,890.63</u>	186,093.86
Sale of 2836 shs United Techs Corp. 03/23/12 Basis	\$231,909.73 <u>224,710.46</u>	7,199.27
Sale of 1000 shs Energy Transfer Partners LP 03/23/12 Basis	\$46,893.46 <u>18,488.00</u>	28,405.46
Sale of 1000 shs Williams Partners LP 03/23/12 Basis	\$56,064.09 <u>19,776.50</u>	36,287.59
Sale of 500 shs Weatherford Intl. Ltd. 03/23/12 Basis	\$8,412.10 <u>11,848.75</u>	-3,436.65
Sale of 4 shs Apple Inc. 04/05/12 Basis	\$2,525.75 <u>2,391.34</u>	134.41
Sale of 88 shs Infineon Techs Ag Spsd 04/25/12 Basis—Wash Sale/IRS Regs.	\$850.78 <u>850.78</u>	0.00
Sale of 62 shs Infineon Techs Ag Spsd 04/25/12 Basis	\$599.42 <u>607.60</u>	-8.18
Sale of 78 shs Linde Ag Shs Sp Adr 04/11/12 Basis	\$1,316.51 <u>1,346.58</u>	-30.07
Sale of 146 shs Medco Health Solutions 04/03/12 Basis	\$4,204.80 <u>3,333.03</u>	871.77
Sale of 96 shs Nissan Motor Ltd Spn Adr 03/28/12 Basis	\$2,051.47 <u>1,973.76</u>	77.71

Sale of 214 shs Oracle Corp		
04/05/12	\$6,300.15	
Basis	<u>6,162.26</u>	
		137.89
Sale of 88 shs UBS Ag Reg		
04/24/12	\$1,089.16	
Basis	<u>1,242.01</u>	
		-152.85
Sale of 183 shs Standard Chartered 5USD		
04/25/12	\$4,480.99	
Basis	<u>4,617.09</u>	
		-136.10
Sale of 152 shs Procter & Gamble Co		
04/27/12	\$9,730.08	
Basis	<u>9,567.48</u>	
		162.60
Sale of 45 shs Anheuser-Busch Inbev		
05/18/12	\$3,068.23	
Basis	<u>3,231.70</u>	
		-163.47
Sale of 159 shs Activision Blizzard Inc		
05/04/12	\$1,960.95	
Basis	<u>2,025.02</u>	
		-64.07
Sale of 191 shs Check Point Software Tech		
04/27/12	\$11,285.96	
Basis	<u>11,926.21</u>	
		-640.25
Sale of 52 shs Green Mountain Coffee Ros		
05/03/12	\$1,466.37	
Basis	<u>2,784.60</u>	
		-1,318.23
Sale of 16 shs Liberty Global Incser A		
05/18/12	\$756.27	
Basis	<u>798.56</u>	
		-42.29
Sale of 57 shs Makita Corp		
05/18/12	\$1,947.19	
Basis	<u>2,257.77</u>	
		-310.58
Sale of 46 shs Makita Corp		
05/21/12	\$1,588.93	
Basis	<u>1,822.06</u>	
		-233.13
Sale of 34 shs Nitto Denko Corp.		
05/02/12	\$1,449.53	
Basis	<u>1,359.66</u>	
		89.87
Sale of 57 shs Nitto Denko Corp.		
05/18/12	\$2,205.65	
Basis	<u>2,279.43</u>	
		-73.78
Sale of 34 shs Nitto Denko Corp.		
05/21/12	\$1,303.18	
Basis	<u>1,359.66</u>	
		-56.48
Sale of 49 shs Reckitt Benckiser Gr Adr		
04/27/12	\$567.53	
Basis	<u>553.70</u>	
		13.83
Sale of 40 shs Swatch Group Ag		
04/30/12	\$918.29	
Basis	<u>921.20</u>	
		-2.91
Sale of 68 shs Swatch Group Ag		
05/02/12	\$1,573.49	
Basis	<u>1,566.04</u>	
		7.45
Sale of 50 shs Universal Display Corp.		
05/18/12	\$1,414.24	
Basis	<u>2,226.65</u>	
		-812.41

Sale of 20 shs Universal Display Corp		
05/18/12	\$565.71	
Basis	<u>903.74</u>	
		-338.03
Sale of 279 shs Vallourec SA		
05/11/12	\$2,397.37	
Basis	<u>3,537.72</u>	
		-1,140.35
Sale of 287 shs Kasikornbank Pcl		
05/08/12	\$1,467.55	
Basis	<u>1,455.09</u>	
		12.46
Sale of 384 shs Kasikornbank Pcl		
05/09/12	\$1,924.88	
Basis	<u>1,946.88</u>	
		-22.00
Sale of 194 shs Activision Blizzard Inc.		
05/30/12	\$2,305.37	
Basis	<u>2,470.78</u>	
		-165.41
Sale of 3 shs Google, Inc. Cl A		
05/02/12	\$1,812.60	
Basis—Wash sale/IRS Regs.	<u>1,812.60</u>	
		0.00
Sale of 10 shs Google, Inc. CL A		
05/02/12	\$6,042.00	
Basis	<u>6,453.00</u>	
		-411.00
Sale of 109 shs Home Depot Inc.		
06/15/12	\$5,633.74	
Basis	<u>5,349.72</u>	
		284.02
Sale of 24 shs Imperial Tob Grp Spd Adr		
05/31/12	\$1,728.44	
Basis	<u>1,923.60</u>	
		-195.16
Sale of 43 shs Lam Research Corp.		
05/30/12	\$1,626.52	
Basis	<u>1,873.75</u>	
		-247.23
Sale of 99 shs Lam Research Corp		
06/26/12	\$3,594.59	
Basis	<u>4,313.99</u>	
		-719.40
Sale of 41 shs Linde Ag Shs Sp Adr		
05/17/12	\$632.30	
Basis—Wash Sale/IRS Regs.	<u>632.30</u>	
		0.00
Sale of 80 shs Linde Ag Shs Sp Adr		
05/17/12	\$1,233.77	
Basis	<u>1,381.11</u>	
		-147.34
Sale of 495 shs Marvell Technology Group.		
06/15/12	\$5,714.05	
Basis	<u>7,731.41</u>	
		-2,017.36
Sale of 70 shs Nidec Corporation		
06/25/12	\$1,350.33	
Basis—Wash Sale/IRS Reegs.	<u>1,350.33</u>	
		0.00

Sale of 13 shs Nidec Corporation		
06/25/12	\$250.78	
Basis	<u>285.97</u>	
		-35.19
Sale of 80 shs Nidec Corporation		
06/26/12	\$1,523.89	
Basis	<u>1,759.84</u>	
		-235.95
Sale of 219 shs NXP Semiconductors NV		
06/15/12	\$4,464.11	
Basis	<u>5,861.17</u>	
		-1,397.06
Sale of 83 shs NXP Semiconductors NV		
06/18/12	\$1,700.68	
Basis	<u>2,221.35</u>	
		-520.67
Sale of 130 shs PGX Petroleo E-Spon Adr		
06/11/12	\$595.56	
Basis-Wash Sale/IRS Regs.	<u>595.56</u>	
		0.00
Sale of 13 shs PGX Petroleo E-Spon Adr		
06/11/12	\$59.56	
Basis	<u>118.90</u>	
		-59.34
Sale of 364 shs PGX Petroleo E-Spon Adr		
06/12/12	\$1,615.54	
Basis	<u>3,329.18</u>	
		-1,713.64
Sale of 130 shs PGX Petroleo E-Spon Adr		
06/11/12	\$576.97	
Basis	<u>1,296.57</u>	
		-719.60
Sale of 94 shs OGX Petroleo E-Spon Adr		
06/12/12	\$417.21	
Basis	<u>802.73</u>	
		-385.52
Sale of 118 shs Range Resources Corp.		
06/15/12	\$6,735.37	
Basis	<u>6,946.66</u>	
		-211.29
Sale of 165 shs Reckitt Benckiser Gr Adr		
05/31/12	\$1,746.30	
Basis	<u>1,864.50</u>	
		-118.20
Sale of 21 shs Rogers Communications		
05/30/12	\$732.48	
Basis	<u>802.83</u>	
		-70.35
Sale of 55 shs Tokyo Electronics Ltd		
06/08/12	\$4,933.25	
Basis	<u>6,381.65</u>	
		-1,448.40
Sale of 11 shs Tokyo Electronics Ltd.		
06/08/12	\$986.66	
Basis	<u>983.16</u>	
		3.50
Sale of 51 shs UBS Ag Reg		
05/16/12	\$586.84	
Basis-Wash sale/IRS Regs.	<u>586.84</u>	
		0.00
Sale of 44 shs UBS Ag Reg		
05/16/12	\$506.30	
Basis	<u>616.24</u>	
		-109.94

Sale of 231 shs UBS Ag Reg		
06/26/12	\$2,620.98	
Basis	<u>3,235.24</u>	-614.26
Sale of 36 shs Veeco Instruments, Inc		
05/30/12	\$1,255.64	
Basis	<u>1,084.30</u>	171.34
Sale of 186 shs Schlumberger Ltd		
06/28/12	\$11,504.66	
Basis	<u>15,991.82</u>	-4,487.16
Sale of \$4,000 US Treas, 2 625%, due June 30, 2014		
07/13/12	\$4,184.83	
Basis	<u>4,170.35</u>	14.48
Sale of 12 shs Annheuser-Busch Inbev Adr		
07/03/12	\$947.13	
Basis	<u>861.79</u>	85.34
Sale of 206 shs Alpha Natural Resources		
06/29/12	\$1,781.47	
Basis	<u>3,346.53</u>	-1,565.06
Sale of 4 shs Apple Inc.		
07/09/12	\$2,446.13	
Basis	<u>2,391.34</u>	54.79
Sale of 85 shs Celgene Corp		
07/26/12	\$5,709.09	
Basis	<u>6,471.05</u>	-761.96
Sale of 72 shs Celgene Corp.		
07/26/12	\$4,835.95	
Basis	<u>4,772.82</u>	63.13
Sale of 153 shs Exxon Mobil Corp		
07/26/12	\$13,218.24	
Basis	<u>13,103.59</u>	114.65
Sale of 127 shs Freeport-McMoran Cpr & Gold		
07/12/12	\$4,031.92	
Basis	<u>4,893.78</u>	-861.86
Sale of 162 shs Hennes and Mauritz		
07/03/12	\$1,141.44	
Basis	<u>1,171.26</u>	-29.82
Sale of 444 shs Infineon Technologies.		
07/09/12	\$2,790.03	
Basis	<u>4,351.20</u>	-1,561.17
Sale of 88 shs Infineon Technologies		
07/09/12	\$552.99	
Basis	<u>899.07</u>	-346.08
Sale of 59 shs Nidec Corporation		
06/27/12	\$1,131.17	
Basis	<u>1,297.88</u>	-166.71
Sale of 25 shs Nidec Corporation		
06/28/12	\$472.85	
Basis	<u>549.95</u>	-77.10

Sale of 70 shs Nidec Corporation 06/28/12, Basis	\$1,324.01 <u>1,629.92</u>	-305.91
Sale of 107 shs Novartis Adr 07/09/12 Basis	\$5,934.42 <u>5,907.86</u>	26.56
Sale of 87 shs Netapp, Inc. 07/12/12 Basis	\$5,287.45 <u>8,412.20</u>	-3,124.75
Sale of 59 shs Swatch Group Ag 07/12/12 Basis	\$1,036.14 <u>1,358.77</u>	-322.63
Sale of 205 shs Schneider Elec. SA Adr 07/03/12 Basis	\$2,307.49 <u>2,683.06</u>	-375.57
Sale of 153 shs Tullow Oil Plc 06/27/12 Basis	\$1,664.32 <u>1,782.37</u>	-118.05
Sale of 53 shs UBS Ag 06/27/12 Basis	\$608.32 <u>742.29</u>	-133.97
Sale of 51 shs UBS Ag 06/27/12 Basis	\$585.37 <u>716.69</u>	-131.32
Sale of 125 shs Verizon Communications 07/26/12 Basis	\$5,568.59 <u>4,180.26</u>	1,388.33
Sale of 62 shs Zoomlion Heavy Industry 07/30/12 Basis—Wash Sale/IRS Regs.	\$699.74 <u>699.74</u>	0.00
Sale of 24 shs Zoomlion Heavy Industry 07/30/12 Basis—Wash Sale/IRS Regs.	\$270.87 <u>270.87</u>	0.00
Sale of 22 shs Zoomlion Heavy Industry 07/30/12 Basis—Wash Sale/IRS Regs.	\$248.29 <u>248.29</u>	0.00
Sale of 8 shs Zoomlion Heavy Industry 07/30/12 Basis—Wash Sale/IRS Regs	\$90.29 <u>90.29</u>	0.00
Sale of 14 shs Zoomlion Heavy Industry 07/30/12 Basis	\$158.01 <u>178.00</u>	-19.99
Sale of 45 shs Whole Foods Markets 07/12/12 Basis	\$4,196.87 <u>3,727.17</u>	469.70
Sale of 6 shs Abbott Labs 08/20/12 Basis	\$395.39 <u>244.77</u>	150.62

Sale of 15 shs Bristol-Myers Squibb Co		
08/20/12	\$471.59	
Basis	<u>339.19</u>	132.40
Sale of 10 shs Coca-Cola Company		
08/20/12	\$393.99	
Basis	<u>241.60</u>	152.39
Sale of 10 shs El DuPont de Nemours		
08/20/12	\$503.49	
Basis	<u>478.72</u>	24.77
Sale of 6 shs Procter & Gamble		
08/20/12	\$399.95	
Basis	<u>377.66</u>	22.29
Sale of 7 shs Southern Company		
08/20/12	\$321.64	
Basis	<u>221.55</u>	100.09
Sale of 8 shs United Techs Corp		
08/20/12	\$643.83	
Basis	<u>633.88</u>	9.95
Sale of \$1000 BHP Billiton Fin 1.62%		
08/20/12	\$1,012.15	
Basis	<u>995.17</u>	16.98
Sale of \$1000 BP Cap Markets Pl 3.87%		
08/21/12	\$1,075.22	
Basis	<u>1,065.02</u>	10.20
Sale of \$1000 General Electric Co. 5.0%		
08/20/12	\$1,019.69	
Basis	<u>1,019.48</u>	0.21
Sale of \$8000 Goldman Sachs Gro 5.35%		
08/01/12	\$8,622.48	
Basis	<u>8,461.27</u>	161.21
Sale of %1000 Verizon Communications 6.35%		
08/20/12	\$1,261.25	
Basis	<u>1,209.70</u>	51.55
Sale of \$1000 Walmart Stores 2.87%		
08/21/12	\$1,059.76	
Basis	<u>1,053.31</u>	6.45
Sale of \$1000 Federal Nat'l Mortgage Assoc. Note 4.375%		
08/20/12	\$1,002.57	
Basis	<u>1,019.44</u>	-16.87
Sale of \$1000 US Treasury 1.000% due 10/31/2016		
08/20/12	\$1,014.96	
Basis	<u>998.79</u>	16.17
Sale of \$1000 US Treasury Bond 5.25% due 11/15/28		
08/20/12	\$1,382.30	
Basis	<u>1,300.39</u>	81.91
Sale of \$1000 US Treasury Inflation Bond, 2.0%, due 1/15/26		
08/20/12	\$1,465.68	
Basis	<u>1,417.94</u>	47.74

Sale of \$1000 US Treasury Bond 4 25%, due 11/15/2017		
08/20/12	\$1,173.55	
Basis	<u>1,148.76</u>	
		24.79
Sale of \$1000 US Treasury Bond 4 25%, due 5/15/2039		
08/20/12	\$1,276.40	
Basis	<u>1,180.21</u>	
		96.19
Sale of \$1000 US Treasury Bond 3 5%, due 5/15/2020		
08/20/12	\$1,156.36	
Basis	<u>1,115.32</u>	
		41.04
Sale of \$1000 US Treasury Bond 1 25%, due 9/30/2015		
08/20/12	\$1,025.82	
Basis	<u>1,016.42</u>	
		9.40
Sale of 65 shs Acco Brands		
07/30/12	\$552.26	
Basis	<u>659.85</u>	
		-107.59
Sale of 14 shs AT&T		
08/20/12	\$516.87	
Basis	<u>512.80</u>	
		4.07
Sale of 44 shs Anadarko Petroleum		
08/14/12	\$3,025.06	
Basis	<u>3,492.29</u>	
		-467.23
Sale of 4 shs Apple Inc.		
08/20/12	\$2,639.22	
Basis	<u>2,391.34</u>	
		247.88
Sale of 6 shs British Sky Bdct Spd Adr		
08/20/12	\$290.33	
Basis	<u>264.54</u>	
		25.79
Sale of 6 shs Bank of Nova Scotia		
08/20/12	\$321.83	
Basis	<u>335.16</u>	
		-13.33
Sale of 17 shs BG Group PLC		
08/20/12	\$350.19	
Basis	<u>402.73</u>	
		-52.54
Sale of 6 shs BHP Billiton Ltd		
08/20/12	\$413.21	
Basis	<u>428.06</u>	
		-14.85
Sale of 10 shs Comcast Corp		
08/20/12	\$329.99	
Basis	<u>293.85</u>	
		36.14
Sale of 5 shs Canadian National Railway		
08/20/12	\$463.43	
Basis	<u>389.96</u>	
		73.47
Sale of 13 shs Costco Wholesale Corporation		
08/20/12	\$1,247.19	
Basis	<u>1,170.81</u>	
		76.38
Sale of 6 shs Chevron Corp.		
08/20/12	\$674.14	
Basis	<u>636.50</u>	
		37.64

Sale of 5 shs Caterpillar Inc		
08/20/12	\$448.84	
Basis	<u>538.57</u>	
		-89.73
Sale of 118 shs China Construct		
08/27/12	\$1,594.14	
Basis	<u>1,844.09</u>	
		-249.95
Sale of 57 shs China Construct		
08/27/12	\$766.54	
Basis	<u>890.79</u>	
		-124.25
Sale of 152 shs China Construct		
08/27/12	\$2,044.14	
Basis	<u>2,341.42</u>	
		-297.28
Sale of 7 shs Chubb Corp.		
08/20/12	\$514.63	
Basis	<u>474.44</u>	
		40.19
Sale of 7 shs Diageo Plc		
08/20/12	\$742.54	
Basis	<u>668.46</u>	
		74.08
Sale of 9 shs Dominion Res Inc New		
08/20/12	\$485.00	
Basis	<u>452.95</u>	
		32.05
Sale of 14 shs Dongfeng Motor Group H		
08/09/12	\$1,041.53	
Basis	<u>1,353.63</u>	
		-312.10
Sale of 1 shs Dongfeng Motor Group H		
08/10/12	\$73.20	
Basis	<u>96.69</u>	
		-23.49
Sale of 10 shs Dongfeng Motor Group H		
08/10/12	\$732.06	
Basis	<u>979.70</u>	
		-247.64
Sale of 4 shs Dongfeng Motor Group H		
08/13/12	\$290.61	
Basis	<u>391.88</u>	
		-101.27
Sale of 4 shs Dongfeng Motor Group H		
08/13/12	\$290.61	
Basis	<u>391.25</u>	
		-100.64
Sale of 5 shs Dongfeng Motor Group H		
08/14/12	\$356.59	
Basis	<u>489.07</u>	
		-132.48
Sale of 2 shs Dongfeng Motor Group H		
08/14/12	\$142.64	
Basis	<u>171.78</u>	
		-29.14
Sale of 8 shs Dongfeng Motor Group H		
08/15/12	\$546.81	
Basis	<u>687.12</u>	
		-140.31
Sale of 3 shs Dongfeng Motor Group H		
08/15/12	\$205.06	
Basis	<u>255.42</u>	
		-50.36

Attachment to 2012 FORM 990-PF
General William W Spruance Foundation
EIN 51-0351914
Page 29

Sale of 4 shs Dongfeng Motor Group H 08/16/12 Basis	\$269.43 <u>340.57</u>	-71.14
Sale of 8 shs Dongfeng Motor Group H 08/20/12 Basis	\$538.87 <u>627.45</u>	-88.58
Sale of 6 shs Deere Co. 08/20/12 Basis	\$462.35 <u>484.99</u>	-22.64
Sale of 10 shs Enbridge Inc. 08/20/12 Basis	\$397.99 <u>379.00</u>	18.99
Sale of 7 shs Exxon Mobil Corp 08/20/12 Basis	614.73 <u>599.51</u>	15.22
Sale of 9 shs Express Scripts Holding 08/20/12 Basis	542.60 <u>505.85</u>	36.75
Sale of 23 shs General Electric 08/20/12 Basis	\$480.69 <u>805.84</u>	-325.15
Sale of 3 shs Google, Inc. Cl A 08/15/12 Basis	\$2,017.97 <u>1,935.90</u>	82.07
Sale of 1 shs Google, Inc Cl A 08/20/15 Basis	\$674.65 <u>645.30</u>	29.35
Sale of 7 shs HSBC Holding Plc. 08/20/12 Basis	\$311.07 <u>308.51</u>	2.56
Sale of 8 shs Home Depot Inc. 08/20/12 Basis	\$449.03 <u>392.64</u>	56.39
Sale of 4 shs Imperial Tob Grp. 08/20/12 Basis—Wash Sale/IRS Regs.	\$309.39 <u>320.60</u>	0.00
Sale of 12 shs Intel Corp. 08/20/12 Basis	\$315.11 <u>333.77</u>	-18.66
Sale of 3 shs IBM 08/20/12 Basis	\$601.97 <u>615.93</u>	-13.96
Sale of 23 shs JP Morgan Chase 08/20/12 Basis	\$860.18 <u>1,032.01</u>	-171.83
Sale of 4 shs Kimberly Clark 08/20/12 Basis	\$335.71 <u>292.64</u>	43.07

Sale of 13 shs Las Vegas Sands Corp.		
08/20/12	\$558.34	
Basis	<u>745.07</u>	
		-186.73
Sale of 3 shs Lonillard Inc.		
08/20/12	\$390.38	
Basis	<u>389.37</u>	
		1.01
Sale of 11 shs Limited Brands Inc.		
08/20/12	\$543.83	
Basis	<u>530.04</u>	
		13.79
Sale of 5 shs Monsanto Co New		
08/20/12	\$435.54	
Basis	<u>390.80</u>	
		44.74
Sale of 22 shs Merck and Co Inc.		
08/20/12	\$962.70	
Basis	<u>831.70</u>	
		131.00
Sale of 13 shs McDonalds Corp.		
08/20/12	\$1,143.97	
Basis	<u>1,241.02</u>	
		-97.05
Sale of 10 shs Microsoft Corp.		
08/20/12	\$306.79	
Basis	<u>317.96</u>	
		-11.17
Sale of 21 shs Nissan Motor Ltd.		
08/20/12	\$415.58	
Basis-Wash Sale/IRS Regs.	<u>431.76</u>	
		0.00
Sale of 5 shs National Oilwell Varco		
08/20/12	\$389.14	
Basis-Wash Sale/IRS Regs.	<u>400.40</u>	
		0.00
Sale of 78 shs Novartis Adr		
07/30/12	\$4,537.51	
Basis	<u>4,306.67</u>	
		230.84
Sale of 19 shs Novartis Adr		
07/30/12	\$1,105.29	
Basis	<u>1,048.23</u>	
		57.06
Sale of 4 shs Novartis Adr		
07/30/12	\$232.70	
Basis	<u>208.19</u>	
		24.51
Sale of 25 shs NTT Docomo Inc		
08/20/12	\$423.74	
Basis	<u>426.82</u>	
		-3.08
Sale of 6 shs Nextera Energy Inc.		
08/20/12	\$414.35	
Basis	<u>362.24</u>	
		52.11
Sale of 4 shs Occidental Petroleum Corp.		
08/20/12	\$354.43	
Basis	<u>386.74</u>	
		-32.31
Sale of 9 shs Philip Morris Intl Inc.		
08/20/12	\$838.69	
Basis	<u>780.24</u>	
		58.45

Sale of 8 shs Pepsico Inc.			
08/20/12	\$584.87		
Basis	<u>559.75</u>		
		25 12	
Sale of 16 shs Pfizer Inc.			
08/20/12	\$383.35		
Basis	<u>349.69</u>		
		33 66	
Sale of 3 shs Praxair Inc			
08/20/12	\$324.26		
Basis	<u>333.27</u>		
		-9 01	
Sale of 9 shs Raytheon Co Delaware			
08/20/12	\$508.67		
Basis	<u>467.51</u>		
		41.16	
Sale of 5 shs Royal Dutch Shell			
08/20/12	\$366.89		
Basis	<u>329.39</u>		
		37 50	
Sale of 134 shs Reckitt Benckiser Gr			
08/15/12	\$1,500.84		
Basis	<u>1,514.20</u>		
		-13.36	
Sale of 126 shs Reckitt Benckiser Gr			
08/16/12	\$1,402.30		
Basis	<u>1,423.80</u>		
		-21.50	
Sale of 9 shs Rogers Communications B			
08/20/12	\$367.73		
Basis	<u>344.07</u>		
		23.66	
Sale of 29 shs Sanofi Adr			
08/08/12	\$1,199.35		
Basis	<u>1,107.67</u>		
		91.68	
Sale of 7 shs Sanofi Adr			
08/20/12	\$290.00		
Basis	<u>267.37</u>		
		22.63	
Sale of 287 shs Schneider Elec			
08/08/12	\$3,458.12		
Basis	<u>3,756.29</u>		
		-298.17	
Sale of 115 shs Schneider Elec			
08/08/12	\$1,385.67		
Basis	<u>1,225.52</u>		
		160.15	
Sale of 8 shs Total SA			
08/20/12	\$398.95		
Basis	<u>430.59</u>		
		-31.64	
Sale of 10 shs Travelers Cos.			
08/20/12	\$654.49		
Basis	<u>581.54</u>		
		72.95	
Sale of 15 shs Unilever NV			
08/20/12	\$517.49		
Basis	<u>503.16</u>		
		14.33	
Sale of 12 shs US Bancorp			
08/20/12	\$396.23		
Basis	<u>376.17</u>		
		20 06	

Sale of 4 shs V F Corporation		
08/20/12	\$603.31	
Basis	<u>585.68</u>	17.63
Sale of 26 shs Verizon Communications		
08/20/12	\$1,140.33	
Basis	<u>869.49</u>	270.84
Sale of 182 shs Verifone Systems Inc.		
08/14/12	\$6,139.03	
Basis	<u>9,091.72</u>	-2,952.69
Sale of 36 shs Vodafone Grop Plc		
08/20/12	\$1,059.46	
Basis	<u>993.78</u>	65.68
Sale of 62 shs Zoomlion Heavy Industry		
07/27/12	\$678.89	
Basis	<u>904.38</u>	-225.49
Sale of 24 shs Zoomlion Heavy Industry		
07/27/12	\$262.80	
Basis	<u>347.51</u>	-84.71
Sale of 22 shs Zoomlion Heavy Industry		
07/27/12	\$240.90	
Basis	<u>315.20</u>	-74.30
Sale of 7 shs Zoomlion Heavy Industry		
07/27/12	\$76.66	
Basis	<u>89.00</u>	-12.34
Sale of 65 shs Zoomlion Heavy Industry		
07/31/12	\$726.00	
Basis	<u>826.43</u>	-100.43
Sale of 6 shs Zoomlion Heavy Industry		
07/31/12	\$67.02	
Basis	<u>85.01</u>	-17.99
Sale of 2 shs Zoomlion Heavy Industry		
08/01/12	\$22.97	
Basis	<u>28.34</u>	-5.37
Sale of 15 shs Zurich Insurance Group		
08/20/12	\$360.14	
Basis	<u>359.24</u>	0.90
Sale of 6 shs Wal-Mart Stores		
08/20/12	\$433.55	
Basis	<u>363.84</u>	69.71
Sale of 14 shs Weyerhauser Co.		
08/20/12	\$335.43	
Basis	<u>303.45</u>	31.98
Sale of 2 shs Komerchni Banka		
08/20/12	\$371.99	
Basis	<u>369.79</u>	2.20
Sale of 20 shs Wells Fargo & Co, New		
08/20/12	\$681.18	
Basis	<u>670.68</u>	10.50

Sale of 285 shs Blackrock US Mortgage PTF		
08/20/12	\$2,966.85	
Basis	<u>2,909.85</u>	
		57.00
Sale of 369 shs Blackrock Emerging		
08/20/12	\$4,092.21	
Basis	<u>3,951.99</u>	
		140.22
Sale of 218 shs Blackrock Strategic		
08/20/12	\$2,145.12	
Basis	<u>2,129.86</u>	
		15.26
Sale of 674 shs Blackrock High Yield		
08/20/12	\$5,290.90	
Basis	<u>5,216.76</u>	
		74.14
Sale of 140 shs Blackrock Global Alloc.		
08/20/12	\$2,704.80	
Basis	<u>2,751.00</u>	
		-46.20
Sale of 23 shs Abbott Labs		
08/29/12	\$1,512.14	
Basis	<u>938.40</u>	
		573.74
Sale of 6000 shs Citigroup Funding 2.25%		
09/07/12	\$6,030.53	
Basis	<u>6,029.97</u>	
		0.56
Sale of 10,000 Fed National Mortgage Association 4.375%		
09/17/12	\$10,000.00	
Basis	<u>10,194.43</u>	
		-194.43
Sale of 1000 US Treasury 4.25%, due 5/15/39		
09/19/12	\$1,265.31	
Basis	<u>1,179.84</u>	
		85.47
Sale of 224 shs Amerisourcebergen Corp.		
08/29/12	\$8,401.98	
Basis	<u>8,643.06</u>	
		-241.08
Sale of 17 BG Group		
08/20/12	\$350.19	
Basis	<u>402.73</u>	
		-52.54
Sale of 17 BG Group		
08/20/12	\$350.19	
Basis-Wash Sale/IRS Regs.	<u>350.19</u>	
		0.00
Sale of 63 shs BNP Paribas Sponsored Adr		
09/19/12	\$1,619.17	
Basis	<u>1,563.03</u>	
		56.14
Sale of 61 shs Cameco Corp.		
09/17/12	\$1,320.61	
Basis	<u>1,399.51</u>	
		-78.90
Sale of 64 shs Cameco Corp.		
09/18/12	\$1,392.30	
Basis	<u>1,468.34</u>	
		-76.04
Sale of 92 shs Coach Inc.		
09/21/12	\$5,205.55	
Basis	<u>7,026.95</u>	
		-1,821.40

Sale of 131 shs Cerner Corp.			
09/13/12	\$9,365.19		
Basis	<u>9,978.27</u>		
			-613.08
Sale of 71 shs Daimler A			
09/19/12	\$3,649.43		
Basis	<u>4,252.90</u>		
			-603.47
Sale of 22 shs Daimler			
09/19/12	\$1,130.81		
Basis	<u>1,032.11</u>		
			98.70
Sale of 2 shs Google			
09/19/12	\$1,438.72		
Basis	<u>1,290.60</u>		
			148.12
Sale of 191 shs ING GP NV Sponsored Adr			
09/19/12	\$1,652.59		
Basis	<u>1,660.80</u>		
			-8.21
Sale of 182 shs Noble Group Ltd			
09/19/12	\$3,954.01		
Basis	<u>4,004.00</u>		
			-49.99
Sale of 27 shs Sanofi Adr			
09/19/12	\$1,195.60		
Basis	<u>1,031.28</u>		
			164.32
Sale of 97 shs Taiwan S Manufacturing Adr			
09/19/12	\$1,459.68		
Basis	<u>1,458.27</u>		
			1.41
Sale of 33 shs Valeant Pharmaceuticals			
09/13/12	\$1,923.80		
Basis	<u>1,751.01</u>		
			172.79
Sale of 5 shs Abbott Labs			
10/15/12	\$359.04		
Basis	<u>203.98</u>		
			155.06
Sale of 7 shs Boeing Company			
10/09/12	\$494.15		
Basis-Wash Sale/IRS Regs	<u>494.15</u>		
			0.00
Sale of 15 shs Bristol-Meyers Squibb			
10/15/12	\$508.19		
Basis	<u>339.19</u>		
			169.00
Sale of 7 shs Conoco Phillips			
10/09/12	\$406.97		
Basis	<u>122.01</u>		
			284.96
Sale of 13 shs Coca Cola			
10/09/12	\$502.18		
Basis	<u>314.08</u>		
			188.10
Sale of 6 shs El DuPont de Nemours			
10/15/12	\$292.49		
Basis	<u>287.23</u>		
			5.26
Sale of 5 shs Procter & Gamble			
10/15/12	\$342.79		
Basis	<u>314.72</u>		
			28.07

Sale of 5 shs Schlumberger Ltd		
10/09/12	\$360.04	
Basis	<u>429.89</u>	
		-69.85
Sale of 1,000 Cisco Systems Inc , 4 45%		
10/15/12	\$1,186.38	
Basis	<u>1,125.21</u>	
		61.17
Sale of \$1,000 Goldman Sachs Gro, 5.75%		
10/15/12	\$1,169.53	
Basis	<u>1,098.29</u>	
		71.24
Sale of \$1,000 US Treasury, 4.25%, due 5/15/39		
10/15/12	\$1,291.95	
Basis	<u>1,179.56</u>	
		112.39
Sale of 5 shs American Tower REIT Inc		
10/15/12	\$373.99	
Basis	<u>356.45</u>	
		17.54
Sale of 6 shs American Express Company		
10/09/12	\$350.45	
Basis	<u>342.42</u>	
		8.03
Sale of 56 shs Activision Blizzard Inc		
09/28/12	\$631.47	
BasisWash Sale/IRS Regs	<u>631.47</u>	
		0.00
Sale of 17 shs Activision Blizzard Inc		
09/28/12	\$191.69	
Basis	<u>216.51</u>	
		-24.82
Sale of 215 shs Activision Blizzard Inc.		
10/02/12	\$2,397.74	
Basis	<u>2,738.24</u>	
		-340.50
Sale of 108 shs Activision Blizzard Inc.		
10/02/12	\$1,201.99	
Basis	<u>1,375.49</u>	
		-173.50
Sale of 56 shs Activision Blizzard Inc.		
10/02/12	\$623.26	
Basis	<u>744.94</u>	
		-121.68
Sale of 5 shs Anadarko Pete Corp		
10/09/12	\$347.24	
Basis	<u>396.85</u>	
		-49.61
Sale of 46 shs Avon Products Inc.		
10/12/12	\$786.81	
Basis	<u>972.92</u>	
		-186.11
Sale of 71 shs Avon Products Inc.		
10/15/12	\$1,220.96	
Basis	<u>1,501.69</u>	
		-280.73
Sale of 22 shs Avon Products Inc.		
10/16/12	\$376.55	
Basis	<u>465.31</u>	
		-88.76

Sale of 59 shs Avon Products Inc.			
10/16/12	\$1,009.86		
Basis	<u>969.25</u>		40.61
Sale of 21 shs Avon Products Inc.			
10/17/12	\$361.84		
Basis	<u>344.99</u>		16.85
Sale of 2 shs Biogen Idec Inc.			
10/09/12	\$299.43		
Basis	<u>240.66</u>		58.77
Sale of 22 shs Baidu Inc. Spon Adr			
10/25/12	\$2,529.88		
Basis	<u>2,864.10</u>		-334.22
Sale of 10 shs Comcast Corp New CL A			
10/15/12	\$361.99		
Basis	<u>297.16</u>		64.83
Sale of 8 shs CenturyLink Inc.			
10/09/12	\$314.31		
Basis	<u>310.99</u>		3.32
Sale of 3 shs Costco Wholesale Corp.			
10/09/12	\$300.62		
Basis	<u>270.19</u>		30.43
Sale of 4 shs China Life Ins. Co.			
10/17/12	\$172.11		
Basis	<u>155.56</u>		16.55
Sale of 29 shs China Life Ins. Co			
10/18/12	\$1,274.88		
Basis	<u>1,127.85</u>		147.03
Sale of 4 shs Chevron Corp.			
10/09/12	\$472.19		
Basis	<u>424.33</u>		47.86
Sale of 127 shs Celanese Corp.			
10/08/12	\$4,694.36		
Basis	<u>5,538.46</u>		-844.10
Sale of 59 shs Celanese Corp.			
10/05/12	\$2,205.90		
Basis	<u>2,572.98</u>		-367.08
Sale of 61 shs Cerner Corp.			
10/26/12	\$4,647.20		
Basis	<u>4,646.37</u>		0.83
Sale of 9 shs Danaher Corp.			
10/15/12	\$504.71		
Basis	<u>487.74</u>		16.97
Sale of 3 shs Diageo PLC			
10/15/12	\$341.30		
Basis	<u>286.48</u>		54.82
Sale of 6 shs ExxonMobil Corp.			
10/09/12	\$556.55		
Basis	<u>513.87</u>		42.68

Attachment to 2012 FORM 990-PF
General William W Spruance Foundation
EIN: 51-0351914
Page 37

Sale of 6 shs EQT Corp.		
10/09/12	\$362.57	
Basis	<u>296.88</u>	65.69
Sale of 6 shs Express Scripts Hldg Co		
10/15/12	\$381.53	
Basis	<u>337.23</u>	44.30
Sale of 7 shs FirstEnergy Corp.		
10/09/12	\$314.36	
Basis	<u>313.37</u>	0.99
Sale of 3 shs F5 Networks Inc.		
10/09/12	\$306.89	
Basis	<u>283.93</u>	22.96
Sale of 68 shs Ishares MSCI Emerging		
10/09/12	\$2,807.66	
Basis	<u>2,905.64</u>	-97.98
Sale of 52 shs Ishares MSCI Emerging		
10/15/12	\$2,150.67	
Basis	<u>2,221.96</u>	-71.29
Sale of 5 shs General Dynamics Corp		
10/09/12	\$330.04	
Basis	<u>362.35</u>	-32.31
Sale of 15 shs General Electric		
10/15/12	\$339.14	
Basis	<u>525.55</u>	-186.41
Sale of 8 shs General Mills		
10/15/12	\$313.99	
Basis	<u>309.00</u>	4.99
Sale of 4 shs Google Inc. Cl A		
09/27/12	\$3,012.84	
Basis	<u>2,581.20</u>	431.64
Sale of 7 shs Gilead Sciences Inc.		
10/09/12	\$483.20	
Basis	<u>403.12</u>	80.08
Sale of 5 shs Honeywell Intl Inc.		
10/15/12	\$302.19	
Basis	<u>297.35</u>	4.84
Sale of 7 shs HSBC Hldg Plc		
10/15/12	\$338.16	
Basis	<u>308.51</u>	29.65
Sale of 83 shs HSBC Hldg Plc		
10/18/12	\$4,103.44	
Basis	<u>3,658.04</u>	445.40
Sale of 59 shs Hennes and Maunz		
10/15/12	\$409.45	
Basis-Wash Sale/IRS Regs.	<u>409.45</u>	0.00

Attachment to 2012 FORM 990-PF
General William W Spruance Foundation
EIN 51-0351914
Page 38

Sale of 8 shs Home Depot Inc.		
10/09/12	\$489.27	
Basis	<u>392.64</u>	
		96.63
Sale of 6 shs Home Depot Inc.		
10/15/12	\$361.85	
Basis	<u>294.48</u>	
		67.37
Sale of 31 shs Icici Bank Ltd.		
10/18/12	\$1,240.07	
Basis	<u>1,105.80</u>	
		134.27
Sale of 2 shs International Business Machines		
10/15/12	\$416.67	
Basis	<u>410.62</u>	
		6.05
Sale of 153 shs ING GP NV Spsd Adr		
10/18/12	\$1,409.64	
Basis	<u>1,330.38</u>	
		79.26
Sale of 156shs ING GP NV Spsd Adr		
10/19/12	\$504.09	
Basis	<u>486.94</u>	
		17.15
Sale of 89 shs ING GP NV Spsd Adr		
10/19/12	\$801.16	
Basis	<u>518.23</u>	
		282.93
Sale of 32 shs ING GP NV Spsd Adr		
10/22/12	\$294.34	
Basis	<u>186.33</u>	
		108.01
Sale of 444 shs Jeffnes Group Inc.		
09/28/12	\$6,050.78	
Basis	<u>8,300.71</u>	
		-2,249.93
Sale of 7 shs Eli Lilly & Co.		
10/15/12	\$367.94	
Basis	<u>325.95</u>	
		41.99
Sale of 4 shs Monsanto Co		
10/15/12	\$358.53	
Basis	<u>312.64</u>	
		45.89
Sale of 10 shs Marathon Oil Corp		
10/09/12	\$297.09	
Basis	<u>323.95</u>	
		-26.86
Sale of 13 shs Meadwestvaco Corp.		
10/09/12	\$392.59	
Basis	<u>352.76</u>	
		39.83
Sale of 5 shs Marathon Petroleum Corp.		
10/09/12	\$289.34	
Basis	<u>219.00</u>	
		70.34
Sale of 95 shs ManpowerGroup		
09/28/12	\$3,508.53	
Basis	<u>4,313.72</u>	
		-805.19
Sale of 43 shs ManpowerGroup		
10/01/12	\$1,578.84	
Basis	<u>1,952.52</u>	
		-373.68

Sale of 10 shs Microsoft Corp		
10/09/12	\$292.99	
Basis	<u>317.96</u>	-24.97
Sale of 4 shs National-Oil Well Varco		
10/09/12	\$322.35	
Basis	<u>320.32</u>	2.03
Sale of 6 shs NTT Docomo Inc		
10/01/12	\$97.70	
Basis	<u>102.44</u>	-4.74
Sale of 175 shs NTT Domoco In.		
10/02/12	\$2,801.27	
Basis	<u>2,987.74</u>	-186.47
Sale of 64 shs NTT Domoco Inc.		
10/03/12	\$1,018.98	
Basis	<u>1,092.66</u>	-73.68
Sale of 10 shs Northeast Utilities		
10/09/12	\$394.29	
Basis	<u>365.15</u>	29.14
Sale of 5 shs Northrop Grumman Corp.		
10/09/12	\$343.74	
Basis	<u>302.75</u>	40.99
Sale of 9 shs Pub Svc Enterprise Group		
10/09/12	\$291.23	
Basis	<u>269.31</u>	21.92
Sale of 6 shs Qualcomm Inc		
10/09/12	\$363.53	
Basis	<u>397.05</u>	-33.52
Sale of 7 shs Rio Tinto Plc		
10/09/12	\$339.84	
Basis-Wash Sale/IRS Regs.	<u>339.84</u>	0.00
Sale of 116 shs Rackspace Hosting Inc.		
09/28/12	\$7,624.16	
Basis	<u>6,549.59</u>	1,074.57
Sale of 9 shs Roche Holding Ltd		
10/15/12	\$442.79	
Basis	<u>389.88</u>	52.91
Sale of 40 shs Rogers Communications		
10/25/12	\$1,742.13	
Basis	<u>1,529.20</u>	212.93
Sale of 5 shs Sempra Energy		
10/09/12	\$333.94	
Basis	<u>291.10</u>	42.84
Sale of 9 shs Sanofi Adr		
10/15/12	\$392.21	
Basis	<u>343.76</u>	48.45
Sale of 8 shs Stanley Black & Decker		
10/09/12	\$581.19	
Basis	<u>620.32</u>	-39.13

Attachment to 2012 FORM 990-PF
General William W. Spruance Foundation
EIN 51-0351914
Page 40

Sale of 7 shs Starbucks Corp.		
10/15/12	\$332.35	
Basis	<u>384.40</u>	-52.05
Sale of 195 shs Taiwan S Manufacturing Adr		
10/25/12	\$2,988.83	
Basis	<u>2,931.57</u>	57.26
Sale of 4 shs 3M Company		
10/09/12	\$376.27	
Basis	<u>353.16</u>	23.11
Sale of 8 shs Unilever NV NY		
10/15/12	\$292.23	
Basis	<u>268.35</u>	23.88
Sale of 2 shs V F Corporation		
10/15/12	\$323.89	
Basis	<u>292.84</u>	31.05
Sale of 4 shs Ace Limited		
10/15/12	\$309.19	
Basis	<u>290.64</u>	18.55
Sale of 18 shs Weyerhaeuser Co.		
10/15/12	\$491.57	
Basis	<u>390.16</u>	101.41
Sale of 3 shs Whole Foods Market		
10/09/12	\$295.01	
Basis	<u>248.48</u>	46.53
Sale of 1 sh Komercni Banka As		
10/18/12	\$217.76	
Basis	<u>184.89</u>	32.87
Sale of 2 shs Komercni Banka As		
10/18/12	\$431.86	
Basis	<u>369.79</u>	62.07
Sale of 2 shs Komercni Banka As		
10/22/12	\$434.19	
Basis	<u>369.79</u>	64.40
Sale of 123 shs Blackrock US Mortgage		
10/15/12	\$1,292.73	
Basis	<u>1,255.83</u>	36.90
Sale of 123 shs Blackrock Global Small Cap		
10/10/12	\$1,515.36	
Basis	<u>1,544.88</u>	-29.52
Sale of 109 shs Blackrock MDCP VI Opp		
10/10/12	\$1,301.46	
Basis	<u>1,325.44</u>	-23.98
Sale of 294 shs Blackrock Comm Strat		
10/10/12	\$3,054.66	
Basis	<u>3,116.40</u>	-61.74
Sale of 132 shs Blackrock Comm Strat		
10/15/12	\$1,366.20	
Basis	<u>1,399.20</u>	-33.00

Sale of 189 shs Blackrock Emerging		
10/10/12	\$2,171.61	
Basis	<u>2,024.19</u>	
		147.42
Sale of 100 shs Blackrock Emerging		
10/15/12	\$1,157.00	
Basis	<u>1,071.00</u>	
		86.00
Sale of 68 shs Blackrock Strategic		
10/10/12	\$680.68	
Basis	<u>664.36</u>	
		16.32
Sale of 115 shs Blackrock Strategic		
10/15/12	\$1,153.45	
Basis	<u>1,123.55</u>	
		29.90
Sale of 157 shs Blackrock High Yield Inst		
10/10/12	\$1,251.29	
Basis	<u>1,215.18</u>	
		36.11
Sale of 295 shs Blackrock High Yield Inst		
10/15/12	\$2,360.00	
Basis	<u>2,283.30</u>	
		76.70
Sale of 222 shs Blackrock Global Alloc		
10/10/15	\$4,351.20	
Basis	<u>4,362.30</u>	
		-11.10
Sale of 99 shs Blackrock Global Alloc		
10/15/12	\$1,948.32	
Basis	<u>1,945.35</u>	
		2.97
Sale of 10 shs Coca Cola		
11/01/12	\$374.94	
Basis	<u>241.60</u>	
		133.34
Sale of 8 shs United Technologies		
11/01/12	\$641.03	
Basis	<u>633.88</u>	
		7.15
Sale of 14 shs British Sky Bdct		
11/01/12	\$558.87	
Basis	<u>479.44</u>	
		79.43
Sale of 199 shs BG Group Plc		
11/01/12	\$682.62	
Basis	<u>617.25</u>	
		65.37
Sale of 160 shs BG Group Plc		
11/07/12	\$3,378.34	
Basis	<u>4,714.31</u>	
		-1,335.97
Sale of 36 shs BG Group Plc		
11/12/12	\$2,640.89	
Basis	<u>3,790.40</u>	
		-1,149.51
Sale of 17 shs BG Group Plc		
11/12/12	\$594.20	
Basis	<u>825.64</u>	
		-231.44

Sale of 65 shs BG Group Plc 11/12/12 Basis	\$280.59 <u>404.79</u>	
		-124.20
Sale of 39 shs BG Group Plc 11/12/12 Basis	\$1,072.87 <u>1,253.68</u>	
		-180.81
Sale of 7 shs BHP Billiton Ltd. 11/12/12 Basis	\$643.73 <u>808.11</u>	
		-164.38
Sale of 3 shs Chevron Corp. 11/01/12 Basis	\$499.70 <u>499.40</u>	
		0.30
Sale of 8 shs Caterpillar Inc. 11/01/12 Basis	\$333.95 <u>318.25</u>	
		15.70
Sale of 3 shs Diageo Plc Spsd Adr 11/01/12 Basis	\$692.46 <u>861.71</u>	
		-169.25
Sale of 7 shs Dominion Res Inc. 11/01/12 Basis	\$348.11 <u>286.48</u>	
		61.63
Sale of 5 shs Deere Co. 11/01/12 Basis	\$368.82 <u>352.29</u>	
		16.53
Sale of 10 shs Dow Chemical Co. 11/01/12 Basis	\$431.99 <u>404.16</u>	
		27.83
Sale of 10 shs Ebay Inc. 11/01/12 Basis	\$490.99 <u>371.74</u>	
		119.25
Sale of 7 shs Enbridge Inc. 11/01/12 Basis	\$279.64 <u>265.30</u>	
		14.34
Sale of 7 shs Eaton Corp. 11/01/12 Basis	\$340.47 <u>341.77</u>	
		-1.30
Sale of 84 shs Ishares MSCI Emerging 11/01/12 Basis	\$3,509.44 <u>3,589.32</u>	
		-79.88
Sale of 193 shs Hennes and Mauntz 11/27/12 Basis-Wash Sale/IRS Regs.	\$1,230.45 <u>1,230.45</u>	
		0.00
Sale of 36 shs Hennes and Mauritz 11/27/12 Basis	\$229.51 <u>260.28</u>	
		-30.77
Sale of 14 shs JP Morgan Chase & Co. 11/01/12 Basis	\$594.07 <u>628.18</u>	
		-34.11

Sale of 6 shs Johnson & Johnson		
11/01/12	\$429.89	
Basis	<u>387.32</u>	42.57
Sale of 3 shs Lorillard Inc.		
11/01/12	\$351.57	
Basis	<u>389.37</u>	-37.80
Sale of 9 shs Linde Ag Sp Adr		
11/01/12	\$153.53	
Basis-Wash Sale/IRS Regs	<u>153.53</u>	0.00
Sale of 8 shs Linde Ag Sp Adr		
11/01/12	\$136.48	
Basis-Wash Sale/IRS Regs.	<u>136.48</u>	0.00
Sale of 8 shs Merck & Co. Inc.		
11/01/12	\$369.83	
Basis	<u>302.44</u>	67.39
Sale of 28 shs Microsoft Corp.		
11/01/12	\$817.58	
Basis	<u>890.28</u>	-72.70
Sale of 43 shs NTT Docomo Inc		
11/12/12	\$615.86	
Basis	<u>734.13</u>	-118.27
Sale of 85 shs NTT Docomo Inc.		
11/12/12	\$1,225.64	
Basis	<u>1,451.18</u>	-225.54
Sale of 6 shs NTT Docomo Inc		
11/12/12	\$86.52	
Basis	<u>99.64</u>	-13.12
Sale of 8 shs NTT Docomo Inc.		
11/09/12	\$115.72	
Basis	<u>132.86</u>	-17.14
Sale of 39 shs NTT Docomo Inc.		
11/13/12	\$557.30	
Basis	<u>647.69</u>	-90.39
Sale of 62 shs NTT Docomo Inc.		
11/13/12	\$885.96	
Basis	<u>974.37</u>	-88.41
Sale of 21 shs NTT Docomo Inc.		
11/13/12	\$300.09	
Basis	<u>335.71</u>	-35.62
Sale of 5 shs Nextera Energy Inc		
11/01/12	\$349.64	
Basis	<u>301.87</u>	47.77
Sale of 4 shs Occidental Petroleum Corp.		
11/01/12	\$318.59	
Basis	<u>386.74</u>	-68.15

Sale of 6 shs Prudential Financial Inc		
11/01/12	\$346.97	
Basis	<u>378.00</u>	-31.03
Sale of 11 shs Peabody Energy Corp		
11/01/12	\$320.75	
Basis	<u>336.60</u>	-15.85
Sale of 6 shs Phillip Morris Intl		
11/01/12	\$531.41	
Basis	<u>520.16</u>	11.25
Sale of 6 shs Qualcomm Inc		
11/01/12	\$356.33	
Basis	<u>397.05</u>	-40.72
Sale of 10 shs Rio Tinto Plc		
11/01/12	\$512.39	
Basis-Wash Sale/IRS Regs.	<u>512.39</u>	0.00
Sale of 8 shs Raytheon Co.		
11/01/12	\$459.35	
Basis	<u>415.56</u>	43.79
Sale of 8 shs Royal Dutch Shell		
11/01/12	\$577.67	
Basis	<u>527.03</u>	50.64
Sale of 145 shs Reckitt Benckiser		
11/01/12	\$1,805.14	
Basis	<u>1,638.50</u>	166.64
Sale of 39 shs Rogers Communications		
11/01/12	\$1,693.07	
Basis	<u>1,490.97</u>	202.10
Sale of 8 shs Sanofi		
11/27/12	\$358.98	
Basis	<u>305.56</u>	53.42
Sale of 36 shs Sanofi		
11/09/12	\$1,605.45	
Basis	<u>1,375.04</u>	230.41
Sale of 31 shs Swatch Group		
11/01/12	\$671.13	
Basis-Wash Sale/IRS Regs.	<u>671.13</u>	0.00
Sale of 7 shs Total S.A		
11/26/12	\$354.75	
Basis	<u>376.77</u>	-22.02
Sale of 7 shs Teva Pharmaceutical Industries		
11/01/12	\$286.85	
Basis-Wash Sale/IRS Regs.	<u>286.85</u>	0.00
Sale of 8 shs Travelers Companies		
11/01/12	\$572.23	
Basis	<u>465.23</u>	107.00

Sale of 124 shs Tullow Oil		
11/01/12	\$1,390.12	
Basis	<u>1,444.54</u>	-54.42
Sale of 11 shs US Bancorp		
11/01/12	\$368.60	
Basis	<u>344.82</u>	23.78
Sale of 2 shs VF Corporation		
11/07/12	\$319.91	
Basis	<u>292.84</u>	27.07
Sale of 19 shs Verizon Communications		
11/01/12	\$862.10	
Basis	<u>635.40</u>	226.70
Sale of 4 shs VMWare, Inc.		
11/01/12	\$349.31	
Basis	<u>429.88</u>	-80.57
Sale of 12 shs Zurich Insurance Group		
11/01/12	\$296.03	
Basis	<u>287.39</u>	8.64
Sale of 141 shs PT Bank Rakyat Indonesia		
11/07/12	\$103.54	
Basis	<u>90.08</u>	13.46
Sale of 555 shs PT Bank Rakyat Indonesia		
11/07/12	\$407.59	
Basis	<u>363.86</u>	43.73
Sale of 15 shs Wells Fargo & Co.		
11/01/12	\$506.46	
Basis	<u>503.01</u>	3.45
Sale of 108 shs Blackrock US Mortgage		
11/01/12	\$1,134.00	
Basis	<u>1,102.68</u>	31.32
Sale of 63 shs Blackrock Global Small Cap		
11/27/12	\$788.76	
Basis	<u>791.28</u>	-2.52
Sale of 66 shs Blackrock Mid cap VL		
11/01/12	\$802.56	
Basis	<u>802.56</u>	0.00
Sale of 64 shs Blackrock Comm Strat		
11/01/12	\$659.84	
Basis	<u>678.40</u>	-18.56
Sale of 119 Blackrock Emerging		
11/01/12	\$1,376.83	
Basis	<u>1,274.49</u>	102.34
Sale of 120 shs Blackrock Strategic		
11/01/12	\$1,202.40	
Basis	<u>1,172.40</u>	30.00

Sale of 278 Blackrock High Yield Inst		
11/27/12	\$2,221.22	
Basis	<u>2,151.72</u>	69.50
Sale of 194 shs Blackrock Global Alloc		
11/01/12	\$3,814.04	
Basis	<u>3,812.10</u>	1.94
Sale of 128 shs Asml Holding NV		
12/03/12	\$1,518.34	
Basis	<u>0.00</u>	1,518.34
Sale of 19 shs China Life Insurance Co.		
12/17/12	\$893.59	
Basis	<u>738.93</u>	154.66
Sale of 236 shs Eaton Corp.		
12/03/12	\$12,249.72	
Basis	<u>11,522.39</u>	727.33
Sale of 21 shs Imperial Tob Grp Spd Adr		
11/30/12	\$1,679.20	
Basis	<u>1,683.15</u>	-3.95
Sale of 87 shs Linde Ag Shs Sp Adr		
11/30/12	\$1,497.74	
Basis	<u>1,501.96</u>	-4.22
Sale of 19 shs Sanofi Adr		
12/14/12	\$893.47	
Basis	<u>725.71</u>	167.76
Sale of 20 shs Sanofi Adr		
12/17/12	\$938.10	
Basis	<u>763.91</u>	174.19
Sale of 98 shs Swatch Group		
12/12/12	\$2,399.15	
Basis	<u>2,256.94</u>	142.21
Sale of 70 shs Teva Pharmaceutical Industries		
12/18/12	\$2,696.69	
Basis	<u>2,996.00</u>	-299.31
Sale of 7 shs Teva Pharmaceutical Industries		
12/18/12	\$269.66	
Basis	<u>301.68</u>	-32.02
Sale of 17 shs Teva Pharmaceutical Industries		
12/18/12	\$654.91	
Basis	<u>666.42</u>	-11.51
Sale of 11 shs Teva Pharmaceutical Industries		
12/18/12	\$423.76	
Basis	<u>443.91</u>	-20.15
Sale of 30 shs Teva Pharmaceutical Industries		
12/18/12	\$1,155.73	
Basis	<u>1,210.92</u>	-55.19

Sale of 22 shs Teva Pharmaceutical Industries		
12/18/12	\$847.55	
Basis	<u>908.06</u>	
		-60.51
Sale of 247 shs Tullow Oil Plc		
12/05/12	\$2,481.45	
Basis	<u>2,877.43</u>	
		-395.98
Sale of 76 shs Tullow Oil Plc		
12/05/12	\$763.53	
Basis	<u>869.58</u>	
		-106.05
Sale of 9 shs SMC Corp.		
12/05/12	\$1,578.36	
Basis	<u>1,452.87</u>	
		125.49
Blackrock Emerging		
Capital gain distribution-short term		
12/26/12		3,744.49
Blackrock Emerging		
Capital gain distribution-long term		
07/23/12		430.32
12/26/12		3,844.38
Blackrock Hi Yield Bd		
Capital gain distribution-short term		
12/26/12		519.96
Blackrock US Mortgage		
Capital gain distribution-short term		
12/26/12		850.89
Blackrock US Mortgage		
Capital gain distribution-long term		
12/26/12		86.55
Total Line 6a		391,265.32
Line 11, Other income:		
03/30/12	Mirant Corp Escrow payment	64.58
04/25/12	Cash in lieu of fractional share	15.05
05/10/12	Cash in lieu of fractional share	41.05
05/17/12	Cash in lieu of fractional share	6.69
05/25/12	Cash in lieu of fractional share	2.04
07/23/12	Return of Capital-UBS	44.19
12/14/12	Cash in lieu of fractional share	<u>35.47</u>
		<u>209.07</u>
Line 12, Total Revenue		3,428,265.28

** Operating and Administrative Expenses

Line 13, Compensation of officers, etc		
12/21/12	Thomas W Spruance	\$7,500.00
Line 16a, Legal fees		
10/31/12	Richards, Layton & Finger, P A	\$3,760.20
12/27/12	Richards, Layton & Finger, P A.	<u>7,158.00</u>
		10,918.20
Line 16c, Other professional fees		
01/09/12	Wilmington Trust-principal fees	\$243.74
01/09/12	Wilmington Trust-income fees	131.26
02/03/12	Wilmington Trust-fiduciary tax service fee	1,500.00
02/03/12	Wilmington Trust-principal fees	243.74
02/03/12	Wilmington Trust-income fees	131.26
02/03/12	Merrill Lynch-initial annual charge	150.00
03/26/12	BR PI Fee	1,182.01
04/12/12	BR PI Fee	8,971.50
05/14/12	CertIF fee	3.72
05/14/12	CertIF fee	7.41
05/25/12	CertIF fee	16.49
05/25/12	CertIF fee	4.58
06/08/12	CertIF fee	4.43
06/08/12	CertIF fee	5.24
06/11/12	CertIF fee	14.76
06/12/12	CertIF fee	0.86
06/18/12	CertIF fee	2.97
07/02/12	CertIF fee	1.59
07/05/12	CertIF fee	10.06
07/09/12	CertIF fee	2.47
07/10/12	CertIF fee	6.75
07/12/12	BR PI Fee	7,315.85
07/18/12	CertIF fee	7.28
07/25/12	CertIF fee	6.01
07/25/12	CertIF fee	(7.28)
07/30/12	CertIF fee	16.35
08/01/12	CertIF fee	14.80
08/16/12	CertIF fee	2.28
08/20/12	CertIF fee	3.78
08/27/12	CertIF fee	2.06
09/17/12	CertIF fee	2.75
10/11/12	BR PI Fee	7,530.82
10/12/12	Transfer fee	30.00
10/12/12	CertIF fee	14.49
10/19/12	CertIF fee	1.86
10/31/12	Wire transfer fee	30.00
10/31/12	Wire transfer fee	30.00
10/31/12	Wire transfer fee	30.00
11/29/12	CertIF fee	2.24
12/03/12	CertIF fee	0.42
12/04/12	CertIF fee	12.08
12/21/12	Wire transfer fees	120.00
12/24/13	Wire transfer fees	90.00
12/26/12	Wire transfer fees	30.00
12/27/12	Wire transfer fees	30.00
12/27/12	Wire transfer fees	30.00
12/27/12	Transfer fee	30.00
12/27/12	CertIF fee	2.18
12/27/12	CertIF fee	<u>6.03</u>

28,018.84

Line 18, Taxes:

03/15/12	Foreign Income Tax Withheld	\$56.25
04/09/12	Foreign Income Tax Withheld	53.78
04/13/12	Foreign Income Tax Withheld	1.88
04/26/12	Foreign Income Tax Withheld	12.15
04/30/12	Foreign Income Tax Withheld	6.44
05/08/12	Foreign Income Tax Withheld	4.32
05/14/12	Foreign Income Tax Withheld	48.37
05/14/12	Foreign Income Tax Withheld	37.51
05/25/12	Foreign Income Tax Withheld	37.14
05/30/12	Foreign Income Tax Withheld	176.36
06/01/12	Foreign Income Tax Withheld	9.18
06/04/12	Foreign Income Tax Withheld	5.03
06/08/12	Foreign Income Tax Withheld	25.82
06/11/12	Foreign Income Tax Withheld	63.82
06/12/12	Foreign Income Tax Withheld	2.47
06/13/12	Foreign Income Tax Withheld	15.83
06/18/12	Foreign Income Tax Withheld	2.68
06/29/12	Foreign Income Tax Withheld	5.61
06/15/12	Foreign Income Tax Withheld	37.50
06/29/12	Foreign Income Tax Withheld	50.63
07/02/12	Foreign Income Tax Withheld	9.80
07/03/12	Foreign Income Tax Withheld	11.11
07/05/12	Foreign Income Tax Withheld	7.51
07/09/12	Foreign Income Tax Withheld	5.15
07/10/12	Foreign Income Tax Withheld	5.44
07/10/12	Foreign Income Tax Withheld	38.18
07/13/12	Foreign Income Tax Withheld	1.84
07/18/12	Foreign Income Tax Withheld	35.41
07/27/12	Foreign Income Tax Withheld	11.86
07/30/12	Foreign Income Tax Withheld	24.49
07/30/12	Foreign Income Tax Withheld	29.05
07/31/12	Foreign Income Tax Withheld	6.35
08/16/12	Foreign Income Tax Withheld	6.23
08/20/12	Foreign Income Tax Withheld	4.28
08/27/12	Foreign Income Tax Withheld	4.23
09/04/12	Foreign Income Tax Withheld	9.70
09/04/12	Foreign Income Tax Withheld	3.73
09/12/12	Foreign Income Tax Withheld	14.54
09/17/12	Foreign Income Tax Withheld	7.85
09/17/12	Foreign Income Tax Withheld	37.50
09/28/12	Foreign Income Tax Withheld	25.31
09/28/12	Foreign Income Tax Withheld	5.54
10/03/12	Foreign Income Tax Withheld	10.85
10/04/12	Foreign Income Tax Refund	(7.40)
10/18/12	Foreign Income Tax Withheld	37.38
10/29/12	Foreign Income Tax Withheld	11.87
10/31/12	Foreign Income Tax Withheld	9.00
11/14/12	Foreign Income Tax Withheld	3.75
11/28/12	Foreign Income Tax Refund	(0.45)
11/29/12	Foreign Income Tax Withheld	13.12
12/03/12	Foreign Income Tax Withheld	8.91
12/03/12	Foreign Income Tax Withheld	8.29
12/04/12	Foreign Income Tax Withheld	10.93
12/04/12	Foreign Income Tax Withheld	0.67
12/04/12	Foreign Income Tax Withheld	1.79
12/12/12	Foreign Income Tax Withheld	14.55
12/17/12	Foreign Income Tax Withheld	37.50
12/31/12	Foreign Income Tax Withheld	25.31
12/31/12	Foreign Income Tax Withheld	<u>5.47</u>

1,149.41

Line 21, Travel, conferences, and meetings		
09/27/12	Travel to University of Tampa	\$2,994.59
12/21/12	Travel to Yellowstone Park	<u>1,198.86</u>
		4,193.45
Line 24, Total operating and administrative expenses.		51,779.90
Line 25, Contributions, gifts, grants paid:		
08/22/12	University of Tampa	\$50,000.00
10/09/12	University of Tampa	22,590.00
10/09/12	University of Tampa	20,000.00
10/12/12	Tampa General Hospital Foundation	20,000.00
10/31/12	Yellowstone Park Foundation	20,000.00
10/31/12	Jack Creek Preserve Foundation	16,000.00
12/21/12	Family Legacy Mission International	20,000.00
12/21/12	Dallas Opera	10,000.00
12/21/12	Dallas Children's Advocacy Center	10,000.00
12/21/12	Dallas Symphony Association	5,000.00
12/24/12	Zoological Society of Florida	8,000.00
12/24/12	Henderson Behavioral Health	8,000.00
12/24/12	Pinion, Inc.	8,000.00
12/24/12	Calvary Chapel of Ft. Lauderdale	8,000.00
12/26/12	National Christian Foundation	45,000.00
12/27/12	Lake Region Audubon Society	6,000.00
12/28/12	Embry-Riddle Aeronautical University	<u>8,000.00</u>
Line 25, Total Contributions, gifts, grants paid		284,590.00
Line 26a, Total expenses and disbursements		336,369.90
Line 27a, Excess of revenue over expenses and disbursements		3,091,895.38
Line 27b, Net investment income		506,009.00

Part II, Balance Sheets	Beginning of year			End of year		
	(a) Book Value	(b) Book Value	(c) Fair Mkt Value	(b) Book Value	(c) Fair Mkt Value	
Assets						
Line 1, Cash	\$3,368 00	\$3,336 73	\$3,336.73			
Total Line 1	\$3,368 00	\$3,336.73	\$3,336.73			
Line 2, Savings and temporary cash investments:						
Wilmington Prime MM Fund-W Class	\$776,205.91					
BIF Money Fund		\$76,159 00	\$76,159.00			
ML Bank Deposit Program		338,050.00	338,050 00			
Total Line 2	\$776,205.91	\$414,209.00	\$414,209 00			
Line 10a, Investments - US and state government obligations:						
\$9000 Federal Home Ln Mtg Corp., 4.875%, Nov 15, 2013		\$9,351.61	\$9,371.79			
\$2000 US Treasury Note, 2.625%, Jun 30, 2014		2,065.42	2,071.40			
\$6000 US Treasury Note, 1 250%, Sep 30, 2015		6,087.16	6,150.00			
\$4000 US Treasury Note, 2 0%, Apr 30, 2016		4,146.20	4,208.44			
\$10,000 US Treasury Note, 1 0%, Oct 31, 2016		9,987.93	10,190.60			
\$8000 Federal Natl Mtg Assoc, 5.375%, Jun 12, 2017		9,381.41	9,619.84			
\$5000 US Treasury Note, 4 25%, Nov 15, 2017		5,694.44	5,854.70			
\$5000 US Treasury Note, 1 5%, Aug 31, 2018		4,993.57	5,176.95			
\$5000 US Treasury Note, 3 5%, May 15, 2020		5,551.67	5,805.10			
\$6000 US Treasury Note, 2.625%, Aug 15, 2020		6,280.29	6,588.78			
\$5000 US Treasury Note, 2.0%, Feb 15, 2022		4,892.21	5,170.70			
\$6000 US Treasury Inflation Bond, 2 0%, Jan 15, 2026		8,519.32	9,170.45			
\$5000 US Treasury Bond, 5 25%, Nov 15, 2028		6,475.77	6,907.80			
\$6000 US Treasury Bond, 4 25%, May 15, 2039		7,072.02	7,654.68			
\$5000 US Treasury Bond, 3 125%, Feb 15, 2042		4,814.47	5,228.15			
\$1000 US Treasury Bond, 3.125%, Feb 15, 2042		1,075.43	1,045.63			
\$11000 Federal Home Ln Mtg Corp., 75%, Dec 19, 2014		11,091.08	11,097.57			
Total Line 10a	\$0.00	\$107,480.00	\$111,312.58			

Line 10b, Investments - corporate stock:

1000 shs Abbott Laboratones
 92 shs Abbott Laboratories
 500 shs Abbott Laboratories
 60 shs Ace Limited
 27 shs Agilent Technologies, Inc.
 29 shs Agilent Technologies, Inc.
 13 shs Agilent Technologies, Inc.
 16 shs Agilent Technologies, Inc
 18 shs Agilent Technologies, Inc
 46 shs Agilent Technologies, Inc
 17 shs Agilent Technologies, Inc.
 17 shs Agilent Technologies, Inc
 224 shs AIA Group Ltd
 58 shs Alexion Pharms Inc.
 83 shs Amazon.Com Inc
 89 shs American Express Company
 122 shs American Tower REIT, Inc.
 88 shs Anardarko Petroleum Corp.
 67 shs Anheuser-Busch Inbev Adr
 36 shs Anheuser-Busch Inbev Adr
 5 shs Anheuser-Busch Inbev Adr
 8 shs Anheuser-Busch Inbev Adr
 94 shs Apple, Inc.
 33 shs ASML Holding NV NY
 28 shs ASML Holding NV NY
 22 shs ASML Holding NV NY
 15 shs ASML Holding NV NY
 31 shs ASML Holding NV NY
 75 shs Assa Abloy Ab Adr
 131 shs Assa Abloy Ab Adr
 63 shs Assa Abloy Ab Adr
 78 shs Assa Abloy Ab Adr
 66 shs Assa Abloy Ab Adr
 49 shs Assa Abloy Ab Adr
 1000 shs AT&T
 313 shs AT&T
 500 shs AT&T
 1000 shs AT&T, preferred
 27 shs Atlas Copco A Adr
 71 shs Atlas Copco A Adr
 46 shs Atlas Copco A Adr
 24 shs Atlas Copco A Adr
 53 shs Atlas Copco A Adr
 44 shs Atlas Copco A Adr

	\$40,795.70	
	\$3,753.20	\$6,026.00
	20,397.85	32,750.00
	4359.60	4788.00
	1,149.38	1,105.38
	1,222.99	1,187.26
	554.58	532.22
	661.87	655.04
	725.01	736.92
	1,757.09	1,883.24
	673.90	695.98
	627.88	695.98
	3,517.88	3,545.92
	6,311.08	5,436.92
	16,221.52	20,822.21
	5,079.23	5,115.72
	8,697.27	9,426.94
	6,984.58	6,539.28
	4,811.63	5,856.47
	3,098.12	3,146.76
	431.78	437.05
	663.06	699.28
	56,196.54	50,024.25
	2,302.08	2,124.87
	1,967.01	1,802.92
	1,638.51	1,416.58
	1,083.61	965.85
	2,004.20	1,996.09
	1,235.91	1,388.25
	2,132.94	2,424.81
	1,026.27	1,166.13
	1,291.25	1,443.78
	1,132.46	1,221.66
	821.31	906.99
	36,628.52	
	9,379.04	10,551.23
	18,314.26	16,855.00
	25,000.00	0.00
	647.91	752.22
	1,712.79	1,978.06
	1,118.92	1,281.56
	594.40	668.64
	1,324.47	1,476.58
	1,072.46	1,225.84

2000 shs Bank of America Corp
 1000 shs Bank of America Corp
 139 shs Bank of Nova Scotia
 1250 shs Barrick Gold Corporation
 875 shs Berkshire Hathaway
 159 shs BHP Billiton Ltd
 84 shs Biogen Idec Inc.
 95 shs BNP Paribas Sponsored Adr
 42 shs BNP Paribas Sponsored Adr
 291 shs Boeing Company
 7 shs Boeing Company
 35 shs Boeing Company
 42 shs Boeing Company
 4900 shs Boeing Company
 2000 shs Bristol-Meyers Squibb Co
 337 shs Bristol-Meyers Squibb Co
 1000 shs Bristol-Meyers Squibb Co.
 7 shs British Sky Bdct Spd Adr
 34 shs British Sky Bdct Spd Adr
 38 shs British Sky Bdct Spd Adr
 13 shs British Sky Bdct Spd Adr
 34 shs British Sky Bdct Spd Adr
 38 shs British Sky Bdct Spd Adr
 25 shs British Sky Bdct Spd Adr
 20 shs British Sky Bdct Spd Adr
 8 shs British Sky Bdct Spd Adr
 32 shs British Sky Bdct Spd Adr
 217 shs Broadcom Corp Calif Cl A
 97 shs Canadian National Railway Co.
 126 shs Canon Inc
 143 shs Caterpillar Inc. Del
 146 shs CenturyLink Inc Shs
 1250 shs Chesapeake Energy Okla
 148 shs Chevron Corp.
 62 shs China Life Insurance Co Sp Adr
 120 shs Chubb Corp
 2000 shs Cisco Systems Inc.
 1000 shs Coca-Cola Company
 699 shs Coca-Cola Company
 1000 shs Coca-Cola Company
 1500 shs Coca-Cola Company
 334 shs Comcast Corp New Cl A
 189 shs Comcast Corp New Cl A Sp
 8000 shs ConocoPhillips
 101 shs ConocoPhillips
 4000 shs Conoco Phillips
 97 shs Consol Energy Inc.
 126 shs Costco Wholesale Crp. Del
 58 shs Costco Wholesale Corporation
 412 shs Danaher Corp Del

86,648.49		
	43,324.25	11,610.00
	7,764.54	8,045.32
	59,165.63	43,762.50
	71,279.69	78,487.50
	11,343.50	12,468.78
	10,107.72	12,295.08
	2,356.95	2,774.95
	662.49	1,226.82
	20,543.88	21,929.76
	487.58	527.52
	2,710.84	2,637.60
	2,925.33	3,165.12
	345,927.75	369,264.00
45,224.96		
	7,620.41	10,982.83
	22,612.48	32,590.00
	308.63	352.73
	1,484.50	1,713.26
	1,677.64	1,914.82
	557.21	655.07
	1,449.90	1,713.26
	1,627.90	1,914.82
	1,213.67	1,259.75
	948.91	1,007.80
	379.98	403.12
	1,537.73	1,612.48
	8,291.55	7,206.57
	7,565.13	8,827.97
	4,525.62	4,940.46
	15,403.03	12,814.02
	5,675.56	5,711.52
	34,543.75	20,775.00
	15,700.40	16,004.72
	2,411.26	3,080.78
	8,133.29	9,038.40
	42,420.00	39,298.80
48,326.05		
	16,887.84	25,338.75
	24,163.03	36,250.00
	47,486.25	54,375.00
	9,925.01	12,478.24
	5,553.77	6,788.88
180,922.86		
	1,760.43	5,856.99
	69,736.72	231,960.00
	3,292.18	3,113.70
	10,474.02	12,439.98
	4,966.67	5,726.34
	22,327.81	23,030.80

130 shs Deere Co
 112 shs Diageo Plc Spsd Adr New
 196 shs Dominion Res Inc New VA
 114 shs Dow Chemical Co
 3100 shs Duke Energy Corp.
 516 shs Duke Energy Corp
 4000 shs E I DuPont de Nemours & Company
 252 shs E I DuPont de Nemours & Company
 2000 shs E I DuPont de Nemours & Company
 343 shs EMC Corp
 236 shs Eaton Corp
 234 shs Ebay Inc.
 143 shs Eli Lilly & Co.
 209 shs Enbridge Inc
 2000 shs Energy Transfer Partners LP
 1000 shs Energy Transfer Partners LP
 92 shs EQT Corp.
 60 shs Expeditors International Wash In.
 49 shs Expeditors International Wash In.
 103 shs Express Scripts Holding Co.
 119 shs Express Scripts Holding Co.
 56 shs Express Scripts Holding Co.
 203 shs Exxon Mobil Corp.
 146 shs Fanuc Ltd-Unsp
 74 shs Fanuc Ltd-Unsp
 88 shs Fifth Third Bancorp.
 232 shs Fifth Third Bancorp.
 104 shs FirstEnergy Corp
 219 shs Fusion-IO Inc
 240 shs Frontier Communications Corp
 120 shs Frontier Communications Corp
 39 shs F5 Networks Inc
 47 shs F5 Networks Inc
 2000 shs General Electric Co.
 527 shs General Electric Co
 1000 shs General Electric Co
 114 shs General Mills
 85 shs General Dynamics
 160 shs Gilead Sciences Inc.
 64 shs Goldman Sachs Group Inc.
 14 shs Google Inc. CL A
 3 shs Google Inc CL A
 8 shs Google Inc CL A
 4 shs Google Inc. CL A
 466 shs Hennes and Mauritz Ab
 59 shs Hennes and Mauritz Ab
 193 shs Hennes and Mauntz Ab
 191 shs Hennes and Mauritz Ab
 150 shs Hennes and Mauntz Ab
 99 shs Hennes and Mauritz Ab
 95 shs Hennes and Mauritz Ab
 325 shs Home Depot, Inc.
 77 Shs Honeywell Intl Inc. Del
 78 shs HSBC Hldg Plc
 37 shs HSBC Hldg Plc
 87 shs Icici Bank Ltd Spd Adr
 22 shs Icici Bank Ltd Spd Adr
 22 shs Icici Bank Ltd Spd Adr
 103 shs Imperial Tob Grp Sps Adr
 4 shs Impenal Tob Grp Sps Adr
 13 shs Imperial Tob Grp Sps Adr
 37 shs Imperial Tob Grp Sps Adr

	10,508.04	11,234.60
	10,695.29	13,056.96
	9,864.17	10,152.80
	3,941.56	3,685.55
70,576.93		
	35,288.46	32,920.80
191,489.26		
	12,063.82	11,334.58
	95,744.63	89,957.00
	8,565.05	8,677.90
	12,249.72	12,786.48
	8,698.67	11,933.46
	6,658.77	7,052.76
	7,921.01	9,053.88
36,976.00		
	18,488.00	42,930.00
	4,552.16	5,426.16
	2,356.57	2,373.00
	1,942.02	1,937.95
	5,789.11	5,562.00
	6,788.85	6,426.00
	3,184.08	3,024.00
	17,385.81	17,569.65
	4,175.59	4,536.22
	2,119.98	2,299.18
	1,331.62	1,337.60
	3,502.25	3,526.40
	4,655.81	4,343.04
	6,641.96	5,021.67
2,190.32		
	1,095.16	513.60
	3,407.10	3,497.40
	4,439.61	4,566.05
70,072.82		
	18,464.18	11,061.73
	35,036.41	20,990.00
	4,403.18	4,607.88
	6,159.95	5,887.95
	9,214.28	11,752.00
	8,014.72	8,163.84
	9,034.20	9,903.32
	1,879.13	2,122.14
	5,353.70	5,659.04
	2,692.30	2,829.52
	3,369.18	3,220.06
	463.04	407.69
	1,425.60	1,333.63
	1,139.05	1,319.81
	1,115.73	1,036.50
	721.68	684.09
	718.01	656.45
	15,951.00	20,101.25
	4,579.19	4,887.19
	3,437.68	4,139.46
	1,452.83	1,963.59
	3,103.38	3,794.07
	739.62	959.42
	623.89	959.42
	8,255.45	7,981.47
	324.66	309.96
	1,056.54	1,007.37
	2,954.68	2,867.13

20 shs Imperial Tob Grp Spn Adr
 7 shs Imperial Tob Grp Spn Adr
 249 shs Intel Corp.
 61 shs International Business Machines
 11 shs Intuitive Surgical, Inc
 5 shs Intuitive Surgical, Inc.
 206 shs Itau Unibanco Holding
 24 shs Itau Unibanco Holding
 31 shs Itau Unibanco Holding
 95 shs Johnson & Johnson
 20 shs Johnson & Johnson
 118 shs Johnson Controls Inc
 424 shs JP Morgan Chase & Co
 75 shs Kimberly Clark
 7 shs Komercni Banka As
 2 shs Komercni Banka As
 4 shs Komercni Banka As
 255 shs Las Vegas Sands Corp
 56 shs Liberty Global Inc Ser A
 21 shs Liberty Global Inc Ser A
 14 shs Liberty Global Inc Ser A
 18 shs Liberty Global Inc Ser A
 7 shs Liberty Global Inc Ser A
 166 shs Limited Brands Inc.
 211 shs Linde Ag Shs Sp Adr
 9 shs Linde Ag Shs Sp Adr
 8 shs Linde Ag Shs Sp Adr
 41 shs Linde Ag Shs Sp Adr
 114 shs Linde Ag Shs Sp Adr
 130 shs Linde Ag Shs Sp Adr
 38 shs Linde Ag Shs Sp Adr
 70 shs Linde Ag Shs Sp Adr
 4 shs Linde Ag Shs Sp Adr
 60 shs Lorillard Inc
 159 shs Marathon Oil Corp
 80 shs Marathon Petroleum Corp.
 139 shs McDonalds Corp
 118 shs McDonalds Corp
 186 shs Meadwestvaco Corp
 37 shs Mercadolibre Inc
 20 shs Mercadolibre Inc.
 7 shs Mercadolibre Inc.
 177 shs Merck and Co. Inc
 266 shs Merck and Co. Inc.
 135 shs Michael Kors Holdings Ltd.
 657 shs Microsoft Corp.
 146 shs Microsoft Corp.
 89 shs Monsanto Co. New Del
 26 shs Monsanto Co. New Del
 67 shs National-Oilwell Varco
 5 shs National-Oilwell Varco
 56 shs National-Oilwell Varco
 137 shs Nextera Energy Inc.
 311 shs Nissan Motors Ltd Spn Adr
 21 shs Nissan Motors Ltd Spn Adr
 70 shs Nissan Motors Ltd Spn Adr
 112 shs Nissan Motors Ltd Spn Adr
 98 shs Nissan Motors Ltd Spn Adr
 134 shs Northeast Utilities
 83 shs Northrop Grumman Corp.
 416 shs Novacopper Inc.
 2500 shs Novagold Resources Inc.

	1,567 22	1,549.80
	514 77	542.43
	6,925.63	5,134.38
	12,523.91	11,684.55
	5,864 24	5,394.07
	2,553.99	2,451.85
	2,712.96	3,390.76
	408 18	395.04
	486.74	510.26
	6,132.60	6,659.50
	1,353.34	1,402.00
	3,758.82	3,619.06
	19,024.83	18,642.90
	5,486.99	6,332.25
	1,294.27	1,474.66
	369.24	421.33
	614.66	842.66
	14,614.76	11,770.80
	2,794.96	3,525.76
	1,153.45	1,322.16
	798.75	881.44
	1,052.54	1,133.28
	436.47	440.72
	7,998.72	7,811.96
	3,642.68	3,732.59
	158.81	159.21
	140.31	141.52
	707.94	725.29
	1,706.40	2,016.66
	2,016.60	2,299.70
	592.75	672.22
	1,216.14	1,238.30
	69.34	70.76
	7,787.40	7,000.20
	5,150.82	4,874.94
	3,504.00	5,040.00
	13,269.42	12,261.19
	10,703.86	10,408.78
	5,047.11	5,927.82
	3,575.31	2,906.35
	1,452.71	1,571.00
	557.93	549.85
	6,691.37	7,246.38
	11,560.81	10,890.04
	6,426.93	6,889.05
	20,889.84	17,548.27
	4,383.29	3,899.62
	6,956.24	8,423.85
	2,075.72	2,460.90
	5,365.35	4,579.45
	375.88	341.75
	4,083.76	3,827.60
	8,271.20	9,479.03
	6,394.16	5,936.99
	417.79	400.89
	1,342.76	1,336.30
	2,141.95	2,138.08
	1,712.53	1,870.82
	4,893.05	5,236.72
	5,025.65	5,609.14
	1,302.08	752.96
	33,210.42	11,275.00

108 shs Occidental Petroleum Corp. Cal
 279 shs Oracle Corp
 3150 shs Osisko Mining Corp.
 90 shs Peabody Energy Corp.
 177 shs Pepsico, Inc.
 733 shs Pfizer Inc.
 170 shs Philip Morris Intl Inc
 54 shs Phillips 66
 2000 shs Phillips 66
 35 shs Posco Spn Adr
 73 shs Praxair Inc
 34 shs Precision Castparts
 20 shs Precision Castparts
 9 shs Priceline Com, Inc.
 6 shs Priceline Com, Inc.
 1000 shs Procter & Gamble Co.
 149 shs Procter & Gamble Co.
 500 shs Procter & Gamble Co
 64 shs Prudential Financial Inc
 48 shs Prudential Financial Inc
 3560 shs PT Bank Rakyat Indonesia
 1725 shs PT Bank Rakyat Indonesia
 1989 shs PT Bank Rakyat Indonesia
 135 shs Public Svc Enterprise
 446 shs Qualcomm Inc
 174 shs Raytheon Co Delaware New
 400 shs Reckitt Benckiser Gr Adr
 207 shs Reckitt Benckiser Gr Adr
 39 shs Reckitt Benckiser Gr Adr
 141 Red Hat Inc
 201 shs Rio Tinto Plc Spsd Adr
 7 shs Rio Tinto Plc Spsd Adr
 10 shs Rio Tinto Plc Spsd Adr
 20 shs Rio Tinto Plc Spsd Adr
 42 shs Rio Tinto Plc Spsd Adr
 10 shs Rio Tinto Plc Spsd Adr
 18 shs Rio Tinto Plc Spsd Adr
 142 shs Roche Holdgs Ltd Spn Adr
 34 shs Roche Holdgs Ltd Spn Adr
 48 shs Roche Holdgs Ltd Spn Adr
 42 shs Roche Holdgs Ltd Spn Adr
 22 shs Roche Holdgs Ltd Spn Adr
 14 shs Roche Holdgs Ltd Spn Adr
 22 shs Roche Holdgs Ltd Spn Adr
 102 shs Rogers Communications B
 22 shs Rogers Communications B
 63 shs Royal Dutch Shell
 49 shs Royal Dutch Shell
 23 shs Royal Dutch Shell
 17 shs Royal Dutch Shell
 24 shs Royal Dutch Shell
 83 shs Salesforce Com, Inc.
 193 shs Sanofi Adr
 16 shs Sanofi Adr
 28 shs Sanofi Adr
 225 shs Sberbank Spsd Adr
 55 shs Sberbank Spsd Adr
 75 shs Sberbank Spsd Adr
 47 shs Sberbank Spsd Adr
 29 shs Sberbank Spsd Adr
 46 shs Sberbank Spsd Adr
 81 shs Schlumberger Ltd.
 1000 shs Schlumberger Ltd.

	10,441.91	8,273.88
	8,805.74	9,296.28
	42,997.34	25,308.68
	2,754.01	2,394.90
	12,384.39	12,112.11
	16,020.08	18,383.13
	14,737.93	14,218.80
	559.57	2,867.40
	20,724.71	106,200.00
	2,877.28	2,875.25
	8,109.57	7,989.85
	5,807.54	6,440.28
	3,552.63	3,788.40
	6,867.33	5,583.51
	3,909.57	3,722.34
62,943.93		
	9,378.65	10,115.61
	31,471.97	33,945.00
	4,032.00	3,413.12
	2,617.81	2,559.84
	2,333.93	2,568.18
	1,275.64	1,244.42
	1,481.81	1,434.86
	4,039.70	4,131.00
	29,514.32	27,589.38
	9,038.48	10,015.44
	4,520.00	5,128.00
	2,460.32	2,653.74
	460.41	499.98
	7,274.47	7,467.36
	10,718.43	11,676.09
	395.34	406.63
	514.00	580.90
	874.10	1,161.80
	1,999.00	2,439.78
	516.99	580.90
	887.64	1,045.62
	6,151.44	7,171.00
	1,338.41	1,717.00
	2,064.59	2,424.00
	1,879.22	2,121.00
	1,058.79	1,111.00
	706.86	707.00
	1,042.84	1,111.00
	3,899.46	4,643.04
	890.94	1,001.44
	4,150.36	4,466.07
	3,250.14	3,473.61
	1,615.23	1,630.47
	1,269.89	1,205.13
	1,684.49	1,701.36
	12,678.25	13,952.30
	7,371.73	9,144.34
	729.05	758.08
	1,218.08	1,326.64
	2,894.74	2,826.00
	547.63	690.80
	901.78	942.00
	558.23	590.32
	347.36	364.24
	504.41	577.76
	6,964.17	5,613.19
	85,977.50	69,298.60

2500 shs Seadrill Ltd
 70 shs Sempra Energy
 32 shs SMC Corp 6273
 4 shs SMC Corp 6273
 1500 shs Southern Co
 179 shs Southern Co
 750 shs Southern Co.
 2550 shs Spectra Energy
 1275 shs Spectra Energy
 128 shs Stanley Black & Decker
 55 shs Stanley Black & Decker
 204 shs Starbucks Corp.
 58 shs Swatch Group Ag Unspsd
 31 shs Swatch Group Ag Unspsd
 59 shs Swatch Group Ag Unspsd
 86 shs Swatch Group Ag Unspsd
 70 shs Swatch Group Ag Unspsd
 2500 shs Talisman Energy Inc.
 9000 shs Teleflex, Inc.
 4500 shs Teleflex, Inc.
 169 shs Terex Corp Del New
 99 shs Terex Corp Del New
 187 shs Tesla Mtrs Inc
 59 shs Toronto Dominion Bank
 19 shs Toronto Dominion Bank
 163 shs Total S A. Sp Adr
 195 shs Travelers Companies Inc.
 142 shs Under Armour Inc.
 307 shs Unilever NV NY Reg Shs
 148 shs United Techs Corp.
 3000 shs United Techs Corp.
 260 shs US Bancorp (New)
 71 shs VF Corporation
 110 shs Valeant Pharmaceuticals
 97 shs Veeco Instruments Inc
 51 shs Veeco Instruments Inc
 16 shs Veeco Instruments Inc.
 1000 shs Verizon Communications
 330 shs Verizon Communications
 176 shs Verizon Communications
 65 shs Venzon Communications
 500 shs Venzon Communications
 69 shs Visa Inc. CL A
 77 shs VMWare, Inc.
 450 shs Vodafone Grop Plc Sp Adr
 76 shs Vodafone Grop Plc Sp Adr
 119 shs Vodafone Grop Plc Sp Adr
 59 shs Vodafone Grop Plc Sp Adr
 32 shs Vodafone Grop Plc Sp Adr
 42 shs Vodafone Grop Plc Sp Adr
 108 shs Wal-Mart Stores, Inc.
 9 shs Want Want China-Unspon
 6 shs Want Want China-Unspon
 5 shs Want Want China-Unspon
 8 shs Want Want China-Unspon
 19 shs Want Want China-Unspon
 89 shs Want Want China-Unspon
 500 shs Weatherford Intl Ltd
 779 shs Wells Fargo & Co. New Del
 284 shs Weyerhaeuser Co.
 63 shs Whole Foods Markets Inc.

	84,081 25	92,000.00
	4,075 40	4,965.80
	5,165 77	5,758.64
	641 82	719.83
47,474 55		
	5,665.30	7,662.99
	23,737 28	32,107 50
77,513 67	0.00	0.00
	38,756 83	34,909.50
	9,925.12	9,468.16
	3,623 99	4,068 35
	11,202 41	10,940 52
	1,335.74	1,473 20
	681 78	787.40
	1,269 29	1,498.60
	1,772 67	2,184 40
	1,557 66	1,778 00
	57,581.25	28,325.00
157,781 25	0.00	0.00
	78,890.62	320,895.00
	3,983.80	4,750.59
	2,364.72	2,782.89
	6,306.58	6,333.69
	4,967 80	4,975 47
	1,544 91	1,602 27
	8,773 26	8,477 63
	11,339.97	14,004 90
	7,167 47	6,891 26
	10,297 91	11,758 10
	11,726 78	12,137.48
	237,705.00	246,030 00
	8,150.35	8,304 40
	10,395.82	10,718 87
	5,836.71	6,574 70
	2,921 59	2,860 53
	1,463 62	1,503 99
	487 52	471 84
33,442 06		
	12,442 65	14,279.10
	6,922 85	7,615 52
	2,633 63	2,812 55
	16,721 03	21,635 00
	8,343 60	10,459 02
	8,275 19	7,248.78
	12,422 25	11,335 50
	2,122 51	1,914 44
	3,199.08	2,997.61
	1,586 05	1,486.21
	910 71	806.08
	1,118.70	1,057 98
	6,549 12	7,368 84
	560.64	629 10
	378 98	419 40
	314.70	349 50
	506.37	559 20
	1,215 25	1,328.10
	552 65	559.20
	11,848.75	5,595.00
	26,122.99	26,626.22
	6,155.78	7,900.88
	5,218.04	5,743.08

2000 shs Williams Partners LP
1000 shs Williams Partners LP
151 shs Zurich Insurance Group
35 shs Zurich Insurance Group
43 shs Zurich Insurance Group
40 shs Zurich Insurance Group
39 shs Zurich Insurance Group
73 shs 3M Company

Total Line 10b

Line 10c, Investments-corporate bonds

\$5000 General Electric Co , 5 00%, Feb 1, 2013
\$8000 JP Morgan Chase & Co , 5 125\$, Sep 15, 2014
\$7000 BP Capital Markets, Plc, 3 875%, Mar 10, 2015
\$7000 Walmart Stores Inc , 2 875%, Apr 1, 2015
\$7000 Goldman Sachs Group, Inc , 5 75%, Jan 24, 2022
\$4000 General Electric Cap Corp , 2 95%, May 9, 2016
\$8000 BHP Billiton Fin USA Ltd , 1 625%, Feb 24, 2017
\$7000 AT&T, Inc , 5 5%, Feb 1, 2018
\$4000 Pepsico, Inc , 5.0%, Jun 1, 2018
\$6000 Verizon Communications, 6 35%, Apr 1, 2019
\$7000 Cisco Systems Inc , 4 45%, Jan 15, 2020
\$4000 Citigroup, Inc , 4 5%, Jan 14, 2022
\$4000 Wells Fargo & Company, 3 5%, Mar 8, 2022
\$4000 Anheuser-Busch Inbev, 2 5%, Jul 15, 2022
Total Line 10c

Line 13, Investments-other

Mutual Funds-

6,496 shs Blackrock US Mortgage
13,296 shs Blackrock Commodity
5,895 shs Blackrock Emerging
6,807 shs Blackrock Strategic
17,095 shs Blackrock Hi Yield Bond
13,970 shs Blackrock Global
2,500 shs Central Fund of Canada
1,500 shs DB US Dollar Ind
5,541 shs Global Small Cap Port
1,500 shs Ishares Barclays 1-3 Year
5,000 shs Ishares Gold Trust
2,500 shs Ishares Gold Trust
3,274 shs Ishares MSCI Emerging
2,000 shs Market Vector Jr. Gold
5,746 shs Mid Cap Value Opps
Total Line 13

Line 16, Total assets

39,553 00		
	19,776.50	48,660 00
	3,616 36	4,046 80
	724 09	938 00
	897.91	1,152 40
	1,036 84	1,072 00
	956 48	1,045 20
	6,445 17	6,778 05
\$1,253,560 37	\$3,213,981 81	\$3,744,361 31
	\$5,018 50	\$5,019.05
	8,417 34	8,508 32
	7,392 83	7,457 45
	7,323 03	7,354 27
	7,675 79	8,275 47
	4,158 22	4,213 48
	7,961 36	8,180.64
	8,075 00	8,339 03
	4,583 72	4,744 20
	7,196 21	7,582 68
	7,854 07	8,116 99
	4,028 29	4,462 80
	4,332 87	4,266 60
	4,025 07	4,025 04
	\$88,042 30	\$90,546 02
	\$66,324 16	\$66,973 76
	140,865 88	134,954 40
	63,135 45	62,133 30
	66,504 39	68,750 70
	132,315.30	138,298 55
	274,510 50	277,025 10
	48,125 00	52,575 00
	40,604 63	40,815 00
	69,594 96	70,813 98
	126,037 50	126,630 00
\$44,313 00		
	22,156 50	40,698 00
	139,604 69	145,201 90
	71,980 00	39,580 00
	69,871 36	70,790 72
\$44,313 00	\$1,331,630 32	\$1,335,240 41
\$2,077,447 28	\$5,158,680 16	\$5,699,006 05

**Net Assets or Fund Balances		
Line 27, Capital stock or trust principal	\$2,077,447 28	\$5,158,680 16
Line 30, Total net assets or fund balances	\$2,077,447 28	\$5,158,680 16
Line 31, Total liabilities and net assets/fund balances	\$2,077,447 28	\$5,158,680 16

Part III Analysis of Changes in Net Assets of Fund Balances	
1	Total net assets of fund balances at beginning of year
2	Enter amount from Part I, line 27a
3	Other increases not included in line 2
4	Add lines 1, 2 and 3
5	Decreases not included in line 2, (amortization of bond premiums)
6	Total net assets or fund balances at end of year - Part II, column (b), line 31

Part V

Line 1 - Enter the appropriate amount in each column for each year

(a) Base period years Tax year beginning in	(b) Adjusted qualifying distributions	(c) Net value of non charitable-use assets	(d) Distnbution ratio (col. (b) / col. (c))
2011	\$128,485 00	\$2,992,343 00	0 042938
2010	112,769 00	2,602,228 00	0 043336
2009	125,463 00	2,284,222 00	0 054926
2008	8,464 00	2,823,556 00	0.002998
2007	114,805.00	3,047,530.00	0.037671

Line 2 - Total of line 1, column (d) 0 181869

Line 3 - Average distribution ratio for the number of years the foundation
has been in existence 0 036374

Line 4 - Enter the net value of noncharitable-use assets for
from 2012 Part X, line 5 \$5,692,214 28

Line 5 - line 4 x line 3 207,048 60

Line 6 - Enter 1% of Net investment income 506,009 00 5,060.09

Line 7 - line 5 + line 6 212,108 69

Line 8 - Enter qualifying distributions from Part XII, line 4 \$304,701.00

Part VI

Line 1b - Domestic organizations that meet the section 4940(e) requirements in Part V, enter 1%
of Part I, line 27b \$5,060.09

Line 7-Total credits and payments 0.00

Line 9-Tax due 5,060 09

Part VII-A

Line 10 - No persons became substantial contributors during the tax year. The foundation's creator passed away on January 15, 2011. In accordance with the terms of his Supplemental Trust, a charitable gift to the Foundation was made on January 13, 2012, as reflected on Line 1 of Part I.

Part VIII	Information About Officers, Directors, Trustee, Foundation Managers, Highly Paid Employees and Contractors			
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(a) Name and address	(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
William E Spruance 900 N E 18th Ave , #1105 Ft Lauderdale, FL 33304	President	-0-	-0-	-0-
Thomas W Spruance 27 Selbourne Drive Centreville, DE 19807	Vice President	-0-	-0-	-0-

Part X-Minimum Investment Return

Line 1 - Fair market value of assets not used directly in carrying out charitable, etc., purposes:

a Average monthly fair market value of securities -

	Total FMV
January	\$5,014,263.33
February	5,118,910.58
March	5,380,830.14
April	5,372,663.21
May	4,979,822.54
June	5,169,709.54
July	5,221,696.75
August	5,262,737.43
September	5,373,596.72
October	5,234,066.26
November	5,246,485.25
December	5,283,139.13
(62,657,920.88 / 12) =	\$5,221,493.41

b Average monthly cash balances

	Total FMV
January	\$781,032.86
February	810,494.66
March	511,710.56
April	494,015.19
May	512,206.83
June	511,059.00
July	521,703.78
August	536,708.30
September	546,225.53
October	507,872.24
November	538,277.45
December	417,545.73
(6,688,852.13 / 12) =	557,404.34

c Fair market value of all other assets

0.00

d Total

\$5,778,897.75

Line 2 - Acquisition indebtedness applicable to line 1 assets

0.00

Line 3 - line 1d - line 2

5,778,897.75

Line 4 - Cash deemed held for charitable activities @ 1.5%

86,683.47

Line 5 - Net value of noncharitable-use assets

5,692,214.28

Line 6 - Minimum investment return - line 5 @ 5%

\$284,610.71

Attachment to 2012 FORM 990-PF
General William W Spruance Foundation
EIN: 51-0351914
Page 61

Part XI-Distributable Amount

Line 1 - Minimum investment return from Part X, line 6	\$284,610.71
Line 2 -	
a Tax on investment income for 2012 from Part VI, line 5	5,060.09
b Income tax for 2012	0.00
c Line 2a + line 2b	5,060.09
Line 3 - Distributable amount before adjustments	\$279,550.62
Line 7 - Distributable amount as adjusted	\$279,550.62

Part XII-Qualifying Distributions

Line 4 - Qualifying distributions	\$304,701.00
Line 5 - Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income - enter 1% of Part I, line 27b	\$5,060.09
Line 6 - Adjusted qualifying distributions	\$299,640.91

Attachment to 2012 FORM 990-PF

General William W. Spruance Foundation

EIN. 51-0351914

Page 62

Part XIII-Undistributed Income	(a) Corpus	Years prior to	(c) 2011	(d) 2012
		(b) 2011		
1 Distributable amount for 2012 from Part XI, line 7				279,550 62
2 Undistributed income, if any, as of 2012			\$145,045.00	
2b Undistributed income, prior years				
3 Excess distributions carryover				
4 Qualifying distributions for 2012 from Part XII, line 4	304,701.00			
4a Applied to 2011			145,045.00	
4b Applied to prior years				
4c Treated as distributions of corpus				
4d Applied to 2012 distributable amount				159,656 00
4e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012				
6a Enter the net total of corpus				
6f Undistributed income for 2012				119,894 62
9 Excess distributions carryover to 2013				

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address	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
University of Tampa 401 West Kennedy Boulevard Tampa, FL 33606	N/A	Public	A grant to public charity for scholarship purposes	\$50,000.00
University of Tampa 401 West Kennedy Boulevard Tampa, FL 33606	N/A	Public	A grant to public charity for Education Department	22,590.00
University of Tampa 401 West Kennedy Boulevard Tampa, FL 33606	N/A	Public	A grant to public charity for Career Center	20,000.00
Tampa General Hospital Foundation P.O. Box 1289 Tampa, FL 33601-1289	N/A	Public	A grant to public charity for transplant fund	20,000.00
Yellowstone Park Foundation 222 East Main Street, Ste 301 Bozeman, MT 59715	N/A	Public	A grant to public charity for conservation purposes	20,000.00
Jack Creek Preserve Foundation P.O. Box 160925 Big Sky, MT 59716	N/A	Public	A grant to public charity for education and camp services	16,000.00
Family Legacy Mission International 5005 W Royal Lane, Ste. 252 Irving, TX 75063	N/A	Public	A grant to public charity for religious purposes	20,000.00
Dallas Opera 2403 Flora St, Ste 500 Dallas, TX 75201	N/A	Public	A grant to public charity for promotion of opera	10,000.00
Dallas Children's Advocacy Center 5351 Samuell Blvd. Dallas, TX 75228	N/A	Public	A grant to public charity for protection of children	10,000.00
Dallas Symphony Association 2301 Flora St. Dallas, TX 75201	N/A	Public	A grant to public charity for promotion of the symphony	5,000.00
Zoological Society of Florida 12400SW a52nd St. Miami, FL 33177	N/A	Public	A grant to public charity for conservation	8,000.00
Henderson Behavioral Health 4740 N. State Rd., Ste 201 Laud Lakes, FL 33319-5839	N/A	Public	A grant to public charity for health related issues	8,000.00
Pinion, Inc. 100 SE 3rd Ave., Ste 2700 Ft. Lauderdale, FL 33394	N/A	Public	A grant to public charity for fundraising for Special Olympics	8,000.00
Calvary Chapel of Ft. Lauderdale 2401 W Cypress Creek Road Ft. Lauderdale, FL 33309	N/A	Public	A grant to public charity for religious purposes	8,000.00

National Christian Foundation
11625 Rainwater Dr., Ste 500
Alparetta, GA 30009

Lake Region Audubon Society
115 Lameraux Road
Winter Haven, FL 33884

Embry-Riddle Aeronautical Univ.
600 S Clyde Morris Blvd.
Daytona Beach, Florida 32114-3900

			A grant to public charity for religious purposes	
	N/A	Public		45,000 00
	N/A	Public	A grant to public charity for conservation	6,000 00
	N/A	Public	A grant to public charity for educational purposes	8,000 00
Total				\$284,590 00