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INTERNAL REVENUE SERVICE

OMB No 1545-0052

Form **990-PF**

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

Department of the Treasury
Internal Revenue Service

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

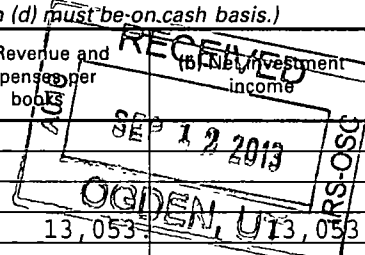
2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 05/01, 2012, and ending 04/30, 2013

Name of foundation SPENSE REESE FOUNDATION		A Employer identification number 51-0203269
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 800- 357-7094
BANK OF AMERICA, N.A. P.O. BOX 831041		
City or town, state, and ZIP code DALLAS, TX 75283-1041		
G Check all that apply:		C If exemption application is pending, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <u>541,854.</u>		
J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	13,053.	13,053.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	64,887.			
b	Gross sales price for all assets on line 6a <u>537,467.</u>				
7	Capital gain net income (from Part IV, line 2)		64,887.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)			19.	STMT 2
12	Total. Add lines 1 through 11	77,940.	77,959.		
13	Compensation of officers, directors, trustees, etc.	5,945.	3,567.		2,378.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	800.	NONE	NONE	800.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	377.	178.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 5	6,535.	190.		6,535.
24	Total operating and administrative expenses Add lines 13 through 23	13,657.	3,935.	NONE	9,713.
25	Contributions, gifts, grants paid	54,000.			54,000.
26	Total expenses and disbursements Add lines 24 and 25	67,657.	3,935.	NONE	63,713.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	10,283.			
b	Net investment income (if negative, enter -0-)		74,024.		
c	Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	49,236.	16,338.	16,338.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 6		474,784.	485,586.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 7	480,348.	39,094.	39,930.
	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)	529,584.	530,216.	541,854.	
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)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	529,584.	530,216.	
	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)	529,584.	530,216.		
31	Total liabilities and net assets/fund balances (see instructions)	529,584.	530,216.		

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)	1 529,584.
2	Enter amount from Part I, line 27a	2 10,283.
3	Other increases not included in line 2 (itemize) ▶ COMMON TRUST FUND TIMING ADJUSTMENT	3 998.
4	Add lines 1, 2, and 3	4 540,865.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5 10,649.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 530,216.

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 PUBLICLY TRADED SECURITIES				
b OTHER GAINS AND LOSSES				
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 528,127.		467,848.	60,279.	
b 9,324.		4,732.	4,592.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any		
a			60,279.	
b			4,592.	
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	64,887.
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

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	79,958.	566,822.	0.141064
2010	79,498.	610,627.	0.130191
2009	79,307.	610,335.	0.129940
2008	50,132.	641,049.	0.078203
2007	53,483.	892,293.	0.059939
2 Total of line 1, column (d)			2 0.539337
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 0.107867
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 533,114.
5 Multiply line 4 by line 3			5 57,505.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 740.
7 Add lines 5 and 6			7 58,245.
8 Enter qualifying distributions from Part XII, line 4			8 63,713.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	740.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	740.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	740.
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	172.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	172.
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	568.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> NONE <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1a		X
b		X
1b		X
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		
c		X
1c		X
d		
e		X
2		X
2		X
3		X
3		X
4a		X
4a		X
4b		X
5		X
5		X
6	X	
6	X	
7	X	
7	X	
8a		
8a		
b	X	
8b	X	
9		X
9		X
10		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address NONE
14 The books are in care of BANK OF AMERICA, N.A. Telephone no (866) 461-7287
Located at 100 WESTMINSTER ST, PROVIDENCE, RI ZIP+4 02903
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
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? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly).
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes 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)? Yes X 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) Yes X 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)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
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? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X 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
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
BANK OF AMERICA, N.A. 100 WESTMINISTER ST, PROVIDENCE, RI 02903	TRUSTEE 1	5,945.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**

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		NONE

Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount	
1 NONE		
2		
All other program-related investments See instructions		
3 NONE		
Total. Add lines 1 through 3		

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	511,942.
b	Average of monthly cash balances	1b	29,290.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	541,232.
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	NONE
3	Subtract line 2 from line 1d	3	541,232.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,118.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	533,114.
6	Minimum investment return. Enter 5% of line 5	6	26,656.

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	26,656.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	740.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	740.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	25,916.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	25,916.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	25,916.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	63,713.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	63,713.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	740.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	62,973.

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				25,916.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			NONE	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	11,372.			
b From 2008	18,326.			
c From 2009	49,036.			
d From 2010	49,249.			
e From 2011	51,959.			
f Total of lines 3a through e	179,942.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>63,713.</u>				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				25,916.
e Remaining amount distributed out of corpus	37,797.			
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a))</i>	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	217,739.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	11,372.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	206,367.			
10 Analysis of line 9:				
a Excess from 2008	18,326.			
b Excess from 2009	49,036.			
c Excess from 2010	49,249.			
d Excess from 2011	51,959.			
e Excess from 2012	37,797.			

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 11

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	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
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 16</p>				54,000.
Total				3a 54,000.
<p>b <i>Approved for future payment</i></p>				
Total				3b

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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets... b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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.

Table with 3 columns: (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

Sign Here: Signature of officer or trustee, Date, Title, and a box for 'May the IRS discuss this return with the preparer shown below'.

Paid Preparer Use Only: Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
BOFA GOVERNMENT RESERVES TRUST CLASS	4.	4.
COLUMBIA ACORN INTL SELECT FUND CLASS Z	1,016.	1,016.
COLUMBIA LARGE CAP CORE FUND CLASS Z SHA	1,080.	1,080.
COLUMBIA LARGE CAP ENHANCED CORE FUND CL	688.	688.
COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND	171.	171.
COLUMBIA MID CAP INDEX FUND CLASS Z SHAR	812.	812.
COLUMBIA SMALL CAP INDEX FUND CLASS Z SH	563.	563.
COLUMBIA INTERMEDIATE BOND FUND CLASS Z	402.	402.
COLUMBIA REAL ESTATE EQUITY FUND CLASS Z	292.	292.
ISHARES S&P MIDCAP 400 INDEX FUND	50.	50.
ISHARES RUSSELL 1000 GROWTH INDEX FUND	192.	192.
ISHARES TR RUSSELL 2000 INDEX FUND	46.	46.
IVY ASSET STRATEGY FUND CL I	424.	424.
PIMCO HIGH YIELD FUND	1,597.	1,597.
PERMANENT PORTFOLIO	132.	132.
PIMCO COMMODITY REALRETURN STRATEGY FUND	264.	264.
PIMCO ALL ASSET ALL AUTH FUND INSTL CL	3,522.	3,522.
VANGUARD FTSE DEVELOPED MARKETS ETF	82.	82.
VANGUARD FTSE EMERGING MKTS ETF	1,411.	1,411.
VANGUARD REIT ETF	288.	288.
INTERNATIONAL FOCUSED EQUITY COMMON TRUS	17.	17.
TOTAL	13,053.	13,053.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
POWERSHARES DB COMMODITY INDEX TRACKING		19.
TOTALS		19.

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	800.			800.
TOTALS	800.	NONE	NONE	800.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	4.	4.
EXCISE TAX - PRIOR YEAR	27.	
EXCISE TAX ESTIMATES	172.	
FOREIGN TAXES ON QUALIFIED FOR	87.	87.
FOREIGN TAXES ON NONQUALIFIED	87.	87.
TOTALS	377.	178.

SPENSE REESE FOUNDATION

51-0203269

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	6,500.		6,500.
STATE FILING FEE	35.		35.
PARTNERSHIP EXPENSES		190.	
TOTALS	6,535.	190.	6,535.

SPENSE REESE FOUNDATION

51-0203269

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
464287507 ISHARES CORE S&P MID	15,971.	16,438.
464287614 ISHARES RUSSELL 1000	58,817.	61,073.
464287655 ISHARES RUSSELL 2000	16,051.	16,279.
921943858 VANGUARD MSCI EAFE E	18,722.	19,510.
922042858 VANGUARD FTSE EMERGI	40,356.	40,959.
922908553 VANGUARD REIT ETF	37,611.	40,576.
466001864 IVY ASSET STRATEGY F	11,133.	11,919.
714199106 PERMANENT PORTFOLIO	18,575.	18,602.
72200Q182 PIMCO ALL ASSET ALL	39,012.	40,922.
207543877 SMALL CAP GROWTH LEA	10,588.	10,302.
29099J109 EMERGING MARKETS STO	29,195.	29,020.
302993993 MID CAP VALUE CTF	16,376.	15,867.
303995997 SMALL CAP VALUE CTF	10,745.	10,475.
323991307 MID CAP GROWTH CTF	16,063.	15,880.
45399C107 DIVIDEND INCOME COMM	59,069.	60,763.
99Z466163 HIGH QUALITY CORE CO	26,888.	26,905.
99Z466197 INTERNATIONAL FOCUSE	49,612.	50,096.
	-----	-----
TOTALS	474,784.	485,586.
	=====	=====

SPENSE REESE FOUNDATION

51-0203269

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
COLUMBIA ACORN INTL SELECT	C	10,704.		
COLUMBIA LARGE CAP CORE FUND	C	83,460.		
COLUMBIA LARGE CAP ENHANCED FD	C	39,488.		
COLUMBIA MULTI-ADVISOR INTL	C	10,936.		
COLUMBIA MID CAP INDEX FUND	C	58,395.		
COLUMBIA SMALL CAP INDEX FUND	C	24,308.		
COLUMBIA REAL ESTATE EQUITY FD	C	2,415.		
COLUMBIA INTERMEDIATE BOND FD	C	10,438.		
DELAWARE EMERGING MKTS FD	C	57,880.		
PIMCO COMMODITY REALRETURN	C	52,645.		
IVY ASSET STRATEGY FUND	C	14,159.		
PIMCO HIGH YIELD FD	C	28,130.		
PERMANENT PORTFOLIO	C	25,586.		
PIMCO ALL ASSET ALL AUTH FUND	C	61,804.		
73935S105 POWERSHARES DB COMMO	C		39,094.	39,930.
TOTALS		480,348.	39,094.	39,930.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
PARTNERSHIP BASIS ADJUSTMENT	4,045.
YEAR END SALES ADJUSTMENT - 2012	2,499.
YEAR END SALES ADJUSTMENT - 2011	4,098.
NET ROUNDING ADJUSTMENT	7.
TOTAL	10,649.

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS -5.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED) -----
-5.00

=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS 4,045.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED) -----
4,045.00

=====

RECIPIENT NAME:

BOYS & GIRLS CLUBS OF GREATER SAN DIEGO

ADDRESS:

115 WOODWARD AVE
ESCONDIDO, CA 92025-2638

FORM, INFORMATION AND MATERIALS:

FOR MORE INFORMATION: <http://www.sdyouth.org/>

SUBMISSION DEADLINES:

APRIL 01

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SCHOLARSHIPS AWARDED ANNUALLY TO MALE STUDENTS MAJORING IN
MEDICINE, ENGINEERING, LAW AND POLITICAL SCIENCE

RECIPIENT NAME:
ANTONIO CIENFUEGOS
C/O BOYS & GIRLS CLUB OF SAN DIEGO
ADDRESS:
115 WOODWARD AVE
ESCONDIDO, CA 92025-2638
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FOR BOOKS & TUITION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
CHRISTOPHER PERNICANO
C/O BOYS & GIRLS CLUB OF SAN DIEGO
ADDRESS:
115 WOODWARD AVE
ESCONDIDO, CA 92025-2638
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FOR BOOKS & TUITION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
BRETT FRIEDMAN
C/O BOYS & GIRLS CLUB OF SAN DIEGO
ADDRESS:
115 WOODWARD AVE
ESCONDIDO, CA 92025-2638
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FOR BOOKS & TUITION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
BRETT RASMUSSEN
C/O BOYS & GIRLS CLUB OF SAN DIEGO
ADDRESS:
115 WOODWARD AVE
ESCONDIDO, CA 92025-2638
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FOR BOOKS & TUITION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:
ALEX CABRERA
C/O BOYS & GIRLS CLUB OF SAN DIEGO
ADDRESS:
115 WOODWARD AVE
ESCONDIDO, CA 92025-2638
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FOR BOOKS & TUITION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
KEVIN HUYNH
C/O BOYS & GIRLS CLUB OF SAN DIEGO
ADDRESS:
115 WOODWARD AVE
ESCONDIDO, CA 92025-2638
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FOR BOOKS & TUITION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

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RECIPIENT NAME:

BRUCE ALVAREZ
C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:

115 WOODWARD AVE
ESCONDIDO, CA 92025-2635

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP FOR BOOKS & TUITION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

KALIND PARISH
C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:

115 WOODWARD AVE
ESCONDIDO, CA 92025-2638

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP FOR BOOKS & TUITION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

SZILARD PAPP
C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:

115 WOODWARD AVE
ESCONDIDO, CA 92025-2638

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP FOR BOOKS & TUITION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
PHU QUACH
C/O BOYS & GIRLS CLUB OF SAN DIEGO
ADDRESS:
8825 TAURUS PLACE
SAN DIEGO, CA 92126
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FOR BOOKS & TUITION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
RYAN COLE
C/O BOYS & GIRLS CLUB OF SAN DIEGO
ADDRESS:
12660 LAKEVIEW ST
ATHENS, AL 35611
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FOR BOOKS & TUITION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
RYAN MCDONALD
C/O BOYS & GIRLS CLUB OF SAN DIEGO
ADDRESS:
10 PATRICK HENRY CIRCLE
PURCELLVILLE, VA 20132
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FOR BOOKS & TUITION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

=====

RECIPIENT NAME:

ALEXANDER CARATTI
C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:

30497 LILAC ROAD
VALLEY CENTER, CA 92082

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP FOR BOOKS & TUITION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

DONGHWAN KIM
C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:

5516 W CHERRY AVE
VISALIA, CA 93277

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP FOR BOOKS & TUITION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

TOTAL GRANTS PAID:

54,000.

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FEDERAL FOOTNOTES

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FORM 990-PF - PART VIII, LINE 1(B) - AVERAGE HOURS PER WEEK DEVOTED TO POSITION: THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.