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

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Service

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► Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning **January 1**, 2013, and ending **December 31**, 2013

Name of foundation

**Sprague Foundation Inc.**

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

**55 Bacon Street**

City or town, state or province, country, and ZIP or foreign postal code

**Natick, MA 01760-2901**

**G** Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

**H** Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I** Fair market value of all assets at **J** Accounting method:  Cash  Accrual  
 end of year (from Part II, col. (c),  
 line 16) ► \$ **3,203,135** (Part I, column (d) must be on cash basis.)

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	0			
	<b>2</b> Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments	600	600	600	
	<b>4</b> Dividends and interest from securities	45,274	45,274	45,274	
	<b>5a</b> Gross rents	0	0	0	
	<b>b</b> Net rental income or (loss)	0			
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	192,433			
	<b>b</b> Gross sales price for all assets on line 6a				
	<b>7</b> Capital gain net income (from Part IV, line 2)		192,433		
	<b>8</b> Net short-term capital gain			3,926	
	<b>9</b> Income modifications			0	
	<b>10a</b> Gross sales less returns and allowances	0			
	<b>b</b> Less: Cost of goods sold	0			
	<b>c</b> Gross profit or (loss) (attach schedule)	0		0	
	<b>11</b> Other income (attach schedule)	0	0	0	
	<b>12 Total. Add lines 1 through 11</b>	237,707	237,707	49,800	
<b>Revenue</b>	<b>13</b> Compensation of officers, directors, trustees, etc.	0	0	0	0
	<b>14</b> Other employee salaries and wages	0	0	0	0
	<b>15</b> Pension plans, employee benefits	0	0	0	0
	<b>16a</b> Legal fees (attach schedule) <i>MAY 16 2014</i>	0	0	0	0
	<b>b</b> Accounting fees (attach schedule)	650	650	650	650
	<b>c</b> Other professional fees (attach schedule)	15,680	15,680	15,680	15,680
	<b>17</b> Interest	0	0	0	0
	<b>18</b> Taxes (attach schedule) (see instructions)	0	0	0	0
	<b>19</b> Depreciation (attach schedule) and depletion	0	0	0	0
	<b>20</b> Occupancy	0	0	0	0
	<b>21</b> Travel, conferences, and meetings	0	0	0	0
	<b>22</b> Printing and publications	0	0	0	0
	<b>23</b> Other expenses (attach schedule)	50	50	50	50
	<b>24 Total operating and administrative expenses.</b>	16,380	16,380	16,380	16,380
	<b>Add lines 13 through 23</b>	129,300			129,300
	<b>25 Contributions, gifts, grants paid</b>	145,680	16,380	16,380	145,680
	<b>26 Total expenses and disbursements. Add lines 24 and 25</b>	92,027			
	<b>a Excess of revenue over expenses and disbursements</b>				
	<b>b Net investment income (if negative, enter -0-)</b>		221,327		
	<b>c Adjusted net income (if negative, enter -0-)</b>			33,420	

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	<b>Beginning of year</b>	<b>End of year</b>	
			<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
<b>Assets</b>	1	Cash—non-interest-bearing . . . . .	0	0	0
	2	Savings and temporary cash investments . . . . .			
	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 . . . . .			
	10a	Investments—U.S. and state government obligations (attach schedule) . . . . .	2,680,417	3,203,135	3,203,135
	b	Investments—corporate stock (attach schedule) . . . . .			
	c	Investments—corporate bonds (attach schedule) . . . . .			
	11	Investments—land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans . . . . .				
13	Investments—other (attach schedule) . . . . .				
14	Land, buildings, and equipment: basis ►				
	Less: accumulated depreciation (attach schedule) ►				
15	Other assets (describe ►) . . . . .				
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	2,680,417	3,203,135	3,203,135	
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ► <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/></b> <b>and complete lines 27 through 31.</b>				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .			
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	2,680,417	3,203,135	

**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	2,680,417
2	Enter amount from Part I, line 27a . . . . .	2	92,027
3	Other increases not included in line 2 (itemize) ► <b>Unrealized gains</b> . . . . .	3	430,691
4	Add lines 1, 2, and 3 . . . . .	4	3,203,135
5	Decreases not included in line 2 (itemize) ► . . . . .	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	3,203,135

**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.)
<b>1a</b> See Sch D See Attached			See Sch D	See Sch D	See Sch D
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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))		
(l) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (j), if any			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }		<b>2</b>	192,433	
<b>3</b> 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			<b>3</b>	3,926	

**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))
2012	143,627	2,572,146	0.056
2011	146,774	2,645,181	0.055
2010	138,670	2,659,555	0.052
2009	139,168	2,382,594	0.058
2008	130,202	2,677,728	0.049

**2** Total of line 1, column (d) . . . . . **2** **0.27**

**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** **0.054**

**4** Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 . . . . . **4** **2,702,460**

**5** Multiply line 4 by line 3 . . . . . **5** **145,933**

**6** Enter 1% of net investment income (1% of Part I, line 27b) . . . . . **6** **2,213**

**7** Add lines 5 and 6 . . . . . **7** **148,146**

**8** Enter qualifying distributions from Part XII, line 4 . . . . . **8** **145,680**

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)	1 4427
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	
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	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	3 4427 4 0 5 4427
6	<b>Credits/Payments:</b>	
a	2013 estimated tax payments and 2012 overpayment credited to 2013	
b	Exempt foreign organizations—tax withheld at source	6b 3,303
c	Tax paid with application for extension of time to file (Form 8868)	6c 0
d	Backup withholding erroneously withheld	6d 0
7	Total credits and payments. Add lines 6a through 6d	7 1,237
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8 0
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9 3,190
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10 0
11	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> ► 0 <b>Refunded</b> ► 11	11 0

**Part VII-A Statements Regarding Activities**

	Yes	No
1a	✓	
1b	✓	
1c	✓	
2	✓	
3	✓	
4a	✓	
4b	✓	
5	✓	
6	✓	
7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	
	Massachusetts	
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 <i>General Instruction G</i> ? If "No," attach explanation	
8b	✓	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	
9	✓	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	
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	✓
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	✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	✓
14	The books are in care of ► Henry Bratcher Located at ► 55 Bacon Street Natick MA	Telephone no. ► 508-653-7833 ZIP+4 ► 01760	
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		□
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes No ✓

**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 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 ► □		
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 2013?		
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		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)		
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 2013 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 2013.)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2013?		

**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))?	<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 type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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"/>				
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>				
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		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>				
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		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				

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

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
(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
<b>Karen Pessione, President</b> P. O Box 159 Takaka 7142, New Zealand	President 5 hours	0	0	0
<b>Evelyn Duvivier, Treasurer</b> 725 Dodds Lane, Gladwyne, PA 19035	Treasurer 5 hours	0	0	0
<b>Henry Bratcher, Clerk</b> 55 Bacon Street, Natick MA 01760	Clerk 5 hours	0	0	0
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(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
<b>None</b>				
<b>Total number of other employees paid over \$50,000</b>				0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
<b>Fiduciary Trust International</b> 600 Fifth Ave, NY, NY 10020	Financial Custodian	15,680
Henry Bratcher 55 Bacon St. Natick, MA 01760	Tax preparation	650
<b>Total number of others receiving over \$50,000 for professional services</b>		0 ►

**Part IX-A Summary of Direct Charitable Activities**

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

1 None	2	3	4	Expenses

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

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

1	2	3	Amount
All other program-related investments. See instructions.			
3			
<b>Total. Add lines 1 through 3</b>			0 ►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,203,135
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	0
d	<b>Total</b> (add lines 1a, b, and c)	1d	3,203,135
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	3,203,135
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	48,047
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,155,088
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	157,754

**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	157,754
2a	Tax on investment income for 2013 from Part VI, line 5	2a	0
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	157,754
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	157,754
6	Deduction from distributable amount (see instructions)	6	0
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	157,754

**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	145,680
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	145,680
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	145,680

**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 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				<b>157,754</b>
<b>2</b> Undistributed income, if any, as of the end of 2013:				
<b>a</b> Enter amount for 2012 only . . . . .				<b>0</b>
<b>b</b> Total for prior years: 20 ____,20 ____,20 ____		<b>0</b>		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008 . . . . .	<b>130,202</b>			
<b>b</b> From 2009 . . . . .	<b>139,168</b>			
<b>c</b> From 2010 . . . . .	<b>138,670</b>			
<b>d</b> From 2011 . . . . .	<b>146,774</b>			
<b>e</b> From 2012 . . . . .	<b>143,627</b>			
<b>f</b> Total of lines 3a through e . . . . .				
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$ <b>145,680</b>				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .				<b>0</b>
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .			<b>0</b>	
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2013 distributable amount . . . . .	<b>0</b>			<b>0</b>
<b>e</b> Remaining amount distributed out of corpus	<b>0</b>			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	<b>157,754</b>			<b>157,754</b>
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	<b>0</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		<b>0</b>		
<b>c</b> 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 . . . . .			<b>0</b>	
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .		<b>0</b>		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .				<b>0</b>
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				<b>0</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) .				<b>0</b>
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) .		<b>0</b>		
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009 . . . . .	<b>111,615</b>			
<b>b</b> Excess from 2010 . . . . .	<b>138,670</b>			
<b>c</b> Excess from 2011 . . . . .	<b>146,774</b>			
<b>d</b> Excess from 2012 . . . . .	<b>143,627</b>			
<b>e</b> Excess from 2013 . . . . .	<b>145,680</b>			

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

**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 address of the person to whom applications should be addressed:

**Sprague Foundation 725 Dodds Lane, Gladwyne, PA 19035**

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

**NONE**

**c Any submission deadlines:**

**NONE**

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

**NONE**

**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)				
<b>a Paid during the year</b>				
SEE CONTRIBUTION LIST ATTACHED	NONE		For education and the the betterment of people in need	129,300
<b>Total</b>				► 3a 129,300
<b>b Approved for future payment</b>				
<b>Total</b>				► 3b 0

Part XVI-A | Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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

(See worksheet in line 13 instructions to verify calculations.)

13

## 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**

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash . . . . .	1a(1)	✓
(2)	Other assets . . . . .	1a(2)	✓
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization . . . . .	1b(1)	✓
(2)	Purchases of assets from a noncharitable exempt organization . . . . .	1b(2)	✓
(3)	Rental of facilities, equipment, or other assets . . . . .	1b(3)	✓
(4)	Reimbursement arrangements . . . . .	1b(4)	✓
(5)	Loans or loan guarantees . . . . .	1b(5)	✓
(6)	Performance of services or membership or fundraising solicitations . . . . .	1b(6)	✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	1c	✓
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

**Sign** 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

1

**Signature of officer or trustee**

Date \_\_\_\_\_

## ► President

Title

**Paid  
Preparer  
Use Only**

**Signature of officer or trustee**

Date

1000

## ANSWER

✓ Yes

1000 J. POLYMER SCIENCE: PART A

**Print/Type preparer's name**

Henry F. Bratcher III

Preparer Henry E. Bratcher III   
Signer's name 

Self-employed

Firm's EIN ► [See above](#)

Phone no. 508-653-7833

Form 990-PF

Sprague Foundation Inc. 2013 04-2946393

Attachments to 990-PF

- 1) 2013 990-PF
- 2) Contribution list 2013
- 3) Expenses
  - 16b \$ 650 for Tax Preparation
  - 16c \$ 16,380 Fiduciary Trust Fees
  - 23 \$50 MA filing fees (\$35 fee for form PC and \$15 Annual RPT)

Sprague Foundation Inc. 2013 04-2946393

Attorney General # 022046

Answers to MA Attorney General Form PC # 17 and #18:

#17

Dr. Evelyn Duvivier 725 Dodds Lane, Gladwyne, PA 19035

Dr. Karen Pessione P.O. Box 159 Takaka 7142, New Zealand

Henry E. Bratcher 55 Bacon Street, Natick MA 01760

#18 Same as #17

All are responsible for custody of the funds, distribution of the funds, financial records and sign checks. There was no fund raising activity in 2013.

TAX ID # 04-2946393

**SPRAGUE FOUNDATION 2013**

Organization	Check	Amount	Notes	Letter of acknowledgement	501c EIN
Pennsylvania Hospital	2655	5000		Known nonprofit	
Sousa Mendez Foundation	2656	1000	Yes		27-363-0528
VOID	2657	0	N/A		
FCS (Native American Visit)	2658	250	Known nonprofit		
PL&T Co (Auction)	2659	2050	Known nonprofit		
Philadelphia Dragon Boat Assoc	2663	2000	One time	Known nonprofit	
Lower Merion Conservancy	2664	10000	One time	Yes	501c
VOID	2665	0	N/A		
VOID	2666	0	N/A		
HSVMA-RAVS (Orenbuch)	2667	4000	One time	Yes	22-276-8224
Ner Tamid Synagogue (Orenbuch)	2668	2500	One time	Yes	11-3783248
Heifer Internat (Orenbuch)	2669	1000	One time	Requested	
Academy of Natural Sciences	2670	1000		Known nonprofit	
Bard College at Simon's Rock	2671	5000		Yes	
Bridlewild Trails Association	2672	3000		Yes	23-255-7852
Bryn Mawr Film Institute	2673	1000		Yes	
Franklin Institute	2674	1500		Yes	
Freedom's Wings	2675	1000		Requested	
Gladwyne Civic Association	2676	1000		Yes	23-1370501
Gladwyne Fire Company	2677	1000		Requested	
Gladwyne Free Library	2678	1000		Yes	23-097-0971
VOID	2679	0	N/A		
Lower Merion Conservancy	2680	2000	Yes		501c
Merion Square Scout House	2681	1000	Requested		
Riverbend Environmental Center	2682	2000	Yes		
School in Rose Valley	2683	1000	Final donation	Yes	
VOID	2684	0	N/A		
Shoreline Trolley Museum	2685	10000		Yes	
Wellspring/Karitas Foundation	2686	2000		Yes	23-217-6303
Yale Medical School Gifford Fund	2687	3000		Yes	
VOID	2688	0	N/A		

TAX ID # 04-2946393

VOID	2689	0	N/A
VOID	2690	0	N/A
People's Light and Theater Co	2691	20000	Yes
VOID	2692	0	N/A
Ventford Hall	2693	40000	Yes
Wikimedia	2694	2000	Yes
Nationality Services Center	2695	3000	One time
<b>TOTAL FOR 2013</b>	<b>129300</b>	<b>Minimum: \$130,000</b>	

	Check	Amount
Henry Bratcher, Esq	2660	650
Commonwealth Mass	2661	15
Commonwealth Mass	2662	35

TAX ID# 04-2946393

SPRAGUE FOUNDATION INC 140669508

**Schedule D Detail of Short-term Capital Gains and Losses**

TAX ID # 04-2946393

SPRAGUE FOUNDATION INC 140669508

**Schedule D Detail of Long-term Capital Gains and Losses**

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
400. BORG WARNER AUTOMOTIVE INC.	11/23/2009	12/09/2013	43,071.77	12,685.60	30,386.17
300. CANADIAN NATL RY CO	08/05/2003	12/09/2013	17,050.44	2,585.00	14,465.44
1000. EXXON MOBIL CORP	10/19/2000	11/05/2013	92,248.39	44,071.25	48,177.14
8392.094 FRANKLIN CUSTODIAN FDS US GOVT ADV CL	03/09/2009	06/20/2013	55,136.06	55,555.66	-419.60
700. LABORATORY CORP AMER HLDGS COM NEW	03/24/2011	12/19/2013	62,740.75	61,153.75	1,587.00
160. MARKEL CORP	08/20/2009	11/14/2013	85,949.42	48,435.79	37,513.62
1200. TEVA PHARMACEUTICAL INDS LTD	03/24/2011	10/30/2013	45,670.00	50,393.22	-4,723.22
2976. VANGUARD FTSE EMERGING MARKETS ETF	08/24/2009	12/09/2013	123,211.70	107,344.32	15,867.38
900. WELLS FARGO & CO NEW	04/21/2011	11/06/2013	38,259.87	25,208.09	13,051.78
4000. KOMATSU LTD (JPY) 50	01/04/2006	11/06/2013	63,494.79	69,537.74	13,957.05
<b>Totals</b>			646,833.00	476,970.00	169,863.00

JSA  
3F0970 1.000

JNS598 2P49 02/11/2014 140669508

TAX ID # 04-2946393

SPRAGUE FOUNDATION INC 140669508

DATE	UNITS	DESCRIPTION	AMOUNT	TOTAL
CAPITAL GAIN DISTRIBUTIONS				
CAPITAL GAIN DISTRIBUTIONS				
12/18/2013	9,476.739	FRANKLIN INTL SMALL COS GROWTH FD	331.02	
12/18/2013	9,476.739	MUTUAL FUND EARNINGS	166.98	
12/18/2013	9,476.739	MUTUAL FUND EARNINGS	256.34	
		MUTUAL FUND EARNINGS		754.34
12/19/2013	2,890.305	FRANKLIN VALUE FUND CL ADV	6,505.21	
12/19/2013	2,890.305	MUTUAL FUND EARNINGS	1,189.55	
12/19/2013	2,890.305	MUTUAL FUND EARNINGS	1,002.70	
		MUTUAL FUND EARNINGS		7,697.46
11/27/2013	4,165.432	PIONEER OAK RIDGE SMALL CAP GROWTH FD Y	8,109.26	
		MUTUAL FUND EARNINGS		8,109.26
TOTAL CAPITAL GAIN DISTRIBUTIONS				
TOTAL CAPITAL GAIN DISTRIBUTIONS (ROUNDED)				
				16,561.06
				16,561.00
				=====

TAX ID # 04-2946393

SPRAGUE FOUNDATION INC 140669508

DATE	UNITS	DESCRIPTION	AMOUNT	TOTAL
		ECORD DATE 06/28/2013 PAYABLE 09/03/2013\REGISTERED IN NYCLII		3.00
		TOTAL (NONALLOCABLE)	3.00	
		ALLOCABLE:		
03/25/2013		ADMINISTRATION FEE	268.80	
		CURRENT QUARTERLY CUST/ADMIN FEE		
		FEE PAYMENT	2,687.94	
03/25/2013		CURRENT QUARTERLY FEE	675.62	
		SURCHARGE NON-DOLLAR ASSETS		
		CURRENT QUARTERLY GLOBAL PREMIUM FEE		
06/24/2013		ADMINISTRATION FEE	296.86	
		CURRENT QUARTERLY CUST/ADMIN FEE		
		FEE PAYMENT	572.91	
06/24/2013		SURCHARGE NON-DOLLAR ASSETS		
		CURRENT QUARTERLY GLOBAL PREMIUM FEE		
06/24/2013		ADMINISTRATION FEE	2,968.60	
		CURRENT QUARTERLY FEE		
		FEE PAYMENT	3,140.76	
09/23/2013		CURRENT QUARTERLY FEE		
09/23/2013		ADMINISTRATION FEE	314.08	
		CURRENT QUARTERLY CUST/ADMIN FEE		
		FEE PAYMENT	519.49	
09/23/2013		SURCHARGE NON-DOLLAR ASSETS		
		CURRENT QUARTERLY GLOBAL PREMIUM FEE		
12/23/2013		SURCHARGE NON-DOLLAR ASSETS	554.79	
		CURRENT QUARTERLY GLOBAL PREMIUM FEE		
12/23/2013		ADMINISTRATION FEE	334.45	
		CURRENT QUARTERLY CUST/ADMIN FEE		
		FEE PAYMENT	3,344.51	
		CURRENT QUARTERLY FEE		
			15,678.81	
		TOTAL (ALLOCABLE)		
		LESS: AMOUNT ALLOCATED TO TAX-EXEMPT INCOME		
		NET ALLOCABLE OTHER DEDUCTIONS	2.00	
		NET OTHER DEDUCTIONS	15,677.00	
			15,680.00	

EXEMPT- INTEREST DIVIDENDS (NOT SUBJECT TO AMT)

(NOT TAXABLE IN MASSACHUSETTS)

STIP 13: GENERAL TAX EXEMPT

Form 990-PF (2013)

Page 13

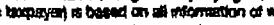
**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash	1(a)(1)	✓
(2) Other assets	1(a)(2)	✓
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization	1(b)(1)	✓
(2) Purchases of assets from a noncharitable exempt organization	1(b)(2)	✓
(3) Rental of facilities, equipment, or other assets	1(b)(3)	✓
(4) Reimbursement arrangements	1(b)(4)	✓
(5) Loans or loan guarantees	1(b)(5)	✓
(6) Performance of services or membership or fundraising solicitations	1(b)(6)	✓
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1(c)	✓
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

<b>Sign Here</b>	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.					
	 <b>W. Bratcher III</b> Signature of officer or trustee Date			President Title		
<b>Paid Preparer Use Only</b>		Firm/Type preparer's name <b>Henry E. Bratcher III</b>	Preparer's signature 	Date <b>3/15/04</b>	<input checked="" type="checkbox"/> If self-employed	PTIN <b>020365982</b>
		Firm's name <b>Henry E. Bratcher III</b>		Firm's EIN <b>See above</b>		
		Firm's address <b>55 Bacon St. Natick MA 01760</b>		Phone no. <b>508-453-7833</b>		

Sprague Foundation Inc. 04-2946393

Substitute form 2220.

Tax due in 2012 was \$1,110.

Refund credited to 2013 \$1,237

As Estimated tax for 2013 exceeds tax due in 2012 no penalty for underpayment is due.

Tax Due with 990PF \$3,190