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Return of Private Foundation

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

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► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

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

Name of foundation		A Employer identification number	
FLORENCE & ROBERT SPRAGUE FOUNDATION		04-6038620	
Number and street (or P O box number if mail is not delivered to street address)		Room/suite	
55 Bacon Street		508-653-7833	
City or town, state or province, country, and ZIP or foreign postal code		C If exemption application is pending, check here ► <input type="checkbox"/>	
Natick, MA 01760-2901		D 1. Foreign organizations, check here ► <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity		2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>	
<input type="checkbox"/> Final return <input type="checkbox"/> Amended return		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
<input type="checkbox"/> Address change <input type="checkbox"/> Name change		F If the foundation is in a 60-month termination under section 507(b)(1)(B), 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			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 373,616 (Part I, column (d) must be on cash basis.)			
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual			
<input type="checkbox"/> Other (specify) _____			

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)	0			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1	1	1	
	4 Dividends and interest from securities	12,239	12,239	12,239	
	5a Gross rents	0	0	0	
	b Net rental income or (loss)	0			
	6a Net gain or (loss) from sale of assets not on line 10	66,440			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		66,440		
	8 Net short-term capital gain			6,941	
	9 Income modifications			0	
	10a Gross sales less returns and allowances	0			
	b Less: Cost of goods sold	0			
	c Gross profit or (loss) (attach schedule)	0		0	
	11 Other income (attach schedule)	0	0	0	
	12 Total. Add lines 1 through 11	78,680	78,680	19,181	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0	0	0	0
	14 Other employee salaries and wages	0	0	0	0
	15 Pension plans, employee benefits	0	0	0	0
	16a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	550	550	550	550
	c Other professional fees (attach schedule)	3,471	3,471	3,471	3,471
	17 Interest	0	0	0	0
	18 Taxes (attach schedule) (see instructions)	0	0	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	0
	20 Occupancy	0	0	0	0
	21 Travel, conferences, and meetings	0	0	0	0
	22 Printing and publications	0	0	0	0
	23 Other expenses (attach schedule)	35	35	35	35
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	4,056	4,056	4,056	4,056
	25 Contributions, gifts, grants paid	13,250			13,250
	26 Total expenses and disbursements. Add lines 24 and 25	17,306	4,056	4,056	17,306
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	61,374			
	b Net investment income (if negative, enter -0-)		74,624		
	c Adjusted net income (if negative, enter -0-)			15,125	

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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	345	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)			
	b	Investments—corporate stock (attach schedule)	337,518	373,616	373,616
	c	Investments—corporate bonds (attach schedule)			
Liabilities	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	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	337,863	373,616	373,616
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	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	
		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			
	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)			
	31	Total liabilities and net assets/fund balances (see instructions)	337,863	373,616	

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	337,863
2	Enter amount from Part I, line 27a	2	61,374
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	399,237
5	Decreases not included in line 2 (itemize) ► unrealized losses	5	25,621
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	373,616

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 Schedule D attached for Gains and losses on Sales of Stock					
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					
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) 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					
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	66,440	
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	6,941	

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			
2011			
2010			
2009			
2008			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)	1 2 3 4 5	1,227 0 0 0 1,227
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	3	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,227
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	0
b	Exempt foreign organizations—tax withheld at source	6b	0
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	0
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	22
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1249
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 2014 estimated tax ► 0 Refunded ► 11	Refunded	0

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	✓
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b	✓
<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	Did the foundation file Form 1120-POL for this year?	1c	0
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? <i>If "Yes," attach a detailed description of the activities.</i>	2	✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	✓
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	✓
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	✓
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?	6	✓
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	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> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	9	✓
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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 E. Bratcher III, Co-Trustee Located at ► 55 Bacon St. Natick MA 01760	Telephone no. ►	
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	ZIP+4 ►	01760
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 ►	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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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
1b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
1c	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 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
2b	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.)		✓
3a	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____		
3b	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
4a	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.)		✓
4b	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 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"/>			
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 checked="" type="checkbox"/> 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?	<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?			
	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?	<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?			
				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
Dr. John L. Sprague, Co-Trustee 175 Bee Hill Road Williamstown, MA 01267	Co-Trustee 2 hours	0	0	0
Henry Bratcher, Co-Trustee 55 Bacon St. Natick, MA 01760	Co-Trustee 2 hours	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	n/a	0	0	0
Total number of other employees paid over \$50,000				► 0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Henry Bratcher 55 Bacon St. Natick, MA 01760	Tax preparation/ Accounting review	550
Total number of others receiving over \$50,000 for professional services		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		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	None	
All other program-related investments. See instructions		
3	None	
Total. Add lines 1 through 3		0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	355,741
b	Average of monthly cash balances	1b	142
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	355,883
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	355,883
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	5,336
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	350,547
6	Minimum investment return. Enter 5% of line 5	6	17,527

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	17,527
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	17,527
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	17,527
6	Deduction from distributable amount (see instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	17,527

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	17,306
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	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	17,306
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	Adjusted qualifying distributions. Subtract line 5 from line 4	6	17,306

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
1 Distributable amount for 2013 from Part XI, line 7				17,527
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0	
b Total for prior years: 20 ____,20 ____,20 ____		0		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	16,964			
b From 2009	13,250			
c From 2010	10,585			
d From 2011	15,585			
e From 2012	14,085			
f Total of lines 3a through e	70,469			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 17,306				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2013 distributable amount				17,527
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b	0			
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed	0			
d Subtract line 6c from line 6b. Taxable amount—see instructions	0			
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions	0			
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014	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 2008 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	70,248			
10 Analysis of line 9:				
a Excess from 2009	12,687			
b Excess from 2010	10,585			
c Excess from 2011	15,585			
d Excess from 2012	14,085			
e Excess from 2013	17,306			

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:

FLORENCE & ROBERT SPRAGUE FOUNDATION 175 Bee Hill Road WILLIAMSTOWN, MA 01267

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)				
<i>a Paid during the year</i>				
See List attached			For Education, Art, Science and betterment of people in need	13,250
Total				► 3a 13,250
<i>b Approved for future payment</i>				
Total				► 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
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				
4	Dividends and interest from securities				
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				
8	Gain or (loss) from sales of assets other than inventory				
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)				
13	Total. Add line 12, columns (b), (d), and (e)				
					13 _____

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

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.

**Sign
Here**

Under penalties of perjury, I declare, correct, and complete Declaration

4/30/14

Dr. John L. Sprague, Co-Trustee

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Henry E. Bratcher III	<i>Henry E. Bratcher III</i>	<i>4/06/2014</i>		
	Firm's name ► Henry E. Bratcher III, Co-Trustee		Firm's EIN ►	020365982	
Firm's address ► 55 Bacon St. Natick MA 01760		Phone no	413-458-5377		

FLORENCE & ROBERT SPRAGUE FOUNDATION 2013 04-6038620

Attachments to 990-PF

- 1) 2013 990-PF
- 2) Contribution list 2013
- 3) Expenses

16b \$550 for Tax Preparation

23 \$35 MA filing fees (\$35 fee for form PC)

FLORENCE & ROBERT SPRAGUE FOUNDATION 2012 04-6038620

Attorney General # 008511

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

#17 Dr. John L. Sprague, 175 Bee Hill Road, Williamstown, MA 01267

Henry E. Bratcher III, 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.

04-6038620

CONTRIBUTIONS - 2013

FLORENCE & ROBERT SPRAGUE FOUNDATION

Northern Berkshire YMCA	\$ 250.00
Williamstown Theatre Foundation	5,000.00
Williamstown Rural Lands Foundation	1,000.00
Williamstown Community Chest	1,000.00
Northern Berkshire United Way	1,000.00
North Adams Regional Hospital – Care Campaign	<u>5,000.00</u>
 TOTAL	\$ 13,250.00

Line 16 C
04-6038626

2013 SUMMARY AMENDMENT

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Amended Date: 2/28/14

THE FLORENCE AND ROBERT
SPRAGUE FOUNDATION
FSG STRATEGIES MOD GR & INC +
175 BEE HILL ROAD
WILLIAMSTOWN MA 01267-2703

Account Number: 3049-1836

Details of the Year-End Account Summary

Any references below to adjusted gross income (AGI) are generally applicable only to individuals, trusts and estates subject to income tax reporting requirements. Always consult with your Tax Advisor.

Miscellaneous Activity Summary

Line Ref	Type	Amount
1	Miscellaneous Interest	0.00
2	Municipal Bonds - OID Not Subject to AMT	0.00
3	Municipal Bonds - OID Subject to AMT	0.00
4	Expenses Subject to 2% of Adjusted Gross Income	0.00
5	Expenses Not Subject to 2% Adjusted Gross Income	0.00
6	Widely Held Fixed Investment Trusts - Other Items	See Detail
7	Master Limited Partnership Distributions	0.00
8	Investment Expense Withheld from Tax-Exempt Income	0.00
9	Federally Non-reportable Dividends and Interest	0.00
10	Accrued Interest on Purchases	0.00
11	Federal Tax Exempt Accrued Interest on Purchases	0.00
12	Other Supplementary Information	0.00
13	Option Premiums	0.00
14	Advisory Fees	3,471.35
15	American Depository Receipt (ADR) Fees	0.00

Miscellaneous Activity Detail

Description	Notes	Payment Date	# of Payments	Activity	Amount	Line Ref	CUSIP
PIM FEE	VARIOUS		4	ADVISORY FEES	-3,471.35	14	
				TOTAL ADVISORY FEES	-3,471.35	14	

Sch D-1
04-6038680

2013 SUMMARY AMENDMENT

Q4 = 603860

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THE FLORENCE AND ROBERT
SPRAGUE FOUNDATION
FSG STRATEGIES MOD GR & INC -
175 BEE HILL ROAD
WILLIAMSTOWN MA 01267-2703

Account Number: 3049-1836

Your Financial Advisor :
BALISIFUCHS JR/SCHULMAN
375 PARK AVENUE
10TH FLOOR
NEW YORK, NY 10152
(212) 214-3310

Year-End Account Summary

This information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes.
Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES	251,383.28	244,
LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)		

Proceeds from Broker and Dealer Exchange Transactions for 2013						
8-Description / CUSIP		1b-Date of Sale or Exchange		Supplemental Information		
1a-Date of Sale or Exchange	1c-Quantity Sold	1d-Date of Acquisition	1e-Sales Price*	3-Cost or Other Basis	Gain or Loss Amount	Additional Information
ABBOTT LABORATORIES / 002924100	6.0000	04/05/12	229.14	178.26	50.88	SALE
ORCHIDS PAPER PRODUCTS / 68572N104	7.0000	04/05/12	228.69	127.89	100.80	SALE
SEADRILL LTD / G7945E105						
01/09/13	86.0000	03/28/11	3,234.39	3,165.06	69.33	SALE
09/26/13	20.0000	03/28/11	918.44	736.06	182.38	SALE
11/25/13	4.0000	03/28/11	170.64	147.22	23.42	SALE

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04-6038620

WELLS
FARGO
ADVISORS

2013 SUMMARY AMENDMENT

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Amended Date: 3/28/11

THE FLORENCE AND ROBERT
SPRAGUE FOUNDATION
FSG STRATEGIES MOD GR & INC
175 BEE HILL ROAD
WILLIAMSTOWN MA 01267-2703

Account Number: 3049-1836

Your Financial Advisor:
BALIS/FUCHS JR/SCHULMAN
375 PARK AVENUE
10TH FLOOR
NEW YORK, NY 10152
(212) 214-3310

Year-End Account Summary

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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP	1a-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	4- Gain or Loss Amount	Additional Information
TICC CAPITAL CORP / 87244T109	500.00000	03/28/11	5,261.38	5,256.90	4.48	SALE
01/09/13						
VERIZON COMMUNICATIONS / 92343V104						
01/09/13	100.00000	03/28/11	4,305.30	3,764.50	540.80	SALE
09/26/13	23.00000	03/28/11	1,093.49	865.84	227.65	SALE
11/25/13	2,000.00000	03/28/11	150.12	112.04	37.18	SALE

TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES	15,591.59	14,354.67
LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6)		

8-Description / CUSIP		1a-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
1a-Date of Sale or Exchange	1b-Quantity Sold					Gain or Loss Amount	Additional Information
APPLE INC / 037833100							
01/09/13	41,0000	04/15/10	21,417.92	10,208.59	11,209.33	SALE	
POLARIS IND'S INC / 731068102							
01/09/13	159,0000	11/17/10	13,956.46	5,733.86	8,222.60	SALE	
09/26/13	33,0000	11/17/10	4,208.56	1,190.05	3,018.51	SALE	
11/25/13	1,0000	11/17/10	134.34	36.07	98.27	SALE	
RIOCAN REAL ESTATE INVT / 766910103							
TR UNIT							
01/09/13	200,0000	12/08/10	5,556.38	4,352.00	1,204.38	SALE	

Sch 0-3
04-6038620

2013 SUMMARY AMENDMENT

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Amended Date: 2/28/14

THE FLORENCE AND ROBERT
SPRAGUE FOUNDATION
FSG STRATEGIES MOD GR & INC +
175 BEE HILL ROAD
WILLIAMSTOWN MA 01267-2703

Account Number: 3049-1836

Your Financial Advisor :
BALIS/FUCHS JR/SCHULMAN
375 PARK AVENUE
10TH FLOOR
NEW YORK, NY 10152
(212) 214-3310

Account Number: 3049-1836

Year-End Account Summary

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LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1b-Quantity Sold	1c-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
ROSS STORES INC / 778296103 (CALIF)	200.00000	04/15/10	11,422.14	5,696.00	5,726.14 SALE
TICC CAPITAL CORP / 87244T109 01/09/13	500.00000	11/17/10	5,261.38	5,378.50	-117.12 SALE
VERMILION ENERGY INC / 923725105 01/09/13	300.00000	07/16/10	15,902.64	9,504.55	6,398.09 SALE
VODAFONE GROUP PLC / 92857W209 SPONSORED ADR NEW 01/09/13	400.00000	11/18/09	10,597.48	9,174.20	1,423.28 SALE
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES		88,457.30	51,273.82	37,183.48	
PARTNERSHIP DISPOSITIONS FOR NONCOVERED SECURITIES Proceeds from Broker and Barter Exchange Transactions for 2013					
8-Description / CUSIP 1a-Date of Sale or Exchange	1b-Quantity Sold	1c-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
SUNOCO LOGISTICS PARTNER / 86764L108 SHIP LP 01/09/13	600.00000	04/06/09	31,736.41	10,657.66	21,078.75 SALE
TOTAL PARTNERSHIP DISPOSITIONS		31,736.41	10,657.66	21,078.75	

*Box 2a Sales price less commissions and option premiums

001 / PN22 / PNTQ