



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



## Return of Private Foundation

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

► Do not enter Social Security numbers on this form as it may be made public.  
► Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning

, and ending

Name of foundation \*

## PHINEAS W. SPRAGUE MEMORIAL FOUNDATION

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

A Employer identification number

P O BOX 140

04-6043554

B Telephone number

617-624-0800

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

MANSFIELD, MA 02048-0140

C If exemption application is pending, check here ► G Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name changeD 1. Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► H Check type of organization:  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► 

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

► \$ 3474823. (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))

		(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			N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1313.	1313.		Statement 1
	4 Dividends and interest from securities	61559.	61559.		Statement 2
Revenue	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	180872.			
	b Gross sales price for all assets on line 6a	240300.			
	7 Capital gain net income (from Part IV, line 2)		180872.		
	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)				
	11 Other income				
	12 Total. Add lines 1 through 11	243744.	243744.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 3	5900.	2950.		2950.
	c Other professional fees Stmt 4	16382.	8191.		8191.
	17 Interest Stmt 5	1108.	1108.		0.
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 6	703.	703.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	24093.	12952.		11141.
	25 Contributions, gifts, grants paid	159250.			159250.
	26 Total expenses and disbursements Add lines 24 and 25	183343.	12952.		170391.
	27 Subtract line 26 from line 12:	60401.			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		230792.		
	c Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	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			
	7	Other notes and loans receivable ►			
		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			
	b	Investments - corporate stock Stmt 7	1321888.	1460980.	3399511.
	c	Investments - corporate bonds Stmt 8	21806.	21806.	28299.
	11	Investments - land, buildings, and equipment basis ► Stmt 8000.	8000.	8000.	8000.
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 9	117704.	39013.	39013.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ► )			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1469398.	1529799.	3474823.
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			
	22	Other liabilities (describe ► )			
Net Assets or Fund Balances	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 checked="" type="checkbox"/>			
		and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	-194462.	-134061.	
	30	Total net assets or fund balances	1469398.	1529799.	
	31	Total liabilities and net assets/fund balances	1469398.	1529799.	

## 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	1469398.
2	Enter amount from Part I, line 27a	2	60401.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	1529799.
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	1529799.

**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					
b	See Attached Statement				
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	240300.	59428.		180872.	
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					
b					
c					
d					
e				180872.	
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		180872.
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). If (loss), enter -0- in Part I, line 8			3		N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	160809.	2692195.	.059732
2011	154787.	2873460.	.053868
2010	139466.	2643297.	.052762
2009	123757.	2327581.	.053170
2008	151471.	2970182.	.050997
2 Total of line 1, column (d)			2 .270529
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 .054106
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 3257092.
5 Multiply line 4 by line 3			5 176228.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2308.
7 Add lines 5 and 6			7 178536.
8 Enter qualifying distributions from Part XII, line 4			8 170391.

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 ►  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 ►  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-)

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 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013

6a 1080.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 1080.

8 Enter any penalty for underpayment of estimated tax. Check here  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

3536.

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 2014 estimated tax ►

Refunded

11

**Part VII-A Statements Regarding Activities**

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?

Yes No

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

1b X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1c X

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2 X

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

3 X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a X

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

N/A

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

6 X

ME

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

7 X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV

8b X

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

9 X

10 X

**Part VII-A Statements Regarding Activities (continued)**

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>ELIZA H. S. ROWE</u> Telephone no. ► <u>617 624 0800</u> Located at ► <u>BOSTON FAMILY OFFICE 88 BROAD STREET, BOSTON, MA ZIP+4 02110</u>	
15	► <u>15</u> ► <u>N/A</u>	
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**

	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"/> X 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"/> X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ►	<u>N/A</u>	
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?	1c <input checked="" type="checkbox"/> 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<u>N/A</u>	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____	2b	
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"/> X 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.)	<u>N/A</u>	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a <input checked="" type="checkbox"/> X	
	4b <input checked="" type="checkbox"/> 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)?  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)?

N/A

► 

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?

N/A

 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

 Yes  No

N/A

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

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**

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
CATE S. GILBANE 364 BENEFIT STREET PROVIDENCE, RI 02903	PRESIDENT 0.00	0.	0.	0.
F. WHITTINGTON FOSTER 4200 PINEY GROVE ROAD GLYNDON, MD 21071	VICE PRESIDENT 0.00	0.	0.	0.
ELIZA H. S. ROWE 42 JEFFERSON ROAD CHESTNUT HILL, MA 02467	TREASURER 0.00	0.	0.	0.
TILSLEY H. KELLY 96 BREAKWATER FARM ROAD CAPE ELIZABETH, ME 04107	SECRETARY 0.00	0.	0.	0.

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

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

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

►

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services



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	N/A	
2		
3		
4		

**Part IX-B** **Summary of Program-Related Investments**

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

Amount

1	N/A	
2		
3		

All other program-related investments. See instructions.

3		

**Total. Add lines 1 through 3** ► **0.**

Form 990-PF (2013)

**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	3217535.
b	Average of monthly cash balances	1b	81157.
c	Fair market value of all other assets	1c	8000.
d	Total (add lines 1a, b, and c)	1d	3306692.
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	3306692.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	49600.
5	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3257092.
6	<b>Minimum investment return</b> Enter 5% of line 5	6	162855.

**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	162855.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4616.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4616.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	158239.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	158239.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	158239.

**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	170391.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	170391.
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	5	0.
6	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	6	170391.

**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				158239.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	5075.			
b From 2009	8348.			
c From 2010	9353.			
d From 2011	14284.			
e From 2012	28357.			
f Total of lines 3a through e	65417.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 170391.			0.	
a Applied to 2012, but not more than line 2a				
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				158239.
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))	0.			
6 Enter the net total of each column as indicated below:	77569.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			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 instr.				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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	5075.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	72494.			
10 Analysis of line 9:				
a Excess from 2009	8348.			
b Excess from 2010	9353.			
c Excess from 2011	14284.			
d Excess from 2012	28357.			
e Excess from 2013	12152.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling  
►   
b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

3 Subtract line 2d from line 2c

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

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

**c Any submission deadlines:**

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

**Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
			PRIMARY PURPOSE OF THE FOUNDATION	159250.
SEE ATTACHED LIST			APPROVED BY I. TO MEET IRS MINIMUM R. S. DISTRIBUTION AND THE	
<b>Total</b>			► 3a	159250.
<i>b Approved for future payment</i>				
None				
<b>Total</b>			► 3b	0

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount		
1 Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments			01	1313.
4 Dividends and interest from securities			01	61559.
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			01	9165. 171707.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a				
b				
c				
d				
e				
12 Subtotal. Add columns (b), (d), and (e)		0.		72037. 171707.
13 Total Add line 12, columns (b), (d), and (e)			13	243744.
(See worksheet in line 13 instructions to verify calculations.)				

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
1	LONG TERM CAPITAL GAINS



## PHINEAS W. SPRAGUE MEMORIAL FOUNDATION

Continuation for 990-PF, Part IV  
04-6043554 Page 1 of 1

## 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	MEDTRONIC INC	P	06/07/91	05/22/13
b	HOME DEPOT INC	P	03/08/02	09/17/13
c	HOME DEPOT INC	P	03/03/99	09/17/13
d	NESTLE SA-SPONS ADR	P	03/17/03	09/17/13
e	EXXON MOBIL CORP	P	06/01/01	09/17/13
f	ABBVIE	P	01/17/86	09/17/13
g	ABBVIE	P	10/11/85	09/17/13
h	MEDTRONIC INC	P	06/07/91	09/17/13
i	STERICYCLE	P	03/17/05	09/17/13
j	PLUM CREEK TIMBER	P	04/24/02	09/17/13
k	Capital Gains Dividends			
l				
m				
n				
o				

(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 52289.		3580.	48709.
b 15168.		9910.	5258.
c 3792.		2045.	1747.
d 26820.		7589.	19231.
e 17828.		8870.	8958.
f 4721.		204.	4517.
g 4721.		171.	4550.
h 53840.		3580.	50260.
i 23138.		4585.	18553.
j 28818.		18894.	9924.
k 9165.			9165.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			48709.
b			5258.
c			1747.
d			19231.
e			8958.
f			4517.
g			4550.
h			50260.
i			18553.
j			9924.
k			9165.
l			
m			
n			
o			

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	180872.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

## Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
BOSTON FAMILY OFFICE	1313.	1313.	
Total to Part I, line 3	1313.	1313.	

## Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
BOSTON FAMILY OFFICE	70724.	9165.	61559.	61559.	
To Part I, line 4	70724.	9165.	61559.	61559.	

## Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PAUL K. HENNESSEY TAX SERVICES	5900.	2950.		2950.
To Form 990-PF, Pg 1, ln 16b	5900.	2950.		2950.

## Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BLACK POINT CAPITAL MGMT	16382.	8191.		8191.
To Form 990-PF, Pg 1, ln 16c	16382.	8191.		8191.

Form 990-PF	Taxes	Statement	5
-------------	-------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAX PAID	1108.	1108.		0.
To Form 990-PF, Pg 1, ln 18	1108.	1108.		0.

Form 990-PF	Other Expenses	Statement	6
-------------	----------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ADR CHARGE	144.	144.		0.
US TREASURY TAX ESTIMATE	559.	559.		0.
To Form 990-PF, Pg 1, ln 23	703.	703.		0.

Form 990-PF	Corporate Stock	Statement	7
-------------	-----------------	-----------	---

Description	Book Value	Fair Market Value
CORPORATE STOCK	1460980.	3399511.
Total to Form 990-PF, Part II, line 10b	1460980.	3399511.

Form 990-PF	Corporate Bonds	Statement	8
-------------	-----------------	-----------	---

Description	Book Value	Fair Market Value
CORPORATE BONDS	21806.	28299.
Total to Form 990-PF, Part II, line 10c	21806.	28299.

Form 990-PF

## Other Investments

Statement 9

Description	Valuation Method	Book Value	Fair Market Value
CASH RESERVE	COST	39013.	39013.
Total to Form 990-PF, Part II, line 13		39013.	39013.

PHINEAS W. SPRAGUE MEMORIAL FDN.  
2013 CHARITABLE CONTRIBUTIONS  
#04-6043554  
FEDERAL FORM 990-PF

317 Main Street Community Music Center Yarmouth, ME	\$1,500.00
Add Verb Productions Portland, ME	\$ 500.00
American Chestnut Foundation Maine Chapter Bangor, ME	\$1,000.00
Bowdoin Rowing Club Brunswick, ME	\$5,000.00
Calvert School Baltimore, Maryland	\$5,000.00
Camp Ketcha Scarborough, ME	\$2,500.00
Cape Elizabeth Fire Department Cape Elizabeth, ME	\$2,500.00
Cape Elizabeth High School Cape Elizabeth, ME	\$7,000.00
Cape Elizabeth Land Trust Cape Elizabeth, ME	\$5,000.00
Cape Elizabeth Police Department Cape Elizabeth, ME	\$2,000.00
Cape Elizabeth Wet Team Cape Elizabeth, ME	\$2,000.00
Carlisle Charitable Foundation Kennebunk, ME	\$3,000.00
Charles E. Thomas Memorial Library Prouts Neck, ME	\$ 500.00
Children's Museum of Maine Portland, ME	\$2,000.00

PHINEAS W. SPRAGUE MEMORIAL FDN.  
2013 CHARITABLE CONTRIBUTIONS  
#04-6043554  
FEDERAL FORM 990-PF

Cobscook Community Learning Center Trescott TWP, ME	\$1,000.00
Compass Project Portland, ME	\$2,000.00
Dana Hall School Wellesley, MA	\$3,000.00
Fort Williams Foundation-Arboretum Cape Elizabeth, ME	\$20,000.00
Good Shepard Food Bank Portland, ME	\$10,000.00
Greater Portland Landmarks Portland, ME	\$7,000.00
Gulf of Maine Research Institute Portland, ME	\$3,000.00
Hardy Girls Healthy Women Waterville, ME	\$2,500.00
Institute for Doctoral Studies in Visual Arts Portland, ME	\$ 500.00
Learning Works Portland, ME	\$2,000.00
Lifeflight Foundation Camden, ME	\$1,500.00
Madeira School McLean, VA	\$1,500.00
Maine Audubon Falmouth, ME	\$6,000.00
Maine College of Art Portland, ME	\$2,500.00

**PHINEAS W. SPRAGUE MEMORIAL FDN.**  
**2013 CHARITABLE CONTRIBUTIONS**  
**#04-6043554**  
**FEDERAL FORM 990-PF**

Maine Farmland Trust Belfast, ME	\$4,000.00
Maine Historical Society Portland, ME	\$2,000.00
Maine Huts & Trails Kingfield, ME	\$5,000.00
Maine Medical Center-Spiritual Care Dept. Portland, ME	\$1,500.00
Maine Preservation Yarmouth, ME	\$3,500.00
Maine Sea Coast Mission- EDGE Program Bar Harbor, ME	\$2,000.00
Nonesuch Oar & Paddle Club Scarborough, ME	\$ 500.00
Planned Parenthood of New England Williston, VT	\$3,000.00
Portland Ballet Portland, ME	\$1,000.00
Portland Museum of Art Portland, ME	\$3,000.00
Preble Street Resource Center Portland, ME	\$4,000.00
Prouts Neck Sanctuary Scarborough, ME	\$ 500.00
Riding to the Top Therapeutic Riding Center Windham, ME	\$3,000.00
Sail Maine Portland, ME	\$2,500.00

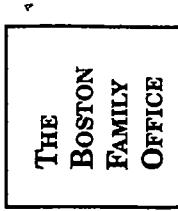
PHINEAS W. SPRAGUE MEMORIAL FDN.  
2013 CHARITABLE CONTRIBUTIONS  
#04-6043554  
FEDERAL FORM 990-PF

Scarborough Fire Dept. Scarborough, ME	\$ 500.00
Scarborough Land Conservation Trust Augusta, ME	\$4,000.00
School Year Abroad Andover, MA	\$ 500.00
Small Woodland Owners Association Augusta, ME	\$ 500.00
St. James Church Prouts Neck, ME	\$ 250.00
St. Mark's School Southborough, MA	\$1,000.00
Tabor Academy Marian, MA	\$1,000.00
Tate House Museum Portland, ME	\$3,000.00
Thomas Memorial Library Foundation Cape Elizabeth, ME	\$1,000.00
Victoria Mansion Portland, ME	\$1,000.00
Wayfinder Schools Gloucester, MA	\$4,000.00
Waynflete School Portland, ME	\$5,000.00

2013 Total Contributions \$159,250.00

PHINEAS SPRAGUE MEMORIAL FOUNDATION

2013 MINIMUM INVESTMENT RETURN



Phineas W Sprague  
Memorial Foundation

Account number 10639212000  
Portfolio manager Eliza H S Rowe 617 624 0800

## Account summary December 1, 2013 - December 31, 2013

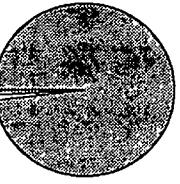
## Account activity

### Market value

Market value as of December 1, 2013:	\$ 3,375,856.90
Additions	0.00
Withdrawals	0.00
Change in investment value (Net of fees, includes income)	90,965.77
Market value as of December 31, 2013:	<b>\$ 3,466,822.67</b>
Accrued income as of December 31, 2013:	<b>3,863.12</b>
Total market value plus accrued income	<b>\$ 3,470,685.79</b>

### Account profile

#### Asset allocation



1% Cash and cash equivalents

1% Fixed income

98% Equities

### Asset summary

	Market value
Cash and cash equivalents	\$ 39,013.41
(Includes income cash of \$ -6,144.89)	
Fixed income	28,298.50
Equities	3,399,510.76
Alternatives investments	0.00
Other assets	0.00
Liabilities	0.00
Total assets	<b>\$ 3,466,822.67</b>

### Bond maturities

	This period	Year to date	Less than 1 year	1 to 5 years	5 to 10 years	over 10 years	Par value	% of par value
Interest tax exempt	\$ 0.00	\$ 0.00						
Interest taxable	656.25	1,313.52						
Dividends	5,384.90	70,589.19						
Other asset income	0.00	0.00						
Total income	<b>\$ 6,021.15</b>	<b>\$ 71,902.71</b>						
Short term	\$ 0.00	\$ 25,000.00						
Long term	\$ 171,705.88	100.0%						

**\$ 74,465.24**

Estimated annual income

Year to date realized net gain/loss  
(For annual tax preparation please refer to your annual tax letter)



December 1 - December 31, 2013

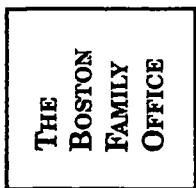
Page 4 of 14

Phineas W Sprague Mem Foundation  
Account number 10639212000



88 Broad Street, Boston, MA 02110

THE  
BOSTON  
FAMILY  
OFFICE



December 1 - December 31, 2013

Page 5 of 14

Phineas W Sprague Mem Foundation  
Account number 10639212000

## Asset detail

### Cash and cash equivalents

Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
39,013.41 CRA4 (BNY Mellon, N.A., Member FDIC) (Principal Holding)	\$ 39,013.41	\$ 39,013.41	\$ 0.00	\$ 0.00	0.0%	1.1%
Principal Cash	6,144.89					
Income Cash	-6,144.89					
<b>Total cash and cash equivalents</b>	<b>\$ 39,013.41</b>	<b>\$ 39,013.41</b>	<b>\$ 0.00</b>	<b>\$ 0.00</b>	<b>0.0%</b>	<b>1.1%</b>

### Fixed income

#### Taxable

#### Individual securities

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
25,000	General Electric Co DTD 12/6/2007 5.25% 12/6/2017 Moody's: AA3 S&P: AA+	\$ 113.1940	\$ 28,298.50	\$ 21,806.00	\$ 6,492.50	\$ 1,312.50	4.6%	0.8%
	<b>Total taxable individual securities</b>		<b>\$ 28,298.50</b>	<b>\$ 21,806.00</b>	<b>\$ 6,492.50</b>	<b>\$ 1,312.50</b>	<b>0.8%</b>	
	<b>Total taxable fixed income</b>		<b>\$ 28,298.50</b>	<b>\$ 21,806.00</b>	<b>\$ 6,492.50</b>	<b>\$ 1,312.50</b>	<b>0.8%</b>	
	<b>Total fixed income</b>		<b>\$ 28,298.50</b>	<b>\$ 21,806.00</b>	<b>\$ 6,492.50</b>	<b>\$ 1,312.50</b>	<b>0.8%</b>	



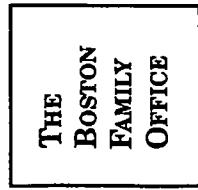
THE  
BOSTON  
FAMILY  
OFFICE

Phineas W Sprague Mem Foundation  
Account number 10639212000

**Equities**  
U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
2,500	Abbott Laboratories ( ABT )	\$ 95.825.00	\$ 3,963.21	\$ 2,200.00	2.3%	2.8%		
2,300	AbbVie Inc. ( ABBV )	52.8100	121,463.00	3,922.73	117,540.27	3,680.00	3.0	3.5
1,200	Akamai Technologies Inc ( AKAM )	47.1800	56,616.00	44,549.16	12,066.84	0.00	0.0	1.6
1,500	Anadarko Petroleum Corp ( APC )	79.3200	118,980.00	33,572.76	85,407.24	1,080.00	0.9	3.4
295	Apple Inc ( AAPL )	561.0200	165,500.90	30,438.48	135,062.42	3,599.00	2.2	4.8
500	Calgenix Corp ( CELG )	168.9680	84,484.00	63,538.45	20,945.55	0.00	0.0	2.4
2,900	Cisco Systems Inc ( CSCO )	22.4300	65,047.00	40,220.68	24,826.32	1,972.00	3.0	1.9
900	Ecolab Inc ( ECL )	104.2700	93,843.00	60,164.91	33,678.09	990.00	1.1	2.7
2,200	Exxon Mobil Corp ( XOM )	101.2000	222,640.00	75,250.00	147,390.00	5,544.00	2.5	6.4
4,300	General Electric Company ( GE )	28.0300	120,529.00	3,680.78	116,848.22	3,784.00	3.1	3.5
2,200	General Mills Inc ( GIS )	49.9100	109,802.00	42,454.50	67,347.50	3,344.00	3.0	3.2
1,400	Home Depot Inc ( HD )	82.3400	115,276.00	38,693.33	76,582.67	2,184.00	1.9	3.3
800	International Business Machines ( IBM ) Corporation	187.5700	150,056.00	44,440.00	105,616.00	3,040.00	2.0	4.3
800	Nike Inc Class B Stock ( NKE )	78.6400	62,912.00	35,023.96	27,888.04	768.00	1.2	1.8
600	Qualcomm Inc ( QCOM )	74.2500	44,550.00	28,897.50	15,652.50	840.00	1.9	1.3
1,200	Schlumberger Ltd ( SLB )	90.1100	108,132.00	43,945.61	64,186.39	1,500.00	1.4	3.1
1,620	State Street Corp ( STT )	73.3900	118,891.80	66,130.00	52,761.80	1,684.80	1.4	3.4
1,700	Stericycle Inc ( SRCL )	116.1700	197,489.00	38,972.50	158,516.50	0.00	0.0	5.7
900	Stryker Corp ( SYK )	75.1400	67,626.00	60,573.42	7,052.58	1,098.00	1.6	2.0
1,000	3M Co ( MMM )	140.2500	140,250.00	78,036.50	62,213.50	3,420.00	2.4	4.1
<b>Total U.S. large cap</b>			<b>\$ 2,259,912.70</b>	<b>\$ 836,468.48</b>	<b>\$ 1,423,444.22</b>	<b>\$ 40,727.80</b>	<b>65.2%</b>	





December 1 - December 31, 2013

Page 7 of 14

Phineas W Sprague Mem Foundation  
Account number 10639912000

U.S. mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
4,500	Meridian Bioscience Inc ( VIVO )	\$ 26.5300	\$ 119,385.00	\$ 69,935.06	\$ 49,449.94	\$ 3,420.00	2.9%	3.4%
300	Middleby Corp ( MIDD )	239.7240	71,917.20	64,449.00	7,468.20	0.00	0.0	2.1
2,100	Rpm International Inc ( RPM )	41.5100	87,171.00	48,061.44	39,109.56	2,016.00	2.3	2.5
1,000	Teradata Corporation ( TDC )	45.4900	45,490.00	48,691.60	-3,201.60	0.00	0.0	1.3
<b>Total U.S. mid cap</b>		<b>\$ 323,963.20</b>	<b>\$ 231,137.10</b>	<b>\$ 92,826.10</b>	<b>\$ 5,436.00</b>	<b>9.3%</b>		

Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
2,000	Golar Lng Ltd ( GLNG )	\$ 36.2900	\$ 72,580.00	\$ 70,533.00	\$ 2,047.00	\$ 3,600.00	5.0%	2.1%
1,000	BHP Ltd ( BHP ) Sponsored ADR	68.2000	68,200.00	23,689.80	44,530.20	2,320.00	3.4	2.0
600	Diageo PLC Sponsored ADR New ( DEO )	132.4200	79,452.00	43,966.98	35,485.02	1,798.80	2.3	2.3
2,600	Nestle S A Sponsored ADR Repstg Reg ( NSRGY ) Sh	73.5900	191,334.00	49,338.24	142,005.76	4,721.60	2.5	5.5
2,406	Vodafone Group PLC ( VOD ) Sponsored ADR	39.3100	94,579.86	8,129.12	86,450.74	3,825.54	4.0	2.7
1,700	Vanguard Ftse All-World Ex-US ( VEU ) Index Fund	50.7300	86,241.00	74,693.07	11,547.93	2,295.00	2.7	2.5
<b>Total developed international</b>		<b>\$ 592,386.86</b>	<b>\$ 270,320.21</b>	<b>\$ 322,066.65</b>	<b>\$ 10,560.94</b>	<b>17.1%</b>		



THE  
BOSTON  
FAMILY  
OFFICE

Phineas W Sprague Mem Foundation  
Account number 10639212000

## Equity reits

<u>Shares/par value</u>	<u>Description</u>	<u>Market price</u>	<u>Market value</u>	<u>Tax cost</u>	<u>Unrealized gain (or loss)</u>	<u>Estimated annual income</u>	<u>Current yield</u>	<u>Per of holdings</u>
4,800	Plum Creek Timber Co Inc ( PCL )	\$ 46.5100	\$ 223,248.00	\$ 123,054.00	\$ 100,194.00	\$ 8,448.00	3.8%	6.4%
<b>Total equity reits</b>		<b>\$ 223,248.00</b>	<b>\$ 123,054.00</b>	<b>\$ 100,194.00</b>	<b>\$ 8,448.00</b>			<b>6.4%</b>
<b>Total equities</b>		<b>\$ 3,399,510.76</b>	<b>\$ 1,460,979.79</b>	<b>✓</b>	<b>\$ 1,938,530.97</b>	<b>\$ 73,172.74</b>		<b>98.1%</b>
<b>Total assets</b>		<b>\$ 3,466,822.67</b>	<b>\$ 1,521,799.20</b>	<b>\$ 1,945,023.47</b>	<b>\$ 74,485.24</b>			<b>100.0%</b>

28

