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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 , 2013, and ending

NATHAN SPEARE FOUNDATION
22 WEST SECOND STREET
MEDIA, PA 19063

A Employer identification number
23-6245505

B Telephone number (see the instructions)
610-566-8000

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test check here and attach computation

E 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

G Check all that apply

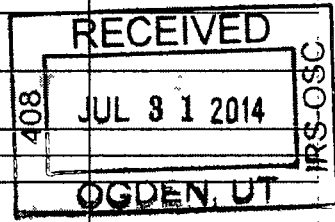
| | |
|---|--|
| <input type="checkbox"/> Initial return | <input type="checkbox"/> Initial return of a former public charity |
| <input type="checkbox"/> Final return | <input type="checkbox"/> Amended return |
| <input type="checkbox"/> Address change | <input type="checkbox"/> Name change |

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 end of year (from Part II, column (c), line 16)
\$ 3,550,618.

J Accounting method Cash Accrual
 Other (specify) _____
(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) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| REVENUE | 1 Contributions, gifts, grants, etc. received (att sch) | | | | |
| | 2 Cr <input checked="" type="checkbox"/> if the foundn is not req to att Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 2,647. | 2,647. | | |
| | 4 Dividends and interest from securities | 86,465. | 86,465. | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain/(loss) from sale of assets not on line 10 | 327,317. | | | |
| | b Gross sales price for all assets on line 6a | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 327,317. | | |
| | 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/(loss) (att sch) | | | | | |
| 11 Other income (attach schedule) | | | | | |
| See Statement 1 | 82,147. | 82,147. | | | |
| 12 Total. Add lines 1 through 11 | 498,576. | 498,576. | 0. | | |
| ADMINISTRATIVE EXPENSES | 13 Compensation of officers, directors, trustees, etc. | 50,000. | | | 50,000. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach sch) See St 2 | 7,500. | | | 7,500. |
| | c Other prof fees (attach sch) See St 3 | 41,881. | 18,191. | | 23,690. |
| | 17 Interest | 20,447. | | | 20,447. |
| | 18 Taxes (attach schedule) See Stm 4 | 7. | | | 7. |
| | 19 Depreciation (attach sch) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | | | | |
| | See Statement 5 | 1,883. | | | 1,883. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 121,718. | 18,191. | | 103,527. |
| 25 Contributions, gifts, grants paid | 153,600. | | | 153,600. | |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 275,318. | 18,191. | 0. | 257,127. | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | 223,258. | | | | |
| b Net investment income (if negative, enter -0-) | | 480,385. | | | |
| c Adjusted net income (if negative, enter -0-) | | | 0. | | |



SCANNED AUG 04 2014 OPERATING AND ADMINISTRATIVE EXPENSES

614 12

| 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 | | | |
| | 2 Savings and temporary cash investments | 48,855. | 11,433. | 11,433. |
| | 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 sch) ▶ | | | |
| | 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) | 2,029,275. | 2,313,533. | 2,728,687. |
| | c Investments – corporate bonds (attach schedule) | 874,064. | 848,894. | 805,498. |
| | 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 ▶ See Statement 6) | 3,408. | 5,000. | 5,000. | |
| 16 Total assets (to be completed by all filers – see the instructions Also see page 1, item I) | 2,955,602. | 3,178,860. | 3,550,618. | |
| LIABILITIES | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors trustees, & 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. | |
| FUNDS ASSETS | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/> | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/> | | | |
| | 27 Capital stock, trust principal or current funds | | | |
| | 28 Paid-in or capital surplus, or land, building, and equipment fund | 2,955,602. | 3,178,860. | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| 30 Total net assets or fund balances (see instructions) | 2,955,602. | 3,178,860. | | |
| 31 Total liabilities and net assets/fund balances (see instructions) | 2,955,602. | 3,178,860. | | |

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 | 2,955,602. |
| 2 Enter amount from Part I, line 27a | 2 | 223,258. |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 Add lines 1, 2, and 3 | 4 | 3,178,860. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30 | 6 | 3,178,860. |

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 shares MLC Company) | (b) How acquired P — Purchase D — Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
|--|--|---|-------------------------------------|
| 1 a | | | |
| 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 (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h)) |
|---|-----------------------------------|--|---|
| (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (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 | 327,317. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | | 3 | |

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8

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 (column (b) divided by column (c)) |
|---|---|---------------------------------------|---|--|
| | 2012 | 192,119. | 3,241,274. | 0.059273 |
| | 2011 | 267,085. | 3,313,375. | 0.080608 |
| | 2010 | 272,577. | 3,191,476. | 0.085408 |
| | 2009 | 277,846. | 3,072,163. | 0.090440 |
| | 2008 | 251,946. | 3,599,174. | 0.070001 |

| | | |
|--|---|------------|
| 2 Total of line 1 column (d) | 2 | 0.385730 |
| 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 | 0.077146 |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 3,552,778. |
| 5 Multiply line 4 by line 3 | 5 | 274,083. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 4,804. |
| 7 Add lines 5 and 6 | 7 | 278,887. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 257,127. |

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

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

| | | | |
|---|-----|--------|--------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs) | | | |
| 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 | | 1 | 9,608. |
| c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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 | 9,608. |
| 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 | 9,608. |
| 6 Credits/Payments | | | |
| a 2013 estimated tax prmts and 2012 overpayment credited to 2013 | 6 a | 5,000. | |
| b Exempt foreign organizations – tax withheld at source | 6 b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6 c | 4,800. | |
| d Backup withholding erroneously withheld | 6 d | | |
| 7 Total credits and payments Add lines 6a through 6d | 7 | 9,800. | |
| 8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | 19. | |
| 9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 0. | |
| 10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 173. | |
| 11 Enter the amount of line 10 to be Credited to 2014 estimated tax 173. Refunded | 11 | 0. | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1 a During the tax year, did the foundation attempt to influence any national, state or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <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> | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| 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? <i>If 'Yes' attach a detailed description of the activities</i> | | X |
| 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> | | X |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If 'Yes,' has it filed a tax return on Form 990-T for this year? | N/A | |
| 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> | | X |
| 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? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i> | X | |
| 8 a Enter the states to which the foundation reports or with which it is registered (see instructions) PA | | |
| 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> | 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)? <i>If 'Yes,' complete Part XIV</i> | | X |
| 10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i> | | X |

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|---|---|-----|---------|
| 11 | At any time during the year, did the foundation directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) | | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions) | | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u> | X | | |
| 14 | The books are in care of <u>ROBERT N. SPEARE</u> Telephone no <u>610-566-8000</u> Located at <u>22 WEST SECOND STREET MEDIA PA</u> ZIP + 4 <u>19063</u> | | | |
| 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 <u>N/A</u> | | | N/A |
| 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 X |

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

| File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies. | | Yes | No |
|---|---|-----|-----|
| 1 a | 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) | Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | 1 b | X |
| 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? | 1 c | 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"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u> | | |
| 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) | 2 b | N/A |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u> | | |
| 3 a | 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) | 3 b | N/A |
| 4 a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4 a | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? | 4 b | X |

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

If 'Yes' attach the statement required by Regulations section 53.4945-5(d) N/A

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

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

If 'Yes' to 6b, file Form 8870

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

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

| | | |
|--|------------|-----|
| | 5 b | N/A |
| | | |
| | 6 b | X |
| | | |
| | 7 b | N/A |

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 |
|--|---|---|---|---------------------------------------|
| ROBERT N. SPEARE 5 CHATHAM PLACE WALLINGFORD, PA 19806 | Foundation M 20.00 | 50,000. | 0. | 0. |
| JON SPEARE 124 GRUMMAN HILL ROAD WILTON, CT 06897 | Trustee 5.00 | 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 | | | | |
| ----- | | | | |
| ----- | | | | |
| ----- | | | | |
| ----- | | | | |

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 | 1 a | 3,597,561. |
| b | Average of monthly cash balances | 1 b | 9,320. |
| c | Fair market value of all other assets (see instructions) | 1 c | |
| d | Total (add lines 1a, b, and c) | 1 d | 3,606,881. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1 e | 0. |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 3,606,881. |
| 4 | Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 54,103. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 3,552,778. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 177,639. |

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 | 177,639. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2 a | 9,608. |
| b | Income tax for 2013 (This does not include the tax from Part VI) | 2 b | |
| c | Add lines 2a and 2b | 2 c | 9,608. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 168,031. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 168,031. |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 168,031. |

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 | 1 a | 257,127. |
| b | Program-related investments — total from Part IX-B | 1 b | |
| 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) | 3 a | |
| b | Cash distribution test (attach the required schedule) | 3 b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 257,127. |
| 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 | |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 257,127. |

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 | | | | 168,031. |
| 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 | 73,829. | | | |
| b From 2009 | 125,466. | | | |
| c From 2010 | 118,893. | | | |
| d From 2011 | 108,840. | | | |
| e From 2012 | 35,515. | | | |
| f Total of lines 3a through e | 462,543. | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 257,127. | | | | |
| 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 | | | | 168,031. |
| e Remaining amount distributed out of corpus | 89,096. | | | |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d) the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 | 551,639. | | | |
| 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) | 0. | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) | 73,829. | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | 477,810. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2009 | 125,466. | | | |
| b Excess from 2010 | 118,893. | | | |
| c Excess from 2011 | 108,840. | | | |
| d Excess from 2012 | 35,515. | | | |
| e Excess from 2013 | 89,096. | | | |

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

| | Prior 3 years | | | | (e) Total |
|---|---------------|----------|----------|----------|-----------|
| | (a) 2013 | (b) 2012 | (c) 2011 | (d) 2010 | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a 'Assets' alternative test – enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c 'Support' alternative test – enter | | | | | |
| (1) Total support other than gross investment income (interest dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

See Statement 7

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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) | | | | |
| SEE SCHEDULE ATTACHED | | | | |
| Total | | | | ▶ 3 a |
| b Approved for future payment | | | | |
| Total | | | | ▶ 3 b |

Schedule K-1
(Form 1065)

2012

Schedule K-1
(Form 1065)

2012

Schedule K-1
(Form 1065)

2012

Schedule K-1
(Form 1065)

2012

Schedule K-1
(Form 1065)

2012

For calendar year 2012 or tax

Client 1

NATHAN SPEARE FOUNDATION

23-6245505

5/14/14

09 14AM

Statement 1
Form 990-PF, Part I, Line 11
Other Income

| | (a) Revenue per Books | (b) Net Investment Income | (c) Adjusted Net Income |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| Other Investment Income | | | |
| Total | \$ 82,147. | \$ 82,147. | \$ 0. |

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|-----------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES | | | | |
| Total | \$ 7,500. | \$ 0. | \$ 0. | \$ 7,500. |

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|--------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| INVESTMENT ADVISORY FEES | \$ 36,381. | \$ 18,191. | | \$ 18,190. |
| OTHER PROFESSIONAL FEES | 5,500. | | | 5,500. |
| Total | \$ 41,881. | \$ 18,191. | \$ 0. | \$ 23,690. |

Statement 4
Form 990-PF, Part I, Line 18
Taxes

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|-------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| TAXES | | | | |
| Total | \$ 7. | \$ 0. | \$ 0. | \$ 7. |

Client 1

NATHAN SPEARE FOUNDATION

23-6245505

5/14/14

09 14AM

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| D&O INSURANCE | \$ 744. | | | \$ 744. |
| OFFICE EQUIPMENT | 1,139. | | | 1,139. |
| Total | <u>\$ 1,883.</u> | <u>\$ 0.</u> | <u>\$ 0.</u> | <u>\$ 1,883.</u> |

Statement 6
Form 990-PF, Part II, Line 15
Other Assets

| | Book Value | Fair Market Value |
|-----------------|------------------|----------------------|
| ESTIMATED TAXES | | \$ 5,000. |
| PREPAID TAXES | \$ 5,000. | |
| Total | <u>\$ 5,000.</u> | <u>\$ 5,000.</u> |

Statement 7
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: ROBERT N. SPEARE
Care Of:
Street Address: 22 WEST SECOND STREET
City, State, Zip Code: MEDIA, PA 19063
Telephone:
E-Mail Address:
Form and Content: NO PARTICULAR FORM
Submission Deadlines: NONE
Restrictions on Awards: DISTRIBUTIONS ARE LIMITED TO ORGANIZATIONS THAT CARRY ON
THE PURPOSE OF THE FOUNDATION.

**PART XV
GRANTS AND CONTRIBUTIONS PAID DURING 2013**

| <u>NAME AND ADDRESS</u> | <u>AMOUNT</u> | <u>PURPOSE</u> |
|--|---------------|---|
| Abounding Grace Family Worship Center 321 E. Jefferson Street Media, PA 19063 | 500.00 | Youth development |
| Aston-Middletown Little League 5018 Pennell Road Aston, PA 19014 | 100.00 | General operating expenses |
| Autism Delaware 924 Old Harmony Road Newark, DE 19713 | 500.00 | General operating expenses |
| Boys and Girls Club of Chester 201 E. Seventh Street Chester, PA 19013 | 2,500.00 | General operating expenses |
| Bryn Mawr College 101 North Merion Avenue Bryn Mawr, PA 19010 | 1,000.00 | Athletics |
| Center for Resolutions 26 E. Fourth Street Media, PA 19063 | 2,500.00 | General operating expenses |
| Chester Children's Chorus 500 College Avenue Swarthmore, PA 19081 | 500.00 | General operating expenses |
| Community Arts Center 414 Plush Mill Road Wallingford, PA 19086 | 8,000.00 | Studio fund & general operating expenses |
| Country Day School of the Sacred Heart 480 Bryn Mawr Avenue Bryn Mawr, PA 19010-3915 | 500.00 | Spring concert |
| Crozer-Chester Foundation One Medical Center Boulevard Upland, PA 19013 | 25,000.00 | Capital campaign & general operating expenses |

| | | |
|--|----------|--|
| Delaware County Community Foundation P.O. Box 496 Wayne, PA 19087 | 1,000.00 | General operating expenses |
| Drexel Neumann Academy 1901 Potter Street Chester, PA 19013 | 1,000.00 | General operating expenses |
| Foundation for Wallingford-Swarthmore Schools P.O. Box 288 Wallingford, PA 19086 | 5,000.00 | Capital Campaign |
| Geisinger Health System Foundation 100 N. Academy Avenue Danville, PA 17822 | 7,500.00 | Genetics conference & general operating expenses |
| Gettysburg College 300 N. Washington Street Gettysburg, PA 17325 | 2,500.00 | Service learning program |
| Junior Achievement 1050 17 th Street NW Washington DC 20036 | 250.00 | General operating expenses |
| Leukemia & Lymphoma Society 5845 Richmond Highway Alexandria, VA 22303 | 250.00 | General operating expenses |
| Living Beyond Breast Cancer 354 West Lancaster Avenue Suite 224 Haverford, PA 19041 | 500.00 | General operating expenses |
| Mauli Ola Foundation 1205 Victory Walk Laguna Beach, CA 92651 | 1,000.00 | General operating expenses |
| Melmark Charitable Foundation 2600 Wayland Road Berwyn, PA 19312 | 500.00 | General operating expenses |
| Mickey Vernon Sports Museum 1067 W. Baltimore Pike, Unit 216 Media, PA 19063 | 500.00 | General operating expenses |

| | | |
|---|----------|--|
| Musicopia 2001 Market Street, Suite 3100 Philadelphia, PA 19103 | 500 00 | General operating expenses |
| Nether Providence Township 214 Sykes Lane Wallingford, PA 19086 | 250.00 | Fire department |
| Reformation Lutheran Church 102 W. Rose Tree Road Media, PA 19063 | 3,000.00 | Patriotic concert & general operating expenses |
| St. Mark's High School Pike Creek Road Wilmington, DE 19808 | 1,500.00 | Athletics |
| Smilow Family Breast Center Norwalk Hospital 34 Maple Street Norwalk, CT 06856 | 7,500.00 | General operating expenses |
| Swarthmore College 500 College Avenue Swarthmore, PA 19081-1397 | 2,500.00 | Blueprints project |
| Swarthmore Presbyterian Church 727 Harvard Avenue Swarthmore, PA 19081 | 1,000.00 | General operating |
| Tyler Arboretum 515 Painter Road Media, PA 19063 | 2,500.00 | General operating expenses |
| Upper Darby Community Outreach Corp 7240 Walnut Street Upper Darby, PA 19082 | 2,500.00 | General operating expenses |
| Washington & Lee University 204 Washington Street Lexington, VA 24450 | 6,250.00 | General operating expenses, athletics & Shepherd Poverty Program |
| Winners Lacrosse 2300 14 th Street NW Washington DC 20009 | 250.00 | General operating expenses |

| | | |
|--|----------|-------------------------------|
| Women's Resource Center 113 W. Wayne Avenue Wayne, PA 19087 | 5,000 00 | General operating expenses |
| American University 4400 Massachusetts Avenue, NW Washington DC, 20016 | 2,000.00 | Scholarships |
| Arizona State University PO Box 870303 Tempe, AZ 85287-0303 | 1,000.00 | Scholarships |
| Ave Maria School of Law 1025 Commons Circle Naples, FL 34119 | 1,000.00 | Scholarships |
| Boston College Office of the Bursar 140 Commonwealth Avenue Chestnut Hill, MA 02467 | 3,000.00 | Scholarships |
| Catholic University 620 Michigan Avenue NE Washington DC 20064 | 2,000.00 | Scholarships |
| Colgate University 13 Oak Drive Hamilton, NY 13346 | 1,000.00 | Scholarships |
| Country Day School of the Sacred Heart 480 Bryn Mawr Avenue Bryn Mawr, PA 19010-3915 | 1,000 00 | Scholarships |
| Drexel University P.O. Box 8196 Philadelphia, PA 19101-8196 | 1,000.00 | Scholarships |
| Flagler College 74 King Street St. Augustine, FL 32084 | 2,000.00 | Scholarships |
| Florida State University 600 W. College Avenue Tallahassee, FL 32306 | 2,000.00 | Scholarships |

| | | |
|--|----------|--------------|
| Gettysburg College Gettysburg, PA 17325-1485 | 1,000.00 | Scholarships |
| Haverford College 370 Lancaster Avenue Haverford, PA 19041 | 1,000.00 | Scholarships |
| Howard University Office of Student Financial Services MSC 590501 Washington DC 20059 | 1,000.00 | Scholarships |
| James Madison University University Business Office 170 Bluestone Dr. MSC 3516 Harrisonburg, VA 22807 | 2,000.00 | Scholarships |
| J. Wood Platt Caddie Scholarship Trust 1974 Sproul Road Broomall, PA 19008 | 1,000.00 | Scholarships |
| Kutztown University 15200 Kutztown Road Kutztown, PA 19530 | 1,000.00 | Scholarships |
| Marywood University 2300 Adams Avenue Scranton, PA 18509 | 3,000.00 | Scholarships |
| Mercer University 3001 Mercer University Drive Atlanta, GA 30341-4115 | 1,000.00 | Scholarships |
| Mercer County Community College 102 N. Broad Street Trenton, NJ 08608 | 2,000.00 | Scholarships |
| Montgomery County Community College 340 DeKalb Pike Blue Bell, PA 19422 | 1,000.00 | Scholarships |
| Neumann University One Neumann Drive Aston, PA 19014 | 500.00 | Scholarships |

| | | |
|---|----------|--------------|
| Our Lady of Angels School 2130 Franklin Avenue Morton, PA 19070 | 1,000.00 | Scholarships |
| Pennsylvania State University 103 Shields Building University Park, PA 16802-1200 | 5,000.00 | Scholarships |
| Philadelphia University School House Lane & Henry Avenue Philadelphia, PA 19144-5497 | 1,250.00 | Scholarships |
| Purdue University 610 Purdue Mall West Lafayette, IN 47907-2040 | 3,000.00 | Scholarships |
| Rollins College 1000 Holt Avenue Winter Park, FL 32789-4499 | 1,000.00 | Scholarships |
| St. Aloysius Academy 401 S. Bryn Mawr Avenue Bryn Mawr, PA 19010-2299 | 1,000.00 | Scholarships |
| St. Joseph's University 5600 City Line Avenue Philadelphia, PA 19131-1308 | 1,000.00 | Scholarships |
| Temple University P.O. Box 828799 Philadelphia, PA 19182-8799 | 4,000.00 | Scholarships |
| Tulane University Suite 103, Phelps House 35 McAlister Drive New Orleans, LA 70118-5676 | 2,000.00 | Scholarships |
| University of Pennsylvania 3451 Walnut Street Room 100 Franklin Building Philadelphia, PA 19104-6270 | 3,000.00 | Scholarships |
| University of Southern Maine P.O. Box 6500 Lewiston, Maine 04243-6500 | 1,000.00 | Scholarships |

| | | |
|--|----------|--------------|
| Washington College 300 Washington Avenue Chestertown, MD 21620 | 2,000.00 | Scholarships |
|--|----------|--------------|

| | | |
|---|----------|--------------|
| West Chester University 25 University Avenue West Chester, PA 19383 | 1,000.00 | Scholarships |
|---|----------|--------------|

| | | |
|---|----------|--------------|
| Widener University One University Place Chester, PA 19013 | 3,000.00 | Scholarships |
|---|----------|--------------|

| | | |
|-------|--------------|--|
| TOTAL | \$153,600.00 | |
|-------|--------------|--|

NATHAN SPEARE FOUNDATION
EIN 23-6245505
12-31-2013
BALANCE SHEET

| | Beginning of Year Book Value | End of Year Book Value | End of Year Market Value |
|--|---|-----------------------------------|-------------------------------------|
| <u>Stocks</u> | | | |
| Common Fund CFI Multi Strategy Equity Fund | 1,534,428 | 1,828,197 | 2,510,012 |
| Common Fund Realty Investors LLC | 385,430 | 357,121 | 1,650 |
| Common Fund Capital Partners V | 4,668 | 9,854 | 10,475 |
| Common Fund Capital Partners IV | 104,749 | 118,361 | 206,550 |
| Total | <u>2,029,275</u> | <u>2,313,533</u> | <u>2,728,687</u> |

NATHAN SPEARE FOUNDATION
EIN 23-6245505
12-31-2013
BALANCE SHEET

| <u>Bonds</u> | <u>Beginning Of Year Book Value</u> | <u>End of Year Book Value</u> | <u>End of Year Market Value</u> |
|---------------------------------|---|-----------------------------------|-------------------------------------|
| Common Fund | | | |
| CFI Multi Strategy Bond Fund | 874,064 | 848,894 | 805,498 |