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Return of Private Foundation

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

2013

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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

, and ending

Name of foundation Spruance Foundation I			A Employer identification number 51-0351914	
Number and street (or P O box number if mail is not delivered to street address) c/o Richards Layton Finger POBox 551		Room/suite	B Telephone number (see instructions)	
City or town Wilmington		State DE	ZIP code 19899-0551	
Foreign country name		Foreign province/state/county	Foreign postal code	
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 checked="" type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change				
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 3,507,881		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)		
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				
		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income
				(d) Disbursements for charitable purposes (cash basis only)

Revenue 1 Contributions, gifts, grants, etc., received (attach schedule) 2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B 3 Interest on savings and temporary cash investments 4 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain 9 Income modifications 10a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss) (attach schedule) 11 Other income (attach schedule) 12 Total. Add lines 1 through 11	240	RECEIVED MAY 19 2014 IRS-OSC OGDEN, UT			
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees (attach schedule) b Accounting fees (attach schedule) c Other professional fees (attach schedule) 17 Interest 18 Taxes (attach schedule) (see instructions) 19 Depreciation (attach schedule) and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses (attach schedule) 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	16,528 480 5,259 22,267 130,000 152,267 -80,371 66,157 0				

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,657	157	157
	2	Savings and temporary cash investments	338,050	259,179	259,179
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	686,548	686,548	3,003,535
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	308,904	308,904	245,010
	14	Land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,335,159	1,254,788	3,507,881
Net Assets or Fund Balances	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)	0	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,335,159	1,254,788	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	1,335,159	1,254,788	
	31	Total liabilities and net assets/fund balances (see instructions)	1,335,159	1,254,788	

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	1,335,159
2	Enter amount from Part I, line 27a	2	-80,371
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,254,788
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	1,254,788

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					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	0	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	{ }		3	0	

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?
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part Yes No

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	149,821	2,846,107	0.052641
2011	64,243	1,496,172	0.042938
2010	56,385	1,301,114	0.043336
2009	62,732	1,142,111	0.054926
2008	4,232	1,411,778	0.002998

2 Total of line 1, column (d)	2	0.196839
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	0.039368
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,209,509
5 Multiply line 4 by line 3	5	126,352
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	662
7 Add lines 5 and 6	7	127,014
8 Enter qualifying distributions from Part XII, line 4	8	146,528

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	}	1	662
c	Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		2	0
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		3	662
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		4	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	5	662	
3	Add lines 1 and 2	7	2,530	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	8		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	9	0	
6	Credits/Payments	10	1,868	
a	2013 estimated tax payments and 2012 overpayment credited to 2013	11	0	
b	Exempt foreign organizations—tax withheld at source	6a	2,530	
c	Tax paid with application for extension of time to file (Form 8868)	6b		
d	Backup withholding erroneously withheld	6c		
7	Total credits and payments Add lines 6a through 6d	6d		
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	7	2,530	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	8		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	9	0	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ► 1,868 Refunded ►	10	1,868	
		11	0	

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	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	Yes	No
1b		X	
1c	<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>	Yes	No
1c		X	
c	Did the foundation file Form 1120-POL for this year?	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	Yes	No
(1)	On the foundation ► \$ _____	(2)	On foundation managers ► \$ _____
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____	Yes	No
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	Yes	No
	<i>If "Yes," attach a detailed description of the activities</i>	2	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>	Yes	No
3		X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
4a		X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	No
4b		N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	Yes	No
5		X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	Yes	No
	• By language in the governing instrument, or	6	X
	• 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	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	No
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	8b	
	DE		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b	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>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	<input type="checkbox"/> 11	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► n/a	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
14	The books are in care of ► Merrill Lynch Wealth Management Located at ► Hart Group-1201 Market St-Ste 2000 Wilmington DE	Telephone no ► 302-571-5529 ZIP+4 ► 19801	
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	► <input type="checkbox"/> 15	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	<input type="checkbox"/> 16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input 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"/> 1b N/A		
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 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," list the years ► 20 12 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) 2b X		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) 3b N/A		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X		
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b X		

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

5a	During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b N/A
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			6b X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b 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
William E. Spruance 1350 River Reach Dr-No 210 Fort Lauderdale, FL 33311	President 50	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				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)		
3. Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services ►		

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
2		
All other program-related investments. See instructions		
3	NONE	
Total. Add lines 1 through 3 ►		0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	2,905,732
b	Average of monthly cash balances	1b	352,653
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,258,385
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,258,385
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	48,876
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,209,509
6	Minimum investment return. Enter 5% of line 5	6	160,475

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	160,475
2a	Tax on investment income for 2013 from Part VI, line 5	2a	662
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	662
3	Distributable amount before adjustments Subtract line 2c from line 1	3	159,814
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	159,814
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	159,814

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	146,528
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	146,528
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	662
6	Adjusted qualifying distributions. Subtract line 5 from line 4		145,866

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				159,814
2. Undistributed income, if any, as of the end of 2013				
a. Enter amount for 2012 only			59,948	
b. Total for prior years 20____, 20____, 20____				
3. Excess distributions carryover, if any, to 2013				
a. From 2008				
b. From 2009				
c. From 2010				
d. From 2011				
e. From 2012				
f. Total of lines 3a through e	0			
4. Qualifying distributions for 2013 from Part XII, line 4 ► \$ 146,528			59,948	
a. Applied to 2012, but not more than line 2a				
b. Applied to undistributed income of prior years (Election required—see instructions)				
c. Treated as distributions out of corpus (Election required—see instructions)				
d. Applied to 2013 distributable amount				86,580
e. Remaining amount distributed out of corpus				
5. Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6. Enter the net total of each column as indicated below:	0			
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				
d. Subtract line 6c from line 6b Taxable amount—see instructions				
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				73,234
7. Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8. Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9. Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10. Analysis of line 9				
a. Excess from 2009				
b. Excess from 2010				
c. Excess from 2011				
d. Excess from 2012				
e. Excess from 2013				

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

1a	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				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities				
	Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon				
a	"Assets" alternative test—enter				
(1)	Value of all assets				0
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3)	Largest amount of support from an exempt organization				0
(4)	Gross investment income				0

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)				
a Paid during the year See attached schedule				130,000
Total			► 3a	130,000
b Approved for future payment NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	
1	Program service revenue				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments				
3	Interest on savings and temporary cash investments			14	244
4	Dividends and interest from securities			14	71,652
5	Net rental income or (loss) from real estate				
a	Debt-financed property				
b	Not debt-financed property				
6	Net rental income or (loss) from personal property				
7	Other investment income				
8	Gain or (loss) from sales of assets other than inventory				
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue. a				
b					
c					
d					
e					
12	Subtotal. Add columns (b), (d), and (e)		0		71,896
13	Total. Add line 12, columns (b), (d), and (e)			13	71,896
(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) (See instructions)
N/A	

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

1 .. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash

(2) Other assets

b Other transactions

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

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

Signature of filer or preparer		Preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Paid Preparer Use Only	W. Donald Sparks, II			5/8/2014		P00613492
Firm's name ► Richards, Layton & Finger, PA			Firm's EIN ► 51-0226371			
Firm's address ► PO Box 551, Wilmington, DE 19899			Phone no 302/651-7758			

2013 FORM 990-PF, RETURN OF PRIVATE FOUNDATION

Part I, Analysis of Revenue and Expenses.

* Revenue

Line 1, Contributions, gifts, grants, etc., received.

Line 1, Total contributions, gifts, grants, etc., received \$0 00

Line 3, Interest on savings and temporary cash investments

ML Bank Deposit Program	
2013	<u>\$243 68</u>

Total, line 3 \$243 68

Line 4, Dividends and interest from securities

Dividends

Abbott Labs	
02/15/13	\$70 00
05/15/13	70 00
08/15/13	70 00
11/15/13	<u>70 00</u>
	280 00

AbbVie Inc	
02/15/13	\$200 00
05/15/13	200 00
08/15/13	200 00
11/15/13	<u>200 00</u>
	800 00

AT&T Inc	
02/01/13	\$225 00
05/01/13	225 00
08/01/13	225 00
11/01/13	<u>225 00</u>
	900 00

Bank of America Corp	
03/22/13	\$10 00
06/28/13	10 00
09/27/13	10 00
12/27/13	<u>10 00</u>
	40 00

Barrick Gold Corporation	
03/15/13	\$250 00
06/17/13	250 00
09/16/13	62 50
12/16/13	<u>62 50</u>
	625 00

Boeing Company	
03/08/13	\$2,376 50
06/07/13	2,376 50
09/06/13	2,376 50
12/06/13	<u>2,376 50</u>
	9,506 00

Bristol-Myers Squibb	
02/01/13	\$350 00
05/01/13	350 00
08/01/13	350 00
11/01/13	<u>350 00</u>
	1,400 00

Central Fund of Canada		
11/14/2013	<u>\$25.00</u>	
		25 00
Chesapeake Energy OK		
01/31/13	\$109.38	
04/30/13	109.38	
07/31/13	109.38	
10/31/13	<u>109.38</u>	
		437.52
Cisco Systems, Inc		
1/27/2013	\$340.00	
04/24/13	340.00	
07/24/13	340.00	
10/23/13	<u>340.00</u>	
		1,360.00
Coca Cola		
04/01/13	\$700.00	
07/01/13	700.00	
10/01/13	700.00	
12/16/13	<u>700.00</u>	
		2,800.00
Conoco Phillips		
03/01/13	\$2,640.00	
06/03/13	2,640.00	
09/03/13	2,760.00	
12/02/13	<u>2,760.00</u>	
		10,800.00
E I DuPont de Nemours		
03/14/13	\$860.00	
06/12/13	900.00	
09/12/13	900.00	
12/13/13	<u>900.00</u>	
		3,560.00
Duke Energy Corp		
03/18/13	\$394.74	
06/17/13	394.74	
09/16/13	402.48	
12/16/13	<u>402.48</u>	
		1,594.44
Energy Transfer Partners		
02/14/13	\$893.75	
05/15/13	893.75	
08/14/13	893.75	
01/01/00	<u>905.00</u>	
		3,586.25
Frontier Communications		
04/01/13	\$12.00	
06/28/13	12.00	
09/27/13	12.00	
12/31/13	<u>12.00</u>	
		48.00

General Electric Co		
01/25/13	\$190 00	
04/25/13	190 00	
07/25/13	190 00	
10/25/13	<u>190 00</u>	
		760 00
Ishares 1-3 Year Treasury Bond ETF		
1/2/2013	\$31 26	
2/7/2013	30 99	
3/7/2013	27 60	
4/5/2013	26 96	
5/7/2013	25 01	
6/7/2013	25 59	
7/8/2013	25 85	
8/7/2013	27 66	
9/9/2013	26 33	
10/7/2013	27 69	
11/7/2013	28 60	
12/6/2013	<u>28 57</u>	
		332 11
Phillips 66		
03/01/13	\$625 00	
06/03/13	625 00	
09/03/13	625 00	
12/02/13	<u>780 00</u>	
		2,655 00
Procter & Gamble		
02/15/13	\$281 00	
05/15/13	300 75	
08/15/13	300 75	
11/15/13	<u>300 75</u>	
		1,183 25
Schlumberger Ltd		
01/11/13	\$275 00	
04/12/13	312 50	
07/12/13	312 50	
10/11/13	<u>312 50</u>	
		1,212 50
Seadrill Ltd.		
06/20/13	\$2,200 00	
09/20/13	2,275 00	
12/20/13	<u>2,375 00</u>	
		6,850 00
Southern Company		
03/06/13	\$367 50	
06/06/13	380 63	
09/06/13	380 63	
12/06/13	<u>380 63</u>	
		1,509 39

Spectra Energy Corp		
03/11/13	\$388 88	
06/10/13	388 88	
09/09/13	388 88	
12/09/13	<u>388 88</u>	
		1,555 52
Talisman Energy Inc		
04/01/13	\$168 75	
06/28/13	168 75	
09/30/13	168 75	
12/31/13	<u>168 75</u>	
		675 00
Teleflex, Inc		
03/15/13	\$1,530 00	
06/14/13	1,530 00	
09/13/14	1,530 00	
12/13/13	<u>1,530 00</u>	
		6,120 00
United Techs Corp		
3/11/13	\$1,605 00	
6/10/13	1,605 00	
9/13/13	1,605 00	
12/10/13	<u>1,770 00</u>	
		6,585 00
Verizon Communications		
2/1/2013	\$257 50	
5/1/2013	257 50	
8/1/2013	257 50	
11/1/2013	<u>265 00</u>	
		1,037 50
Williams Partners		
2/8/2013	\$827 50	
5/10/2013	847 50	
8/9/2013	862 50	
11/12/2013	<u>877 50</u>	
		<u>3,415 00</u>
Total Line 4		<u>71,652 48</u>
Line 12, Total Revenue		\$71,896 16

** Operating and Administrative Expenses

Line 16a, Legal fees			
6/10/2013	Richards, Layton & Finger, P A	\$8,714 89	
12/31/2013	Richards, Layton & Finger, P A	<u>7,813 06</u>	
			\$16,527 95
Line 16c, Other professional fees			
2/5/2013	Merrill Lynch-initial annual charge	\$150 00	
9/19/2013	Wire transfer fee	30 00	
12/24/2013	Wire transfer fee	120 00	
12/26/2013	Wire transfer fee	150 00	
12/30/2013	Wire transfer fee	<u>30 00</u>	
			480 00
Line 18, Taxes			
3/15/2013	Foreign Income Tax Withheld	\$37 50	
4/1/2013	Foreign Income Tax Withheld	25 31	
5/15/2013	2012 Form 990-PF Tax Due	2,530 00	
6/17/2013	Foreign Income Tax Withheld	37 50	
6/28/2013	Foreign Income Tax Withheld	25 31	
9/16/2013	Foreign Income Tax Withheld	9 38	
9/30/2013	Foreign Income Tax Withheld	25 31	
11/14/2013	Foreign Income Tax Withheld	3 75	
12/16/2013	Foreign Income Tax Withheld	9 38	
12/31/2013	Foreign Income Tax Withheld	25 31	
12/31/2013	2013 Form 990-PF Estimated Payment	<u>2,530 00</u>	
			<u>5,258 75</u>
Line 24, Total operating and administrative expenses			22,266 70
Line 25, Contributions, gifts, grants paid			
9/19/2013	The Dallas Opera	\$1,600 00	
12/24/2013	National Christian Foundation	43,000 00	
12/24/2013	Zoological Society of Florida	7,000 00	
12/24/2013	Lake Region Audubon Society	7,000 00	
12/24/2013	Henderson Behavioral Health	7,000 00	
12/24/2013	Embry-Riddle Aeronautical University	7,000 00	
12/26/2013	Family Legacy Mission International	14,680 00	
12/26/2013	Dallas Opera	11,000 00	
12/26/2013	Aspen Art Museum	5,000 00	
12/26/2013	Jazz Aspen Snowmass	5,720 00	
12/26/2013	Dallas Symphony Association	5,000 00	
12/26/2013	Calvary Chapel of Fort Lauderdale	9,000 00	
12/30/13	Pinion, Inc	7,000 00	
Line 25, Total Contributions, gifts, grants paid			<u>130,000 00</u>
Line 26a, Total expenses and disbursements			\$152,266 70
Line 27a, Excess of revenue over expenses and disbursements			(80,370 54)
Line 27b, Net investment income			66,157 41

Part II, Balance Sheets.	Beginning of year	End of year	
	(a) Book Value	(b) Fair Mkt Value	(c) Fair Mkt Value
*Assets			
Line 1, Cash	\$1,656 90	\$157 36	\$157 36
Total Line 1	\$1,656 90	\$157 36	\$157 36
Line 2, Savings and temporary cash investments			
ML Bank Deposit Program	\$338,050 00	\$259,179 00	\$259,179 00
Total Line 2	\$338,050 00	\$259,179 00	\$259,179 00
Line 10b, Investments - corporate stock			
500 shs Abbott Laboratories	20,397 85	9,785 89	\$19,165 00
500 shs Abbvie Inc		10,611 96	26,405 00
500 shs AT&T	18,314 26	18,314 26	17,580 00
1000 shs Bank of America Corp	43,324 25	43,324 25	15,570 00
1250 shs Barrick Gold Corporation	59,165 63	59,165 63	22,037 50
875 shs Berkshire Hathaway	71,279 69	71,279.69	103,740 00
4900 shs Boeing Company	345,927 75	345,927 75	668,801 00
1000 shs Bristol-Meyers Squibb Co	22,612 48	22,612 48	53,150 00
1250 shs Chesapeake Energy Okla	34,543 75	34,543 75	33,925 00
2000 shs Cisco Systems Inc	42,420 00	42,420 00	44,860 00
500 shs Coca-Cola Company	12,081 52	12,081 52	20,655 00
500 shs Coca-Cola Company	12,081 52	12,081 52	20,655 00
1500 shs Coca-Cola Company	47,486 25	47,486 25	61,965 00
4000 shs Conoco Phillips	69,736 72	69,736 72	282,600 00
516 shs Duke Energy Corp.	35,288 46	35,288.46	129,940 00
2000 shs E I DuPont de Nemours & Company	95,744 63	95,744 63	35,609 16
1000 shs Energy Transfer Partners LP	18,488 00	18,488 00	57,250 00
120 shs Frontier Communications Corp	1,095 16	1,095 16	558 00
1000 shs General Electric Co	35,036 41	35,036 41	28,030 00
1000 shs Mirant Corp	20,889 84	20,889 84	0 00
416 shs Novacopper Inc	1,302 08	1,302 08	632 32
2500 shs Novagold Resources Inc	33,210 42	33,210 42	6,350 00
3150 shs Osisko Mining Corp	42,997 34	42,997 34	13,963 64
2000 shs Phillipps 66	20,724 71	20,724 71	154,260 00
500 shs Procter & Gamble Co	31,471 97	31,471.97	40,705 00
1000 shs Schlumberger Ltd.	85,977 50	85,977 50	90,110 00
2500 shs Seadrill Ltd	84,081 25	84,081 25	102,700.00
750 shs Southern Co	23,737 28	23,737 28	30,832 50
1275 shs Spectra Energy	38,756 83	38,756 83	45,415 50
2500 shs Talisman Energy Inc	57,581 25	57,581 25	29,125 00
4500 shs Teleflex, Inc	78,890 62	78,890 62	422,370 00
3000 shs United Techs Corp	237,705 00	237,705 00	341,400 00
500 shs Verizon Communications	16,721 03	16,721 03	24,570 00
500 shs Weatherford Intl Ltd	11,848 75	11,848 75	7,745 00
1000 shs Williams Partners LP	19,776 50	19,776 50	50,860 00
Total Line 10b	\$686,547 98	\$686,547 98	\$3,003,534 62

Line 13, Investments-other

Mutual Funds-

2,500 shs Central Fund of Canada

1,500 shs DB US Dollar Ind

1,500 shs Ishares Barclays 1-3 Year

2,500 shs Ishares Gold Trust

2,000 shs Market Vector Jr GLD

500 shs Market Vectors Trust

Total Line 13

Line 16, Total assets

48,125 00	48,125 00	\$33,125 00
40,604 63	40,604 63	40,590 00
126,037 50	126,037 50	126,570 00
22,156 50	22,156 50	29,200 00
71,980 00		
	71,980 00	15,525 00
\$308,903 63	\$308,903 63	\$245,010 00
\$1,335,158 51	\$1,254,787 97	\$3,507,880 98

**Net Assets or Fund Balances

Line 27, Capital stock or trust principal

Line 30, Total net assets or fund balances

Line 31, Total liabilities and net assets/fund balances

Part III Analysis of Changes in Net Assets of Fund Balances

1	Total net assets of fund balances at beginning of year	\$1,335,158 51
2	Enter amount from Part I, line 27a	(80,370 54)
3	Other increases not included in line 2	
4	Add lines 1, 2 and 3	1,254,787 97
5	Decreases not included in line 2, (amortization of bond premiums)	
6	Total net assets or fund balances at end of year - Part II, column (b), line 31	\$1,254,787 97

Part V

Line 1 - Enter the appropriate amount in each column for each year

(a) Base period years Tax year beginning in	(b) Adjusted qualifying distributions	(c) Net value of non charitable-use assets	(d) Distribution ratio (col (b) / col (c))
2012	\$149,820 50	2,846,107 00	0 052641
2011	64,242 50	1,496,171 50	0 042938
2010	56,384 50	1,301,114 00	0 043336
2009	62,731 50	1,142,111 00	0 054926
2008	4,232 00	1,411,778 00	0 002998

Line 2 - Total of line 1, column (d) 0 196839

Line 3 - Average distribution ratio for the number of years the foundation has been in existence 0 039368

Line 4 - Enter the net value of noncharitable-use assets for from 2013 Part X, line 5 \$3,209,509 64

Line 5 - line 4 x line 3 126,351 98

Line 6 - Enter 1% of Net investment income 66,157 41 661 57

Line 7 - line 5 + line 6 127,013 55

Line 8 - Enter qualifying distributions from Part XII, line 4 146,528 00

Part VI

Line 1b - Domestic organizations that meet the section 4940(e) requirements in Part V, enter 1% of Part I, line 27b	\$661 57
Line 7-Total credits and payments	2,530.00
Line 9-Tax due	(1,868 43)

Part VII-A

Line 10 - No persons became substantial contributors during the tax year

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

(a) Name and address	(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
William E. Spruance 900 N E. 18th Ave, #1105 Ft. Lauderdale, FL 33304	-0-	-0-	-0-	

Part X-Minimum Investment Return

Line 1 - Fair market value of assets not used directly i President
charitable, etc , purposes:

a Average monthly fair market value of securities -

	Total FMV
January	\$2,627,131 22
February	2,664,441 91
March	2,786,766 47
April	2,753,832 77
May	2,816,461 00
June	2,774,089 91
July	2,913,916 56
August	2,867,552 42
September	3,008,871.10
October	3,184,994 24
November	3,222,184 45
December	3,248,544 62
(34,868,786 67 / 12)	=
	\$2,905,732 22

b Average monthly cash balances

	Total FMV
January	\$340,341 40
February	343,340 35
March	354,391 51
April	356,630 87
May	357,285 55
June	359,498 66
July	361,192 68
August	364,394 77
September	376,268 94
October	377,964 53
November	381,222 73
December	259,306 36
(4,231,838 35 / 12)	=
	352,653 20

c Fair market value of all other assets

0 00

d Total

\$3,258,385 42

Line 2 - Acquisition indebtedness applicable to line 1 assets

0 00

Line 3 - line 1d - line 2

3,258,385 42

Line 4 - Cash deemed held for charitable activities @ 1 5%

48,875 78

Line 5 - Net value of noncharitable-use assets

3,209,509 64

Line 6 - Minimum investment return - line 5 @ 5%

\$160,475 48

Part XI-Distributable Amount

Line 1 - Minimum investment return from Part X, line 6	\$160,475 48
--	--------------

Line 2 -

a Tax on investment income for 2013 from Part VI, line 5	661 57
b Income tax for 2013	0 00
c Line 2a + line 2b	661 57

Line 3 - Distributable amount before adjustments	\$159,813.91
--	--------------

Line 7 - Distributable amount as adjusted	\$159,813.91
---	--------------

Part XII-Qualifying Distributions

Line 4 - Qualifying distributions	146,528 00
-----------------------------------	------------

Line 5 - Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income - enter 1% of Part I, line 27b	\$661 57
---	----------

Line 6 - Adjusted qualifying distributions	\$145,866 43
--	--------------

Part XIII-Undistributed Income	Years prior to			
	(a) Corpus	(b) 2011	(c) 2011	(d) 2012
1 Distributable amount for 2013 from Part XI, line 7				\$159,813.91
2 Undistributed income, if any, as of 2013			\$59,948 00	
2b Undistributed income, prior years				
3 Excess distributions carryover				
4 Qualifying distributions for 2013 from Part XII, line 4	\$146,528 00			
4a Applied to 2012			59,948 00	
4b Applied to prior years				
4c Treated as distributions of corpus				
4d Applied to 2013 distributable amount				86,580 00
4e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013				
6a Enter the net total of corpus				
6f Undistributed income for 2013				73,233.91
9 Excess distributions carryover to 2014				

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address	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
Family Legacy Mission International 5005 W. Royal Lane, Ste. 252 Irving, TX 75063	N/A	Public	A grant to public charity for religious purposes	14,680 00
Aspen Art Museum 590 N Mill Street Aspen, CO 81611	N/A	Public	A grant to public charity for promotion of the art museum	5,000 00
Dallas Symphony Association 2301 Flora St Dallas, TX 75201	N/A	Public	A grant to public charity for promotion of the symphony	5,000 00
Zoological Society of Florida 12400SW a52nd St Miami, FL 33177	N/A	Public	A grant to public charity for conservation	7,000 00
Henderson Behavioral Health 4740 N State Rd , Ste 201 Laud Lakes, FL 33319-5839	N/A	Public	A grant to public charity for health related issues	7,000.00
Pinion, Inc 100 SE 3rd Ave , Ste 2700 Ft Lauderdale, FL 33394	N/A	Public	A grant to public charity for fundraising for Special Olympics	7,000 00
Calvary Chapel of Ft Lauderdale 2401 W Cypress Creek Road Ft. Lauderdale, FL 33309	N/A	Public	A grant to public charity for religious purposes	9,000 00
The Dallas Opera Winspear Opera House, 2403 Flora St , Suite 500 Dallas , TX 75201	N/A	Public	A grant to public charity for promotion of the opera	12,600 00
Jazz Aspen Snowmass 110 E Hallam Street, Suite 104 Aspen, CO 81611	N/A	Public	A grant to public charity for promotion of jazz	5,720 00
National Christian Foundation 11625 Rainwater Dr , Ste 500 Alparetta, GA 30009	N/A	Public	A grant to public charity for religious purposes	43,000 00
Lake Region Audubon Society 115 Lameroux Road Winter Haven, FL 33884	N/A	Public	A grant to public charity for conservation	7,000 00
Embry-Riddle Aeronautical Univ. 600 S Clyde Morris Blvd Daytona Beach, Florida 32114-3900	N/A	Public	A grant to public charity for educational purposes	7,000 00
Total				\$130,000 00

Attachment to 2013 FORM 990-PF
Spruance Foundation I
EIN: 51-0351914

NOTICE OF SUBSTANTIAL CONTRACTION

General William W. Spruance formed the General William W. Spruance Foundation on December 6, 1993, as an exempt organization under Section 501(c)(3) of the Code. The EIN of the General William W. Spruance Foundation is 51-0351914. General Spruance died on January 15, 2011, survived by his sons: William E. Spruance and Thomas W. Spruance.

For ease of administration, William E. Spruance and Thomas W. Spruance divided the General William W. Spruance Foundation into two separate entities by dividing the assets of the William W. Spruance Foundation equally between the existing foundation and a newly formed Foundation named Spruance Foundation II. The existing foundation and Spruance Foundation II will operate as two separate entities. William E. Spruance will be the sole member of the General William W. Spruance Foundation, and Thomas W. Spruance will be the sole member of Spruance Foundation II.

One-half of the assets of the General William W. Spruance Foundation were transferred to Spruance Foundation II by a resolution approved by the members on or about December 31, 2012. Such transfer is contingent upon approval of an application by the I.R.S., as the predecessor organization is prohibited by its Certificate of Incorporation from distributing assets to an organization described in Section 501(c)(3) that has not received approval of its exemption from federal income taxation. Spruance Foundation II has filed Form 1023, Application for Recognition of Exemption and is awaiting recognition of its exemption by the IRS.

On February 25, 2013, the General William W. Spruance Foundation filed a Certificate of Amendment of Certificate of Incorporation with the Secretary of State of the State of Delaware, a copy of which is attached. As a result, the foundation's name was changed to Spruance Foundation I.

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:58 PM 02/25/2013
FILED 04:58 PM 02/25/2013
SRV 130225654 - 2362363 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
GENERAL WILLIAM W. SPRUANCE FOUNDATION**

Pursuant to Section 242
of the General Corporation Law of the State of Delaware

General William W. Spruance Foundation, a nonstock corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Foundation"), does hereby certify that:

1. The Certificate of Incorporation of the Foundation is hereby amended by deleting Article I thereof and inserting the following in lieu thereof:

"ARTICLE I.

The name of the corporation is SPRUANCE FOUNDATION I (the "Foundation")."

2. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, General William W. Spruance Foundation has caused this Certificate to be executed by its duly authorized officer on this 15 day of FEBRUARY, 2013.

**GENERAL WILLIAM W. SPRUANCE
FOUNDATION**

By: William E. Spruance
Name: William E. Spruance
Title: Secretary