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Return of Private Foundation

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

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

2013

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

THE ELIOT SPALDING FOUNDATION
C/O JAMES SAKRISON

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

4801 E. BROADWAY BLVD., STE. 301

A Employer identification number

86-6050507

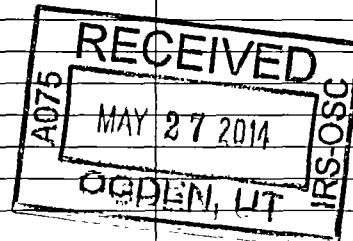
B Telephone number

(520) 624-6691

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: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____

► \$ 3,573,340. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		106,942.	106,942.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		69,761.			
Gross sales price for all assets on line 6a		1,552,520.			
7 Capital gain net income (from Part IV, line 2)			69,761.		
8 Net short-term capital gain					
9 Income modifications					
Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		176,703.	176,703.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 2	3,300.	2,310.		990.
c Other professional fees	STMT 3	25,895.	25,895.		0.
17 Interest					
18 Taxes	STMT 4	15,175.	15,175.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 5	724.	362.		362.
24 Total operating and administrative expenses Add lines 13 through 23		45,094.	43,742.		1,352.
25 Contributions, gifts, grants paid		152,376.			152,376.
26 Total expenses and disbursements Add lines 24 and 25		197,470.	43,742.		153,728.
27 Subtract line 26 from line 12:		-20,767.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			132,961.		
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED MAY 30 2014

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets					
1	Cash - non-interest-bearing				
2	Savings and temporary cash investments		99,560.	127,330.	127,330.
3	Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
7	Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments - U.S. and state government obligations	STMT 7	506,003.	0.	0.
b	Investments - corporate stock	STMT 8	2,162,344.	1,896,341.	2,182,862.
c	Investments - corporate bonds	STMT 9	561,679.	1,077,842.	1,049,706.
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other	STMT 10	0.	207,306.	213,442.
14	Land, buildings, and equipment, basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		3,329,586.	3,308,819.	3,573,340.
Liabilities					
17	Accounts payable and accrued expenses				
18	Grants payable				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable				
22	Other liabilities (describe ►)				
23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances					
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
27	Capital stock, trust principal, or current funds		3,010,288.	3,010,288.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		319,298.	298,531.	
30	Total net assets or fund balances		3,329,586.	3,308,819.	
31	Total liabilities and net assets/fund balances		3,329,586.	3,308,819.	

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	3,329,586.
2	Enter amount from Part I, line 27a	2	-20,767.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	3,308,819.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,308,819.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENT				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	1,552,520.	1,482,759.	69,761.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			69,761.		
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	69,761.		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8				3	N/A

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	163,934.	3,299,334.	.049687
2011	148,367.	3,314,807.	.044759
2010	153,801.	3,203,866.	.048005
2009	171,914.	3,001,761.	.057271
2008	164,283.	3,398,311.	.048343

2 Total of line 1, column (d)

2 .248065

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 .049613

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 3,415,387.

5 Multiply line 4 by line 3

5 169,448.

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

6 1,330.

7 Add lines 5 and 6

7 170,778.

8 Enter qualifying distributions from Part XII, line 4

8 153,728.

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.

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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	2,659.
	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	2,659.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3	Add lines 1 and 2		5	2,659.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,540.	
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	5,540.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,881.	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ►	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
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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>	1a	X
c	Did the foundation file Form 1120-POL for this year?	1b	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>	1c	X
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>	2	X
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>	If "Yes," attach a detailed description of the activities.	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	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?	N/A	
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>	6	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	7	X
AZ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <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

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► THE FOUNDATION Located at ► 4801 E. BROADWAY BLVD., STE. 301, TUCSON, AZ	Telephone no. ► (520) 624-6691 ZIP+4 ► 85711-3635
15	► 15 N/A	
16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	X No
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	X No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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?		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	X No
	If "Yes," list the years ► _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
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	X No
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
 Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

►

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A**

Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

6b

X

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

If "Yes" to 6b, file Form 8870

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

Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

N/A

7b

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

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

(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
SEE STATEMENT 11		0.	0.	0.

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

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

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

►

0

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

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

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

0

Part IX-A | Summary of Direct Charitable Activities

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

1	N/A	Expenses
2		
3		
4		

Part IX-B | Summary of Program-Related Investments

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

1	N/A	Amount
2		
3		
Total. Add lines 1 through 3 ►		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,370,349.
b	Average of monthly cash balances	1b	97,049.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,467,398.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,467,398.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	52,011.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,415,387.
6	Minimum investment return Enter 5% of line 5	6	170,769.

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	170,769.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,659.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,659.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	168,110.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	168,110.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	168,110.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	153,728.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	153,728.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	153,728.
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		
6	Adjusted qualifying distributions Subtract line 5 from line 4		

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.

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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				168,110.
2 Undistributed income, if any, as of the end of 2013			152,376.	
a Enter amount for 2012 only		0.		
b Total for prior years:				
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: ► \$ 153,728.			152,376.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,352.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
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			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				166,758.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	0.			
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				

THE ELIOT SPALDING FOUNDATION
C/O JAMES SAKRISON

Form 990-PF (2013)*

C/O JAMES SAKRISON

86-6050507

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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)

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))

CLAYTON N. NILES

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:

SEE STATEMENT 12

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:

THE ELIOT SPALDING FOUNDATION

Form 990-PF (2013)*

C/O JAMES SAKRISON

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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
a Paid during the year				
LIBRARIES LIMITED 1030 E BASELINE RD, STE 105-1025 TEMPE, AZ 85283	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	5,000.
GOSPEL RESCUE MISSION 707 W. MIRACLE MILE RD TUCSON, AZ 85705	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	5,000.
YMCA 60 W ALAMEDA ST TUCSON, AZ 85701	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	2,500.
ARTS INTEGRATION 3208 E FORT LOWELL RD TUCSON, AZ 85716	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	2,500.
ST LUKE'S HOME 615 E ADAMS ST TUCSON, AZ 85705	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	5,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 152,376.
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		(e) Related or exempt function income
		(a) Business code	(b) Amount	
1 Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				14 106,942.
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				18 69,761.
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.	176,703.
13 Total Add line 12, columns (b), (d), and (e)				13 176,703.
(See worksheet in line 13 instructions to verify calculations.)				

Relationship of Activities to the Accomplishment of Exempt Purposes

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	PIMCO INVESTMENT GRADE CORP BD	P	12/04/12	03/27/13
b	FED FARM CR BK	P	04/17/06	03/20/13
c	DFA COMMODITY STRATEGY	P	03/05/12	03/25/13
d	AQR RISK PARITY FD	P	03/05/12	03/27/13
e	PIMCO ALL ASSET ALL	P	03/05/12	03/27/13
f	DFA ONE YEAR FIXED INCOME PORT INSTL	P	03/27/13	05/31/13
g	PIMCO GLOBAL ADVANTAGE STRATEGY BD	P	03/05/12	06/05/13
h	FED HM LN MTG	P	09/10/07	06/18/13
i	FED NATL MTG	P	03/17/08	06/18/13
j	ROYCE PREMIER FD	P	03/05/12	12/05/13
k	CAPITAL GAINS DIVIDENDS			
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 44,300.		45,402.	-1,102.
b 200,000.		198,138.	1,862.
c 157,766.		166,120.	-8,354.
d 237,300.		220,182.	17,118.
e 213,300.		210,405.	2,895.
f 149,815.		150,020.	-205.
g 122,876.		124,309.	-1,433.
h 157,622.		153,664.	3,958.
i 163,568.		154,201.	9,367.
j 62,500.		60,318.	2,182.
k 43,473.			43,473.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-1,102.
b			1,862.
c			-8,354.
d			17,118.
e			2,895.
f			-205.
g			-1,433.
h			3,958.
i			9,367.
j			2,182.
k			43,473.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	69,761.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}	3	N/A

THE ELIOT SPALDING FOUNDATION
C/O JAMES SAKRISON

86-6050507

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	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
CHILDSPLAY TUCSON SCHOOL TOURING PROGRAM 408 S SIXTH AVE TUCSON, AZ 85701	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	5,000.
LITERACY CONNECTS 2850 E SPEEDWAY BLVD TUCSON, AZ 85716	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	5,000.
INTERFAITH COMMUNITY SERVICE 2820 W INA RD TUCSON, AZ 85741	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	3,000.
RED MOUNTAIN MONTESSOR ACADEMY 6426 E McDOWELL RD MESA, AZ 85215	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	7,000.
YMCA FAMILY PROGRAM UNIT 60 W ALAMEDA ST TUCSON, AZ 85701	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000.
TUCSON COMMUNITY FOOD BANK 3003 S COUNTRY CLUB RD #221 TUCSON, AZ 85713	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	5,000.
ONE-ON-ONE PARTNERS 2536 E. 6TH ST, STE 100 TUCSON, AZ 85716	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	2,500.
YOUTH ON THEIR OWN 1443 W PRINCE RD TUCSON, AZ 85705	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	5,000.
TU NIDITO 3922 N MOUNTAIN AVE TUCSON, AZ 85719	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	3,000.
BOYS & GIRLS CLUB PO BOX 40217 TUCSON, AZ 85717	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	6,000.
Total from continuation sheets				132,376.

THE ELIOT SPALDING FOUNDATION
C/O JAMES SAKRISON

86-6050507

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
DOLLARS FOR SCHOLARS 33 OCHOA <u>TUCSON, AZ 85702</u>	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	4,000.
INTERMOUNTAIN CENTERS FOR HUMAN DEVELOPMENT PO BOX 17749 <u>TUCSON, AZ 85731</u>	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	2,500.
PARKS IN FOCUS 130 S H SCOTT AVE <u>TUCSON, AZ 85701</u>	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	1,000.
MAKE WAY FOR BOOKS 3180 N SWAN RD STE 100 <u>TUCSON, AZ 85712</u>	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	6,500.
ANGEL CHARITIES FOR CHILDREN, INC PO BOX 14225 <u>TUCSON, AZ 85732</u>	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000.
UNITED WAY 330 N COMMERCE PARK LOOP, STE 200 <u>TUCSON, AZ 85745</u>	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	1,876.
AMERICAN RED CROSS 2916 E BROADWAY BLVD <u>TUCSON, AZ 85716</u>	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000.
SOUTHERN AZ LEGAL AID 2343 E BROADWAY BLVD #200 <u>TUCSON, AZ 85719</u>	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000.
PIMA COUNCIL ON AGING 8467 E BROADWAY BLVD <u>TUCSON, AZ 85710</u>	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000.
FIRST FOCUS ON KIDS 330 N COMMERCE PARK LOOP, STE 200 <u>TUCSON, AZ 85745</u>	NONE	501(C)(3) PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	10,000.
Total from continuation sheets				

THE ELIOT SPALDING FOUNDATION
C/O JAMES SAKRISON

86-6050507

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	150,415.	43,473.	106,942.	106,942.	
TO PART I, LINE 4	150,415.	43,473.	106,942.	106,942.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,300.	2,310.		990.
TO FORM 990-PF, PG 1, LN 16B	3,300.	2,310.		990.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEE	25,895.	25,895.		0.
TO FORM 990-PF, PG 1, LN 16C	25,895.	25,895.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	861.	861.		0.
EXCISE TAX	14,314.	14,314.		0.
TO FORM 990-PF, PG 1, LN 18	15,175.	15,175.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	724.	362.		362.
TO FORM 990-PF, PG 1, LN 23	724.	362.		362.

FOOTNOTES

STATEMENT 6

PART XV-1A SUBSTANTIAL CONTRIBUTOR

DURING 2007, THE FOLLOWING INDIVIDUAL BECAME A SUBSTANTIAL CONTRIBUTOR TO THE FOUNDATION BY DONATING SHARES OF STOCK IN A CLOSELY-HELD CORPORATION NAMED CACTUS PROPERTIES, INC.

CLAYTON E. NILES, A DIRECTOR OF THE FOUNDATION
3567 E. SUNRISE DRIVE, # 225
TUCSON, AZ 85718

ADDITIONAL DONATIONS IN FOLLOWING YEARS INCLUDE:

2008	5,000.
2010	10,000.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB	1,896,341.	2,182,862.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,896,341.	2,182,862.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB	1,077,842.	1,049,706.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,077,842.	1,049,706.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB	COST	207,306.	213,442.
TOTAL TO FORM 990-PF, PART II, LINE 13		207,306.	213,442.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CLAYTON N. NILES 3567 E. SUNRISE DR #225 TUCSON, AZ 85718	PRESIDENT 0.50	0.	0.	0.
JAMES M. SAKRISON 4801 E. BROADWAY STE 301 TUCSON, AZ 85711	SECRETARY 5.00	0.	0.	0.
TERRY GODDARD 503 WEST PORTLAND PHOENIX, AZ 85003	VICE PRESIDENT 0.00	0.	0.	0.
CLAYTON E. NILES 3567 E. SUNRISE DR #225 TUCSON, AZ 85718	TREASURER 1.00	0.	0.	0.
ROBERT HARBOUR 1985 E. RIVER ROAD STE 201 TUCSON, AZ 85718	DIRECTOR 0.00	0.	0.	0.
HOLLY CLARK 4959 ROCK CANYON ROAD TUCSON, AZ 85750	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MR. JAMES M. SAKRISON
4801 E. BROADWAY STE 301
TUCSON, AZ 85711

TELEPHONE NUMBER

(520)624-6691

FORM AND CONTENT OF APPLICATIONS

REQUEST FOR CONSIDERATION SHOULD BE IN A TYPEWRITTEN FORMAT WITH EVIDENCE OF TAX-EXEMPT STATUS, AS WELL AS INDICATING THE CHARITABLE PURPOSE THE FUNDING WILL SERVE.

ANY SUBMISSION DEADLINES

REQUESTS SHOULD BE RECEIVED NO LATER THAN NOVEMBER 1 OF THE YEAR THEY ARE TO BE DISTRIBUTED.

RESTRICTIONS AND LIMITATIONS ON AWARDS

N/A

Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE ELIOT SPALDING FOUNDATION

Statement Period
December 1-31, 2013
Account Number
6626-0053

Investment Detail - Cash and Money Market Funds [Sweep]

Cash	Market Value	% of Account Assets
Cash	2,213.10	<1%
Total Cash	2,213.10	<1%

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield	% of Account Assets
SCH ADV CASH RESRV PREM: SWZXX	125,117.3400	1.0000	125,117.34	0.01%	4%
Total Money Market Funds [Sweep]			125,117.34		
Total Cash & Money Market [Sweep]			127,330.44		

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	% of Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
PIMCO GLOBAL ADVANTAGE STRATEGY BD INST SYMBOL: PSAIX	14,618.4280	11.0400	161,387.45	5%	11.38	166,329.31	(4,941.86)

Schwab has provided accurate gain and loss information whenever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE ELIOT SPALDING FOUNDATION

Account Number
6626-0053
Statement Period
December 1-31, 2013

Investment Detail - Mutual Funds (continued)

Bond Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
PIMCO INCM INST CL SYMBOL: PIMIX	19,916.5290	12.2600	244,176.65	7%	12.45	247,915.69	(3,739.04)
PIMCO INVESTMENT GRADE CORP BD INSTL SYMBOL: PIGIX	14,934.1460	10.2400	152,925.66	4%	11.26	167,637.78	(14,712.12)
PIMCO TOTAL RETURN FUND INSTL CL SYMBOL: PTTRX	22,789.5140	10.6900	243,619.90	7%	11.02	251,040.00	(7,420.10)
STONE RIDGE HIGH YIELD ♀ REINSURANCE RISK PREMI SYMBOL: SHRIX	6,921.7860	10.2200	70,740.65	2%	10.12	70,029.45	711.20
STONE RIDGE REINSURANCE ♀ RISK PREM I SYMBOL: SREIX	17,321.7990	10.2100	176,855.57	5%	10.10	174,889.45	1,966.12
Total Bond Funds	96,502.2020		1,049,705.88	29%		1,077,841.68	(28,135.80)
Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
AQR RISK PARITY FD CL I SYMBOL: AQRIX	17,468.9830	10.7700	188,140.95	5%	11.17	195,137.94	(6,966.99)
DFA EMERGING MKTS CORE EQTY PORT INSTL SYMBOL: DFCEX	16,496.8930	19.4600	321,029.54	9%	20.30	334,840.00	(13,810.46)
DFA INTL SMALL CAP VALUE PORT INSTL SYMBOL: DSYX	9,649.5330	20.3500	196,368.00	5%	15.90	153,440.00	42,928.00

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

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SIPC

Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE ELIOT SPALDING FOUNDATION

Account Number
6626-0053
Statement Period
December 1-31, 2013

Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DFA US LARGE CAP VALUE PORT INSTL SYMBOL: DFLVX	6,107.0490	31.6200	193,104.89	5%	22.16	135,315.28	57,789.61
DFA US TARGETED VALUE PORT INSTL SYMBOL: DFFVX	9,436.6360	22.7700	214,872.20	6%	17.40	164,240.00	50,632.20
PIMCO ALL ASSET ALL AUTHORITY CL INST SYMBOL: PAUXX	18,990.2560	9.9000	188,003.53	5%	10.79	204,914.73	(16,911.20)
ROYCE PREMIER FUND INVESTMENT CL SYMBOL: RYPRX	6,015.4070	22.1100	133,000.65	4%	20.42	122,722.47	10,278.18
SCHWAB FUNDAMENTAL US LARGE CO INDEX SYMBOL: SFLNX	26,144.2620	14.2000	371,248.52	10%	10.69	279,400.00	91,848.52
THORNBURG INTL VALUE FD INST CLASS SYMBOL: TGVIX	5,847.4660	32.0600	187,469.76	5%	27.33	160,590.69	26,879.07
VANGUARD GROWTH INDEX FD SIGNAL SYMBOL: VIGSX	4,278.5100	44.3200	189,623.56	5%	34.06	145,740.00	43,883.56
Total Equity Funds	120,344,9660		2,182,961.80	51%		1,896,341.11	286,520.69
Total Mutual Funds	216,837,1970		3,232,587.78	50%		2,970,182.78	255,384.69

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE ELIOT SPALDING FOUNDATION

Account Number
6626-0053
Statement Period
December 1-31, 2013

Investment Detail - Other Assets

Other Assets

JP MORGAN EXCH TRADED NT
ALERIAN MLP
SYMBOL: AMJ

Total Other Assets

	Quantity	Market Price	Market Value	Cost Basis	% of Account Assets	Unrealized Gain or (Loss)
JP MORGAN EXCH TRADED NT	4,605.0000	46.3500	213,441.75	207,306.29	6%	6,135.46
Total Other Assets	4,605.0000	46.3500	213,441.75	207,306.29	6%	6,135.46

Total Investment Detail

	Total Account Value	Total Cost Basis
Total Investment Detail	\$ 573,339.87	\$ 517,899.98

Schwab has provided accurate realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. If all data for a given investment is not available, the investment will not be listed here. Option Customers. Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see Endnotes for Your Account® section for an explanation of the endnote codes and symbols on this statement.

Application for Extension of Time To File an
Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. THE ELIOT SPALDING FOUNDATION C/O JAMES SAKRISON	Employer identification number (EIN) or 86-6050507
	Number, street, and room or suite no. If a P O box, see instructions 4801 E. BROADWAY BLVD., STE. 301	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions TUCSON, AZ 85711-3635	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990 EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

THE FOUNDATION

- The books are in the care of ► **4801 E. BROADWAY BLVD., STE. 301 - TUCSON, AZ 85711-3635**
Telephone No ► **(520) 624-6691** Fax No ► **_____**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) **_____**. If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year **2013** or

► tax year beginning **_____**, and ending **_____**

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	2,659.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	5,540.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions