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## Return of Private Foundation

OMB No. 1545-0052

2013

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
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 Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

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) Room/suite  
**4801 E. BROADWAY BLVD., STE. 301**

City or town, state or province, country, and ZIP or foreign postal code  
**TUCSON, AZ 85711-3635**

**G** Check all that apply: ☐ Initial return ☐ Initial return of a former public charity  
☐ Final return ☐ Amended return  
☐ Address change ☐ Name change

**H** Check type of organization: ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
**\$ 3,573,340.** (Part I, column (d) must be on cash basis)

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

**A** Employer identification number  
**86-6050507**

**B** Telephone number  
**(520) 624-6691**

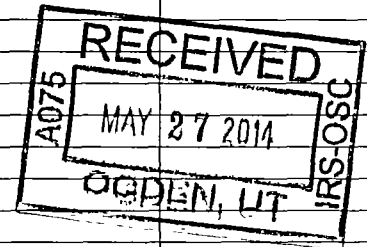
**C** If exemption application is pending, check here ☐

**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 ☐

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)
Revenue	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.			
	b 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				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	176,703.	176,703.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 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:					
a Excess of revenue over expenses and disbursements	-20,767.				
b Net investment income (if negative, enter -0-)		132,961.			
c Adjusted net income (if negative, enter -0-)			N/A		



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SCANNED MAY 30 2014

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

**Part III Analysis of Changes in Net Assets or Fund Balances**

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

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 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) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			69,761.

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;">           2         </div> </div>	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	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 8, column (c).            If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;">           3         </div> </div>	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. 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		1	2,659.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,659.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	2,659.
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 <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 <b>Tax due</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9		
10 <b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	2,881.	
11 Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>AZ</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► THE FOUNDATION Telephone no. ► (520) 624-6691 Located at ► 4801 E. BROADWAY BLVD., STE. 301, TUCSON, AZ ZIP+4 ► 85711-3635			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes No	X X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
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 N/A ► <input type="checkbox"/>	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?	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 type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <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) N/A	3b	
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

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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

(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 ☒ Nob 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

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

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?

☐ Yes ☒ No

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

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





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

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

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

**Part XII****Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	153,728.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	153,728.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	<b>6</b>	153,728.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				168,110.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			152,376.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 153,728.				
<b>a</b> Applied to 2012, but not more than line 2a			152,376.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				1,352.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				166,758.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				



## THE ELIOT SPALDING FOUNDATION

Form 990-PF (2013)\*

C/O JAMES SAKRISON

86-6050507

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

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
<b>a Paid during the year</b>				
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.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>152,376.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	106,942.	
		18	69,761.	
	0.		176,703.	0

13      176,703

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

[illegible]

## 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 described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  | Yes   | No |
|----------|--|-------|----|
|          |  |       |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |       |    |
|          | (1) Cash   | 1a(1) | X  |
|          | (2) Other assets   | 1a(2) | X  |
| <b>b</b> | Other transactions:  |       |    |
|          | (1) Sales of assets to a noncharitable exempt organization   | 1b(1) | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   | 1b(2) | X  |
|          | (3) Rental of facilities, equipment, or other assets   | 1b(3) | X  |
|          | (4) Reimbursement arrangements   | 1b(4) | X  |
|          | (5) Loans or loan guarantees   | 1b(5) | X  |
|          | (6) Performance of services or membership or fundraising solicitations   | 1b(6) | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    | X  |
| <b>d</b> | 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. |       |    |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**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.

Signature of officer or trustee

Date 5/20/14

Director

May the IRS discuss this return with the preparer shown below (see instr 1)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name \_\_\_\_\_

DAVID B. BARBER,  
CPA/CFE

Preparer's signature



Date \_\_\_\_\_

5/20/14

Check ☐ if  
self-employed

PTIN	
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P00348638

Firm's name ► REGIER CARR & MONROE, L.L.P.

Firm's EIN ▶ 48-0573184

Firm's address ▶ 4801 E BROADWAY BLVD, STE 501  
TUCSON, AZ 85711-3648

Phone no 520-624-8229

**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 INVESEMENT 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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-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.
<b>Total from continuation sheets</b>				<b>132,376.</b>



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

86-6050507

### 3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

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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 INVEST- MENT 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.	

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT 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.

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT 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.

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FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT 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.

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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		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		1,049,706.

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.

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FORM 990-PF                      PART VIII - LIST OF OFFICERS, DIRECTORS                      STATEMENT 11  
    TRUSTEES AND FOUNDATION MANAGERS

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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

**Investment Detail - Cash and Money Market Funds [Sweep]**

Cash	Market Value	% of Account Assets
Cash	2,213.10	<1%
<b>Total Cash</b>	<b>2,213.10</b>	<b>&lt;1%</b>

**Money Market Funds [Sweep]**

SCH ADV CASH RESRV PREM: SWZXX	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%
<b>Total Money Market Funds [Sweep]</b>			<b>125,117.34</b>		<b>4%</b>
<b>Total Cash &amp; Money Market [Sweep]</b>			<b>127,330.44</b>		<b>4%</b>

**Investment Detail - Mutual Funds**

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

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.



**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: PTRRX	22,789.5140	10.6900	243,619.90	7%	11.02	251,040.00	(7,420.10)
STONE RIDGE HIGH YIELD 2 REINSURANCE RISK PREM I SYMBOL: SHRIX	6,921.7860	10.2200	70,740.65	2%	10.12	70,029.45	711.20
STONE RIDGE REINSURANCE 2 RISK PREM I SYMBOL: SREIX	17,321.7990	10.2100	176,855.57	5%	10.10	174,889.45	1,966.12
<b>Total Bond Funds</b>	<b>96,502.2020</b>		<b>1,046,705.88</b>	<b>29%</b>		<b>1,077,341.68</b>	<b>(28,135.80)</b>

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: AQRX	17,468.9830	10.7700	188,140.95	5%	11.17	195,137.94	(6,996.99)
DFA EMERGING MKTS CORE EQTY PORT INSTL SYMBOL: DFCX	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: DISVX	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.

**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: PAUIX	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
<b>Total Equity Funds</b>	<b>120,434.9950</b>		<b>2,182,851.60</b>	<b>51%</b>		<b>1,896,341.11</b>	<b>286,520.49</b>
<b>Total Mutual Funds</b>	<b>216,937.1970</b>		<b>3,232,567.46</b>	<b>90%</b>		<b>2,878,182.79</b>	<b>255,384.66</b>

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.

**Investment Detail - Other Assets**

**Other Assets**

JP MORGAN EXCH TRADED NT  
ALERIAN MLP  
SYMBOL: AMJ

Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)
4,605,0000	46.3500	213,441.75	6%	6,135.46
		207,306.29		

**Cost Basis**

**Total Other Assets**

4,605,0000  
213,441.75  
207,306.29

6,135.46

**Total Cost Basis**

**Total Investment Detail**

3,573,339.67

**Total Account Value**

3,573,339.67

**Total Cost Basis**

3,187,000.78

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](http://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](http://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

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

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

<b>3a</b> 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.	<b>3a</b>	\$	<b>2,659.</b>
<b>b</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.	<b>3b</b>	\$	<b>5,540.</b>
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	<b>0.</b>

**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.