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Form **990-PF****Return of Private Foundation**

OMB No. 1545-0052

**2013**Department of the Treasury  
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation  
Do not enter Social Security numbers on this form as it may be made public.Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

Open to Public Inspection

For calendar year 2013 or tax year beginning

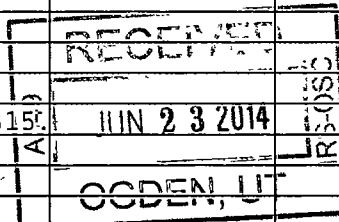
02/01, 2013, and ending

01/31, 2014

Name of foundation <b>SPRING CHR TR</b>		A Employer identification number <b>23-6290545</b>
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) <b>800-352-3705</b>
<b>1525 W W.T. HARRIS BLVD. D1114-044</b>		
City or town, state or province, country, and ZIP or foreign postal code <b>CHARLOTTE, NC 28262</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 13,078,651.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule) <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		35.	35.		STMT 1
4 Dividends and interest from securities		303,795.	303,192.		STMT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		530,315.			
b Gross sales price for all assets on line 6a <b>3,433,120.</b>			530,315.		
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		834,145.	833,542.		
13 Compensation of officers, directors, trustees, etc.		140,468.	84,281.		56,187.
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 4		1,000.	NONE	NONE	1,000.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 5		18,464.	5,370.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule) STMT 6		25,831.	25,831.		
24 Total operating and administrative expenses. Add lines 13 through 23		185,763.	115,482.	NONE	57,187.
25 Contributions, gifts, grants paid		375,000.			375,000.
26 Total expenses and disbursements. Add lines 24 and 25		560,763.	115,482.	NONE	432,187.
27 Subtract line 26 from line 12		273,382.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			718,060.		
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .				
	2	Savings and temporary cash investments . . . . .	242,174.	425,353.	425,353.	
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .		886,758.	886,451.	
	b	Investments - corporate stock (attach schedule) . . . . .	5,944,343.	5,985,429.	9,311,373.	
	c	Investments - corporate bonds (attach schedule) . . . . .	101,222.	2,124,331.	2,362,851.	
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans . . . . .				
	13	Investments - other (attach schedule) . . . . .	2,949,164.	85,914.	92,623.	
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶) . . . . .	STMT 14)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	9,236,903.	9,507,785.	13,078,651.		
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 (attach schedule) . . . . .				
	22	Other liabilities (describe ▶) . . . . .				
	23	Total liabilities (add lines 17 through 22) . . . . .		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds . . . . .	9,236,903.	9,507,785.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	Total net assets or fund balances (see instructions) . . . . .	9,236,903.	9,507,785.			
31	Total liabilities and net assets/fund balances (see instructions) . . . . .	9,236,903.	9,507,785.			

## 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	9,236,903.
2	Enter amount from Part I, line 27a . . . . .	2	273,382.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 16	3	7,419.
4	Add lines 1, 2, and 3 . . . . .	4	9,517,704.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 17	5	9,919.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	9,507,785.

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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 PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<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> 3,433,120.		2,902,805.	530,315.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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>			530,315.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	530,315.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>			<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	507,784.	11,766,137.	0.043156
2011	532,101.	11,608,545.	0.045837
2010	558,301.	11,075,448.	0.050409
2009	667,362.	9,646,555.	0.069181
2008	661,952.	10,684,318.	0.061955
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.270538
<b>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</b>			<b>3</b> 0.054108
<b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>			<b>4</b> 12,650,365.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 684,486.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 7,181.
<b>7 Add lines 5 and 6</b>			<b>7</b> 691,667.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 432,187.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .			
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	14,361.
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	
3 Add lines 1 and 2 . . . . .		3	14,361.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	14,361.
6 Credits/Payments.			
a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a	11,088.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	11,088.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	3,273.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/> <input type="checkbox"/>	11		

**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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? . . . . .		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
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 ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		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? . . . . .		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	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) ► PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by 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

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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? . . . . .	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> WELLS FARGO BANK Telephone no. <input type="checkbox"/> (800) 352-3705			
Located at <input type="checkbox"/> 1W 4TH ST 2ND FLOOR, WINSTON SALEM, NC ZIP+4 <input type="checkbox"/> 27107				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .	<input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year . . . . .		<input type="checkbox"/> 15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <input type="checkbox"/>				

**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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 <input type="checkbox"/>		
b Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . .	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) . . . . .	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? . . . . .	4b	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

**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? ☐ Yes ☒ No **6b** X

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? ☐ Yes ☒ No **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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WELLS FARGO BANK, NA 1525 WEST WT HARRIS BLVD, CHARLOTTE, NC 28288-5709	CO TRUSTEE 40	124,156.	-0-	-0-
DIANNE L SEMINGSON 602 SPRUCE STREET, PHILADELPHIA, PA 19106	CO-TRUSTEE 5	16,312.	-0-	-0-

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

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

**Total number of other employees paid over \$50,000** ☐ **NONE**

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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** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services . . . . .		NONE

**Part IX-A Summary of Direct Charitable Activities**

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

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

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

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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	12,604,506.
b	Average of monthly cash balances	1b	238,504.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	<b>Total</b> (add lines 1a, b, and c)	1d	12,843,010.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	12,843,010.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	192,645.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	12,650,365.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	632,518.

**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	632,518.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	14,361.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14,361.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	618,157.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	618,157.
6	Deduction from distributable amount (see instructions)	6	NONE
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	618,157.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	432,187.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	432,187.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	6	432,187.

**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 . . . . .				618,157.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only . . . . .			112,966.	
<b>b</b> Total for prior years 20 <u>11</u> , 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008 . . . . .	NONE			
<b>b</b> From 2009 . . . . .	NONE			
<b>c</b> From 2010 . . . . .	NONE			
<b>d</b> From 2011 . . . . .	NONE			
<b>e</b> From 2012 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>432,187.</u>				
<b>a</b> Applied to 2012, but not more than line 2a . . .			112,966.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2013 distributable amount . . . . .				319,221.
<b>e</b> Remaining amount distributed out of corpus . .	NONE			
<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) )	NONE			NONE
<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	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<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 . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				298,936.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . .	NONE			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	NONE			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009 . . .	NONE			
<b>b</b> Excess from 2010 . . .	NONE			
<b>c</b> Excess from 2011 . . .	NONE			
<b>d</b> Excess from 2012 . . .	NONE			
<b>e</b> Excess from 2013 . . .	NONE			

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

NOT APPLICABLE

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . .

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

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

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

**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.

N/A

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

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

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

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

**c** Any submission deadlines:

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

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

Recipient 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>				
SIMPSON HOUSE INC 2101 BELMONT AVENUE PHILADELPHIA PA 19103	NA	PC	GENERAL SUPPORT	100,000.
SALVATION ARMY-BRISTOL DIVISION 120 W . 14TH STREET NEW YORK NY 10011	NA	PC	GENERAL SUPPORT	25,000.
BUCKS CITY ASSOC FOR THE BLIND 400 FREEDOM DRIVE NEWTOWN PA 18940	NA	PC	GENERAL SUPPORT	50,000.
SHRINERS HOSPITAL FOR CHILDREN 2900 ROCKY POINT DR. TAMPA FL 33631-3356	NA	PC	GENERALL SUPPORT	200,000.
<b>Total</b> . . . . .			<b>3a</b>	375,000.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			<b>3b</b>	

## Enter gross amounts unless otherwise indicated.

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

## Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

**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

**Sign Here**

*[Signature]* SVP

---

**Wells Fargo Bank, N A**

Signature of officer or trustee

**Date**      **Title**

05/30/2014      Trustee

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				
	Firm's address ▶				
			Firm's EIN ▶		
			Phone no		

Form **990-PF** (2013)

SPRING CHR TR

23-6290545

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
WELLS FARGO - SECURED MARKET DEPOSIT ACC	35.	35.
TOTAL	35.	35.
	=====	=====

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ALLY MASTER OWNER TR 1.540% 9/16/19	143.	143.
ANHEUSER-BUSCH INBEV 2.500% 7/15/22	183.	183.
APPLE INC 2.400% 5/03/23	5.	5.
ABERDEEN TOTAL RETURN BD FD-I #1524	4,776.	4,174.
ASIAN DEVELOPMENT BA 0.500% 6/20/16	22.	22.
BANK OF AMERICA CORP 3.750% 7/12/16	221.	221.
BANK OF NOVA SCOTIA 3.400% 1/22/15	210.	210.
BARCLAYS BANK PLC 5.200% 7/10/14	278.	278.
WILLIAM BLAIR INTERNATIONAL GROWTH FD CL	3,668.	3,668.
BUCKEYE PARTNERS LP 2.650% 11/15/18	1.	1.
BUNGE LIMITED FINANC 3.200% 6/15/17	120.	120.
CISCO SYSTEMS INC 4.450% 1/15/20	253.	253.
CONAGRA FOODS INC 1.900% 1/25/18	128.	128.
DODGE & COX INT'L STOCK FD # 1048	5,725.	5,725.
DODGE & COX INCOME FD COM	12,120.	12,120.
EBAY INC 1.350% 7/15/17	70.	70.
ECOLAB INC 1.450% 12/08/17	42.	42.
EUROPEAN INVESTMENT 1.000% 6/15/18	40.	40.
EXPRESS SCRIPTS INC 3.125% 5/15/16	35.	35.
FHLMC POOL #G08546 4.000% 9/01/43	266.	266.
FED NATL MTG ASSN 0.875% 12/20/17	109.	109.
FED HOME LN MTG CORP 2.375% 1/13/22	143.	143.
FED HOME LN MTG CORP 1.375% 5/01/20	14.	14.
FNMA POOL #AV4311 3.000% 11/01/28	179.	179.
FORD CREDIT FLOORPLA 1.920% 1/15/19	235.	235.
GOLDEN SMALL CAP CORE FUND	3,502.	3,502.
GOLDEN LARGE CAP CORE FUND-I	9,444.	9,444.
GNMA POOL #759193 3.500% 2/15/26	121.	121.
GOLDMAN SACHS GROUP 3.625% 1/22/23	287.	287.
GOLDMAN SACHS LARGE CAP VALUE FUND INST	3,331.	3,331.
ING INTERNATIONAL REAL EST-I #2664	16,769.	16,769.
INTEL CORP 1.350% 12/15/17	65.	65.
DMD478 5892 05/30/2014 15:18:38		



## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ISHARES SELECT DIVIDEND ETF	33,421.	33,421.
ISHARES S&P 500 INDEX FUND	23,583.	23,583.
ISHARES MSCI EMERGING MKTS INDEX FUND	16,290.	16,290.
ISHARES MSCI EAFE INDEX FD	28,908.	28,908.
ISHARES RUSSELL MID-CAP VALUE	8,324.	8,324.
ISHARES RUSSELL MID-CAP GROWTH	4,157.	4,157.
ISHARES RUSSELL 2000 VALUE INDEX FUND	6,420.	6,420.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	2,662.	2,662.
PERKINS MID CAP VALUE F/C I #1167	7,500.	7,500.
JPMORGAN HIGH YIELD FUND SS #3580	35,777.	35,777.
KOHL'S CORPORATION 4.000% 11/01/21	22.	22.
KRAFT FOODS GROUP IN 2.250% 6/05/17	73.	73.
NORTHROP GRUMMAN COR 1.750% 6/01/18	30.	30.
ORACLE CORP 2.375% 1/15/19	146.	146.
PIMCO FDS PAC INVT MGMT SER MODE DUR INS	10,840.	10,840.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	7,326.	7,326.
PIMCO FOREIGN BOND FUND-INST	3,501.	3,501.
PIMCO EMERG MKTS BD-INST #137	20,121.	20,121.
PIMCO COMMODITY REAL RET STRAT-I#45	10,038.	10,038.
ROWE T PRICE REAL ESTATE FD COM	14,823.	14,823.
US TREASURY NOTE 3.250% 7/31/16	624.	624.
US TREASURY NOTE 1.250% 10/31/15	21.	21.
US TREASURY NOTE 0.875% 1/31/17	144.	144.
US TREASURY NOTE 0.250% 5/15/15	12.	12.
US TREASURY NOTE 1.125% 12/31/19	150.	150.
VANGUARD INFLAT-PROT SECS-ADM #5119	2,394.	2,394.
VANGUARD INFLAT PROTECT SEC FD #119	182.	182.
WELLS FARGO ADV INTL BOND-IS #4705	970.	970.
WF ADV ENDEAVOR SELECT-I #3124	2,831.	2,831.
TOTAL	303,795.	303,192.
=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	2,006.	
FEDERAL ESTIMATES - PRINCIPAL	11,088.	
FOREIGN TAXES ON QUALIFIED FOR	4,610.	4,610.
FOREIGN TAXES ON NONQUALIFIED	760.	760.
	-----	-----
TOTALS	18,464.	5,370.
	=====	=====

SPRING CHR TR

23-6290545

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OSG FEE	25,831.	25,831.
TOTALS	----- 25,831. =====	----- 25,831. =====

SPRING CHR TR

23-6290545

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS  
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
3128MJTC4 FHLMC POOL #G08546	51,762.	51,515.
313383V81 FED HOME LN BK	54,990.	55,084.
3135G0RT2 FED NATL MTG ASSN	68,654.	69,061.
3137EADB2 FED HOME LN MTG CORP	24,146.	24,415.
3137EADR7 FED HOME LN MTG CORP	42,694.	42,955.
3137EADS5 FED HOME LN MTG CORP	55,152.	55,296.
3138XFYH2 FNMA POOL #AV4311	51,533.	51,204.
36230UGA1 GNMA POOL #759193	29,339.	29,370.
912828LD0 US TREASURY NOTE	75,209.	74,769.
912828PE4 US TREASURY NOTE	106,959.	106,768.
912828RH5 US TREASURY NOTE	60,059.	59,911.
912828SC5 US TREASURY NOTE	60,230.	60,267.
912828SF8 US TREASURY NOTE	48,705.	48,551.
912828SU5 US TREASURY NOTE	90,005.	90,085.
912828UF5 US TREASURY NOTE	67,321.	67,200.
	-----	-----
TOTALS	886,758.	886,451.
	=====	=====

SPRING CHR TR

23-6290545

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
34984T881 GOLDEN LARGE CAP COR	207,551.	375,738.
34984T857 GOLDEN SMALL CAP COR	97,423.	245,668.
37142Y401 GOLDMAN SACHS GROWTH		
38142Y773 GOLDMAN SACHS L/C VA	145,486.	310,191.
464287168 ISHARES SELECT DIVID	701,441.	1,061,974.
4624287648 ISHARES RUSSEL 2000		
464287630 ISHARES RUSSELL 2000	212,762.	323,359.
464287200 ISHARES CORE S & P 5	797,798.	1,263,149.
464287481 ISHARES RUSSELL MID-	297,271.	511,005.
464287473 ISHARES RUSSELL MID-	297,378.	478,084.
47103C241 PERKINS MID CAP VALU	129,091.	220,014.
780905212 ROYCE VALUE PLUS FUN		
949915565 WF ADV ENDEAVOR SELE	309,297.	749,102.
04315J837 ARTIO INTERNATIONAL		
256506103 DODGE & COX INT		
464287465 ISHARES MSCI EAFE ET	796,874.	993,270.
464287234 ISHARES MSCI EMERGIN	664,875.	622,344.
CALL WRITE ISHARES DJ SEL DIV		
CALL WRITE ISHARES DJ SEL DIV		
CALL WRITE ISHARES MSCI EAFE		
CALL WRITE ISHARES MSCI EAFE		
CALL WRITE ISHARES MSCI EMER M		
CALL WRITE ISHARES RUSL 2000 V		
CALL WRITE ISHARES S & P 500		
256206103 DODGE & COX INT'L ST	131,005.	309,613.
38142Y401 GOLDMAN SACHS GRTH O		
44980Q518 ING INTERNATIONAL RE	153,850.	269,161.
464287648 ISHARES RUSSELL 2000	252,225.	340,925.
722005667 PIMCO COMMODITY REAL	341,627.	318,922.

SPRING CHR TR

23-6290545

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
779919109 T ROWE PRICE REAL ES	213,475.	661,272.
093001774 WILLIAM BLAIR INTL G	236,000.	257,582.
	-----	-----
TOTALS	5,985,429.	9,311,373.
	=====	=====

SPRING CHR TR

23-6290545

FORM 990PF, PART II - CORPORATE BONDS  
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
04315J209 ARTIO TOTAL RETURN		
256210105 DODGE & COX	410,515.	551,533.
4812C0803 JPMORGAN HIGH YIELD		
6933390700 PIMCO TOTAL RETURN F		
922031869 VANGUARD INFLATION		
6933391559 PIMCO EMERG MKTS BD-	251,165.	321,479.
6933390882 PIMCO FOREIGN BD FD	94,906.	110,672.
94985D582 WELLS FARGO ADV INTL	101,222.	111,585.
009158AQ9 AIR PRODUCTS & CHEMI	25,717.	25,639.
025816AX7 AMERICAN EXPRESS	34,963.	34,711.
02665WAB7 AMERICAN HONDA FINAN	25,101.	25,109.
03523TBP2 ANHEUSER-BUSCH INBEV	27,922.	28,316.
037833AK6 APPLE INC	22,905.	22,889.
045167CG6 ASIAN DEVELOPMENT BA	24,961.	24,960.
05531FAK9 BB&T CORPORATION	30,591.	30,796.
05565QBN7 BP CAPITAL MARKETS	26,153.	26,055.
06051GEK1 BANK OF AMERICA CORP	26,560.	26,520.
06406HCD9 BANK OF NEW YORK MEL	25,017.	25,045.
064149A64 BANK OF NOVA SCOTIA	25,929.	25,750.
06739FFZ9 BARCLAYS BANK PLC	25,844.	25,529.
084664BX8 BERKSHIRE HATHAWAY	25,069.	25,138.
118230AL5 BUCKEYE PARTNERS LP	24,957.	24,903.
120568AV2 BUNGE LIMITED FINANC	25,992.	25,879.
151020AK0 CELGENE CORP	25,178.	25,229.
17275RAH5 CISCO SYSTEMS INC	27,716.	27,755.
172967GL9 CITIGROUP INC	24,070.	23,902.
205887BQ4 CONAGRA FOODS INC	24,736.	24,908.
25459HBE4 DIRECTV HOLDINGS/FIN	25,502.	25,635.
278642AG8 EBAY INC	25,129.	25,008.



SPRING CHR TR

23-6290545

FORM 990PF, PART II - CORPORATE BONDS  
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
278865AP5 ECOLAB INC	34,531.	34,521.
298785GC4 EUROPEAN INVESTMENT	24,317.	24,436.
302182AF7 EXPRESS SCRIPTS INC	26,263.	26,094.
36962G3U6 GENERAL ELEC CAP COR	29,042.	28,867.
370334BH6 GENERAL MILLS INC	29,314.	29,166.
38141GRD8 GOLDMAN SACHS GROUP	28,898.	29,279.
40414LAJ8 HCP INC	24,885.	25,164.
458140AL4 INTEL CORP	29,720.	29,932.
459200GJ4 IBM CORPORATION	29,185.	28,769.
46625HHU7 JPMORGAN CHASE & CO	31,604.	32,133.
500255AR5 KOHL'S CORPORATION	25,202.	25,346.
50076QAY2 KRAFT FOODS GROUP IN	25,494.	25,673.
61746BDJ2 MORGAN STANLEY	24,747.	24,630.
61945CAC7 MOSAIC CO	25,090.	25,027.
666807BF8 NORTHROP GRUMMAN COR	24,631.	24,869.
68389XAQ8 ORACLE CORP	30,601.	30,560.
693476BH5 PNC FUNDING CORP	25,920.	25,790.
713448CA4 PEPSICO INC	25,061.	25,061.
78008T2C7 ROYAL BK OF CANADA	25,245.	25,243.
822582AX0 SHELL INTERNATIONAL	49,666.	49,896.
867914BF9 SUNTRUST BANKS INC	25,081.	25,160.
89152UAE2 TOTAL CAPITAL SA	25,908.	25,837.
89233P5E2 TOYOTA MOTOR CREDIT	25,746.	25,748.
91159HHE3 US BANCORP	19,975.	20,057.
92343VBP8 VERIZON COMMUNICATIO	26,619.	26,595.
931422AH2 WALGREEN CO	23,766.	24,053.
TOTALS	2,124,331.	2,362,851.

SPRING CHR TR

23-6290545

FORM 990PF, PART II - OTHER INVESTMENTS  
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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
44980Q518 ING INT REAL ESTATE	C		
722005667 PIMCO COMMODITY REAL	C		
779919109 T ROWE PRICE REAL ES	C		
04315J209 ARTIO TOTAL RETURN B	C		
256210105 DODGE & COX INCOME F	C		
2ST996559W CALL WRITE EEM @ 45	C		
2ST996567W CALL WRITE EEM @ 45	C		
3ZQ9953Z3W CALL WRITE EFA @ 59	C		
4812C0803 JPMORGAN HIGH YIELD	C		
49D994965W CALL WRITE EEM @ 47	C		
5WX9938P2W CALL WRITE IVV @ 15	C		
5WX9939Q9W CALL WRITE IVV @ 15	C		
5WX9939R7W CALL WRITE IVV @ 15	C		
693390593 PIMCO MODERATE DURAT	C		
693390700 PIMCO TOTAL RET FD-I	C		
693390882 PIMCO FOREIGN BD FD	C		
693391559 PIMCO EMERG MKTS BD-	C		
922031869 VANGUARD INFLAT PROT	C		
9NE993549W CALL WRITE EFA @ 60	C		
02005ACW6 ALLY MASTER OWNER TR	C		
11Q995J75 CALL WRITE EFA @ 68.	C		
11Q995KM0 CALL WRITE EFA @ 67.	C		
12F994PN6 CALL WRITE EEM @ 40.	C		
12F994QX3 CALL WRITE EEM @ 41.	C		
1MQ995CG6 CALL WRITE DVY @ 73.	C		
1YX995BL2 CALL WRITE IWS @ 68.	C		
29X995830 CALL WRITE IWO @ 140	C		
2WS994CM1 CALL WRITE EFA @ 67.	C		
34528QBP8 FORD CREDIT FLOORPLA	C		
		49,758.	49,933.
		-1,805.	-870.
		-759.	-189.
		-1,458.	-1,050.
		-1,079.	-475.
		-58.	-20.
		-820.	-360.
		-729.	-175.
		-2,508.	-1,400.
		50,936.	51,025.

SPRING CHR TR

23-6290545

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/  
FMV  
C OR F  
-----

ENDING  
BOOK VALUE  
-----

ENDING  
FMV  
---

DESCRIPTION  
-----

49D994W02 CALL WRITE EEM @ 42.  
55Y9968S7 CALL WRITE IWN @ 103  
5WX993FO7 CALL WRITE IVV @ 186

-1,544.  
-138.  
-3,882.

-616.  
-30.  
-3,150.

TOTALS

-----  
85,914.  
=====

SPRING CHR TR

23-6290545

FORM 990PF, PART II - OTHER ASSETS  
=====

DESCRIPTION  
-----

04315J209 ARTIO TOTAL RETURN  
256210105 DODGE & COX INCOME  
4812C0803 JP MORGAN HIGH YIELD  
693390700 PIMCO TOTAL RETURN  
922031869 VANGUARD INFLATION  
94985D582 WELLS FARGO ADVANT  
693391559 PIMCO EMERGING MAR  
693390882 PIMCO FOREIGN BOND  
34984T881 GOLDEN LARGE CAP COR  
34984T857 GOLDEN SMALL CAP  
38142Y401 GOLDMAN SACHS GROWTH  
464287168 ISHARES DOW JONES  
464287648 ISHARES RUSSELL 2000  
464287630 ISHARES RUSSELL 2000  
464287200 ISHARES S & P 500  
464287481 ISHARES TR RUSSELL  
464287473 ISHARES TR RUSSELL  
47103C241 PERKINS MID CAP VAL  
780905212 ROYCE VALUE PLUS  
949915565 WELLS FARGO ADVANTAG  
04315J837 ARTIO INTERNATIONAL  
256206103 DODGE & COX INTERNAT  
464287465 ISHARES MSCI EAFE  
464287234 ISHARES TR MSCI EMER  
CALL WRITE ISHARES MSCI EAFE  
CALL WRITE ISHARES  
CALL WRITE ISHARES ISHARES TR  
44980Q518 ING INTERNATIONAL  
722005667 PIMCO COMMODITY REAL

SPRING CHR TR

23-6290545

FORM 990PF, PART II - OTHER ASSETS  
=====

DESCRIPTION  
-----

77999109 T ROWE PRICE REAL  
38142Y773 GOLDMAN SACHS LARGE

TOTALS

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES  
=====DESCRIPTION  
-----AMOUNT  
-----

MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE  
OID INCOME  
ROUNDING

7,417.

1.

1.

TOTAL

7,419.

=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES  
=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE AFTER TYE	4,081.
ROC BASIS ADJUSTMENT	2,310.
PURCHASE ACCURED INT NO OFFSET INCOME	2,917.
ACCURAL CARRYOVER	9.
FISCAL YEAR ROC ABERDEEN TOTAL RTN BD FD	602.
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TOTAL	9,919.
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