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INTERNAL REVENUE SERVICE



Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
 ▶ Do not enter Social Security numbers on this form as it may be made public.
 ▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 05/01, 2013, and ending 04/30, 2014

Name of foundation
SPENSE REESE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
BANK OF AMERICA, N.A. P.O. BOX 831041

City or town, state or province, country, and ZIP or foreign postal code
DALLAS, TX 75283-1041

A Employer identification number
51-0203269

B Telephone number (see instructions)
800-357-7094

C If exemption application is pending, check here

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

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply:
 Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name 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) ▶ \$ 512,878.

J Accounting method: Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis.)

ENVELOPE POSTMARK DATE AUG 22 2014

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)				
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	10,194.	9,837.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	7,111.			
b Gross sales price for all assets on line 6a	231,776.			
7 Capital gain net income (from Part IV, line 2)		7,111.		
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)	-104.	20.		STMT 2
12 Total. Add lines 1 through 11	17,201.	16,968.		
13 Compensation of officers, directors, trustees, etc	7,080.	4,248.		2,832.
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 3	845.	NONE	NONE	845.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4	1,733.	425.		
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 5	13,010.	358.		13,010.
24 Total operating and administrative expenses				
Add lines 13 through 23	22,668.	5,031.	NONE	16,687.
25 Contributions, gifts, grants paid	58,000.			58,000.
26 Total expenses and disbursements Add lines 24 and 25	80,668.	5,031.	NONE	74,687.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-63,467.			
b Net investment income (if negative, enter -0-)		11,937.		
c Adjusted net income (if negative, enter -0-)				

Operating and Administrative Expenses

526

AUG 22 2014

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (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	16,338.	17,258.	17,258.
	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)			
	b	Investments - corporate stock (attach schedule) . STMT 6	474,784.	459,702.	495,620.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 7	39,094.		
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	530,216.	476,960.	512,878.	
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	530,216.	476,960.	
	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)	530,216.	476,960.		
31	Total liabilities and net assets/fund balances (see instructions)	530,216.	476,960.		

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	530,216.
2	Enter amount from Part I, line 27a	2	-63,467.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	10,215.
4	Add lines 1, 2, and 3	4	476,964.
5	Decreases not included in line 2 (itemize) ▶ NET ROUNDING ADJUSTMENT	5	4.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	476,960.



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 PUBLICLY TRADED SECURITIES			
b OTHER GAINS AND LOSSES			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 113,989.		115,244.	-1,255.
b 117,787.		109,421.	8,366.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-1,255.
b			8,366.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	7,111.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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	62,973.	533,114.	0.118123
2011	79,958.	566,822.	0.141064
2010	79,498.	610,627.	0.130191
2009	79,307.	610,335.	0.129940
2008	50,132.	641,049.	0.078203

2 Total of line 1, column (d)	2	0.597521
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.119504
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	515,761.
5 Multiply line 4 by line 3	5	61,636.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	119.
7 Add lines 5 and 6	7	61,755.
8 Enter qualifying distributions from Part XII, line 4 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.	8	74,687.



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

Table with 11 rows and 2 columns. Rows include: 1. Exempt operating foundations... 2. Tax under section 511... 3. Add lines 1 and 2... 4. Subtitle A (income) tax... 5. Tax based on investment income... 6. Credits/Payments... 7. Total credits and payments... 8. Enter any penalty... 9. Tax due... 10. Overpayment... 11. Enter the amount of line 10 to be Credited to 2014 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes/No). Rows include: 1a. During the tax year, did the foundation attempt to influence any national, state, or local legislation... 1b. Did it spend more than \$100 during the year... 1c. Did the foundation file Form 1120-POL... 2. Has the foundation engaged in any activities that have not previously been reported to the IRS?... 3. Has the foundation made any changes, not previously reported to the IRS... 4a. Did the foundation have unrelated business gross income of \$1,000 or more during the year?... 4b. 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?... 6. Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either... 7. Did the foundation have at least \$5,000 in assets at any time during the year?... 8a. Enter the states to which the foundation reports or with which it is registered... 8b. If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... 9. Is the foundation claiming status as a private operating foundation... 10. Did any persons become substantial contributors during the tax year?



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 ▶ NONE	13	X	
14	The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no ▶ (866) 461-7287 Located at ▶ 100 WESTMINISTER ST, PROVIDENCE, RI ZIP+4 ▶ 02903			
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 ▶ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
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 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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.)	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 ▶ _____		
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 No
Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 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
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

5b
6b
7b

X

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
BANK OF AMERICA, N.A. 100 WESTMINISTER ST, PROVIDENCE, RI 02903	TRUSTEE 1	7,080.	-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



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	



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	511,527.
b	Average of monthly cash balances	1b	12,088.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	523,615.
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	523,615.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,854.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	515,761.
6	Minimum investment return. Enter 5% of line 5	6	25,788.

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	25,788.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	119.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	119.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	25,669.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	25,669.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	25,669.

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	74,687.
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	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	74,687.
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	119.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	74,568.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years



Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				25,669.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	18,326.			
b From 2009	49,036.			
c From 2010	49,249.			
d From 2011	51,959.			
e From 2012	37,797.			
f Total of lines 3a through e	206,367.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>74,687.</u>				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				25,669.
e Remaining amount distributed out of corpus	49,018.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	255,385.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	18,326.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	237,059.			
10 Analysis of line 9				
a Excess from 2009	49,036.			
b Excess from 2010	49,249.			
c Excess from 2011	51,959.			
d Excess from 2012	37,797.			
e Excess from 2013	49,018.			



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

Table with columns: Tax year (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include 85% of line 2a, Qualifying distributions from Part XII, line 4, Amounts included in line 2c not used directly for active conduct of exempt activities, Qualifying distributions made directly for active conduct of exempt activities, and alternative tests (Assets, Endowment, Support, Gross investment income).

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 13

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2



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
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 18</p>				58,000.
Total				58,000.
<p>b <i>Approved for future payment</i></p>				
Total				

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	142.	142.
FOREIGN DIVIDENDS	2,513.	2,513.
NONDIVIDEND DISTRIBUTIONS	357.	
DOMESTIC DIVIDENDS	3,442.	3,442.
OTHER INTEREST	3.	3.
US GOVERNMENT INTEREST REPORTED AS QUALI	97.	97.
NONQUALIFIED FOREIGN DIVIDENDS	772.	772.
NONQUALIFIED DOMESTIC DIVIDENDS	2,868.	2,868.
	-----	-----
TOTAL	10,194.	9,837.
	=====	=====

SPENSE REESE FOUNDATION

51-0203269

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
NON-TAXABLE FOREIGN INCOME	-104.	20.
PARTNERSHIP INCOME		
TOTALS	-104.	20.
	=====	=====



SPENSE REESE FOUNDATION

51-0203269

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	845.			845.
TOTALS	845.	NONE	NONE	845.



SPENSE REESE FOUNDATION

51-0203269

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	308.	308.
EXCISE TAX - PRIOR YEAR	568.	
EXCISE TAX ESTIMATES	740.	
FOREIGN TAXES ON QUALIFIED FOR	73.	73.
FOREIGN TAXES ON NONQUALIFIED	44.	44.
TOTALS	1,733.	425.

=====



SPENSE REESE FOUNDATION

51-0203269

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	13,000.		13,000.
STATE FILING FEE	10.		10.
PARTNERSHIP EXPENSES		358.	
TOTALS	13,010.	358.	13,010.



SPENSE REESE FOUNDATION

51-0203269

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
464287507 ISHARES CORE S&P MID	15,971.	12,437.	15,018.
464287614 ISHARES RUSSELL 1000	58,817.		
464287655 ISHARES RUSSELL 2000	16,051.	7,917.	9,742.
921943858 VANGUARD FTSE DEVELO	18,722.	18,003.	20,499.
922042858 VANGUARD FTSE EMERGI	40,356.		
922908553 VANGUARD REIT ETF	37,611.	35,036.	37,199.
466001864 IVY ASSET STRATEGY F	11,133.	25,245.	26,753.
714199106 PERMANENT PORTFOLIO	18,575.		
72200Q182 PIMCO ALL ASSET ALL	39,012.		
207543877 SMALL CAP GROWTH LEA	10,588.	8,368.	9,663.
29099J109 EMERGING MARKETS STO	29,195.	36,193.	36,602.
302993993 MID CAP VALUE CTF	16,376.	18,947.	20,621.
303995997 SMALL CAP VALUE CTF	10,745.	9,232.	10,493.
323991307 MID CAP GROWTH CTF	16,063.	19,122.	19,304.
45399C107 DIVIDEND INCOME COMM	59,069.	44,811.	49,852.
99Z466163 HIGH QUALITY CORE CO	26,888.	23,678.	26,265.
99Z466197 INTERNATIONAL FOCUSE	49,612.	50,178.	57,412.
73935S105 POWERSHARES DB COMMO		20,216.	20,758.
38145C646 GOLDMAN SACHS STRATE		43,446.	43,324.
693390841 PIMCO HIGH YIELD FD		5,119.	5,108.
202671913 AGGREGATE BOND CTF		40,895.	40,883.
99Z501647 STRATEGIC GROWTH COM		40,859.	46,124.
TOTALS	474,784.	459,702.	495,620.

SPENSE REESE FOUNDATION

51-0203269

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

COST/ FMV	C	OR	F	DESCRIPTION	C	BEGINNING
						BOOK VALUE
				73935S105 POWERSHARES DB COMMO		39,094.

TOTALS						39,094.
--------	--	--	--	--	--	---------



SPENSE REESE FOUNDATION

51-0203269

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

=====

DESCRIPTION -----	AMOUNT -----
COMMON TRUST FUND TIMING ADJUSTMENT	4,094.
PARTNERSHIP BASIS ADJUSTMENT	2,340.
YEAR END SALES ADJUSTMENT - 2012	2,503.
COST BASIS ADJUSTMENT	1,278.

TOTAL	10,215.
	=====

SPENSE REESE FOUNDATION
Schedule D Detail of Short-term Capital Gains and Losses

51-0203269

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
OTHER GAINS AND LOSSES					
78.847 SMALL CAP GROWTH LEADERS CTF	03/15/2013	07/31/2013	1,500.00	1,368.00	132.00
72.023 SMALL CAP GROWTH LEADERS CTF	02/28/2013	02/28/2014	1,579.00	1,227.00	352.00
144.237 EMERGING MARKETS STOCK COMMON TRUST FUND	02/28/2013	11/30/2013	6,872.00	6,868.00	4.00
83.165 MID CAP VALUE CTF	03/15/2013	07/31/2013	2,000.00	1,927.00	73.00
88.773 MID CAP VALUE CTF	02/28/2013	02/28/2014	2,482.00	2,147.00	335.00
68.487 SMALL CAP VALUE CTF	03/15/2013	07/31/2013	1,500.00	1,412.00	88.00
44.167 SMALL CAP VALUE CTF	02/28/2013	02/28/2014	1,059.00	925.00	134.00
87.889 MID CAP GROWTH CTF	03/15/2013	07/31/2013	2,000.00	1,880.00	120.00
88.935 MID CAP GROWTH CTF	02/28/2013	02/28/2014	2,359.00	2,097.00	262.00
158.957 DIVIDEND INCOME COMMON TRUST	03/15/2013	07/31/2013	7,000.00	6,567.00	433.00
152.243 DIVIDEND INCOME COMMON TRUST	02/28/2013	11/30/2013	7,031.00	6,218.00	813.00
159.836 DIVIDEND INCOME COMMON TRUST	02/28/2013	02/28/2014	7,510.00	6,691.00	819.00
40. POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT	04/30/2013	07/29/2013	1,031.00	1,097.00	-66.00
480. POWERSHARES DB COMMODITY INDEX	04/30/2013	09/30/2013	12,351.00	13,159.00	-808.00
215.182 HIGH QUALITY CORE COMMON TRUST FUND	03/15/2013	07/31/2013	2,500.00	2,392.00	108.00
408.697 HIGH QUALITY CORE COMMON TRUST FUND	09/30/2013	02/14/2014	5,059.00	4,868.00	191.00
32.932 HIGH QUALITY CORE COMMON TRUST FUND	03/15/2013	02/14/2014	408.00	376.00	32.00
137.672 HIGH QUALITY CORE COMMON TRUST FUND	02/28/2013	02/28/2014	1,718.00	1,542.00	176.00
187.549 INTERNATIONAL FOCUSED EQUITY	03/15/2013	07/31/2013	2,000.00	1,973.00	27.00
467.129 STRATEGIC GROWTH COMMON TRUST FUND	04/30/2013	07/31/2013	5,000.00	4,758.00	242.00
6.762 STRATEGIC GROWTH COMMON TRUST	04/30/2013	11/30/2013	80.00	69.00	11.00
947.062 STRATEGIC GROWTH COMMON TRUST FUND	04/30/2013	02/14/2014	11,354.00	9,580.00	1,774.00
338.576 STRATEGIC GROWTH COMMON TRUST FUND	04/30/2013	02/28/2014	4,138.00	3,436.00	702.00
Totals					



SPENSE REESE FOUNDATION

51-0203269

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	198.00	

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		198.00
		=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	3,696.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-2,340.00	

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		1,356.00
		=====



SPENSE REESE FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d
=====

51-0203269

RECIPIENT NAME:

BOYS & GIRLS CLUBS OF GREATER SAN DIEGO

ADDRESS:

115 WOODWARD AVE
ESCONDIDO, CA 92025-2638

FORM, INFORMATION AND MATERIALS:

FOR MORE INFORMATION: <http://www.sdyouth.org/>

SUBMISSION DEADLINES:

APRIL 01

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SCHOLARSHIPS AWARDED ANNUALLY TO MALE STUDENTS MAJORING IN
MEDICINE, ENGINEERING, LAW AND POLITICAL SCIENCE



SPENSE REESE FOUNDATION
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

51-0203269

RECIPIENT NAME:

ANTONIO CIENFUEGOS
C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:

4635 CLAIREMONT MESA BLVD
SAN DIEGO, CA 92117

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SCHOLARSHIP FOR BOOKS & TUITION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

MARCO GUTIERREZ
C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:

4635 CLAIREMONT MESA BLVD
SAN DIEGO, CA 92117

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SCHOLARSHIP FOR BOOKS & TUITION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

ALEX CABRERA
C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:

4635 CLAIREMONT MESA BLVD
SAN DIEGO, CA 92117

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SCHOLARSHIP FOR BOOKS & TUITION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.



SPENSE REESE FOUNDATION
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

51-0203269

RECIPIENT NAME:

KEVIN HUYNH
C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:

4635 CLAIREMONT MESA BLVD
SAN DIEGO, CA 92117

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SCHOLARSHIP FOR BOOKS & TUITION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

BRUCE ALVAREZ
C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:

115 WOODWARD AVE
ESCONDIDO, CA 92025-2635

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SCHOLARSHIP FOR BOOKS & TUITION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

KALIND PARISH
C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:

4635 CLAIREMONT MESA BLVD
SAN DIEGO, CA 92117

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SCHOLARSHIP FOR BOOKS & TUITION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.



SPENSE REESE FOUNDATION
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

51-0203269

RECIPIENT NAME:
SZILARD PAPP
C/O BOYS & GIRLS CLUB OF SAN DIEGO
ADDRESS:
4635 CLAIREMONT MESA BLVD
SAN DIEGO, CA 92117
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SCHOLARSHIP FOR BOOKS & TUITION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
RYAN COLE
C/O BOYS & GIRLS CLUB OF SAN DIEGO
ADDRESS:
4635 CLAIREMONT MESA BLVD
SAN DIEGO, CA 92117
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SCHOLARSHIP FOR BOOKS & TUITION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
RYAN MCDONALD
C/O BOYS & GIRLS CLUB OF SAN DIEGO
ADDRESS:
4635 CLAIREMONT MESA BLVD
SAN DIEGO, CA 92117
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SCHOLARSHIP FOR BOOKS & TUITION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.



SPENSE REESE FOUNDATION
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

51-0203269

RECIPIENT NAME:

ALEXANDER CARATTI
C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:

4635 CLAIREMONT MESA BLVD
SAN DIEGO, CA 92117

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SCHOLARSHIP FOR BOOKS & TUITION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

DONGHWAN KIM
C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:

4635 CLAIREMONT MESA BLVD
SAN DIEGO, CA 92117

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SCHOLARSHIP FOR BOOKS & TUITION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

KEVIN GAINES
ADDRESS:
4635 CLAIREMONT MESA BLVD
SAN DIEGO, CA 92117

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SCHOLARSHIP FOR BOOKS & TUITION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.



SPENSE REESE FOUNDATION
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

51-0203269

=====

RECIPIENT NAME:
 MICHAEL MALEY
 C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:
 4635 CLAIREMONT MESA BLVD
 SAN DIEGO, CA 92117

RELATIONSHIP:
 N/A

PURPOSE OF GRANT:
 SCHOLARSHIP FOR BOOKS & TUITION

FOUNDATION STATUS OF RECIPIENT:
 N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
 ALAN ZHANG GRUSKY
 C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:
 4635 CLAIREMONT MESA BLVD
 SAN DIEGO, CA 92117

RELATIONSHIP:
 N/A

PURPOSE OF GRANT:
 SCHOLARSHIP FOR BOOKS & TUITION

FOUNDATION STATUS OF RECIPIENT:
 N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
 ZACHARY BADORE
 C/O BOYS & GIRLS CLUB OF SAN DIEGO

ADDRESS:
 4635 CLAIREMONT MESA BLVD
 SAN DIEGO, CA 95117

RELATIONSHIP:
 N/A

PURPOSE OF GRANT:
 SCHOLARSHIP FOR BOOKS & TUITION

FOUNDATION STATUS OF RECIPIENT:
 N/A

AMOUNT OF GRANT PAID 4,000.

TOTAL GRANTS PAID: 58,000.
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FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.