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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

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

▶ Do not enter Social Security numbers on this form as it may be made public

▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

06/01, 2013, and ending

05/31, 2014

Name of foundation <b>ROBERT R. SPRAGUE FOUNDATION</b>		<b>A</b> Employer identification number 95-7052355
Number and street (or P O box number if mail is not delivered to street address) <b>C/O GIBSON, DUNN &amp; CRUTCHER, ATTN: WILLIAM STINEHART, JR., 2029 CENTURY PARK EAST</b>	Room/suite 4000	<b>B</b> Telephone number (see instructions) (310) 552-8557
City or town, state or province, country, and ZIP or foreign postal code <b>LOS ANGELES, CA 90067</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
<b>H</b> 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		
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 13,317,326. <b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual Other (specify) _____ (Part I, column (d) must be on cash basis)		

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)					
<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
<b>3</b> Interest on savings and temporary cash investments		7.	7.		ATCH 1
<b>4</b> Dividends and interest from securities		307,946.	307,946.		ATCH 2
<b>5a</b> Gross rents					
<b>b</b> Net rental income or (loss)					
<b>6a</b> Net gain or (loss) from sale of assets not on line 10		311,529.			
<b>b</b> Gross sales price for all assets on line 6a 1,699,543.					
<b>7</b> Capital gain net income (from Part IV, line 2)			311,529.		
<b>8</b> Net short-term capital gain					
<b>9</b> Income modifications					
<b>10a</b> Gross sales less returns and allowances					
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule) ATCH 3		849.	849.		
<b>12</b> Total. Add lines 1 through 11		620,331.	620,331.		
<b>13</b> Compensation of officers, directors, trustees, etc.		0			
<b>14</b> Other employee salaries and wages					
<b>15</b> Pension plans, employee benefits					
<b>16a</b> Legal fees (attach schedule)					
<b>b</b> Accounting fees (attach schedule) ATCH 4		4,500.	2,250.		2,250.
<b>c</b> Other professional fees (attach schedule) *		77,659.	38,830.		38,829.
<b>17</b> Interest					
<b>18</b> Taxes (attach schedule) (see instructions) ATCH 6		7,992.	3,063.		10.
<b>19</b> Depreciation (attach schedule) and depletion					
<b>20</b> Occupancy					
<b>21</b> Travel, conferences, and meetings					
<b>22</b> Printing and publications					
<b>23</b> Other expenses (attach schedule) ATCH 7		9,475.	4,700.		4,775.
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23		99,626.	48,843.		45,864.
<b>25</b> Contributions, gifts, grants paid		1,147,000.			1,147,000.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25		1,246,626.	48,843.	0	1,192,864.
<b>27</b> Subtract line 26 from line 12					
<b>a</b> Excess of revenue over expenses and disbursements		-626,295.			
<b>b</b> Net investment income (if negative, enter -0-)			571,488.		
<b>c</b> Adjusted net income (if negative, enter -0-)					



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 . . . . .	810,381.	501,699.	501,699.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U.S. and state government obligations (attach schedule), **	907,341.	603,503.	627,295.
	b	Investments - corporate stock (attach schedule) . . . . .	6,246,042.	5,791,084.	10,068,990.
	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) . . . . . ATCH 9	1,459,758.	1,900,941.	2,119,342.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶) . . . . .				
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	9,423,522.	8,797,227.	13,317,326.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0		
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 . . . . .	9,593,686.	9,423,522.	
	28	Paid-in or capital surplus, or land, bldg. and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .	-170,164.	-626,295.	
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	9,423,522.	8,797,227.	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	9,423,522.	8,797,227.		

## 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	9,423,522.
2	Enter amount from Part I, line 27a . . . . .	2	-626,295.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	8,797,227.
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . .	6	8,797,227.

\*\*ATCH 8

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> SEE PART IV SCHEDULE					
<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>					
<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>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			<b>2</b>	311,529.	
<b>3</b> 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			<b>3</b>	0	

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

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

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

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

☐ 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	402,088.	11,833,083.	0.033980
2011	104,720.	11,017,058.	0.009505
2010	90,495.	10,357,437.	0.008737
2009	1,166,180.	9,547,960.	0.122139
2008	1,174,481.	9,967,238.	0.117834
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.292195
<b>3</b> 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>3</b> 0.058439
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			<b>4</b> 12,859,504.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 751,497.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 5,715.
<b>7</b> Add lines 5 and 6			<b>7</b> 757,212.
<b>8</b> 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			<b>8</b> 1,192,864.



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

1 a 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	5,715.
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	5,715.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	5,715.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a	4,600.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c		
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments Add lines 6a through 6d . . . . .	7	4,600.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	1,115.	
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 checked="" type="checkbox"/> Refunded <input type="checkbox"/> . . . . .	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year? . . . . .	N/A	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4 a 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? . . . . .	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA, _____		
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



**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"/> WILLIAM STINEHART, JR.	Telephone no <input type="checkbox"/> 310-552-8557		
Located at <input type="checkbox"/> SAME AS MAILING ADDRESS		ZIP+4 <input type="checkbox"/>		
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"/>				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <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? <input type="checkbox"/>	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 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) <input type="checkbox"/>	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) <input type="checkbox"/>	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	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 ☐ **5b** N/A

**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** 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
ATCH 10		0	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				

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



**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

## Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NOT APPLICABLE	
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 NOT APPLICABLE	
2	
All other program-related investments See instructions	
3 NONE	
<b>Total.</b> 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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	12,427,673.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	627,661.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	13,055,334.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	13,055,334.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	195,830.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	12,859,504.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	642,975.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	642,975.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	5,715.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	5,715.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	637,260.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	637,260.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	637,260.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,192,864.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	1,192,864.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	<b>5</b>	5,715.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	1,187,149.

**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.



Form 990-PF (2013)

Page **9****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 . . . . .				637,260.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .			226,683.	
b Total for prior years 20 11 , 20 10 , 20 09 . . . . .				
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .				
b From 2009 . . . . .				
c From 2010 . . . . .				
d From 2011 . . . . .				
e From 2012 . . . . .				
f Total of lines 3a through e . . . . .	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,192,864 .				
a Applied to 2012, but not more than line 2a . . . . .			226,683.	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2013 distributable amount . . . . .				637,260.
e Remaining amount distributed out of corpus . . . . .	328,921.			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	328,921.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	328,921.			
10 Analysis of line 9				
a Excess from 2009 . . . . .				
b Excess from 2010 . . . . .				
c Excess from 2011 . . . . .				
d Excess from 2012 . . . . .				
e Excess from 2013 . . . . .	328,921.			

Form **990-PF** (2013)



**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)

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

N/A

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

N/A

c Any submission deadlines.

N/A

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

N/A



**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>  ATCH 11				
<b>Total</b> . . . . .			<b>3a</b>	1,147,000.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			<b>3b</b>	



**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments . . . . .					
3	Interest on savings and temporary cash investments			14	7.	
4	Dividends and interest from securities . . . . .			14	307,946.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property . . . . .					
b	Not debt-financed property . . . . .					
6	Net rental income or (loss) from personal property .					
7	Other investment income . . . . .					
8	Gain or (loss) from sales of assets other than inventory			18	311,529.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a _____					
b	ATCH 12 _____			18	849.	
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e) . . . . .				620,331.	
13	Total. Add line 12, columns (b), (d), and (e) . . . . .					620,331.

(See worksheet in line 13 instructions to verify calculations )

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]



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

- | 1 Did the organization directly or indirectly engage in any of the following 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?  |       | Yes | No |
|--|-------|-----|----|
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of   |       |     |    |
| (1) Cash   | 1a(1) |     | X  |
| (2) Other assets   | 1a(2) |     | X  |
| <b>b</b> Other transactions  |       |     |    |
| (1) Sales of assets to a noncharitable exempt organization   | 1b(1) |     | X  |
| (2) Purchases of assets from a noncharitable exempt organization   | 1b(2) |     | X  |
| (3) Rental of facilities, equipment, or other assets   | 1b(3) |     | X  |
| (4) Reimbursement arrangements   | 1b(4) |     | X  |
| (5) Loans or loan guarantees   | 1b(5) |     | X  |
| (6) Performance of services or membership or fundraising solicitations   | 1b(6) |     | X  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees  | 1c    |     | X  |
| <b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received |       |     |    |

[illegible]

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

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


**Sign  
Here**

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

Signature of officer or trustee: William H. Hunter Jr. Date: 10/8/19 Title: Trustee

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name <b>KURT ADERMAN</b>	Preparer's signature 	Date <b>9/22/14</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P01257920</b>
Firm's name ▶ <b>J. ARTHUR GREENFIELD &amp; CO LLP</b>			Firm's EIN ▶ <b>95-2118809</b>	
Firm's address ▶ <b>10880 WILSHIRE BLVD. STE 800 LOS ANGELES, CA 90024-4124</b>			Phone no <b>310-208-2646</b>	



**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
891.		WHITTIER INT'L FUND A K-1 (88-0382438) - PROPERTY TYPE: SECURITIES				P	01/01/2013	12/31/2013
15,520.		WHITTIER INT'L FUND A K-1 (88-0382438) - PROPERTY TYPE: SECURITIES				P	01/01/2012	12/31/2013
1,683,041.		WHITTIER TRUST - LT PROPERTY TYPE: SECURITIES 1,388,014.				P	11/19/1998	11/15/2013
34.		WHITTIER TRUST - CAPITAL GAIN DIVIDENDS PROPERTY TYPE: SECURITIES				P	01/01/2012	12/31/2013
57.		BANK OF AMERICA CLASS ACTION PROCEEDS PROPERTY TYPE: SECURITIES				P	01/01/2012	12/31/2013
<u>1,699,543</u>								
TOTAL GAIN (LOSS) .....							<u>311,529.</u>	



ATTACHMENT 1

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

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WHITTIER INT'L FUND A K-1	7.	7.
TOTAL	<u>7.</u>	<u>7.</u>



ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WHITTIER TRUST, NOMINEE	263,609.	263,609.
WHITTIER TRUST - US GOVERNMENT OBLIG	2,953.	2,953.
WHITTIER TRUST - MUNICIPAL BONDS	18,725.	18,725.
WHITTIER INT'L FUND A - K-1 DIVIDENDS	22,659.	22,659.
TOTAL	<u>307,946.</u>	<u>307,946.</u>



ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FROM WHITTIER INT'L FUND A	849.	849.
TOTALS	849.	849.



ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
WHITTIER TRUST	4,500.	2,250.		2,250.
TOTALS	<u>4,500.</u>	<u>2,250.</u>		<u>2,250.</u>



ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
TRUSTEE FEES	77,659.	38,830.	38,829.
TOTALS	<u>77,659.</u>	<u>38,830.</u>	<u>38,829.</u>



ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
STATE TAX - WHITTIER INT'L	10.	10.	
STATE TAX - WHITTIER TRUST	10.		
FOREIGN TAXES - WHITTIER INT'L	2,403.	2,403.	10.
FOREIGN TAXES - WHITTIER TRUST	650.	650.	
FEDERAL TAX PAYMENT	4,919.		
TOTALS	<u>7,992.</u>	<u>3,063.</u>	<u>10.</u>



ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
WHITTIER INT'L FND A K-1 ADMIN FILING FEE	9,400. 75.	4,700.	4,700. 75.
TOTALS	<u>9,475.</u>	<u>4,700.</u>	<u>4,775.</u>



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

<u>ATTACHMENT 8</u>	
<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u> <u>ENDING FMV</u>
US TREASURY NTS (SEE SCH B-1)	200,504.      200,856.
US OBLIGATIONS TOTAL	<u>200,504.</u> <u>200,856.</u>
STATE MUNICIPAL BONDS (SEE SCH B-1)	402,999.      426,439.
STATE OBLIGATIONS TOTAL	<u>402,999.</u> <u>426,439.</u>
US AND STATE OBLIGATIONS TOTAL	<u>603,503.</u> <u>627,295.</u>



FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WHITTIER INT'L FUND A	670,399.	825,858.
BOND & EQUITY FUNDS	777,542.	840,925.
MUTUAL FUND	453,000.	452,559.
(SEE SCH B-1)		
TOTALS	<u>1,900,941.</u>	<u>2,119,342.</u>



For the Account of:

ROBERT R. SPRAGUE FOUNDATION 6/3/98

MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,  
CO-TRUSTEES

Account Number: 52 00 8431 0 0F

Date: MAY 31, 2014



Whittier Trust

INVESTMENT & WEALTH MANAGEMENT

## Summary of Assets

FEIN: 95-7052355

	Percent of Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
CASH	.00	0.00	0.00		
CASH EQUIVALENTS					
MISC CASH EQUIV-TAXABLE	3.77	501,699.07	501,699.07	0	0.00
TOTAL CASH EQUIVALENTS	3.77	<u>501,699.07</u>	<u>501,699.07</u>	0	0.00
FIXED INCOME SECURITIES					
U S. GOVT AGENCY OBLIGATIONS	1.51	200,503.48	200,856.00	2,800	1.39
MUNICIPAL BONDS&NOTES TAXABLE	3.20	402,998.84	426,439.00	17,766	4.17
MUTUAL FUND-TAXABLE BOND	3.40	453,000.00	452,559.33	19,081	4.22
FIXED INCOME TAXABLE	6.31	777,542.00	840,925.00	30,560	3.63
TOTAL FIXED INCOME SECURITIES	14.42	<u>1,834,044.32</u>	<u>1,920,779.33</u>	70,207	3.66
EQUITIES					
US LARGE CAP EQUITIES	54.72	4,110,276.53	7,287,067.05	166,661	2.29
US SMALL AND MID-CAP EQUITIES	12.64	814,036.49	1,683,525.49	24,897	1.48
FOREIGN EQUITIES	8.25	866,770.72	1,098,397.60	29,434	2.68
TOTAL EQUITIES	81.81	<u>5,791,083.74</u>	<u>10,068,990.14</u>	235,211	2.16



For the Account of:

ROBERT R. SPRAGUE FOUNDATION 6/3/98

MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,  
CO-TRUSTEES

Account Number: 52 00 8431 0 0F

Date: MAY 31, 2014



## Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
	CASH		0.00	0.00		
	CASH EQUIVALENTS					
	MISC CASH EQUIV-TAXABLE					
162,786.47	BLACKROCK TREAS INC		162,786.47	162,786.47	0	0.00
338,912.60	BLACKROCK TREAS		338,912.60	338,912.60	0	0.00
	TOTAL MISC CASH EQUIV-TAXABLE		<u>501,699.07</u>	<u>501,699.07</u>	0	0.00
	TOTAL CASH EQUIVALENTS		<u>501,699.07</u>	<u>501,699.07</u>	0	0.00
	FIXED INCOME SECURITIES					
	U.S. GOVT AGENCY OBLIGATIONS					
200,000	FEDERAL HOME LOAN BANKS DEB 1 400% 9/29/14	100.428	<u>200,503.48</u>	<u>200,856.00</u>	2,800	1.39
	MUNICIPAL BONDS&NOTES TAXABLE					
100,000	HAMPTON ROADS SANTN DIST VA 4.505% DUE 11/1/17	110.537	101,319.95	110,537.00	4,505	4.08
100,000	KENTUCKY ST PPTY & BLDGS 5.02% DUE 10/01/2014	101.435	100,889.31	101,435.00	5,020	4.95
100,000	MILWAUKEE CNTY WIS BUILD 3.875% DUE 8/1/16	105.902	100,414.81	105,902.00	3,875	3.66
100,000	NEW YORK NY CITY TRAN FIN 4.366% DUE 8/1/17	108.565	<u>100,374.77</u>	<u>108,565.00</u>	4,366	4.02
	TOTAL MUNICIPAL BONDS&NOTES TAXABLE		<u>402,998.84</u>	<u>426,439.00</u>	17,766	4.17
	MUTUAL FUND-TAXABLE BOND					
44,066.147	ROWE T PRICE INSTL INCOME FD FLTG RATE FD	10.270	<u>453,000.00</u>	<u>452,559.33</u>	19,081	4.22
	FIXED INCOME TAXABLE - BOND & EQUITY FUNDS					
3,000	ISHARES LEHMAN AGGREGATE BONDS	109.670	320,489.00	329,010.00	7,161	2.18
1,000	ISHARES INVEST GRADE CORP BONDS	119.590	103,480.00	119,590.00	4,278	3.58
1,000	ISHARES TR HIGH YLD CORP	95.050	81,110.00	95,050.00	5,498	5.78



For the Account of:

ROBERT R. SPRAGUE FOUNDATION 6/3/98

MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,  
CO-TRUSTEES

Account Number: 52 00 8431 0 0F

Date: MAY 31, 2014



## Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
1,000	ISHARES GLOBAL INTERMEDIATE CREDIT INDEX	110 390	101,953 00	110,390 00	2,814	2 55
4,500	ETF HIGH YIELD BONDS	41 530	170,510 00	186,885 00	10,809	5 78
	<b>TOTAL FIXED INCOME TAXABLE - BOND &amp; EQUITY FUNDS</b>		<u>777,542.00</u>	<u>840,925.00</u>	<b>30,560</b>	<b>3.63</b>
<b>EQUITIES</b>						
<b>US LARGE CAP EQUITIES</b>						
1,500	AT&T INC	35 470	47,865 00	53,205 00	2,760	5 19
1,500	ALTRIA GROUP INC	41 560	30,057 75	62,340 00	2,880	4 62
2,000	AMERICAN EXPRESS CO	91 500	107,720 00	183,000 00	2,080	1 14
1,500	AMGEN INC	115 990	48,627 83	173,985 00	3,660	2 10
1,000	ANADARKO PETE CORP	102.860	19,503 75	102,860 00	1,080	1 05
2,000	BANK OF AMERICA CORPORATION	15 140	81,300 00	30,280.00	80	0.26
1,500	BOEING CO	135.250	85,020 00	202,875 00	4,380	2 16
1,500	CATERPILLAR INC DEL	102 230	112,264 00	153,345 00	3,600	2 35
2,000	CHEVRON CORP	122 790	109,120 00	245,580.00	8,560	3 49
3,600	CISCO SYS INC	24 620	98,831.25	88,632 00	2,736	3 09
4,000	COCA COLA CO	40 910	92,335 00	163,640 00	4,880	2.98
1,000	COLGATE PALMOLIVE CO	68 400	51,464.90	68,400 00	1,440	2 11
2,500	DISNEY WALT CO COM DISNEY	84.010	68,396 58	210,025 00	2,150	1 02
1,500	DU PONT E I DE NEMOURS & CO	69.310	70,725.00	103,965 00	2,700	2 60
1,000	DUKE ENERGY CORP NEW COM NEW	71.080	54,472 98	71,080 00	3,120	4.39
3,000	EXXON MOBIL CORP	100.530	142,764 53	301,590 00	8,280	2 75
500	FEDEX CORP	144 160	22,691.25	72,080 00	300	0 42
3,000	GENERAL ELECTRIC CO	26 790	91,948.80	80,370 00	2,640	3.28
1,335	GOLDMAN SACHS GROUP INC	159.810	213,425 65	213,346 35	2,937	1 38



For the Account of:

ROBERT R. SPRAGUE FOUNDATION 6/3/98

MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,  
CO-TRUSTEES

Account Number: 52 00 8431 0 0F

Date: MAY 31, 2014



## Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
1,500	HERSHEY CO	97 340	48,187 50	146,010 00	2,910	1 99
2,000	HOME DEPOT INC	80.230	75,900 00	160,460 00	3,760	2.34
2,000	HONEYWELL INTL INC	93 150	77,735 00	186,300 00	3,600	1 93
3,000	INTEL CORP	27 320	97,385 00	81,960 00	2,700	3.29
2,000	INTERNATIONAL BUSINESS MACHS	184 360	176,084 65	368,720 00	8,800	2 39
455	ISHARES S&P 500 INDEX	193 870	61,660 37	88,210 85	1,562	1.77
3,000	ISHARES RUSSELL 1000 GROWTH	89 230	151,366 00	267,690 00	3,495	1 31
2,000	J P MORGAN CHASE & CO	55.570	77,165 00	111,140.00	3,200	2.88
2,000	JOHNSON & JOHNSON	101 460	122,239 00	202,920 00	5,600	2 76
1,300	MCDONALDS CORP	101 430	54,203 50	131,859 00	4,212	3 19
2,000	MERCK & CO INC	57 860	84,310 00	115,720 00	3,040	2 63
2,000	MICROSOFT CORP	40 940	52,389 38	81,880.00	2,240	2 74
1,500	PEPSICO INC	88 330	58,886.25	132,495 00	3,930	2.97
2,000	PFIZER INC	29 630	37,024 61	59,260 00	2,080	3 51
1,500	PHILIP MORRIS INTL INC	88 540	68,492 25	132,810 00	5,640	4.25
1,975	PROCTER & GAMBLE CO	80.790	109,187 50	159,560.25	5,084	3.19
5,040	SPDR TR S&P 500	192 680	558,438 18	971,107 20	17,549	1 81
2,500	STARBUCKS CORP	73 240	21,262.00	183,100 00	2,600	1 42
1,400	TARGET CORP	56 760	46,117 75	79,464 00	2,408	3 03
1,500	3M CO	142 550	121,287.00	213,825 00	5,130	2 40
1,500	TRAVELERS COMPANIES, INC	93 450	81,712 50	140,175.00	3,300	2 35
2,000	UNITED TECHNOLOGIES CORP	116 220	46,740 00	232,440.00	4,720	2 03
1,065	VERIZON COMMUNICATIONS	49 960	33,684 75	53,207 40	2,258	4.24
1,000	VISA INC COM CL A	214.830	193,147 10	214,830 00	1,600	0.74
1,500	WAL MART STORES INC	76 770	80,592 60	115,155 00	2,880	2 50



ROBERT R. SPRAGUE FOUNDATION

95-7052355

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

MARGARET L SPRAGUE  
101 BAYSIDE PLACE  
CORONA DEL MAR, CA 92625

OFFICER AS NEEDED

WILLIAM STINEHART JR.  
2029 CENTURY PARK E., SUITE 4000  
LOS ANGELES, CA 90067

OFFICER AS NEEDED



FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN RED CROSS 601 N GOLDEN CIRCLE DRIVE SANTA ANA, CA 92705	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	1,000
THE WOODEN FLOOR 1810 NORTH MAIN STREET SANTA ANA, CA 92706-2727	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	4,000.
SECOND HARVEST FOOD BANK OF ORANGE COUNTY 1847 PORT MARGATE PLACE NEWPORT BEACH, CA 92660	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	1,000
COVENANT HOUSE CALIFORNIA 1325 N WESTERN AVE HOLLYWOOD, CA 90027	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	1,000
THE GUIBORD CENTER 514 W ADAMS BLVD LOS ANGELES, CA 90007	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	105,000
CHOC CHILDREN'S FOUNDATION 455 S MAIN ST ORANGE, CA 92668-3874	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	1,000,000



FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

HARVARD-WESTLAKE SCHOOL  
700 NORTH FARING ROAD  
LOS ANGELES, CA 90077

NONE  
TAX EXEMPT

25,000

CHAPMAN UNIVERSITY  
1 UNIVERSITY DRIVE  
ORANGE, CA 92866

NONE  
TAX EXEMPT

10,000

TOTAL CONTRIBUTIONS PAID

1,147,000



For the Account of:  
**ROBERT R. SPRAGUE FOUNDATION 6/3/98**  
**MARGARET L. SPRAGUE AND WILLIAM STINEHART, JR.,**  
**CO-TRUSTEES**  
 Account Number: 52 00 8431 0 0F  
 Date: MAY 31, 2014



## Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
1,500	WELLS FARGO & CO NEW	50 780	26,544 37	76,170 00	2,100	2 76
	<b>TOTAL US LARGE CAP EQUITIES</b>		<u>4,110,276.53</u>	<u>7,287,067.05</u>	166,661	2.29
	<b>US SMALL AND MID-CAP EQUITIES</b>					
18	FAIRPOINT COMMUNICATIONS INC		150 49	150 49	0	0.00
5,000	ISHARES S&P MIDCAP 400 INDEX	137.630	298,179 50	688,150 00	9,090	1 32
5,500	ISHARES RUSSELL 2000 VALUE	98 870	293,136 50	543,785 00	9,999	1 84
4,000	ISHARES RUSSELL 2000 INDEX	112 860	222,570.00	451,440 00	5,808	1 29
	<b>TOTAL US SMALL AND MID-CAP EQUITIES</b>		<u>814,036.49</u>	<u>1,683,525.49</u>	24,897	1.48
	<b>FOREIGN EQUITIES</b>					
9,000	ISHARES MSCI EAFE INDEX FUND	69.410	467,239 30	624,690 00	15,327	2 45
1,000	ROYAL DUTCH SHELL PLC SPONS ADR A	78 600	46,892 50	78,600 00	3,196	4 07
2,000	SPDR MSCI ACWI X U S	37 100	63,940 00	74,200 00	1,920	2 59
1,500	UNILEVER N V N Y SHS NEW	43 410	48,655 05	65,115 00	1,889	2 90
6,060	VANGUARD EMERGING MARKET EQUITY ETF	42 210	240,043 87	255,792 60	7,102	2 78
	<b>TOTAL FOREIGN EQUITIES</b>		<u>866,770.72</u>	<u>1,098,397.60</u>	29,434	2.68
	<b>PARTNERSHIP-FOREIGN</b>					
	<b>TOTAL EQUITIES</b>		<u>5,791,083.74</u>	<u>10,068,990.14</u>	235,211	2.16



FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MISCELLANEOUS INCOME/LOSS			18	849.	
TOTALS				<u>849.</u>	