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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

**2014**

Open to Public Inspection

For calendar year 2014 or tax year beginning January 1, 2014, and ending December 31, 2014

Name of foundation <b>FLORENCE &amp; ROBERT SPRAGUE FOUNDATION</b>		A Employer identification number <b>04-6038620</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>55 Bacon Street</b>	Room/suite	B Telephone number (see instructions) <b>508-653-7833</b>
City or town, state or province, country, and ZIP or foreign postal code <b>Natick, MA 01760-2901</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>366,163</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	0			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	0	0	0	
	4 Dividends and interest from securities	12,413	12,413	12,413	
	5a Gross rents	0	0	0	
	b Net rental income or (loss)	0			
	6a Net gain or (loss) from sale of assets not on line 10	5,241			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		5,241		
	8 Net short-term capital gain			178	
	9 Income modifications			0	
	10a Gross sales less returns and allowances	0			
b Less: Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0		0		
11 Other income (attach schedule)	0	0	0		
12 Total. Add lines 1 through 11	17,654	17,654	12,591		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0	0	0	0
	14 Other employee salaries and wages	0	0	0	0
	15 Pension plans, employee benefits	0	0	0	0
	16a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	550	550	550	550
	c Other professional fees (attach schedule)	3,761	3,761	3,761	3,761
	17 Interest	0	0	0	0
	18 Taxes (attach schedule) (see instructions)	0	0	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	0
	20 Occupancy	0	0	0	0
	21 Travel, conferences, and meetings	0	0	0	0
	22 Printing and publications	0	0	0	0
	23 Other expenses (attach schedule)	0	0	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	4,311	4,311	4,311	4,311
	25 Contributions, gifts, grants paid	13,000			13,000
26 Total expenses and disbursements. Add lines 24 and 25	17,311	4,311	4,311	17,311	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	343				
b Net investment income (if negative, enter -0-)		13,343			
c Adjusted net income (if negative, enter -0-)			8,280		

<b>Part II Balance Sheets</b>		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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	0	0	0
	<b>2</b> Savings and temporary cash investments . . . . .	0	0	0
	<b>3</b> Accounts receivable ▶ . . . . . 0			
	Less: allowance for doubtful accounts ▶ . . . . . 0	0	0	0
	<b>4</b> Pledges receivable ▶ . . . . . 0			
	Less: allowance for doubtful accounts ▶ . . . . . 0	0	0	0
	<b>5</b> Grants receivable . . . . .	0	0	0
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .	0	0	0
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ . . . . . 0			
	Less: allowance for doubtful accounts ▶ . . . . . 0	0	0	0
	<b>8</b> Inventories for sale or use . . . . .	0	0	0
	<b>9</b> Prepaid expenses and deferred charges . . . . .	0	0	0
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule) . . . . .	0	0	0
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	373,616	366,163	366,163
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	0	0	0
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ . . . . . 0			
	Less: accumulated depreciation (attach schedule) ▶ . . . . . 0	0	0	0
<b>Liabilities</b>	<b>12</b> Investments—mortgage loans . . . . .	0	0	0
	<b>13</b> Investments—other (attach schedule) . . . . .	0	0	0
	<b>14</b> Land, buildings, and equipment: basis ▶ . . . . . 0			
	Less: accumulated depreciation (attach schedule) ▶ . . . . . 0	0	0	0
	<b>15</b> Other assets (describe ▶ 0 ) . . . . .	0	0	0
	<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	373,616	366,163	366,163
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	0	0	
	<b>18</b> Grants payable . . . . .	0	0	
	<b>19</b> Deferred revenue . . . . .	0	0	
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons . . . . .	0	0	
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .	0	0	
	<b>22</b> Other liabilities (describe ▶ 0 ) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .	0	0	
	<b>25</b> Temporarily restricted . . . . .	0	0	
	<b>26</b> Permanently restricted . . . . .	0	0	
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	0	0	
	<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .	0	0	
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds . . . . .	0	0	
	<b>30</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .	0	0	
	<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	373,616	366,163	

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

<b>1</b> Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	<b>1</b>	373,616
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	343
<b>3</b> Other increases not included in line 2 (itemize) ▶ . . . . .	<b>3</b>	0
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	373,959
<b>5</b> Decreases not included in line 2 (itemize) ▶ <b>UNREALIZED GAINS</b> . . . . .	<b>5</b>	7,796
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	366,163

**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 See Schedule D attached for Gains and losses on Sales of Stock</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b>				
<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)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b>	<b>5,241</b>
<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>	<b>178</b>

**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.

(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))
2013			
2012			
2011			
2010			
2009			
<b>2</b> Total of line 1, column (d)			<b>2</b>
<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>
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			<b>4</b>
<b>5</b> Multiply line 4 by line 3			<b>5</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b>
<b>7</b> Add lines 5 and 6			<b>7</b>
<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>

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

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	267	
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0	0
<b>3</b>	Add lines 1 and 2	<b>3</b>	0	0
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	0	0
<b>6</b>	<b>Credits/Payments:</b>			
<b>a</b>	2014 estimated tax payments and 2013 overpayment credited to 2014	<b>6a</b>	0	0
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	0	0
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	0	0
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	0	0
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	0	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	0	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	267	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	0	
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2015 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		✓
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		✓
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		✓
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
<b>6</b> 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?	✓	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
<b>b</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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
<b>9</b> 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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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

<b>11</b>	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)	<b>11</b>		✓
<b>12</b>	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)	<b>12</b>		✓
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	<b>13</b>	✓	
<b>14</b>	The books are in care of ▶ <u>Henry E. Bratcher III, Co-Trustee</u> Telephone no. ▶ Located at ▶ <u>55 Bacon St. Natick MA 01760</u> ZIP+4 ▶ <u>01760</u>			
<b>15</b>	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 ▶ <b>15</b>			
<b>16</b>	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶	<b>16</b>	Yes	No ✓

**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
<b>1a</b>	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? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . . . <b>1b</b>		
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>		
<b>c</b>	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 2014? . . . . . <b>1c</b>		✓
<b>2</b>	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)):		
<b>a</b>	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? . . . . . <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) . . . . . <b>2b</b>		✓
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2014 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 2014.) . . . . . <b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <b>4a</b>		✓
<b>b</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 2014? <b>4b</b>		✓

**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 4945(d)(4)(A)? (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)? **5b** ☐ 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? **6b** ☐ 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? **7b** ☐ Yes ☒ No

**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
Dr. John L. Sprague, Co-Trustee 175 Bee Hill Road Williamstown, MA 01267	Co-Trustee 2 hours	0	0	0
Henry Bratcher, Co-Trustee 55 Bacon St. Natick, MA 01760	Co-Trustee 2 hours	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	n/a	0	0	0

**Total number of other employees paid over \$50,000** **0**

**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
Henry Bratcher 55 Bacon St. Natick, MA 01760	Tax preparation/ Accounting review	550
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**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
<b>1 None</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1 None</b>	
<b>2 None</b>	
All other program-related investments See instructions	
<b>3 None</b>	
<b>Total. Add lines 1 through 3</b>	

**0**



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	369,810
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	0
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	369,810
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	369,810
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	5,547
<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>	364,263
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	18,213

**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>	18,213
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5 . . . . .	<b>2a</b>	0
<b>b</b>	Income tax for 2014. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	0
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	18,213
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	18,213
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	0
<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>	18,213

**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>	17,311
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	0
<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>	0
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	0
<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>	17,311
<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>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	17,311

**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 2013	(c) 2013	(d) 2014
<b>1</b> Distributable amount for 2014 from Part XI, line 7 . . . . .				<b>18,213</b>
<b>2</b> Undistributed income, if any, as of the end of 2014:				
<b>a</b> Enter amount for 2013 only . . . . .			<b>0</b>	
<b>b</b> Total for prior years: 20____, 20____, 20____		<b>0</b>		
<b>3</b> Excess distributions carryover, if any, to 2014:				
<b>a</b> From 2009 . . . . .	<b>12,687</b>			
<b>b</b> From 2010 . . . . .	<b>10,585</b>			
<b>c</b> From 2011 . . . . .	<b>15,585</b>			
<b>d</b> From 2012 . . . . .	<b>14,085</b>			
<b>e</b> From 2013 . . . . .	<b>17,306</b>			
<b>f</b> <b>Total</b> of lines 3a through e . . . . .				
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ <b>17,311</b>				
<b>a</b> Applied to 2013, but not more than line 2a . . . . .			<b>0</b>	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .		<b>0</b>		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .	<b>0</b>			
<b>d</b> Applied to 2014 distributable amount . . . . .				<b>18,213</b>
<b>e</b> Remaining amount distributed out of corpus . . . . .	<b>0</b>			
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	<b>18,213</b>			<b>18,213</b>
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	<b>0</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		<b>0</b>		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .		<b>0</b>		
<b>e</b> Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions) . . . . .	<b>0</b>			
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .	<b>0</b>			
<b>9</b> <b>Excess distributions carryover to 2015.</b> Subtract lines 7 and 8 from line 6a . . . . .	<b>69,346</b>			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2010 . . . . .	<b>5,059</b>			
<b>b</b> Excess from 2011 . . . . .	<b>15,585</b>			
<b>c</b> Excess from 2012 . . . . .	<b>14,085</b>			
<b>d</b> Excess from 2013 . . . . .	<b>17,306</b>			
<b>e</b> Excess from 2014 . . . . .	<b>17,311</b>			

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

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

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

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:

**FLORENCE & ROBERT SPRAGUE FOUNDATION 175 Bee Hill Road WILLIAMSTOWN, MA 01267**

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

None

- c** Any submission deadlines:

None

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

None

**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</b> <i>Paid during the year</i>				
See List attached	For Education, Art,		For Education, Art,  Science and betterment  of people in need	13,000
<b>Total</b> . . . . .			<b>3a</b>	13,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			<b>3b</b>	0



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

Attach to 990PF

FLORENCE & ROBERT SPRAGUE FOUNDATION 2014 04-6038620

Attachments to 990-PF

- 1) 2014 990-PF
- 2) Contribution list 2014
- 3) Expenses
- 16b \$550 for Tax Preparation
- 16c \$3,761 Wells Fargo Fees
- 23

FLORENCE & ROBERT SPRAGUE FOUNDATION 2012 04-6038620

Attorney General # 008511

Answers to MA Attorney General Form PC # 17 and #18:

#17 Dr. John L. Sprague, 175 Bee Hill Road, Williamstown, MA 01267

Henry E. Bratcher III, 55 Bacon Street Natick MA 01760

#18 Same as #17

All are responsible for custody of the funds, distribution of the funds, financial records and sign checks. There was no fund raising activity in 2014.

Contributions - 2014  
Florence + Robert Sprague Foundation  
Tax ID 04-6038620

Williamstown Rural Lands Foundation	\$ 1,000 -
Mc LA Foundation, Inc	500 -
Williamstown Theatre Foundation	3,000 -
Sterling + Francine Clark Art Institute	8,000 -
Williamstown Community Chest	<u>500 -</u>
Total	\$ 13,000



04 603 8620

AD-Automatic Deposit • AP-Automatic Payment • ATM-Cash Withdrawal • DC-Debit Card • FT-Funds Transfer • SC-Service Charge • TD-Tax Deductible

[illegible]

Fees 046038628

Annual Statement Information

Account Number: 3049-1836  
Command Account Number: 9079355031  
THE FLORENCE AND ROBERT  
SPRAGUE FOUNDATION  
For Client Service call: 1-800-266-6263

Activity detail by type

Other additions					AMOUNT
DATE	ACCOUNT TYPE	TRANSACTION	QUANTITY	DESCRIPTION	
1/09	Cash	STOCK DISTRIB	84.00000	NOVO NORDISK A S ADR	0.00
6/09	Cash	STOCK DISTRIB	66.00000	APPLE INC	0.00
6/09	Cash	STOCK DISTRIB	33.00000	UNION PACIFIC CORP	0.00
Total Other additions:					\$0.00

Other subtractions					AMOUNT
DATE	ACCOUNT TYPE	TRANSACTION	QUANTITY	DESCRIPTION	
1/10	Cash	ADVISORY FEE		PIM FEE QUARTERLY FEE	-934.84
4/11	Cash	ADVISORY FEE		PIM FEE QUARTERLY FEE	-929.81
7/11	Cash	ADVISORY FEE		PIM FEE QUARTERLY FEE	-957.57
10/10	Cash	ADVISORY FEE		PIM FEE QUARTERLY FEE	-938.67
Total Other subtractions:					-\$3,760.89

Withdrawals by check

Entries that display a blank in the expense code field are checks generated by the firm based upon standing or specific instructions that you have provided.

DATE	CHECK NUMBER	DESCRIPTION	EXPENSE CODE	AMOUNT
1/02	0001037	NARH-CARE CAMPAIGN	Unspecified	-5,000.00
5/14	0001040	COMM OF MA	Unspecified	-35.00





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## 2014 Year-End Account Summary

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THE FLORENCE AND ROBERT  
SPRAGUE FOUNDATION

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### Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1e)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
✓ ABBOTT LABORATORIES CUSIP: 002824100	5.00000	04/05/2012	12/08/2014	229.34	148.55		0.00	80.79	
✓ ABBVIE INC CUSIP: 00287Y109	3.00000	02/06/2013	12/08/2014	210.24	110.84		0.00	99.40	
✓ ACCESS NATIONAL CORP CUSIP: 004337101	12.00000	01/09/2013	12/08/2014	212.88	175.26		0.00	37.62	
✓ INVESCO ✓ CONVERTIBLE SECURITIES CUSIP: 00888W700	24.47200	09/26/2013	12/08/2014	607.64	586.59		0.00	21.05	
✓ AIR METHODS CORP PAR \$ .06 CUSIP: 009128307	✓ 13.00000 ✓ 13.00000 ✓ 21.00000	01/09/2013 01/09/2013 02/06/2013	01/23/2014 03/04/2014 03/04/2014	695.77 717.42 1,158.93	513.89 ✓ 513.88 ✓ 914.81 ✓		0.00 0.00 0.00	181.88 203.54 244.12	
Subtotals	47.00000			\$2,572.12	\$1,942.58		\$0.00	\$629.54	
✓ B&G FOODS INC CLASS A CUSIP: 05508R106	3.00000	01/09/2013	12/08/2014	85.41	90.65		0.00	-5.24	Original Basis: 92.70
✓ BARON SELECT FUNDS ✓ REAL ESTATE FUND CUSIP: 06828M801	8.54400	12/04/2013	12/08/2014	220.44	182.31		0.00	38.13	Original Basis: 182.59
✓ DEERE & CO CUSIP: 244199105	✓ 33.00000	01/09/2013	10/22/2014	2,747.21	2,932.05		0.00	-184.84	
Subtotals	42.00000			749.25	832.60		0.00	-83.35	
✓ EXXON MOBIL CORP CUSIP: 30231G102	2.00000	01/09/2013	12/08/2014	\$3,496.46	\$3,764.65		\$0.00	(\$268.19)	
				184.46	175.88		0.00	8.58	

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THE FLORENCE AND ROBERT  
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## Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold (Box 1b)	Date Acquired (Box 1c)	Date Sold or Disposed (Box 1d)	Proceeds (Box 1e)	Cost or Other Basis (Box 1f)	Code (Box 1g)	Adjustments (Box 1h)	Gain/Loss Amount	Additional Information
✓ FRANKLIN INVS SECS TR * ADJ US GOVT SECS FD CUSIP: 353612625	25.83100	01/09/2013	12/08/2014	223.95	228.35		0.00	-4.40	
✓ HARRIS ASSOC INVT TR * OAKMARK INTL FUND CL I CUSIP: 413838202	26.02200	06/11/2013	12/08/2014	666.94	617.77		0.00	49.17	
✓ HARTFORD MUTUAL FUNDS * FLOATING RATE FUND CUSIP: 416649804	✓ 910.00000 89.76700	01/09/2013 01/09/2013	02/07/2014 12/08/2014	8,235.50 789.05	8,180.90 807.01		0.00 0.00	54.60 -17.96	
Subtotals	999.76700			\$9,024.55	\$8,987.91		\$0.00	\$36.64	
IVY FDS INC HIGH INCOME FD CLASS I CUSIP: 466000122	1905.42100 6.98400 292.36100 14.12700 12.65700 15.80000 13.51100 597.65500 15.50300	01/09/2013 01/28/2013 02/06/2013 02/28/2013 03/28/2013 04/29/2013 05/28/2013 06/27/2013 06/28/2013	07/11/2014 07/11/2014 07/11/2014 07/11/2014 07/11/2014 07/11/2014 07/11/2014 07/11/2014 07/11/2014	16,634.32 60.97 2,552.31 123.32 110.49 137.93 117.95 5,217.54 135.34	16,405.66 60.55 2,526.00 122.20 110.37 138.57 118.76 5,098.00 132.24		0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00	228.66 0.42 26.31 1.12 0.12 -0.64 -0.81 119.54 3.10	
Subtotals	2874.01900			\$25,090.17	\$24,712.35		\$0.00	\$377.82	
✓ IVY SCIENCE AND TECHNOLOGY FUN CL I CUSIP: 466001807	11.30300	06/27/2013	12/08/2014	661.68	514.52		0.00	147.16	



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## Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
LAZARD FDS INC * EMERGING MARKETS EQUITY CUSIP: 52106N392	27.44700	01/09/2013	12/08/2014	289.02	318.09		0.00	-29.07	Original Basis: 318.39
✓ MAIN STREET CAPITAL CORP CUSIP: 56035L104	3.00000	01/09/2013	12/08/2014	94.29	92.52		0.00	1.77	
✓ NOVO NORDISK A S ADR CUSIP: 670100205	✓ 100.00000	01/09/2013	02/03/2014	3,953.88	3,371.40		0.00	582.48	
✓ ORCHIDS PAPER PRODUCTS CO CUSIP: 68572N104	8.00000	04/05/2012	12/08/2014	230.95	146.16		0.00	84.79	
✓ PPG INDUSTRIES INC CUSIP: 693506107	1.00000	01/09/2013	12/08/2014	223.78	141.44		0.00	82.34	
✓ PIONEER STRATEGIC * INCOME FD CUSIP: 723884409	120.73900	01/09/2013	12/08/2014	1,301.57	1,369.18		0.00	-67.61	
✓ PIONEER SER TR X * MULTI-ASSET ULTRASHORT CUSIP: 72388E605	22.33400	09/26/2013	12/08/2014	224.23	224.68		0.00	-0.45	
✓ QUALCOMM INC CUSIP: 747525103	3.00000	01/09/2013	12/08/2014	219.99	193.95		0.00	26.04	
✓ SPDR S&P 500 TRUST ETF CUSIP: 78462F103	8.00000	06/25/2013	12/08/2014	1,663.32	1,272.00		0.00	391.32	
✓ TEMPLETON INCOME TR * GLOBAL BD FD ADVISOR CL CUSIP: 880208400	64.92700	01/09/2013	12/08/2014	849.25	873.27		0.00	-24.02	

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SPRAGUE FOUNDATION

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## Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description (Box 1a) CUSIP	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
✓ THORNBURG INVT TR * INVT INCOME BUILDER FD CUSIP: 885215467	21.69800	02/06/2013	12/08/2014	460.43	429.63		0.00	30.80	
✓ TRIANGLE CAPITAL CORP CUSIP: 895848109	4.00000	01/09/2013	12/08/2014	79.80	104.08		0.00	-24.28	
✓ UNION PACIFIC CORP CUSIP: 907818108	2.00000	01/09/2013	12/08/2014	232.69	131.37		0.00	101.32	
✓ VERIZON COMMUNICATIONS COM CUSIP: 92343V104	2.00000	03/28/2011	12/08/2014	98.60	75.29		0.00	23.31	
✓ WAL-MART STORES INC CUSIP: 931142103	50.00000 9.00000	01/09/2013 02/06/2013	02/24/2014 02/24/2014	3,674.14 661.35	3,428.50 638.51		0.00 0.00	245.64 22.84	
Subtotals	59.00000			\$4,335.49	\$4,067.01		\$0.00	\$268.48	
✓ SEADRILL LTD CUSIP: G7945E105	7.00000	03/28/2011	12/08/2014	81.97	257.63		0.00	-175.66	
Totals				\$57,825.54	\$55,305.91		\$0.00	\$2,519.63	



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## 2014 Year-End Account Summary

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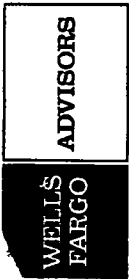
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### Long Term Gains or Losses (Box 2) For Noncovered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date		Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis Code	Adjustments	Gain/Loss Amount	Additional Information
		Acquired (Box 1b)							
✓ APPLE INC CUSIP: 037833100	2.00000	04/15/2010		12/08/2014	227.37	71.14	0.00	156.23	
<b>Totals</b>					<b>\$227.37</b>	<b>\$71.14</b>	<b>\$0.00</b>	<b>\$156.23</b>	

The Code column will reflect W for wash sale, C for collectibles, or D for market discount.  
For some tax lots complete data is not available. Therefore, you may see N/A in the Proceeds, Gain/Loss or Cost columns. In these situations, you should determine the actual cost or proceeds and calculate the Gain/Loss.  
Please note that the totals will include any available cost or proceeds, even if the Gain/Loss is marked N/A.



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## Dividend Distributions

Description	CUSIP	Payment Date	# of Payments	Total Ordinary Dividends (Box 1a, includes 1b)	Nonqualified Dividends (Included in Box 1a)	Short-Term Capital Gains (Included in Box 1a)	Qualified Dividends (Box 1b)	Notes
SPDR S&P 500 TRUST ETF	78462F103	01/30/2015	1	295.08	16.51	0.00	278.57	
TEMPLETON INC GLB BD ADV	880208400	Multiple	12	1,825.07	1,770.38	54.69	0.00	
THORNBURG INC BLDR TR I	885215467	Multiple	4	763.86	188.14	0.00	575.72	
TRIANGLE CAPITAL CORP	895848109	Multiple	4	281.83	266.51	0.12	15.20	
UNION PACIFIC CORP	907818108	Multiple	4	119.13	0.00	0.00	119.13	
UNION PACIFIC CORP	907818108	01/02/2015	1	33.00	0.00	0.00	33.00	
VERIZON COMMUNICATIONS	92343V104	Multiple	4	196.88	0.00	0.00	196.88	
WAL-MART STORES INC	931142103	01/02/2014	1	27.73	0.00	0.00	27.73	
SEADRILL LTD	G7945E105	Multiple	3	339.72	0.00	0.00	339.72	
<b>Totals</b>				<b>\$12,412.61</b>	<b>\$7,391.00</b>	<b>\$349.58</b>	<b>\$4,672.03</b>	

## Long-Term Capital Gains

Description	CUSIP	Payment Date	# of Payments	Total Capital Gain Distributions (Box 2a, includes 2b, 2c, 2d)	Unrecaptured Section 1250 Gains (Box 2b)	Section 1202 Gains (Box 2c)	Collectibles 28% Gains (Box 2d)	Notes
INVESCO CONV SECS CL Y	00888W700	12/12/2014	1	484.74	0.00	0.00	0.00	
BLACKROCK HIGH YIELD I	091929638	12/23/2014	1	92.63	0.00	0.00	0.00	
OAKMARK INTERNATIONAL I	413838202	12/19/2014	1	716.40	0.00	0.00	0.00	
IVY SCIENCE AND TECH I	466001807	12/11/2014	1	394.74	0.00	0.00	0.00	
MAIN STREET CAPITAL CORP	56035L104	Multiple	4	49.01	0.00	0.00	0.00	
PIONEER STRAT INCOME Y	723884409	11/25/2014	1	546.78	0.00	0.00	0.00	
TRIANGLE CAPITAL CORP	895848109	Multiple	3	102.17	0.00	0.00	0.00	
<b>Totals</b>				<b>\$2,386.47</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	



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## Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold (Box 1b)	Date Acquired (Box 1c)	Date Sold or Disposed (Box 1d)	Proceeds (Box 1e)	Cost or Other Basis (Box 1f)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
✓ ALASKA AIR GROUP INC CUSIP: 011659109	20.00000	10/16/2014	10/31/2014	1,061.10	877.70		0.00	183.40	
✓ BLACKROCK FDS II * HIGH YIELD BOND PORT CUSIP: 091929638	74.67200	07/16/2014	12/08/2014	605.59	626.50		0.00	-20.91	
✓ GOLDMAN SACHS TR * STRATEGIC INCOME FD CL CUSIP: 38145C646	22.58800	02/07/2014	12/08/2014	235.37	238.99		0.00	-3.62	
IVY FDS INC * HIGH INCOME FD CLASS I CUSIP: 466000122	19.26700 19.23900 20.11400 25.59600 19.46300 103.67900	07/29/2013 08/28/2013 09/30/2013 12/13/2013 12/13/2013	07/11/2014 07/11/2014 07/11/2014 07/11/2014 07/11/2014	168.20 167.95 175.60 223.46 169.92 \$905.13	166.66 165.26 174.19 221.15 168.16 \$895.42		0.00 0.00 0.00 0.00 0.00 \$0.00	1.54 2.69 1.41 2.31 1.76 \$9.71	
✓ MARTIN MARIETTA MATERIALS INC CUSIP: 573284106	7.00000	10/16/2014	12/18/2014	798.76	792.92		0.00	5.84	
✓ NOVO NORDISK A S ADR CUSIP: 670100205	✓ 5.00000	02/06/2013	02/03/2014	197.70	193.63 ✓		0.00	4.07	
Totals				\$3,803.65	\$3,625.16		\$0.00	\$178.49	