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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

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

06/01, 2014, and ending

05/31, 2015

Name of foundation ROBERT R. SPRAGUE FOUNDATION		A Employer identification number 95-7052355
Number and street (or P O box number if mail is not delivered to street address) C/O WHITTIER TRUST COMPANY, ATTN: GREG CUSTER 1600 HUNTINGTON DRIVE	Room/suite	B Telephone number (see instructions) (310) 552-8557
City or town, state or province, country, and ZIP or foreign postal code SOUTH PASADENA, CA 91030		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 15,956,478.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	1,786,158.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	14.	14.		ATCH 1
4	Dividends and interest from securities	332,055.	332,055.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	530,220.			
b	Gross sales price for all assets on line 6a 2,166,281.				
7	Capital gain net income (from Part IV, line 2)		530,220.		
8	Net short-term capital gain 2015				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 3	116.	116.		
12	Total. Add lines 1 through 11	2,648,563.	862,405.		
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 4	1,595.	798.		797.
b	Accounting fees (attach schedule) ATCH 5	4,500.	2,250.		2,250.
c	Other professional fees (attach schedule) [6]	84,454.	42,227.		42,227.
17	Interest				
18	Taxes (attach schedule) (see instructions) [7]	7,894.	1,054.		10.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 8	9,243.	4,582.		4,661.
24	Total operating and administrative expenses. Add lines 13 through 23.	107,686.	50,911.		49,945.
25	Contributions, gifts, grants paid	54,000.			54,000.
26	Total expenses and disbursements. Add lines 24 and 25	161,686.	50,911.	0	103,945.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	2,486,877.			
b	Net investment income (if negative, enter -0-)		811,494.		
c	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	501,699.	978,119.	978,119.
	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) [9]	603,503.	879,712.	898,205.
	b	Investments - corporate stock (attach schedule) Sch. B-1	5,791,084.	7,115,859.	12,192,708.
	c	Investments - corporate bonds (attach schedule) ATCH 10		50,181.	51,405.
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 11	1,900,941.	1,686,795.	1,836,041.	
14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,797,227.	10,710,666.	15,956,478.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	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	9,423,522.	8,797,227.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-626,295.	1,913,439.	
	30	Total net assets or fund balances (see instructions)	8,797,227.	10,710,666.	
	31	Total liabilities and net assets/fund balances (see instructions)	8,797,227.	10,710,666.	

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	8,797,227.
2	Enter amount from Part I, line 27a	2	2,486,877.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,284,104.
5	Decreases not included in line 2 (itemize) ▶ ATCH 12	5	573,438.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,710,666.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
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))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	530,220.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	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.

(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	1,187,149.	12,859,504.	0.092317
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
2 Total of line 1, column (d)			2 0.266678
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.053336
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 14,179,905.
5 Multiply line 4 by line 3			5 756,299.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,115.
7 Add lines 5 and 6			7 764,414.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 103,945.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	16,230.
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	16,230.
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	16,230.
6	Credits/Payments.		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	5,715.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	5,715.
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	10,515.
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 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input 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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>JOEL SPRAGUE</u> Telephone no. <u>310-552-8557</u> Located at <u>SAME AS MAILING ADDRESS</u> ZIP+4 <u></u>			
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 <u>15</u>			
16	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 <u></u>	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? <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 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 checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
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 <u></u>		
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 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.) <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 2014? <input type="checkbox"/>	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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** *N/A*

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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** *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? ☐ **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 13		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. ☐

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	13,670,437.
b	Average of monthly cash balances	1b	725,406.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	14,395,843.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	14,395,843.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	215,938.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,179,905.
6	Minimum investment return. Enter 5% of line 5	6	708,995.

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

1	Minimum investment return from Part X, line 6	1	708,995.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	16,230.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	16,230.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	692,765.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	692,765.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	692,765.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	103,945.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	103,945.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	103,945.

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.

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Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				692,765.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20 12 20 11 20 10				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013 328,921.				
f Total of lines 3a through e	328,921.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 103,945.				
a Applied to 2013, but not more than line 2a				
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 2014 distributable amount				103,945.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	328,921.			328,921.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				259,899.
7 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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

Form **990-PF** (2014)

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 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	
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
a Paid during the year				
ATCH 14				
Total			3a	54,000.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

5984-11

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
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1)	Cash	1a(1)		X
(2)	Other assets	1a(2)		X
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
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d	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

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.

**Sign
Here**

Signature of officer or trustee Joel Sprague Date 9/10/15 Title _____

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

**Paid
Preparer
Use Only**

Print/Type preparer's name _____

Kurt Adelman

Preparer's signature _____

[Handwritten signature]

Date

8/25/15

Check ☐ self-employed

PTIN	
------	--

P01257920

Firm's name **J. ARTHUR GREENFIELD & CO. LLP**

Firm's EIN ▶ 95-2118809

Firm's address ► 10880 WILSHIRE BLVD. STE 800
LOS ANGELES, CA

90024-4124

Phone no. 310-208-2646

Form 990-PF (2014)

Schedule B(Form 990, 990-EZ,
or 990-PF) -Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2014▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**

ROBERT R. SPRAGUE FOUNDATION

Employer identification number

95-7052355

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization ROBERT R. SPRAGUE FOUNDATION

Employer identification number
95-7052355**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SPRAGUE 10% CHARITABLE REMAINDER UNITRUST ADDRESS SEE FOOTNOTE	\$ 1,465,526.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	SPRAGUE 10% CHARITABLE REMAINDER UNITRUST ADDRESS SEE FOOTNOTE	\$ 320,632.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number
95-7052355

Part II

[illegible]

Name of organization **ROBERT R. SPRAGUE FOUNDATION**Employer identification number
95-7052355

Part III **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	

Acct Name ROBERT R SPRAGUE FOUNDATION 6/3/98
JOEL SPRAGUE, TRUSTEE

FEIN 95-7052355

Description Block	CUSIP #	Ticker	Shares/Par Change	Market Value
REC 862 SHARES ISHARES INC CORE MSCI EMKT FROM ACCOUNT 008430	46434G103	IEMG	862 0000	40,720 88
REC 200 SHARES J P MORGAN CHASE & CO COM FROM ACCOUNT 008430	46625H100	JPM	200 0000	11,868 00
REC 200 SHARES JOHNSON & JOHNSON COM FROM ACCOUNT 008430	478160104	JNJ	200 0000	20,988 00
REC 200 SHARES MCDONALDS CORP COM FROM ACCOUNT 008430	580135101	MCD	200 0000	18,642 00
REC 200 SHARES INTERNATIONAL BUSINESS MACHS COM FROM ACCOUNT 008430	459200101	IBM	200 0000	31,822 00
REC 2500 SHARES ISHARES MSCI EAFE INDEX FUND FROM ACCOUNT 008430	464287465	EFA	2,500 0000	149,100 00
REC 200 SHARES MERCK & CO INC COM FROM ACCOUNT 008430	58933Y105	MRK	200 0000	12,512 00
REC 200 SHARES MICROSOFT CORP COM FROM ACCOUNT 008430	594918104	MSFT	200 0000	9,438 00
REC 50000 SHARES NEW YORK CITY NY TRANSITION 4 137% DUE 08/01/20 FROM ACCOUNT 008430	64971M4H2		50,000 0000	54,462 50
REC 200 SHARES NIKE INC CL B FROM ACCOUNT 008430	654106103	NKE	200 0000	19,198 00
REC 200 SHARES PFIZER INC COM FROM ACCOUNT 008430	717081103	PFE	200 0000	6,530 00
REC 200 SHARES PROCTER & GAMBLE CO COM FROM ACCOUNT 008430	742718109	PG	200 0000	18,050 00
REC 200 SHARES 3M CO FROM ACCOUNT 008430	88579Y101	MMM	200 0000	32,324 00
REC 200 SHARES TRAVELERS COMPANIES, INC COM FROM ACCOUNT 008430	89417E109	TRV	200 0000	21,166 00
REC 200 SHARES UNITED TECHNOLOGIES CORP COM FROM ACCOUNT 008430	913017109	UTX	200 0000	22,804 00
REC 200 SHARES UNITEDHEALTH GROUP INC COM FROM ACCOUNT 008430	91324P102	UNH	200 0000	20,744 00
REC 200 SHARES WAL MART STORES INC COM FROM ACCOUNT 008430	931142103	WMT	200 0000	17,870 00
REC 200 SHARES AT&T INC COM FROM ACCOUNT 008430	00206R102	T	200 0000	6,680 00
REC 200 SHARES AMERICAN EXPRESS CO COM FROM ACCOUNT 008430	025816109	AXP	200 0000	18,084 00
REC 50000 SHARES APPLE INC NOTE 2 850% 5/06/21 FROM ACCOUNT 008430	037833AR1		50,000 0000	51,748 50
REC 600 SHARES SPDR TR S&P 500 FROM ACCOUNT 008430	78462F103	SPY	600 0000	122,550 00
REC 295 SHARES SPDR TR S&P 500 FROM ACCOUNT 008430	78462F103	SPY	295 0000	60,253 75
REC 200 SHARES CHEVRON CORP COM FROM ACCOUNT 008430	166764100	CVX	200 0000	21,642 00
REC 200 SHARES CISCO SYS INC COM FROM ACCOUNT 008430	17275R102	CSCO	200 0000	5,458 00
REC 200 SHARES COCA COLA CO COM FROM ACCOUNT 008430	191216100	KO	200 0000	8,606 00
REC 200 SHARES DISNEY WALT CO COM DISNEY FROM ACCOUNT 008430	254687106	DIS	200 0000	18,850 00
REC 200 SHARES VERIZON COMMUNICATIONS COM FROM ACCOUNT 008430	92343V104	VZ	200 0000	9,352 00
REC 200 SHARES VISA INC COM CL A FROM ACCOUNT 008430	92826C839	V	200 0000	52,106 00
REC 200 SHARES GENERAL ELECTRIC CO COM FROM ACCOUNT 008430	369604103	GE	200 0000	4,806 00
REC 200 SHARES GOLDMAN SACHS GROUP INC COM FROM ACCOUNT 008430	38141G104	GS	200 0000	37,470 00
REC 200 SHARES HOME DEPOT INC COM FROM ACCOUNT 008430	437076102	HD	200 0000	20,978 00
REC 200 SHARES INTEL CORP COM FROM ACCOUNT 008430	458140100	INTC	200 0000	7,352 00
REC 200 SHARES BOEING CO COM FROM ACCOUNT 008430	097023105	BA	200 0000	26,308 00
REC 200 SHARES CATERPILLAR INC DEL COM FROM ACCOUNT 008430	149123101	CAT	200 0000	17,530 00
REC 550 SHARES ISHARES S&P MIDCAP 400 INDEX FROM ACCOUNT 008430	464287507	IJH	550 0000	79,046 00
REC 1000 SHARES ISHARES S&P MIDCAP 400 INDEX FROM ACCOUNT 008430	464287507	IJH	1,000 0000	143,720 00
REC 800 SHARES ISHARES RUSSELL 2000 INDEX FROM ACCOUNT 008430	464287655	IWM	800 0000	94,056 00
REC 1000 SHARES ISHARES RUSSELL 2000 INDEX FROM ACCOUNT 008430	464287655	IWM	1,000 0000	117,570 00
REC 200 SHARES DU PONT E I DE NEMOURS & CO COM FROM ACCOUNT 008430	263534109	DD	200 0000	14,700 00
REC 200 SHARES EXXON MOBIL CORP COM FROM ACCOUNT 008430	30231G102	XOM	200 0000	18,420 00
GRAND TOTAL			113,607 0000	1,465,525 63

SCHEDULE A

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WHITTIER INT'L FUND A K-1	14.	14.
TOTAL	<u>14.</u>	<u>14.</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	289,665.	289,665.
WHITTIER TRUST - US GOVERNMENT OBLIG	1,559.	1,559.
WHITTIER TRUST - MUNICIPAL BONDS	14,787.	14,787.
WHITTIER TRUST - CORPORATE BONDS	713.	713.
WHITTIER INT'L FUND A - K-1 DIVIDENDS	25,331.	25,331.
TOTAL	<u>332,055.</u>	<u>332,055.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FROM WHITTIER INT'L FUND A	116.	116.
TOTALS	<u>116.</u>	<u>116.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL 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	1,595.	798.		797.
TOTALS	<u>1,595.</u>	<u>798.</u>		<u>797.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

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

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TRUSTEE FEES	84,454.	42,227.	42,227.
TOTALS	<u>84,454.</u>	<u>42,227.</u>	<u>42,227.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
STATE TAX - WHITTIER INT'L	11.	11.	
STATE TAX - WHITTIER TRUST	10.		10.
FOREIGN TAXES - WHITTIER INT'L	230.	230.	
FOREIGN TAXES - WHITTIER TRUST	813.	813.	
FEDERAL TAX PAYMENT	6,830.		
TOTALS	<u>7,894.</u>	<u>1,054.</u>	<u>10.</u>

ATTACHMENT 8

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	9,165. 78.	4,582.	4,583. 78.
TOTALS	9,243.	4,582.	4,661.

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

ATTACHMENT 9		
DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US TREASURY NTS (SEE SCH B-1)	524,434.	527,155.
US OBLIGATIONS TOTAL	524,434.	527,155.
STATE MUNICIPAL BONDS (SEE SCH B-1)	355,278.	371,050.
STATE OBLIGATIONS TOTAL	355,278.	371,050.
US AND STATE OBLIGATIONS TOTAL	879,712.	898,205.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS	50,181.	51,405.
TOTALS	<u>50,181.</u>	<u>51,405.</u>

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WHITTIER INT'L FUND A	683,463.	785,398.
BOND & EQUITY FUNDS	777,542.	827,050.
MUTUAL FUND	225,790.	223,593.
(SEE SCH B-1)		
TOTALS	<u>1,686,795.</u>	<u>1,836,041.</u>

ATTACHMENT 12FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

ADJUSTMENTS FOR DIFFERENCE BETWEEN
DONOR'S ORIGINAL COST BASIS & FMV RE
DONATED SECURITIES

573,438.

TOTAL

573,438.

For the Account of:
ROBERT R. SPRAGUE FOUNDATION 6/3/98

Date: MAY 31, 2015



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	6.13	978,119.45	978,119.45	0	0.00
TOTAL CASH EQUIVALENTS	6.13	978,119.45	978,119.45	0	0.00
FIXED INCOME SECURITIES					
U.S. TREASURY BONDS & NOTES	3.30	524,433.59	527,155.25	5,250	1.00
MUNICIPAL BONDS&NOTES TAXABLE	2.33	355,277.98	371,050.00	14,815	3.99
CORPORATE BONDS & NOTES	.32	50,180.56	51,405.00	1,425	2.77
MUTUAL FUND-TAXABLE BOND	1.40	225,789.77	223,593.37	9,642	4.31
FIXED INCOME TAXABLE	5.18	777,542.00	827,050.00	29,262	3.54
TOTAL FIXED INCOME SECURITIES	12.54	1,933,223.90	2,000,253.62	60,394	3.02
EQUITIES					
US LARGE CAP EQUITIES	54.24	5,101,192.54	8,655,083.80	192,011	2.22
US SMALL AND MID-CAP EQUITIES	14.26	994,534.65	2,276,000.74	33,070	1.45
NON-US EQUITIES	7.91	1,020,131.51	1,261,623.16	41,042	3.25
TOTAL EQUITIES	81.33	7,115,858.70	12,192,707.70	280,342	2.16

For the Account of:
ROBERT R. SPRAGUE FOUNDATION 6/3/98



Whittier Trust
INVESTMENT & WEALTH MANAGEMENT

Date: MAY 31, 2015

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					
412,117.73	BLACKROCK TREAS INC	1.000	412,117.73	412,117.73	0	0.00
566,001.72	BLACKROCK TREAS	1.000	566,001.72	566,001.72	0	0.00
	TOTAL MISC CASH EQUIV-TAXABLE		978,119.45	978,119.45	0	0.00
	TOTAL CASH EQUIVALENTS		978,119.45	978,119.45	0	0.00
	FIXED INCOME SECURITIES					
	U.S. TREASURY BONDS & NOTES					
225,000	UNITED STATES TREAS NTS NOTE 1 000% 3/15/18	100.305	225,386.72	225,686.25	2,250	1.00
100,000	UNITED STATES TREAS NTS NOTE 1.375% 9/30/18	101.008	99,554.69	101,008.00	1,375	1.36
100,000	UNITED STATES TREAS NTS NOTE 0.875% 12/31/16	100.625	100,421.87	100,625.00	875	0.87
100,000	UNITED STATES TREAS NTS NOTE 0.750% 12/31/17	99.836	99,070.31	99,836.00	750	0.75
	TOTAL U.S. TREASURY BONDS & NOTES		524,433.59	527,155.25	5,250	1.00
	MUNICIPAL BONDS&NOTES TAXABLE					
100,000	HAMPTON ROADS SANTN DIST VA 4.505% DUE 11/1/17	107.466	100,965.84	107,466.00	4,505	4.19
100,000	MILWAUKEE CNTY WIS BUILD 3.875% DUE 8/1/16	103.664	100,254.87	103,664.00	3,875	3.74
100,000	NEW YORK NY CITY TRAN FIN 4.366% DUE 8/1/17	105.817	100,274.46	105,817.00	4,366	4.13
50,000	NEW YORK CITY NY TRANSITION 4.137% DUE 08/01/20	108.206	53,782.81	54,103.00	2,069	3.82
	TOTAL MUNICIPAL BONDS&NOTES TAXABLE		355,277.98	371,050.00	14,815	3.99

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For the Account of:
ROBERT R. SPRAGUE FOUNDATION 6/3/98



Date: MAY 31, 2015

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
CORPORATE BONDS & NOTES						
50,000	APPLE INC NOTE 2.850% 5/06/21	102.810	<u>50,180.56</u>	<u>51,405.00</u>	1,425	2.77
MUTUAL FUND-TAXABLE BOND						
21,963.985	ROWE T PRICE INSTL INCOME FD FLTG RATE FD	10.180	<u>225,789.77</u>	<u>223,593.37</u>	9,642	4.31
FIXED INCOME TAXABLE						
3,000	ISHARES LEHMAN AGGREGATE BONDS	110.170	320,489.00	330,510.00	7,548	2.28
1,000	ISHARES INVEST. GRADE CORP BONDS	118.270	103,480.00	118,270.00	3,994	3.38
1,000	ISHARES TR HIGH YLD CORP	90.910	81,110.00	90,910.00	4,869	5.36
1,000	ISHARES GLOBAL INTERMEDIATE CREDIT INDEX	109.970	101,953.00	109,970.00	2,645	2.41
4,500	ETF HIGH YIELD BONDS	39.420	<u>170,510.00</u>	<u>177,390.00</u>	10,206	5.75
TOTAL FIXED INCOME TAXABLE			<u>777,542.00</u>	<u>827,050.00</u>	29,262	3.54
TOTAL FIXED INCOME SECURITIES			<u>1,933,223.90</u>	<u>2,000,253.62</u>	60,394	3.02
EQUITIES						
US LARGE CAP EQUITIES						
1,500	AT&T INC	34.540	46,438.00	51,810.00	2,820	5.44
1,500	ALTRIA GROUP INC	51.200	30,057.75	76,800.00	3,120	4.06
1,500	AMERICAN EXPRESS CO	79.720	74,967.00	119,580.00	1,740	1.46
1,500	AMGEN INC	156.260	48,627.83	234,390.00	4,740	2.02
2,000	BANK OF AMERICA CORPORATION	16.500	81,300.00	33,000.00	400	1.21
1,500	BOEING CO	140.520	97,402.52	210,780.00	5,460	2.59
1,500	CATERPILLAR INC DEL	85.320	104,280.40	127,980.00	4,200	3.28
1,500	CHEVRON CORP	103.000	70,315.00	154,500.00	6,420	4.16
1,500	CISCO SYS INC	29.310	39,616.06	43,965.00	1,260	2.87

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Date: MAY 31, 2015

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
1,500	COCA COLA CO	40.960	33,638.00	61,440.00	1,980	3.22
1,000	COLGATE PALMOLIVE CO	66.790	51,464.90	66,790.00	1,520	2.28
1,500	DISNEY WALT CO COM DISNEY	110.370	40,600.22	165,555.00	1,725	1.04
1,500	DU PONT E I DE NEMOURS & CO	71.010	67,296.00	106,515.00	2,940	2.76
1,000	DUKE ENERGY CORP NEW COM NEW	75.730	54,472.98	75,730.00	3,180	4.20
1,500	EXXON MOBIL CORP	85.200	64,942.18	127,800.00	4,380	3.43
500	FEDEX CORP	173.220	22,691.25	86,610.00	400	0.46
1,500	GENERAL ELECTRIC CO	27.270	42,584.48	40,905.00	1,380	3.37
1,500	GOLDMAN SACHS GROUP INC	206.190	239,815.01	309,285.00	3,900	1.26
1,500	HERSHEY CO	92.860	48,187.50	139,290.00	3,210	2.30
1,500	HOME DEPOT INC	111.420	54,198.00	167,130.00	3,540	2.12
2,000	HONEYWELL INTL INC	104.200	77,735.00	208,400.00	4,140	1.99
1,500	INTEL CORP	34.460	40,187.75	51,690.00	1,440	2.79
1,500	INTERNATIONAL BUSINESS MACHS	169.650	123,158.65	254,475.00	7,800	3.07
7,635	ISHARES S&P 500 INDEX	212.580	1,462,765.57	1,623,048.30	30,189	1.86
3,000	ISHARES RUSSELL 1000 GROWTH	100.770	151,366.00	302,310.00	3,915	1.30
1,500	J P MORGAN CHASE & CO	65.780	53,428.00	98,670.00	2,640	2.68
1,500	JOHNSON & JOHNSON	100.140	86,214.00	150,210.00	4,500	3.00
1,500	MCDONALDS CORP	95.930	66,228.50	143,895.00	5,100	3.54
1,500	MERCK & CO INC	60.890	53,388.54	91,335.00	2,280	2.50
1,500	MICROSOFT CORP	46.860	37,380.81	70,290.00	1,860	2.65
200	NIKE INC CL B	101.670	14,749.78	20,334.00	224	1.10
1,500	PEPSICO INC	96.430	58,886.25	144,645.00	4,215	2.91
1,500	PFIZER INC	34.750	25,761.50	52,125.00	1,680	3.22
1,500	PHILIP MORRIS INTL INC	83.070	68,492.25	124,605.00	6,000	4.82

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For the Account of:
ROBERT R. SPRAGUE FOUNDATION 6/3/98



Date: MAY 31, 2015

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
1,500	PROCTER & GAMBLE CO	78.390	82,170.50	117,585.00	3,978	3.38
5,935	SPDR TR S&P 500	211.140	663,145.39	1,253,115.90	23,396	1.87
5,000	STARBUCKS CORP	51.960	21,262.00	259,800.00	3,200	1.23
1,400	TARGET CORP	79.320	46,117.75	111,048.00	2,912	2.62
1,500	3M CO	159.080	115,145.00	238,620.00	6,150	2.58
1,500	TRAVELERS COMPANIES, INC	101.120	87,911.50	151,680.00	3,660	2.41
1,500	UNITED TECHNOLOGIES CORP	117.170	52,281.00	175,755.00	3,840	2.18
200	UNITEDHEALTH GROUP INC	120.210	14,422.00	24,042.00	300	1.25
1,265	VERIZON COMMUNICATIONS	49.440	43,074.75	62,541.60	2,783	4.45
4,800	VISA INC COM CL A	68.680	231,776.52	329,664.00	2,304	0.70
1,500	WAL MART STORES INC	74.270	84,704.08	111,405.00	2,940	2.64
1,500	WELLS FARGO & CO NEW	55.960	26,544.37	83,940.00	2,250	2.68
TOTAL US LARGE CAP EQUITIES			5,101,192.54	8,655,083.80	192,011	2.22
US SMALL AND MID-CAP EQUITIES						
18	FAIRPOINT COMMUNICATIONS INC		150.49	150.49	0	0.00
6,550	ISHARES S&P MIDCAP 400 INDEX	152.315	387,216.50	997,663.25	12,995	1.30
5,500	ISHARES RUSSELL 2000 VALUE	101.750	293,136.50	559,625.00	10,841	1.94
5,800	ISHARES RUSSELL 2000 INDEX	123.890	314,031.16	718,562.00	9,234	1.29
TOTAL US SMALL AND MID-CAP EQUITIES			994,534.65	2,276,000.74	33,070	1.45
NON-US EQUITIES						
11,500	ISHARES MSCI EAFE INDEX FUND	66.640	579,726.05	766,360.00	26,002	3.39
1,000	ROYAL DUTCH SHELL PLC SPONS ADR A	59.720	46,892.50	59,720.00	3,196	5.35
2,000	SPDR MSCI ACWI X U.S.	35.990	63,940.00	71,980.00	2,146	2.98
1,500	UNILEVER N V N Y SHS NEW	42.700	48,655.05	64,050.00	1,853	2.89
7,074	VANGUARD EMERGING MARKET EQUITY ETF	42.340	280,917.91	299,513.16	7,845	2.62

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For the Account of:
ROBERT R. SPRAGUE FOUNDATION 6/3/98

Date: MAY 31, 2015



Review of Assets

Shares or Par Value	Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
TOTAL NON-US EQUITIES		<u>1,020,131.51</u>	<u>1,261,623.16</u>	41,042	3.25
TOTAL EQUITIES		<u>7,115,858.70</u>	<u>12,192,707.70</u>	280,342	2.16

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
JOEL SPRAGUE 44 16TH STREET HERMOSA BEACH, CA 90254	OFFICER AS NEEDED	0
GRAND TOTALS		0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
AMERICAN RED CROSS 601 N. GOLDEN CIRCLE DRIVE SANTA ANA, CA 92705	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	2,000.
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.
HARVARD-WESTLAKE SCHOOL 700 NORTH FARING ROAD LOS ANGELES, CA 90077	NONE TAX EXEMPT		QUALIFIED CHARITABLE PURPOSE	26,000.
HOUSING WORKS 1277 N. WILCOX AVENUE LOS ANGELES, CA 90038	NONE PC		QUALIFIED CHARITABLE PURPOSE	20,000.
TOTAL CONTRIBUTIONS PAID				<u>54,000.</u>

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

ATTACHMENT 15

DESCRIPTION	BUSINESS		EXCLUSION		RELATED OR EXEMPT	
	CODE	AMOUNT	CODE	AMOUNT	FUNCTION	INCOME
MISCELLANEOUS INCOME/LOSS			18		116.	
TOTALS					116.	

FEDERAL FOOTNOTES

SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR OF 2014:

NAME: THE SPRAGUE 10% CHARITABLE REMAINDER UNITRUST

ADDRESS: C/O WILLIAM STINEHART, JR.
2029 CENTURY PARK EAST, SUITE 4000
LOS ANGELES, CA 90067

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)	
		WHITTIER INT'L FUND A K-1 (88-0382438) - PROPERTY TYPE: SECURITIES 35.				P	01/01/2014	12/31/2014
							-35.	
		WHITTIER INT'L FUND A K-1 (88-0382438) - PROPERTY TYPE: SECURITIES 2,956.				P	01/01/2013	12/31/2014
							-2,956.	
278.		WHITTIER TRUST - CAPITAL GAIN DIVIDENDS					01/01/2014	12/31/2014
							278.	
241,308.		WHITTIER TRUST - ST PROPERTY TYPE: SECURITIES 240,452.				P	01/01/2014	12/31/2014
							856.	
1,924,695.		WHITTIER TRUST - LT PROPERTY TYPE: SECURITIES 1,392,618.				P	01/01/2013	12/31/2014
							532,077.	
<u>2,166,281.</u>								
TOTAL GAIN(LOSS)							<u>530,220.</u>	