



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

## Return of Private Foundation

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Service

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

2015

► Do not enter social security numbers on this form as it may be made public.  
► Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

Open to Public Inspection

For calendar year 2015 or tax year beginning

, 2015, and ending

, 20

Name of foundation

UD SETH SPRAGUE EDUC &amp; CHAR FDN

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

P.O. BOX 1802

City or town, state or province, country, and ZIP or foreign postal code

PROVIDENCE, RI 02901-1802

G Check all that apply.

 Initial return Final return Address change Initial return of a former public charity Amended return Name changeH Check type of organization:  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 72,820,938.

J Accounting method:  Cash  Accrual 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)
1 Contributions, gifts, grants, etc., received (attach schedule) .				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B. . . . .				
3 Interest on savings and temporary cash investments. . . . .				
4 Dividends and interest from securities . . . . .	1,386,897	1,386,897		STMT 1
5a Gross rents . . . . .				
b Net rental income or (loss) _____				
6a Net gain or (loss) from sale of assets not on line 10	1,075,659			
b Gross sales price for all assets on line 6a 14,437,026				
7 Capital gain net income (from Part IV, line 2) . . . . .		1,075,659		
8 Net short-term capital gain. . . . .				
9 Income modifications . . . . .				
10a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold .				
c Gross profit or (loss) (attach schedule) . . . . .				
11 Other income (attach schedule) . . . . .	70,600	70,600		STMT 2
12 Total. Add lines 1 through 11 . . . . .	2,533,156	2,533,156		
13 Compensation of officers, directors, trustees, etc . . .	362,615	139,203		223,412
14 Other employee salaries and wages . . . . .		NONE		NONE
15 Pension plans, employee benefits . . . . .		NONE		NONE
16a Legal fees (attach schedule) . . . . .	STMT 3			
b Accounting fees (attach schedule) . . . . .	43	NONE		43
c Other professional fees (attach schedule) . . . . .				
17 Interest . . . . .				
18 Taxes (attach schedule) (see instructions) . . . . .	32,231	2,731		
19 Depreciation (attach schedule) and depletion . . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .		NONE		NONE
22 Printing and publications . . . . .	2	NONE		2
23 Other expenses (attach schedule) . . . . .	10,050			10,050
24 Total operating and administrative expenses.				
Add lines 13 through 23. . . . .	404,941	141,934		233,507
25 Contributions, gifts, grants paid . . . . .	3,700,000			3,700,000
26 Total expenses and disbursements Add lines 24 and 25	4,104,941	141,934		3,933,507
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements . .	-1,571,785			
b Net investment income (if negative, enter -0-) . .		2,391,222		
c Adjusted net income (if negative, enter -0-) . .				

JSA For Paperwork Reduction Act Notice, see instructions.

5E1410 1000

BIO089 L775 04/21/2016 09:10:23

Form 990-PF (2015)

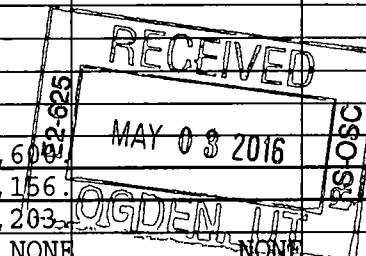
4NE

12

ENVELOPE APR 29 2016

POSTMARK

SCANNED MAY 09 2016



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
	1 Cash - non-interest-bearing . . . . .				
	2 Savings and temporary cash investments . . . . .		450,673.	1,426,262.	1,426,262.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable . . . . .				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►	NONE			
Assets	8 Inventories for sale or use . . . . .				
	9 Prepaid expenses and deferred charges . . . . .				
	10a Investments - U S and state government obligations (attach schedule) . . . . .	STMT 6.	1,592,835.	1,589,084.	1,959,780.
	b Investments - corporate stock (attach schedule) . . . . .	STMT 7.	48,016,188.	47,769,312.	65,646,801.
	c Investments - corporate bonds (attach schedule) . . . . .	STMT 10.	6,275,400.	3,525,313.	3,788,095.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
	12 Investments - mortgage loans . . . . .				
	13 Investments - other (attach schedule) . . . . .				
	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) . . . . .		56,335,096.	54,309,971.	72,820,938.
Liabilities	17 Accounts payable and accrued expenses . . . . .				
	18 Grants payable . . . . .				
	19 Deferred revenue . . . . .				
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21 Mortgages and other notes payable (attach schedule) . . . . .				
	22 Other liabilities (describe ► . . . . .)				
	23 Total liabilities (add lines 17 through 22) . . . . .			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted . . . . .				
	25 Temporarily restricted . . . . .				
	26 Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds . . . . .		56,335,096.	54,309,971.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund. . . . .				
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .				
	30 Total net assets or fund balances (see instructions) . . . . .		56,335,096.	54,309,971.	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .		56,335,096.	54,309,971.	

## 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	56,335,096.
2 Enter amount from Part I, line 27a . . . . .	2	-1,571,785.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 11	3	455.
4 Add lines 1, 2, and 3 . . . . .	4	54,763,766.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 12	5	453,795.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	54,309,971.

Form 990-PF (2015)

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b> 14,437,026.		13,361,367.	1,075,659.		
<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			(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))		
(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			
<b>a</b>			1,075,659.		
<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>	1,075,659.	
<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>		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	3,512,835.	73,453,350.	0.047824
2013	3,320,900.	69,306,571.	0.047916
2012	3,165,752.	64,740,873.	0.048899
2011	3,005,224.	63,773,829.	0.047123
2010	2,775,908.	60,138,196.	0.046159

- 2 Total of line 1, column (d) . . . . .** **2** 0.237921
- 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** 0.047584
- 4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5 . . . . .** **4** 75,081,844.
- 5 Multiply line 4 by line 3 . . . . .** **5** 3,572,694.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .** **6** 23,912.
- 7 Add lines 5 and 6 . . . . .** **7** 3,596,606.
- 8 Enter qualifying distributions from Part XII, line 4 . . . . .** **8** 3,933,507.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	}	1	23,912.
b	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
c	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . .			
2	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
3	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		2	
4	Add lines 1 and 2 . . .		3	23,912.
5	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .		4	NONE
6	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . .		5	23,912.
7	Credits/Payments:			
a	2015 estimated tax payments and 2014 overpayment credited to 2015 . . .	6a	65,345.	
b	Exempt foreign organizations - tax withheld at source . . .	6b	NONE	
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	NONE	
d	Backup withholding erroneously withheld . . .	6d		
8	Total credits and payments Add lines 6a through 6d . . .	7	65,345.	
9	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . .	8		
10	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . ►	9		
11	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . ►	10	41,433.	
	Enter the amount of line 10 to be <b>Credited to 2016 estimated tax</b> ►	11	17,521.	

**Part VII-A Statements Regarding Activities**

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? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	X	
1c	<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>		
2	Did the foundation file <b>Form 1120-POL</b> for this year? . . .	X	
3	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		
4a	(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
4b			
5	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
6	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . .		
7	<i>If "Yes," attach a detailed description of the activities.</i>		
8a	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> . . .		
8b			
9	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .		
10	<i>If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . .</i>		
11	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . .		
12	<i>If "Yes," attach the statement required by General Instruction T</i>		
13	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:		
14	● By language in the governing instrument, or		
15	● 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? . . .		
16	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>		
17			
18a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
18b	<i>NY</i>		
19	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? <i>If "No," attach explanation</i> . . .		
20	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . .		
21	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)**

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) . . . . .	Yes <b>11</b>	No 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) . . . . .	Yes <b>12</b>	No X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	Yes <b>13</b>	No X
14	The books are in care of ► <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no ► <u>(888) 866-3275</u> Located at ► <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 ► <u>02901-1802</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. . . . . ► <b>15</b>		
16	At any time during calendar year 2015, 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. If "Yes," enter the name of the foreign country ► <u>  </u>	Yes <b>16</b>	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.**

1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did <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)? . . . . .		
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015? . . . . .		
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? . . . . .		
	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes," list the years ► _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is <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.) . . . . .		
c	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 ► _____, _____, _____, _____		
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 2015 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 2015.) . . . . .		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2015?		

**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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	
Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>				
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? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No	6b	X
If "Yes" to 6b, file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

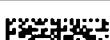
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		362,615.		

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

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

Total number of other employees paid over \$50,000 . . . . . ►  NONE

Form 990-PF (2015)



Form 990-PF (2015)

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

**Total number of others receiving over \$50,000 for professional services . . . . . ►**

NONE

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

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

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

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

Form 990-PF (2015)

**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	74,816,078.
b Average of monthly cash balances . . . . .	1b	1,409,144.
c Fair market value of all other assets (see instructions) . . . . .	1c	NONE
<b>d Total</b> (add lines 1a, b, and c) . . . . .	1d	76,225,222.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	1e	
2 Acquisition indebtedness applicable to line 1 assets . . . . .	2	NONE
3 Subtract line 2 from line 1d . . . . .	3	76,225,222.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	4	1,143,378.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	75,081,844.
<b>6 Minimum investment return.</b> Enter 5% of line 5 . . . . .	6	3,754,092.

**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	3,754,092.
2a Tax on investment income for 2015 from Part VI, line 5 . . . . .	2a	23,912.
b Income tax for 2015. (This does not include the tax from Part VI.) . . . . .	2b	
c Add lines 2a and 2b . . . . .	2c	23,912.
3 Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	3	3,730,180.
4 Recoveries of amounts treated as qualifying distributions . . . . .	4	NONE
5 Add lines 3 and 4 . . . . .	5	3,730,180.
6 Deduction from distributable amount (see instructions) . . . . .	6	NONE
<b>7 Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	7	3,730,180.

**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	3,933,507.
b Program-related investments - total from Part IX-B . . . . .	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required) . . . . .	3a	NONE
b Cash distribution test (attach the required schedule) . . . . .	3b	NONE
<b>4 Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,933,507.
<b>5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income.</b> Enter 1% of Part I, line 27b (see instructions) . . . . .	5	23,912.
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6	3,909,595.

**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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7 . . . . .				3,730,180.
2 Undistributed income, if any, as of the end of 2015			343,563.	
a Enter amount for 2014 only. . . . .				
b Total for prior years 20 13 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010 . . . . .	NONE			
b From 2011 . . . . .	NONE			
c From 2012 . . . . .	NONE			
d From 2013 . . . . .	NONE			
e From 2014 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 3,933,507.			343,563.	
a Applied to 2014, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2015 distributable amount. . . . .				3,589,944.
e Remaining amount distributed out of corpus. . . . .	NONE			
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b. . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016 . . . . .				140,236.
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) . . . . .	NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2016.				
Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9:				
a Excess from 2011 . . . . .	NONE			
b Excess from 2012 . . . . .	NONE			
c Excess from 2013 . . . . .	NONE			
d Excess from 2014 . . . . .	NONE			
e Excess from 2015 . . . . .	NONE			

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

NOT APPLICABLE

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling . . . . . ►				
b	Check box to indicate whether the foundation is a private operating foundation described in section				4942(j)(3) or 4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .				
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
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:

SEE STATEMENT 15

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

Form 990-PF (2015)

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

Recipient	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>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
VARIOUS CHARITABLE ORGS SEE ATTACHED SCHEDULE BANK OF AMERICA, N.A. NEW YORK NY 10036	N/A	PC	CONTRIBUTION TO TAX EXEMPT CHAR ORG	3,700,000.
<b>Total</b>			► 3a	3,700,000.
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	



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

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue.</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>			<b>14</b>	<b>1,386,897.</b>	
<b>5 Net rental income or (loss) from real estate</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>			<b>14</b>	<b>70,600.</b>	
<b>8 Gain or (loss) from sales of assets other than inventory</b>			<b>18</b>	<b>1,075,659.</b>	
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue a</b>					
b					
c					
d					
e					
<b>12 Subtotal Add columns (b), (d), and (e)</b>				<b>2,533,156.</b>	
<b>13 Total Add line 12, columns (b), (d), and (e)</b>			<b>13</b>		<b>2,533,156.</b>
(See worksheet in line 13 instructions to verify calculations.)					

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

#### **B-1 XVII.B Relationship of Activities to the**

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

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

**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**

✓ Karen J. Kiser

| 04/21/2016

Date \_\_\_\_\_

► SVP Tax

Title

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

Signature of filer or trustee	Date	Page	Form instructions		
<b>BANK OF AMERICA, N.A.</b>					
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►	,		Firm's EIN ►	
	Firm's address ►	,			Phone no

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	7,360.	7,360.
FOREIGN DIVIDENDS	65,208.	65,208.
DOMESTIC DIVIDENDS	607,678.	607,678.
OTHER INTEREST	300,145.	300,145.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	75,000.	75,000.
MARKET DISCOUNT - OTHER INTEREST	14,085.	14,085.
NONQUALIFIED FOREIGN DIVIDENDS	5,694.	5,694.
NONQUALIFIED DOMESTIC DIVIDENDS	311,727.	311,727.
TOTAL	1,386,897.	1,386,897.



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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INCOME	70,600.	70,600.
TOTALS	70,600.	70,600.

## FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - CHARITABLE	43.			43.
TOTALS	43.	NONE	NONE	43.



## FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX ESTIMATES FOREIGN TAXES ON QUALIFIED FOR FOREIGN TAXES ON NONQUALIFIED	29,500. 1,956. 775.	1,956. 775.
TOTALS	32,231.	2,731.

## FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	STATE FILING FEE	OTHER CHARITABLE EXPENSES	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
	1,500.	8,550.	1,500.	8,550.
TOTALS			10,050.	10,050.

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
912810FF0 UNITED STATES TREAS	1,589,084.	1,959,780.
912828BW9 UNITED STATES TREAS		
TOTALS	1,589,084.	1,959,780.



## FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
464286103 ISHARES INC MSCI AUS	563,073.	754,695.
464287234 ISHARES MSCI EMERGIN		
78462F103 SPDR S&P 500 ETF TR		
46625H365 JPMORGAN ALERIAN MLP		
03027X100 AMERICAN TOWER CORP	1,756,507.	2,289,348.
81369Y605 SELECT SECTOR SPDR T	585,549.	530,398.
20825C104 CONOCOPHILLIPS COM		
29250X103 ENBRIDGE ENERGY MGMT		
302231G102 EXXON MOBIL CORP COM	15,705.	458,736.
74005P104 PRAXAIR INC COM		
149123101 CATERPILLAR INC COM		
244199105 DEERE & CO COM		
384802104 GRAINGER W W INC COM		
445658107 HUNT J B TRANS SVCS	1,575,312.	1,398,357.
858912108 STERICYCLE INC COM		
25470F104 DISCOVERY COMMUNICAT		
437076102 HOME DEPOT INC COM	677,265.	1,470,620.
716768106 PETSMART INC COM		
824348106 SHERWIN WILLIAMS CO		
872540109 TJX COS INC NEW COM		
171340102 CHURCH & DWIGHT INC		
25243Q205 DIADEMO PLC SPONSORED		
427866108 HERSHEY CO COM	866,946.	1,246,209.
718172109 PHILLIP MORRIS INTL I		
015351109 ALEXION PHARMACEUTIC		
071813109 BAXTER INTL INC COM		
156782104 CERNER CORP COM		
58155Q103 MCKESSON CORP COM	67,983.	690,752.
670100205 NOVO-NORDISK A S ADR	326,059.	1,810,571.

UD SETH SPRAGUE EDUC &amp; CHAR FDN

13-6071886

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

ENDING  
BOOK VALUEENDING  
FMV

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
717081103 PFIZER INC COM		
91324P102 UNITEDHEALTH GROUP I		
91911K102 VALEANT PHARMACEUTIC		
H0023R105 ACE LTD COM		
902973304 US BANCORP DEL COM N		
G1151C101 ACCENTURE PLC CL A C	595,358.	1,578,900.
037833100 APPLE INC COM		
278642103 EBAY INC COM		
38259P508 GOOGLE INC CL A COM		
57636Q104 MASTERCARD INC CL A	487,133.	2,549,372.
68389X105 ORACLE CORP COM		
693390700 PIMCO TOTAL RETURN F		
693390841 PIMCO HIGH YIELD FD		
N53745100 LYONDELLBASELL INDUS	1,101,938.	1,435,588.
34354P105 FLOWSERVE CORP COM		
731068102 POLARIS IND INC COM	502,235.	492,064.
741503403 PRICELINE GROUP INC	511,377.	905,215.
892356106 TRACTOR SUPPLY CO CO		
90130A101 TWENTY-FIRST CENTY F		
22160K105 COSTCO WHSL CORP NEW	672,899.	1,033,600.
966837106 WHOLE FOODS MKT INC		
375558103 GILEAD SCIENCES INC	654,859.	1,280,559.
75886F107 REGENERON PHARMACEUT	823,924.	1,959,761.
025816109 AMERICAN EXPRESS CO		
617446448 MORGAN STANLEY COM		
675746309 OCWEN FINL CORP NEW		
018581108 ALLIANCE DATA SYS CO	584,574.	732,003.
032095101 AMPHENOL CORP NEW CL	664,115.	963,536.
79466L302 SALESFORCE COM INC C		

## FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
277902698 EATON VANCE ATLANTA	2,004,109.	2,233,231.
03251107 ANADARKO PETE CORP C		
26875P101 EOG RES INC COM	1,231,772.	918,854.
235851102 DANAHER CORP DEL COM	1,023,104.	1,214,406.
88579Y101 3M CO COM		
907818108 UNION PAC CORP COM		
911312106 UNITED PARCEL SVC IN	1,105,129.	1,043,614.
911363109 UNITED RENTALS INC C		
023135106 AMAZON COM INC COM	1,014,544.	2,044,567.
053332102 AUTOZONE INC COM	739,099.	1,012,707.
855244109 STARBUCKS CORP COM	716,804.	1,156,778.
98978V103 ZOETIS INC CL A COM	1,497,743.	1,656,115.
01609W102 ALIBABA GROUP HLDG L	875,256.	749,716.
30303M102 FACEBOOK INC CL A CO	1,243,280.	2,007,902.
31816Q101 FIREEYE INC COM		
38259P706 GOOGLE INC COM CL C		
594918104 MICROSOFT CORP COM	719,371.	1,087,408.
92343V104 VERIZON COMMUNICATIO	826,285.	754,773.
258620103 DOUBLELINE TOTAL RET	8,397,675.	8,247,336.
922908751 VANGUARD SMALL-CAP E	747,638.	726,905.
254687106 DISNEY WALT CO COM D	1,958,420.	1,923,489.
654106103 NIKE INC CL B	1,088,002.	1,078,438.
518439104 LAUDER ESTEE COS INC	1,292,561.	1,534,005.
G0177J108 ALLERGAN PLC COM	2,458,265.	2,565,625.
054937107 BB&T CORP COM	1,263,096.	1,148,101.
02079K107 ALPHABET INC CL C CO	661,233.	2,164,326.
02079K305 ALPHABET INC CL A CO	297,302.	1,159,235.
TOTALS	47,769,312.	65,646,801.

## FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
010392DZ8 ALABAMA PWR CO SR NT	748,020.	795,068.
149123BQ3 CATERPILLAR INC NT	793,215.	877,523.
209111EK5 CONSOLIDATED EDISON		
4228236AS2 HEWLETT PACKARD CO S		
438516ASS HONEYWELL INTL INC S		
46625HHU7 JPMORGAN CHASE & CO		
617446HR3 MORGAN STANLEY NT		
87612EAN6 TARGET CORP NT		
913017BH1 UNITED TECHNOLOGIES		
931142CT8 WAL-MART STORES INC		
36203K7M0 GOVERNMENT NATL MTG		
36206PSUS GOVERNMENT NATL MTG		
362152DM9 GOVERNMENT NATL MTG		
0258M0DB2 AMERICAN EXPRESS CR		
084670BA5 BERKSHIRE HATHAWAY I		
46623EJH3 J P MORGAN CHASE & C		
TOTALS	3,525,313.	3,788,095.



UD SETH SPRAGUE EDUC &amp; CHAR FDN

13-6071886

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

DESCRIPTION	AMOUNT
PRIOR YEAR INCOME ADJUSTMENT	454.
ROUNDING	1.
<b>TOTAL</b>	<b>455.</b>

STATEMENT 11



UD SETH SPRAGUE EDUC &amp; CHAR FDN

13-6071886

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

DESCRIPTION	AMOUNT
TYE SALES ADJUSTMENT	453,720.
COST ADJUSTMENT	75.
TOTAL	453,795.

STATEMENT 12



UD SETH SPRAGUE EDUC &amp; CHAR FDN

13-6071886

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

## OFFICER NAME:

BANK OF AMERICA, N.A.

## ADDRESS:

114 W 47TH STREET, NY8-114-07-07  
NEW YORK, NY 10036

## TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

101,397.

## COMPENSATION .....

## COMPENSATION EXPLANATION:

SEE ATTACHED FOOTNOTE

## OFFICER NAME:

PATRICIA M DUNNINGTON

## ADDRESS:

14 SUTTON PL S APT 9A  
NEW YORK, NY 10022-3071

## TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 17

87,073.

## COMPENSATION .....

## OFFICER NAME:

IRENE de WATTEVILLE

## ADDRESS:

749 N GRANADOS AVE  
SOLANA BEACH, CA 92705-1220

## TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 22

87,073.

## COMPENSATION .....

UD SETH SPRAGUE EDUC &amp; CHAR FDN

13-6071886

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

## OFFICER NAME:

REBECCA CLAPP

## ADDRESS:

5 ROCKPORT WOODS

ROCKPORT, ME 04856-5715

## TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 18

COMPENSATION ..... 87,072.

TOTAL COMPENSATION: 362,615.  
=====

STATEMENT 14

UD SETH SPRAGUE EDUC & CHAR FDN  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

13-6071886

RECIPIENT NAME:  
BANK OF AMERICA, N.A.  
E-MAIL ADDRESS: christine.l.o'donnell@ustrust.com

STATEMENT 15

## FEDERAL FOOTNOTES

=====

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

STATEMENT 16