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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.**2015**

Open to Public Inspection

For calendar year 2015 or tax year beginning

06/01, 2015, and ending

05/31, 2016

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) 1600 HUNTINGTON DRIVE		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: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1. Foreign organizations, check here. <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
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) ▶ \$ 15,552,327.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>						
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)								

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
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	353,710.	353,710.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	74,371.			
b	Gross sales price for all assets on line 6a	189,181.			
7	Capital gain net income (from Part IV, line 2)		74,371.		
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) ATCH 3	185.	185.		
12	Total. Add lines 1 through 11	428,280.	428,280.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	4,500.	2,250.		2,250.
c	Other professional fees (attach schedule) [5]	90,522.	45,261.		45,261.
17	Interest				
18	Taxes (attach schedule) (see instructions) [6]	28,977.	2,212.		10.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	12,979.	6,415.		6,564.
24	Total operating and administrative expenses. Add lines 13 through 23.	136,978.	56,138.		54,085.
25	Contributions, gifts, grants paid	261,000.			261,000.
26	Total expenses and disbursements. Add lines 24 and 25	397,978.	56,138.	0.	315,085.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	30,302.			
b	Net investment income (if negative, enter -0-)		372,142.		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets

1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	978,119.	740,768.	740,768.
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			
10a	Investments - U S and state government obligations (attach schedule) [8]	879,712.	878,054.	889,158.
b	Investments - corporate stock (attach schedule)	7,115,859.	7,108,624.	11,942,729.
c	Investments - corporate bonds (attach schedule) ATCH 9	50,181.	50,168.	52,210.
11	Investments - land, buildings, and equipment basis Less accumulated depreciation ▶ (attach schedule)			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 10	1,686,795.	1,963,354.	1,927,462.
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)	10,710,666.	10,740,968.	15,552,327.

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, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
27	Capital stock, trust principal, or current funds	8,797,227.	8,797,227.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	1,913,439.	1,943,741.	
30	Total net assets or fund balances (see instructions)	10,710,666.	10,740,968.	
31	Total liabilities and net assets/fund balances (see instructions)	10,710,666.	10,740,968.	

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	10,710,666.
2	Enter amount from Part I, line 27a	2	30,302.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,740,968.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,740,968.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
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	74,371.	
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.

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	103,945.	14,179,905.	0.007330
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
2 Total of line 1, column (d)		2	0.151869
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	0.030374
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5		4	15,193,536.
5 Multiply line 4 by line 3		5	461,488.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	3,721.
7 Add lines 5 and 6		7	465,209.
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	315,085.

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	7,443.
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	7,443.
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	7,443.
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	16,240.
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	16,240.
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	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,797.
11	Enter the amount of line 10 to be Credited to 2016 estimated tax 8,797. 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 2015 or the taxable year beginning in 2015 (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)

	Yes	No
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).	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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).	<input type="checkbox"/>	<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	<input checked="" type="checkbox"/>	<input type="checkbox"/>
14 The books are in care of JOEL SPRAGUE Telephone no. 310-552-8557 Located at SAME AS MAILING ADDRESS ZIP+4		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15		
16 At any time during calendar year 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	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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	<input checked="" 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?	1c	<input checked="" type="checkbox"/>
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 not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	<input checked="" type="checkbox"/>
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
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?	4b	<input checked="" type="checkbox"/>

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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 11		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. ☐

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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		0.
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	NOT APPLICABLE	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NOT APPLICABLE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

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	14,379,703.
b	Average of monthly cash balances	1b	1,045,207.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	15,424,910.
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	15,424,910.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	231,374.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,193,536.
6	Minimum investment return. Enter 5% of line 5	6	759,677.

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	759,677.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	7,443.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,443.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	752,234.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	752,234.
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	752,234.

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	315,085.
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	315,085.
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	315,085.

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				752,234.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			259,899.	
b Total for prior years 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u>				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e				
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>315,085.</u>				
a Applied to 2014, but not more than line 2a			259,899.	
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 2015 distributable amount.				55,186.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 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.				697,048.
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 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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

NOT APPLICABLE

1 a 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a 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		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
Name and address (home or business)					
a <i>Paid during the year</i>					
ATCH 12					

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	14.	
4 Dividends and interest from securities			14	353,710.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property.					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	74,371.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b ATCH 13 _____			18	185.	
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)				428,280.	
13 Total. Add line 12, columns (b), (d), and (e)				13	428,280.

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

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

[illegible]

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

- | | | | |
|--|--------------|-----|----|
| <p>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?</p> | | 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

**Sign
Here**

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

Signature of officer or trustee

Date _____

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

[Signature]

Date _____

Date 9/11/12

Check ☐ if 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** (2015)

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	313,218.	313,218.
WHITTIER TRUST - US GOVERNMENT OBLIG	5,218.	5,218.
WHITTIER TRUST - MUNICIPAL BONDS	13,895.	13,895.
WHITTIER TRUST - CORPORATE BONDS	1,413.	1,413.
WHITTIER INT'L FUND A - K-1 DIVIDENDS	19,966.	19,966.
TOTAL	<u>353,710.</u>	<u>353,710.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FROM WHITTIER INT'L FUND A	185.	185.
TOTALS	185.	185.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

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

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
TRUSTEE FEES	90,522.	45,261.	45,261.
TOTALS	<u>90,522.</u>	<u>45,261.</u>	<u>45,261.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
STATE TAX - WHITTIER INT'L	12.	12.	
STATE TAX - WHITTIER TRUST	10.		10.
FOREIGN TAXES - WHITTIER INT'L	1,339.	1,339.	
FOREIGN TAXES - WHITTIER TRUST	861.	861.	
FEDERAL TAX PAYMENT	26,755.		
TOTALS	<u>28,977.</u>	<u>2,212.</u>	<u>10.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
WHITTIER INT'L FND A K-1 ADMIN FILING FEE	12,829. 150.	6,415.	6,414. 150.
TOTALS	12,979.	6,415.	6,564.

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

<u>DESCRIPTION</u>	<u>ATTACHMENT 8</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
US TREASURY NTS (SEE SCH B-1)	523,715.	526,204.
US OBLIGATIONS TOTAL	<u>523,715.</u>	<u>526,204.</u>
STATE MUNICIPAL BONDS (SEE SCH B-1)	354,339.	362,954.
STATE OBLIGATIONS TOTAL	<u>354,339.</u>	<u>362,954.</u>
US AND STATE OBLIGATIONS TOTAL	<u>878,054.</u>	<u>889,158.</u>

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 9

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

CORPORATE BONDS

50,168. 52,210.

TOTALS

50,168.

52,210.

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 10DESCRIPTION

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
--	------------------------------	-----------------------

WHITTIER INT'L FUND A		
BOND & EQUITY FUNDS	760,315.	705,501.
MUTUAL FUND	977,249.	1,003,419.
(SEE SCH B-1)	225,790.	218,542.

TOTALS

	<u>1,963,354.</u>	<u>1,927,462.</u>
--	-------------------	-------------------

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



Whittier Trust
 INVESTMENT & WEALTH MANAGEMENT

Date: **MAY 31, 2016**

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	4.76	740,768.33	740,768.33	1,428	0.19
TOTAL CASH EQUIVALENTS	4.76	740,768.33	740,768.33	1,428	0.19
FIXED INCOME SECURITIES					
U.S. TREASURY BONDS & NOTES	3.38	523,714.85	526,203.75	5,000	0.95
MUNICIPAL BONDS&NOTES TAXABLE	2.33	354,338.65	362,954.00	14,815	4.08
CORPORATE BONDS & NOTES	.34	50,168.29	52,209.50	1,425	2.73
MUTUAL FUND-TAXABLE BOND	1.41	225,789.77	218,541.65	9,445	4.32
FIXED INCOME TAXABLE	6.45	977,249.48	1,003,419.20	33,827	3.37
TOTAL FIXED INCOME SECURITIES	13.91	2,131,261.04	2,163,328.10	64,512	2.98
EQUITIES					
US LARGE CAP EQUITIES	55.79	5,093,957.80	8,677,001.80	210,646	2.43
US SMALL AND MID-CAP EQUITIES	14.00	994,534.65	2,177,326.49	35,006	1.61
NON-US EQUITIES	7.00	1,020,131.51	1,088,401.20	32,708	3.01
WTC PART-NON US EQUITY(DEV)	4.54	760,315.00	705,500.65	14,219	2.02
TOTAL EQUITIES	81.33	7,868,938.96	12,648,230.14	292,579	2.31

CORP. STOCK =
 7,108,623.96

11,942,729.49

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



Whittier

INVESTMENT & WEALTH MANAGEMENT

Date: **MAY 31, 2016**

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					
480,339 97	BLACKROCK TREAS INC	1 000	480,339 97	480,339 97	926	0 19
260,428 36	BLACKROCK TREAS	1 000	260,428 36	260,428 36	502	0 19
	TOTAL MISC CASH EQUIV-TAXABLE		740,768.33	740,768.33	1,428	0.19
	TOTAL CASH EQUIVALENTS		740,768.33	740,768.33	1,428	0.19
	FIXED INCOME SECURITIES					
	U.S. TREASURY BONDS & NOTES					
225,000	UNITED STATES TREAS NTS NOTE 1 000% 3/15/18	100 231	225,277 35	225,519 75	2,250	1.00
100,000	UNITED STATES TREAS NTS NOTE 1 375% 9/30/18	101 020	99,554 69	101,020 00	1,375	1 36
100,000	UNITED STATES TREAS NTS NOTE 0 625% 9/30/17	99.777	99,812.50	99,777 00	625	0 63
100,000	UNITED STATES TREAS NTS NOTE 0 750% 12/31/17	99 887	99,070.31	99,887 00	750	0 75
	TOTAL U.S. TREASURY BONDS & NOTES		523,714.85	526,203.75	5,000	0.95
	MUNICIPAL BONDS&NOTES TAXABLE					
100,000	HAMPTON ROADS SANTN DIST VA 4 505% DUE 11/1/17	104 899	100,583 04	104,899 00	4,505	4 29
100,000	MILWAUKEE CNTY WIS BUILD 3 875% DUE 8/1/16	100 536	100,085 53	100,536 00	3,875	3 85
100,000	NEW YORK NY CITY TRAN FIN 4 366% DUE 8/1/17	103 387	100,165 53	103,387.00	4,366	4 22
50,000	NEW YORK CITY NY TRANSITION 4 137% DUE 08/01/20	108.264	53,504 55	54,132 00	2,069	3 82
	TOTAL MUNICIPAL BONDS&NOTES TAXABLE		354,338.65	362,954.00	14,815	4.08

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



Whittier

INVESTMENT & WEALTH MANAGEMENT

Date: **MAY 31, 2016**

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	104.419	<u>50,168.29</u>	<u>52,209.50</u>	1,425	2.73
MUTUAL FUND-TAXABLE BOND						
21,963.985	ROWE T PRICE INSTL INCOME FD FLTG RATE FD	9.950	<u>225,789.77</u>	<u>218,541.65</u>	9,445	4.32
FIXED INCOME TAXABLE						
4,806	ISHARES LEHMAN AGGREGATE BONDS	110.700	520,196.48	532,024.20	12,414	2.33
1,000	ISHARES INVEST GRADE CORP BONDS	119.390	103,480.00	119,390.00	3,968	3.32
1,000	ISHARES TR HIGH YLD CORP	83.610	81,110.00	83,610.00	4,761	5.69
1,000	ISHARES GLOBAL INTERMEDIATE CREDIT INDEX	109.860	101,953.00	109,860.00	2,712	2.47
4,500	ETF HIGH YIELD BONDS	35.230	<u>170,510.00</u>	<u>158,535.00</u>	9,972	6.29
TOTAL FIXED INCOME TAXABLE			<u>977,249.48</u>	<u>1,003,419.20</u>	33,827	3.37
TOTAL FIXED INCOME SECURITIES			<u>2,131,261.04</u>	<u>2,163,328.10</u>	64,512	2.98
EQUITIES						
US LARGE CAP EQUITIES						
1,500	AT&T INC	39.150	46,438.00	58,725.00	2,880	4.90
1,500	ALTRIA GROUP INC	63.640	30,057.75	95,460.00	3,390	3.55
1,500	AMERICAN EXPRESS CO	65.760	74,967.00	98,640.00	1,740	1.76
1,500	AMGEN INC	157.950	48,627.83	236,925.00	6,000	2.53
2,000	BANK OF AMERICA CORPORATION	14.790	81,300.00	29,580.00	400	1.35
1,500	BOEING CO	126.150	97,402.52	189,225.00	6,540	3.46
1,500	CATERPILLAR INC DEL	72.510	104,280.40	108,765.00	4,620	4.25
1,500	CHEVRON CORP	101.000	70,315.00	151,500.00	6,420	4.24
1,500	CISCO SYS INC	29.050	39,616.06	43,575.00	1,560	3.58

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B-1.2²⁷

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



Whittier

INVESTMENT & WEALTH MANAGEMENT

Date: **MAY 31, 2016**

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	44.600	33,638 00	66,900.00	2,100	3 14
1,000	COLGATE PALMOLIVE CO	70 410	51,464 90	70,410 00	1,560	2 22
1,500	DISNEY WALT CO COM DISNEY	99 220	40,600.22	148,830 00	2,055	1 38
1,500	DU PONT E I DE NEMOURS & CO	65 410	63,874 00	98,115 00	2,280	2 32
1,000	DUKE ENERGY CORP NEW COM NEW	78.230	54,472 98	78,230.00	3,300	4 22
1,500	EXXON MOBIL CORP	89.020	64,942 18	133,530 00	4,500	3 37
500	FEDEX CORP	164 970	22,691 25	82,485 00	500	0 61
1,265	GENERAL ELECTRIC CO	30 230	38,771.74	38,240 95	1,164	3 04
1,500	GOLDMAN SACHS GROUP INC	159.480	239,815.01	239,220 00	3,900	1 63
1,500	HERSHEY CO	92 850	48,187 50	139,275 00	3,498	2 51
1,500	HOME DEPOT INC	132 120	54,198 00	198,180 00	4,140	2 09
2,000	HONEYWELL INTL INC	113 830	77,735 00	227,660 00	4,760	2 09
1,500	INTEL CORP	31 590	40,187 75	47,385 00	1,560	3 29
1,500	INTERNATIONAL BUSINESS MACHS	153.740	123,158 65	230,610 00	8,400	3 64
7,635	ISHARES S&P 500 INDEX	210 970	1,462,765 57	1,610,755 95	36,327	2 26
3,000	ISHARES RUSSELL 1000 GROWTH	100 800	151,366 00	302,400 00	4,212	1 39
1,500	J P MORGAN CHASE & CO	65 270	53,428 00	97,905 00	2,880	2.94
1,500	JOHNSON & JOHNSON	112 690	86,214.00	169,035.00	4,800	2 84
1,500	MCDONALDS CORP	122 060	66,228 50	183,090 00	5,340	2 92
1,500	MERCK & CO INC	56 260	53,388 54	84,390 00	2,280	2 70
1,500	MICROSOFT CORP	53 000	37,380 81	79,500 00	2,160	2 72
400	NIKE INC CL B	55 220	14,749 78	22,088 00	256	1 16
1,500	PEPSICO INC	101 170	58,886 25	151,755 00	4,515	2.98
1,500	PFIZER INC	34 700	25,761 50	52,050 00	1,800	3 46
1,500	PHILIP MORRIS INTL INC	98.680	68,492 25	148,020 00	6,120	4 13

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B-1.2³

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



Whittier

INVESTMENT & WEALTH MANAGEMENT

Date: **MAY 31, 2016**

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	81.040	82,170 50	121,560.00	4,017	3 30
5,935	SPDR TR S&P 500	209 840	663,145 39	1,245,400 40	25,669	2 06
5,000	STARBUCKS CORP	54.890	21,262 00	274,450 00	4,000	1 46
1,400	TARGET CORP	68 780	46,117.75	96,292 00	3,136	3 26
1,500	3M CO	168 320	115,145 00	252,480 00	6,660	2 64
1,500	TRAVELERS COMPANIES, INC	114.140	87,911 50	171,210 00	4,020	2 35
1,500	UNITED TECHNOLOGIES CORP	100.580	52,281 00	150,870 00	3,960	2 62
200	UNITEDHEALTH GROUP INC	133.670	14,422 00	26,734.00	400	1 50
1,265	VERIZON COMMUNICATIONS	50 900	43,074.75	64,388 50	2,859	4 44
4,800	VISA INC COM CL A	78 940	231,776 52	378,912.00	2,688	0 71
1,500	WAL MART STORES INC	70 780	84,704.08	106,170 00	3,000	2 83
1,500	WELLS FARGO & CO NEW	50 720	26,544 37	76,080 00	2,280	3 00
TOTAL US LARGE CAP EQUITIES			5,093,957.80	8,677,001.80	210,646	2.43
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	149 220	387,216 50	977,391 00	14,554	1 49
5,500	ISHARES RUSSELL 2000 VALUE	96 870	293,136.50	532,785 00	10,731	2 01
5,800	ISHARES RUSSELL 2000 INDEX	115 000	314,031 16	667,000 00	9,721	1 46
TOTAL US SMALL AND MID-CAP EQUITIES			994,534.65	2,177,326.49	35,006	1.61
NON-US EQUITIES						
11,500	ISHARES MSCI EAFE INDEX FUND	58 380	579,726.05	671,370 00	18,630	2 77
1,000	ROYAL DUTCH SHELL PLC SPONS ADR A	48 490	46,892 50	48,490 00	3,196	6 59
2,000	SPDR MSCI ACWI X U.S	31 150	63,940 00	62,300 00	1,616	2 59
1,500	UNILEVER N V N Y SHS NEW	44.760	48,655 05	67,140 00	1,824	2 72
7,074	VANGUARD EMERGING MARKET EQUITY ETF	33 800	280,917 91	239,101 20	7,442	3 11

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B-1.24

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

Date: **MAY 31, 2016**



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>1,088,401.20</u>	32,708	3.01
WTC PART-NON US EQUITY(DEV)						
322,424.6305	WHITTIER INTERNATIONAL FUND A, L P	2.188	760,315.00	705,500.65	14,219	2.02
TOTAL EQUITIES			<u>7,868,938.96</u>	<u>12,648,230.14</u>	292,579	2.31

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B-1.2⁵

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

ATTACHMENT 11

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

JOEL SPRAGUE
44 16TH STREET
HERMOSA BEACH, CA 90254

OFFICER AS NEEDED

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

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOUSING WORKS 1277 N. WILCOX AVENUE LOS ANGELES, CA 90038	NONE PC		QUALIFIED CHARITABLE PURPOSE	25,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 5150 W GOLDFEAF CIRCLE, SUITE 400 LOS ANGELES, CA 90056	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
GUIBORD CENTER-RELIGION INSIDE OUT 540 S COMMONWEALTH LOS ANGELES, CA 90020	NONE PC		QUALIFIED CHARITABLE PURPOSE	25,000.
BIG BROTHERS BIG SISTERS OF GREATER LA 3150 N SAN FERNANDO RD., SUITE C LOS ANGELES, CA 90065	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
HERMOSA BEACH EDUCATION FOUNDATION PO BOX 864 HERMOSA BEACH, CA 90254	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BLVD LOS ANGELES, CA 90027	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.

ATTACHMENT 12

5984-11

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LEADERSHIP HERMOSA BEACH PO BOX 362 HERMOSA BEACH, CA 90254	NONE PC		QUALIFIED CHARITABLE PURPOSE	1,000.
JUVENILE DIABETES RESEARCH FOUNDATION 811 WILSHIRE BLVD, SUITE 1600 LOS ANGELES, CA 90017	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
THE MEMORIAL MEDICAL CENTER FOUNDATION 2801 ATLANTIC AVENUE LONG BEACH, CA 90806	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
LINK2HEALTH SOLUTIONS 50 BROADWAY NEW YORK, NY 10004	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
ST JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
UCLA FOUNDATION 10920 WILSHIRE BLVD, SUITE 900 LOS ANGELES, CA 90024	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CALIFORNIA POLYTECHNIC STATE UNIVERSITY FUND ONE GRAND AVENUE SAN LUIS OBISPO, CA 93407	NONE	PC	QUALIFIED CHARITABLE PURPOSE	10,000.
THE LEUKEMIA & LYMPHOMA SOCIETY 4929 WILSHIRE BLVD, SUITE 800 LOS ANGELES, CA 90010	NONE	PC	QUALIFIED CHARITABLE PURPOSE	10,000.
CANCER SUPPORT COMMUNITY - PASADENA 76 EAST DEL MAR BLVD., SUITE 215 PASADENA, CA 91105	NONE	PC	QUALIFIED CHARITABLE PURPOSE	5,000.
ANIMAL VEGETABLE MINERAL 1860 WALNUT ST, APT 1 BOULDER, CO 80302	NONE	PC	QUALIFIED CHARITABLE PURPOSE	5,000.
PLANT A SEED PO BOX 1039 MODESTO, CA 95353	NONE	PC	QUALIFIED CHARITABLE PURPOSE	1,500.
YOUNG AND HEALTHY 1905 LINCOLN AVE., BUILDING D, RM 416 PASADENA, CA 91103	NONE	PC	QUALIFIED CHARITABLE PURPOSE	5,000.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHAPCARE 455 W MONTANA ST PASADENA, CA 91103	NONE PC	QUALIFIED CHARITABLE PURPOSE	5,000.
CAMBODIAN CHILDREN'S FUND 2461 SANTA MONICA BLVD. PMB 833 SANTA MONICA, CA 90404	NONE PC	QUALIFIED CHARITABLE PURPOSE	10,000.
AKSHAYA PATRA 92 MONTVALE AVENUE, SUITE 2500 STONEHAM, MA 02180	NONE PC	QUALIFIED CHARITABLE PURPOSE	10,000.
MANHATTAN BEACH EDUCATION FOUNDATION 325 S PECK AVE MANHATTAN BEACH, CA 90267	NONE PC	QUALIFIED CHARITABLE PURPOSE	5,000.
SKID ROW HOUSING TRUST 1317 E 7TH STREET LOS ANGELES, CA 90021	NONE PC	QUALIFIED CHARITABLE PURPOSE	5,000.
REDONDO BEACH EDUCATIONAL FOUNDATION 409 NORTH PACIFIC COAST HIGHWAY, SUITE 310 REDONDO BEACH, CA 90277	NONE PC	QUALIFIED CHARITABLE PURPOSE	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LA CONSERVATION CORPS 605 W OLYMPIC BLVD., SUITE 450 LOS ANGELES, CA 90015	NONE PC	QUALIFIED CHARITABLE PURPOSE	3,500.
HEAL THE BAY 1444 9TH STREET SANTA MONICA, CA 90401	NONE PC	QUALIFIED CHARITABLE PURPOSE	10,000.
MARINE MAMMAL CARE CENTER 3601 SOUTH GAFFEY STREET, #8 SAN PEDRO, CA 90731	NONE PC	QUALIFIED CHARITABLE PURPOSE	10,000.
JACARANDA FOUNDATION 2578 BROADWAY, SUITE 142 NEW YORK, NY 10025	NONE PC	QUALIFIED CHARITABLE PURPOSE	10,000.
EDUCATION DEVELOPMENT CENTER 43 FOUNDRY AVENUE WALTHAM, MA 02453	NONE PC	QUALIFIED CHARITABLE PURPOSE	5,000.
PLANNED PARENTHOOD LOS ANGELES 400 WEST 30TH STREET LOS ANGELES, CA 90007	NONE PC	QUALIFIED CHARITABLE PURPOSE	5,000.
TOTAL CONTRIBUTIONS PAID			<u>261,000.</u>

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

ATTACHMENT 13

<u>DESCRIPTION</u>	<u>BUSINESS</u>		<u>EXCLUSION</u>		<u>RELATED OR EXEMPT</u>	
	<u>CODE</u>	<u>AMOUNT</u>	<u>CODE</u>	<u>AMOUNT</u>	<u>FUNCTION</u>	<u>INCOME</u>
MISCELLANEOUS INCOME/LOSS			18	185.		
TOTALS				<u>185.</u>		

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 7,092.				P	01/01/2015 -7,092.	12/31/2015
77,958.		WHITTIER INT'L FUND A K-1 (88-0382438) - PROPERTY TYPE: SECURITIES				P	01/01/2014 77,958.	12/31/2015
486.		WHITTIER TRUST - CAPITAL GAIN DIVIDENDS					01/01/2015 486.	12/31/2015
100,543.		WHITTIER TRUST - ST PROPERTY TYPE: SECURITIES 100,422.				P	01/01/2015 121.	12/31/2015
10,194.		WHITTIER TRUST - LT PROPERTY TYPE: SECURITIES 7,235.				P	01/01/2014 2,959.	12/31/2015
<u>189,181</u>		BASIS ADJUSTMENT PROPERTY TYPE: SECURITIES 61.				P	01/01/2015 -61.	12/31/2015
TOTAL GAIN (LOSS)							<u>74,371.</u>	