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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter social security numbers on this form as it may be made public.**
▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
Spruance Foundation II

A Employer identification number
46-1564619

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

Room/suite

B Telephone number (see instructions)
(610) 286-6808

City or town, state or province, country, and ZIP or foreign postal code
Wilmington, DE 19807

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 2,764,608

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	12	12		
	4	Dividends and interest from securities	73,784	73,784		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-171,124			
	b	Gross sales price for all assets on line 6a 2,037,690				
	7	Capital gain net income (from Part IV, line 2)		0		
	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)	600	600		
	12	**Total.** Add lines 1 through 11	-96,728	74,396		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	30,000			30,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	1,710			1,710
	b	Accounting fees (attach schedule)	3,260			3,260
	c	Other professional fees (attach schedule)	3,484	3,484		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	880	469		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	6,325	6,325		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	45,659	10,278		34,970
	25	Contributions, gifts, grants paid	130,000			130,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	175,659	10,278		164,970
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-272,387			
	b	**Net investment income** (if negative, enter -0-)		64,118		
	c	**Adjusted net income**(if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions. Cat No 11289X Form **990-PF** (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
Assets	**1**	Cash—non-interest-bearing	214		
	2	Savings and temporary cash investments	129,993	66,310	66,310
	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)			
	b	Investments—corporate stock (attach schedule)	2,603,455	2,394,965	2,698,298
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	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)	2,733,662	2,461,275	2,764,608
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	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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.			
	27	Capital stock, trust principal, or current funds	2,733,662	2,461,275	
	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)	2,733,662	2,461,275	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,733,662	2,461,275	

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**	2,733,662
2	Enter amount from Part I, line 27a	**2**	-272,387
3	Other increases not included in line 2 (itemize) ▶ ________	**3**	
4	Add lines 1, 2, and 3	**4**	2,461,275
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**	2,461,275

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)
1 a	Merrill Lynch US Trust ST Sec Sales See schedule	P	2016-01-01	2016-12-31
b	Merrill Lynch US Trust LT Sec Sales See schedule	P	2015-12-31	2016-12-31
c	Netflix through TD Ameritrade	P	2015-01-01	2016-08-08
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	1,156,280		1,270,750	-114,470
b	868,856		923,049	-54,193
c	12,554		15,015	-2,461
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				-114,470
b				-54,193
c				-2,461
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** -171,124

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**

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 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))
2015	171,313	2,872,355	000 059642
2014	188,415	3,042,208	000 061934
2013	164,250	3,158,283	000 052006
2012	149,821	2,846,107	000 052641
2011	64,243	1,496,172	000 042938

2	**Total** of line 1, column (d)	2	000 269161
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	000 053832
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	2,553,065
5	Multiply line 4 by line 3	5	137,437
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	641
7	Add lines 5 and 6	7	138,078
8	Enter qualifying distributions from Part XII, line 4 , ...	8	164,970

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 ▶ ☐ 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 ▶ ☑ and enter 1% of Part I, line 27b			**1**	641
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**	641
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			**4**	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			**5**	641
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	**6a**	411		
b	Exempt foreign organizations—tax withheld at source	**6b**			
c	Tax paid with application for extension of time to file (Form 8868)	**6c**	1,500		
d	Backup withholding erroneously withheld	**6d**			
7	Total credits and payments Add lines 6a through 6d			**7**	1,911
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			**8**	5
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**	1,265
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 1,265	**Refunded** ▶		**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?	**1a**		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	**1b**		No
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	**1c**		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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*	**2**		No
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*	**3**		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4a**		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	**4b**		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	**5**		No
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?	**6**	Yes	
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*	**7**	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶DE			
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*	**8b**	Yes	
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	**9**		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	**10**		No

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)		11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	Yes	

Website address ▶None

14 The books are in care of ▶Baer and Company CPAs Telephone no ▶(610) 286-6808

Located at ▶P O Box 402 Morgantown PA ZIP+4 ▶19543

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ 15

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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?	☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☑ **Yes** ☐ **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)?	☐ **Yes** ☑ **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)	☐ **Yes** ☑ **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)?		1b		No
	Organizations relying on a current notice regarding disaster assistance check here . . . ▶	☐			
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 2016?		1c		No
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
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		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2016 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 2016 .)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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 2016?		4b		No

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**

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** **No**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Thomas W Spruance 27 Selborne Drive Wilmington, DE 19807	President 004 00	30,000		

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	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

Total number of other employees paid over $50,000. ▶

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation

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 None	0
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 None	
2	
All other program-related investments See instructions **3**	
Total. Add lines 1 through 3 . . . . ▶	

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	2,489,664
	b	Average of monthly cash balances.			1b	102,280
	c	Fair market value of all other assets (see instructions).			1c	0
	d	**Total** (add lines 1a, b, and c).			1d	2,591,944
	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	2,591,944
4		Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	38,879
5		**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	2,553,065
6		**Minimum investment return.** Enter 5% of line 5.			6	127,653

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	127,653
2a		Tax on investment income for 2016 from Part VI, line 5.	2a	641		
	b	Income tax for 2016 (This does not include the tax from Part VI).	2b			
	c	Add lines 2a and 2b.			2c	641
3		Distributable amount before adjustments Subtract line 2c from line 1.			3	127,012
4		Recoveries of amounts treated as qualifying distributions.			4	
5		Add lines 3 and 4.			5	127,012
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	127,012

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	164,970
	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	164,970
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	641
6		**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	164,329

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					127,012
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2016					
a From 2011.					
b From 2012.					
c From 2013.					
d From 2014.					
e From 2015.	21,586				
f **Total** of lines 3a through e.		21,586			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 164,970					
a Applied to 2015, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2016 distributable amount.					127,012
e Remaining amount distributed out of corpus		37,958			
5 Excess distributions carryover applied to 2016 *(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		59,544			
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					0
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 2011 not applied on line 5 or line 7 (see instructions) . . .					
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		59,544			
10 Analysis of line 9					
a Excess from 2012. . . .					
b Excess from 2013. . . .					
c Excess from 2014. . . .					
d Excess from 2015. . . .	21,586				
e Excess from 2016. . . .	37,958				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			**(e)** Total
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
University of Miami 1320 S Dixie Highway Coral Gables, FL 33124		PC	Educational fund drive	10,000
Salesianum School 1801 N Broom Street Wilmington, DE 19802		PC	College counseling fund	10,000
John Hopkins University 3400 N Charles Street Baltimore, MD 21218		PC	Research fund	100,000
University of Tampa 401 W Kennedy Blvd Tampa, FL 33606		PC	Career services fund	10,000
Total . . . . ▶ **3a**				130,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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	12	
4 Dividends and interest from securities. . . .			14	73,784	
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Miscelleous investment income			14	600	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				74,396	

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 74,396

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
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?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
		Not applicable	

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
******	2017-11-10	******

May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Bruce E Baer		2017-11-10		

Firm's name ▶ Baer and Company

Firm's EIN ▶

Firm's address ▶ P O Box 402
Morgantown, PA 19543

Phone no (610) 286-6808

TY 2016 Accounting Fees Schedule

Name: Spruance Foundation II

EIN: 46-1564619

Software ID: 16000333

Software Version: 17.2.1.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Price Waterhouse	2,500			2,500
Baer and Company CPAs	760			760

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Gain/Loss from Sale of Other Assets Schedule

Name: Spruance Foundation II
EIN: 46-1564619
Software ID: 16000333
Software Version: 17.2.1.0

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Merrill Lynch US Trust ST Sec Sales See schedule	2016-01	P	2016-12		1,156,280	1,270,750			-114,470	
Merrill Lynch US Trust LT Sec Sales See schedule	2015-12	P	2016-12		868,856	923,049			-54,193	
Netflix through TD Ameritrade	2015-01	P	2016-08		12,554	15,015			-2,461	

TY 2016 General Explanation Attachment

Name: Spruance Foundation II

EIN: 46-1564619

Software ID: 16000333

Software Version: 17.2.1.0

TY 2016 Investments Corporate Stock Schedule

Name: Spruance Foundation II

EIN: 46-1564619

Software ID: 16000333

Software Version: 17.2.1.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TD Ameritrade - Publicly traded securities	2,394,965	2,698,298

TY 2016 Legal Fees Schedule

Name: Spruance Foundation II
EIN: 46-1564619
Software ID: 16000333
Software Version: 17.2.1.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Richards Layton and Finger	1,710			1,710

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TY 2016 Other Expenses Schedule

Name: Spruance Foundation II

EIN: 46-1564619

Software ID: 16000333

Software Version: 17.2.1.0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADR fees paid through Merrill Lynch US Trust	69	69		
ADR fees paid through TD Ameritrade	49	49		
Travel expenses - Airlines	6,207	6,207		

TY 2016 Other Income Schedule

Name: Spruance Foundation II

EIN: 46-1564619

Software ID: 16000333

Software Version: 17.2.1.0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
TD Ameritrade referral bonus awards	600	600	
Merrill Lynch /TD Ameritrade stock basis adjustment	259	259	
TD Ameritrade dividend received conforming adjustment	-259	-259	

TY 2016 Other Professional Fees Schedule

Name: Spruance Foundation II

EIN: 46-1564619

Software ID: 16000333

Software Version: 17.2.1.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Blackrock Merrill Lynch investment advisory fees	3,484	3,484		

TY 2016 Taxes Schedule

Name: Spruance Foundation II

EIN: 46-1564619

Software ID: 16000333

Software Version: 17.2.1.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign tax paid through Merrill Lynch US Trust	282	282		
Foreign tax paid through TD Ameritrade	187	187		
Excise tax for 2016	411			

Spruance Foundation II

46-1564619

Attachments to Form 990-PF

Contents of the following pages:

Book income and expenses

Listing of investment securities

Minimum investment return information and calculations

Merrill Lynch US Trust security sales schedule

TD Ameritrade security sale (single sale) reported directly on Part IV

The above documents were attached as a single pdf file to the Form 990-PF that was E-filed to the Internal Revenue Service.

Spruance Foundation II
46-1564619
Book income and expenditures
12/31/16
Attachment to Form 990-PF
Part I

Excel\Bruce\Spruance Foundation II 990PF Book income and expenditures
11/01/17 14:51

Part I

Line 3, Interest

Merrill Lynch US Trust 1099-INT				0.00
TD Ameritrade 1099-INT				12.26
				12.26

Line 4, Dividend income

Merrill Lynch US Trust 1099-DIV				5,227.99
TD Ameritrade 1099-DIV				68,555.70
				73,783.69

Line 6a, Gain (loss) on sale of securities

Merrill Lynch US Trust 1099-B				
	Proceeds	2,025,136.34		
	Cost	2,193,799.27		
	Gain or Loss	(168,662.93)	(168,662.93)	
TD Ameritrade 1099-B				
	Proceeds	12,553.95		
	Cost	15,014.77		
	Gain or Loss	(2,460.82)	(2,460.82)	
Combined				
	Proceeds	2,037,690.29		
	Cost	2,208,814.04		
	Gain or Loss	(171,123.75)	(171,123.75)	(171,123.75)
				(171,123.75)

Line 11, Other income

TD Ameritrade referral bonus awards	600.00
Merrill Lynch / TD Ameritrade stock basis adjustment	258.90
TD Ameritrade dividend received conforming adjustment	(259.48)
	599.42

Line 12, Total income	(96,728.38)

Line 13, Compensation of officers and directors

Thomas W. Spruance	30,000.00
	30,000.00

Line 16a, Legal fees

Richards Layton and Finger	1,710.31
	1,710.31

Line 16b, Accounting fees

Price Waterhouse	2,500.00
Baer and Company CPAs	760.00
	3,260.00

Spruance Foundation II
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Book income and expenditures
12/31/16
Attachment to Form 990-PF
Part I

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Line 16c, Other professional fees	
Blackrock/Merrill Lynch investment advisory fees	3,484.24
	3,484.24
Line 18, Taxes	
Foreign tax paid through Merrill Lynch US Trust	281.72
Foreign tax paid through TD Ameritrade	187.03
Excise tax for balance of 2015	0.00
Excise tax estimated for 2016	411.00
	879.75
Line 23, Other expenses	
ADR fees paid through Merrill Lynch US Trust	69.11
ADR fees paid through TD Ameritrade	48.83
Travel expenses reimbursements	6,207.08
	6,325.02
Line 24, Total operating expenses	45,659.32
Line 25, Contributions, gifts, and grants	
University of Miami	10,000.00
Salesianum School	10,000.00
John Hopkins University	100,000.00
University of Tampa	10,000.00
	130,000.00
Line 26, Total operating expenses and contributions, gifts, and grants	175,659.32
Line 27a, Excess of revenue over expenses and disbursements	(272,387.70)

Spruance Foundation II
46-1564619
Listing of Securities and other assets
12/31/16
Attachment to Form 990-PF
Part II, Lines 1 and 10b

Excel\Bruce\Spruance Foundation II Securities Listing 20161231 201710301743
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Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis
Stocks - Cash						
3M CO COM	MMM	1,100	$ 178.57	$ 196,427.00	02/09/16	$ 168,245.00
ABBVIE INC COM	ABBV	2,321	62.62	145,341.02	08/27/15	124,890.76
ALPHABET INC CL A	GOOGL	51	792.45	40,414.95	03/23/12	23,406.06
AMAZON.COM INC COM	AMZN	36	749.87	26,995.32	08/27/15	18,565.02
ANHEUSER BUSCH INBEV ADR	BUD	173	105.44	18,241.12	08/27/15	19,657.89
APPLE INC COM	AAPL	228	115.82	26,406.96	06/27/13	19,296.83
ASTRAZENECA PLC SPONS ADR	AZN	1,423	27.32	38,876.36	12/03/13	45,598.60
AT&T INC COM	T	3,500	42.53	148,855.00	02/09/16	128,625.00
COCA COLA CO COM	KO	3,045	41.46	126,245.70	05/20/15	127,387.40
ELI LILLY & CO COM	LLY	1,700	73.55	125,035.00	02/09/16	124,831.00
EXXON MOBIL CORPORATION COM	XOM	1,700	90.26	153,442.00	02/09/16	136,119.00
FACEBOOK INC COM	FB	333	115.05	38,311.65	05/22/14	25,491.06
GENERAL ELECTRIC CO COM	GE	953	31.60	30,114.80	02/03/12	21,704.30
HOME DEPOT INC COM	HD	1,209	134.08	162,102.72	09/09/14	130,757.61
JOHNSON & JOHNSON COM	JNJ	1,476	115.21	170,049.96	08/29/12	147,049.45

Spruance Foundation II
46-1564619
Listing of Securities and other assets
12/31/16
Attachment to Form 990-PF
Part II, Lines 1 and 10b

Excel\Bruce\Spruance Foundation II Securities Listing 20161231 201710301743
11/09/17 11:13

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis
Stocks - Cash						
JP MORGAN CHASE & CO COM	JPM	361	86.29	31,150.69	03/23/12	16,970.35
KIMBERLY CLARK CORP COM	KMB	1,100	114.12	125,532.00	02/09/16	143,735.90
MATTEL INC COM	MAT	1,065	27.55	29,340.75	07/27/15	23,514.25
MCDONALDS CORP COM	MCD	1,180	121.72	143,629.60	06/15/12	132,536.45
MEDTRONIC PLC COM	MDT	1,500	71.23	106,845.00	02/09/16	108,494.85
MICROSOFT CORP COM	MSFT	2,545	62.14	158,146.30	06/27/13	121,682.48
MIRANT CORP ESCROW	604675991	1,000	NA	NA	-	-
PFIZER INC COM	PFE	817	32.48	26,536.16	06/27/13	25,382.70
PROCTER GAMBLE CO COM	PG	1,500	84.08	126,120.00	02/09/16	123,000.00
SPDR DOW JONES INDUSTRIAL AVE ETF TRUST	DIA	600	197.51	118,506.00	02/09/16	95,124.00
VERIZON COMMUNICATIONS COM	VZ	2,502	53.38	133,556.76	02/03/12	121,542.51
VISA INC CLASS A	V	310	78.02	24,186.20	08/27/15	22,242.47
WAL-MART STORES COM	WMT	1,700	69.12	117,504.00	02/09/16	111,350.00
WELLS FARGO & CO COM	WFC	2,003	55.11	110,385.33	03/23/12	87,763.94
Total Stocks				$2,698,298.35 ✓		$2,394,964.88

Spruance Foundation II
46-1564619
Listing of Securities and other assets
12/31/16
Attachment to Form 990-PF
Part II, Lines 1 and 10b

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11/09/17 11 12

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Spruance Foundation II
46-1564619
Minimum Investment Return
12/31/16
Attachment to Form 990-PF
Part X

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Part X
Line 1a Calculation of average monthly FMV of securities (From broker's monthly statements):

	Merrill Lynch US Trust	TD Ameritrade	Combined	
January	2,002,492.63	524,546.76	2,527,039.39	
February	0.00	2,520,105.77	2,520,105.77	
March	0.00	2,640,698.35	2,640,698.35	
April	0.00	2,635,315.66	2,635,315.66	
May	0.00	2,669,017.40	2,669,017.40	
June	0.00	2,735,638.87	2,735,638.87	
July	0.00	2,791,332.56	2,791,332.56	
August	0.00	2,734,698.89	2,734,698.89	
September	0.00	2,709,661.55	2,709,661.55	
October	0.00	2,597,026.06	2,597,026.06	
November	0.00	2,619,625.84	2,619,625.84	
December	0.00	2,698,298.35	2,698,298.35	
AVERAGE				**2,489,663.84**

Line 1B Calculation of average monthly cash balances (From broker's monthly statements):
(Calculate average of each month, then average the averages)

		Merrill Lynch US Trust	TD Ameritrade	Combined	
January	Beginning	130,207.38	600.00	130,807.38	
January	Ending	117,388.39	600.00	117,988.39	
January	Average				124,397.89
February	Beginning	117,388.39	600.00	117,988.39	
February	Ending	12,272.61	136,056.47	148,329.08	
February	Average				133,158.74
March	Beginning	12,272.61	136,056.47	148,329.08	
March	Ending	12,464.91	144,626.07	157,090.98	
March	Average				152,710.03
April	Beginning	12,464.91	144,626.07	157,090.98	
April	Ending	13,188.45	130,494.73	143,683.18	
April	Average				150,387.08
May	Beginning	13,188.45	130,494.73	143,683.18	
May	Ending	12,778.72	126,556.84	139,335.56	
May	Average				141,509.37
June	Beginning	12,778.72	126,556.84	139,335.56	
June	Ending	0.00	146,853.88	146,853.88	
June	Average				143,094.72
July	Beginning	0.00	146,853.88	146,853.88	
July	Ending	0.00	42,509.35	42,509.35	
July	Average				94,681.62
August	Beginning	0.00	42,509.35	42,509.35	
August	Ending	0.00	60,187.96	60,187.96	

Spruance Foundation II
46-1564619
Minimum Investment Return
12/31/16
Attachment to Form 990-PF
Part X

Excel\Bruce\Spruance Foundation II 990PF Minimum Investment Return Etcetera
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August	Average				51,348.66	
September	Beginning	0.00	60,187.96	60,187.96		
September	Ending	0.00	59,994.96	59,994.96		
September	Average				60,091.46	
October	Beginning	0.00	59,994.96	59,994.96		
October	Ending	0.00	55,823.26	55,823.26		
October	Average				57,909.11	
November	Beginning	0.00	55,823.26	55,823.26		
November	Ending	0.00	57,001.61	57,001.61		
November	Average				56,412.44	
December	Beginning	0.00	57,001.61	57,001.61		
December	Ending	0.00	66,310.18	66,310.18		
December	Average				61,655.90	
ANNUAL AVERAGE OF THE MONTHLY AVERAGES						**102,279.75**

Test cells for verification of accurate input from statements:	
Total of month end security totals	31,878,458.69
Total of month end cash	1,325,915.77
Subtotal	33,204,374.46
Independent addition of month end account balances from statements	33,204,374.46
Difference to be discovered	0.00