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Form **990-PF**  
 Department of the Treasury  
 Internal Revenue Service

**Return of Private Foundation**  
**or Section 4947(a)(1) Trust Treated as Private Foundation**  
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OMB No 1545-0052  
**2016**  
**Open to Public Inspection**

**For calendar year 2016, or tax year beginning 05-01-2016 , and ending 04-30-2017**

Name of foundation SPENSE REESE FOUNDATION		<b>A Employer identification number</b> 51-0203269	
Number and street (or P O box number if mail is not delivered to street address) BANK OF AMERICA NA PO BOX 831		<b>B Telephone number (see instructions)</b> (800) 357-7094	
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 752831041		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 386,497		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	7,692	7,534		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	13,614			
	<b>b</b> Gross sales price for all assets on line 6a 192,489				
	<b>7</b> Capital gain net income (from Part IV, line 2)		13,614		
	<b>8</b> Net short-term capital gain			0	
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	156	27			
<b>12 Total.</b> Add lines 1 through 11	21,462	21,175			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	4,776	2,866		1,910
	<b>14</b> Other employee salaries and wages		0	0	0
	<b>15</b> Pension plans, employee benefits		0	0	
	<b>16a</b> Legal fees (attach schedule)				0
	<b>b</b> Accounting fees (attach schedule)	800	480	0	320
	<b>c</b> Other professional fees (attach schedule)				0
	<b>17</b> Interest				0
	<b>18</b> Taxes (attach schedule) (see instructions)	280	280		0
	<b>19</b> Depreciation (attach schedule) and depletion	0	0		
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings		0	0	
	<b>22</b> Printing and publications		0	0	
	<b>23</b> Other expenses (attach schedule)	6,608	177		6,510
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	12,464	3,803	0	8,740
	<b>25</b> Contributions, gifts, grants paid	12,000			12,000
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	24,464	3,803	0	20,740	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-3,002				
<b>b Net investment income</b> (if negative, enter -0-)		17,372			
<b>c Adjusted net income</b> (if negative, enter -0-)			0		

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	12,774	12,238	12,238
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	337,079	338,790	374,259
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .			0
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	349,853	351,028	386,497	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .		0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	349,853	351,028	
	<b>28</b> Paid-in or capital surplus, or land, bldg , and equipment fund			
<b>29</b> Retained earnings, accumulated income, endowment, or other funds				
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	349,853	351,028		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) .	349,853	351,028		

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

<b>1</b> Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	<b>1</b>	349,853
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	-3,002
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	7,350
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	354,201
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	3,173
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	351,028

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)		
<b>1a</b> See Additional Data Table						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
<b>a</b> See Additional Data Table						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(i) F M V as of 12/31/69			(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
<b>a</b> See Additional Data Table						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2</b> Capital gain net income or (net capital loss)					<b>2</b>	13,614
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)					<b>3</b>	
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8						

**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	61,321	398,073	0 154045
2014	78,270	482,755	0 162132
2013	74,568	515,761	0 144579
2012	62,973	533,114	0 118123
2011	79,958	566,822	0 141064
<b>2</b> Total of line 1, column (d)			<b>2</b> 0 719943
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b> 0 143989
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			<b>4</b> 369,125
<b>5</b> Multiply line 4 by line 3			<b>5</b> 53,150
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 174
<b>7</b> Add lines 5 and 6			<b>7</b> 53,324
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 20,740

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)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, domestic foundations, tax under section 511, subtitle A tax, tax based on investment income, credits/payments, and tax due/overpayment. Total tax due is 347.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, unrelated business income, liquidation, and state reporting. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, donor advised funds, public inspection requirements, and books in care.

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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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

**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)?  Yes  No  
Organizations relying on a current notice regarding disaster assistance check here.

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
If "Yes" to 6b, file Form 8870

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

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	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
BANK OF AMERICA N A 100 WESTMINSTER ST PROVIDENCE, RI 02903	TRUSTEE 1	4,776		

**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
NONE				

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

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

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".</b>		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total</b> number of others receiving over \$50,000 for professional services. . . . . ▶		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . . ▶	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	363,003
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	11,743
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	374,746
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	374,746
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	5,621
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	369,125
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	18,456

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

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	18,456
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5.	<b>2a</b>	347
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	347
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	18,109
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	18,109
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	18,109

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	20,740
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	20,740
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	20,740

**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
<b>1</b> Distributable amount for 2016 from Part XI, line 7				18,109
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only. . . . .			0	
<b>b</b> Total for prior years 2014, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011. . . . .	51,959			
<b>b</b> From 2012. . . . .	37,797			
<b>c</b> From 2013. . . . .	49,018			
<b>d</b> From 2014. . . . .	52,444			
<b>e</b> From 2015. . . . .	41,417			
<b>f</b> Total of lines 3a through e. . . . .	232,635			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>20,740</u>				
<b>a</b> Applied to 2015, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2016 distributable amount. . . . .				18,109
<b>e</b> Remaining amount distributed out of corpus	2,631			
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )				0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	235,266			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .		0		
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . . .	51,959			
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .	183,307			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012. . . . .	37,797			
<b>b</b> Excess from 2013. . . . .	49,018			
<b>c</b> Excess from 2014. . . . .	52,444			
<b>d</b> Excess from 2015. . . . .	41,417			
<b>e</b> Excess from 2016. . . . .	2,631			

**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)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					

**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 e-mail address of the person to whom applications should be addressed  
BOYS GIRLS CLUBS OF GREATER SAN D  
115 WOODWARD AVE  
ESCONDIDO, CA 920252638  
(866) 461-7287  
NONE

**b** The form in which applications should be submitted and information and materials they should include  
FOR MORE INFORMATION [http //www sdyouth org/](http://www.sdyouth.org/)

**c** Any submission deadlines  
APRIL 01

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
SCHOLARSHIPS AWARDED ANNUALLY TO MALE STUDENTS MAJORING IN MEDICINE, ENGINEERING, LAW AND POLITICAL SCIENCE

**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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3a</b>				12,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b> ▶ <b>3b</b>				





**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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)
195 584 AQR MANAGED FUTURES STRATEGY FUND CL I		2016-06-30	2017-02-02
59 788 AGGREGATE BOND CTF		2014-02-28	2016-06-30
66 824 AGGREGATE BOND CTF		2014-02-28	2016-11-10
40 358 AGGREGATE BOND CTF		2016-10-14	2016-11-10
92 823 SMALL CAP GROWTH LEADERS CTF		2013-03-15	2016-05-31
14 15 SMALL CAP GROWTH LEADERS CTF		2013-03-15	2016-11-10
3 401 SMALL CAP GROWTH LEADERS CTF		2013-02-28	2016-11-10
30 204 SMALL CAP GROWTH LEADERS CTF		2013-02-28	2016-12-23
14 444 EMERGING MARKETS STOCK COMMON TRUST FUND		2013-03-15	2016-06-30
34 423 EMERGING MARKETS STOCK COMMON TRUST FUND		2016-10-14	2017-01-31

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
1,842		2,034	-192
1,035		1,005	30
1,128		1,124	4
681		691	-10
2,049		1,844	205
338		307	31
81		71	10
768		631	137
631		617	14
1,599		1,607	-8

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-192
			30
			4
			-10
			205
			31
			10
			137
			14
			-8

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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)
8 815 EMERGING MARKETS STOCK COMMON TRUST FUND		2016-11-30	2017-01-31
32 21 EMERGING MARKETS STOCK COMMON TRUST FUND		2013-03-15	2017-01-31
73 197 EMERGING MARKETS STOCK COMMON TRUST FUND		2013-02-28	2017-01-31
20 393 MID CAP VALUE CTF		2013-03-15	2016-06-30
25 98 MID CAP VALUE CTF		2013-03-15	2016-12-23
95 955 SMALL CAP VALUE CTF		2013-03-15	2016-05-31
1 247 SMALL CAP VALUE CTF		2013-02-28	2016-05-31
10 587 SMALL CAP VALUE CTF		2013-02-28	2016-11-10
25 921 SMALL CAP VALUE CTF		2013-02-28	2016-11-30
2 125 MID CAP GROWTH CTF		2013-02-28	2016-12-23

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
409		388	21
1,496		1,386	110
3,399		3,138	261
609		613	-4
851		804	47
2,371		2,167	204
31		27	4
289		249	40
754		614	140
62		63	-1

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			21
			110
			261
			-4
			47
			204
			4
			40
			140
			-1

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
5 113 MID CAP GROWTH CTF		2013-02-28	2017-01-31
100 GOLDMAN SACHS STRATEGIC INCOME FUND INSTL		2014-03-04	2016-06-02
1348 56 GOLDMAN SACHS STRATEGIC INCOME FUND INSTL		2014-03-04	2016-06-30
961 635 GOLDMAN SACHS STRATEGIC INCOME FUND INSTL		2014-03-04	2017-02-02
18 739 DIVIDEND INCOME COMMON TRUST FUND		2013-03-15	2016-05-31
12 023 DIVIDEND INCOME COMMON TRUST FUND		2013-03-15	2016-06-30
46 412 DIVIDEND INCOME COMMON TRUST FUND		2013-03-15	2016-12-23
172 337 DIVIDEND INCOME COMMON TRUST FUND		2013-03-15	2017-01-31
61 882 DIVIDEND INCOME COMMON TRUST FUND		2013-02-28	2017-01-31
3 ISHARES CORE TOT U S BD MKT ETF		2016-05-31	2016-06-30

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
155		154	1
950		1,063	-113
12,636		14,334	-1,698
9,299		10,221	-922
1,000		914	86
652		593	59
2,655		2,351	304
9,841		8,728	1,113
3,534		3,079	455
338		332	6

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			1
			-113
			-1,698
			-922
			86
			59
			304
			1,113
			455
			6

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e.g., real estate, <b>(a)</b> 2-story brick warehouse, or common stock, 200 shs MLC Co.)	<b>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
12 ISHARES CORE TOT U S BD MKT ETF		2016-05-31	2016-11-10
82 ISHARES CORE TOT U S BD MKT ETF		2016-05-31	2017-01-31
12 ISHARES CORE TOT U S BD MKT ETF		2016-06-20	2017-01-31
3 ISHARES CORE TOT U S BD MKT ETF		2016-01-08	2017-01-31
5 ISHARES CORE TOT U S BD MKT ETF		2016-01-08	2017-01-31
4 ISHARES CORE S&P MID CAP ETF		2013-02-28	2016-06-30
1 ISHARES CORE S&P MID CAP ETF		2013-02-28	2016-11-10
5 ISHARES CORE S&P MID CAP ETF		2013-02-28	2016-12-23
3 ISHARES RUSSELL 2000 ETF		2014-12-31	2016-05-31
8 ISHARES RUSSELL 2000 ETF		2014-12-31	2016-11-10

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
1,313		1,329	-16
8,874		9,084	-210
1,299		1,316	-17
325		326	-1
541		543	-2
592		444	148
155		111	44
832		555	277
344		363	-19
998		967	31

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			-16
			-210
			-17
			-1
			-2
			148
			44
			277
			-19
			31

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
3 ISHARES RUSSELL 2000 ETF		2014-12-31	2016-12-23
6 ISHARES RUSSELL 2000 ETF		2013-02-28	2016-12-23
113 216 THE MERGER FD		2016-06-30	2017-02-02
121 063 PIMCO HIGH YIELD FD INSTL CL		2016-06-02	2016-11-10
405 543 PIMCO HIGH YIELD FD INSTL CL		2017-02-02	2017-03-31
6 457 PIMCO HIGH YIELD FD INSTL CL		2016-11-30	2017-03-31
45 POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT		2014-11-28	2016-06-30
80 POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT		2014-11-28	2016-11-10
50 POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT		2014-11-28	2016-12-23
101 POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT		2014-11-28	2017-01-31

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
407		363	44
815		546	269
1,776		1,749	27
1,053		1,030	23
3,609		3,605	4
57		56	1
690		439	251
1,173		780	393
778		488	290
1,584		2,093	-509

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			44
			269
			27
			23
			4
			1
			251
			393
			290
			-509

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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)
134 POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT		2016-11-30	2017-01-31
232 POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT		2016-05-31	2017-01-31
89 VANGUARD FTSE DEVELOPED MARKETS ETF		2016-05-31	2016-10-14
6 VANGUARD FTSE DEVELOPED MARKETS ETF		2016-05-31	2016-11-10
17 VANGUARD FTSE EMERGING MKTS ETF		2016-05-31	2016-06-30
7 VANGUARD FTSE EMERGING MKTS ETF		2016-10-14	2016-11-10
87 VANGUARD FTSE EMERGING MKTS ETF		2016-10-14	2017-01-31
15 VANGUARD FTSE EMERGING MKTS ETF		2016-05-31	2017-01-31
6 VANGUARD S&P 500 ETF		2016-10-14	2016-11-10
1 VANGUARD S&P 500 ETF		2016-10-14	2016-12-23

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
2,101		2,050	51
3,638		3,452	186
3,255		3,259	-4
217		220	-3
595		575	20
251		262	-11
3,283		3,259	24
566		507	59
1,195		1,177	18
207		196	11

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			51
			186
			-4
			-3
			20
			-11
			24
			59
			18
			11

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
8 VANGUARD S&P 500 ETF		2016-01-08	2016-12-23
22 VANGUARD REIT ETF		2016-10-14	2017-01-31
214 VANGUARD REIT ETF		2013-02-28	2017-01-31
34 VANGUARD REIT ETF		2013-09-30	2017-01-31
944 57 WELLS FARGO ABSOLUTE RETURN FUND INSTL CL		2016-01-08	2016-06-30
124 WISDOMTREE JAPAN HEDGED EQUITY FUND		2016-01-08	2016-05-31
128 WISDOMTREE EUROPE HEDGED EQUITY FUND		2015-07-31	2016-05-31
56 WISDOMTREE EUROPE HEDGED EQUITY FUND		2016-01-08	2016-05-31
180 632 HIGH QUALITY CORE COMMON TRUST FUND		2013-03-15	2016-05-31
126 47 HIGH QUALITY CORE COMMON TRUST FUND		2013-02-28	2016-05-31

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
1,656		1,422	234
1,814		1,828	-14
17,645		14,031	3,614
2,803		2,142	661
9,682		9,266	416
5,434		5,756	-322
6,834		8,216	-1,382
2,990		2,827	163
2,496		2,281	215
1,748		1,565	183

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			234
			-14
			3,614
			661
			416
			-322
			-1,382
			163
			215
			183

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
39 447 HIGH QUALITY CORE COMMON TRUST FUND		2013-02-28	2016-12-23
258 791 HIGH QUALITY CORE COMMON TRUST FUND		2013-02-28	2017-01-31
193 846 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2013-09-30	2016-05-31
517 138 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2013-03-15	2016-05-31
446 732 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2013-03-15	2016-10-14
29 547 STRATEGIC GROWTH COMMON TRUST FUND		2013-04-30	2016-11-10
160 021 STRATEGIC GROWTH COMMON TRUST FUND		2013-04-30	2016-12-23
1039 097 STRATEGIC GROWTH COMMON TRUST FUND		2013-04-30	2017-01-31
CAPITAL GAIN DIVIDENDS	P		

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
571		519	52
3,778		3,402	376
2,154		2,158	-4
5,746		5,373	373
5,014		4,632	382
380		312	68
2,122		1,696	426
14,120		11,176	2,944
			113

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			52
			376
			-4
			373
			382
			68
			426
			2,944

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
ROSS URRY C/O BOYS & GIRLS CLUB OF SAN DIEGO 4635 CLAIREMONT MESA BLVD SAN DIEGO, CA 92117	N/A	N/A	SCHOLARSHIP FOR BOOKS &	2,000
MICHAEL MALEY C/O BOYS & GIRLS CLUB OF SAN DIEGO 4635 CLAIREMONT MESA BLVD SAN DIEGO, CA 92117	N/A	N/A	SCHOLARSHIP FOR BOOKS &	2,000
ADRIAN FLETCHER C/O BOYS & GIRLS CLUB OF SAN DIEGO 4635 CLAIREMONT MESA BLVD SAN DIEGO, CA 92117	N/A	N/A	SCHOLARSHIP FOR BOOKS &	2,000
PETER TANG C/O BOYS & GIRLS CLUB OF SAN DIEGO 4635 CLAIREMONT MESA BLVD SAN DIEGO, CA 92117	N/A	N/A	SCHOLARSHIP FOR BOOKS &	2,000
WILLIAM RYDER C/O BOYS & GIRLS CLUB OF SAN DIEGO 4635 CLAIREMONT MESA BLVD SAN DIEGO, CA 92117	N/A	N/A	SCHOLARSHIP FOR BOOKS &	2,000
CAMERON ERVIN C/O BOYS & GIRLS CLUB OF SAN DIEGO 4635 CLAIREMONT MESA BLVD SAN DIEGO, CA 92117	N/A	N/A	SCHOLARSHIP FOR BOOKS &	2,000
<b>Total</b> . . . . . ▶				12,000
<b>3a</b>				

**TY 2016 Accounting Fees Schedule****Name:** SPENSE REESE FOUNDATION**EIN:** 51-0203269

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
TAX PREPARATION FEE - BOA	800	480		320

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:** SPENSE REESE FOUNDATION

**EIN:** 51-0203269

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
45 POWERSHA	2016-06		2014-11	PURCHASER	690	439			251	
80 POWERSHA	2016-11		2014-11	PURCHASER	1,173	780			393	
50 POWERSHA	2016-12		2014-11	PURCHASER	778	488			290	
101 POWERSH	2017-01		2014-11	PURCHASER	1,584	2,093			-509	
134 POWERSH	2017-01		2016-11	PURCHASER	2,101	2,050			51	
232 POWERSH	2017-01		2016-05	PURCHASER	3,638	3,452			186	

**TY 2016 General Explanation Attachment****Name:** SPENSE REESE FOUNDATION**EIN:** 51-0203269**General Explanation Attachment**

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

**TY 2016 Investments Corporate Stock Schedule****Name:** SPENSE REESE FOUNDATION**EIN:** 51-0203269

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
464287507 ISHARES CORE S&P MID	23,432	26,579
464287614 ISHARES RUSSELL 1000		
464287655 ISHARES RUSSELL 2000	33,731	38,381
921943858 VANGUARD FTSE DEVELO	30,249	32,498
922042858 VANGUARD FTSE EMERGI	9,539	11,860
922908553 VANGUARD REIT ETF		
466001864 IVY ASSET STRATEGY F		
714199106 PERMANENT PORTFOLIO		
72200Q182 PIMCO ALL ASSET ALL		
207543877 SMALL CAP GROWTH LEA	4,754	5,791
29099J109 EMERGING MARKETS STO	17,591	20,825
302993993 MID CAP VALUE CTF	6,976	7,452
303995997 SMALL CAP VALUE CTF	5,085	5,918
323991307 MID CAP GROWTH CTF	7,975	8,224
45399C107 DIVIDEND INCOME COMM	20,288	21,298
99Z466163 HIGH QUALITY CORE CO	5,496	5,799
99Z466197 INTERNATIONAL FOCUSE	24,770	29,918
73935S105 POWERSHARES DB COMMO	3,512	3,493
38145C646 GOLDMAN SACHS STRATE		
693390841 PIMCO HIGH YIELD FD	3,654	3,829
202671913 AGGREGATE BOND CTF	35,456	35,406
99Z501647 STRATEGIC GROWTH COM	19,191	21,786
464287200 ISHARES CORE S&P 500		
464287226 ISHARES CORE US AGGR	7,386	7,429
922908363 VANGUARD S&P 500 ETF	27,899	34,320
97717W851 WISDOMTREE JAPAN HED		
97717X701 WISDOMTREE EUROPE HE		
94987W737 WELLS FARGO ABSOLUTE	8,108	8,794
00203H446 AQR LONG-SHORT EQUIT	3,690	3,830
00203H859 AQR MANAGED FUTURES	4,031	3,574

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
74253Q747 PRINCIPAL MIDCAP BLE	11,089	11,809
09256H286 BLACKROCK STRATEGIC	12,751	12,972
30254T759 FPA CRESCENT FUND SE	8,489	8,722
589509108 THE MERGER FD	3,648	3,752

**TY 2016 Other Decreases Schedule****Name:** SPENSE REESE FOUNDATION**EIN:** 51-0203269

<b>Description</b>	<b>Amount</b>
PARTNERSHIP BASIS ADJUSTMENT	946
COST BASIS ADJUSTMENT	2,193
NET ROUNDING ADJUSTMENT	3
ROC ADJ - PRIOR YEAR	31

**TY 2016 Other Expenses Schedule****Name:** SPENSE REESE FOUNDATION**EIN:** 51-0203269**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSE-PRINCI	49	49		0
OTHER ALLOCABLE EXPENSE-INCOME	49	49		0
STATE FILING FEE	10	0		10
OTHER CHARITABLE EXPENSES	6,500	0		6,500
PARTNERSHIP EXPENSES		79		0

**TY 2016 Other Income Schedule****Name:** SPENSE REESE FOUNDATION**EIN:** 51-0203269**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
EXCISE TAX REFUND	156	0	
PARTNERSHIP INCOME		27	

**TY 2016 Other Increases Schedule****Name:** SPENSE REESE FOUNDATION**EIN:** 51-0203269

<b>Description</b>	<b>Amount</b>
COMMON TRUST FUND TIMING ADJUSTMENT	7,350

**TY 2016 Taxes Schedule****Name:** SPENSE REESE FOUNDATION**EIN:** 51-0203269

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
FOREIGN TAXES	222	222		0
FOREIGN TAXES ON QUALIFIED FOR	36	36		0
FOREIGN TAXES ON NONQUALIFIED	22	22		0