

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
2017
Open to Public Inspection

For calendar year 2017, or tax year beginning 05-01-2017, and ending 04-30-2018

Name of foundation SPENSE REESE FOUNDATION		A Employer identification number 51-0203269	
Number and street (or P O box number if mail is not delivered to street address) Room/suite BANK OF AMERICA NA PO BOX 831		B Telephone number (see instructions) (800) 357-7094	
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 752831041		C If exemption application is pending, check here <input type="checkbox"/>	
G 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		D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 363,294		J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	7,202	7,178		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	29,511			
	b Gross sales price for all assets on line 6a 146,874				
	7 Capital gain net income (from Part IV, line 2)		29,511		
	8 Net short-term capital gain			0	
	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)			32		
12 Total. Add lines 1 through 11	36,713	36,721			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	4,881	2,929		1,952
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)	4,785	0	0	4,785
	b Accounting fees (attach schedule)	845	507	0	338
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	935	240		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	19,590	115		19,510
	24 Total operating and administrative expenses. Add lines 13 through 23	31,036	3,791	0	26,585
	25 Contributions, gifts, grants paid	32,000			32,000
26 Total expenses and disbursements. Add lines 24 and 25	63,036	3,791	0	58,585	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-26,323				
b Net investment income (if negative, enter -0-)		32,930			
c Adjusted net income (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
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	12,238	7,584	7,584
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	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 ▶ _____ 0			
	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)	338,790	316,659	355,710
	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)			0
	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)	351,028	324,243	363,294	
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	351,028	324,243	
	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)	351,028	324,243		
31 Total liabilities and net assets/fund balances (see instructions) .	351,028	324,243		

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	351,028
2 Enter amount from Part I, line 27a	2	-26,323
3 Other increases not included in line 2 (itemize) ▶ _____	3	3
4 Add lines 1, 2, and 3	4	324,708
5 Decreases not included in line 2 (itemize) ▶ _____	5	465
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	324,243

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	29,511
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))
2016	20,740	369,125	0.056187
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

2 Total of line 1, column (d)	2	0.635066
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.127013
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	370,268
5 Multiply line 4 by line 3	5	47,029
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	329
7 Add lines 5 and 6	7	47,358
8 Enter qualifying distributions from Part XII, line 4	8	58,585

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	329
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	0
3	Add lines 1 and 2.	3	329
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	329
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	348
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	348
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
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	19
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ▶ 19 Refunded ▶	11	0

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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
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? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

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

Located at 100 WESTMINISTER ST PROVIDENCE RI ZIP+4 02903

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

16 At any time during calendar year 2017, 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? Yes No

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 for Part VII-B 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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. ▶			5b
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>			6b
				No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			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
BANK OF AMERICA N A 100 WESTMINISTER ST PROVIDENCE, RI 02903	TRUSTEE 1	4,881		

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

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

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

Total 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
1	
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	
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	366,560
b	Average of monthly cash balances.	1b	9,347
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	375,907
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	375,907
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	5,639
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	370,268
6	Minimum investment return. Enter 5% of line 5.	6	18,513

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	18,513
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	329
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	329
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	18,184
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	18,184
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	18,184

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	58,585
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	58,585
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	329
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	58,256

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				18,184
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	37,797			
b From 2013.	49,018			
c From 2014.	52,444			
d From 2015.	41,417			
e From 2016.	2,631			
f Total of lines 3a through e.	183,307			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>58,585</u>				
a Applied to 2016, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				18,184
e Remaining amount distributed out of corpus	40,401			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	223,708			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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).		0		
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	37,797			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	185,911			
10 Analysis of line 9				
a Excess from 2013.	49,018			
b Excess from 2014.	52,444			
c Excess from 2015.	41,417			
d Excess from 2016.	2,631			
e Excess from 2017.	40,401			

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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
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 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 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 <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				32,000
b <i>Approved for future payment</i>				
Total ▶ 3b				

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)
45 765 INVESCO BALANCED-RISK ALLOCATION FUND CL R6		2018-02-01	2018-03-29
29 959 AQR LONG-SHORT EQUITY FUND CL I		2017-02-02	2017-09-29
33 966 BLACKROCK STRATEGIC INCOME OPPORTUNITIES PORTFOLIO CL I		2017-02-02	2017-05-31
155 691 BLACKROCK STRATEGIC INCOME OPPORTUNITIES PORTFOLIO CL I		2018-02-01	2018-03-29
40 358 AGGREGATE BOND CTF		2016-11-03	2017-05-31
26 826 AGGREGATE BOND CTF		2014-02-28	2017-05-31
631 646 AGGREGATE BOND CTF		2014-02-28	2018-01-31
99 168 AGGREGATE BOND CTF		2014-02-28	2018-03-31
11 198 SMALL CAP GROWTH LEADERS CTF		2013-02-28	2017-05-31
11 SMALL CAP GROWTH LEADERS CTF		2013-02-28	2017-11-30

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)
497		505	-8
439		395	44
337		336	1
1,544		1,568	-24
681		684	-3
453		451	2
10,501		10,587	-86
1,632		1,660	-28
302		250	52
326		258	68

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	
			-8
			44
			1
			-24
			-3
			2
			-86
			-28
			52
			68

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)
16 272 SMALL CAP GROWTH LEADERS CTF		2013-02-28	2018-03-31
65 272 EMERGING MARKETS STOCK COMMON TRUST FUND		2013-02-28	2017-05-31
18 024 EMERGING MARKETS STOCK COMMON TRUST FUND		2013-02-28	2017-09-30
21 77 EMERGING MARKETS STOCK COMMON TRUST FUND		2014-02-28	2017-09-30
12 826 EMERGING MARKETS STOCK COMMON TRUST FUND		2014-02-28	2017-11-30
11 343 EMERGING MARKETS STOCK COMMON TRUST FUND		2014-02-28	2018-01-31
2 43 EMERGING MARKETS STOCK COMMON TRUST FUND		2014-02-28	2018-03-31
14 029 FPA CRESCENT FUND SER I		2017-02-02	2017-05-31
241 963 FPA CRESCENT FUND SER I		2017-02-02	2017-09-29
8 199 MID CAP VALUE CTF		2013-03-15	2017-09-30

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)
504		409	95
3,442		2,895	547
1,071		852	219
1,293		1,019	274
795		620	175
768		559	209
157		125	32
481		465	16
8,367		8,024	343
285		281	4

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	
			95
			547
			219
			274
			175
			209
			32
			16
			343
			4

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)
10 846 SMALL CAP VALUE CTF		2013-02-28	2017-05-31
12 591 SMALL CAP VALUE CTF		2013-02-28	2017-09-30
32 505 MID CAP GROWTH CTF		2013-02-28	2017-05-31
8 82 MID CAP GROWTH CTF		2013-02-28	2017-09-30
21 061 MID CAP GROWTH CTF		2013-02-28	2018-03-31
22 097 DIVIDEND INCOME COMMON TRUST FUND		2013-02-28	2017-05-31
12 342 DIVIDEND INCOME COMMON TRUST FUND		2013-02-28	2017-09-30
9 804 DIVIDEND INCOME COMMON TRUST FUND		2013-02-28	2018-03-31
32 ISHARES CORE TOT U S BD MKT ETF		2016-01-08	2018-01-31
7 ISHARES CORE S&P MID CAP ETF		2017-01-31	2017-05-31

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)
321		287	34
418		350	68
1,049		1,004	45
298		284	14
775		719	56
1,335		1,252	83
777		718	59
633		623	10
3,458		3,477	-19
1,199		1,177	22

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	
			34
			68
			45
			14
			56
			83
			59
			10
			-19
			22

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)
4 ISHARES CORE S&P MID CAP ETF		2017-01-31	2017-09-29
5 ISHARES CORE S&P MID CAP ETF		2017-01-31	2017-11-30
58 ISHARES CORE S&P MID CAP ETF		2017-01-31	2018-01-31
3 ISHARES CORE S&P MID CAP ETF		2017-01-31	2018-03-29
37 ISHARES RUSSELL 2000 ETF		2017-01-31	2017-05-31
15 ISHARES RUSSELL 2000 ETF		2017-01-31	2017-09-29
4 ISHARES RUSSELL 2000 ETF		2017-01-31	2017-11-30
108 ISHARES RUSSELL 2000 ETF		2017-01-31	2018-01-31
26 ISHARES RUSSELL 2000 ETF		2017-01-31	2018-03-29
236 104 THE MERGER FD		2016-06-30	2018-02-01

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)
717		672	45
949		841	108
11,311		9,750	1,561
560		504	56
5,025		5,002	23
2,222		2,028	194
615		541	74
16,885		14,599	2,286
3,946		3,515	431
3,825		3,648	177

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	
			45
			108
			1,561
			56
			23
			194
			74
			2,286
			431
			177

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)
12 796 CATALYST/MILLBURN HEDGE STRATEGY FUND CL I		2018-02-01	2018-03-29
16 981 PIMCO HIGH YIELD FD INSTL CL		2016-11-30	2017-09-29
85 POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT		2018-01-31	2018-03-29
46 889 PRINCIPAL MIDCAP BLEND FUND INSTL CL		2017-02-02	2017-05-31
18 929 PRINCIPAL MIDCAP BLEND FUND INSTL CL		2017-02-02	2017-09-29
6 VANGUARD FTSE DEVELOPED MARKETS ETF		2017-03-31	2017-11-30
26 VANGUARD FTSE DEVELOPED MARKETS ETF		2017-03-31	2018-03-29
30 VANGUARD FTSE EMERGING MKTS ETF		2016-05-31	2017-05-31
9 VANGUARD FTSE EMERGING MKTS ETF		2016-05-31	2017-09-29
57 VANGUARD FTSE EMERGING MKTS ETF		2016-05-31	2018-01-31

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)
389		407	-18
154		148	6
1,430		1,454	-24
1,192		1,090	102
509		440	69
267		236	31
1,145		1,024	121
1,221		1,014	207
392		304	88
2,840		1,927	913

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	
			-18
			6
			-24
			102
			69
			31
			121
			207
			88
			913

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)
10 VANGUARD S&P 500 ETF		2016-01-08	2017-05-31
4 VANGUARD S&P 500 ETF		2016-01-08	2017-09-29
4 VANGUARD S&P 500 ETF		2016-01-08	2017-11-30
51 046 WELLS FARGO ABSOLUTE RETURN FUND INSTL CL		2017-02-02	2017-05-31
88 686 WELLS FARGO ABSOLUTE RETURN FUND INSTL CL		2017-02-02	2017-09-29
37 259 WELLS FARGO ABSOLUTE RETURN FUND INSTL CL		2017-02-02	2018-03-29
21 631 HIGH QUALITY CORE COMMON TRUST FUND		2013-02-28	2017-05-31
3 784 HIGH QUALITY CORE COMMON TRUST FUND		2013-02-28	2017-11-30
355 859 HIGH QUALITY CORE COMMON TRUST FUND		2013-02-28	2018-01-31
282 192 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2013-03-15	2017-05-31

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)
2,212		1,777	435
922		711	211
975		711	264
564		541	23
1,006		939	67
427		395	32
333		317	16
64		58	6
6,393		5,503	890
3,561		2,909	652

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	
			435
			211
			264
			23
			67
			32
			16
			6
			890
			652

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)
143 057 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2013-03-15	2017-09-30
41 115 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2013-03-15	2017-11-30
15 002 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2013-02-28	2017-11-30
62 827 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2013-02-28	2018-03-31
130 823 STRATEGIC GROWTH COMMON TRUST FUND		2013-04-30	2017-05-31
66 585 STRATEGIC GROWTH COMMON TRUST FUND		2013-04-30	2017-09-30
51 038 STRATEGIC GROWTH COMMON TRUST FUND		2013-04-30	2017-11-30
369 484 STRATEGIC GROWTH COMMON TRUST FUND		2013-04-30	2018-01-31
44 272 STRATEGIC GROWTH COMMON TRUST FUND		2013-04-30	2018-03-31
39 314 MID CAP CORE CTF		2018-01-31	2018-03-31

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)
1,934		1,495	439
577		435	142
210		156	54
887		709	178
1,913		1,659	254
1,028		865	163
838		669	169
6,558		4,962	1,596
756		708	48
375		393	-18

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	
			439
			142
			54
			178
			254
			163
			169
			1,596
			48
			-18

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)
47 355 SMALL CAP CORE CTF		2018-01-31	2018-03-31
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
460		473	-13
			642


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	
			-13


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)				
a <i>Paid during the year</i>				
JAMES HARPER 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
KEVIN LE 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
BRANDON ENG 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
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
Total 3a				32,000

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)				
a <i>Paid during the year</i>				
ALAN ZHANG GRUSKY 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
KEVIN CORKRAN 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
CHRISTIAN SCHATZ 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
ANDY LY 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
Total 				32,000
3a				

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)				
a <i>Paid during the year</i>				
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
DANIEL BENITEZ 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
ALEX VIET HA 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
JACOB TONEY 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
Total 				32,000
3a				

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)				
a <i>Paid during the year</i>				
MAXWELL KAYE 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
Total ▶				32,000
3a				

TY 2017 Accounting Fees Schedule**Name:** SPENSE REESE FOUNDATION**EIN:** 51-0203269**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE - BOA	845	507		338

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

TY 2017 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
85 POWERSHA	2018-03		2018-01	PURCHASER	1,430	1,454			-24	

TY 2017 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 2017 Investments Corporate Stock Schedule**Name:** SPENSE REESE FOUNDATION**EIN:** 51-0203269

Name of Stock	End of Year Book Value	End of Year Fair Market Value
464287507 ISHARES CORE S&P MID	10,488	14,396
464287614 ISHARES RUSSELL 1000		
464287655 ISHARES RUSSELL 2000	8,047	13,186
921943858 VANGUARD FTSE DEVELO	28,990	34,817
922042858 VANGUARD FTSE EMERGI	6,294	9,045
922908553 VANGUARD REIT ETF		
466001864 IVY ASSET STRATEGY F		
714199106 PERMANENT PORTFOLIO		
72200Q182 PIMCO ALL ASSET ALL		
207543877 SMALL CAP GROWTH LEA	4,391	5,373
29099J109 EMERGING MARKETS STO	14,411	17,366
302993993 MID CAP VALUE CTF	7,521	7,604
303995997 SMALL CAP VALUE CTF	5,032	5,717
323991307 MID CAP GROWTH CTF	6,753	7,232
45399C107 DIVIDEND INCOME COMM	19,909	20,055
99Z466163 HIGH QUALITY CORE CO		
99Z466197 INTERNATIONAL FOCUSE	21,525	26,747
73935S105 POWERSHARES DB COMMO	17,675	18,684
38145C646 GOLDMAN SACHS STRATE		
693390841 PIMCO HIGH YIELD FD	3,506	3,578
202671913 AGGREGATE BOND CTF	21,886	21,394
99Z501647 STRATEGIC GROWTH COM	13,751	14,803
464287200 ISHARES CORE S&P 500		
464287226 ISHARES CORE US AGGR	3,909	3,816
922908363 VANGUARD S&P 500 ETF	24,700	33,766
97717W851 WISDOMTREE JAPAN HED		
97717X701 WISDOMTREE EUROPE HE		
94987W737 WELLS FARGO ABSOLUTE	6,234	7,169
00203H446 AQR LONG-SHORT EQUIT	3,296	3,393
00203H859 AQR MANAGED FUTURES	4,031	3,507

Name of Stock	End of Year Book Value	End of Year Fair Market Value
74253Q747 PRINCIPAL MIDCAP BLE	9,559	11,047
09256H286 BLACKROCK STRATEGIC	19,465	19,593
30254T759 FPA CRESCENT FUND SE		
589509108 THE MERGER FD		
62827P816 CATALYST/MILLBURN HE	9,428	9,122
00142R539 INVESCO BALANCED-RIS	7,330	7,303
99Z639934 LARGE CAP CORE CTF	13,901	13,276
99Z639942 MID CAP CORE CTF	15,296	14,576
99Z639959 SMALL CAP CORE CTF	9,331	9,145

TY 2017 Legal Fees Schedule**Name:** SPENSE REESE FOUNDATION**EIN:** 51-0203269

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES - PRINCIPAL (ALLOCA	435			435
LEGAL FEES - CHARITABLE	4,350			4,350

TY 2017 Other Decreases Schedule**Name:** SPENSE REESE FOUNDATION**EIN:** 51-0203269

Description	Amount
COMMON TRUST FUND TIMING ADJUSTMENT	348
PARTNERSHIP BASIS ADJUSTMENT	72
ROC ADJ - PRIOR YEAR	45

TY 2017 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	40	40		0
OTHER ALLOCABLE EXPENSE-INCOME	40	40		0
STATE FILING FEE	10	0		10
OTHER CHARITABLE EXPENSES	19,500	0		19,500
PARTNERSHIP EXPENSES		35		0

TY 2017 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
PARTNERSHIP INCOME		32	

TY 2017 Other Increases Schedule**Name:** SPENSE REESE FOUNDATION**EIN:** 51-0203269

Description	Amount
NET ROUNDING ADJUSTMENT	3

TY 2017 Taxes Schedule**Name:** SPENSE REESE FOUNDATION**EIN:** 51-0203269

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	161	161		0
EXCISE TAX - PRIOR YEAR	347	0		0
EXCISE TAX ESTIMATES	348	0		0
FOREIGN TAXES ON QUALIFIED FOR	53	53		0
FOREIGN TAXES ON NONQUALIFIED	26	26		0