

Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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.
Go to www.irs.gov/Form990PF for instructions and the latest information

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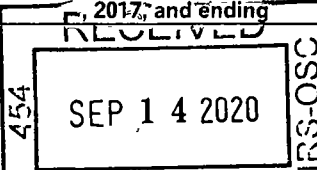
OMB No 1545-0052

1805

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning 6/01/2017 and ending 5/31/2018

ROBERT R. SPRAGUE FOUNDATION
1600 HUNTINGTON DRIVE
SOUTH PASADENA, CA 91030

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 18,207,715.
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

A Employer identification number 95-7052355
B Telephone number (see instructions) (626) 441-5111
C If exemption application is pending, check here ☐
D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

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	24.	24.		
4	Dividends and interest from securities	393,894.	393,894.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	31,716.			
b	Gross sales price for all assets on line 6a 655,599.				
7	Capital gain net income (from Part IV, line 2)		31,716.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost or goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
	SEE STATEMENT 1	-47.	-47.		
12	Total Add lines 1 through 11	425,587.	425,587.	0.	
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) SEE ST 2	4,500.	2,250.		2,250.
c	Other professional fees (attach sch) SEE ST 3	112,497.	56,429.		56,428.
17	Interest	21.	21.		
18	Taxes (attach schedule)(see instrs) SEE STM 4	3,252.	3,242.		10.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
	SEE STATEMENT 5	15,791.	15,716.		75.
24	Total operating and administrative expenses Add lines 13 through 23	136,061.	77,658.		58,763.
25	Contributions, gifts, grants paid PART XV	746,410.			746,410.
26	Total expenses and disbursements. Add lines 24 and 25	882,471.	77,658.	0.	805,173.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	-456,884.			
b	Net investment income (if negative, enter -0)		347,929.		
c	Adjusted net income (if negative, enter -0)			0.	

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Part II Balance Sheets

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

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

ASSETS	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	320,194.	453,587.	453,587.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule) STATEMENT 6	876,799.	251,922.	250,543.
	b	Investments — corporate stock (attach schedule) STATEMENT 7	7,108,472.	7,108,417.	15,385,085.
	c	Investments — corporate bonds (attach schedule) STATEMENT 8	50,144.	50,119.	50,105.
	LIABILITIES	11	Investments — land, buildings, and equipment basis		
		Less: accumulated depreciation (attach schedule)			
12		Investments — mortgage loans			
13		Investments — other (attach schedule) STATEMENT 9	2,019,706.	2,054,386.	2,068,395.
14		Land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)			
15		Other assets (describe)			
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	10,375,315.	9,918,431.	18,207,715.
17		Accounts payable and accrued expenses			
18		Grants payable			
NET ASSETS OR FUND BALANCES	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
27	Capital stock, trust principal, or current funds	8,797,227.	8,797,227.		
28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds	1,578,088.	1,121,204.		
30	Total net assets or fund balances (see instructions)	10,375,315.	9,918,431.		
31	Total liabilities and net assets/fund balances (see instructions)	10,375,315.	9,918,431.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,375,315.
2	Enter amount from Part I, line 27a	2	-456,884.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	9,918,431.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	9,918,431.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a WHITTIER INT'L FUND A K-1 (88-0382438)	P	VARIOUS	VARIOUS
b WHITTIER INT'L FUND A K-1 (88-0382438)	P	VARIOUS	VARIOUS
c WHITTIER TRUST LT	P	VARIOUS	VARIOUS
d WHITTIER TRUST - CAPITAL GAIN DIVIDENDS	P	VARIOUS	VARIOUS
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 18,168.			18,168.
b 12,429.			12,429.
c 625,000.		623,883.	1,117.
d 2.			2.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			18,168.
b			12,429.
c			1,117.
d			2.
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	31,716.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c). See instructions</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	720,824.	16,296,607.	0.044232
2015	315,085.	15,193,536.	0.020738
2014	103,945.	14,179,905.	0.007330
2013	1,187,149.	12,859,504.	0.092317
2012	402,088.	11,833,083.	0.033980

2 Total of line 1, column (d)	2	0.198597
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.039719
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	18,023,958.
5 Multiply line 4 by line 3	5	715,894.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,479.
7 Add lines 5 and 6	7	719,373.
8 Enter qualifying distributions from Part XII, line 4	8	805,173.

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)

1 a. 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	3,479.
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	3,479.
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	3,479.
6. Credits/Payments			
a. 2017 estimated tax pmts and 2016 overpayment credited to 2017	6a	5,245.	
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	5,245.	
8. Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9. Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10. Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,766.	
11. Enter the amount of line 10 to be Credited to 2018 estimated tax	11	0.	
		1,766.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a. During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b. Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c. Did the foundation file Form 1120-POL for this year?		X
d. Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e. Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2. Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3. Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a. Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b. If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5. Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6. Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7. Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, col (c), and Part XV	X	
8 a. 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? If 'No,' attach explanation	X	
9. Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If 'Yes,' complete Part XIV		X
10. Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule See instructions	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement See instructions	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X
14 The books are in care of <u>JOEL SPRAGUE</u> Telephone no. <u>626-441-5111</u> Located at <u>SAME AS MAILING ADDRESS</u> ZIP + 4 <u>N/A</u>		
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 <u>N/A</u>	15	N/A
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? See the instructions for exceptions and filing requirements for FinCEN Form 114 If 'Yes,' enter the name of the foreign country <u>N/A</u>	16	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1 a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20 __ , 20 __ , 20 __ , 20 __</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20 __ , 20 __ , 20 __ , 20 __</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year, did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

5b N/A

Organizations relying on a current notice regarding disaster assistance, check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945–5(d).

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

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOEL SPRAGUE 44 16TH STREET HERMOSA BEACH, CA 90254	OFFICER AS N 0	0.	0.	0.

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

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

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

0

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	1 a	17,609,662.
b	Average of monthly cash balances	1 b	688,773.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	18,298,435.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	18,298,435.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	274,477.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,023,958.
6	Minimum investment return. Enter 5% of line 5	6	901,198.

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	901,198.
2a	Tax on investment income for 2017 from Part VI, line 5	2 a	3,479.
b	Income tax for 2017 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	3,479.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	897,719.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	897,719.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	897,719.

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	1 a	805,173.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	805,173.
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	3,479.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	801,694.

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.

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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				897,719.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			787,502.	
b Total for prior years. 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 805,173.				
a Applied to 2016, but not more than line 2a			787,502.	
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				17,671.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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				880,048.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

BAA

Form 990-PF (2017)

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

~~NA~~

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling

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

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

[illegible]

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

1 Information Regarding Foundation Managers:

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

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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

SEE STATEMENT 10

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

SEE STATEMENT FOR LINE 2A - ~~STMT 10~~

- c Any submission deadlines.

* SEE STATEMENT FOR LINE 2A - TIME 10

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

SEE STATEMENT FOR LINE 2A: - SYMT 10-

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 STATEMENT 11				
Total			3 a	746,410.
b <i>Approved for future payment</i>				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments				24.	
4	Dividends and interest from securities				393,894.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income				-47.	
8	Gain or (loss) from sales of assets other than inventory			18	31,716.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				425,587.	
13	Total. Add line 12, columns (b), (d), and (e)				13	425,587.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

2017

FEDERAL STATEMENTS

PAGE 1

CLIENT 23450-4

ROBERT R. SPRAGUE FOUNDATION

95-7052355

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ -47.	\$ -47.	
TOTAL	<u>\$ -47.</u>	<u>\$ -47.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WHITTIER TRUST	\$ 4,500.	\$ 2,250.		\$ 2,250.
TOTAL	<u>\$ 4,500.</u>	<u>\$ 2,250.</u>	<u>\$ 0.</u>	<u>\$ 2,250.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	\$ 112,497.	\$ 56,429.		\$ 56,428.
TOTAL	<u>\$ 112,497.</u>	<u>\$ 56,429.</u>	<u>\$ 0.</u>	<u>\$ 56,428.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES - WHITTIER INT'L	\$ 2,432.	\$ 2,432.		
FOREIGN TAXES - WHITTIER TRUST	797.	797.		
STATE TAX - WHITTIER INT'L	13.	13.		
STATE TAX - WHITTIER TRUST	10.			\$ 10.
TOTAL	<u>\$ 3,252.</u>	<u>\$ 3,242.</u>	<u>\$ 0.</u>	<u>\$ 10.</u>

CLIENT 23450-4

ROBERT R. SPRAGUE FOUNDATION

95-7052355

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEE	\$ 75.			\$ 75.
WHITTIER INT'L FND, A K-1 ADMIN	15,716.	\$ 15,716.		
TOTAL	<u>\$ 15,791.</u>	<u>\$ 15,716.</u>	<u>\$ 0.</u>	<u>\$ 75.</u>

STATEMENT 6
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

U.S. GOVERNMENT OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
US TREASURY NTS (SEE SCH B-1)	COST	\$ 199,571.	\$ 199,106.
	TOTAL	<u>\$ 199,571.</u>	<u>\$ 199,106.</u>
STATE/MUNICIPAL OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STATE MUNICIPAL BONDS (SEE SCH B-1)	COST	52,351.	51,437.
	TOTAL	<u>\$ 52,351.</u>	<u>\$ 51,437.</u>
	TOTAL	<u>\$ 251,922.</u>	<u>\$ 250,543.</u>

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STOCKS (SEE SCH B-1)	COST	\$ 7,108,417.	\$ 15,385,085.
	TOTAL	<u>\$ 7,108,417.</u>	<u>\$ 15,385,085.</u>

STATEMENT 8
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS (SEE SCH B-1)	COST	\$ 50,119.	\$ 50,105.
	TOTAL	<u>\$ 50,119.</u>	<u>\$ 50,105.</u>

CLIENT 23450-4

ROBERT R. SPRAGUE FOUNDATION

95-7052355

STATEMENT 9
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER INVESTMENTS</u>			
WHITTIER INT'L FD A	COST	\$ 851,347.	\$ 869,757.
BOND & EQUITY FUNDS (SEE SCH B-1)	COST	977,249.	979,437.
MUTUAL FUNDS (SEE SCH B-1)	COST	225,790.	219,201.
TOTAL		\$ 2,054,386.	\$ 2,068,395.

STATEMENT 10
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME:

CARE OF:

STREET ADDRESS:

CITY, STATE, ZIP CODE:

TELEPHONE:

E-MAIL ADDRESS:

FORM AND CONTENT:

SUBMISSION DEADLINES:

RESTRICTIONS ON AWARDS:

JOEL SPRAGUE

WHITTIER TRUST COMPANY

1600 HUNTINGTON DRIVE

SOUTH PASADENA, CA 91030

626-441-5111

JSPRAGUE@GMAIL.COM

APPLICATION SHOULD BE IN WRITING WITH PERTINENT
INFORMATION ABOUT THE DONEE ORGANIZATION

FEBRUARY 28

NONE

STATEMENT 11
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
AKSHAYA PATRA 92 MONTVALE AVENUE, SUITE 2500 STONEHAM MA 02180	NONE	PC	QUALIFIED CHARITABLE PURPOSE	\$ 20,000.
ANIMAL VEGETABLE MINERAL 1860 WALNUT ST, APT 1 BOULDER CO 80302	NONE	PC	QUALIFIED CHARITABLE PURPOSE	5,000.
BOYS AND GIRLS CLUB OF PASADENA 3230 EAST DEL MAR BLVD PASADENA CA 91107	NONE	PC	QUALIFIED CHARITABLE PURPOSE	10,000.

CLIENT 23450-4

ROBERT R. SPRAGUE FOUNDATION

95-7052355

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CALIFORNIA COMMUNITY FOUNDATION 221 S FIGUEROA ST #400 LOS ANGELES CA 90012	NONE	PC	QUALIFIED CHARITABLE PURPOSE	\$ 104,900.
CALIFORNIA POLYTECHNIC STATE UNIVERSITY ONE GRAND AVE SAN LUIS OBISPO CA 93407	NONE	PC	QUALIFIED CHARITABLE PURPOSE	100,000.
CAMBODIAN CHILDREN'S FUND 2461 SANTA MONICA BLVD. PMB 833 SANTA MONICA CA 90404	NONE	PC	QUALIFIED CHARITABLE PURPOSE	10,000.
CANCER SUPPORT COMMUNITY - PASADENA 76 EAST DEL MAR BLVD, SUITE 215 PASADENA CA 91105	NONE	PC	QUALIFIED CHARITABLE PURPOSE	10,000.
CHAPCARE 455 W MONTANA ST PASADENA CA 91103	NONE	PC	QUALIFIED CHARITABLE PURPOSE	5,000.
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BLVD LOS ANGELES CA 90027	NONE	PC	QUALIFIED CHARITABLE PURPOSE	50,000.
EDUCATION DEVELOPMENT CENTER (EDC) 43 FOUNDRY AVE WALTHAM MA 02453	NONE	PC	QUALIFIED CHARITABLE PURPOSE	10,000.
HEAL THE BAY 1444 9TH STREET SANTA MONICA CA 90401	NONE	PC	QUALIFIED CHARITABLE PURPOSE	10,000.
HERMOSA BEACH EDUCATION FOUNDATION PO BOX 864 HERMOSA BEACH CA 90254	NONE	PC	QUALIFIED CHARITABLE PURPOSE	10,000.
HERMOSA FRIENDS FOUNDATION 1231 24TH STREET HERMOSA BEACH CA 90254	NONE	PC	QUALIFIED CHARITABLE PURPOSE	2,000.
HOUSING WORKS 1277 N WILCOX AVE LOS ANGELES CA 90038	NONE	PC	QUALIFIED CHARITABLE PURPOSE	65,000.

CLIENT 23450-4

ROBERT R. SPRAGUE FOUNDATION

95-7052355

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
JACARANDA FOUNDATION 2578 BROADWAY, SUITE 142 NEW YORK NY 10025	NONE	PC	QUALIFIED CHARITABLE PURPOSE	\$ 10,000.
JUVENILE DIABETES RESEARCH FOUNDATION 811 WILSHIRE BLVD, SUITE 1600 LOS ANGELES CA 90017	NONE	PC	QUALIFIED CHARITABLE PURPOSE	12,010.
KING HARBOR YOUTH FOUNDATION 280 YACHT CLUB WAY REDONDO BEACH CA 90277	NONE	PC	QUALIFIED CHARITABLE PURPOSE	15,000.
LA CONSERVATION CORPS 605 W OLYMPIC BLVD, SUITE 450 LOS ANGELES CA 90015	NONE	PC	QUALIFIED CHARITABLE PURPOSE	10,000.
MAKE-A-WISH GREATER LOS ANGELES 11390 OLYMPIC BLVD #300 LOS ANGELES CA 90064	NONE	PC	QUALIFIED CHARITABLE PURPOSE	20,000.
MANHATTAN BEACH EDUCATION FOUNDATION 325 S PECK AVE MANHATTAN BEACH CA 90267	NONE	PC	QUALIFIED CHARITABLE PURPOSE	10,000.
MARINE MAMMAL CARE CENTER 3601 SOUTH GAFFEY STREET SAN PEDRO CA 90731	NONE	PC	QUALIFIED CHARITABLE PURPOSE	20,000.
MENTAL HEALTH ASSOCIATION OF NYC 50 BROADWAY 19TH FLOOR NEW YORK NY 10004	NONE	PC	QUALIFIED CHARITABLE PURPOSE	10,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 5150 W GOLDLEAF CIRCLE, SUITE 400 LOS ANGELES CA 90056	NONE	PC	QUALIFIED CHARITABLE PURPOSE	15,000.
PLANNED PARENTHOOD PASADENA 400 WEST 30TH STREET LOS ANGELES CA 90007	NONE	PC	QUALIFIED CHARITABLE PURPOSE	10,000.
PLANT A SEED PO BOX 1039 MODESTO CA 95353	NONE	PC	QUALIFIED CHARITABLE PURPOSE	7,500.

CLIENT 23450-4

ROBERT R. SPRAGUE FOUNDATION

95-7052355

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
REDONDO BEACH EDUCATIONAL FOUNDATION 409 NORTH PACIFIC COAST HWY STE 310 REDONDO BEACH CA 90277	NONE	PC	QUALIFIED CHARITABLE PURPOSE	\$ 10,000.
SKID ROW HOUSING TRUST 1317 E 7TH ST LOS ANGELES CA 90021	NONE	PC	QUALIFIED CHARITABLE PURPOSE	10,000.
ST JOSEPH HOSPITAL FOUNDATION 1100 WEST STEWART DRIVE ORANGE CA 92868	NONE	PC	QUALIFIED CHARITABLE PURPOSE	20,000.
SURFRIDER FOUNDATION 942 CALLE NEGOCIO SUITE 350 SAN CLEMENTE CA 92673	NONE	PC	QUALIFIED CHARITABLE PURPOSE	20,000.
THE GUIBOARD CENTER 540 S COMMONWEALTH LOS ANGELES CA 90020	NONE	PC	QUALIFIED CHARITABLE PURPOSE	65,000.
THE LEUKEMIA AND LYMPHOMA SOCIETY 4929 WILSHIRE BLVD, SUITE 800 LOS ANGELES CA 90010	NONE	PC	QUALIFIED CHARITABLE PURPOSE	10,000.
THE MEMORIAL MEDICAL CENTER FOUNDATION 2801 ATLANTIC AVE LONG BEACH CA 90806	NONE	PC	QUALIFIED CHARITABLE PURPOSE	50,000.
WALK WITH SALLY 840 APOLLO ST SUITE 324 EL SEGUNDO CA 90278	NONE	PC	QUALIFIED CHARITABLE PURPOSE	5,000.
YOUNG AND HEALTHY 1905 LINCOLN AVE, BLDG D, RM 416 PASADENA CA 91103	NONE	PC	QUALIFIED CHARITABLE PURPOSE	5,000.

TOTAL \$ 746,410.