

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

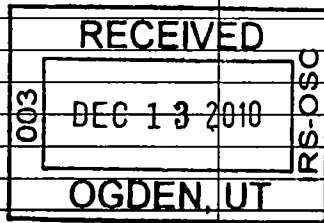
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning **AUG 1, 2009**, and ending **JUL 31, 2010**

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

Use the IRS label Otherwise, print or type See Specific Instructions	Name of foundation KATHRYN E. SPENCE FAMILY FOUNDATION		A Employer identification number 13-7202870
	C/O MS. KATHRYN E. SPENCE		B Telephone number 212-751-9100
	Number and street (or P O box number if mail is not delivered to street address) 5 GOVERNORS ROAD		
	City or town, state, and ZIP code BRONXVILLE, NY 10708		C If exemption application is pending, check here <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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
	I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 95,124.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	5.	5.		STATEMENT 1
4 Dividends and interest from securities	1,957.	1,957.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	5,411.			
b Gross sales price for all assets on line 6a	85,411.			
7 Capital gain net income (from Part IV, line 2)		5,411.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	11.	11.		STATEMENT 3
12 Total Add lines 1 through 11	7,384.	7,384.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	763.	0.		763.
c Other professional fees	1,157.	1,157.		0.
17 Interest				
18 Taxes	18.	18.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	1,938.	1,175.		763.
25 Contributions, gifts, grants paid	25,000.			25,000.
26 Total expenses and disbursements Add lines 24 and 25	26,938.	1,175.		25,763.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<19,554.>			
b Net investment income (if negative, enter -0-)		6,209.		
c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	12,688.	13,875.	13,875.
	2 Savings and temporary cash investments			
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 7	93,922.	73,181.	81,249.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	106,610.	87,056.	95,124.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	106,610.	87,056.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	106,610.	87,056.		
31 Total liabilities and net assets/fund balances	106,610.	87,056.		

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	106,610.
2 Enter amount from Part I, line 27a	2	<19,554.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	87,056.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	87,056.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
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 85,411.		80,000.	5,411.
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			5,411.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	5,411.
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). If (loss), enter -0- in Part I, line 8	}	3	N/A

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))
2008	0.	111,680.	.000000
2007	5,000.	144,128.	.034691
2006	0.	133,397.	.000000
2005	10,500.	129,747.	.080927
2004	17,100.	126,728.	.134935

2 Total of line 1, column (d)	2	.250553
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	.050111
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	107,898.
5 Multiply line 4 by line 3	5	5,407.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	62.
7 Add lines 5 and 6	7	5,469.
8 Enter qualifying distributions from Part XII, line 4	8	25,763.

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.

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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	62.
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	62.
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	62.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,229.
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	1,229.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,167.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 1,167. Refunded <input type="checkbox"/> 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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Part VII-A Statements Regarding Activities (continued)

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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ TAXPAYER Telephone no. ▶ 212-751-9100 Located at ▶ 5 GOVERNORS RD, BRONXVILLE, NY ZIP+4 ▶ 10708			
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 N/A			

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
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 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 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 2009) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4a	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 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	X

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 509(a)(1), (2), or (3), or section 4940(d)(2)? 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 N/A

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). N/A

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.

(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
KATHRYN E. SPENCE 5 GOVERNORS ROAD BRONXVILLE, NY 10708	TRUSTEE 5.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3 ▶ **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	1a	103,139.
b	Average of monthly cash balances	1b	6,402.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	109,541.
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	109,541.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,643.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	107,898.
6	Minimum investment return. Enter 5% of line 5	6	5,395.

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	5,395.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	62.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	62.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,333.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,333.
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	5,333.

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	25,763.
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	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	25,763.
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	5	62.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	25,701.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				5,333.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	5,496.			
b From 2005	4,210.			
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	9,706.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 25,763.				
a Applied to 2008, 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 2009 distributable amount				5,333.
e Remaining amount distributed out of corpus	20,430.			
5 Excess distributions carryover applied to 2009 (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	30,136.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	5,496.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	24,640.			
10 Analysis of line 9:				
a Excess from 2005	4,210.			
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	20,430.			

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

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 2009, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

KATHRYN E. SPENCE
 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 of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

KATHRYN E. SPENCE FAMILY FOUNDATION

Form 990-PF (2009)

C/O MS. KATHRYN E. SPENCE

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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> MEMORIAL SLOAN KETTERING	N/A	PUBLIC	UNRESTRICTED	25,000.
Total			▶ 3a	25,000.
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0.

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

Table with 3 columns: Question, Yes, No. Rows include questions about transfers of cash, other assets, and other transactions to noncharitable exempt organizations.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content is mostly N/A.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content is mostly N/A.

Declaration section: Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee: Kathy E. Spence, Date: 12/6/10, Title: trustee. Preparer's signature: Mitchell L. Levine, Date: DEC 07 2010, Firm: EISNERLUBIN LLP, 1411 BROADWAY, 9TH FLOOR, NEW YORK, NY 10018. EIN: 13-0666270, Phone no: 212-751-9100.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
NEUBERGER BERMAN	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NEUBERGER BERMAN	1,957.	0.	1,957.
TOTAL TO FM 990-PF, PART I, LN 4	1,957.	0.	1,957.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
AOL LITIGATION SETTLEMENT	11.	11.	
TOTAL TO FORM 990-PF, PART I, LINE 11	11.	11.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	763.	0.		763.
TO FORM 990-PF, PG 1, LN 16B	763.	0.		763.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEE	1,157.	1,157.		0.
TO FORM 990-PF, PG 1, LN 16C	1,157.	1,157.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	18.	18.		0.
TO FORM 990-PF, PG 1, LN 18	18.	18.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	73,181.	81,249.
TOTAL TO FORM 990-PF, PART II, LINE 10B	73,181.	81,249.

JPMCC Account: 538-85405 288
 Base Currency: USD
 NB Account Number: 551-85405

Client Statement

For the period 07/01/2010 to 07/30/2010
 KATHRYN E SPENCE FAMILY FDN
 KATHRYN E SPENCE TTEE

Positions In Your Account

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost ⁽¹⁾⁽⁴⁾⁽⁹⁾	Total Cost ⁽¹⁾⁽⁴⁾⁽⁹⁾	Price	Mkt. Value	% Portfolio ⁽¹²⁾	Annual Income ⁽⁶⁾	Yield ⁽¹⁰⁾
13,875.1	STATE STR INSTL INVT TR U S GOVT MONEY MKT FD INSTL CL	STYTZ	05/03/2010	1.0000	13,875.10	1,000.00	13,875.10	14.59	13.88	0.10
CASH EQUIVALENT					13,875.10		13,875.10	14.59	13.88	0.10
EQUITIES										
30	3M COMPANY	MMM	12/11/2009	81.2637	2,437.91	85.5400	2,566.20	2.70	63.00	2.45
70	ADOBE SYSTEMS INC	ADBE	11/18/2009	38.3760	2,546.32	28.7200	2,010.40	2.11	0.00	0.00
40	ALLEGHENY TECHNOLOGIES INC	ATI	05/11/2010	54.4775	2,179.10	47.6100	1,904.40	2.00	28.80	1.51
25	AMAZON COM INC	AMZN	04/02/2009	76.2563	1,906.41	117.8900	2,947.25	3.10	0.00	0.00
35	AMGEN INC	AMGN	07/09/2009	58.1190	2,034.17	54.5300	1,908.55	2.01	0.00	0.00
4	APPLE INC	AAPL	05/04/2010	262.5204	1,050.08	257.2500	1,029.00	1.08	0.00	0.00
45	BORG WARNER AUTOMOTIVE INC	BWA	07/15/2010	42.3943	1,907.74	43.8600	1,973.70	2.07	0.00	0.00
110	CANADIAN NATURAL RESOURCES LTD	CNQ	08/05/2004	7.8782	876.44	34.4200	3,786.20	3.98	33.00	0.87
60	CHECK POINT SOFTWARE TECHNOLOGIES LTD	CHKP	07/20/2010	33.1302	1,987.81	34.0200	2,041.20	2.15	0.00	0.00
100	CISCO SYSTEMS INC	CSCO	05/17/2002	17.3464	1,757.19	23.0700	2,307.00	2.43	0.00	0.00
40	COCA COLA CO	KO	03/04/2010	54.4246	2,176.98	55.1100	2,204.40	2.92	70.40	3.19
30	COLGATE PALMOLIVE CO	CL	10/27/2006	63.2664	1,897.99	78.9800	2,369.40	2.49	63.60	2.68
80	CONAGRA-FOODS INC	CAG	05/24/2010	24.5907	1,967.26	23.4800	1,878.40	1.97	64.00	3.41
60	DIRECTV CLASS A NEW	DTV	09/22/2009	27.1802	1,630.81	37.6000	2,229.60	2.34	0.00	0.00

Client Statement

For the period 07/01/2010 to 07/30/2010

KATHRYN E SPENCE FAMILY FDN
KATHRYN E SPENCE TTEE

NEUBERGER BERMAN

JPMCC Account: 538-85405 288
Base Currency: USD
NB Account Number: 551-85405

Positions in Your Account

Quantity	Description	Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost	Total Cost	Price	Mkt Value	% Portfolio	Annual Income	Yield
		(1)(4)(9)	(1)(4)(9)			(1)(4)(9)	(1)(4)(9)	(1)(4)(9)	(10)	(12)	(6)	(10)
EQUITIES (Continued)												
125	EMC CORP-MASS			EMC	10/09/2009	18 1700	2,271.25	19 7900	2,473.75	2.60	0.00	0.00
65	EMERSON ELECTRIC CO			EMR	04/13/2009	31 5794	2,059.16	49 5400	3,220.10	3.39	87.10	2.70
50	HEWLETT PACKARD CO			HPQ	09/22/2009	47 0337	2,351.69	46 0400	2,302.00	2.42	16.00	0.70
50	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO			JPM	12/28/2007	43 1142	2,155.74	40 2800	2,014.00	2.12	10.00	0.50
50	JOHNSON & JOHNSON			JNJ	06/27/2006	59 6741	2,983.71	58 0900	2,904.50	3.05	108.00	3.72
35	KIMBERLY CLARK CORP			KMB	05/07/2010	60 8570	2,130.00	64 1200	2,244.20	2.36	92.40	4.12
60	MEAD JOHNSON NUTRITION COMPANY COMMON STOCK			MJN	01/07/2010	45 6664	2,739.98	53 1400	3,188.40	3.35	54.00	1.69
115	MICROSOFT CORP			MSFT	07/09/2009	22 4702	2,584.07	25 8100	2,968.15	3.12	59.80	2.01
125	ORACLE CORP			ORCL	08/27/2007	19 8569	2,482.14	23 6400	2,955.00	3.11	25.00	0.85
125	PFIZER INC			PFE	03/24/2010	17 6481	2,206.01	15 0000	1,875.00	1.97	90.00	4.80
50	PROCTER & GAMBLE CO			PG	10/09/2003	47 3248	2,388.34	61 1600	3,058.00	3.21	36.35	3.15
50	RAYTHEON CO COM NEW			RTN	12/01/2009	51 7771	2,588.86	46 2700	2,313.50	2.43	75.00	3.24
35	ROCKWELL COLLINS INC			COL	04/16/2010	64 2190	2,247.67	57 1600	2,000.60	2.10	33.60	1.68
35	SCHLUMBERGER LTD			SLB	04/19/2010	65 6922	2,299.23	59 9600	2,088.10	2.20	29.40	1.41
50	TARGET CORP			TGT	11/12/2009	50 1495	2,507.48	51 3200	2,566.00	2.70	50.00	1.95
35	TEVA PHARMACEUTICAL INDUSTRIES LTD-ADR			TEVA	04/30/2010	58 8908	2,081.18	48 8500	1,709.75	1.80	21.63	1.27
80	TIME WARNER INC NEW			TWX	05/18/2009	23 0893	1,847.94	31 4600	2,516.80	2.65	88.00	2.70
40	UNITED TECHNOLOGIES CORP			UTX	09/15/2009	61 5985	2,160.34	71 1000	2,844.00	2.99	68.00	2.39
75	UNITEDHEALTH GROUP INC			UNH	06/16/2010	31 3151	2,348.63	30 4500	2,283.75	2.40	37.50	1.64

Client Statement

For the period 07/01/2010 to 07/30/2010

KATHRYN E SPENCE FAMILY FDN
KATHRYN E SPENCE TRUST

JPMCC Account: 538-85405 288
Base Currency: USD
NB Account Number: 551-85405

Positions In Your Account

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost ⁽¹⁾⁽⁴⁾⁽⁹⁾	Total Cost ⁽¹⁾⁽⁴⁾⁽⁹⁾	Price	Mkt. Value	% Portfolio ⁽¹²⁾	Annual Income ⁽⁶⁾	Yield ⁽¹⁰⁾
EQUITIES (Continued)										
35	VISA INC CL A COMMON STOCK	V	07/09/2009	60.3415	2,111.95	73.3500	2,567.25	2.70	17.50	0.68
	TOTAL EQUITIES				73,181.52		81,248.55	85.42	1,362.08	1.68
	GRAND TOTAL⁽⁵⁾				87,056.62		95,123.65	100.00	1,375.96	1.45



Acct # 55185405 Phone #:

11/23/2010 Foundation - Corporate Cash NonTaxable Domestic NY IA Fee=Y DISC/CMN=N FI Acct=N Capital Appreciation and Income IPO=Y DOB=

Capital Gains

KATHRYN E SPENCE FAMILY FDN KATHRYN E SPENCE TTEE
 5 GOVERNORS ROAD
 BRONXVILLE NY 10708-1603

Capital Gains Summary From 08/01/2009 To 07/31/2010

Description	Totals
Short Term Gain/Loss	4,672.60
Long Term Gain/Loss	738.10
Total Short Sale Gain/Loss	0.00
Discount Income	0.00
Total Capital Gains/Losses	5,410.70
Adjusted Basis	80,000.47
Proceeds	85,411.17
Total Curr Gain/Loss	0.00

EQUITIES

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
01/23/2009	10/08/2009	40.00	0.00	QCOM	QUALCOMM INC	36.753	42.262	1,470.10	1,690.43	ST	220.33	0.00	1,470.10	0.00	0.00
05/04/2009	11/02/2009	15.00	0.00	GS	GOLDMAN SACHS GROUP INC	131.686	167.149	1,975.29	2,507.17	ST	531.88	0.00	1,975.29	0.00	0.00
05/18/2009	11/16/2009	125.00	0.00	CA	CA INC	17.846	22.200	2,230.76	2,774.87	ST	544.11	0.00	2,230.76	0.00	0.00
04/13/2009	12/11/2009	50.00	0.00	CB	CHUBB CORP	44.027	48.421	2,201.37	2,421.01	ST	219.64	0.00	2,201.37	0.00	0.00
05/18/2009	01/04/2010	7.00	0.00	00184X105	AOL INC	19.309	23.600	135.16	165.19	ST	30.03	0.00	135.16	0.00	0.00
05/06/2009	01/11/2010	70.00	0.00	G1151C101	***ACCENTURE PLC IRELAND	30.451	42.550	2,131.54	2,978.39	ST	846.85	0.00	2,131.54	0.00	0.00
09/22/2009	01/29/2010	40.00	0.00	DTV	SHS CL A DIRECTV	27.180	30.330	1,087.21	1,213.18	ST	125.97	0.00	1,087.21	0.00	0.00
10/13/2009	01/29/2010	80.00	0.00	WFC	CLASS A NEW WELLS FARGO & CO-NEW	29.998	28.770	2,399.87	2,301.57	ST	-98.30	0.00	2,399.87	0.00	0.00

06/11/2009	02/01/2010	55 00	0 00	NOV	NATIONAL-OIL WELL VARCO INC	38 971	41 816	2,143 38	2,299 83	ST	156 45	0 00	2,143 38	0 00
05/04/2009	03/01/2010	40 00	0 00	UNP	UNION PACIFIC CORP	53 401	67,567	2,136 06	2,702 62	ST	566 56	0 00	2,136 06	0 00
08/07/2009	03/24/2010	25 00	0 00	POT	**POTASH CORP OF SASKATCHEW AN INC	96 981	122 110	2,424 53	3,052 71	ST	628 18	0 00	2,424 53	0 00
08/07/2009	03/24/2010	150 00	0 00	YHOO	YAHOO INC	14 792	16 070	2,218 77	2,410 49	ST	191 72	0 00	2,218 77	0 00
05/26/2009	05/06/2010	35 00	0 00	OXY	OCCIDENTAL PETE CORP	63 342	80 650	2,216 98	2,822 69	ST	605 71	0 00	2,216 98	0 00
01/29/2010	05/21/2010	100.00	0 00	EBAY	EBAY INC	23 407	21 335	2,340 72	2,133 44	ST	-207 28	0.00	2,340 72	0 00
09/22/2009	05/21/2010	50 00	0 00	PH	PARKER HANNIFIN CORP	53 844	60 060	2,692 18	3,002 93	ST	310 75	0 00	2,692 18	0 00
ST - TERM		882 00						29,803 92	34,476 52	ST	4,672 60	0.00	29,803 92	0 00
TOTAL								3,665 51	3,059 32	LT	0 00	-606 19	3,665 51	0 00
05/20/2008	09/22/2009	75 00	0 00	COV	**COVIDIEN PLC	48 873	40 792	1,184 11	1,017 25	LT	0 00	-166 86	1,184 11	0 00
09/20/2006	09/22/2009	20 00	0 00	EXC	EXELON CORP	59 205	50 864	3,215 50	2,385 68	LT	0 00	-829 82	3,215 50	0 00
10/19/2007	09/22/2009	30 00	0 00	LMT	LOCKHEED MARTIN CORP	107,183	79 525	1,551 87	2,451 36	LT	0 00	899 49	1,551 87	0 00
10/27/2006	10/29/2009	35 00	0 00	MON	MONSANTO CO	44 339	70 041	1,265 33	1,656 88	LT	0 00	391 55	1,265 33	0 00
10/27/2006	01/06/2010	20 00	0 00	CL	COLGATE PALMOLIVE CO	63 266	82 846	3,379 53	4,126 43	LT	0 00	746 90	3,379 53	0 00
07/12/2007	01/25/2010	100 00	0 00	PBR	**PETROLEO BRASILEIRO SA	33 795	41,265	2,329 14	2,649 46	LT	0 00	320 32	2,329 14	0 00
04/04/2005	01/29/2010	50 00	0 00	ABT	ABBOTT LABORATORIE S	46 134	52 990	1,443 38	1,503 18	LT	0 00	59 80	1,443 38	0 00
05/16/2003	01/29/2010	40 00	0 00	AXP	AMERICAN EXPRESS COMPANY	35 670	37,580	2,817 35	3,181 45	LT	0 00	364 10	2,817 35	0 00
08/16/2007	01/29/2010	75 00	0 00	AMT	AMERICAN TOWER CORP CL A	37 565	42 420	1,142 18	1,463 13	LT	0 00	320 95	1,142 18	0 00
05/17/2002	01/29/2010	65 00	0 00	CSCO	CISCO SYSTEMS INC	17 346	22 510	3,063 55	1,752 42	LT	0 00	-1,311 13	3,063 55	0 00
04/10/2008	01/29/2010	35 00	0 00	DE	DEERE & CO	87 530	50 070	955 34	1,231 58	LT	0 00	276 24	955 34	0 00
10/08/2003	01/29/2010	20 00	0 00	PG	PROCTER & GAMBLE CO	47 325	61 580			LT				

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
10/29/2008	01/29/2010	75.00	0.00	VZ	VERIZON COMMUNICATI ONS	28.521	29.400	2,139.04	2,204.97	LT	0.00	65.93	2,139.04	0.00	0.00
01/08/2009	04/28/2010	30.00	0.00	BDX	BECTON DICKINSON & CO	68.743	76.607	2,062.29	2,298.17	LT	0.00	235.88	2,062.29	0.00	0.00
12/06/2007	04/30/2010	65.00	0.00	GILD	GILEAD SCIENCES INC	47.554	40.714	3,091.00	2,646.33	LT	0.00	-444.67	3,091.00	0.00	0.00
07/24/2008	04/30/2010	100.00	0.00	SPLS	STAPLES INC	22.664	23.693	2,266.43	2,369.25	LT	0.00	102.82	2,266.43	0.00	0.00
05/16/2003	05/06/2010	60.00	0.00	AXP	AMERICAN EXPRESS COMPANY	35.670	42.666	2,165.06	2,559.88	LT	0.00	394.82	2,165.06	0.00	0.00
04/04/2005	05/21/2010	50.00	0.00	ABT	ABBOTT LABORATORIE S	46.134	46.464	2,329.14	2,323.17	LT	0.00	-5.97	2,329.14	0.00	0.00
01/23/2009	06/15/2010	40.00	0.00	WMIT	WAL-MART STORES INC	48.256	51.576	1,930.25	2,063.01	LT	0.00	132.76	1,930.25	0.00	0.00
12/08/2008	07/09/2010	100.00	0.00	LOW	LOWES CO INC	22.999	20.153	2,299.93	2,015.30	LT	0.00	-284.63	2,299.93	0.00	0.00
07/20/2006	07/14/2010	65.00	0.00	BAX	BAXTER INTERNATIONAL AL INC	40.797	43.038	2,651.84	2,797.41	LT	0.00	145.57	2,651.84	0.00	0.00
09/15/2006	07/14/2010	50.00	0.00	PEP	PEPSICO INC	64.976	63.456	3,248.78	3,172.72	LT	0.00	-76.06	3,248.78	0.00	0.00
LT - TERM TOTAL		1,200.00						50,196.55	50,928.35	LT	0.00	731.80	50,196.55	0.00	0.00
SECTION TOTAL		2,082.00						80,000.47	85,404.87		4,672.60	731.80	80,000.47	0.00	0.00

CASH IN LIEU

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
CASH IN LIEU	12/24/2009	6.30		00184X105	AOL INC			0.00	6.30	LT	0.00	6.30	0.00	0.00	0.00
LT - TERM TOTAL		6.30						0.00	6.30	LT	0.00	6.30	0.00	0.00	0.00
SECTION TOTAL		6.30						0.00	6.30		0.00	6.30	0.00	0.00	0.00