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

2008

Department of the Treasury
Internal Revenue Service (77)

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

For calendar year 2008, or tax year beginning 7/01, 2008, and ending 6/30, 2009

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	SPENCER FAMILY FOUNDATION 5665 SW MEADOWS ROAD, #310 LAKE OSWEGO, OR 97035	A Employer identification number 20-3401912	B Telephone number (see the instructions) 503-537-2403
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		C If exemption application is pending, check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ <u>5,871,395.</u>		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the 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 (att sch)				
2 <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	8,952.	8,952.	8,952.	
4 Dividends and interest from securities	84,728.	84,728.	84,728.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-1,161,918.			
b Gross sales price for all assets on line 6a	21,757,612.			
7 Capital gain net income (from Part IV, line 2)		48,879.		
8 Net short-term capital gain			48,879.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	-1,068,238.	142,559.	142,559.	
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See St 1	50.		50.	
b Accounting fees (attach sch) See St. 2	11,307.		11,307.	
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule) See Stmt 3	918.		918.	
19 Depreciation (attach sch) and depletion				
20A Occupancy				
21 Travel, conferences, and meetings	29,123.		29,123.	
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 4	28,384.		28,384.	
24 Total operating and administrative expenses. Add lines 13 through 23	69,782.		69,782.	
25 Contributions, gifts, grants paid Stmt 5	277,931.			277,931.
26 Total expenses and disbursements. Add lines 24 and 25	347,713.	0.	69,782.	277,931.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-1,415,951.			
b Net investment income (if negative, enter -0-)		142,559.		
c Adjusted net income (if negative, enter -0-)			72,777.	

SCANNED MAY 18 2010

REVENUE

ADMINISTRATIVE EXPENSES

RECEIVED
 JUN 17 2010
 OGDEN, UT
 See Statement 4

PO 6/17

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		5,818,188.	5,818,188.
	2	Savings and temporary cash investments . . .	34,914.	53,207.	53,207.
	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 the 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)			
		b Investments – corporate stock (attach schedule)	3,758,887.		
		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)	3,386,251.			
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 instructions. Also, see page 1, item l)	7,180,052.	5,871,395.	5,871,395.	
LIABILITIES	17	Accounts payable and accrued expenses	1,704.		
	18	Grants payable			
	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)	1,704.	0.	
NET ASSETS OR FUND BALANCES	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			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	7,178,348.	5,871,395.	
	30	Total net assets or fund balances (see the instructions)	7,178,348.	5,871,395.	
	31	Total liabilities and net assets/fund balances (see the instructions)	7,180,052.	5,871,395.	

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	7,178,348.
2	Enter amount from Part I, line 27a	2	-1,415,951.
3	Other increases not included in line 2 (itemize) ▶ See Statement 6	3	116,990.
4	Add lines 1, 2, and 3.	4	5,879,387.
5	Decreases not included in line 2 (itemize) ▶ See Statement 7	5	7,992.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	5,871,395.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a			
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
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	48,879.
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 the instructions) If (loss), enter -0- in Part I, line 8] —	3	48,879.

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) N/A

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 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 (column (b) divided by column (c))
2007			
2006			
2005			
2004			
2003			

2 Total of line 1, column (d)	2
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
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4
5 Multiply line 4 by line 3	5
6 Enter 1% of net investment income (1% of Part I, line 27b)	6
7 Add lines 5 and 6	7
8 Enter qualifying distributions from Part XII, line 4	8

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 the 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 letter: _____ (attach copy of ruling letter if necessary – see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b .		1	2,851.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	2,851.
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	2,851.
6 Credits/Payments.			
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6a	8,174.	
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	8,174.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	5,323.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax. <input type="checkbox"/> 2,852. <input type="checkbox"/> Refunded	11	2,471.	

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 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>		X
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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
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>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		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? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) OR		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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 ▶ <u>JOHN SPENCER</u> Telephone no. ▶ _____ Located at ▶ <u>PO BOX 228 NEWBERG OR</u> ZIP + 4 ▶ <u>97132</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	N/A	▶	<input type="checkbox"/> N/A
			15	

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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see the instructions.)	2b	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 ▶ 20__ , 20__ , 20__ , 20__		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2008 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 2008.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	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 2008?	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)? (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 you answered 'Yes' to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

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

7b N/A

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	(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
See Statement 8		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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 SEE DESCRIPTIONS OF ACTIVITIES UNDER PART XV.	

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 N/A		

2 -----		
All other program-related investments. See instructions.		
3 -----		
Total. Add lines 1 through 3		0.

BAA

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	4,921,620.
b Average of monthly cash balances	1b	1,392,197.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	6,313,817.
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	6,313,817.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	94,707.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,219,110.
6 Minimum investment return. Enter 5% of line 5	6	310,956.

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	310,956.
2a Tax on investment income for 2008 from Part VI, line 5	2a	2,851.
b Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	2,851.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	308,105.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	308,105.
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	308,105.

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	277,931.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	277,931.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	277,931.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				308,105.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			252,913.	
b Total for prior years: 20 ____, 20 ____, 20 ____		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ <u>277,931.</u>				
a Applied to 2007, but not more than line 2a			252,913.	
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 2008 distributable amount				25,018.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (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 2007. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				283,087.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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 2008, 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)

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

	Tax year		Prior 3 years		(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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))
See Statement 9

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:

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
Total				▶ 3a
<i>b Approved for future payment</i>				
Total				▶ 3b

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization SPENCER FAMILY FOUNDATION	Employer identification number 20-3401912
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P O box, see instructions 5665 SW MEADOWS ROAD, #310	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions LAKE OSWEGO, OR 97035	

Check type of return to be filed (file a separate application for each return)

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ JOHN SPENCER -----

Telephone No. ▶ ----- FAX No. ▶ -----

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 2/15, 20 10, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

- ▶ calendar year 20__ or
- ▶ tax year beginning 7/01, 20 08, and ending 6/30, 20 09.

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	2,851.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	8,174.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print <small>File by the extended due date for filing the return See instructions</small>	Name of Exempt Organization	Employer identification number
	SPENCER FAMILY FOUNDATION	20-3401912
	Number, street, and room or suite number If a P O box, see instructions Michael L. Larson Company, PC 30-0214195	For IRS use only
City, town or post office, state, and ZIP code For a foreign address, see instructions Lake Oswego, OR 97035		

Check type of return to be filed (File a separate application for each return):

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of JOHN SPENCER
Telephone No. _____ FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 5/15, 20 10.
- For calendar year _____, or other tax year beginning 7/01, 20 08, and ending 6/30, 20 09.
- If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension: Taxpayer respectfully requests additional time to gather information necessary to file a complete and accurate tax return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$ 2,851.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$ 8,174.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instrs	8c \$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature _____ Title President Date _____

Client SPENFOUN

SPENCER FAMILY FOUNDATION

20-3401912

5/11/10

03:16PM

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Total	\$ 50.	\$ 0.	\$ 50.	\$ 0.

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
Total	\$ 11,307.	\$ 0.	\$ 11,307.	\$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Total	\$ 918.	\$ 0.	\$ 918.	\$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK FEES	\$ 419.		\$ 419.	
INVESTMENT MGMT FEES	26,058.		26,058.	
Special Event Expenses	1,907.		1,907.	
Total	\$ 28,384.	\$ 0.	\$ 28,384.	\$ 0.

Client SPENFOUN

SPENCER FAMILY FOUNDATION

20-3401912

5/11/10

03:16PM

Statement 5
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Cash Grants and Allocations

Class of Activity:	LOW-INCOME HOUSING	
Donee's Name:	LORETO HOUSE FOR SENIORS	
Donee's Address:		
Relationship of Donee:	NONE	
Organizational Status of Donee:	EXEMPT	
Amount Given:		\$ 54,902.
Class of Activity:	HEALTHCARE TRAINING	
Donee's Name:	DENTAL SCHOOL -- TANZANIA	
Donee's Address:		
Relationship of Donee:	NONE	
Organizational Status of Donee:	EXEMPT	
Amount Given:		91,097.
Class of Activity:	CARE FOR ORPHANS	
Donee's Name:	ORPHANAGE-EL SALVADOR	
Donee's Address:		
Relationship of Donee:	NONE	
Organizational Status of Donee:	EXEMPT	
Amount Given:		2,199.
Class of Activity:	MINISTRY ASSISTANCE	
Donee's Name:	MIRACLE CORNERS OF THE WORLD	
Donee's Address:	166 MADISON AVE NEW YORK, NY 10016	
Relationship of Donee:	NONE	
Organizational Status of Donee:	EXEMPT	
Amount Given:		40,838.
Class of Activity:	MINISTRY ASSISTANCE	
Donee's Name:	ST MICHAEL'S CATHOLIC CHURCH	
Donee's Address:		
Relationship of Donee:	NONE	
Organizational Status of Donee:	EXEMPT	
Amount Given:		7,000.
Class of Activity:	MINISTRY ASSISTANCE	
Donee's Name:	FORWARD EDGE INTERNATIONAL	
Donee's Address:	15121-A NE 72ND AVE VANCOUVER, WA 98686	
Relationship of Donee:	NONE	
Organizational Status of Donee:	EXEMPT	
Amount Given:		22,500.
Class of Activity:	ASSISTANCE TO DISABLED	
Donee's Name:	NATL FOUND DENTISTRY FOR THE HANDICAPPED	
Donee's Address:	1800 15TH STREET, SUITE 100 DENVER, CO 80202	
Relationship of Donee:	NONE	
Organizational Status of Donee:	EXEMPT	
Amount Given:		25,000.

Client SPENFOUN

SPENCER FAMILY FOUNDATION

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Statement 5 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Class of Activity:	MINISTRY ASSISTANCE	
Donee's Name:	DESERET INTERNATIONAL FOUNDATION	
Donee's Address:	1282 E CAMBRIDGE COURT PROVO, UT 84604	
Relationship of Donee:	NONE	
Organizational Status of Donee:	EXEMPT	
Amount Given:		\$ 7,386.
Class of Activity:	MINISTRY ASSISTANCE	
Donee's Name:	CIRCLE OF STRENGTH	
Donee's Address:		
Relationship of Donee:	NONE	
Organizational Status of Donee:	EXEMPT	
Amount Given:		5,000.
Class of Activity:	EDUCATIONAL	
Donee's Name:	ST MARY'S ACADEMY	
Donee's Address:	1615 SW 5TH AVE PORTLAND, OR 97201	
Relationship of Donee:	NONE	
Organizational Status of Donee:	EXEMPT	
Amount Given:		5,000.
Class of Activity:	WORKPLACE TRAINING	
Donee's Name:	TOMORROW PROJECT	
Donee's Address:	1777 5TH AVE SAN DIEGO, CA 92101	
Relationship of Donee:	NONE	
Organizational Status of Donee:	EXEMPT	
Amount Given:		5,000.
Class of Activity:	CULTURAL	
Donee's Name:	OREGON PUBLIC BROADCASTING	
Donee's Address:	7140 SW MACADAM AVE PORTLAND, OR 97219	
Relationship of Donee:	NONE	
Organizational Status of Donee:	EXEMPT	
Amount Given:		1,000.
Class of Activity:	MINISTRY ASSISTANCE	
Donee's Name:	ST PETER'S PARISH	
Donee's Address:	2315 N MAIN ST NEWBERG, OR 97132	
Relationship of Donee:	NONE	
Organizational Status of Donee:	EXEMPT	
Amount Given:		900.
Class of Activity:	ASSISTANCE TO HOMELESS	
Donee's Name:	RACHEL'S WOMEN'S CENTER	
Donee's Address:	759 9TH AVE SAN DIEGO, CA	
Relationship of Donee:	NONE	
Organizational Status of Donee:	EXEMPT	
Amount Given:		580.
Class of Activity:	MINISTRY ASSISTANCE	

Client SPENFOUN

SPENCER FAMILY FOUNDATION

20-3401912

5/11/10

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Statement 5 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Donee's Name:	UNION GOSPEL MISSION	
Donee's Address:	15 NW 3RD AVE PORTLAND, OR	
Relationship of Donee:	NONE	
Organizational Status of Donee:	EXEMPT	
Amount Given:		\$ 500.
Class of Activity:	HEALTHCARE ASSISTANCE	
Donee's Name:	AIDS/LIFECYCLE	
Donee's Address:	SAN FRANCISCO, CA	
Relationship of Donee:	NONE	
Organizational Status of Donee:	EXEMPT	
Amount Given:		300.
Class of Activity:	MINISTRY ASSISTANCE	
Donee's Name:	DR WAYNE CHRISHOLM	
Donee's Address:		
Relationship of Donee:	NONE	
Organizational Status of Donee:	INDIVIDUAL	
Amount Given:		3,687.
Class of Activity:	MINISTRY ASSISTANCE	
Donee's Name:	MONET CADET	
Donee's Address:		
Relationship of Donee:	NONE	
Organizational Status of Donee:	INDIVIDUAL	
Amount Given:		5,042.
		Total \$ <u>277,931.</u>

Statement 6
Form 990-PF, Part III, Line 3
Other Increases

UNREALIZED GAIN ON INVESTMENTS		\$ 116,990.
	Total	\$ <u>116,990.</u>

Statement 7
Form 990-PF, Part III, Line 5
Other Decreases

FEDERAL INCOME TAX		\$ 7,463.
PENALTIES		529.
	Total	\$ <u>7,992.</u>

Client SPENFOUN

SPENCER FAMILY FOUNDATION

20-3401912

5/11/10

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Statement 8

Form 990-PF, Part VIII, Line 1

List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
JOHN SPENCER 179 FURNACE STREET LAKE OSWEGO, OR 97034	President 0	\$ 0.	\$ 0.	\$ 0.
JANELLE SPENCER 179 FURNACE STREET LAKE OSWEGO, OR 97034	Secretary/Treas 0	0.	0.	0.
JASON SPENCER 903 COVE POINT LANE TEGACAY, SC 29708	Director 0	0.	0.	0.
AMY SPENCER 619 E TREMONT AVE CHARLOTTE, NC 28203	Director 0	0.	0.	0.
LAURA SPENCER 2356 FENTON PARKWAY #304 SAN DIEGO, CA 92108	Director 0	0.	0.	0.
Total		\$ 0.	\$ 0.	\$ 0.

Statement 9

Form 990-PF, Part XV, Line 1a

Foundation Managers - 2% or More Contributors

JOHN SPENCER
JANELLE SPENCER

**Spencer Family Foundation
Wells Fargo Investments -- Realized Gains & Losses -- FYE 6/30/09**

<u>Sold</u>	<u>Bot</u>	<u>Qty</u>		<u>Proceeds</u>	<u>Cost</u>	<u>Gain/Loss</u>
07/25/08	11/05/07	40,150.289	DWS Institutional Inflation	416,760.00	(412,744.97)	4,015.03
07/25/08	11/05/07	22,069.937	DWS Advisor Short Duration	211,430.00	(220,920.07)	(9,490.07)
07/28/08	11/05/07	17,860.676	Dodge & Cox	216,650.00	(225,223.12)	(8,573.12)
07/28/08	11/05/07	23,937.325	Pimco Pac Invt Mgmt Ser	292,992.86	(314,601.25)	(21,608.39)
				<u>1,137,832.86</u>	<u>(1,173,489.41)</u>	<u>(35,656.55)</u>
12/02/08	07/25/08	12,708.333	Cohen & Steers Intl	98,616.66	(170,800.00)	(72,183.34)
12/02/08	07/25/08	1,032.024	DWS Institutional Commodity	8,287.15	(17,080.00)	(8,792.85)
12/02/08	07/25/08	3,091.456	DWS Investmt Trust R/E	27,915.85	(57,314.14)	(29,398.29)
12/02/08	11/05/07	33,228.615	DWS Institutional Inflation	316,668.70	(342,057.62)	(25,388.92)
12/02/08	11/05/07	55,220.047	DWS Advisor Short Duration	479,862.21	(552,601.33)	(72,739.12)
12/02/08	07/25/08	2,846.364	First Eagle	47,676.60	(62,620.00)	(14,943.40)
12/02/08	07/25/08	688.215	Forward Emerging Mkts	7,797.48	(15,650.00)	(7,852.52)
12/02/08	11/05/07	12,905.104	Gateway Trust Index Plus	293,978.27	(368,510.14)	(74,531.87)
12/02/08	07/25/08	710.877	Ivy Global Nat Res	9,525.75	(25,620.00)	(16,094.25)
12/02/08	07/25/08	51,434.457	Loomis Sayles Strat Inc	506,629.40	(715,096.79)	(208,467.39)
12/02/08	07/25/08	33,320.736	Pimco Pac Invt Mgmt Ser	295,554.93	(358,105.79)	(62,550.86)
12/02/08	07/25/08	2,667.920	PowerShares Exch Traded	82,551.84	(128,465.77)	(45,913.93)
12/02/08	11/05/07	15,855.556	PowerShares Curr Harvest	307,172.09	(452,694.17)	(145,522.08)
12/02/08	07/25/08	3,027.637	PowerShares Global ETF	30,013.70	(62,247.38)	(32,233.68)
12/03/08	11/05/07	43,266.781	Dodge & Cox	491,077.96	(544,949.21)	(53,871.25)
12/03/08	11/05/07	25,710.644	Hussman Invt Strat Grwth	300,043.22	(403,327.31)	(103,284.09)
12/03/08	07/25/08	61,018.003	Hussman Invt Total Return	671,808.21	(725,301.66)	(53,493.45)
12/03/08	11/05/07	33,720.591	Leuthold Asset Alloc	241,439.43	(382,558.05)	(141,118.62)
12/03/08	07/25/08	1,195.569	T Rowe Price Intl Africa	7,281.02	(15,650.00)	(8,368.98)
				<u>4,223,900.47</u>	<u>(5,400,649.36)</u>	<u>(1,176,748.89)</u>
01/29/09	12/30/08		US Treasury Bill	5,447,000.00	(5,447,005.00)	(5.00)
03/05/09	02/04/09		US Treasury Bill	5,450,000.00	(5,448,947.70)	1,052.30
04/09/09	03/05/09		US Treasury Bill	5,450,000.00	(5,449,438.80)	561.20
				<u>21,708,733.33</u>	<u>(22,919,530.27)</u>	<u>(1,210,796.94)</u>