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Form 990-PF

Department of the Treasury Internal Revenue Service

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

OMB No 1545-0052

2009

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 2009, and ending 20

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

Name of foundation: THE W.L.S. SPENCER FOUNDATION. A Employer identification number: 13-3799186. B Telephone number: ( ) - . 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.

H Check type of organization: [X] Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 10,148,599. J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) . . . . . (Part I, column (d) must be on cash basis)

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 page 11 of the instructions))

Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include: 1 Contributions, gifts, grants, etc. received (attach schedule) 609,357. 2 Check [ ] if the foundation is not required to attach Sch. B. 3 Interest on savings and temporary cash investments 3,358. 4 Dividends and interest from securities 31,366. 5a Gross rents. b Net rental income or (loss). 6a Net gain or (loss) from sale of assets not on line 10 37,652. b Gross sales price for all assets on line 6a 3,240,447. 7 Capital gain net income (from Part IV, line 2) 37,652. 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) (attach schedule). 11 Other income (attach schedule) 10,880. 12 Total. Add lines 1 through 11. 692,613. 72,376.

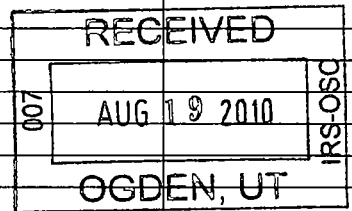


Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include: 13 Compensation of officers, directors, trustees, etc. 0. 14 Other employee salaries and wages. 15 Pension plans, employee benefits. 16a Legal fees (attach schedule). b Accounting fees (attach schedule) ATCH 4 7,500. c Other professional fees (attach schedule) \* 91,999. 17 Interest. 18 Taxes (attach schedule) (see page 14 of the instructions) \* 284. 19 Depreciation (attach schedule) and depletion. 20 Occupancy. 21 Travel, conferences, and meetings. 22 Printing and publications. 23 Other expenses (attach schedule) ATCH 7 21,737. 24 Total operating and administrative expenses. Add lines 13 through 23 121,520. 40,768. 0. 80,678. 25 Contributions, gifts, grants paid 1,329,201. 1,329,201. 26 Total expenses and disbursements. Add lines 24 and 25 1,450,721. 40,768. 0. 1,409,879. 27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements -758,108. b Net investment income (if negative, enter -0-) 31,608. c Adjusted net income (if negative, enter -0-) -0-

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Revenue Operating and Administrative Expenses

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	179,538.	37,327.	37,327.	
	2	Savings and temporary cash investments		100,784.	100,784.	
	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 page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule) **		198,022.	199,980.	
	b	Investments - corporate stock (attach schedule) <u>ATCH 9</u>	1,163,226.	1,174,489.	2,223,676.	
	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) <u>ATCH 10</u>	8,230,333.	5,897,485.	7,586,832.		
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,573,097.	7,408,107.	10,148,599.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	<b>Total liabilities</b> (add lines 17 through 22)				
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/>					
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	24	Unrestricted	9,573,097.	7,408,107.		
	25	Temporarily restricted				
	26	Permanently restricted				
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)	9,573,097.	7,408,107.			
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	9,573,097.	7,408,107.			

**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	9,573,097.
2	Enter amount from Part I, line 27a	2	-758,108.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	8,814,989.
5	Decreases not included in line 2 (itemize) <u>ATTACHMENT 11</u>	5	1,406,882.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	7,408,107.

\*\* ATCH 8

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>	SEE PART IV SCHEDULE			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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) 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		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }	<b>2</b>	37,652.
<b>3</b>	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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. . . . .	}	<b>3</b>	

**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 page 18 of 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))
2008	1,414,062.	10,202,984.	0.138593
2007	1,305,091.	16,035,143.	0.081389
2006	2,859,399.	16,491,707.	0.173384
2005	1,150,019.	13,324,470.	0.086309
2004	1,160,778.	12,445,579.	0.093268
<b>2</b>	Total of line 1, column (d) . . . . .		<b>2</b> 0.572943
<b>3</b>	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .		<b>3</b> 0.114589
<b>4</b>	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .		<b>4</b> 9,650,129.
<b>5</b>	Multiply line 4 by line 3 . . . . .		<b>5</b> 1,105,799.
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b) . . . . .		<b>6</b> 316.
<b>7</b>	Add lines 5 and 6 . . . . .		<b>7</b> 1,106,115.
<b>8</b>	Enter qualifying distributions from Part XII, line 4 . . . . . 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 on page 18.		<b>8</b> 1,409,879.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Total tax due is 4,684.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and reporting requirements. Includes 'Yes' and 'No' columns for responses.

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 page 20 of the instructions) . . . . .	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . Website address <input type="checkbox"/> N/A	13	X	
14	The books are in care of <input type="checkbox"/> CORNICK, GARBER & SANDLER, LLP Telephone no <input type="checkbox"/> (212) 557-3900 Located at <input type="checkbox"/> 825 THIRD AVE. - 4TH FLOOR, NEW YORK, NY ZIP + 4 <input type="checkbox"/> 10022			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <input type="checkbox"/> 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 page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	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? . . . . .	1c	
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 <input type="checkbox"/>		
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 page 20 of the instructions) . . . . .	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 <input type="checkbox"/>		
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) . . . . .	3b	
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 2009? . . . . .	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 page 22 of the 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 page 22 of the instructions)?  **5b**  
Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  **6b**
- 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?  **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
ATTACHMENT 12		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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		0.	0.	0.

Total number of other employees paid over \$50,000  NONE

**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 page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0.
-----		
-----		
-----		
-----		
-----		
-----		

Total number of others receiving over \$50,000 for professional services . . . . . NONE

**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 NONE	
-----	
-----	
2	
-----	
-----	
3	
-----	
-----	
4	
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-----	

**Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
-----	
-----	
2	
-----	
-----	
All other program-related investments See page 24 of the instructions	
3 NONE	
-----	
-----	
<b>Total.</b> Add lines 1 through 3 . . . . .	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,768,861.
b	Average of monthly cash balances	1b	441,392.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	7,586,832.
d	<b>Total</b> (add lines 1a, b, and c)	1d	9,797,085.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,797,085.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	146,956.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,650,129.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	482,506.

**Part XI Distributable Amount** (see page 25 of the 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	482,506.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	316.
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	316.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	482,190.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	482,190.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	482,190.

**Part XII Qualifying Distributions** (see page 25 of the 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	1,409,879.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,409,879.
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 page 26 of the instructions)	5	316.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	1,409,563.

**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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7 . . . . .				482,190.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only . . . . .				
b Total for prior years 20 07, 20 06, 20 05 . . . . .				
3 Excess distributions carryover, if any, to 2009				
a From 2004 . . . . .	593,153.			
b From 2005 . . . . .	558,367.			
c From 2006 . . . . .	2,092,252.			
d From 2007 . . . . .	528,739.			
e From 2008 . . . . .	904,653.			
f Total of lines 3a through e . . . . .	4,677,164.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 1,409,879.				
a Applied to 2008, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .				
d Applied to 2009 distributable amount . . . . .				482,190.
e Remaining amount distributed out of corpus . . . . .	927,689.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a) ) . . . . .				
6 Enter the net total of each column as indicated below:	5,604,853.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .				
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
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 . . . . .				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	593,153.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	5,011,700.			
10 Analysis of line 9				
a Excess from 2005 . . . . .	558,367.			
b Excess from 2006 . . . . .	2,092,252.			
c Excess from 2007 . . . . .	528,739.			
d Excess from 2008 . . . . .	904,653.			
e Excess from 2009 . . . . .	927,689.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of 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))
JOHN S. WADSWORTH, JR.
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
N/A
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 page 28 of the 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
N/A
b The form in which applications should be submitted and information and materials they should include
APPLICATION SHOULD BE SUBMITTED IN WRITING
c Any submission deadlines
NO SUBMISSION DEADLINES
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
NO RESTRICTIONS OR LIMITATIONS ON AWARDS

**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)				
<p>a <i>Paid during the year</i></p> <p>ATTACHMENT 13</p>				
<b>Total</b> . . . . .			▶ <b>3a</b>	1,329,201.
<p>b <i>Approved for future payment</i></p>				
<b>Total</b> . . . . .			▶ <b>3b</b>	





**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

**2009**

<b>Name of the organization</b> THE W.L.S. SPENCER FOUNDATION	<b>Employer identification number</b> 13-3799186
--	---

**Organization type (check one):**

**Filers of:**

**Section:**

Form 990 or 990-EZ

- 501(c)( ) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE W.L.S. SPENCER FOUNDATION

Employer identification number  
13-3799186

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JOHN S. WADSWORTH, JR. <hr/> C/O PACIFIC FDN SERVICES, 1660 BUSH ST <hr/> SAN FRANCISCO, CA 94109 <hr/>	\$ 609,357.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE W.L.S. SPENCER FOUNDATION

Employer identification number  
13-3799186

**Part II** Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	4,129 SHARES PERFECT WORLD CO LTD ADR FMV \$52,603 37,926 SHARES DISCOVER FINANCIAL SERVIC FMV \$556,754	\$ 609,357.	12/24/2009
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
54,531.		AVID TECHNOLOGY PROPERTY TYPE: SECURITIES 169,419.				P	03/15/2007	01/09/2009
							-114,888.	
133,360.		CAREER EDUCATION CORP PROPERTY TYPE: SECURITIES 169,451.				P	08/10/2007	01/09/2009
							-36,091.	
6,300.		CB RICHARD ELLIS GROUP, INC PROPERTY TYPE: SECURITIES 21,988.				P	08/19/2008	01/09/2009
							-15,688.	
2,682.		ERESEARCH TECHNOLOGY, INC PROPERTY TYPE: SECURITIES 5,763.				P	09/08/2008	01/09/2009
							-3,081.	
94,159.		ITT EDUCATIONAL SERVICES, INC PROPERTY TYPE: SECURITIES 59,937.				P	03/04/2008	01/09/2009
							34,222.	
2,528.		MONEYGRAM INTERNATIONAL PROPERTY TYPE: SECURITIES 44,412.					01/22/2008	01/09/2009
							-41,884.	
299,889.		FHLB DISCOUNT NOTES PROPERTY TYPE: SECURITIES 299,259.				P	03/09/2009	12/02/2009
							630.	
107,215.		MORGAN STANLEY 696-010504 - SHORT TERM PROPERTY TYPE: SECURITIES 107,946.				P	VAR	VAR
							-731.	
4,305.		EAST PEAK PARTNERS, LP - L/T (SCH. K-1) PROPERTY TYPE: OTHER				P		
							4,305.	
		EAST PEAK PARTNERS, LP - S/T (SCH. K-1) PROPERTY TYPE: OTHER 39,830.				P		
							-39,830.	
1,150,000.		ACORN OVERSEAS LIMITED PROPERTY TYPE: SECURITIES 624,264.				P	07/01/1998	01/14/2009
							525,736.	
800,000.		SIRE PARTNERS II OFFSHORE, LTD PROPERTY TYPE: SECURITIES 660,526.				P	01/01/2005	01/01/2009
							139,474.	

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
585,478.		1,000,000.				P	12/01/2005	06/23/2009
							-414,522.	
TOTAL GAIN (LOSS) .....							<u>37,652.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MORGAN STANLEY - 14-91296	2,782.	2,782.
MORGAN STANLEY MONEY MKT. - 696-010504	25.	25.
FIRST REPUBLIC BANK	551.	551.
TOTAL	<u>3,358.</u>	<u>3,358.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
EAST PEAK PARTNERS, L.P. - DIVIDENDS	5,800.	5,800.
MORGAN STANLEY - DIVIDENDS - 14-91296	12,377.	12,377.
MORGAN STANLEY - DIVIDENDS - 696-010504	10,094.	10,094.
EAST PEAK PARTNERS, L.P. - INTEREST	3,095.	3,095.
TOTAL	<u>31,366.</u>	<u>31,366.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAX REFUND	10,880.
TOTALS	<u>10,880.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
CORNICK, GARBER & SANDLER LLP	7,500.	7,500.		
TOTALS	<u>7,500.</u>	<u>7,500.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOUNDATION MANAGEMENT SERVICES	80,653.		80,653.
INVESTMENT MANAGEMENT FEES	11,346.	11,346.	
TOTALS	<u>91,999.</u>	<u>11,346.</u>	<u>80,653.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN WITHHOLDING TAX	284.	284.
TOTALS	<u>284.</u>	<u>284.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FILING FEES	25.		25.
EAST PEAK PARTNERS, L.P.	21,305.	21,231.	
BANK CHARGES	51.	51.	
INVESTMENT EXPENSES	356.	356.	
TOTALS	<u>21,737.</u>	<u>21,638.</u>	<u>25.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FHLB DISCOUNT NOTES	198,022.	199,980.
US OBLIGATIONS TOTAL	<u>198,022.</u>	<u>199,980.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MORGAN STANLEY #14-91296	481,286.	483,760.	1,600,872.
MORGAN STANLEY #696010504	681,940.	690,729.	622,804.
TOTALS	<u>1,163,226.</u>	<u>1,174,489.</u>	<u>2,223,676.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EAST PEAK PARTNERS L.P.	1,732,312.	1,684,254.	1,807,475.
ACORN OVERSEAS LIMITED	1,498,021.	873,757.	1,862,281.
SIRE 2 PARTNERS, L.P.	3,000,000.	2,339,474.	2,569,547.
SADDLEPOINT PARTNERS, L.P.	1,000,000.		
CANYON VALUE REAL FD LTD	1,000,000.	1,000,000.	1,347,529.
TOTALS	<u>8,230,333.</u>	<u>5,897,485.</u>	<u>7,586,832.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ALLOWANCE FOR EXCESS OF FMV OVER COST OF CONTRIBUTED STOCK	606,882.
ADJUSTMENT IN CARRYING VALUE OF INVESTMENTS IN PRIOR PERIOD	800,000.
TOTAL	<u>1,406,882.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS

TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION

COMPENSATION

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS

EXPENSE ACCT AND OTHER ALLOWANCES

0.

0.

0.

JOHN S. WADSWORTH, JR.  
C/O PACIFIC FOUNDATION SERVICES  
1660 BUSH STREET, SUITE 300  
SAN FRANCISCO, CA 94109

0.

0.

0.

0.

0.

0.

BETTE SUE WADSWORTH  
C/O PACIFIC FOUNDATION SERVICES  
1660 BUSH STREET, SUITE 300  
SAN FRANCISCO, CA 94109

0.

0.

0.

0.

0.

0.

JOHN WADSWORTH  
C/O PACIFIC FOUNDATION SERVICES  
1660 BUSH STREET, SUITE 300  
SAN FRANCISCO, CA 94109

0.

0.

0.

0.

0.

0.

SHANNON WADSWORTH  
C/O PACIFIC FOUNDATION SERVICES  
1660 BUSH STREET, SUITE 300  
SAN FRANCISCO, CA 94109

0.

0.

0.

0.

0.

0.

CHRISTOPHER WADSWORTH  
C/O PACIFIC FOUNDATION SERVICES  
1660 BUSH STREET, SUITE 300  
SAN FRANCISCO, CA 94109

0.

0.

0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LELA WADSWORTH C/O PACIFIC FOUNDATION SERVICES 1660 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94109	DIRECTOR 1.00	0.	0.	0.
LIBBY WADSWORTH C/O PACIFIC FOUNDATION SERVICES 1660 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94109	DIRECTOR 1.00	0.	0.	0.
PAUL PEPPIS C/O PACIFIC FOUNDATION SERVICES 1660 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94109	DIRECTOR 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
UCLA FOWLER MUSEUM OF CULTURAL HISTORY LOS ANGELES, CA 90095	NONE EXEMPT		CHARITABLE	20,000
INSTITUTE ON AGING SAN FRANCISCO, CA 94118	NONE EXEMPT		CHARITABLE	1,000
JAPAN SOCIETY NEW YORK, N: 10017	NONE EXEMPT		CHARITABLE	30,000
MASS MOCA-MASSACHUSETTS MUSEUM OF CONTEMPORARY ART NORTH ADAMS, MA 01247	NONE EXEMPT		CHARITABLE	401,868
SKOWHEGAN NEW YORK, NY 10003	NONE EXEMPT		CHARITABLE	37,500
CITY LIGHTS YOUTH THEATRE, INC NEW YORK, NY 10036	NONE EXEMPT		CHARITABLE	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
THE FOUNDATION CENTER SAN FRANCISCO, CA 94108	NONE EXEMPT		CHARITABLE	2,000
IHC/AFGHAN WOMEN'S MISSION ALTADENA, CA 91001	NONE EXEMPT		CHARITABLE	2,500
NATIONAL PUBLIC RADIO WASHINGTON, DC 20001	NONE EXEMPT		CHARITABLE	2,000
ROOSEVELT MIDDLE SCHOOL EUGENE, OR 97405	NONE EXEMPT		CHARITABLE	8,000
THE JOHN G SHEDD INSTITUTE FOR THE ARTS EUGENE, OR 97401	NONE EXEMPT		CHARITABLE	12,500
FOOD FOR LANE COUNTY EUGENE, OR 97402	NONE EXEMPT		CHARITABLE	1,000

FORM 990EE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
LORD LEEBRICK THEATRE COMPANY EUGENE, OR 97402	NONE EXEMPT		CHARITABLE	500
MAUDE I KERNS ART CENTER EUGENE, OR 97403	NONE EXEMPT		CHARITABLE	500
CALIFORNIA COLLEGE OF THE ARTS OAKLAND, CA 94618	NONE EXEMPT		CHARITABLE	75,000
COLLEGE TRACK - OAKLAND OAKLAND, CA 94612	NONE EXEMPT		CHARITABLE	30,000
KIPP BAY AREA SCHOOLS OAKLAND, CA 94612	NONE EXEMPT		CHARITABLE	30,000
TEACH FOR AMERICA - BAY AREA SAN FRANCISCO, CA 94111	NONE EXEMPT		CHARITABLE	100,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KLCC EUGENE, OR 97405	NONE EXEMPT	CHARITABLE	1,000
THE STERLING AND FRANCINE CLARK ART INSTITUTE WILLIAMSTOWN, MA 01267	NONE EXEMPT	CHARITABLE	83,333
WILLIAMS COLLEGE WILLIAMSTOWN, MA 01267	NONE EXEMPT	CHARITABLE	25,000
ASIA ART ARCHIVE LTD HONG KONG	NONE EXEMPT	CHARITABLE	20,000
ASIA SOCIETY NEW YORK, NY 10021	NONE EXEMPT	CHARITABLE	25,000
CAMPING AND EDUCATION FOUNDATION CINCINNATI, OH 45246	NONE EXEMPT	CHARITABLE	2,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHINA INSTITUTE IN AMERICA, INC NEW YORK, NY 10065	NONE EXEMPT	CHARITABLE	40,000
CHINESE NEWCOMERS SERVICE CENTER SAN FRANCISCO, CA 94108	NONE EXEMPT	CHARITABLE	1,000
LEADERSHIP PUBLIC SCHOOLS SAN FRANCISCO, CA 94110	NONE EXEMPT	CHARITABLE	30,000
NEWPORT ELEMENTARY SCHOOL FOUNDATION NEWPORT BEACH, CA 92659	NONE EXEMPT	CHARITABLE	20,000
SOLOMON R GUGENHEIM FOUNDATION NEW YORK, NY 10128	NONE EXEMPT	CHARITABLE	170,000
SOUTH EUGENE HIGH SCHOOL EUGENE, OR 97401	NONE EXEMPT	CHARITABLE	8,000

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLAYWORKS OAKLAND, CA 94607	NONE EXEMPT	CHARITABLE	30,000
UNIVERSITY OF CHICAGO CHICAGO, IL 60637	NONE EXEMPT	CHARITABLE	25,000
BREAKTHROUGH COLLABORATIVE SAN FRANCISCO, CA 94111	NONE EXEMPT	CHARITABLE	40,000
BAY AREA DISCOVERY MUSEUM SAUSALITO, CA 94965	NONE EXEMPT	CHARITABLE	1,000
BIRTH TO THREE, INC EUGENE, OR 97401	NONE EXEMPT	CHARITABLE	500
FRIENDS OF BRAILLE WITHOUT BORDERS FOUNDATION AMELIA ISLAND, FL 32034	NONE EXEMPT	CHARITABLE	12,000

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW LEADERS FOR NEW SCHOOLS SAN FRANCISCO, CA 94104	NONE EXEMPT	CHARITABLE	25,000
PLANNED PARENTHOOD OF SW OREGON EUGENE, OR 97401	NONE EXEMPT	CHARITABLE	500
PREFUND SAN FRANCISCO, CA 94107	NONE EXEMPT	CHARITABLE	5,000
AMERICAN CONSERVATORY THEATER SAN FRANCISCO, CA 94108	NONE EXEMPT	CHARITABLE	10,000

TOTAL CONTRIBUTIONS PAID 1,329,201

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 14

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
FEDERAL EXCISE TAX REFUND			16	10,880.	
TOTALS				<u>10,880.</u>	

Application for Extension of Time To File an Exempt Organization Return

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 [X]

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

Table with 3 columns: Type or print, Name of Exempt Organization, Employer identification number. Includes address: THE W.L.S. SPENCER FOUNDATION, 825 THIRD AVENUE, NEW YORK, NY 10022.

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

- Form 990 [X], Form 990-BL, Form 990-EZ, Form 990-PF, Form 990-T (corporation), Form 990-T (sec 401(a) or 408(a) trust), Form 990-T (trust other than above), Form 1041-A, Form 4720, Form 5227, Form 6069, Form 8870

The books are in the care of CORNICK, GARBER & SANDLER, LLP

Telephone No 212 557-3900 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 08/15, 2010, to file the exempt organization return for the organization named above The extension is for the organization's return for.

[X] calendar year 2009 or [ ] tax year beginning , and ending

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

Table with 3 rows: 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 \$ 4,000. 3b 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 \$ 5,000. 3c 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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.