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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**

C Check all that apply.

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

A.L. SPENCER FOUNDATION

PNC BANK, NA

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

P O BOX 94651

City or town, state, and ZIP code

CLEVELAND, OH 44101-4651

A Employer identification number

25-1843761

B Telephone number (see page 10 of the instructions)

(216) 257-4699

C If exemption application is
pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col. (c), line

16) **\$ 1,707,770.**J Accounting method: ☒ 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))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

Revenue

1 Contributions, gifts, grants, etc., received (attach schedule)

2 Check ☒ if the foundation is not required to
attach Sch. B.

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a **769,145.**

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Total cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule) STMT. 1

c Other professional fees (attach schedule) 2

17 Interest

18 Taxes (attach schedule) (see page 14 of the instructions)

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) STMT. 4

24 Total operating and administrative expenses.

Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements . .

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

23,164.

23,164.

-63,059.

4,740.

-35,155.

23,164.

NONE

NONE

NONE

NONE

750.

NONE

NONE

750.

8,461.

8,461.

381.

381.

NONE

NONE

NONE

NONE

4.

4.

9,596.

8,846.

NONE

750.

100,000.

100,000.

109,596.

8,846.

NONE

100,750.

-144,751.

14,318.

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	157,856.	21,885.	21,885.
	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)	295,673.		
	b Investments - corporate stock (attach schedule)	424,026.	671,639.	731,069.
	c Investments - corporate bonds (attach schedule)	79,851.	119,064.	121,275.
	11 Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ STMT 5)	1,008,812.	1,008,812.	833,541.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,966,218.	1,821,400.	1,707,770.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,966,218.	1,821,400.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see page 17 of the instructions)	1,966,218.	1,821,400.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,966,218.	1,821,400.		

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	1,966,218.
2 Enter amount from Part I, line 27a	2	-144,751.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	224.
4 Add lines 1, 2, and 3	4	1,821,691.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	291.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,821,400.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
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			(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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-63,059.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
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.					

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	55,765.	1,748,665.	0.03189004183
2007	51,350.	1,734,755.	0.02960072172
2006	28,451.	1,242,368.	0.02290062204
2005	59,188.	1,253,318.	0.04722504584
2004	41,257.	829,831.	0.04971735209
2 Total of line 1, column (d)			2 0.18133378352
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.03626675670
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 1,659,261.
5 Multiply line 4 by line 3			5 60,176.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 143.
7 Add lines 5 and 6			7 60,319.
8 Enter qualifying distributions from Part XII, line 4			8 100,750.

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	143.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	143.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	143.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	130.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	157.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	287.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	144.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input checked="" type="checkbox"/> 144. Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 8		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

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?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ PNC BANK NA Telephone no. ▶ (216) 257-4699			
Located at ▶ P.O. BOX 94651, CLEVELAND, OH ZIP + 4 ▶ 44101-4651				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			

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)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
If "Yes," list the years ▶ 2007 2006		
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 2007 2006		
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

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Part VII 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)? ☐ Yes ☒ No **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 **6b**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **7b**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
SEE STATEMENT 9		-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		NONE	NONE	NONE

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

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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		NONE

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	

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	
Total. Add lines 1 through 3	

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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	1,684,529.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,684,529.
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	NONE
3	Subtract line 2 from line 1d	3	1,684,529.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	25,268.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,659,261.
6	Minimum investment return. Enter 5% of line 5	6	82,963.

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	82,963.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	143.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	143.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	82,820.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	82,820.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	82,820.

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	100,750.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	100,750.
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	143.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	100,607.

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				82,820.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			87,173.	
b Total for prior years 20 <u>07</u> , 20 <u>06</u> , 20		38,592.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ <u>100,750.</u>				
a Applied to 2008, but not more than line 2a			87,173.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		13,577.		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				NONE
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		25,015.		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		25,015.		
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.				82,820.
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)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

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) 2009	(b) 2008	(c) 2007	(d) 2006	
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).)

N/A

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:

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year SEE STATEMENT 11				
Total			3a	100,000.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	23,164.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	-63,059.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue: a					
b	PRIOR YEAR TAX REF				4,740.	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				-35,155.	
13	Total. Add line 12, columns (b), (d), and (e)					-35,155.

(See worksheet in line 13 instructions on page 28 to verify calculations)

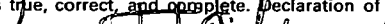

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? ⁷		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash		1a(1)	X
(2) Other assets		1a(2)	X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization		1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization		1b(2)	X
(3) Rental of facilities, equipment, or other assets		1b(3)	X
(4) Reimbursement arrangements		1b(4)	X
(5) Loans or loan guarantees		1b(5)	X
(6) Performance of services or membership or fundraising solicitations		1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		1c	X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.			
	Signature of officer or trustee 		Date 8/13/10	
Paid Preparer's Use Only	Title Secretary/Treasurer		Preparer's identifying number (See Signature on page 30 of the instructions) <input type="checkbox"/>	
	Preparer's signature 		Date 7/29/10	
Firm's name (or yours if self-employed), address, and ZIP code PNC BANK NA P O BOX 94651 CLEVELAND, OH 44101-4561			EIN 22-1146430	
Phone no 216-257-4699				

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)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,010.	
4,772.00		300. STATE STR CORP COM PROPERTY TYPE: SECURITIES 21,480.00					06/03/2008	01/21/2009
							-16,708.00	
7,221.00		300. AT&T INC PROPERTY TYPE: SECURITIES 7,662.00					10/20/2008	07/20/2009
							-441.00	
6,365.00		143. ABBOTT LABS COM PROPERTY TYPE: SECURITIES 8,143.00					09/19/2008	07/20/2009
							-1,778.00	
11,439.00		257. ABBOTT LABS COM PROPERTY TYPE: SECURITIES 14,263.00					01/28/2008	07/20/2009
							-2,824.00	
18,179.00		500. JOY GLOBAL INC PROPERTY TYPE: SECURITIES 30,107.00					03/01/2007	07/20/2009
							-11,928.00	
12,180.00		150. LOCKHEED MARTIN CORP COM PROPERTY TYPE: SECURITIES 13,619.00					10/20/2008	07/20/2009
							-1,439.00	
6,618.00		500. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES 7,631.00					09/13/2004	07/20/2009
							-1,013.00	
1,706.00		39. NOVARTIS AG SPONSORED ADR PROPERTY TYPE: SECURITIES 2,319.00					07/31/2008	07/20/2009
							-613.00	
21,874.00		500. NOVARTIS AG SPONSORED ADR PROPERTY TYPE: SECURITIES 26,735.00					06/03/2008	07/20/2009
							-4,861.00	
17,272.00		800. QUANTA SVCS INC PROPERTY TYPE: SECURITIES 25,032.00					06/03/2008	07/20/2009
							-7,760.00	

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)	
28,636.00		714.286 THIRD AVENUE VALUE FUND INC PROPERTY TYPE: SECURITIES 40,891.00					02/13/2006 -12,255.00	07/20/2009
24,362.00		2985.598 ALLEGIANT SMALL CAP CORE FD CL PROPERTY TYPE: SECURITIES 32,561.00					11/02/2004 -8,199.00	09/03/2009
20,989.00		770.791 ARTIO INTERNATIONAL EQUITY FUND PROPERTY TYPE: SECURITIES 23,160.00					11/02/2004 -2,171.00	09/03/2009
6,601.00		150. CSX CORP COM PROPERTY TYPE: SECURITIES 5,735.00					07/20/2009 866.00	09/03/2009
22,663.00		1800. HUDSON CITY BANCORP INC PROPERTY TYPE: SECURITIES 26,100.00					07/20/2009 -3,437.00	09/03/2009
15,441.00		800. INTEL CORP COM PROPERTY TYPE: SECURITIES 15,112.00					07/20/2009 329.00	09/03/2009
444.00		36.678 MASTERS SELECT FD INTERNATIONAL F PROPERTY TYPE: SECURITIES 402.00					01/10/2003 42.00	09/03/2009
6,429.00		300. ORACLE CORPORATION PROPERTY TYPE: SECURITIES 5,472.00					01/09/2003 957.00	09/03/2009
13,092.00		400. PEABODY ENERGY CORP COM PROPERTY TYPE: SECURITIES 16,124.00					03/01/2007 -3,032.00	09/03/2009
6,393.00		400. PFIZER INC COM PROPERTY TYPE: SECURITIES 6,920.00					10/20/2008 -527.00	09/03/2009
17,550.00		738.007 T ROWE PRICE GROWTH STOCK FUND PROPERTY TYPE: SECURITIES 16,000.00					10/20/2008 1,550.00	09/03/2009

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 or FMV over adj basis		Gain or (loss)	
14,913.00		627.127 T ROWE PRICE GROWTH STOCK FUND PROPERTY TYPE: SECURITIES 18,795.00					07/30/2008 -3,882.00	09/03/2009
9,000.00		200. QUALCOMM INC COM PROPERTY TYPE: SECURITIES 8,466.00					07/28/2005 534.00	09/03/2009
15,064.00		592.609 T ROWE PRICE EMERGING MARKETS ST PROPERTY TYPE: SECURITIES 20,647.00					04/20/2007 -5,583.00	09/03/2009
8,845.00		300. MATERIALS SELECT SECTOR SPDR ETF LA PROPERTY TYPE: SECURITIES 7,872.00					10/20/2008 973.00	09/03/2009
10,570.00		500. STAPLES INC COM PROPERTY TYPE: SECURITIES 11,635.00					06/03/2008 -1,065.00	09/03/2009
15,129.00		300. TEVA PHARMACEUTICAL INDS LTD ADR PROPERTY TYPE: SECURITIES 13,938.00					03/27/2008 1,191.00	09/03/2009
6,325.00		128. THE TRAVELERS COS INC PROPERTY TYPE: SECURITIES 5,026.00					01/21/2009 1,299.00	09/03/2009
21,121.00		500. URS CORP NEW PROPERTY TYPE: SECURITIES 23,800.00					07/20/2009 -2,679.00	09/03/2009
25,804.00		500. WAL-MART STORES INC COM PROPERTY TYPE: SECURITIES 26,625.00					03/27/2008 -821.00	09/03/2009
20,692.00		400. ACE LIMITED ISIN CH0044328745 SEDOL PROPERTY TYPE: SECURITIES 19,942.00					04/03/2003 750.00	09/03/2009
60,000.00		60000. WPS RES CORP SR NT DTD 11-15-99 PROPERTY TYPE: SECURITIES 59,869.00					11/18/1999 131.00	11/01/2009

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)	
15,330.00		500. DISCOVERY COMMUNICATIONS CL A PROPERTY TYPE: SECURITIES 12,810.00					09/03/2009 2,520.00	11/20/2009
20,524.00		500. XTO ENERGY INC PROPERTY TYPE: SECURITIES 18,499.00					09/03/2009 2,025.00	11/20/2009
18,436.00		350. FPL GROUP INC COM PROPERTY TYPE: SECURITIES 14,917.00					10/20/2008 3,519.00	12/01/2009
5,736.00		170. AMERICAN ELECTRIC POWER INC COM PROPERTY TYPE: SECURITIES 5,557.00					12/01/2009 179.00	12/02/2009
16,250.00		20000. AMERICAN GENERAL FINANCE MED TERM PROPERTY TYPE: SECURITIES 19,982.00					05/24/2004 -3,732.00	12/02/2009
15,575.00		500. CVS CORPORATION (DEL) COM PROPERTY TYPE: SECURITIES 11,348.00					01/17/2003 4,227.00	12/02/2009
15,585.00		500. CELANESE CORP-SERIES A PROPERTY TYPE: SECURITIES 12,459.00					09/03/2009 3,126.00	12/02/2009
2,583.00		50. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 4,632.00					06/03/2008 -2,049.00	12/02/2009
3,233.00		100. MARATHON OIL CORP COM PROPERTY TYPE: SECURITIES 2,677.00					10/20/2008 556.00	12/02/2009
30,370.00		125. MASTERCARD INC CL A PROPERTY TYPE: SECURITIES 25,343.00					09/03/2009 5,027.00	12/02/2009
17,455.00		500. METLIFE INC COM PROPERTY TYPE: SECURITIES 17,784.00					09/03/2009 -329.00	12/02/2009

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)	
29,507.00	-	600. PHILIP MORRIS INTERNAT-W/I PROPERTY TYPE: SECURITIES 27,798.00					07/28/2005 1,709.00	12/02/2009
11,038.00		239.808 T ROWE PRICE MID-CAP GROWTH FUND PROPERTY TYPE: SECURITIES 10,065.00					09/03/2009 973.00	12/02/2009
11,081.00		542.406 T ROWE PRICE MID CAP VALUE FD 1 PROPERTY TYPE: SECURITIES 10,013.00					09/03/2009 1,068.00	12/02/2009
24,036.00		650. ST JUDE MEDICAL INC COM PROPERTY TYPE: SECURITIES 25,376.00					07/20/2009 -1,340.00	12/02/2009
19,074.00		300. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 16,293.00					09/03/2009 2,781.00	12/02/2009
15,385.00		390. SCRIPPS NETWORKS INTERAC CL A PROPERTY TYPE: SECURITIES 15,655.00					11/20/2009 -270.00	12/02/2009
8,187.00		300. WELLS FARGO & CO COM NEW PROPERTY TYPE: SECURITIES 7,980.00					09/03/2009 207.00	12/02/2009
11,061.00		550. WILLIAMS CO INC DEL COM PROPERTY TYPE: SECURITIES 10,933.00					11/20/2009 128.00	12/02/2009
TOTAL GAIN(LOSS)					----- -63,059. =====	

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
PNC BANK, NA	750.			750.
TOTALS	750.	NONE	NONE	750.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES-SUBJECT T	8,461.	8,461.
TOTALS	8,461.	8,461.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	206.	206.
FOREIGN TAXES ON QUALIFIED FOR	173.	173.
FOREIGN TAXES ON NONQUALIFIED	2.	2.
	-----	-----
TOTALS	381.	381.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR SERVICE FEES	4.	4.
TOTALS	4.	4.
	=====	=====

A.L. SPENCER FOUNDATION

25-1843761

FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION

JOHN HANCOCK LIFE INS. POLICY

TOTALS

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
POSTED CURR YR, TAXED PRIOR YR	221.
ROUNDING ADJUSTMENT	3.

TOTAL	224.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

POSTED SUBSEQ YR, TAXED CURR YR

291.

TOTAL

291.
=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

PA

A.L. SPENCER FOUNDATION
EIN 25-1843761

2009 FORM 990-PF
PART VII-B, LINE 2b

A second to die life insurance policy was issued to the Foundation on June 11, 2005 by John Hancock Life Insurance Company on the joint lives of A. Lawrence Spencer and Kathleen Spencer. National City Bank, which served as investment advisor and tax preparer for the Foundation, incorrectly valued the policy on the prior tax returns at its carrying value shown on the Bank's investment reports. Such carrying value was set artificially low so that little or no investment advisory fee would be charged to the Foundation with respect to the policy. Because of this oversight, the policy was undervalued on prior tax returns for purposes of computing the 5% minimum investment return under IRC §4942(e). This resulted in the Foundation failing to make sufficient qualifying distributions in calendar years 2006 and 2007. The shortfall or undistributed income for each such year was \$12,607 and \$25,985, respectively, or total undistributed income of \$38,592.

Upon discovering the valuation error in September of 2009, the Foundation managers promptly obtained from the insurer the policy's interpolated terminal reserve value and unexpired premium for each year and then recomputed the 5% minimum investment return to determine the undistributed income resulting therefrom. Attached is a schedule summarizing the above computations. The valuation of the policy using the interpolated terminal reserve value plus the unexpired premium is in accordance

with Reg. §20.2031-8. The Foundation made qualifying distributions of \$100,750 during 2009, which were first applied to satisfy the distributable amount of \$87,173 for 2008. An election under Reg. § 53.4942(a)-3(d)(2) is attached to treat the excess 2009 distribution of \$13,577 as made out of undistributed income for 2007. The Foundation managers plan to make sufficient qualifying distributions in 2010 to satisfy the 2009 distributable amount of \$82,820 and to further satisfy the remaining undistributed income for 2006 and 2007 totaling \$25,015.

The Foundation managers respectfully request that the excise tax under IRC §4942(a) not be imposed on its failure to distribute income for the years in question. IRC §4942(a)(2) and Reg. §53.4942(a)-1(b)(1)(ii) contain a good faith exception and state that the excise tax shall not apply to the extent the failure occurs solely because a foundation incorrectly valued its assets in calculating the minimum investment return, provided (a) such failure was not willful and was due to reasonable cause, (b) the undistributed amount is timely corrected by making qualifying distributions, (c) the foundation notifies the Commissioner that such amount has been distributed to correct such failure and (d) such distribution is treated as made out of the undistributed income for the taxable year the §4942 excise tax would have otherwise been imposed.

The Foundation satisfies all of the requirements for the good faith exception. It is apparent that the valuation mistake was inadvertent and not willful. Upon discovering the valuation mistake, the Foundation managers acted in good faith by promptly obtaining the correct value of the policy for each year, and implementing a plan to make

qualifying distributions of the undistributed income to rectify the error. The Foundation will treat the correcting distribution as made out of undistributed income for the years 2006 and 2007. Based on the facts and circumstances cited above, the excise tax should not be imposed against the Foundation.

A.L. SPENCER FOUNDATION
EIN 25-1843761

2009 FORM 990-PF
CORRECTION OF UNDISTRIBUTED INCOME

Tax Year	2006	2007	2008	2009
Distributable Amount (as corrected)	63,957	81,750	87,173	82,820
Qualifying Distributions applied from succeeding year	<u><51,350></u>	<u><55,765></u>	<u><100,750></u>	
Undistributed Income	12,607	25,985		
Excess Distribution from 2008			13,577	
Excess Distribution applied	<u> </u>	<u><13,577></u>	<u> </u>	<u> </u>
Remaining Undistributed Income at 12-31-09	<u>\$12,607</u>	<u>\$12,408</u>	<u>\$0.00</u>	<u>\$82,820</u>

The Foundation Managers will make sufficient qualifying distributions during 2010 to satisfy its 2009 distributable amount of \$82,820 and the remaining undistributed income for 2006 and 2007 totaling \$25,015.

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

OFFICER NAME:

A. LAWRENCE SPENCER

ADDRESS:

1815 WASHINGTON ROAD

PITTSBURG, PA 15237

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:

DAVID G. BLUEMLING, CPA, CVA

ADDRESS:

3605 MCKNIGHT EAST DRIVE

PITTSBURG, PA 15237

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:

DAVID G. MARTIN

ADDRESS:

681 ANDERSEN DRIVE

PITTSBURGH, PA 15220

TITLE:

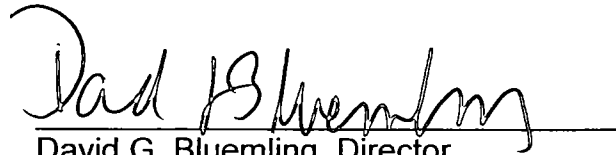
PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

A.L. SPENCER FOUNDATION
EIN 25-1843761

2009 FORM 990-PF
ELECTION

Pursuant to Treasury Reg. 53.4942(a)-3(d)(2), the A.L. Spencer Foundation hereby elects to have \$13,577 of its 2009 qualifying distributions treated as made out of its undistributed income for 2007.


David G. Bluemling, Director

RECIPIENT NAME:

A. LAWRENCE SPENCER

ADDRESS:

1815 WASHINGTON ROAD
PITTSBURGH, PA 15241

FORM, INFORMATION AND MATERIALS:

REQUESTS SHOULD BE SENT IN A LETTER FORMAT INDICATING THE SPECIFIC
AMOUNT AND THE PURPOSE FOR WHICH THE FUNDS ARE BEING REQUESTED.

APPLICANTS SHOULD INCLUDE A COPY OF THEIR IRS DETERMINATION LETTER.

SUBMISSION DEADLINES:

NO CURRENT SUBMISSION DEADLINE HAS BEEN ESTABLISHED.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

THE FOUNDATION ANTICIPATES THAT THE CHARITABLE ORGANIZATIONS RECEIVING
GRANTS WILL BE PRIMARILY THOSE BENEFITTING DISADVANTAGED CHILDREN
LIVING IN WESTERN PENNSYLVANIA.

=====

RECIPIENT NAME:

YMCA OF PITTSBURGH

ADDRESS:

330 BLVD OF THE ALLIES

PITTSBURGH, PA 15221

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT YMCA CAMPS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

BETHESDA HOSPITAL FOUNDATION

ADDRESS:

2815 SOUTH SEACREST BLVD.

BOYNTON BEACH, FL 33424-3628

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 50,000.

TOTAL GRANTS PAID:

100,000.

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NATIONAL CITY BANK
20 STANWIX STREET
PITTSBURGH PA 15222
NationalCity.com/PrivateClientGroup

ACCOUNT STATEMENT

SPENCER FOUNDATION, A L AG

Statement Period
Account Number

12/01/2009 through 12/31/2009
46 P1-3335-00-8

STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
APPLE INC 09/09 - 09/09				AAPL					
	150 000	\$24,953 00	\$31,609 80	\$210 73	\$6,656 80	4 32%	3 62%		
BAXTER INTL INC COM 09/09 - 09/09				BAX					
	300 000	\$16,860.00	\$17,604 00	\$58 68	\$744 00	2 41%	2 01%	\$348	1 98%
CISCO SYS INC COM 01/06 - 04/07				CSCO					
	700 000	\$15,335.73	\$16,758 00	\$23 94	\$1,422 27	2 29%	1 92%		
CONOCOPHILLIPS COM 02/06 - 06/08				COP					
	300 000	\$20,555 73	\$15,321 00	\$51 07	-\$5,234 73	2 10%	1 75%	\$600	3 92%
CSX CORP COM 07/09 - 07/09				CSX					
	500 000	\$19,115 00	\$24,245 00	\$48 49	\$5,130 00	3 32%	2.77%	\$440	1 81%
DOLLAR TREE STORES INC 07/09 - 07/09				DLTR					
	600 000	\$26,799 00	\$28,980 00	\$48 30	\$2,181.00	3 96%	3 31%		
E M C CORP MASS COM 12/09 - 12/09				EMC					
	600 000	\$10,074 00	\$10,482.00	\$17 47	\$408 00	1 43%	1 20%		
EBAY INC COM 12/09 - 12/09				EBAY					
	500.000	\$11,914 45	\$11,765 00	\$23 53	-\$149 45	1 61%	1 35%		
EXXON MOBIL CORP COM 12/09 - 12/09				XOM					
	300 000	\$22,706 97	\$20,457.00	\$68 19	-\$2,249.97	2 80%	2 34%	\$504	2 46%
FREEPORT-MCMORAN COPPER & GOLD INC CL B 09/09 - 09/09				FCX					
	200 000	\$12,797 26	\$16,058 00	\$80 29	\$3,260 74	2.20%	1 84%	\$120	0 75%
GOLDMAN SACHS GROUP INC COM 12/09 - 12/09				GS					
	200 000	\$33,243 84	\$33,768.00	\$168 84	\$524 16	4 62%	3 86%	\$280	0 83%



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INTEL CORP COM 07/09 - 07/09	500 000	\$9,445 00	\$10,200 00	INTC \$20 40	\$755 00	1.40%	1 17%	\$280	2 74%
JOHNSON & JOHNSON COM 07/09 - 07/09	400 000	\$23,776 00	\$25,764 00	JNJ \$64.41	\$1,988 00	3 52%	2 95%	\$784	3 04%
JOHNSON CTLS INC COM 09/09 - 09/09	500 000	\$11,999.05	\$13,620 00	JCI \$27 24	\$1,620.95	1 86%	1 56%	\$260	1 91%
JPMORGAN CHASE & CO COM 11/04 - 06/08	500 000	\$20,077 25	\$20,835.00	JPM \$41 67	\$757 75	2 85%	2 38%	\$100	0 48%
MARATHON OIL CORP COM 10/08 - 10/08	300 000	\$8,031 00	\$9,366 00	MRO \$31 22	\$1,335 00	1 28%	1 07%	\$288	3 07%
MCKESSON CORP COM (N/C FROM MCKESSON HBOC INC) 12/09 - 12/09	400 000	\$24,902 92	\$25,000 00	MCK \$62 50	\$97 08	3 42%	2 86%	\$192	0 77%
MICROSOFT CORP COM 02/06 - 12/09	700 000	\$18,670 46	\$21,336 00	MSFT \$30.48	\$2,665 54	2 92%	2 44%	\$364	1 71%
NOBLE CORPORATION COM 12/09 - 12/09	300 000	\$12,284 97	\$12,210.00	NE \$40 70	-\$74 97	1 67%	1 40%		
ORACLE CORP COM 01/03 - 03/04	700 000	\$8,934.00	\$17,171.00	ORCL \$24.53	\$8,237.00	2 35%	1.96%	\$140	0 81%
PEPSICO INC COM 12/09 - 12/09	400.000	\$25,416 00	\$24,320 00	PEP \$60 80	-\$1,096 00	3 33%	2 78%	\$720	2 96%



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PROCTER & GAMBLE CO COM									
12/09 - 12/09									
	400 000	\$25,271 96	\$24,252 00	\$60.63 PG	-\$1,019 96	3.32%	2.77%	\$704	2.90%
QUALCOMM INC COM									
05/03 - 05/03									
	200 000	\$3,024 00	\$9,252.00	\$46.26 QCOM	\$6,228 00	1.27%	1.06%	\$136	1.47%
UNITED TECHNOLOGIES CORP COM									
07/09 - 07/09									
	500 000	\$27,090 00	\$34,705 00	\$69.41 UTX	\$7,615 00	4.74%	3.97%	\$770	2.22%
VIACOM INC NEW									
CL B									
12/09 - 12/09									
	500 000	\$14,974 95	\$14,865 00	\$29.73 WFC	-\$109 95	2.03%	1.70%		
WELLS FARGO & CO NEW									
COM									
09/09 - 09/09									
	600 000	\$15,960 00	\$16,194 00	\$26.99 WMB	\$234 00	2.22%	1.85%	\$120	0.74%
WILLIAMS COS INC DEL COM									
11/09 - 11/09									
	500 000	\$9,938 80	\$10,540 00	\$21.08	\$601 20	1.44%	1.21%	\$220	2.09%
TOTAL DOMESTIC COMMON EQUITY									
		\$499,495.06	\$542,749.80		\$43,254.74	74.24%	62.09%	\$8,242	1.52%
DOMESTIC MUTUAL FUNDS									
ROYCE TOTAL RETURN FD #267									
11/04 - 05/06									
	1,882 618	\$23,000 00	\$20,351 10	\$10.81 RYTRX	-\$2,648 90	2.78%	2.33%	\$256	1.26%
T ROWE PRICE MID-CAP GROWTH FUND #64									
09/09 - 09/09									
	594 121	\$24,935 26	\$28,214 81	\$47.49 RPMGX	\$3,279 55	3.86%	3.23%		
T ROWE PRICE MID-CAP VALUE FUND									
FD#115									
09/09 - 09/09									
	1,353 585	\$24,987 18	\$28,046 28	\$20.72 TRMCX	\$3,059 10	3.84%	3.21%	\$284	1.01%
TOTAL DOMESTIC MUTUAL FUNDS									
		\$72,922.44	\$76,612.19		\$3,689.75	10.48%	8.76%	\$540	0.70%



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46 P1-3335-00-8

STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
INTERNATIONAL MARKETS									
DODGE & COX INTERNATIONAL STK FD									
01/05 - 12/09									
	927 931	\$28,091 72	\$29,554 60	\$31 85 DODFX	\$1,462 88	4.04%	3.38%	\$405	1.37%
HARBOR INTERNATIONAL FUND FD#11									
INSTITUTIONAL CLASS									
11/04 - 12/09									
	532 394	\$24,814 74	\$29,212 46	\$54 87 HAINX	\$4,397 72	4.00%	3.34%	\$375	1.28%
MASTERS SELECT FDS INTL FD									
01/03 - 12/09									
	2,276.499	\$26,315.36	\$29,708 31	\$13 05 MSILX	\$3,392 95	4.06%	3.40%		
HARDING LOEVNER FDS INC									
EMERGING MKTS									
09/09 - 09/09									
	540.394	\$20,000 00	\$23,231 54	\$42 99 HLEMX	\$3,231.54	3.18%	2.66%	\$68	0.29%
TOTAL INTERNATIONAL MARKETS									
		\$99,221.82	\$111,706.91		\$12,485.09	15.28%	12.78%	\$848	0.76%
TOTAL EQUITIES									
		\$671,639.32	\$731,068.90		\$59,429.58	100.00%	83.63%	\$9,630	1.32%
FIXED INCOME									
TAXABLE FIXED INCOME									
TAXABLE FUNDS									
DODGE & COX INCOME FD #147									
02/06 - 04/07									
	3,253 391	\$41,008 13	\$42,163 95	\$12 96 DODIX	\$1,155 82	34.77%	4.82%	\$2,203	5.22%
ISHARES IBOXX \$ INVESTMENT GRADE									
CORP BOND FD									
09/09 - 12/09									
	350 000	\$36,976 61	\$36,452 50	\$104.15 LQD	-\$524 11	30.06%	4.17%	\$2,004	5.50%
PIMCO TOTAL RETURN INSTL FUND #35									
04/07 - 04/07									
	3,949 901	\$41,078 97	\$42,658 93	\$10 80 PTTRX	\$1,579 96	35.17%	4.88%	\$2,402	5.63%
TOTAL TAXABLE FUNDS									
		\$119,063.71	\$121,275.38		\$2,211.67	100.00%	13.87%	\$6,609	5.45%
TOTAL TAXABLE FIXED INCOME									
		\$119,063.71	\$121,275.38		\$2,211.67	100.00%	13.87%	\$6,609	5.45%
TOTAL FIXED INCOME									
		\$119,063.71	\$121,275.38		\$2,211.67	100.00%	13.87%	\$6,609	5.45%



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STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date	Range	Quantity	Tax Cost	Market Value	Ticker	Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
MISCELLANEOUS ASSETS											
JOHN HANCOCK LIFE INSURANCE											
POL #59645549 OLO A L SPENCER											
IAO \$10,000,000											
06/05 - 06/05											
		1,000	1,008,812.10	833,541.10		\$1.00		100.00%			
CASH AND CASH EQUIVALENTS											
CASH EQUIVALENTS - TAXABLE											
ALLEGIAN Money Market Fund I Shares											
07/09 - 12/09											
		21,884.840	\$21,884.84	\$21,884.84		\$1.00		100.00%	2.50%	\$22	0.10%
CASH											
INCOME CASH											
			\$7,286.65	\$7,286.65				33.30%	0.83%		
PRINCIPAL CASH											
			-\$7,286.65	-\$7,286.65				-33.30%	-0.83%		
TOTAL CASH											
TOTAL CASH AND CASH EQUIVALENTS											
			\$21,884.84	\$21,884.84				100.00%	2.50%	\$22	0.10%
TOTAL PORTFOLIO											
			\$812,588.87	\$874,230.12			\$61,641.25	100.00%	100.00%	\$16,261	1.86%
TOTAL											
			1,821,399.87	1,707,770.12							