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

OMB No 1545-0052

2009

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , 2009, and ending

G 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.SPENCER CHARITABLE FOUNDATION  
1001 REDBUD TRAIL  
AUSTIN, TX 78746

A Employer identification number

74-2900267

B Telephone number (see the instructions)

(361) 882-7001

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 foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ 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 the instructions).)

(a) Revenue and expenses per books (b) Net investment income (c) Adjusted net income (d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (att sch)

8,984.

2 Check ☐ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

29,091.

29,091.

N/A

4 Dividends and interest from securities

17,817.

17,817.

5a Gross rents

b Net rental income or (loss)

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

-117,230.

b Gross sales price for all assets on line 6a 548,893.

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

0.

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/(loss) (att sch)

11 Other income (attach schedule)

153.

153.

12 Total. Add lines 1 through 11

-61,185.

47,061.

13 Compensation of officers, directors, trustees, etc

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) SEE ST 2

6,983.

1,746.

5,237.

c Other prof fees (attach sch) SEE ST 3

9,034.

9,034.

17 Interest

18 Taxes (attach schedule)(see instr) SEE STM. 4

406.

406.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

24 Total operating and administrative expenses. Add lines 13 through 23

16,423.

11,186.

5,237.

25 Contributions, gifts, grants paid PART. XV

75,000.

75,000.

26 Total expenses and disbursements. Add lines 24 and 25

91,423.

11,186.

80,237.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-152,608.

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

35,875.

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

SCANNED NOV 18 2010

ADMINISTRATIVE AND OPERATING 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	
<b>A S S E T S</b>	1 Cash — non-interest-bearing	111,095.	73,357.	73,357.	
	2 Savings and temporary cash investments				
	3 Accounts receivable				
	Less: allowance for doubtful accounts				
	4 Pledges receivable				
	Less: allowance for doubtful accounts				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7 Other notes and loans receivable (attach sch.)				
	Less: allowance for doubtful accounts				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments — U.S. and state government obligations (attach schedule) <b>STATEMENT 5</b>	443,804.	468,804.	480,004.	
	b Investments — corporate stock (attach schedule) <b>STATEMENT 6</b>	824,214.	729,648.	809,980.	
	c Investments — corporate bonds (attach schedule) <b>STATEMENT 7</b>	293,768.	247,066.	254,834.	
<b>L I A B I L I T I E S</b>	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 <b>SEE STATEMENT 8</b> )	126.	657.	656.	
	16 <b>Total assets</b> (to be completed by all filers — see instructions. Also, see page 1, item i)	1,673,007.	1,519,532.	1,618,831.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
<b>N E T A S S E T S  F U N D B A L A N C E S</b>	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe <b>SEE STATEMENT 9</b> )	867.	359.		
	23 <b>Total liabilities</b> (add lines 17 through 22)	867.	359.		
	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds	1,672,140.	1,519,173.		
	30 <b>Total net assets or fund balances</b> (see the instructions)	1,672,140.	1,519,173.		
	31 <b>Total liabilities and net assets/fund balances</b> (see the instructions)	1,673,007.	1,519,532.		

**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	1,672,140.
2 Enter amount from Part I, line 27a	2	-152,608.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	1,519,532.
5 Decreases not included in line 2 (itemize) <b>SEE STATEMENT 10</b>	5	359.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,519,173.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
<b>1a PUBLICALLY TRADED SECURITIES</b>		<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<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> 548,893.		666,123.	-117,230.
<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 (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
<b>a</b>			-117,230.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss). <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span> ...		<b>2</b>	-117,230.
<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 the instructions). If (loss), enter -0- in Part I, line 8 ...		<b>3</b>	-117,230.

**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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	43,607.	1,638,112.	0.026620
2007	24,521.	932,356.	0.026300
2006	16,841.	449,124.	0.037497
2005	18,848.	399,143.	0.047221
2004	16,638.	394,689.	0.042155

<b>2</b> Total of line 1, column (d) ...	<b>2</b>	0.179793
<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>	0.035959
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 ...	<b>4</b>	1,507,057.
<b>5</b> Multiply line 4 by line 3 ...	<b>5</b>	54,192.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) ...	<b>6</b>	359.
<b>7</b> Add lines 5 and 6 ...	<b>7</b>	54,551.
<b>8</b> Enter qualifying distributions from Part XII, line 4 ...	<b>8</b>	80,237.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 — see the instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)		1	359.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	359.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	359.
6 Credits/Payments.			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 1,000.		
b Exempt foreign organizations — tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	641.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax 641. Refunded	11	0.	

**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 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 .. \$ 0. (2) On foundation managers .. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers .. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions). TX		
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(i)(3) or 4942(i)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses. SEE STATEMENT 11	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 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 <u>N/A</u>				
14	The books are in care of <u>FANCHER &amp; COMPANY</u> Telephone no. <u>(361) 882-7001</u>			
Located at <u>600 LEOPARD ST. STE 2000, CORPUS CHRISTI</u> ZIP + 4 <u>78401</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A	<input type="checkbox"/>	N/A
		15		

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

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

	Yes	No
<b>1a</b> 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>b</b> If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
<b>c</b> 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
<b>2</b> 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)):		
<b>a</b> 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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions.)	2b	N/A
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
<b>3a</b> 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>b</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	N/A
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</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-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐

5b N/A

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

N/A

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? ☐ Yes ☒ No

If 'Yes' to 6b, file Form 8870.

6b X

**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

7b N/A

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JACK W. SPENCER 1001 REDBUD TRAIL WEST LAKE HILLS, TX 78746	PRES/DIR 2.00	0.	0.	0.
DEANNA JUNE SPENCER 1001 REDBUD TRAIL WEST LAKE HILLS, TX 78746	VP/DIR 1.00	0.	0.	0.
CHARLOTTE SPENCER STACY 2604 SALERNO PLACE CEDAR PARK, TX 78613	SEC/DIR 1.00	0.	0.	0.
ANDREW M. SPENCER 6011 SIERRA ARBOR CT AUSTIN, TX 78759-5175	TREAS/DIR 1.00	0.	0.	0.

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

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

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

0

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services -- (see instructions). If none, enter 'NONE'.

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

Total number of others receiving over \$50,000 for professional services ..... 0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3	0.

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a Average monthly fair market value of securities	1a	1,392,702.
b Average of monthly cash balances	1b	136,786.
c Fair market value of all other assets (see instructions)	1c	519.
d Total (add lines 1a, b, and c)	1d	1,530,007.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	1,530,007.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	22,950.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,507,057.
6 Minimum investment return. Enter 5% of line 5	6	75,353.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	75,353.
2a Tax on investment income for 2009 from Part VI, line 5	2a	359.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	359.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	74,994.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	74,994.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	74,994.

**Part XII Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	80,237.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	80,237.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	359.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	79,878.

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				74,994.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			74,129.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: \$ 80,237.				
a Applied to 2008, but not more than line 2a			74,129.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				6,108.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				68,886.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

N/A

**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 organization had \$5,000 or more in assets at any time during the year – see instructions.)**

### 1 Information Regarding Foundation Managers:

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

SEE STATEMENT 12

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 13				
Total ..			▶ 3a	75,000.
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 the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments . . .					
3	Interest on savings and temporary cash investments			14	29,091.	
4	Dividends and interest from securities . .			14	17,817.	
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 . . . . .					-117,230.
9	Net income or (loss) from special events. . . . .					
10	Gross profit or (loss) from sales of inventory . . . . .					
11	Other revenue:					
a	OTHER INCOME			1	153.	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e) .				47,061.	-117,230.
13	Total. Add line 12, columns (b), (d), and (e)				13	-70,169.

(See worksheet in the instructions for line 13 to verify calculations.)

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

[illegible]



**Schedule B**  
**(Form 990, 990-EZ,**  
**or 990-PF)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545 0047

**2009**

Name of the organization

**SPENCER CHARITABLE FOUNDATION**

Employer identification number

**74-2900267**

**Organization type (check one):**

**Filers of:**

Form 990 or 990-EZ

**Section:**

- ☐ 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)/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 their 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).

**BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

**Schedule B (Form 990, 990-EZ, or 990-PF) (2009)**

Name of organization

Employer identification number

SPENCER CHARITABLE FOUNDATION

74-2900267

**Part I** Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MR. & MRS JACK SPENCER 1001 REDBUD TRAIL WEST LAKE HILLS, TX 78746	\$ 8,984.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization

Employer identification number

SPENCER CHARITABLE FOUNDATION

74-2900267

**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
	N/A		
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

SPENCER CHARITABLE FOUNDATION

74-2900267

**Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year.** (Complete cols (a) through (e) and the following line entry.)For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once — see instructions.)

► \$ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

2009

## FEDERAL STATEMENTS

PAGE 1

SPENCER CHARITABLE FOUNDATION

74-2900267

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	\$ 153.	\$ 153.	
TOTAL	\$ 153.	\$ 153.	0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES . . . . .	\$ 1,885.	\$ 471.		\$ 1,414.
TAX PREP FEES . . . . .	5,098.	1,275.		3,823.
TOTAL	\$ 6,983.	\$ 1,746.		\$ 5,237.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL MANAGEMENT FEE	\$ 9,034.	\$ 9,034.		
TOTAL	\$ 9,034.	\$ 9,034.		\$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX . . . . .	\$ 406.	\$ 406.		
TOTAL	\$ 406.	\$ 406.		\$ 0.

## SPENCER CHARITABLE FOUNDATION

74-2900267

**STATEMENT 5**  
**FORM 990-PF, PART II, LINE 10A**  
**INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS**

<u>U.S. GOVERNMENT OBLIGATIONS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
FEDERAL FARM CREDIT BANKS	COST	\$ 25,008.	\$ 26,180.
FEDERAL NAT'L MORT DATED 4/16/07 5.00%	COST	51,116.	54,313.
UNITED STATES TREASURY NOTES DATED 9/15/	COST	46,104.	48,547.
FEDERAL HOME LN BKS 3.125%	COST	49,358.	51,672.
FEDERAL HOME LN BKS 1 5%	COST	40,113.	40,850.
FEDERAL HOME LN BKS 1 3.5%	COST	49,645.	50,203.
US TREASURY NOTES 2.125%	COST	30,077.	30,044.
FEDERAL HOME LN MTN 3.75%	COST	75,000.	73,798.
		<u>\$ 366,421.</u>	<u>\$ 375,607.</u>
<u>STATE/MUNICIPAL OBLIGATIONS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
WINDER BARROW INDUSTRIAL BUILDING AUTH G	COST	51,963.	53,395.
MINNEAPOLIS MINNESOTA NON-CALLABLE	COST	50,420.	51,002.
		<u>\$ 102,383.</u>	<u>\$ 104,397.</u>
	<b>TOTAL</b>	<u><u>\$ 468,804.</u></u>	<u><u>\$ 480,004.</u></u>

**STATEMENT 6**  
**FORM 990-PF, PART II, LINE 10B**  
**INVESTMENTS - CORPORATE STOCKS**

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
COCA COLA	COST	\$ 5,702.	\$ 6,555.
GENERAL ELECTRIC CO.	COST	6,556.	6,582.
HONEYWELL INT'L, INC.	COST	3,957.	3,528.
ISHARES COHEN & STEERS REALTY	COST	26,129.	48,844.
JOHNSON & JOHNSON	COST	3,987.	3,929.
JP MORGAN CHASE & CO.	COST	7,885.	9,001.
VODAFONE GROUP PLC	COST	5,793.	4,987.
FORWARD HOOVER SMALL CAP EQUITY	COST	72,956.	65,638.
THORNBURG INT'L VALUE FUND INSTL	COST	125,738.	106,710.
PEPSICO INC	COST	6,133.	5,472.
PFIZER INC	COST	5,378.	4,002.
HSBC HOLDINGS PLC	COST	1,424.	4,053.
IVY GLOBAL NATURAL RESOURCES FND CLASS Y	COST	28,700.	33,084.
ALLERGAN INC	COST	8,134.	8,380.
APPLE INC	COST	8,325.	10,747.
CONAGRA FOODS INC	COST	1,868.	2,236.
COGNIZANT TECH SOLUTIONS	COST	3,498.	8,295.
GILEAD SCIENCES INC	COST	5,159.	5,409.
GOOGLE INCORPORATED CLASS A	COST	9,558.	11,780.
MICROSOFT CORP WASHINGTON	COST	8,998.	8,931.
ORACLE CORPORATION	COST	4,016.	5,029.
PATTERSON-UTI ENERGY INC	COST	2,549.	2,748.
NOVARTIS AG ADR	COST	3,872.	4,354.
AFLAC INC COM	COST	6,787.	13,181.
AIR PRODUCTS & CHEMICALS INC COM	COST	6,684.	7,458.
ALLSTATE CORP COM	COST	5,484.	4,206.
BAXTER INTERNATIONAL INC COM	COST	6,451.	6,748.

## SPENCER CHARITABLE FOUNDATION

74-2900267

STATEMENT 6 (CONTINUED)  
 FORM 990-PF, PART II, LINE 10B  
 INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CISCO SYSTEM INC	COST	\$ 9,415.	\$ 9,863.
CORNING INC	COST	1,966.	3,283.
COSTCO WHOLESALE CORP NEW	COST	4,207.	4,438.
FPL GROUP INC	COST	2,670.	3,169.
HEWLETT PACKARD CO	COST	8,219.	9,014.
INTEL CORP	COST	8,416.	11,118.
LIMITED BRANDS INC	COST	1,390.	2,309.
MCDONALD'S CORP	COST	3,868.	4,371.
MERCK & CO INC	COST	7,117.	7,089.
NUVASIVE INC	COST	4,163.	2,782.
O'REILLY AUTOMOTIVE INC	COST	3,712.	5,718.
PHILIP MORRIS INT'L INC	COST	12,985.	12,915.
SCHLUMBERGER LIMITED	COST	8,918.	8,852.
SCHWAB CHARLES CORP NEW	COST	3,156.	3,952.
MAINSTAY CONVERTIBLE FUND	COST	34,016.	41,072.
T ROWE PRICE INTL DISCOVERY FD	COST	25,173.	25,884.
ABERCROMBIE & FITCH CO CLASS A	COST	2,075.	3,136.
AMERICAN EXPRESS CO	COST	1,841.	2,229.
AMERIPRISE FINANCIAL INC	COST	4,348.	7,182.
ANADARKO PETROLEUM CORP	COST	3,106.	3,121.
APPLIED MATERIALS INC	COST	4,130.	4,391.
AQUA AMERICA INC	COST	2,079.	2,101.
BAIDU INC SPONSORED ADR	COST	2,940.	7,402.
BANK OF HAWAII	COST	1,936.	2,212.
BARD C.R. INC	COST	3,230.	3,506.
BHP BILLITON LTD	COST	5,988.	6,126.
BORGWARNER INC	COST	2,778.	2,824.
BP PLC SPONSORED ADR	COST	3,519.	4,638.
CARNIVAL CORP PAIRED CTF	COST	4,850.	5,387.
CENOVUS ENERGY INC	COST	1,063.	1,512.
CHESAPEAKE ENERGY CORP	COST	2,459.	2,847.
CHEVRON CORPORATION	COST	3,091.	3,080.
CUMMINS INC	COST	2,287.	3,210.
DEERE & CO	COST	3,894.	4,597.
DEVRY INC DEL	COST	5,113.	5,673.
DOW CHEMICAL CO	COST	1,899.	2,487.
EMC CORP MASSACHUSETTS	COST	4,608.	6,551.
EMERSON ELECTRIC CO	COST	6,650.	6,603.
ENCANA CORP	COST	1,129.	1,943.
EXXON MOBIL CORP	COST	10,464.	9,888.
GENTEX CORP	COST	911.	1,160.
HOME DEPOT INC	COST	1,821.	2,025.
ILLINOIS TOOL WORKS INC	COST	3,955.	4,559.
INVESCO LTD	COST	3,954.	4,581.
KELLOG CO	COST	2,092.	2,128.
KENNAMETAL INC	COST	3,077.	3,499.
LOWES COS INC	COST	3,717.	4,210.
M&T BANK CORP	COST	1,953.	2,676.
MASTERCARD INC CL A	COST	3,299.	4,864.
MAXIM INTEGRATED PRODUCTS INC	COST	1,572.	2,235.
MEDTRONIC INC	COST	1,956.	2,639.
METLIFE INC	COST	4,354.	3,889.
MOSAIC COMPANY	COST	2,408.	3,285.
NORFOLK SOUTHERN CORP	COST	1,724.	2,621.
NORTHERN TRUST CORP	COST	2,670.	2,620.

## SPENCER CHARITABLE FOUNDATION

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STATEMENT 6 (CONTINUED)  
FORM 990-PF, PART II, LINE 10B  
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NUCOR CORP	COST	\$ 2,787.	\$ 3,265.
NYSE EURONEXT	COST	4,213.	3,669.
PACCAR INC	COST	2,223.	2,358.
PETROLEO BRASILEIRO SA PETRO	COST	5,849.	8,344.
PRICELINE.COM INCORPORATED	COST	3,235.	8,736.
PRINCIPAL FINANCIAL GROUP	COST	3,438.	3,366.
QUALCOMM INC	COST	7,357.	7,402.
RIO TINTO PLC SPON ADR	COST	1,729.	2,154.
SAP AG SPONSORED ADR	COST	4,043.	3,979.
SIEMENS AG SPONSORED ADR	COST	1,875.	1,834.
SOUTHWEST AIRLINES CO	COST	2,530.	4,058.
ST. JUDE MEDICAL INC	COST	4,647.	4,414.
STARBUCKS CORP	COST	3,333.	6,457.
STEEL DYNAMICS INC	COST	2,406.	2,835.
SUNCOR ENERGY INC	COST	2,792.	2,648.
TENARIS S A SPONSORED ADR	COST	1,577.	2,772.
TEREX CORP	COST	4,235.	4,160.
TIDEWATER INC	COST	1,728.	1,918.
UNION PACIFIC CORP	COST	2,842.	2,875.
URBAN OUTFITTERS INC	COST	1,472.	3,149.
VALE SA SP ADR	COST	1,455.	2,613.
VISA INC CL A	COST	4,507.	4,810.
WAL MART STORES INC	COST	5,438.	5,612.
XTO ENERGY INC	COST	4,071.	4,653.
YUM! BRANDS INC	COST	3,814.	4,546.
TOTAL		\$ 729,648.	\$ 809,980.

STATEMENT 7  
FORM 990-PF, PART II, LINE 10C  
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VERIZON COMMUNICATIONS 5.35% 02/15/2011	COST	\$ 25,216.	\$ 26,068.
CREDIT SUISSE FIRST BOSTON USA	COST	24,761.	25,678.
AT&T INCORPORATED 4.95%	COST	51,296.	53,344.
PHIZER INCORPORATED 4.5%	COST	40,197.	42,397.
WALT DISNEY COMPANY 4.70%	COST	51,341.	53,833.
GENENTECH INCORPORATED	COST	54,255.	53,514.
TOTAL		\$ 247,066.	\$ 254,834.

2009

## FEDERAL STATEMENTS

PAGE 5

SPENCER CHARITABLE FOUNDATION

74-2900267

**STATEMENT 8**  
**FORM 990-PF, PART II, LINE 15**  
**OTHER ASSETS**

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
INTEREST RECEIVABLE - BOND PURCHASE .....	\$ 656.	\$ 656.
ROUNDING .....	1.	
TOTAL	<u>\$ 657.</u>	<u>\$ 656.</u>

**STATEMENT 9**  
**FORM 990-PF, PART II, LINE 22**  
**OTHER LIABILITIES**

FEDERAL INCOME TAX PAYABLE .....	\$ 359.
TOTAL	<u>\$ 359.</u>

**STATEMENT 10**  
**FORM 990-PF, PART III, LINE 5**  
**OTHER DECREASES**

CURRENT YEAR FEDERAL INCOME TAXES .....	\$ 359.
TOTAL	<u>\$ 359.</u>

**STATEMENT 11**  
**FORM 990-PF, PART VII-A, LINE 10**  
**SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR**

<u>NAME OF SUBSTANTIAL CONTRIBUTOR</u>	<u>ADDRESS OF SUBSTANTIAL CONTRIBUTOR</u>
JACK & DEANNA SPENCER	1001 REDBUD TRAIL WEST LAKE HILLS, TX 78746

**STATEMENT 12**  
**FORM 990-PF, PART XV, LINE 1A**  
**FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS**

JACK W. SPENCER  
 DEANNA JUNE SPENCER

## SPENCER CHARITABLE FOUNDATION

74-2900267

STATEMENT 13  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
BAYLOR UNIVERSITY - SCHOLARSHIP ONE BEAR PLACE WACO, TX 76798	NONE		JOHN HURST BENNET SCHOLARSHIP	\$ 12,000.
SALVATION ARMY 501 E 8TH ST AUSTIN, TX 78701	NONE		FOR OPERATING CHARITABLE ACTIVITIES	6,000.
CORPUS CHRISTI METRO MINISTRIE 1919 LEOPARD STREET CORPUS CHRISTI, TX 78408	NONE		FOR OPERATING CHARITABLE ACTIVITIES	6,000.
BRIDGE BREAST NETWORK 3600 GASTON, STE 401 DALLAS, TX 75246	NONE		FOR OPERATING CHARITABLE ACTIVITIES	6,000.
CAPITAL AREA FOOD BANK OF TX 8201 SOUTH CONGRESS AVE AUSTIN, TX 78745	NONE		FOR OPERATING CHARITABLE ACTIVITIES	6,000.
SAFE PLACE P.O. BOX 19454 AUSTIN, TX 78760	NONE		FOR OPERATING CHARITABLE ACTIVITIES	6,000.
BAYLOR UNIVERSITY-SCHOLARSHIP ONE BEAR PLACE WACO, TEXAS, TX 76798	NONE		SPENCER FAMILY SCHOLARSHIP	24,000.
HELPING HAND HOME FOR CHILDREN 3804 AVENUE B AUSTIN, TX 78751	NONE		FOR OPERATING CHARITABLE ACTIVITIES	6,000.
AUSTIN CHILDREN'S SHELTER 804 RIO GRANDE ST. AUSTIN, TX 78701	NONE		FOR OPERATING CHARITABLE ACTIVITIES	2,000.
SEASON FOR CARING PO BOX 50066 AUSTIN, TX 78763	NONE		FOR OPERATING CHARITABLE ACTIVITIES	1,000.
TOTAL				\$ 75,000.



**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

► File a separate application for each return.

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

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

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

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

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

Type or print  File by the due date for filing your return. See instructions	Name of Exempt Organization <b>Spencer Charitable Foundation</b>	Employer identification number <b>74 2900267</b>	
	Number, street, and room or suite no. If a P O box, see instructions <b>1001 Redbud Trail</b>		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>Austin, TX 78746</b>		

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

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

- The books are in the care of ► **Robert C. Fancher, CPA**

Telephone No. ► ( **361** ) **882-7001** FAX No. ► ( **361** ) **882-6933**

- 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 **8-15**, 20**10**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 20**09** or
  - ☐ tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_\_.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	.00
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	.00
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	\$	.00

**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.

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

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

Type or print  File by the extended due date for filing the return. See instructions.	Name of Exempt Organization <b>Spencer Charitable Foundation</b>	Employer identification number <b>74 2900267</b>
	Number, street, and room or suite no. If a P O box, see instructions <b>1001 Redbud Trail</b>	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>Austin, TX 78746</b>	

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

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

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

- The books are in the care of **Robert C. Fancher**  
Telephone No. **( 361 ) 882-7001** FAX No. **( 361 ) 882-6933**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4** I request an additional 3-month extension of time until **November 15**, 20**10**.
- 5** For calendar year **2009**, or other tax year beginning , 20 , and ending , 20 .
- 6** If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7** State in detail why you need the extension **Tax preparer discovered accounting information incomplete at a late date. Research is being done to resolve questions in order to file a complete and proper return.**

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

**Signature and Verification**

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

Signature ▶

Title ▶

Date ▶