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Form **990-PF**

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 ca	lendar year 2009, or tax year beginning		, and ending		
G Ch	eck all that apply: Initial return Initia	al Return of a former pu	ublic charity	Fina	al return
	Amended return	Address of	· —	hange	
			IA	Employer identification nun	nber
Use I IRS la		TION	l^	74-2900267	
Other		.1.1011	l _B	Telephone number (see the	instructions)
pri	nt AUSTIN TX 78746		l B	•	
or ty	pe. I		<u> </u>	(361) 882-700	
See Sp Instruc			C	If exemption application is	
				1 Foreign organizations, chec	
H	Check type of organization: X Section 501	(c)(3 <u>) e</u> xempt private fo	oundation	2 Foreign organizations meet	
	Section 4947(a)(1) nonexempt charitable tru	ist Other taxable p	rivate foundation	here and attach computation	
I F	air market value of all assets at end of year J Acco	ounting method: X Ca	ash Accrual E	If private foundation status under section 507(b)(1)(A)	
((from Part II, column (c), line 16)	Other (specify)	F	If the foundation is in a 60-	
▶ 5		column (d) must be on		under section 507(b)(1)(B)	
Part					
	Expenses (The total of amounts in	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable
	columns (b), (c), and (d) may not neces-	exhelizes hel nooks	income	income	purposes
	sarily equal the amounts in column (a)				(cash basis only)
	(see the instructions).)	0.004			
	1 Contributions, gifts, grants, etc, received (att sch)	8,984.			
	2 Ck lif 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.	H/A	······································
	5a Gross rents	11,011.	11,011.		
=	b Net rental income				
Z010	or (loss)	-117,230.	<u></u>		
F	6a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all 548,893.	111,230.	*******************************		
29 ∨	assets on line 6a		0.		
≕ E	7 Capital gain net income (from Part IV, line 2)		<u> </u>		***************************************
A D E	Net short-term capital gain Income modifications.				
ŹĔ	4.6 Cross color loss				
	returns and		*		
<u> </u>	B Less: Cost of V 1 & 2010				
Ź			***************************************		
孨	c Gross profit/(loss) (att sch)				
<u></u>	11 Other income (attach schedule)	153.	153.		***************************************
		-61,185.	47,061.		
	12 Total. Add lines 1 through 11 13 Compensation of officers, directors, trustees, etc	-01,105. 0.	47,001.		
	1 ' ' ' ' ' '			,	
	14 Other employee salaries and wages	· ·-			
	15 Pension plans, employee benefits				
A	16a Legal fees (attach schedule)	C 002	1 746		5,237.
M	DACCOUNTING ICES (ALLACIT SCIT) SEE SE Z	6, 983.	1,746.		3,231.
Ņ	C orner bion tees (arrach scit) SEE SE SE	9,034.	9,034.	<u> </u>	
O Î P S E T	17 Interest	40.5	100	-	
PERAT	, , , , , , , , , , , , , , , , , , , ,	406.	406.		
ĄÃ	i i b Depreciation (attach				
1 1					
N V					
A E					
A E N X D P	23 Other expenses (attach schedule)				
Ē			•		
N S	24 Total operating and administrative				
E	expenses. Add lines 13 through 23.	16,423.	11,186.		5,237.
J	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	-152 600	<u>``</u>		
	. and disputs official	-152,608.	<u> </u>		
			25 075	}	t
	b Net investment income (if negative, enter -0) C Adjusted net income (if negative, enter 0)		35,875.		<u></u>

ė v

1 Cash - non-interest-bearing 111, 095 73, 357 7	Dark	#E I	Balance Sheets Attached schedules and amounts in the description column should be for end of year amounts only	Beginning of year	End of	
2 Savings and temporary cash investments. 3 Accounts receivable Less: allowance for doubtful accounts > 4 Piedges receivable Less: allowance for doubtful accounts > 5 Grants receivable 6 Receivable defense interest, directors, fusities, and other disqualified persons (attach schedule) (see the instructions) 7 Other notes and coars receivable (attach sch) Less: allowance for doubtful accounts > 8 Inventiones for sale or use. 9 Prepard expenses and deferred charges 10 Investments — use and state government obligations (attach schedule) . STATEMENT 5 blinestments — corporate back (attach schedule) . STATEMENT 6 (colorestments — corporate back (attach schedule) . STATEMENT 7 11 Investments — corporate back (attach schedule) . STATEMENT 7 12 Investments — and, buildings, and equipment basis . sax accumulated depreciation (attach schedule)	- air	BE 1	Balance Sheets column should be for end of year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
A Second		1	Cash — non-interest-bearing	111,095.	73,357.	73,357.
Less: allowance for doubtful accounts * 4 Pledges receivable Less, allowance for doubtful accounts * 5 Grants receivable Less, allowance for doubtful accounts * 5 Grants receivable (attach schedule) (see the instructions) 7 Other notes and loans receivable (attach sch 2 Perpared expenses and deferred charges 9 Prepared expenses and deferred charges 10a Investments – U.S. and state government STATEMENT 5 443, 804 468, 804 480, 4 480, 6 6 6 6 6 6 6 6 6 6		2	Savings and temporary cash investments			
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R S 30 Total net assets or fund balances (see the instructions) 31 Total liabilities and net assets/fund balances (see the instructions) 31 (see the instructions) 31 1,673,007. 31 1,519,173.	SN	28	· · · · · · · · · · · · · · · · · · ·			
31 Total liabilities and net assets/fund balances (see the instructions) 1,673,007. 1,519,532.	OE	29	Retained earnings, accumulated income, endowment, or other funds.			
(see the instructions) . 1,673,007. 1,519,532.	RS			1,672,140.	1,519,173.	
		31		1,673,007	1.519.532.	
	Part	III			=/ == / 00= -	· · · · · · · · · · · · · · · · · · ·
1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with					ee with	
end-of-year figure reported on prior year's return)	'	end-	of-year figure reported on prior year's return)	(a), mie 50 (must agr	1	1,672,140.
2 Enter amount from Part I, line 27a	2	Ente	r amount from Part I, line 27a		2	-152,608.
3 Other increases not included in line 2 (itemize).	3	Other	increases not included in line 2 (itemize).		3	
4 Add lines 1, 2, and 3	4	Add	lines 1, 2, and 3		1 - 1	1,519,532.
						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,		Total	net assets or fund balances at end of year (line 4 minus line 5) -	- Part II, column (b), lin	e 30 . 6	1,519,173.

t

,	(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 acq P — Purch D — Donat			- Purchase (month, day, year)		(d) Date sold (month, day, year)	
1a	PUBLICALLY TRADED S	ECURITIES		P		VARIOUS	VARIOUS
b							
c							
d							
е							
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other bas plus expense of sal			(h) Gain or (e) plus (f) m	
a	548,893.		66	6,123.			-117,230.
b							
d							
e							
		ig gain in column (h) and owned by t	he foundation on 12/31/69			(1) 0 (0-1-	(1-)
	(i) Fair Market Value	(j) Adjusted basis	(k) Excess of column	W		(I) Gains (Colu gain minus column (k	
	as of 12/31/69	as of 12/31/69	over column (j), if ar	ויי		ian -0-) or Losses (fr	
	-		4,,				117 220
<u>a</u>	· · · · · · · · · · · · · · · · · · ·	-					-117,230 .
<u>b</u>							
<u>c</u>							
<u>d</u>							
е			•				
2	Capital gain net income or (net		enter in Part I, line 7 er -0- in Part I, line 7		2		-117,230.
3	Net short-term capital gain or (lo	oss) as defined in sections 1222(5) a	nd (6):				
	If gain, also enter in Part I, line in Part I, line 8	8, column (c) (see the instructions).	If (loss), enter -0-		3		-117,230.
Pari	V Qualification Under	Section 4940(e) for Reduce	d Tax on Net Investme	ent Inco	me		•
		foundations subject to the section 49					-
Was t	s,' the foundation does not qualif	s part blank. on 4942 tax on the distributable amo y under section 4940(e). Do not com each column for each year; see the	plete this part.			Yes	X No
<u> </u>	1	· · · · · · · · · · · · · · · · · · ·		ny entries	·		
	(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use ass	ets	(col	(d) Distribution umn (b) divided l	
	2008	43,607.	1,638	3,112.			0.026620
	2007	24,521.		2,356.			0.026300
	2006	16,841.		9,124.			0.037497
	2005	18,848.		9,143.			0.047221
	2004	16,638.		1,689.			0.042155
	2004	10,030.		2,003.			0.012133
	Total of line 1, column (d)				2		0.179793
3	Average distribution ratio for the number of years the foundation	5-year base period — divide the tota has been in existence if less than 5 y	t on line 2 by 5, or by the years		3		0.035959
4	Enter the net value of noncharite						
	Zittor the fiet value of fieldshall	able-use assets for 2009 from Part X	, line 5		4	1	<u>,507,057.</u>
5		able-use assets for 2009 from Part X	•		5	1	54,192.
	Multiply line 4 by line 3		· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·		1	
6	Multiply line 4 by line 3 Enter 1% of net investment inco		· · · · · · · · · · · · · · · · · · ·		5_	1	54,192.
6 7	Multiply line 4 by line 3 Enter 1% of net investment inco Add lines 5 and 6	ome (1% of Part I, line 27b) .	· · · · · · · · · · · · · · · · · · ·		5	1	54,192. 359. 54,551.
6 7	Multiply line 4 by line 3 Enter 1% of net investment inco Add lines 5 and 6 Enter qualifying distributions from	ome (1% of Part I, line 27b)	· · · · · · · · · · · · · · · · · · ·		5 6 7 8		54,192. 359.

Part VI Excise Tax Based on Investment Income (section 4940a), 4940b, 4940b, or 4948 – see the instructions) Tax Eumplograting bondations desirated in section 4940b, citize the part of the par	Form 990-PF (2009) SPENCER CHARITABLE FOUNDATION 74-29002	67	Page	e 4
b Domestic foundations that meet the section 4940(c) requirements in Part V, check here X and enter 1% of Part I, line 27b c. All other dematts (auditations enter 2% of line 27b. Dempt ferripy organizations enter 4% of Part I, line 12, column (b) 2 2 359. c. All other dematts (auditations enter 2% of line 27b. Dempt ferripy organizations enter 4% of Part I, line 12, column (b) 2 3 359. c. All other dematts (auditations enter 2% of line 27b. Dempt ferripy organizations enter 4% of Part I, line 12, column (b) 2 0.3 3 3359. c. Add lines 1 and 2 3 3359. c. Add lines 1 3 3359. c. Add lines 1 and 2 3 3359. c. Add lines 1 3 3 3 3 3 3 3 3 3	Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see the instr	uctions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here * M and enter 15 of Part I, line 27b c All other demostic foundations enter 15 of Part I, line 27b c All other demostic foundations only. Others enter 40 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.) 3 Add lines 1 and 2 4 Subtilla A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0.) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0. 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0. 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0. 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0. 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0. 5 Tax based on investment recome to subtract line 4 from line 3. If zero or less, enter -0. 5 Tax based on investment and 2008 corpsyment credited to 2009 6 Tax based on investment and 2008 corpsyment credited to 2009 6 Tax based on investment and 2008 corpsyment credited to 2009 6 Tax based on investment and 2008 corpsyment credited to 2009 7 Total credits and payments. Add clines 6 and 8, enter the second of 5 decided 2000 settles and 5 decided 2000 settles and 8 total of 10 corpsyment. If line 7 is mere than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is mere than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is mere than the total clines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is mere than the total clines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is mere than the total clines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is mere than the total clines 5 and 8, enter the amount overpaid 11 During the tax year, did the found	1'a Exempt operating foundations described in section 4940(d)(2), check here and enter 'N/A' on line 1.			*****
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here * M and enter 15 of Part I, line 27b c All other demostic foundations enter 15 of Part I, line 27b c All other demostic foundations only. Others enter 40 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.) 3 Add lines 1 and 2 4 Subtilla A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0.) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0. 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0. 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0. 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0. 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0. 5 Tax based on investment recome to subtract line 4 from line 3. If zero or less, enter -0. 5 Tax based on investment and 2008 corpsyment credited to 2009 6 Tax based on investment and 2008 corpsyment credited to 2009 6 Tax based on investment and 2008 corpsyment credited to 2009 6 Tax based on investment and 2008 corpsyment credited to 2009 7 Total credits and payments. Add clines 6 and 8, enter the second of 5 decided 2000 settles and 5 decided 2000 settles and 8 total of 10 corpsyment. If line 7 is mere than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is mere than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is mere than the total clines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is mere than the total clines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is mere than the total clines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is mere than the total clines 5 and 8, enter the amount overpaid 11 During the tax year, did the found	Date of ruling or determination letter: (attach copy of letter if necessary - see instr.)			
c All other densetic foundations enter 2% of line 27b. Exempt fereign organizations sinker 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.) 3 Add lines 1 and 2 4 Subtille A (incnice) lax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0.) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0. 5 Credistra/pramets. a 200 estimated tax pints and 2008 evergament crediste to 2009 6 B Exempt foreign organizations. — Lax withheld at source 6 Tax paid with application for extension of time to file (Form 8668) 6 B Exter any penalty for underpayment of estimated tax. One of the second of the			359	€.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable 3 Add lines I and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. if zero or less, enter -0- 6 Credits/Payments. 5 Tax based on investment income. Subtract line 4 from line 3. if zero or less, enter -0- 6 Credits/Payments. 6 Secretary and the subtract line 4 from line 3. if zero or less, enter -0- 6 Credits/Payments. 6 Secretary and the subtract line 4 from line 3. if zero or less, enter -0- 7 Total credits and payments. Add lines 6a through 6d. 7 Total credits and payments. Add lines 6a through 6d. 8 Enter any penalty for underpayment of estimated tax. Check here for form 2220 is attached for or o	check here ► X and enter 1% of Part I, line 27b			
foundations only. Others enter -0-) 3 Add lines I and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Credits/Payments. a 2009 estimated tax prits and 2008 overpoyment credited to 2009 b Exempt foreign organizations — Lax withheld at source c Tax paid with application for extension of time to file (Form 8858) 6 C. d Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated fax. Check here file form 2220 is attached 9 Tax due. If the blad lines 5 and 8 more than line, 4 reter amount overpaid 10 Overpayment. If line? Is more than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line? Is more than the total of lines 5 and 8, enter the amount overpaid 11 Earlier the amount of line 10 bits Certified to 2019 estimated tax for the company of	c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
foundations only. Others enter -0-) 3 Add lines I and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Credits/Payments. a 2009 estimated tax prits and 2008 overpoyment credited to 2009 b Exempt foreign organizations — Lax withheld at source c Tax paid with application for extension of time to file (Form 8858) 6 C. d Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated fax. Check here file form 2220 is attached 9 Tax due. If the blad lines 5 and 8 more than line, 4 reter amount overpaid 10 Overpayment. If line? Is more than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line? Is more than the total of lines 5 and 8, enter the amount overpaid 11 Earlier the amount of line 10 bits Certified to 2019 estimated tax for the company of	2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. if zero or less, enter -0- 5 359. 5 Credistry/pyments. a 2009 stimulated tax pints and 2008 overpayment credited to 2009 b Exempt foreign organizations — lax withheld at source c Tax paid with application for extension of time to file (Form 8868) 6 d 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here 9 Tax due. If the total files 3 and 8 is more than line, reter amount owed 9 Tax due. If the total files 3 and 8 is more than line, reter amount owed 9 Tax due. If the total files 3 and 8 is more than line, reter amount owed 9 Tax due. If the total files 3 and 8 is more than line, reter amount owed 9 Tax due. If the total files 3 and 8 is more than line, reter amount owed 9 Tax due. If the total files 3 and 8 is more than line, reterined to 2008 estimated tax 10 overpayment. If ine? I not reterined to 2008 estimated tax 641. Refunded 11 Ourning the tax year, dud the foundation attempt to influence any national, state, or local legislation or did it participated or influence or inference in any political campaign? 10 Uning the tax year, dud the foundation attempt to influence any national, state, or local legislation or did it year. 10 Uning the tax year, dud the foundation attempt to influence any national, state, or local legislation or did it year. 11 Uning the tax year, dud the foundation attempt to influence any national, state, or local legislation or did it year. 12 Uning the tax year is the foundation of the activities. 13 Uning the tax year is the foundation of the foundation of the activities. 14 Uning the tax year is the foundation of the foundation of the activities. 15 Uning the foundation in the foundation of the activities. 16 Uning the foundation of the foundation of the activities. 17 Uning the foundation of the foundation of the activit				
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 6 Credist/Payments. 2009 entanged tax pmts and 2008 overpayment credited to 2009 6 Exempt foreign organizations — tax withheld at source 6 Tax paid with application for extension of time to file (Form 8669) 6 Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6 at through 6d. 8 Enter any penalty for underpayment of estimated tax. Check here 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount ower 10 Overpayment. If line 7 is more than the total of lines 5 and 8 is more than line 7, enter amount ower 11 Enter the amount of line 10 be it credited to 2009 estimated tax. 12 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it 13 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it 14 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it 15 Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? 15 If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and context of the instructions for definition)? 16 Enter the remunut (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation — S 0. (2) On foundation managers 16 Enter the remunut (if any) of tax on political expenditures (section 4955) imposed during the year. 17 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. 18 Has the foundation made any changes, not previously reported to the IRS? 18 Has the foundation made any changes, not previously reported to the IRS? 19 Has the foundation have unrelated business gross income of \$1,000 or more during the year? 19 Wes, 'attach the statement required by General instruction of it 'Ro' state explanat	3 Add lines 1 and 2		359) .
6 Credits/Payments. a 20% estimated tax priss and 2008 overpayment credited to 2009 b Exempt foregin organizations — tax withhelid at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withhelid 7 Total credits and payments. Add lines 6a through 6d 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here form 2200 is attached 8 Enter any penalty for underpayment of estimated tax. Check here form 2200 is attached 9 Tax due. If the ball of lines 5 and 8 is nore than line 1 ref. etar amount over 10 Overpayment. If line 7 is mere than the total of lines 5 and 8, enter the amount overpaid 11 Enter the amount of line 10 be: Credited to 2010 estimated tax. 641. Refunded Part VII-A Statements Regarding Activities 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 carpaging? b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? If the answer is 'Yes' to 1 ar 15, attach a detailed description of the activities. D did the foundation in Endors and the activities. If year and the foundation in Endors and political expenditures (section 4955) imposed during the year: (1) On the foundation in Endors and political expenditures (section 4955) imposed during the year: (1) On the foundation in Endors and political expenditures (section 4955) imposed during the year: (1) On the foundation in Endors and political expenditures (section 4955) imposed during the year: (1) On the foundation on Endors and political expenditures (section 4955) imposed during the year: (1) On the foundation on Endors and political expenditures (section 4955) imposed during the year: (2) On the foundation managers in Section 508(e) (relating to previously penaltic provided by the coundation of the activities. 1a Has the foundation ha	4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		(<u>).</u>
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for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV 9 X 10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names SEE STATEMENT 11 10 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	/ <u>9</u>		<u>{</u>
	10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names	10	_y	
				09)

Forn	n 990-PF (2009) SPENCER CHARITABLE FOUNDATION	74-290026	7	P	age 5
Par	t 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		Х
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	
14	Website address The books are in care of ► FANCHER & COMPANY Located at ► 600 LEOPARD ST. STE 2000, CORPUS CHRISTI ZIP + 4 ■	e no. • (361) • 78401	882-	700	1
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here	► 15	N/A	. •	N/A
Day	and enter the amount of tax-exempt interest received or accrued during the year † VII-B Statements Regarding Activities for Which Form 4720 May Be Required	- 13		-	N/A
rar	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			Yes	No
1.			······	163	110
1 4	a 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?	Yes X No			ŀ
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	Yes X No			1
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	Yes X 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)?	Yes X 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.)	Yes XNo			
t	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 instructio	ns)? <u> </u>	1Ь	N	/A
	Organizations relying on a current notice regarding disaster assistance check here	. ▶∐ ∦			
(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		Х
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)):				
á	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?	Yes X No			
	If 'Yes,' list the years ► 20 , 20 , 20				
ŀ	b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a all years listed, answer 'No' and attach statement — see the instructions.)	a)(2) ı)(2) to	2Ь	N	/A
	c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years h	ere.			***************************************
	► 20 , 20 , 20				
3	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	Yes X No			
ŧ	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.)		ЗЬ	N	/A
4	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		Х
	•				·····
	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 2002.		45		y

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Form 990-PF (2009)

Form 990-PF (2009) SPENCER CHARITABLE	E FOUNDATION		74-290	00267	Page (
Part VII-B Statements Regarding Activit	ies for Which Forr	n 4720 May Be Red	uired (continued)		<u> </u>
5a During the year did the foundation pay or incui	any amount to:	 	<u> </u>		
(1) Carry on propaganda, or otherwise attempt	t to influence legislation	n (section 4945(e))?	. Yes X	No	- 1
(2) Influence the outcome of any specific public on, directly or indirectly, any voter registra	ic election (see section tion drive?	4955); or to carry	Yes X	No	
(3) Provide a grant to an individual for travel,	study, or other sımılar p	ourposes?	Yes X	No	
(4) Provide a grant to an organization other the in section 509(a)(1), (2), or (3), or section			Yes X	No	
(5) Provide for any purpose other than religion educational purposes, or for the prevention	us, charitable, scientific n of cruelty to children o	, literary, or or animals?	Yes X	No	
b if any answer is 'Yes' to 5a(1)-(5), did any of the described in Regulations section 53.4945 or in (see instructions)?	ne transactions fail to q a current notice regard	ualify under the exception ing disaster assistance	ons	. 5b	N/A
Organizations relying on a current notice regar	ding disaster assistance	e check here	▶ 🗍		
c If the answer is 'Yes' to question 5a(4), does to tax because it maintained expenditure responsing types,' attach the statement required by Regulations.	sibility for the grant?		N/A Yes	No	
6a Did the foundation, during the year, receive ar on a personal benefit contract?	y funds, directly or indi	rectly, to pay premiums	Yes X	No	
b Did the foundation, during the year, pay premi	ums, directly or indirect	ly, on a personal benefi	t contract?	. 6b	X
If 'Yes' to 6b, file Form 8870.					
7a At any time during the tax year, was the found				No	- N7 / B
b If yes, did the foundation receive any proceeds				7b	N/A
Part VIII Information About Officers, D and Contractors	irectors, Trustees	, roundation mana	igers, nighty Palu	Employee	:5,
1 List all officers, directors, trustees, foundation	managers and their co	mnensation (see instru	ctions).		
(a) Name and address	(b) Title and average hours per week	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit	(e) Expense other allo	e account, owances
	devoted to position		plans and deferred compensation		
_JACK_WSPENCER	PRES/DIR	0.	0.		0
1001 REDBUD TRAIL	2.00				
WEST LAKE HILLS, TX 78746					
DEANNA JUNE SPENCER	VP/DIR	0.	0.		0
1001 REDBUD TRAIL	1.00				
WEST LAKE HILLS, TX 78746					
CHARLOTTE SPENCER STACY	SEC/DIR	0.	0.		0
2604 SALERNO PLACE	1.00				-
CEDAR PARK, TX 78613	1.00				
ANDREW M. SPENCER	TREAS/DIR	0.	0.		0
6011 SIERRA ARBOR CT	1		.		U
	1.00				
AUSTIN, TX 78759-5175 2 Compensation of five highest-paid employees	. (-45 45 45 11-	ulad an lina 1 inst	mustiana) If nana anta	L'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 other allo	
NONE		,			
					
				<u> </u>	
	-	,		 	
Total number of other employees paid over \$50,000	<u> </u>		•	†	
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Form 990-PF (2009) SPENCER CHARITABLE FOUNDATION 74-29 Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid and Contractors (continued)	000267 Page 7 I Employees,
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	<u></u>
	
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 <u>N/A</u>	-
2	-
All other program-related investments. See instructions.	
	-
Total. Add lines 1 through 3	0.
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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.

Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4

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)

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b Cash distribution test (attach the required schedule)

Adjusted qualifying distributions. Subtract line 5 from line 4

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80,237.

359 79,878.

3a 3Ь

4

5

6

1

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
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.	0.			0.
(If an amount appears in column (d), the same amount must be shown in column (a).)		•		
6 Enter the net total of each column as indicated below:				
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' undistribut-			***************************************	***************
ed 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			I	
by section 170(b)(1)(F) or 4942(q)(3)	•		1	
(see instructions)	0.	•		
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		}	1	
d Excess from 2008		,		•
e Excess from 2009 .				
BAA				Form 990-PF (2009)

Tal the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, either the date of the ruling b. Check box to indicate whether the foundation is a private operating foundation described in section 2 a Enter the lesser of the adjusted relationship of the ruling of the private of the ruling of the private of the ruling of th	Form 990-PF (2009) SPENCER CHARITABLE			VIII A sussellas	74-2900267	
s 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(0/3) or 4942(0/	<u> </u>	 _				N/A
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j	is effective for 2009, enter the date of the r	etermination letter t uling		perating toundation,	and the ruling	
income from Part I or the minimum investment return from Part X for each year lated between the part of the part X for each year lated between the part X for each year lated between the part X for each year lated between the part X for each year lated directly for active colored of eachy activities. It is a considered of eachy activities of the part X for late 2 or used directly for active colored of eachy activities. Subtract line 2 for for the 2 devices. Subtract line 2 for for the alternative test — enter: (1) Value of all assets qualifying under section 4920(0)(B)(0) 5 Endemment alternative test — enter. (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(6)), or royalbes) (2) Support them general public and 5 or more exempt arganizations as provided in setting 4820(0)(B)(0), or royalbes) (3) Complete annound of support from an exempt organization and exempt organization who 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 a partnership or other entity) of which the foundation has a 10% or greater interest. NONE Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc. Programs: Check here? X or the foundation makes gift, grani	·	•	atıng foundatıon de	escribed in section	4942(j)(3) or	4942(j)(5)
investment return from Part X for each year listed b 85% of hine 2a c Qualifying distributions from Part XII, line 4 for each year listed d Amounts negled in lie 2 not used directly for active conduct of exempt activities. Qualifying distributions made directly for active conduct of exempt activities. Qualifying distributions made directly for active conduct of exempt activities. Qualifying distributions made directly for active conduct of exempt activities. Qualifying distributions made directly for active conduct of exempt activities. Qualifying distributions made directly for active conduct of exempt activities. Qualifying distributions made directly for active conduct of exempt activities. Qualifying distributions made directly for active conduct of exempt activities. Qualifying distributions active conduct of exempt activities. Qualifying distributions active conduct of exempt activities. Qualifying distributions active conduct of exempt active conduct of exempt activities. Qualifying distributions active conduct of exempt acti	2a Enter the lesser of the adjusted net					
b 85% of the 2a c Qualifying distributions from Part XII, line 4 for each year listed d Amounts included in line 2s not used directly for saltie conduct of exemplactivities e Qualifying distributions made directly for saltie conduct of exemplactivities 2 Qualifying distributions made directly for saltie conduct of exemplactivities Subtract line 2d from line 2c 3 Complete 3a, b, or c for the alternative lest — enter: (1) Value of all assets (2) Value of assets qualifying under section 4942(0)(6)(6)(6) b Endowment Intellarative test — enter 23 of minimum investment return shown in Part X, line 6 for each year listed c Support alternative lest — enter 23 of minimum investment return shown in Part X, line 6 for each year listed c Support alternative lest — enter 2. of minimum investment return shown in Part X, line 6 for each year listed c Support alternative lest—enter X, line 6 for each year listed c Support alternative lest—enter X, line 6 for each year listed c Support from pened public and 5 or mine exempt organizations as provided in section 484(2)(3)(8)(ii) (3) Largest amount of support from a exempt organization of year organization and exempt organization (4) Gross investment income Part XX X 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 who have contributed more than \$5,000). (See section 507(d)(2).) 5 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 a partnership or other entity) of which the foundation has a 10% or greater interest. 1 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs: Check here ? [X] if the foundation makes gift, grants, etc, (see instructions) be individuals or organizations and does not accept unsolicities requests for funds. In the boundation has a 10% or greater interest. 1 Information Regarding Contribution, Gr		(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
c Qualifying distributions from Part XII, line 4 for each year listed d Amounts entided a line 2 not used directly for salve conduct of exempl exhibities e Qualifying distributions made directly for active conduct of exempl activities Subtract line 2d from line 2c. 3 Complete 3a, b, or c for the alternative test relied upon: a "Assets' alternative test relied upon: a "Assets' alternative test made of exhibition of the alternative set of the set o						
Inter 4 for each year isted d Amounts middled in lae 2 and used directly for active conduct of exempl activities e Qualifying distributions made directly for active conduct of exempl activities. Subtract line 2d from line 2d 3 Complete 3a, b, or 6 for the alternative test relied upon: a "Assets' alternative test - enter: (1) Value of all assets (2) Value of all assets (2) Value of all assets (3) Value of all assets (4) Value of all assets (5) Value of all assets (6) Value of all assets (7) Value of all assets (8) Value of all assets (9) Value of all assets (1) Value of all assets (1) Value of all assets (1) Value of all assets (2) Value of assets qualifying onder section 4942(0)(3)(8)(0) b Endowment' alternative test - enter. (1) Total support other than gross investment income (interest, dividends, rents, payments, 512(a)(5), or royalters) (2) Support from persal polic and 5 or proper part of the control of the state of the st		<u> </u>				
for active conduct of exempt activities © 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 relied upon: a 'Assets' alternative test - enter: (1) Value of assets qualifying under section 49420)(3(9)) b' 'Godwmen' alternative test - enter (2/3 of minimum investment returns above in Part X, line 6 for each year listed c' Support alternative test - enter, (1) Total support other than gross investment income (incluses), dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) of securities loans (section 512(a)(5)), or royalties) (2) Support firm general public and 5 or more exempt organization as provided in section 49420(3)(8)(iii) (3) Largest amount of support from an exempt organization or securities loans (section 512(a)(5)), or royalties) 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 close of any lax year (but only if they have contributed more than \$5,000). (See section 507(a)(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 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 * X if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation has a 10% or greater interest. NONE b The form in which applications should be submitted and information and materials they should include: c Any submission deadlines:	line 4 for each year listed					
for active conduct of exempt activities. Subtract line 2d from line 2c. 3 Complete 3a, b, or c for the alternative test elied upon: a 'Assets' alternative test elied upon: a 'Assets' alternative test – enter: (1) Value of assets qualifying under section 4942(0)(3(B)(0) b 'Endowment' alternative test – enter 2/3 of mainimum investment return shown in Part X, line 6 for each year istad c 'Support' alternative test – enter. (1) Total support other than gross investment income (interest, dividends, rents, payments on securities losans (section 512(a)(5)), or royaltes) (2) Support from general public and 5 or more evenit organization as provided in section 492(0)(3(B)(iii)) (3) Largest amount of support from an exempt organization as provided in section 492(0)(3(B)(iii)) (3) Largest amount of support from an exempt organization as provided in section 492(0)(3(B)(iii)) 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 close of any flax year (but only if they have contributed more than 2% of the total contributions received by the foundation has 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 * [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicite requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions complete lems 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:	for active conduct of exempt activities					
alternative test relied upon: a 'Assets' alternative test — enfer: (1) Value of all assets (2) Value of all assets (2) Value of all assets (3) Value of all assets (4) Value of all assets (5) Value of all assets (6) Value of all assets (7) Value of all assets (8) Value of all assets (9) Value of all assets (1) Total support other than gross investment income (interest, dividends, reinst, payments on securities loans' section 512(a)(5), or royalities) (9) Support from general pulse and 5 or more exempt organizations as provided in section 492(0)(8(b)). (3) Largest amount of support from an exempt organization as provided in section 492(0)(8(b)). (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 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 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 * [X] 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 headdressed: b The form in which applications should be submitted and information and materials they should include:	for active conduct of exempt activities. Subtract line 2d from line 2c					
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2 Value of assets qualifying under section 4942(j(3)(8)(i) (3)(b)	a 'Assets' alternative test — enter:					
section 4942()(3)(8)(6) b Tandowner's alternative test — enter 2/3 of minimum westment return shown in Part X, line 5 for each year Istale c 'Support' alternative test — enter. (1) Total support other than gross investment income (indirest, dividends, rents, payments on securities to ansi (section \$12(a)(3)), or royalties) (2) Support from general public and 5 or more exempt organizations as provided in section 4942()(3)(8)(iii), or royalties) (3) Largest amount of support from an exempt organization 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 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 ownershing 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 \(^{\text{P}}\) 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:	• •					
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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 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 Xi 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:						
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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:	h List any managers of the foundation who o	wn 10% or more of	the stock of a corn	oration (or an equal	v large portion of the	e ownership of
Check here X IX 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:	a partnership or other entity) of which the f	oundation has a 10	% or greater interes	st.	y large person er un	.
Check here X IX 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:	2 Information Regarding Contribution Grant	L Gift, Loan, Schola	rship, etc. Program			
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:	Check here \blacktriangleright \boxed{X} if the foundation only makes	akes contributions	to preselected char	ritable organizations	and does not accept nizations under other	unsolicited conditions,
c Any submission deadlines:		r of the person to w	hom applications s	hould be addressed		
c Any submission deadlines:						
	b The form in which applications should be s	ubmitted and inform	nation and material	s they should include	e:	
	c Any submission deadlines:					<u>-</u>
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:	d Any restrictions or limitations on awards, s	uch as by geograph	nical areas, charıtat	ole fields, kinds of in	stitutions, or other fa	actors:

Page 11

3 Grants and Contributions Paid During the Yea	r or Approved for Futu	re 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
	substantial contributor	recipient		
Name and address (home or business) a Paid during the year SEE STATEMENT 13	substantial contributor	recipient		
Total		1	> 3a	75,000.
b Approved for future payment			•	
Total			► 3E	

Page 12

Part XVI-A Analysis of Income-Producing Activities

nter gross amounts unless otherwise indicated.	Unrelated	business income	Excluded by	section 512, 513, or 514	
1 Program service revenue:	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	(e) Related or exempt function income (see the instructions)
a			 		
b			1		
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:	<u> </u>				
a Debt-financed property					
b Not debt-financed property				i	
6 Net rental income or (loss) from personal property		· · · · · · · · · · · · · · · · · · ·			
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory \dots .					-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					
С					
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 calc	culations.)			·	

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See the instructions.)
N/A	
	,
-	
	
	•
	<u> </u>
	
-	

Form 990-P			BLE FOUNDA				74- <u>29</u>			age 13
Part XVII	Information R	egarding Ti	ansfers To	and Transact	ions ar	nd Relations	ships With No	ncharitab	le	
•	Exempt Organ	izations								
1 Did th descr relatir	ne organization directly ibed in section 501(c) on ig to political organizat	or indirectly er of the Code (ot ions?	ngage in any of ner than section	the following with 501(c)(3) organ	n any oth izations)	er organization or in section 52	n 27,	************	Yes	No
a Trans	fers from the reporting	foundation to	a noncharitable	exempt organiza	ation of.					
(1) C	ash .			• • •				1 a (1)		X
(2) O	ther assets							1a (2)		X
b Other	transactions:									
(1) S	ales of assets to a non	charitable exei	mpt organizatioi	n				1 b (1)		X
	urchases of assets fror			anızatıon .				1 b (2)		Х
(3) R	ental of facilities, equip	ment, or other	assets.					. 1b (3)		X
(4) R	eimbursement arrange	ments			•		•	1 b (4)		X
(5) Lo	oans or Ioan guarantee	s				•		1 b (5)		X
• •	erformance of services		•	•				1b(6)		X
c Sharıı	ng of facilities, equipme	ent, mailing list	s, other assets,	, or paid employe	ees.			1c		X
the go any tr	answer to any of the a bods, other assets, or s ansaction or sharing ai	services given rrangement, sh	by the reporting low in column (foundation. If th d) the value of th	e founda e goods,	tion received le other assets, c	ess than fair mark or services receiv	et value in ed.		
(a) Line no	(b) Amount involved	(c) Name o	f noncharitable exer	mpt organization	(d)	Description of tra	nsfers, transactions, a	nd sharing arrar	<u>igement</u>	<u>.s</u>
N/A										
								_		
								••-		
					1					
										
			<u> </u>		ļ					
					+					
		ļ	·		-					
		1								
		ļ			-					
		 								
		+								
descr	foundation directly or i ibed in section 501(c) o s,' complete the following	of the Code (ot	ner than section	1 501(c)(3)) or in	section 5	xempt organiza 27?	ations	Yes	X	No
	(a) Name of organizati	on	(b) Тур	e of organization	1	(c) Description of r	elationship		
N/A										
										
								<u> </u>		
_										
T										
Under pena complete	Kee of penury, I declare that I had Declaration of preparer (other	ave examined this re- than texpayer or fic	um, including accomp luciary) is based on	panying schedules and s all information of whic	statements, a h preparer l	and to the best of my has any knowledge	knowledge and belief, it	is true, correct, a	nd	
s > V	Mane W.	time	···		1	1/10/2010	>			
	ature of officer or trustee				Date	1,-(Title			
H Paid	Preparer's	-for 1	-0		Date	1/)	Check if (S	reparer's Identify See Signature in	the inst	
R Pre-	signature	3 Vita	neker	UTA		110/16	employed > P	01060818	3	

FANCHER AND COMPANY, CPAS

600 LEOPARD STREET, SUITE 2000 CORPUS CHRISTI, TX 78401-0462

Firm's name (or yours if self employed), address, and ZIP code

H E R E

BAA

Paid Pre-parer's Use Only

Phone no.

EIN

(361) 882-7001

Form 990-PF (2009)

74-1990816

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		Employer identification number			
SPENCER CHARITABLE FOUNDATION		74-2900267			
Organization type (check one):					
Filers of:	Section:				
Form 990 or 990-EZ	501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not tru 527 political organization				
Form 990-PF	orm 990-PF X 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 Ge Note: Only a section 501(c)(7), (8), or (10) orga	neral Rule or a Special Rule. nization can check boxes for both the General Ru	ile and a Special Rule. See instructions.			
General Rule — X For an organization filing Form 990, 990-EZ contributor. (Complete Parts I and II.)	, or 990-PF that received, during the year, \$5,000	or more (in money or property) from any one			
Special Rules -					
509(a)(1)/170(b)(1)(A)(vi) and received from	orm 990 or 990-EZ, that met the 33-1/3% support any one contributor, during the year, a contribut r (ii) Form 990-EZ, line 1. Complete Parts I and II	ion of the greater of (1) \$5,000 or (2) 2% of the			
For a section 501(c)(7), (8), or (10) organiza aggregate contributions of more than \$1,000 prevention of cruelty to children or animals.	ation filing Form 990 or 990-EZ, that received from 0 for use <i>exclusively</i> for religious, charitable, scie Complete Parts I, II, and III.	n any one contributor, during the year, ntific, literary, or educational purposes, or the			
contributions for use exclusively for religious this box is checked, enter here the total con	ation filing Form 990 or 990-EZ, that received from s, charitable, etc, purposes, but these contribution stributions that were received during the year for a unless the General Rule applies to this organization.	ns did not aggregate to more than \$1,000. If an exclusively religious, charitable, etc,			
religious, charitable, etc, contributions of \$5	,000 or more during the year.				
990-PF) but it must answer 'No' on Part IV, line	the General Rule and/or the Special Rules does 2 of their Form 990, or check the box on line H of requirements of Schedule B (Form 990, 990-EZ,	of its Form 990-EZ, or on line 2 of its Form			
BAA For Privacy Act and Paperwork Reductio for Form 990, 990EZ, or 990-PF.	n Act Notice, see the Instructions	Schedule B (Form 990, 990-EZ, or 990-PF) (2009)			

of Part I

Page 1 of 1
Employer identification number

SPENC	ER CHARITABLE FOUNDATION	74-29	900267
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	\$ <u>8,984.</u>	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroli Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroli Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
	 	\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)

Page 1

of **1**

of Part II

SPENCER CHARITABLE FOUNDATION

Employer identification number 74-2900267

Part II	Noncash Property (see instructions.)			
(a) No. from Part I	(b) Description of noncash property given	F (:	(c) MV (or estimate) see instructions)	(d) Date received
	N/A			
		\$		
(a) No. from Part I	(b) Description of noncash property given	F (:	(c) MV (or estimate) see instructions)	(d) Date received
		\$		
				-
(a) No. from Part I	(b) Description of noncash property given	F (:	(c) MV (or estimate) see instructions)	(d) Date received
		\$		
(a) No. from Part I	(b) Description of noncash property given	F (:	(c) MV (or estimate) see instructions)	(d) Date received
		-		
		\$		
(a) No. from Part I	(b) Description of noncash property given	F (:	(c) MV (or estimate) see instructions)	(d) Date received
		\$		
(a) No. from Part I	(b) Description of noncash property given	F (:	(c) MV (or estimate) see instructions)	(d) Date received
		-		
		-		
		\$		
RΔΔ	Sche	عاييات	B (Form 990, 990-F2	7 or 990-PF) (2009)

of

of Part III

Employer identification number

	R CHARITABLE FOUNDATION			74-290026	57
Part III	Exclusively religious, charitable, e organizations aggregating more t	etc, individual contribution han \$1,000 for the year.	ons to section complete cols (a	on 501(c)(7), (8), or (7), through (e) and the follow	(0) wing line entry.)
	For organizations completing Part III, enter contributions of \$1,000 or less for the year.	total of <i>exclusively</i> religious, cha	aritable, etc, see instructions.) ▶\$	N/A
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift		(d) Description of how g	
	N/A				
	Transferee's name, addres	(e) Transfer of gift ss, and ZIP + 4	Relati	onship of transferor to tra	nsferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift		(d) Description of how g	ift is held
	Transferee's name, addres	(e) Transfer of gift ss, and ZIP + 4	` Relati	onship of transferor to tra	nsferee
				40	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift		(d) Description of how g	ift is held
			,		
	Transferee's name, addres	(e) Transfer of gift ss, and ZIP + 4	Relationship of transferor to transferee		
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	,	(d) Description of how g	jift is held
	Transferee's name, addres	(e) Transfer of gift ss, and ZIP + 4	Relati	onship of transferor to tra	nsferee
	1				

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	SPENCER CHARITABLE FOUNDATION	74-2900267
STATEMENT 1 FORM 990-PF, PART I, LINE 11 OTHER INCOME	(A) (B) NET REVENUE INVESTMENT	(C) ADJUSTED
OTHER INCOME	## PER BOOKS INCOME 153.\$ 153.\$ 153.\$ 153.\$ 153.\$	NET INCOME
STATEMENT 2 FORM 990-PF, PART I, LINE 16 ACCOUNTING FEES	В	
ACCOUNTING FEES	(A) (B) NET (C) EXPENSES INVESTMENT ADJUSTED PER BOOKS INCOME NET INCOME \$ 1,885. \$ 471. 5,098. 1,275. TOTAL \$ 6,983. \$ 1,746.	(D) CHARITABLE PURPOSES \$ 1,414. 3,823. \$ 5,237.
STATEMENT 3 FORM 990-PF, PART I, LINE 16 OTHER PROFESSIONAL FEES	C	
FINANCIAL MANAGEMENT FEE	(A) (B) NET (C) EXPENSES INVESTMENT ADJUSTED PER BOOKS INCOME NET INCOME \$ 9,034. \$ 9,034. TOTAL \$ 9,034. \$ 9,034.	(D) CHARITABLE PURPOSES \$ 0.
STATEMENT 4 FORM 990-PF, PART I, LINE 18 TAXES		
FOREIGN TAX	(A) (B) NET (C) EXPENSES INVESTMENT ADJUSTED NET INCOME S 406. \$ 406. TOTAL \$ 406. \$ 406.	(D) CHARITABLE PURPOSES \$ 0.

2009

FEDERAL STATEMENTS

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SPENCER CHARITABLE FOUNDATION

74-2900267

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

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

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

CORPORATE STOCKS	VALUATION METHOD	 BOOK VALUE	FAIR MARKET VALUE
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.

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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
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		1,350.	4,371.
	COST	3,868.	
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.
AMERICAN EXPRESS CO AMERIPRISE FINANCIAL INC ANADARKO PETROLEUM CORP APPLIED MATERIALS INC AQUA AMERICA INC BAIDU INC SPONSORED ADR BANK OF HAWAII BARD C.R. INC BHP BILLITON LTD BORGWARNER INC BP PLC SPONSORED ADR CARNIVAL CORP PAIRED CTF CENOVUS ENERGY INC	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			
DOUGHADNED INC	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.
	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		2,128.
		2,092.	
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.
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SPENCER CHARITABLE FOUNDATION

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

NUCOR CORP NYSE EURONEXT COST NYSE EURONEXT COST PACCAR INC COST PACCAR INC COST PETROLEO BRASILEIRO SA PETRO COST PETROLEO BRASILEIRO SA PETRO COST PRINCIPAL FINANCIAL GROUP COST COST COST COST COST COST COST COST	CORPORATE STOCKS	VALUATION METHOD	 BOOK VALUE	FAIR MARKET VALUE
YUM! BRANDS INC $\frac{3,814.}{1000} = \frac{4,346.}{1000}$	NUCOR CORP NYSE EURONEXT PACCAR INC PETROLEO BRASILEIRO SA PETRO PRICELINE.COM INCORPORATED PRINCIPAL FINANCIAL GROUP QUALCOMM INC RIO TINTO PLC SPON ADR SAP AG SPONSORED ADR SIEMENS AG SPONSORED ADR SOUTHWEST AIRLINES CO ST. JUDE MEDICAL INC STARBUCKS CORP STEEL DYNAMICS INC SUNCOR ENERGY INC TENARIS S A SPONSORED ADR TEREX CORP TIDEWATER INC UNION PACIFIC CORP URBAN OUTFITTERS INC VALE SA SP ADR VISA INC CL A WAL MART STORES INC	COST COST COST COST COST COST COST COST	2,787. 4,213. 2,223. 5,849. 3,235. 3,438. 7,357. 1,729. 4,043. 1,875. 2,530. 4,647. 3,333. 2,492. 1,577. 4,235. 1,728. 2,842. 1,472. 1,455. 4,507. 5,438. 4,071. 3,814.	\$ 3,265. 3,669. 2,358. 8,344. 8,736. 3,366. 7,402. 2,154. 3,979. 1,834. 4,414. 6,457. 2,835. 2,648. 2,772. 4,160. 1,918. 2,875. 3,149. 2,613. 4,810. 5,612. 4,653. 4,546.

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

CORPORATE BONDS	VALUATION METHOD	 BOOK VALUE	F7	AIR MARKET VALUE
VERIZON COMMUNICATIONS 5.35% 02/15/2011 CREDIT SUISSE FIRST BOSTON USA AT&T INCORPORATED 4.95% PHIZER INCORPORATED 4.5% WALT DISNEY COMPANY 4.70% GENENTECH INCORPORATED	COST COST COST COST COST COST TOTAL	\$ 25,216. 24,761. 51,296. 40,197. 51,341. 54,255. 247,066.	\$	26,068. 25,678. 53,344. 42,397. 53,833. 53,514.

2009 PAGE 5 FEDERAL STATEMENTS 74-2900267 SPENCER CHARITABLE FOUNDATION **STATEMENT 8** FORM 990-PF, PART II, LINE 15 OTHER ASSETS FAIR MARKET BOOK VALUE VALUE 656. 656. \$ ROUNDING. 657. \$ 656. TOTAL \$ STATEMENT 9 FORM 990-PF, PART II, LINE 22 OTHER LIABILITIES FEDERAL INCOME TAX PAYABLE ... 359. TOTAL \$ 359. STATEMENT 10 FORM 990-PF, PART III, LINE 5 OTHER DECREASES CURRENT YEAR FEDERAL INCOME TAXES 359. TOTAL \$ STATEMENT 11 FORM 990-PF, PART VII-A, LINE 10 SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR

NAME OF SUBSTANTIAL CONTRIBUTOR ADDRESS OF SUBSTANTIAL CONTRIBUTOR

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

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SPENCER CHARITABLE FOUNDATION

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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	٠	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.
			TOTA	L <u>\$</u>	75,000.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

Internal Revenue S	ervice	File a separate application for each return.						
 If you are find the second of t	ling for lete Par	an Automatic 3-Month Extension, complete only Part I and check this box an Additional (Not Automatic) 3-Month Extension, complete only Part II (of II unless you have already been granted an automatic 3-month extension on a part II of Time	on page 2 previously	of thi				
Part I	Automa	atic 3-Month Extension of Time. Only submit original (no copies nee	ded).					
Part I only .		ed to file Form 990-T and requesting an automatic 6-month extension—check			🕨 📋			
time to file in	come t			•				
one of the re electronically returns, or a	eturns r if (1) ye compos	file). Generally, you can electronically file Form 8868 if you want a 3-month aunoted below (6 months for a corporation required to file Form 990-T). Howe ou want the additional (not automatic) 3-month extension or (2) you file Formatite or consolidated Form 990-T Instead, you must submit the fully completed are its on the electronic filing of this form, visit www irs gov/efile and click on e-file.	ver, you d s 990-BL, nd sianed i	annoi 6069 bage 2	file Form 8868 or 8870, group (Part II) of Form			
Type or	Name	of Exempt Organization	Employe	r ident	ification number			
print		cer Charitable Foundation	74	2900267				
File by the due date for	Number, street, and room or suite no. If a P.O. box, see instructions							
filing your return See	1001 Redbud Trail							
instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Austin, TX 78746							
Check type	of retu	irn to be filed (file a separate application for each return)						
☐ Form 99		Form 990-T (corporation)		For	rm 4720			
☐ Form 99	0-BL	☐ Form 990-T (sec. 401(a) or 408(a) trust)	[] Fo	rm 5227			
☐ Form 99	0-EZ	Form 990-T (trust other than above)	[Fo	rm 6069			
☑ Form 99	0-PF	☐ Form 1041-A	[] Fo	rm 8870			
								
• The book	s are in	the care of ► Robert C. Fancher, CPA						
		(361) 882-7001 FAX No. ► (361) 88	12-6933					
•		n does not have an office or place of business in the United States, check thi			. ▶ 🗆			
		oup Return, enter the organization's four digit Group Exemption Number (GEN						
for the who	le grou	p, check this box ► ☐ If it is for part of the group, check this box	''	<u> </u>	and attach			
		es and EINs of all members the extension will cover.						
until . for the	e organ	n automatic 3-month (6 months for a corporation required to file F 8-15 , 20 10 , to file the exempt organization return for the organizatio ization's return for:	orm 990 on named	-T) e: above	ktension of time . The extension is			
		lar year 20 <u>09</u> or						
▶ [_]	tax ye	ear beginning, 20, and ending			, 20			
2 If this	tax yea	ar is for less than 12 months, check reason: Initial return Final return	Char	nge in	accounting period			
less a	any non	ation is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative refundable credits. See instructions.		3a	\$.00			
		ation is for Form 990-PF or 990-T, enter any refundable credits and estimated ade. Include any prior year overpayment allowed as a credit.	tax	3Ь	\$.00			
	unce Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, osit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment				:			
depo				新				
		e instructions.			\$.00			
Caution. I		re going to make an electronic fund withdrawal with this Form 8868, see Form uctions.	8453-EO	and F	orm 8879-EO			

Form 88	368 (Rev	4-2009)		Pag	ge 2					
Note.	Only co	iling for an Additional (Not Automatic) 3-Month Extension, complete only Part II and implete Part II if you have already been granted an automatic 3-month extension on a previoualling for an Automatic 3-Month Extension, complete only Part I (on page 1).			Ø					
Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).										
Type print	or	* TETAL & CA	nployer ide 74	ntification num 2900267	iber					
File by the extended due date for	Number, street, and room or suite no. If a P O box, see instructions 1001 Redbud Trail Fo	or IRS use o	only							
filing the return See instructions		City, town or post office, state, and ZIP code. For a foreign address, see instructions. Austin, TX 78746			55 F					
☐ Fo	k type orm 99 orm 99		orm 6069 orm 8870							
_	orm 99									
STOP	! Do n	ot complete Part II if you were not already granted an automatic 3-month extension on a	previous	y filed Form 8	868.					
Tele If the If the Ist w 4 5	ephone ne orga nis is fo ne who rith the I reque For ca If this State	are in the care of ▶ Robert C. Fancher No. ▶ (361) 882-7001 FAX No. ▶ (361) 882-6933 nization does not have an office or place of business in the United States, check this bor a Group Return, enter the organization's four digit Group Exemption Number (GEN)e group, check this box ▶ ☐ . If it is for part of the group, check this box	o 10. Change ir	and attach a	eriod					
	less a If this estima	application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, by nonrefundable credits. See instructions. application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and ted tax payments made. Include any prior year overpayment allowed as a credit and any paid previously with Form 8868.	8a	····	0					
c	Baland	the Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit D coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c		0					
Under	r penaltie rue, corre	Signature and Verification s of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to ct, and complete, and that I am authorized to prepare this form	the best of n	ny knowledge and	belief,					
Signa	iture 🕨	Title ►	Date ►							
			F.	0060 ~	4.0000					