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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

2010Department 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 2010, or tax year beginning , and ending

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

Name of foundation

SPENCER CHARITABLE FOUNDATION

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

1001 REDBUD TRAIL

Room/suite

City or town, state, and ZIP code

WEST LAKE HILLS TX 78746H 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, col (c), line 16) **\$ 1,722,983** J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

74-2900267

B Telephone number (see page 10 of the instructions)

361-882-7001C 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 ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue

- 1 Contributions, gifts, grants, etc., received (attach schedule)
- 2 Check ☒ if the foundation is not required to attach Sch B
- 3 Interest on savings and temporary cash investments
- 4 Dividends and interest from securities
- 5a Gross rents
- b Net rental income or (loss)
- 6a Net gain or (loss) from sale of assets not on line 10
- b Gross sales price for all assets on line 6a **573,320**
- 7 Capital gain net income (from Part IV, line 2)
- 8 Net short-term capital gain
- 9 Income modifications
- 10a Gross sales less returns & allowances
- b Less Cost of goods sold
- c Gross profit or (loss) (attach schedule)
- 11 Other income (attach schedule) **STMT 1**
- 12 Total. Add lines 1 through 11

Operating and Administrative Expenses

- 13 Compensation of officers, directors, trustees, etc
- 14 Other employee salaries and wages
- 15 Pension plans, employee benefits
- 16a Legal fees (attach schedule) **SEE STMT 2**
- b Accounting fees (attach schedule) **STMT 3**
- c Other professional fees (attach schedule) **STMT 4**
- 17 Interest
- 18 Taxes (attach schedule) (see page 14 of the instructions) **STMT 5**
- 19 Depreciation (attach schedule) and depletion
- 20 Occupancy
- 21 Travel, conferences, and meetings
- 22 Printing and publications
- 23 Other expenses (att sch) **STMT 6**
- 24 Total operating and administrative expenses. Add lines 13 through 23
- 25 Contributions, gifts, grants paid
- 26 Total expenses and disbursements. Add lines 24 and 25
- 27 Subtract line 26 from line 12
- a Excess of revenue over expenses and disbursements
- b Net investment income (if negative, enter -0-)
- c Adjusted net income (if negative, enter -0-)

For Paperwork Reduction Act Notice, see page 30 of the instructions.

Form 990-PF (2010)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	73,357	30,816	30,816
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		255	255
	10a	Investments—U S and state government obligations (attach schedule) STMT 7	468,804	398,719	412,507
	b	Investments—corporate stock (attach schedule) SEE STMT 8	729,648	738,750	945,219
	c	Investments—corporate bonds (attach schedule) SEE STMT 9	247,066	323,706	334,185
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
Liabilities	15	Other assets (describe ▶ SEE STATEMENT 10)	657	1	1
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,519,532	1,492,247	1,722,983
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ SEE STATEMENT 11)	359		
	23	Total liabilities (add lines 17 through 22)	359	0	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,519,173	1,492,247	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,519,173	1,492,247	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,519,532	1,492,247	

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	1,519,173
2	Enter amount from Part I, line 27a	2	-26,498
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,492,675
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	428
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,492,247

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 Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a STOCK SALES		P	VARIOUS	VARIOUS
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 573,320		563,605	9,715
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			9,715
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div 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 </div>	2	9,715
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 </div>	3	9,715

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	80,237	1,507,057	0.053241
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

2 Total of line 1, column (d)	2	0.190879
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.038176
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,522,732
5 Multiply line 4 by line 3	5	58,132
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	386
7 Add lines 5 and 6	7	58,518
8 Enter qualifying distributions from Part XII, line 4	8	70,000

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	386
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	386
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	386
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	641
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	641
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	255
11	Enter the amount of line 10 to be Credited to 2011 estimated tax 255 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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?		
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, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) NONE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

STMT 13

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► FANCHER & COMPANY, CPAS 600 LEOPARD STREET, SUITE 2000 Located at ► CORPUS CHRISTI	Telephone no ► 361-882-7001 TX ZIP+4 ► 78401		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	N/A	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20	N/A	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2010 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 2010)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A		5b
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			6b
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

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

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

If none, enter "NONE."

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

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

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

Total number of others receiving over \$50,000 for professional services ▶**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 page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions.	
3	

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,458,685
b	Average of monthly cash balances	1b	86,981
c	Fair market value of all other assets (see page 25 of the instructions)	1c	255
d	Total (add lines 1a, b, and c)	1d	1,545,921
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	1,545,921
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	23,189
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,522,732
6	Minimum investment return. Enter 5% of line 5	6	76,137

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	76,137
2a	Tax on investment income for 2010 from Part VI, line 5	2a	386
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	386
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	75,751
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	75,751
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	75,751

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	70,000
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	70,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	386
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	69,614

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				75,751
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			68,886	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 70,000				
a Applied to 2009, but not more than line 2a			68,886	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				1,114
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (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				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				74,637
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

MR. & MRS. JACK SPENCER **\$4,875**

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

N/A

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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				
THE SALVATION ARMY 501 E. 8TH STREET AUSTIN TX 78701	NONE FOR OPERATING	501 (C) 3 CHARITABLE ACTIVITIES		5,000
CORPUS CHRISTI METRO 1919 LEOPARD STREET CORPUS CHRISTI TX 78469	NONE FOR OPERATING	501 (C) 3 CHARITABLE ACTIVITIES		5,000
THE BRIDGE BREAST NETWORK 3600 GASTON AVE., STE 401 DALLAS TX 75246	NONE FOR OPERATING	501 (C) 3 CHARITABLE ACTIVITIES		5,000
CAPITAL AREA FOOD BANK OF 8201 S. CONGRESS AVE. AUSTIN TX 78745	NONE FOR OPERATING	501 (C) 3 CHARITABLE ACTIVITIES		5,000
THE SAFE PLACE PO BOX 19454 AUSTIN TX 78760	NONE FOR OPERATING	501 (C) 3 CHARITABLE ACTIVITIES		5,000
HELPING HAND HOME FOR 3804 AVE. B AUSTIN TX 78751	NONE FOR OPERATING	501 (C) 3 CHARITABLE ACTIVITIES		6,000
AUSTIN CHILDREN'S SHELTER 4800 MANOR ROAD AUSTIN TX 78723	NONE FOR OPERATING	501 (C) 3 CHARITABLE ACTIVITIES		2,000
AUSTIN COMMUNITY FUND PO BOX 50066 AUSTIN TX 78763	NONE FOR OPERATING	501 (C) 3 CHARITABLE ACTIVITIES		1,000
BAYLOR UNIVERSITY ONE BEAR PLACE WACO TX 76798	NONE	501 (C) 3 SCHOLARSHIP FUND		24,000
BAYLOR UNIVERSITY ONE BEAR PLACE WACO TX 76798	NONE	501 (C) 3 SCHOLARSHIP FUND		12,000
Total			3a	70,000
b Approved for future payment N/A				
Total			3b	

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
CAPITAL GAIN DISTRIBUTIONS	\$ 29	\$	\$
OTHER INCOME	39		
TOTAL	\$ 68	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 140	\$ 140	\$	\$
TOTAL	\$ 140	\$ 140	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 369	\$ 369	\$	\$
TAX PREP FEES	4,366	4,366		
TOTAL	\$ 4,735	\$ 4,735	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FINANCIAL MANAGEMENT FEE	\$ 9,671	\$ 9,671	\$	\$
TOTAL	\$ 9,671	\$ 9,671	\$ 0	\$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	\$ 358	\$ 358	\$	\$
TOTAL	\$ 358	\$ 358	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
BANK FEES	9	9		
TOTAL	\$ 9	\$ 9	\$ 0	\$ 0

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FEDERAL FARM CREDIT BANKS	\$ 25,008	\$ 25,008	COST	\$ 25,091
FEDERAL HOME LN BKS 1.5%		49,750	COST	48,105
FEDERAL HOME LN BKS 3.125%	49,358	49,358	COST	52,524
FEDERAL HOME LN BKS 3.5%	49,645			
FEDERAL HOME LN BKS 5%	40,113			
FEDERAL HOME LN MTN 3.75%	75,000			
FEDERAL NAT'L MORT DATED 4/16/07 5%	51,116	51,116	COST	56,068
KENTUCKY ASSET/LIABILITY COMMISSION		75,000	COST	75,060
MINNEAPOLIS MINNESOTA NON-CALLABLE	50,420	50,420	COST	51,176
US TREASURY NOTES 2.125%	30,077			
US TREASURY NOTES 4.25%	46,104	46,104	COST	49,641
WINDER BARROW INDUSTRIAL BLDG	51,963	51,963	COST	54,842
TOTAL	\$ 468,804	\$ 398,719		\$ 412,507

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ABERCROMBIE & FITCH CO CLASS A	\$ 2,075	\$		\$
AFLAC INC COM	6,787			8,367
AIR PRODUCTS & CHEMICALS INC COM	6,684	6,684	COST	1,673
ALBEMARLE CORPORATION COM		1,265	COST	3,983
ALLERGAN INC	8,134	3,092	COST	
ALLSTATE CORP COM	5,484			5,940
AMAZON.COM INC		4,145	COST	2,361
AMERICAN EXPRESS CO	1,841	1,841	COST	5,184
AMERICAN WTR WKS CO INC COM		4,613	COST	10,647
AMERIPRISE FINANCIAL INC	4,348	4,348	COST	3,808
ANADARKO PETROLEUM CORP	3,106	3,106	COST	16,451
APPLE INC	8,325	8,325	COST	
APPLIED MATERIALS INC	4,130			2,697
AQUA AMERICA INC	2,079	2,079	COST	58,534
ARTIO US SMALL CAP FUND I		51,708	COST	2,644
AT&T INC COM		2,387	COST	2,220
BAIDU INC SPONSORED ADR	2,940	2,502	COST	2,219
BANK OF HAWAII	1,936	1,936	COST	4,129
BARD C.R. INC	3,230	3,230	COST	

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$	\$		\$
BAXTER INTERNATIONAL INC COM	6,451	5,454	COST	5,258
BB&T CORP COM		2,406	COST	2,837
BCE INC COM		2,533	COST	2,958
BECTON DICKINSON & CO COM		5,988	COST	7,434
BHP BILLITON LTD	5,988	2,778	COST	6,150
BORGWARNER INC	2,778		COST	
BP PLC SPONSORED ADR	3,519		COST	
CAMBIAR SMALL CAP FUND INSTL		49,561	COST	62,058
CARDINAL HEALTH INC COM		2,302	COST	2,682
CARNIVAL CORP PAIRED CTF	4,850	2,808	COST	4,380
CELGENE CORP COM		2,613	COST	2,661
CENOVUS ENERGY INC	1,063			
CHESAPEAKE ENERGY CORP	2,459			
CHEVRON CORPORATION	3,091	3,890	COST	4,563
CISCO SYSTEM INC	9,415	2,290	COST	2,468
COCA COLA	5,702	5,702	COST	7,564
COGNIZANT TECH SOLUTIONS	3,498	2,622	COST	10,847
CONAGRA FOODS INC	1,868			
CORNING INC	1,966	1,966	COST	3,284
COSTCO WHOLESALE CORP NEW	4,207	4,207	COST	5,416
CUMMINS INC	2,287	2,287	COST	7,701
DEERE & CO	3,894	3,894	COST	7,059
DEVRY INC DEL	5,113			
DIRECTV COM CLASS A		2,276	COST	2,595
DOW CHEMICAL CO	1,899	1,899	COST	3,073
EMC CORP MASSACHUSETTS	4,608	4,608	COST	8,588
EMERSON ELECTRIC CO	6,650	6,650	COST	8,861
ENCANA CORP	1,129	1,129	COST	1,747
ERICSSON TEL CO ADR CL B		3,513	COST	3,863
EXXON MOBIL CORP	10,464	12,017	COST	13,162
FORTINET INC COM		2,327	COST	3,720
FORWARD HOOVER SMALL CAP EQUITY	72,956			
FPL GROUP INC	2,670			
GENERAL ELECTRIC CO.	6,556	3,552	COST	4,115
GENTEX CORP	911	4,561	COST	7,242
GILEAD SCIENCES INC	5,159			
GOLDMAN SACHS GROUP INC COM		2,675	COST	2,859
GOOGLE INCORPORATED CLASS A	9,558	9,558	COST	11,285
GREEN MTN COFFEE ROASTERS INC COM		2,494	COST	2,793

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$			\$
HALLIBURTON CO COM		1,315	COST	1,633
HARMAN INTL INDS INC COM		3,506	COST	4,862
HEWLETT PACKARD CO	8,219	2,819	COST	2,526
HOME DEPOT INC	1,821	1,821	COST	2,454
HONEYWELL INT'L, INC.	3,957	3,957	COST	4,784
HSBC HOLDINGS PLC	1,424	2,404	COST	4,645
ILLINOIS TOOL WORKS INC	3,955	3,955	COST	5,073
INTEL CORP	8,416			
INTL BUSINESS MACHINES CORP		3,907	COST	4,403
INVESTCO DEV MARKETS FUND INSTL		23,751	COST	28,788
INVESTCO LTD	3,954	3,954	COST	4,692
ISHARES COHEN & STEERS REALTY	26,129	23,601	COST	55,205
IVY GLOBAL NATURAL RES FUND CL I		17,321	COST	32,221
IVY GLOBAL NATURAL RESOURCES	28,700			
JOHNSON & JOHNSON	3,987	3,987	COST	3,773
JP MORGAN CHASE & CO.	7,885	7,885	COST	9,162
KELLOG CO	2,092	2,092	COST	2,043
KENNAMETAL INC	3,077			
KRAFT FOODS INC CLASS A		2,348	COST	2,521
LIMITED BRANDS INC	1,390			
LOWES COS INC	3,717	3,717	COST	4,514
M&T BANK CORP	1,953			
MAINSTAY CONVERTIBLE FUND	34,016			
MAINSTAY CONVERTIBLE FUND I		34,016	COST	47,305
MASTERCARD INC CL A	3,299	3,299	COST	4,258
MAXIM INTEGRATED PRODUCTS INC	1,572	1,572	COST	2,598
MCDONALDS CORP	3,868	3,868	COST	5,373
MEDCO HEALTH SOLUTIONS INC		2,888	COST	2,757
MEDTRONIC INC	1,956	1,956	COST	2,225
MERCK & CO INC	7,117	8,848	COST	8,614
METLIFE INC	4,354	4,354	COST	4,888
MICROSOFT CORP WASHINGTON	8,998	7,422	COST	6,643
MOSAIC COMPANY	2,408			
NORDSTROM INC COM		3,655	COST	4,238
NORFOLK SOUTHERN CORP	1,724	1,724	COST	3,141
NORTHERN TRUST CORP	2,670			
NOVARTIS AG ADR	3,872	3,872	COST	4,716
NUCOR CORP	2,787			
NUVASIVE INC	4,163			

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
NYSE EURONEXT	\$ 4,213	4,213	COST	\$ 4,347
O'REILLY AUTOMOTIVE INC	3,712	3,712	COST	9,063
ORACLE CORPORATION	4,016	4,016	COST	6,417
PACCAR INC	2,223			
PATTERSON-UTI ENERGY INC	2,549			
PEPSICO INC	6,133	3,925	COST	3,593
PETROLEO BRASILEIRO SA PETRO	5,849	5,849	COST	6,622
PFIZER INC	5,378			
PHILIP MORRIS INT'L INC	12,985	12,985	COST	15,686
PNC FINANCIAL SERVICES GROUP		5,129	COST	5,465
POTASH CORP SASK INC COM		2,544	COST	2,787
PRAXAIR INC COM		2,697	COST	3,341
PRICELINE.COM INC	3,235	1,077	COST	2,797
PRINCIPAL FINANCIAL GROUP	3,438			
QUALCOMM INC	7,357	6,425	COST	6,929
RIO TINTO PLC SPON ADR	1,729			
ROCKWELL AUTOMATION INC COM		4,114	COST	6,095
RPM INTERNATIONAL INC COM		1,299	COST	1,547
RYDER SYSTEM INC COM		4,043	COST	4,211
SAP AG SPONSORED ADR	4,043	5,020	COST	5,314
SCHLUMBERGER LIMITED	8,918	8,918	COST	11,356
SCHWAB CHARLES CORP NEW	3,156			
SEADRILL LTD		4,478	COST	5,427
SIEMENS AG SPONSORED ADR	1,875			
SOUTHERN COPPER CORP COM		1,168	COST	1,706
SOUTHWEST AIRLINES CO	2,530	2,530	COST	4,608
ST. JUDE MEDICAL INC	4,647	4,647	COST	5,130
STARBUCKS CORP	3,333	1,607	COST	4,338
STARWOOD HOTELS & RESORTS COM		3,534	COST	3,951
STEEL DYNAMICS INC	2,406			
SUN LIFE FINANCIAL INC		5,985	COST	6,472
SUNCOR ENERGY INC	2,792	3,781	COST	4,020
T ROWE PRICE INTL DISCOVERY FD	25,173			
T ROWE PRICE INTL DISCOVERY FD		32,141	COST	39,533
TENARIS S A SPONSORED ADR	1,577	3,615	COST	5,388
TEREX CORP	4,235			
THORNBURG INT'L VALUE FUND INSTL	125,738			
THORNBURG INTERNATIONAL VALUE FD I		110,046	COST	106,143
TIDEWATER INC	1,728			

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
TOTAL SA SPONSORED ADR	\$	3,650	COST	\$ 3,744
UNION PACIFIC CORP	2,842	3,848	COST	5,560
UNITED TECHNOLOGIES CORP COM		4,714	COST	5,196
URBAN OUTFITTERS INC	1,472	1,472	COST	3,223
VALE SA SP ADR	1,455			
VISA INC CL A	4,507	5,327	COST	4,575
VODAFONE GROUP PLC	5,793	5,793	COST	5,711
WAL MART STORES	5,438	3,669	COST	3,775
WEATHERFORD INTERNATIONAL LTD COM		1,203	COST	1,596
WELLS FARGO & CO NEW COM		6,407	COST	6,818
XTO ENERGY INC	4,071			
YUM! BRANDS INC	3,814	1,534	COST	2,600
TOTAL	\$ 729,648	\$ 738,750		\$ 945,219

Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AT&T INCORPORATED 4.95%	\$ 51,296	51,296	COST	\$ 53,594
CREDIT SUISSE FIRST BOSTON USA	24,761			
GENENTECH INCORPORATED	54,255	54,255	COST	55,055
PEPSICO INCORPORATED		30,449	COST	31,294
PHIZER INCORPORATED 4.5%	40,197	40,197	COST	43,483
SHERWIN WILLIAMS COMPANY		70,952	COST	72,025
VERIZON COMMUNICATIONS 5.35%	25,216	25,216	COST	25,136
WALT DISNEY COMPANY 4.7%	51,341	51,341	COST	53,598
TOTAL	\$ 247,066	\$ 323,706		\$ 334,185

Federal Statements

Statement 10 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
INTEREST RECEIVABLE - BOND PURCHASE ROUNDING	\$ 657	\$ 1	\$ 1
TOTAL	\$ 657	\$ 1	\$ 1

Statement 11 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
FEDERAL INCOME TAX PAYABLE	\$ 359	\$
TOTAL	\$ 359	\$ 0

Statement 12 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
PRIOR YEAR TAX/PENALTY	\$ 42
CURRENT YEAR FEDERAL TAX	386
TOTAL	\$ 428

Federal Statements

Statement 13 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

Name

Address

City, State, Zip

MR. & MRS. JACK SPENCER

1001 REDBUD TRAIL

AUSTIN TX 78746

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

<u>Name of Manager</u>	<u>Amount</u>
MR. & MRS. JACK SPENCER	\$ 4,875
TOTAL	<u>\$ 4,875</u>

Federal Statements**Taxable Interest on Investments**

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
INTEREST INCOME	\$ 17,848		14		
SAVINGS BOND INTEREST	11,959		14		
TOTAL	<u>\$ 29,807</u>				

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
DIVIDEND INCOME	\$ 13,950		14		
TOTAL	<u>\$ 13,950</u>				

► **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 ☒ **1**
- 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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see Instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

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.

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

Enter the Return code for the return that this application is for (file a separate application for each return)

0	4
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Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- 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 is for.

- 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 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ ☒ calendar year 20 10 or
- ▶ ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

- 2 If the tax year entered in line 1 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	\$
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	3b	\$
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$

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

For Paperwork Reduction Act Notice, see Instructions.

Cat No 27916D

Form **8868** (Rev. 1-2011)

- 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).

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

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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, 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 is for.

- 4 I request an additional 3-month extension of time until **November 15**, 20 **11**.
- 5 For calendar year **2010**, or other tax year beginning, 20, and ending, 20
- 6 If the tax year entered in line 5 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.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	00
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	00
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	00

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 ▶