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Form **990-PF**

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

Depa	rtmeni al Per	t of the Treasury venue Service Note. The foundation may l	Treated as a Privat		rtino requirements.	Open to public Inspection
		dar year 2012 or tax year beginning DEC			NOV 30, 2013	1 Open to peane mapecaen
		foundation		, =====================================	A Employer identification i	number
					,,	
T	ΗE	SPENCE FAMILY FOUNDATI	ON		04-3619122	
Nun	ber a	nd street (or P O box number if mail is not delivered to street	address)	Room/suite	B Telephone number	
_1	00	N 27TH ST		305	406-245-942	24
City	or to	own, state, and ZIP code			C If exemption application is per	nding, check here
B	IL.	LINGS, MT 59101-2090				
GC	heck	all that apply: Initial return	Initial return of a fo	rmer public charity	D 1. Foreign organizations,	check here
		Final return	Amended return		2 Foreign organizations most	ting the REP4 test
		Address change	Name change		Foreign organizations meet check here and attach com	iputation Land
H_C	_	type of organization: X Section 501(c)(3) ex			E If private foundation statu	
<u> </u>			Other taxable private founda		under section 507(b)(1)(A), check here
		rket value of all assets at end of year J Account	_	Accrual	F If the foundation is in a 60	
		· · ·	her (specify) mn (d) must be on cash t	22010)	under section 507(b)(1)(l	B), check here
	\$	0 4 3 / 0 4 4 5	I			(4) 5
Pa	irt i	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes
		necessarily equal the amounts in column (a)	expenses per ocono		N/A	(cash basis only)
	1	Contributions, gifts, grants, etc., received Check X if the foundation is not required to attach Sch B			N/A	
	2	Interest on savings and temporary cash investments				
	3		13,628.	13,628.		STATEMENT 1
	4	Dividends and interest from securities	13,040.	13,040.	<u> </u>	OIWICHENI I
		Gross rents				······································
Revenue		Net rental income or (loss)	9,937.			
	oa b	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 8a 93,760.	3,331.			
Ven	7	assets on line 6a 93, 700. Capital gain net income (from Part IV, line 2)		9,937.		
8	8	Net short-term capital gain RECE!	/:=n	3,33,,		
	9	Income modifications	<u> </u>			
	10a	Gross sales less returns and allowances	1971			
		Less Cost of goods sold	2014 6			
		Gross profit or (loss)	iŭi	· · · · · · · · · · · · · · · · · · ·		
	11	Other income UGUEN	. UI			
	12	Total. Add lines 1 through 11	23,565.	23,565.		
	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
ses	16a	Legal fees				
第UC & I NYM CANNINA Operating and Administrative Expenses	b	Accounting fees				
بقري	C	Other professional fees				
Ç.	17	Interest				
Ž <u>ē</u>	18	Taxes STMT 2	169.	0.		0.
	19	Depreciation and depletion	.,			
IE	20	Occupancy				
Ç₹	21	Travel, conferences, and meetings				
₹ë	22	Printing and publications	0 107	005		1 100
۲ij	23	Other expenses STMT 3	2,187.	997.		1,190.
≓ية	24	Total operating and administrative	2 25.6	007		1 100
ಕ್ಷಣ		expenses. Add lines 13 through 23	2,356.	997.		1,190.
` ``	25	Contributions, gifts, grants paid	43,104.			43,104.
j,	26	Total expenses and disbursements.	15 160	997.		44 204
	0.7	Add lines 24 and 25	45,460.	997.		44,294.
	27	Subtract line 26 from line 12:	<21,895.			
		Excess of revenue over expenses and disbursements Net investment income (if negative, enter -0-)	\41,09J•	22,568.		
	U	HEL INTESTINENT INCOME (in Helianne, enter -u-)		22,300.	1	

223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

Part II Balance Sheets Amount is consumer to recognize the consumer to	Fo	rm 99	90-PF (2012) THE SPENCE FAMILY FOUND		04-	3619122 Page 2
1 Cash - non-interest-bearing 2 Savings and temporary cash investments 29,056. 21,222.	F	'airt	Balance Sheets Attached schedules and amounts in the description			<u> </u>
2 Sweeps and temporary cash investments 3 Accounts recovable ▶ Less allowance for doubtful accounts ▶ 4 Peldops receivable 5 Gratis receivable 5 Gratis receivable 6 Receivables due from officers, directors, trustees, and other designated persons 7 the receivable persons 7 the receivable persons 7 the receivable for size of use 8 Investments - Use and state of electrons, trustees, and other designated persons 10 Investments - Use and state operated but person 11 Investments - Corporate stock 12 Investments - corporate stock 13 Investments - corporate stock 14 Investments - corporate stock 15 Investments - corporate stock 16 Investments - corporate stock 17 Investments - corporate stock 18 Investments - corporate stock 19 Investments - corporate stock 10 Investments - corporate stock 10 Investments - corporate stock 10 Investments - corporate stock 11 Investments - corporate stock 12 Investments - corporate stock 13 Investments - corporate stock 14 Inch beiddings, and equipment basis but it is asknowled depresons 15 Other assess (describe ▶ 16 Total assests fine be completed by all fixers) 17 Accounts required and completed by all fixers) 18 Other for evalue 19 Other for evalue 20 On On One of the complete of t	느		,		(b) Book Value	(c) Fair Market Value
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Receasebles due from officers, directors, trustees, and other disqualified persons		۱.				
decipating depressions 7 Districts decision tensemble Less: allowance for doubtful accounts ▶ 10 inventories for sale or use 9 Propad expenses and desterred charges 10 inventories - Comprise both 11 inventories - Comprise both 12 inventories - Comprise both 13 inventories - Comprise both 14 inventories - Comprise both 15 inventories - Comprise both 16 inventories - Inventories - Comprise both 17 inventories - Inventories - Comprise both 18 inventories - Comprise both 19 inventories - Comprise both 19 inventories - Comprise both 10 inventories - Comprise both 11 inventories - Comprise both 12 inventories - Comprise both 13 inventories - Comprise both 14 inventories - Comprise both 15 inventories - Comprise both 16 inventories - Comprise both 16 inventories - Comprise both 17 inventories - Comprise both 18 inventories - Comprise both 19 Deferred revenus 19 Deferred revenus 19 Deferred revenus 19 Deferred revenus 10 inventories - Comprise both 10 in			· · · · · · · · · · · · · · · · · · ·			
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5 Decreases not included in line 2 (itemize) ► 5 0. 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 6 554, 945.					3	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 6 554, 945.			· ·		4	
					5	
	<u>6</u>	Total	net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	lumn (b), line 30	6	

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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.

Form **990-PF** (2012)

44,294.

Enter qualifying distributions from Part XII, line 4

_	n 990-PF (2012) THE SPENCE FAMILY FOUNDATION		04	<u>-3619</u>	122		Page 4
	art VI Excise Tax Based on Investment Income (Section 4940(a), 4		r 4948	- see i	nstru	ictio	ns)
1a	Exempt operating foundations described in section 4940(d)(2), check here 🕨 🔙 and enter "N//			1			
	Date of ruling or determination letter: (attach copy of letter if necessary-	-see instructions)		1			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕒 🗶	and enter 1%	1			2	26.
	of Part I, line 27b						
	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part						_
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others en	iter -0-)	2				0.
	Add lines 1 and 2		3			2	26.
	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others er	nter -0-)	4	+			0.
	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5_	-			<u> 26.</u>
	Credits/Payments:	I					
	2012 estimated tax payments and 2011 overpayment credited to 2012						
	Exempt foreign organizations - tax withheld at source 6b						
	: Tax paid with application for extension of time to file (Form 8868)						
	I Backup withholding erroneously withheld Take and assuments Add lane So through Sd		\dashv ,	1			0.
	Total credits and payments. Add lines 6a through 6d		8				<u> </u>
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9				26.
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	+			40.
	Enter the amount of line 10 to be: Credited to 2013 estimated tax	Refunded					
	art VII-A Statements Regarding Activities						
	During the tax year, did the foundation attempt to influence any national, state, or local legislation o	r did it participate or inter	ene in			Yes	No
	any political campaign?				1a		
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see	e instructions for definition	1)?		1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copie						
	distributed by the foundation in connection with the activities.						
C	Did the foundation file Form 1120-POL for this year?				1c		Х
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:				,		
	(1) On the foundation. ▶ \$ 0 . (2) On foundation managers. ▶ \$		0.				
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax	imposed on foundation					
	managers. ▶ \$ 0 .						
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?				2		X_
	If "Yes," attach a detailed description of the activities.						
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrum	ent, articles of incorporati	on, or				
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes				3		<u>X</u>
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		_	- / -	4a		<u> </u>
	of f'Yes," has it filed a tax return on Form 990-T for this year?		i	N/A	4b		37
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.				5		X
D	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 direct 	ione that conflict with the	wel ateta				
	remain in the governing instrument?	ions that commet with the	state law		6	Х	
7	Did the foundation have at least \$5,000 in assets at any time during the year?				7	X	
•	If "Yes," complete Part II, col. (c), and Part XV.						
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)						
-	MT						
Ь	of 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				8b	Х	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 45	942(j)(3) or 4942(j)(5) for	calendar				
	year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete				9		X
10	Did any persons become substantial contributors during the tax year? if "Yes," attach a schedule listing				10		X
				For	n 990	-PF(2012)

223531 12-05-12

Part VIII—S Statements Regarding Activities for Which Form 4720 May Be Required (continues) Compensation of the foundation by any or more any amount to:	orm 990-PF (2012) THE SPENCE FAMILY FOUNDA		D	<u>04-36191</u>	22 Page 6
(1) Carry on propaganta, or otherwise attenot to influence legislation (section 4945(s))? (2) Influence the outcome of any speatic public election (see section 4955(s)) to locarry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposas? (4) Provide a grant to an individual for travel, study, or other similar purposas? (5) Provide for any purpose other than a charitable, inc., organization discribed in section 5/59(a)(1), (2), or (3), or section 4940(c)(2)? (5) Provide for any purpose other than religious, charitable, scenific, literary, or educational purposes, or for the prevention of cruelty to children or animals? (6) Provide for any purpose other than religious, charitable, scenific, literary, or educational purposes, or for the prevention of cruelty to children or animals? (7) If any animals resky or any purpose other than religious, charitable, scenific, literary, or educational purposes, or for the prevention of cruelty to children or animals? (8) If any animals resky or any purpose other than religious, charitable, scenific, literary, or educational purposes, or for the prevention of cruelty to children or animals? (9) If any any any resky or any understood to daily other than section 19, 17 and any time during the sex pay premiums, directly or indirectly, on a personal benefit contract? (9) If any any time during the tax year, was the foundation aparty to a prohibited tax shelter transaction? (9) If any time during the tax year, was the foundation aparty to a prohibited tax shelter transaction? (9) If any and the direction of the highest-paid employees (other than those included on line 1), If none, enter "NONE." (9) If any and everage hours and address of each employee paid more than \$\$0,000 (b) If any and average hours pay time during the pay time during the pay time and address. (9) If any and average hours and address of each employee pay any other than \$\$0,000 (b) If any and average hours pay the pay		orm 4720 May Be I	Required (contin	ued)	
(2) Influence the outcome of any speaching public election (see section 4985); or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an organization other than a charitable, etc. organization described in section 598(4)(7), (3) or (3), or section 4940(4)(2)? (3) Provide for any purpose other than reliquous, charitable, scentric, literary, or educational purposes, or for the prevention of crushly to children or animals? (5) If any answer is "Ves" to 5(1)*(-5), did say of the transactions fall to qualify under the exceptions described in Requisitions section 53.4945 on a scurrent notice regarding desister assistance (see the steep of the statement register) and the scale of the statement required by Pregulations section 53.4945-5(g). 8) If the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? (7) Yes IN NO 8) If "Yes," and the burindship to the grant? (8) If "Yes," and the burindship to the grant? (9) Yes IN NO 8) If "Yes," and the burindship to the grant? (9) Yes IN NO 8) If "Yes," and the burindship to the grant? (9) Yes IN NO 9) If "Yes," and the burindship to the grant? (9) Yes IN NO 9) If "Yes," and the burindship to state and required by Pregulations section 53.4945-5(g). 1) If the burindship, during the year, receive any processes for the animal processes of the statement receive any processes or have any net income attributible to the transaction? (9) If the statement foundary? (1) It stall officers, directors, trustedship and any processes or have any net income attributible to the transaction? (1) It is all officers, directors, trustedship and processes or have any net income attributible to the transaction? (1) It is all officers, directors, trustedship and processes or have any net income attributible to his transaction? (1) It is all officers, directors, trustedship and the processes of th					
any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section S08(a)(1), (2), or (3), or section 494(d)(2)?? (5) Provide to any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animats? If any animate is 7% of 56(1)(5), did any of the transactions fall to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance (see instructions)? N/A 7 to 1 the same of the sam		• • • •		es LXJ No	i
(3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an origination other than a charable, etc., origination disserted in section 509(s)(1), (2), or (3), or section 4940(d)(2)? (5) Provide for any purpose other than religious, charable, scentific, literary, or educational purposes, or for the prevention of crustly to children or ainmail? It is any answer is "Set to 561(1)-(5), did any of the transactions fall to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance (see instructions)? If "Yes ("Yes (X) No "Yes (X) No "		r to carry on, directly or indir			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section S09(s)(1), (2), or 3(), or section 4940(g)(2)? (5) Provide for any purpose other than religious, charitable, scentific, literary, or educational purposes, or for the prevention of cruelly to children or animals? b If any answer is 745 to 5(1)(5), did any of the transactions fall to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations religious or unreligious of the foundation claim exemption from the tax because it maintained expenditure responsability for the grant? If Yes, affact the statement required by Regulations section 53.4945-5(o). 8a Did the foundation, during the year, recover any funds, directly or indirectly, to pay premiums on a personal benefit contract? If Yes or 50, fine form 887. b If Yes, did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If Yes or 50, fine form 887. It is all officers, directors, twesters, foundation managers and their compensation. (a) Name and address of each employees (other than those included on line 1). If none, enter "NONE." (b) Title, and average hours provided the position of five highest-paid employees (other than those included on line 1). If none, enter "NONE." (c) Compensation (d) Compensat	any voter registration drive?				
SOS(3(1), (1, (2), or (3), or section 4940(0)(2)? (S) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruety to children or animal? It is any answer is "Yes" to \$(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section \$3.4945 or in a current notice regarding dessets assistance (see instructions)? Organizations relying on a current notice regarding dessets assistance (see instructions)? Organizations relying on a current notice regarding dessets assistance (see instructions)? Organizations relying on a current notice regarding dessets assistance check here If the answers "Yes" to question 63(4), does the foundation claim exempliation from the tax because it maintained expenditure responsibility for the grant? If "Yes, a stant the statement required by Regulations section \$3.4945-5(d). But the foundation, during the year, pacewer any funds, directly or indirectly, to pay premiums on a personal benefit contract? If Yes To 60, file Form 8370. 7 At any time directly the foundation aparty to a prohibited tax shelter transaction? If I start of the foundation receive any proceeds or have any net income attributable to the transaction? It is all officers, directors, trustees, foundation managers and their compensation. (a) Name and address (b) Titile, and average (c) Compensation in the properties of the proper	(3) Provide a grant to an individual for travel, study, or other similar purposes	?	Y	es 🗶 No	
(6) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? b if any answer is "Yes to 5a(1)-(5), did any of the transactions tail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance clark here c if the answer is "Yes to question 54(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," affact hit has statement required by Regulations section 53.4945-5(d). Sa Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal ebenefit contract? If "Yes," affact hit has statement required by Regulations section 53.4945-5(d). Sa Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes," affact hit has statement required by Regulations section 53.4945-5(d). Sa Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes to 50, file Form 857. B Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes to 50, file Form 857. B Did the foundation or given any process or have any net income attributable to the transaction? Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly It ist all officers, directors, rustees, foundation managers and their compensation. (a) Name and address of each employees (other than those included on line 1), If none, enter "NONE." (b) Title, and average hours per when the compensation of five highest-paid employees (other than those included on line 1), If none, enter "NONE." (c) Compensation of five highest-paid employees (other than those included on line 1), If none, enter "NONE." (c) Compensation of five highest-paid employees (other than those included on line 1), If none, enter "NO	(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section			
b If any answer is "Yes" to \$6.1 (1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section \$3.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here If the answer is "Yes" to question \$64, does the foundation dame sexpenditure responsibility for the grant? If "Yes," a standard the statement required by Regulations section \$3.4945-5(d). 8a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? By the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes," a fair mining the tax year, was the foundation a party to a prohibited tax sheller transaction? If "Yes "did the foundation receive any proceeds or have any net income attributable to the transaction? If a fair mining the tax year, was the foundation a party to a prohibited tax sheller transaction? If a fair mining the tax year, was the foundation a party to a prohibited tax sheller transaction? If a fair mining the tax year, was the foundation a party to a prohibited tax sheller transaction? If a fair mining the tax year, was the foundation aparty to a prohibited tax sheller transaction? If a fair mining the tax year, was the foundation aparty to a prohibited tax sheller transaction? If a fair mining the tax year, was the foundation aparty to a prohibited tax sheller transaction? If a fair mining the tax year, was the foundation aparty to a prohibited tax sheller transaction? If a fair mining the tax year, was the foundation aparty to a prohibited tax sheller transaction? If a fair mining the tax year, was the foundation aparty to a prohibited tax sheller transaction? If a fair mining the tax year, was the foundation aparty to a prohibited tax sheller transaction? If a fair mining the tax year, was the foundation aparty to a prohibited tax sheller transaction? If a	509(a)(1), (2), or (3), or section 4940(d)(2)?		Y	es X No	1 1
b It any answer is "Set To Sa(1)-(5), did any of the transactions fall to qualify under the exceptions described in Regulations section 53,4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here I the answer is "set to question 54(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(6). B Oth the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? I have to 66, the Form 8870. 7 a At any time during the tax year, was the foundation a parry to a prohibited tax shelter transaction? Part VIII Information About Officiers, Directors, Trustees, Foundation Managers, Highly Part VIII Information About Officiers, Directors, Trustees, Foundation Managers, Highly I List all officers, directors, trustees, foundation managers and their compensation. (a) Name and address (b) Title, and average thours per week devoted to position (a) Name and address of each employee gold more than \$50,000 O. O. O. O. Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE." (b) Title, and average devoted to position (c) Compensation (d) Compensation (e) Compensation (e) Compensation (f) Compensation (e) Compensation (f) Compensation (e) Compensation (f) Compensation (e) Compensation (f) Compensation (g) Expense and their contractors (g) Title, and average devoted to position (g) Title, and average devoted to position (g) Compensation (g) Co	(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or t			
section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here or if the answer is "Yes" to question 53.69, does the foundation diam 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). 8a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? B Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 60, file Form 8870. Tax A any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes X No If "Yes" to 60, file Form 8870. Yes Tax No If "Yes" to 60, file Form 8870. Yes Tax No If "Yes" to 60, file Form 8870. Yes Tax No If "Yes" to 60, file Form 8870. Yes Tax No If "Yes" to 60, file Form 8870. Yes Tax No If "Yes" to 60, file Form 8870. Yes Tax No If "Yes" to 60, file Form 8870. Yes Tax No If "Yes" to 60, file Form 8870. Yes Tax No If "Yes" to 60, file Form 8870. Yes Tax No If "Yes" to 60, file Form 8870. Yes Tax No If "Yes" to 60, file Form 8870. Yes Tax No If "Yes" to 60, file Form 8870. Yes Tax No If "Yes" to 60, file Form 8870. Yes Tax No If "Yes Tax No If "Yes" to 60, file Form 8870. Yes Tax No If "Yes	the prevention of cruelty to children or animals?		Y	es 🗶 No	
Cirpanzations relying on a current notice reparding disaster assistance check here e If the answer is "Yes" to question 5.4(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). But the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? b Did the foundation, during the year, pay premiums, directly or indirectly, to pay premiums on a personal benefit contract? 7 a Many time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7 a Many time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7 a Many time during the tax year, was the foundation managers and their compensation. 9 Ifformation About Officers, Directors, Trustees, Foundation Managers, Highly Part VIII Paid Employees, and Contractors 1 List all officers, directors, trustees, foundation managers and their compensation. (a) Name and address (b) Title, and average foundation (if not paid, enter 4). 1 Described to position of five highest-paid employees (other than those included on line 1), If none, enter "NONE." (b) Title, and average foundation and average founda	b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	der the exceptions described	ın Regulations		
e 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? ### No ### No ##	section 53.4945 or in a current notice regarding disaster assistance (see instru	ctions)?		N/A	5 b
expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d). 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? b Did the foundation guing the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes to 6b, file Form 8870. 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors I List all officers, directors, trustees, foundation managers and their compensation. (a) Name and address (a) Name and address (b) Title, and average hours give the statement of the highest-paid employees (other than those included on line 1). If none, enter "NONE." (c) Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE." (b) Title, and average hours give the statement of the highest-paid employees (other than those included on line 1). If none, enter "NONE." (c) Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE." (d) Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE." (e) Expanse the statement of the highest-paid employees (other than those included on line 1). If none, enter "NONE." (b) Title, and average hours give the statement of the position of the highest-paid employees and the statement of the position of the highest-paid employees and the statement of the position of the statement of the	Organizations relying on a current notice regarding disaster assistance check h	ere		▶□ □	
## "Yes," attach the statement required by Regulations section 53.4945-5(d). 8a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ## "Yes	c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fi	om the tax because it mainta	ined		
## "Yes," attach the statement required by Regulations section 53.4945-5(d). 8a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ## "Yes	expenditure responsibility for the grant?	N	I/A 🔲 Y	es D No	
a personal benefit contract? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes' 50, file Form 8870. 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 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. (a) Name and address (b) Tile, and average hours per week devoled for position 2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE." (a) Name and address of each employee paid more than \$50,000 (b) Tile, and average hours per week devoled for position (c) Compensation (c) Compensation (d) Compensation (d) Compensation (d) Compensation (e) Expense (e) Compensation (f) Compensation (d) Compensation (d) Compensation (e) Compensation (e) Compensation (f) Compensation (e) Compensation (f) Compensation (g) Compensation	If "Yes," attach the statement required by Regulations section 53.494		•		
a personal benefit contract? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes' 50, file Form 8870. 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 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. (a) Name and address (b) Tile, and average hours per week devoled for position 2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE." (a) Name and address of each employee paid more than \$50,000 (b) Tile, and average hours per week devoled for position (c) Compensation (c) Compensation (d) Compensation (d) Compensation (d) Compensation (e) Expense (e) Compensation (f) Compensation (d) Compensation (d) Compensation (e) Compensation (e) Compensation (f) Compensation (e) Compensation (f) Compensation (g) Compensation	6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 80, file Form 8870. 7 At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (a) Name and address (b) Tile, and average hours per week devoted to position of five highest-paid employees (other than those included on line 1). If none, enter "NONE" (c) Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE" (d) Compensation (c) Compensation (c) Compensation (d) Compensat		F 7 F		es X No	1
# Yes* to 6b, file Form 8870. 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 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. (a) Name and address (a) Name and address (a) Name and address (b) Title, and average hours per week devolded to position 2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE." (a) Name and address of each employee paid more than \$50,000 (b) Title, and average devolded to position (c) Compensation (d) Compensation (d) Compensation (d) Compensation (e) Expense exception (e) Compensation (e) Compensation (e) Expense exception (e) Compensation (e) Comp	•	ersonal benefit contract?			86 X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b if "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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. (a) Name and address (b) Title, and average hours per week devoted to position (c) Compensation ((f) Compensation ((f) Into paid, enter -0.) (b) Title, and average hours per week devoted to position (c) Compensation ((f) Compensation ((f) Compensation (f) Into paid, enter -0.) (a) Name and address (b) Title, and average hours per week devoted (enter -0.) (a) Name and address of each employees (other than those included on line 1). If none, enter "NONE." (b) Title, and average hours per week evoted (e) Compensation (e) Compe					
b If Yes,* did the foundation receive any proceeds or have any net income attributable to the transaction? Part VIII	•	helter transaction?	□ v	s X No	
Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors 1 List all officers, directors, trustees, foundation managers and their compensation. (a) Name and address (b) Title, and average hours per week devoted to position (d) Compensation (d				· ·	7h
List all officers, directors, trustees, foundation managers and their compensation. (a) Name and address (b) Title, and average hours per week devoted to position (d) Compensation (if not paid, enter-0-) (d) Compensation (d) Compens	Information About Officers Directors Truct		nagers Highly		
(a) Name and address (b) Title, and average hours per week devoted to position (c) Compensation (H not paid, enter -0). (c) Compensation (H not paid, enter -0). (d) Control per to the per to the per to position enter -0). (e) Compensation (H not paid, enter -0). (f) Control per to the per to position enter -0). (g) Compensation enter -0). (g) Control per to per t	Part VIII Paid Employees, and Contractors	ooo, i oanaadon wa	inagoro, rngm	,	
(a) Name and address (b) Title, and average hours per week devoted to position (c) Compensation (H not paid, enter -0). (c) Compensation (H not paid, enter -0). (d) Control per to the per to the per to position enter -0). (e) Compensation (H not paid, enter -0). (f) Control per to the per to position enter -0). (g) Compensation enter -0). (g) Control per to per t	1 List all officers, directors, trustees, foundation managers and their	compensation.		· 	· · · · · ·
SEE STATEMENT 5 0. 0. 0. 0. 2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE." (a) Name and address of each employee paid more than \$50,000 (b) Tills, and average hours per week devoted to position (c) Compensation employee benefit plants and count, other allowances. NONE (a) Name and address of each employee paid more than \$50,000 (c) Compensation employee benefit plants and count, other allowances.			(c) Compensation	(d) Contributions to	(e) Expense
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2 Compensation of five highest-paid employees (other than those included on line 1). 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 NONE (c) Compensation (d) Contributions to employee tentificials and deterred compensation (e) Expense addounted to position (o) Compensation (o) Compensat		to position	enter-0-)	Compensation	allowalices
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NONE Compensation allowalities Compensation	2 Compensation of five highest-paid employees (other than those inc		enter "NONE."	(d) Contributions to	
NONE Compensation allowalities Compensation	(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	employee benefit plans	(e) Expense account, other
Total number of other employees paid over \$50,000 ■ 0	· · · · · · · · · · · · · · · · · · ·	devoted to position	(0)	compensation	allowances
	NONE				
					
	TO THE STATE OF TH	·· ,			
	Total number of other employees paid over \$50,000	· · · · · · · · · · · · · · · · · · ·	•	.	<u> </u>
	4		· · · · · · · · · · · · · · · · · · ·	Form	

Page 8

<u>P</u>	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndations, se	e 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	532,056.
b	Average of monthly cash balances	1b	43,549.
C	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	575,605.
е	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	575,605.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,634.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	566,971.
6	Minimum investment return. Enter 5% of line 5	6	28,349.
Р	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here and do not complete this part.)	nd certain	
<u> </u>	Minimum investment return from Part X, line 6	1	28,349.
2a	Tax on investment income for 2012 from Part VI, line 5		
b	Income tax for 2012. (This does not include the tax from Part VI.)		
	Add lines 2a and 2b	2c	226.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	28,123.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	28,123.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	28,123.
Р	art XII Qualifying Distributions (see instructions)	1 - 1 - 1 - 1 - 1	
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	44,294.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
а	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	44,294.
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	5	226.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	44,068.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of	qualifies for th	ie section

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI,				
line 7				28,123.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			26,110.	
b Total for prior years:				
, ,		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from	***			7: · · · · · · · · · · · · · · · · · · ·
Part XII, line 4: ►\$ 44,294.				
a Applied to 2011, but not more than line 2a			26,110.	
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 2012 distributable amount				18,184.
e Remaining amount distributed out of corpus	0.			10,104.
5 Excess distributions carryover applied to 2012	0.			0.
(If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract				
line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable				
amount - see instructions		0.		
e Undistributed income for 2011. Subtract line	" "			19 Ti
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2013				9,939.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007				-
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013.				
Subtract lines 7 and 8 from line 6a	0.			
0 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009		ļ		
c Excess from 2010				
d Excess from 2011		ļ		
e Excess from 2012				
<u> </u>		· · · · · · · · · · · · · · · · · · ·		Form 000-DE (2012)

Part XIV Private Operating For		FOUNDATION structions and Part VI	I-A. question 9)	N/A	-3619122 Page
1 a If the foundation has received a ruling or o			7, 4000.01.07	N/A	· · · · · · · · · · · · · · · · · · ·
foundation, and the ruling is effective for 2					
b Check box to indicate whether the foundat	-		in section	4942(j)(3) or	4942(J)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years	1312([)(0) 01	
income from Part I or the minimum	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
investment return from Part X for	(-)	(-7	(-7	(4)	(4,714)
each year listed					İ
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 Inform	nation (Comple	te this part only	if the foundation	had \$5,000 or	r more in assets
at any time during the			ii tiio iodiiddiioii	παα φο,σσσ σ.	moro in accord
1 Information Regarding Foundation			·		
a List any managers of the foundation who h	•	than 2% of the total cont	ributions received by the	foundation before th	e close of any tax
year (but only if they have contributed mo					o ologo or ally lax
RALPH SPENCE, JR					
b List any managers of the foundation who	own 10% or more of th	ne stock of a corporation (or an equally large portion	on of the ownership o	of a partnership or
other entity) of which the foundation has a	i 10% or greater intere	st.			
NONE					
2 Information Regarding Contribution	n, Grant, Gift, Loan	, Scholarship, etc., Pr	ograms:		
Check here if the foundation only	y makes contributions	to preselected charitable	organizations and does n	ot accept unsolicited	requests for funds. If
the foundation makes gifts, grants, etc. (se	ee instructions) to indiv	viduals or organizations u	nder other conditions, co	mplete items 2a, b, o	c, and d.
a The name, address, and telephone numbe	r or e-mail of the perso	on to whom applications s	should be addressed:		
RALPH SPENCE, JR., (4	06) 245-94	24			
100 N. 27TH STREET ST	E 305, BIL	LINGS, MT 5	91012090		
b The form in which applications should be	submitted and informa	tion and materials they st	nould include:		
CONTACT FOUNDATION					
c Any submission deadlines:					
CONTACT FOUNDATION					
d Any restrictions or limitations on awards, s	such as by geographic	al areas, charitable fields.	kinds of institutions, or o	ther factors;	
NONE	, , , , , , ,	,	,		
223601 12-05-12					Form 990-PF (201

Part XV Supplementary Information	1 (continued)			<u>-</u>
3 Grants and Contributions Paid During the		Payment		
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient	oona lookion	
a Paid during the year				
ALBERTA BAIR THEATER	NONE	501(C)(3)	PHILANTHROPIC PURPOSES	
PO BOX 1556				2 000
BILLINGS, MT 59101				2,000,
AMANI FOR AFRICA USA FOUNDATION PO BOX 28133	NONE	501(C)(3)	PHILANTHROPIC PURPOSES	
CHATTANOOGA, TN 37424				13,520.
BILLINGS COMMUNITY FOUNDATION 100 N 27TH ST #305	NONE	501(C)(3)	PHILANTHROPIC PURPOSES	
BILLINGS, MT 59101				21,584,
ST VINCENT HEALTHCARE FOUNDATION 100 N 27TH ST #305 BILLINGS MT 59101	NONE	501(C)(3)	PHILANTHROPIC PURPOSES	2,500.
511111NGS, FIT 33101				2,300,
ZOO MONTANA 2100 SOUTH SHILOH RD	NONE	501(C)(3)	PHILANTHROPIC PURPOSES	
Total SEE CO.	⊔ NTINUATION SHEE	 የጥ (ያ)	▶ 3a	2,500. 43,104.
b Approved for future payment	MILIONITON BILL			43,104,
NONE				
Total			▶ 3b	0.

223611 12-05-12

	FAMILY FOUN			04-3	619122 Page 1
Part XVI-A Analysis of Income-					
Enter gross amounts unless otherwise indicated.		ousiness income	(C) Exclu-	y section 512, 513, or 514	(e)
	(a) Business	(b) Amount	sion	(d) Amount	Related or exempt function income
1 Program service revenue:	code		code	Amount	——————————————————————————————————————
a					
b	 		 		
<u> </u>				-	
d					
e					
· · · · · · · · · · · · · · · · · · ·			 		**
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash				;	
investments				10 500	
4 Dividends and interest from securities			14	13,628.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property		_			
b Not debt-financed property					····
6 Net rental income or (loss) from personal					
property					
7 Other investment income					
8 Gain or (loss) from sales of assets other			1 . 1		
than inventory			18	9,937.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory			1		
11 Other revenue:					
a					
b			J		
C					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		. 0	•	23,565.	0
13 Total. Add line 12, columns (b), (d), and (e)				13	23,565
(See worksheet in line 13 instructions to verify calcula	ations.)				
Part XVI-B Relationship of Activ					
Line No. Explain below how each activity for w			A contributed	I importantly to the accomp	dishment of
▼ the foundation's exempt purposes (or	ther than by providing fund	s for such purposes).			
		-			
		·			<u> </u>
1					

		Exempt Organ	ıizations					
1	Did the or	ganization directly or indi	rectly engage in any of the followi	ng with any other organization	n described in section 501(c) of		Yes	No
	the Code	(other than section 501(c	e)(3) organizations) or in section 5	27, relating to political organia	zations?	ł		
a		•	ation to a noncharitable exempt o			ł		
	(1) Cash	· · · · · · · · · · · · · · · · · · ·	·			1a(1)		Х
	(2) Other					1a(2)		X
ь	Other tran							
		of assets to a noncharita	ible exempt organization			15(1)		X
	• •		encharitable exempt organization			15(2)		X
	` '	al of facilities, equipment,				1b(3)		X
		bursement arrangements				1b(4)		X
	` '	s or loan guarantees				1b(5)		X
	` '	-	embership or fundraising solicitati	ons		1b(6)		X
c	` '		ailing lists, other assets, or paid en			1c		X
					ays show the fair market value of the goods, i		ets	
ŭ					in any transaction or sharing arrangement, s		,,	
			other assets, or services received		in any definition of one mig arrangement of			
(a)L	ine no	(b) Amount involved	(c) Name of noncharitable		(d) Description of transfers, transactions, and	sharing ar	rangeme	
/_		(-)	N/A		(5),			
			N/A					
								
								
				·				
			-					
	··· - -			<u></u>				
				· · · · · · · · · · · · · · · · · · ·				
								
					<u> </u>			
			-				-	
_					<u> </u>			
2a			tly affiliated with, or related to, one		ations described	٦,,	37	٦
			r than section 501(c)(3)) or in sec	tion 52/7	L	Yes	LA	No
D	if Yes, co	omplete the following scho		(h) Turn of accompany	(a) December of relations	<u> </u>		
		(a) Name of org	Janization	(b) Type of organization	(c) Description of relations	nip		
		N/A						
				<u> </u>				
								
	14-4							
٥:					tatements, and to the best of my knowledge tion of which preparer has any knowledge	y the IRS o	discuss t	his
Si	gn ere	X Pill		2 60/11	sho	wn below	(see inst	g)?
116		1 agras	aprice	1/20/19	-	X Yes		J No
	Sign	nature of office or trustee	I	Date /	Title			
		Print/Type preparer's na	[]]]	signature	Date Check If PTIN			
_		DANIEL S.		XXII We CHA	self- employed			
Pa		CPA	DANIEI			0031		
	eparer	Firm's name > AND	ERSON ZURMUEHLE	EN & CO., P.C.	Firm's EIN ► 81-0	3859	40	
Us	e Only							
			O. BOX 20435					_
		BI	LLINGS, MT 5910	04-0435	Phone no. 406 – 2	<u> 245-</u>	<u>513</u>	6
						rm 990		

THE SPENCE FAMILY FOUNDATION 04-3619122 PAGE OF Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired (c) Date acquired (a) List and describe the kind(s) of property sold, e.g., real estate, (d) Date sold P - Purchase D - Donation (mo., day, yr.) 2-story brick warehouse; or common stock, 200 shs. MLC Co. (mo., day, yr.) 12/27/02|01/18/13 1a AMERICAN FUNDS EURO PACIFIC GROWTH FD CL A P b ING CORP LEADERS TRUST FD P 09/21/12|03/08/13 IVY HIGH INCOME FD CL A P 03/27/12|03/08/13 P 05/21/12|03/08/13 d PIMCO INCOME FD CL 03/30/12|03/08/13 P e PIMCO TOTAL RETURN FD CL A 05/21/1203/08/13 P VANGAURD INDEX FD MID-CAP VIRTUS SM-CAP CORE FD CL A P 05/21/12|03/08/13 03/07/12|03/08/13 h ALLIANCE BERNSTEIN HIGH INCOME FD CL A P 03/07/1203/08/13 AMERICAN FUNDS EURO PACIFIC GROWTH FD CL A P P 03/07/1203/08/13 J COLUMBIA SELECT LG-CAP GROWTH Z k FIRST EAGLE OVERSEAS FD CL A P 03/07/1203/08/13 I FIRST EAGLE US VALUE FD CL A P 03/07/12|03/08/13 03/07/1203/08/13 P m F/T GLOBAL BOND FD CL A P |03/07/12|03/08/13 n IVY HIGH INCOME FDCL A |03/07/12|03/08/13 MKT FD CL P o OPPENHEIMER DEV (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) 20,000 13,594 6,406. a 2,418. 2,225. 193. h 0. 77. 69. 8. d 6,216. 6,254. <38.> е 50. 212 262. f 18. 155 173. g 72. 1,096. 1,024. h 17. 176. 159. 217. <u>25.</u> 242 27. 26. k 2,009. 1,873. <u> 136.</u> 7. 0. m 3,257. 3,107 150. 49. 54. 5. 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (i) but not less than "-0-") (i) F.M.V. as of 12/31/69 as of 12/31/69 over col. (j), if any 6,406. a 193. b 0. 8. d <38.> 50. 18. g 72<u>.</u> h 17. 25. 1. 13<u>6.</u> 1 0. m 150. п 5. 0 If gain, also enter in Part I, line 7

If (loss), enter "-0-" in Part I, line 7

Capital gain net income or (net capital loss)

If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8

Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

THE SPENCE FAMIL	V ECTIVIDATION	04-36 <u>1</u>	OATION FOR	PAGE 2	OF 3
	sses for Tax on Investment Income	04-301			
	d describe the kind(s) of property soli rick warehouse; or common stock, 20		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PIMCO TOTAL RE	TURN FD CL A		P	03/07/120	3/08/13
b ALPS ETF TR AL			P	09/21/120	
c FIRST EAGLE US			P	12/13/120	
d ING CORP LEADE			P	09/21/120	
		3			
	AINED BOND FD CL	A	<u>P</u>	03/08/130	
f VIRTUS SR FLOA			P	03/08/130	
	EURO PACIFIC GR	OWTH FD CL A	P	03/07/120	
h FIRST EAGLE OV	ERSEAS FD CL A		P	03/07/120	7/08/13
FIRST EAGLE US	VALUE FD CL A		P	03/07/120	7/08/13
J IVY HIGH INCOM	E FD CL A		P	03/27/120	7/08/13
	RT DURATION INC	FD	P	03/07/120	
OPPENHEIMER DE			P	03/07/120	
m VANGUARD MEGA			P	05/21/120	
			P		
n VIRTUS SM-CAP				05/21/120	
			P	<u> 03/07/12 </u> 1	10/15/13
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(e) () Gain or (loss) olus (f) minus (g)	
a 1,939.		1,930.			9.
b 161.		147.			14.
c 258.		239.			19.
d 331.		293.			38.
0 240		8,526.			<207.>
<u>f 16.</u>		16.			0.
g 970.		890.			80.
h 2,078.		2,019.		· · · · · · · · · · · · · · · · · · ·	59.
<u> </u>		5,681.			604.
2,172.		2,104.			68.
k 2,089.		2,112.			<23.>
1 647.		640.			7.
m 3,464.		2,901.	•		563.
4 255		1,166.			189.
4 000		5,175.			<975.>
	ng gain in column (h) and owned by t				<u> </u>
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	Gains (excess	sses (from col. (h)) of col. (h) gain over (not less than "-0-")	col. (k),
		())			9.
<u>a</u>					
b				· · · · · · · · · · · · · · · · · · ·	14.
C				 	19.
d					38.
e					<u><207.</u> >
f					0.
9					80.
h			· ·	-	59.
1					604.
1				 	68.
<u>, </u>			···		<23.>
<u>k</u>					7.
<u></u>					
m					563.
n					189.
0					<u> <975.</u> >
2 Capital gain net income or (net ca	apital loss) { If gain, also enter for the loss is a loss in the loss in the loss is a loss in the loss is a loss in the loss in the loss is a loss in the loss in the loss is a loss in the loss	ın Part I, line 7 -" in Part I, line 7	2		
9 Not chart-term conital acro or (los	,	, I			
3 Net short-term capital gain or (los if gain, also enter in Part I, line 8, If (loss), enter "-0-" in Part I, line 8		u (o).	3		

Part IV Capital Gains and Los	sses for Tax on Investment Income				
, (a) List and 2-story br	describe the kind(s) of property solo ick warehouse; or common stock, 20	d, e.g., real estate, 00 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
	INCOME FUND OF		P	01/15/08	
	OLD & PREC MET L'	rcg	P	03/07/11	
c VANGUARD MEGA			P	03/07/11	
	T LG-CAP GROWTH	<u> </u>	P	03/07/11	
e VIRTUS SM-CAP			P	03/07/11	
f MAINSTAY MARKE			<u>P</u>	03/07/11	
g ING CORP LEADE:			P	03/07/11	
AMERICAN FUNDS		AMERICA	P	03/07/11	
AMERICAN FUNDS	INCOME FUND OF	HMERICA		03/01/11	10/13/13
k					
1					
m					
n					
0					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale) Gain or (loss) plus (f) minus (g)	-
a 16,584.		16,459.			125.
b 235.					235.
c 1,175.		933.			242.
d 2,228.		1,694.			534.
e 80.		66.			14.
f 16.		15.			1.
g 950.		834.			116.
h 1,040.		1,010.			30.
1,152.					1,152.
K					
<u></u>					
m n					
0					·
	ig gain in column (h) and owned by t	he foundation on 12/31/69	(I) Lo	sses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	Gains (excess	of col. (h) gain over not less than "-0-")	col. (k),
a					125.
b					235.
С					242.
d					534.
e					14.
<u>f</u>					1.
9					116.
h					30.
					1,152.
<u></u>					
<u>K</u>				· · · · · · · · · · · · · · · · · · ·	
<u> </u>		-			
m n					
<u>n</u>					
0					
2 Capital gain net income or (net ca	· (1000), 01101 0			·	9,937.
3 Net short-term capital gain or (los if gain, also enter in Part I, line 8,	column (c).	}		NT / 3	
If (loss), enter "-0-" in Part I, line 8				N/A	

Part XV Supplementary Information				
3 , Grants and Contributions Paid During the Recipient	If recipient is an individual			·
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
	or substantial contributor	recipient		
ROCKY MOUNTAIN COLLEGE	NONE	501(C)(3)	PHILANTHROPIC PURPOSES	
1511 POLY DRIVE	10112	501(0)(3)		
BILLINGS, MT 59102				1,000.
				·
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				-
		-		
		<u>l</u>		
Total from continuation sheets				1.000.

FORM 990-PF DIVIDENT	DS AND	INTER	EST FROM	SECUI	RITIES	STATEMENT	1	
SOURCE		CAPITAL GAINS GROSS AMOUNT DIVIDENDS		COLUMN (A) AMOUNT				
UBS UBS	•	_	2,198. 11,430.		0.	2,1 11,4		
TOTAL TO FM 990-PF, PART I,	LN 4		13,628.		0.	13,6	28.	
FORM 990-PF		TAX	ES			STATEMENT	2	
DESCRIPTION	EXPE	A) NSES BOOKS	(B) (C) NET INVEST- ADJUSTED MENT INCOME NET INCOM					
11/30/12 990-PF		169.		0.			0.	
TO FORM 990-PF, PG 1, LN 18	· .	169.		0.			0.	
FORM 990-PF	0'	THER E	XPENSES			STATEMENT	3	
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INVI MENT INC	EST- ADJUSTED				
ACCOUNTING FEES INVESTMENTS FEES		1,190.		0. 997.		1,1	1,190.	
TO FORM 990-PF, PG 1, LN 23		2,187.		997.		1,1	90.	
FORM 990-PF	ОТН	ER INV	ESTMENTS			STATEMENT	4	
DESCRIPTION			LUATION ETHOD	вос	OK VALUE	FAIR MARKE VALUE	т	
AMERICAN HIGH INCOME TRUST EURO PAC GROWTH FD A EURO PAC GROWTH FD B GROWTH FD AMER INC A GROWTH FD AMER INC B PUTNAM GLBL NAT RES A PUTNAM GLBL NAT RES B		1	COST COST COST COST COST COST COST		85,217. 16,296. 18,427. 57,910. 14,322. 22,403. 32,048.	79,5 47,8 121,1 50,2	55. 0. 59.	

THE SPENCE FAMILY FOUNDATION			04-3619122
TEMPLETON GLOBAL BOND	COST	21,445.	35,264.
DAVIS NEW YORK VENTURE FD CL A	COST	579.	0.
OPPENHEIMER DEV.MARKETS FD CL A	COST	33,105.	41,748.
KEELEY SMALL CAP VALUE FD CL A	COST	1,295.	0.
PUTNAM GLBL INC TRUST FUND CL A	COST	27,988.	27,734.
FRANKLIN GLOBAL REAL ESTATE FD CL A	COST	25,913.	28,700.
FRANKLIN GOLD & PREC MET A	COST	25,263.	11,480.
PUTNAM MULTI CAP GRWTH FD CL A	COST	50,199.	64,722.
AMERICAN FD EUROPAC FD CL F	COST	5,453.	6,991.
COLUMBIA SELECT LGE CAP GRWTH ZZ	COST	5,657.	8,007.
FIRST EAGLE OVERSEAS FD CL A	COST	5,942.	6,847.
OPPENHEIMER DEV.MARKETS FD CL A	COST	7,039.	7,894.
ALLIANCEBERNSTEIN GLOBAL BD FD CL A	COST	4,569.	4,483.
ALLIANCEBERNSTEIN HIGH INC FD CL A	COST	2,149.	2,271.
FT GLOBAL BD FD CL A	COST	4,533.	4,496.
IVY HIGH INC FD CL A	COST	2,176.	2,283.
LORD ABBETT SHORT DURATION INC FD	COST		•
CL A		3,382.	3,356.
PIMCO TOTAL RET FD CL A	COST	6,598.	6,719.
VIRTUS SM CAP CORE FD CL A	COST	4,540.	5,791.
VANGUARD INDEX MID-CAP VAL IN FD	COST	4,996.	7,168.
VANGUARD MEGA CAP 300 GROWTH	COST	2,762.	3,591.
PIMCO INCOME FD CL A	COST	5,218.	5,611.
ING COR LEADERS TRUST FD	COST	4,832.	5,851.
ALPS ETF TR ALERIAN MLP	COST	4,241.	4,455.
DIAMOND HILL LG CAP FD CL A	COST	5,361.	5,927.
PIMCO ALL ASSETS	COST	6,541.	6,641.
VIRTUS SENIOR FLOATING RATE CL A	COST	8,964.	8,983.
MAINSTAY MARKETFIELD FD CL A	COST	6,360.	6,710.
TOTAL TO FORM 990-PF, PART II, LINE 13		533,723.	622,592.

FORM 990-PF PA	RT VIII - LIST OF OFFICERS, E TRUSTEES AND FOUNDATION MANA		STATI	EMENT 5
NAME AND ADDRESS	TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	EXPENSE
RALPH SPENCE, JR 2728 COUNTRY LANE BILLINGS, MT 59106	PRESIDENT 1.00	0.	0.	0.
TANCY W. SPENCE 2728 COUNTRY LANE BILLINGS, MT 59106	SECRETARY/TREA	ASURER 0.	0.	0.
RALPH SPENCE, III 2728 COUNTRY LANE BILLINGS, MT 59106	DIRECTOR 1.00	0.	0.	0.
NASH SPENCE 2728 COUNTRY LANE BILLINGS, MT 59106	DIRECTOR 1.00	0.	0.	0.
BENJAMIN SPENCE 2728 COUNTRY LANE BILLINGS, MT 59106	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 9	00-PF, PAGE 6, PART VIII	0.	0.	0.