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

2012

Open to public inspection

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

For calendar year 2012 or tax year beginning DEC 1, 2012, and ending NOV 30, 2013

Name of foundation THE SPENCE FAMILY FOUNDATION		A Employer identification number 04-3619122
Number and street (or P.O. box number if mail is not delivered to street address) 100 N 27TH ST	Room/suite 305	B Telephone number 406-245-9424
City or town, state, and ZIP code BILLINGS, MT 59101-2090		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 643,814.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
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		13,628.	13,628.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		9,937.			
b Gross sales price for all assets on line 6a		93,760.			
7 Capital gain net income (from Part IV, line 2)			9,937.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
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					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes		169.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		2,187.	997.		1,190.
24 Total operating and administrative expenses. Add lines 13 through 23		2,356.	997.		1,190.
25 Contributions, gifts, grants paid		43,104.			43,104.
26 Total expenses and disbursements. Add lines 24 and 25		45,460.	997.		44,294.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<21,895.>			
b Net investment income (if negative, enter -0-)			22,568.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	<6.>		
	2 Savings and temporary cash investments	29,056.	21,222.	21,222.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other \$TMT 4	547,790.	533,723.	622,592.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	576,840.	554,945.	643,814.
	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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	576,840.	554,945.	
	30 Total net assets or fund balances	576,840.	554,945.	
	31 Total liabilities and net assets/fund balances	576,840.	554,945.	

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	576,840.
2 Enter amount from Part I, line 27a	2	<21,895.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	554,945.
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.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 93,760.		83,823.	9,937.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			9,937.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	9,937.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	27,291.	574,424.	.047510
2010	25,292.	542,801.	.046595
2009	22,441.	521,069.	.043067
2008	24,925.	441,592.	.056444
2007	25,504.	517,288.	.049303

2 Total of line 1, column (d)	2	.242919
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	.048584
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	566,971.
5 Multiply line 4 by line 3	5	27,546.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	226.
7 Add lines 5 and 6	7	27,772.
8 Enter qualifying distributions from Part XII, line 4	8	44,294.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	226.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	226.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	226.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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		226.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 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 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. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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 instructions) ☐ MT		
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>RALPH SPENCE, JR.</u> Telephone no. ► <u>406-245-9424</u> Located at ► <u>100 N 27TH ST SUITE #305, BILLINGS, MT</u> ZIP+4 ► <u>59101</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, 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 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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	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 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ►		
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 instructions.)	2b	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. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 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 2012.)	3b	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 2012?	4b	X

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

5a. During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

☐ Yes ☒ No

7b

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?

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 5		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) 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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	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.
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	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.

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

1	Minimum investment return from Part X, line 6	1	28,349.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	226.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	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.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	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:		
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	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 qualifies for the section 4940(e) reduction of tax in those years.

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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 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.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 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.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]

NONE

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

Recipient Name and address (home or business)	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
a Paid during the year				
ALBERTA BAIR THEATER PO BOX 1556 BILLINGS, MT 59101	NONE	501(C)(3)	PHILANTHROPIC PURPOSES	2,000.
AMANI FOR AFRICA USA FOUNDATION PO BOX 28133 CHATTANOOGA, TN 37424	NONE	501(C)(3)	PHILANTHROPIC PURPOSES	13,520.
BILLINGS COMMUNITY FOUNDATION 100 N 27TH ST #305 BILLINGS, MT 59101	NONE	501(C)(3)	PHILANTHROPIC PURPOSES	21,584.
ST VINCENT HEALTHCARE FOUNDATION 100 N 27TH ST #305 BILLINGS, MT 59101	NONE	501(C)(3)	PHILANTHROPIC PURPOSES	2,500.
ZOO MONTANA 2100 SOUTH SHILOH RD BILLINGS, MT 59102	NONE	501(C)(3)	PHILANTHROPIC PURPOSES	2,500.
Total	SEE CONTINUATION SHEET(S)			43,104.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
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 than inventory			18	9,937.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
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 calculations.)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	AMERICAN FUNDS EURO PACIFIC GROWTH FD CL A	P	12/27/02	01/18/13
b	ING CORP LEADERS TRUST FD	P	09/21/12	03/08/13
c	IVY HIGH INCOME FD CL A	P	03/27/12	03/08/13
d	PIMCO INCOME FD CL A	P	05/21/12	03/08/13
e	PIMCO TOTAL RETURN FD CL A	P	03/30/12	03/08/13
f	VANGAURD INDEX FD MID-CAP	P	05/21/12	03/08/13
g	VIRTUS SM-CAP CORE FD CL A	P	05/21/12	03/08/13
h	ALLIANCE BERNSTEIN HIGH INCOME FD CL A	P	03/07/12	03/08/13
i	AMERICAN FUNDS EURO PACIFIC GROWTH FD CL A	P	03/07/12	03/08/13
j	COLUMBIA SELECT LG-CAP GROWTH Z	P	03/07/12	03/08/13
k	FIRST EAGLE OVERSEAS FD CL A	P	03/07/12	03/08/13
l	FIRST EAGLE US VALUE FD CL A	P	03/07/12	03/08/13
m	F/T GLOBAL BOND FD CL A	P	03/07/12	03/08/13
n	IVY HIGH INCOME FD CL A	P	03/07/12	03/08/13
o	OPPENHEIMER DEV MKT FD CL A	P	03/07/12	03/08/13

(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 20,000.		13,594.	6,406.
b 2,418.		2,225.	193.
c 2.		2.	0.
d 77.		69.	8.
e 6,216.		6,254.	<38.>
f 262.		212.	50.
g 173.		155.	18.
h 1,096.		1,024.	72.
i 176.		159.	17.
j 242.		217.	25.
k 27.		26.	1.
l 2,009.		1,873.	136.
m 7.		7.	0.
n 3,257.		3,107.	150.
o 54.		49.	5.

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			6,406.
b			193.
c			0.
d			8.
e			<38.>
f			50.
g			18.
h			72.
i			17.
j			25.
k			1.
l			136.
m			0.
n			150.
o			5.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PIMCO TOTAL RETURN FD CL A	P	03/07/12	03/08/13
b	ALPS ETF TR ALERIAN MLP	P	09/21/12	07/08/13
c	FIRST EAGLE US VALUE FD CL A	P	12/13/12	07/08/13
d	ING CORP LEADERS TRUST FD	P	09/21/12	07/08/13
e	PIMCO UNCONSTRAINED BOND FD CL A	P	03/08/13	07/08/13
f	VIRTUS SR FLOATING RATE CL A	P	03/08/13	07/08/13
g	AMERICAN FUNDS EURO PACIFIC GROWTH FD CL A	P	03/07/12	07/08/13
h	FIRST EAGLE OVERSEAS FD CL A	P	03/07/12	07/08/13
i	FIRST EAGLE US VALUE FD CL A	P	03/07/12	07/08/13
j	IVY HIGH INCOME FD CL A	P	03/27/12	07/08/13
k	LORD ABBET SHORT DURATION INC FD	P	03/07/12	07/08/13
l	OPPENHEIMER DEV MKT FD CL A	P	03/07/12	07/08/13
m	VANGUARD MEGA CAP GROWTH	P	05/21/12	07/08/13
n	VIRTUS SM-CAP CORE FD CL A	P	05/21/12	07/08/13
o	I-SHARES MTG REAL	P	03/07/12	10/15/13

(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 1,939.		1,930.	9.
b 161.		147.	14.
c 258.		239.	19.
d 331.		293.	38.
e 8,319.		8,526.	<207.>
f 16.		16.	0.
g 970.		890.	80.
h 2,078.		2,019.	59.
i 6,285.		5,681.	604.
j 2,172.		2,104.	68.
k 2,089.		2,112.	<23.>
l 647.		640.	7.
m 3,464.		2,901.	563.
n 1,355.		1,166.	189.
o 4,200.		5,175.	<975.>

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			9.
b			14.
c			19.
d			38.
e			<207.>
f			0.
g			80.
h			59.
i			604.
j			68.
k			<23.>
l			7.
m			563.
n			189.
o			<975.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 }

3

THE SPENCE FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a AMERICAN FUNDS INCOME FUND OF AMERICA		P	01/15/08	12/07/12
b F/T FRANKLIN GOLD & PREC MET LTCG		P	03/07/11	12/05/12
c VANGUARD MEGA CAP GROWTH		P	03/07/11	10/15/13
d COLUMBIA SELECT LG-CAP GROWTH Z		P	03/07/11	10/15/13
e VIRTUS SM-CAP CORE FD CL A		P	03/07/11	10/15/13
f MAINSTAY MARKETFIELD		P	03/07/11	10/15/13
g ING CORP LEADERS TRUST FD		P	03/07/11	10/15/13
h DIAMOND HILL LG CAP		P	03/07/11	10/15/13
i AMERICAN FUNDS INCOME FUND OF AMERICA		P	03/07/11	10/15/13
j				
k				
l				
m				
n				
o				

(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 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.
i 1,152.			1,152.
j			
k			
l			
m			
n			
o			

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), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			125.
b			235.
c			242.
d			534.
e			14.
f			1.
g			116.
h			30.
i			1,152.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	9,937.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

3. Grants and Contributions Paid During the Year (Continuation)

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)				
ROCKY MOUNTAIN COLLEGE 1511 POLY DRIVE BILLINGS, MT 59102	NONE	501(C)(3)	PHILANTHROPIC PURPOSES	1,000.
Total from continuation sheets				1,000.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UBS	2,198.	0.	2,198.
UBS	11,430.	0.	11,430.
TOTAL TO FM 990-PF, PART I, LN 4	13,628.	0.	13,628.

FORM 990-PF	TAXES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
11/30/12 990-PF	169.	0.		0.
TO FORM 990-PF, PG 1, LN 18	169.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,190.	0.		1,190.
INVESTMENTS FEES	997.	997.		0.
TO FORM 990-PF, PG 1, LN 23	2,187.	997.		1,190.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	4
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERICAN HIGH INCOME TRUST	COST	85,217.	79,571.
EURO PAC GROWTH FD A	COST	16,296.	47,855.
EURO PAC GROWTH FD B	COST	18,427.	0.
GROWTH FD AMER INC A	COST	57,910.	121,159.
GROWTH FD AMER INC B	COST	14,322.	0.
PUTNAM GLBL NAT RES A	COST	22,403.	50,284.
PUTNAM GLBL NAT RES B	COST	32,048.	0.

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 CL A	COST	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

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 5

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
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/TREASURER 1.00	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 990-PF, PAGE 6, PART VIII		0.	0.	0.