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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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▶ **Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE WLS SPENCER FOUNDATION		A Employer identification number 13-3799186
Number and street (or P O box number if mail is not delivered to street address) Room/suite 825 THIRD AVENUE NO 4TH FL		B Telephone number (see instructions) (212) 557-3900
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10022		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 12,439,300	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	2,164,805			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	488	488		
	4 Dividends and interest from securities.	11,353	11,353		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,158,960			
	b Gross sales price for all assets on line 6a 3,179,318				
	7 Capital gain net income (from Part IV, line 2)		1,158,960		
	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) (attach schedule)					
11 Other income (attach schedule)	8,817	0			
12 Total. Add lines 1 through 11	3,344,423	1,170,801			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	20,700	10,350		10,350
	c Other professional fees (attach schedule)	104,365	33,899		70,466
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,963	107		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	130,028	44,356		80,816
	25 Contributions, gifts, grants paid	846,150			846,150
26 Total expenses and disbursements. Add lines 24 and 25	976,178	44,356		926,966	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	2,368,245				
b Net investment income (if negative, enter -0-)		1,126,445			
c Adjusted net income (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	35,117	41,525	41,525	
	2 Savings and temporary cash investments	152,566	1,110,218	1,110,218	
	3 Accounts receivable ▶ <u>229,201</u>				
	Less allowance for doubtful accounts ▶ _____		229,201	229,201	
	4 Pledges receivable ▶ _____				
	Less allowance for doubtful accounts ▶ _____				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ _____				
	Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	483,401 <input checked="" type="checkbox"/>	576,373	1,181,702	
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ▶ _____				
Less accumulated depreciation (attach schedule) ▶ _____					
12 Investments—mortgage loans					
13 Investments—other (attach schedule)	5,403,132 <input checked="" type="checkbox"/>	5,200,314	7,793,386		
14 Land, buildings, and equipment basis ▶ _____					
Less accumulated depreciation (attach schedule) ▶ _____					
15 Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 0	<input checked="" type="checkbox"/> 286,142	<input checked="" type="checkbox"/> 2,083,268		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,074,216	7,443,773	12,439,300		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	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 <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	6,074,216	7,443,773		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg, and equipment fund					
29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances (see page 17 of the instructions)	6,074,216	7,443,773			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,074,216	7,443,773			

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	6,074,216
2	Enter amount from Part I, line 27a	2	2,368,245
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	8,442,461
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	998,688
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,443,773

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	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
d				
e				
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	1,158,960
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	878,940	8,060,157	0.109048
2011	917,867	8,234,700	0.111463
2010	1,413,797	9,714,767	0.145531
2009	1,409,563	9,650,129	0.146067
2008	1,414,062	10,202,984	0.138593
2	Total of line 1, column (d).		2 0.650702
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 0.130140
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 11,819,410
5	Multiply line 4 by line 3.		5 1,538,178
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 11,264
7	Add lines 5 and 6.		7 1,549,442
8	Enter qualifying distributions from Part XII, line 4.		8 926,966

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 page 18 of the instructions)

Table with 11 main rows and sub-rows (a-e) for credits and payments. Includes columns for line numbers and amounts. Total tax due is 9, and overpayment is 2,822.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) and sub-rows (a-b) for questions regarding political activities, unrelated business income, and asset requirements. Includes Yes/No columns.

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of CORNICK GARBER SANDLER LLP Telephone no (212) 557-3900 Located at 825 THIRD AVE - 4TH FLOOR NEW YORK NY ZIP+4 10022			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2013, 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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country N/A	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
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 2013?	1c		No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___			
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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? 5b</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p>	
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

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

Total number of other employees paid over \$50,000. **0**

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.	0	

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,021,493
b	Average of monthly cash balances.	1b	872,053
c	Fair market value of all other assets (see instructions).	1c	10,105,855
d	Total (add lines 1a, b, and c).	1d	11,999,401
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	11,999,401
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	179,991
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,819,410
6	Minimum investment return. Enter 5% of line 5.	6	590,971

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	590,971
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	22,529
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	22,529
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	568,442
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	568,442
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	568,442

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	926,966
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	926,966
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	926,966

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				568,442
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	904,653			
b From 2009.	927,689			
c From 2010.	945,803			
d From 2011.	514,302			
e From 2012.	483,258			
f Total of lines 3a through e.	3,775,705			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>926,966</u>				
a Applied to 2012, but not more than line 2a			0	
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 2013 distributable amount.				568,442
e Remaining amount distributed out of corpus	358,524			
5 Excess distributions carryover applied to 2013 (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	4,134,229			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	904,653			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	3,229,576			
10 Analysis of line 9				
a Excess from 2009.	927,689			
b Excess from 2010.	945,803			
c Excess from 2011.	514,302			
d Excess from 2012.	483,258			
e Excess from 2013.	358,524			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

JOHN S WADSWORTH JR

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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

PACIFIC FOUNDATION SERVICES
1660 BUSH STREET SUITE 300
SAN FRANCISCO, CA 94109
(415) 561-6540

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

AN APPLICATION SHOULD BE SUBMITTED IN WRITING

c Any submission deadlines

NO SUBMISSION DEADLINES

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

NO RESTRICTIONS OR LIMITATIONS ON AWARDS

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 <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 846,150
b <i>Approved for future payment</i>				
Total				▶ 3b 0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
EAST PEAK PARTNERS	P		
SIRE PARTNERS OFFSHORE LTD	P	2006-01-01	2013-12-21
CANYON VALUE REALIZATION FUND	P		
ACORN OVERSEAS LTD	P	1998-07-01	2013-12-31
MORGAN STANLEY BROKERAGE ACCOUNT			
ARTWORK	D	2013-09-07	2013-11-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
833,619		942,535	-108,916
226,043		181,517	44,526
926			926
254,132		109,302	144,830
1,635,397		763,030	872,367
229,201		23,974	205,227

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-108,916
			44,526
			926
			144,830
			872,367
			205,227

Form 990PF Part VIII Line 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
JOHN S WADSWORTH JR 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	CIO AND SECRETARY 2 00	0	0	0
BETTE SUE WADSWORTH 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	CEO, EXECUTIVE DIRECTOR 2 00	0	0	0
JOHN WADSWORTH 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	DIRECTOR 1 00	0	0	0
SHANNON WADSWORTH 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	DIRECTOR 1 00	0	0	0
CHRISTOPHER WADSWORTH 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	DIRECTOR 1 00	0	0	0
LIBBY WADSWORTH 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	DIRECTOR 1 00	0	0	0
PAUL PEPPIS 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	DIRECTOR 1 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CASA OF LANE COUNTY 1404 FRANKLIN STREET SUITE 500 OAKLAND, CA 94612	NONE	PC	CHARITABLE	30,000
READING PARTNERS 180 GRAND AVE SUITE 500 OAKLAND, CA 94612	NONE	PC	CHARITABLE	30,000
SUMMER SEARCH SAN FRANCISCO 500 SANSOME STREET SUITE 350 SAN FRANCISCO, CA 94111	NONE	PC	CHARITABLE	30,000
SUMMERBRIDGE HONG KONG LIMITED 545 SANSOME STREET SUITE 700 SAN FRANCISCO, CA 94111	NONE	PC	CHARITABLE	10,000
TEACH FOR AMERICA BAY AREA 22 FOURTH STRRET 7TH FLOOR SAN FRANCISCO, CA 94103	NONE	PC	CHARITABLE	100,000
TEACH FOR CHINA 315 WEST 36TH STREET 5TH FLOOR NEW YORK, NY 10018	NONE	PC	CHARITABLE	100,000
SOUTH EUGENE HIGH SCHOOL - AVID PROGRAM 400 EAST 19TH AVENUE EUGENE, OR 97401	NONE	PC	CHARITABLE	29,400
THE JOHN G SHEDD INSTITUTE FOR THE ARTS 868 HIGH STREET EUGENE, OR 97401	NONE	PC	CHARITABLE	5,250
CALIFORNIA COLLEGE OF ARTS 5212 BROADWAY OAKLAND, CA 94618	NONE	PC	CHARITABLE	62,500
AMERICA SCORES BAY AREA 1610 HARRISON STREET SAN FRANCISCO, CA 94103	NONE	PC	CHARITABLE	30,000
COLLEGE SPRING 145 NATOMA STREET SUITE 3 SAN FRANCISCO, CA 94105	NONE	PC	CHARITABLE	30,000
THE BREAKTHROUGH COLLABORATIVE 545 SANSOME STREET SUITE 700 SAN FRANCISCO, CA 94111	NONE	PC	CHARITABLE	30,000
GENERATION CITIZEN 156 SECOND STREET SAN FRANCISCO, CA 94105	NONE	PC	CHARITABLE	30,000
THE NOGUCHI MUSEUM 32-37 VERNON BLVD LONG ISLAND CITY, NY 11106	NONE	PC	CHARITABLE	30,000
BART CHARTER PUBLIC SCHOOL 1 COMMERCIAL ST PO BOX 267 ADAMS, MA 01247	NONE	PC	CHARITABLE	20,000
Total				846,150

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MASSACHUSETTS MUSEUM OF CONTEMPORARY ART 1040 MASS MOCA WAY NORTH ADAMS,MA 01247	NONE	PC	CHARITABLE	35,000
PLAYWORKS 350 5TH STREET 201 SAN FRANCISCO,CA 94107	NONE	PC	CHARITABLE	15,000
THE FOUNDATION CENTER 312 SUTTER STREET SAN FRANCISCO,CA 94108	NONE	PC	CHARITABLE	3,000
BERKLEY ART MUSUEM 2625 DURANT AVENUE 2250 BERKLEY,CA 94720	NONE	PC	CHARITABLE	35,000
PEER HEALTH EXCHANGE 70 GOLD STREET SAN FRANCISCO,CA 94133	NONE	PC	CHARITABLE	20,000
ASIA SOCIETY 725 PARK AVENUE NEWYORK,NY 10021	NONE	PC	CHARITABLE	30,000
CHINA INSTITUTE IN AMERICA 125 EAST 65TH STREET NEWYORK,NY 10065	NONE	PC	CHARITABLE	15,000
JAPAN SOCIETY INC 333 EAST 47TH STREET NEWYORK,NY 10017	NONE	PC	CHARITABLE	25,000
VINCENT ACADEMY 1911 UNION STREET OAKLAND,CA 94607	NONE	PC	CHARITABLE	30,000
BAY AREA DISCOVERY MUSEUM 557 MCREYNOLDS ROAD SAULSALITO,CA 94965	NONE	PC	CHARITABLE	1,000
CAMPING AND EDUCATION FOUNDATION 3515 MICHIGAN AVENUE CINCINNATI,OH 45208	NONE	PC	CHARITABLE	5,000
THE INT'L BLUEGRASS MUSIC ASSOCIATION TRUST FUND 2 MUSIC CIRCLE SOUTH NASHVILLE,TN 37203	NONE	PC	CHARITABLE	5,000
ROCKY MOUNTAIN INSTITUTE 1820 FOLSOM STREET BOULDER,CO 80302	NONE	PC	CHARITABLE	5,000
NEWPORT BEACH JUNIOR LIFEGUARD ASSOC 1301 KINGS ROAD NEWPORT BEACH,CA 92663		PC	CHARITABLE	5,000
NEWPORT ELEMENTARY SCHOOL FOUNDATION PO BOX 15834 NEWPORT BEACH,CA 92659	NONE	PC	CHARITABLE	20,000
Total				846,150

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SOUTH EUGENE HIGH SCHOOL 400 EAST 19TH AVENUE EUGENE, OR 97401	NONE	PC	CHARITABLE	20,000
CASA OF LANE COUNTY 174 DEADMOND FERRY ROAD SPRINGFIELD, OR 97477	NONE	PC	CHARITABLE	1,000
EUGENE INTERNATIONAL HIGH SCHOOL 400 EAST 19TH AVENUE EUGENE, OR 97401	NONE	PC	CHARITABLE	2,500
EUGENE METRO FUTBOL CLUB PO BOX 10914 EUGENE, OR 97440	NONE	PC	CHARITABLE	1,000
FOOD FOR LANE COUNTY 770 BAILEY HILL ROAD EUGENE, OR 97402	NONE	PC	CHARITABLE	1,000
KLCC PUBLIC RADIO 136 W 8TH AVENUE EUGENE, OR 97401	NONE	PC	CHARITABLE	1,500
MAUDE KERNS ART CENTER 1910 EAST 15TH AVENUE EUGENE, OR 94703	NONE	PC	CHARITABLE	500
PARENTING NOW 86 CENTENNIAL LOOP EUGENE, OR 97401	NONE	PC	CHARITABLE	500
PLANNED PARENTHOOD OF SOUTHWEST OREGON 3579 FRANKLIN BLVD EUGENE, OR 97403	NONE	PC	CHARITABLE	2,000
Total				846,150
				3a

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

Schedule of Contributors

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 990, 990-EZ, or 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**

2013

Name of the organization
THE WLS SPENCER FOUNDATION

Employer identification number
13-3799186

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
THE WLS SPENCER FOUNDATION

Employer identification number
13-3799186

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN WADSWORTH C/O PACIFIC FOUNDTN SERV 1660 BUSH SAN FRANCISCO, CA 94109	\$ 1,854,689	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	JOHN WADSWORTH C/O PACIFIC FOUNDTN SERV 1660 BUSH SAN FRANCISCO, CA 94109	\$ 310,116	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
THE WLS SPENCER FOUNDATION

Employer identification number
13-3799186

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	VARIOUS SECURITIES FMV \$1,854,689	\$ 1,854,689	2013-12-31
2	VARIOUS WORKS OF ART AT COST \$310,116	\$ 310,116	2013-09-17
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization
THE WLS SPENCER FOUNDATION

Employer identification number
13-3799186

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) \$
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

TY 2013 Accounting Fees Schedule

Name: THE WLS SPENCER FOUNDATION

EIN: 13-3799186

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	20,700	10,350		10,350

**TY 2013 Investments Corporate
Stock Schedule****Name:** THE WLS SPENCER FOUNDATION**EIN:** 13-3799186

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MORGAN STANLEY ACCOUNT	576,373	1,181,702

TY 2013 Investments - Other Schedule

Name: THE WLS SPENCER FOUNDATION

EIN: 13-3799186

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MS OPPORTUNISTIC CAYMAN FUND	AT COST	1,000,000	1,090,267
HPC DISCOVERY PARTNERS	AT COST	1,000,000	1,288,359
CANYON VALUE REALIZATION FUND LTD	AT COST	638,333	1,283,358
ACORN OVERSEAS LTD	AT COST	709,913	1,825,275
SIRE PARTNERS OFFSHORE LTD	AT COST	1,852,068	2,306,127

TY 2013 Other Assets Schedule

Name: THE WLS SPENCER FOUNDATION

EIN: 13-3799186

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ART WORKS		286,142	2,083,268

TY 2013 Other Decreases Schedule**Name:** THE WLS SPENCER FOUNDATION**EIN:** 13-3799186

Description	Amount
ALLOWANCE FOR EXCESS OF FMV OVER COST OF CONTRIBUTED STOCK	998,688

TY 2013 Other Income Schedule

Name: THE WLS SPENCER FOUNDATION

EIN: 13-3799186

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FEDERAL TAX REFUND	8,817		8,817

TY 2013 Other Professional Fees Schedule

Name: THE WLS SPENCER FOUNDATION

EIN: 13-3799186

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	16,282	16,282		0
FOUNDATION MANAGEMENT SERVICES	88,083	17,617		70,466

TY 2013 Taxes Schedule

Name: THE WLS SPENCER FOUNDATION

EIN: 13-3799186

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN WITHHOLDING TAX	82	82		0
STATE FILING FEES	25	25		0
FEDERAL EXCISE TAX	4,856	0		0