efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491322007024

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **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
SPENCER CHARITABLE FOUNDATION

A Employer identification number
74-2900267

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1001 REDBUD TRAIL

B Telephone number (see instructions)
(361) 882-7001

City or town, state or province, country, and ZIP or foreign postal code
WEST LAKE HILLS, TX 78746

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 1,808,097

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) (see instructions))*

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	7,010			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	29,262	29,262		
	4	Dividends and interest from securities	15,970	15,970		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	101,167			
	b	Gross sales price for all assets on line 6a 596,027				
	7	Capital gain net income (from Part IV, line 2)		101,167		
	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)	1,001			
	12	**Total.** Add lines 1 through 11	154,410	146,399		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	7,010	7,010		
	c	Other professional fees (attach schedule)	10,342	10,342		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	619	619		
	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	17,971	17,971		0
	25	Contributions, gifts, grants paid	85,000			85,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	102,971	17,971		85,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	51,439			
	b	**Net investment income** (if negative, enter -0-)		128,428		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	75,105	52,062	52,062
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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	1,077	1,793	1,793
	10a	Investments—U S and state government obligations (attach schedule)	248,504	204,923	206,908
	b	Investments—corporate stock (attach schedule)	661,690	693,443	924,986
	c	Investments—corporate bonds (attach schedule)	533,422	619,929	622,348
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	200		
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,519,998	1,572,150	1,808,097
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 ▶)	2,000	4,000	
	23	**Total liabilities** (add lines 17 through 22)	2,000	4,000	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,517,998	1,568,150	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,517,998	1,568,150	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,519,998	1,572,150	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,517,998
2	Enter amount from Part I, line 27a	2	51,439
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,569,437
5	Decreases not included in line 2 (itemize) ▶	5	1,287
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,568,150

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)
1 a	FROST BROKERAGE - SEE ATTACHED	P	2013-01-01	2013-12-31
b	FROST BROKERAGE - SEE ATTACHED	P	2012-01-01	2013-12-31
c	FROST BROKERAGE - SEE ATTACHED	P	2012-07-13	2013-05-10
d	FROST BROKERAGE - SEE ATTACHED	P	2012-01-01	2013-12-31
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	139,215		122,111	17,104
b	113,283		92,498	20,785
c	50,000		49,963	37
d	293,529		230,288	63,241
e				

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) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				17,104
b				20,785
c				37
d				63,241
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	101,167
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	17,141

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	74,551	1,706,609	0 043684
2011	74,271	1,502,737	0 049424
2010	69,614	1,522,732	0 045717
2009	80,237	1,507,057	0 053241
2008	43,607	1,638,112	0 026620

2	**Total** of line 1, column (d).	2	0 218686
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 043737
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,759,389
5	Multiply line 4 by line 3.	5	76,950
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,284
7	Add lines 5 and 6.	7	78,234
8	Enter qualifying distributions from Part XII, line 4.	8	85,000

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____ (attach copy of letter if necessary–see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	1,284
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	1,284
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,284
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,077		
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	3,077
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,793
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 1,793 **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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____ **(2)** On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
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.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶TX			
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*	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10	Yes	

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?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶FANCHER & COMPANY CPAS Telephone no ▶(361) 882-7001

Located at ▶600 LEOPARD STREET SUITE 2000 CORPUS CHRISTI TX ZIP+4 ▶78401

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
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?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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 page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here.	▶ ☐			
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		
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?	☐ Yes ☑ 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?	☐ Yes ☑ 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*.		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)***

		Yes	No
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)? (see instructions) ☐ 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)? **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? ☐ 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		
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.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JACK W SPENCER 1001 REDBUD TRAIL AUSTIN, TX 78746	PRES/DIR 10 00	0	0	0
DEANNA JUNE SPENCER 1001 REDBUD TRAIL AUSTIN, TX 78746	VP/DIR 10 00	0	0	0
CHARLOTTE SPENCER STACY 2604 SALERNO PLACE CEDAR PARK, TX 78613	SECY/DIR 5 00	0	0	0
ANDREW M SPENCER 6011 SIERRA ARBOR COURT AUSTIN, TX 78759	TREAS/DIR 5 00	0	0	0

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 ▶

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. . . . . ▶

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

Total. Add lines 1 through 3 . . . . ▶

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see 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	1,663,325
b	Average of monthly cash balances	1b	121,780
c	Fair market value of all other assets (see instructions)	1c	1,077
d	**Total** (add lines 1a, b, and c)	1d	1,786,182
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,786,182
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,793
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,759,389
6	**Minimum investment return.** Enter 5% of line 5	6	87,969

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	87,969
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,284		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,284
3	Distributable amount before adjustments Subtract line 2c from line 1			3	86,685
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	86,685
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	86,685

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	85,000
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	85,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	1,284
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	83,716

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				86,685
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			83,926	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 85,000				
a Applied to 2012, but not more than line 2a			83,926	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				1,074
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				85,611
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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))

MR MRS JACK SPENCER

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

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* See Additional Data Table				
Total . . . . ▶ **3a**				85,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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			14	29,262	
4 Dividends and interest from securities. . . .			14	15,970	
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					101,167
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a CAPITAL GAIN DISTRIBUTIONS			14	474	
b OTHER INCOME			1	527	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				46,233	101,167

13 Total. Add line 12, columns (b), (d), and (e). **13** 147,400

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

******	2014-10-28	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date 2014-11-18	Check if self-employed ☐	PTIN
Firm's name	FANCHER & COMPANY		Firm's EIN	
Firm's address	600 LEOPARD ST STE 2000 CORPUS CHRISTI, TX 784010462		Phone no	

Form 990PF Part XV Line 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*				
AUSTIN CHILDREN'S SHELTER 4800 MANOR ROAD AUSTIN,TX 78723	NONE	501(C)3	FOR OPERATING CHARITABLE ACTIVITIES	2,000
AUSTIN COMMUNITY FUND SEASON FOR CARING PO BOX 50066 AUSTIN,TX 78763	NONE	501(C)3	FOR OPERATING CHARITABLE ACTIVITIES	2,000
BAYLOR UNIVERSITY SPENCER FAMILY SCHOLARSHIP FUND ONE BEAR PLACE WACO,TX 76798	NONE	501(C)3	SPENCER FAMILY SCHOLARSHIP FUND	24,000
BAYLOR UNIVERSITY BENNETT SCHOLARSHIP FUND ONE BEAR PLACE WACO,TX 76798	NONE	501(C)3	BARNETT SCHOLARSHIP FUND	12,000
CAPITAL AREA FOOD BANK TX 8201 S CONGRESS AVE AUSTIN,TX 78745	NONE	501(C)3	FOR OPERATING CHARITABLE ACTIVITIES	5,000
CRP CHR METRO MINISTRIES 1919 LEOPARD STREET CORPUS CHRISTI,TX 78469	NONE	501(C)3	FOR OPERATING CHARITABLE ACTIVITIES	7,000
HELPING HAND HOME FOR CHILDREN 3804 AVE B AUSTIN,TX 78751	NONE	501(C)3	FOR OPERATING CHARITABLE ACTIVITIES	6,000
THE BRIDGE BREAST NETWORK 3600 GASTON AVE STE 401 DALLAS,TX 75246	NONE	501(C)3	FOR OPERATING CHARITABLE ACTIVITIES	5,000
THE SAFE PLACE PO BOX 19454 AUSTIN,TX 78760	NONE	501(C)3	FOR OPERATING CHARITABLE ACTIVITIES	5,000
THE SALVATION ARMY 501 E 8TH STREET AUSTIN,TX 78701	NONE	501(C)3	FOR OPERATING CHARITABLE ACTIVITIES	5,000
WOUNDED WARRIOR PROJECT 11672 SILICON DR STE 105 SAN ANTONIO,TX 78249	NONE	501(C)3	FOR OPERATING CHARITABLE ACTIVITIES	5,000
TEXAS LIONS CAMP PO BOX 290247 KERVILLE,TX 78029			CAMPING-CHILDREN W MEDICAL CONDITN	2,000
FAMILY ELDERCARE 1700 RUTHERFORD LANE AUSTIN,TX 78754	NONE	501(C)3	FOR OPERATING CHARITABLE ACTIVITIES	2,000
GREAT HILLS BAPTIST CHURCH 10500 JOLLYVILLE ROAD AUSTIN,TX 78759	NONE	501(C)3	FOR OPERATING CHARITABLE ACTIVITIES	1,000
MEALS ON WHEELS 3227 EAST 5TH STREET AUSTIN,TX 78702	NONE	501(C)(3)	FOR OPERATING CHARITABLE ACTIVITIES	2,000
Total . . . . ▶ **3a**				85,000

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491322007024

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization	Employer identification number
SPENCER CHARITABLE FOUNDATION	74-2900267

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** 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 33 1/3% 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 990PF, 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
SPENCER CHARITABLE FOUNDATION

Employer identification number
74-2900267

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	MR MRS JACK SPENCER 1001 REDBUD TRAIL AUSTIN, TX78746	$ 7,010	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
SPENCER CHARITABLE FOUNDATION

Employer identification number
74-2900267

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
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
SPENCER CHARITABLE FOUNDATION

Employer identification number
74-2900267

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: SPENCER CHARITABLE FOUNDATION

EIN: 74-2900267

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	942	942		
TAX PREPARATION FEES	6,068	6,068		

TY 2013 Compensation Explanation

Name: SPENCER CHARITABLE FOUNDATION

EIN: 74-2900267

Person Name	Explanation
JACK W SPENCER	
DEANNA JUNE SPENCER	
CHARLOTTE SPENCER STACY	
ANDREW M SPENCER	

TY 2013 Investments Corporate Bonds Schedule

Name: SPENCER CHARITABLE FOUNDATION

EIN: 74-2900267

Name of Bond	End of Year Book Value	End of Year Fair Market Value
COCA COLA COMPANY	60,613	56,930
GENENTECH INCORPORATED	54,255	53,175
HONEYWELL INTERNATIONAL INC	59,571	56,182
IBM CORPORATION	60,841	57,415
JOHN DEERE CAPITAL CORPORATION	61,397	58,063
JP MORGAN CHASE & COMPANY	48,443	51,499
MAINSTAY CONVERTIBLE FUND	26,936	29,415
MORGAN STANLEY SERIES MTN	64,140	74,382
PEPSICO INCORPORATED	30,449	30,824
PHIZER INCORPORATED 4.5%	40,197	40,190
SHERWIN WILLIAMS COMPANY	70,952	71,683
WELLS FARGO & COMPANY	42,135	42,590

TY 2013 Investments Corporate Stock Schedule

Name: SPENCER CHARITABLE FOUNDATION

EIN: 74-2900267

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES	5,879	6,861
ACCENTURE PLC CLASS A		
ADOBE SYSTEMS INC.		
ABBVIE INC	4,978	7,129
ALLERGAN INC		
AMAZON.COM INC	1,773	5,184
AMC NETWORKS INC	3,636	3,746
AMERICAN INTL GROUP INC	8,471	11,027
ANADARKO PETROLEUM CORP	2,880	3,569
APPLE INC	12,447	23,002
AQUA AMERICA INC		
BAXTER INT'L INC.	13,286	14,049
BB&T CORP COM		
BCE INC COM		
BHP BILLITON LTD		
BIOGEN IDEC INC	3,793	7,828
BLACKROCK INC COM	2,588	4,431
BOEING CO	4,585	8,326
BORGWARNER INC	1,307	4,473
BRISTOL-MEYERS SQUIBB	3,792	4,784
BROADRIDGE FINANCIAL SOLUTIONS	4,563	7,627
CAMBIAR SMALL CAP FUND INSTL		
CAMERON INTERNATIONAL CORP COM	2,217	2,679
CANADIAN PACIFIC RAILWAY	3,767	4,540
CAPITAL ONE FINANCIAL CORP	7,743	9,346
CARDINAL HEALTH INC COM		
CAUSEWAY INTERNATIONAL VALUE	50,000	51,464
CELGENE CORP COM	2,439	7,097
CEPHEID INC.		
CHART INDS INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHEVRON CORPORATION	3,890	6,246
CHIPOTLE MEXICAN GRILL	2,349	4,262
CINEMARK HOLDINGS INC COM	2,715	4,166
CISCO SYSTEM INC	7,375	8,479
CITRIX SYSTEMS INC.		
CME GROUP INC.		
COACH INC	6,534	6,848
COBALT INT'L ENERGY	3,760	1,974
COCA COLA		
COGNIZANT TECH SOLUTIONS	2,404	14,036
CORNING INC	8,047	11,209
COSTCO WHOLESALE CORP NEW	3,784	6,546
COVIDIEN PLC	4,976	7,014
CUMMINS INC	1,725	5,639
CVS CAREMARK CORP	3,638	5,726
D R HORTON		
DEERE & CO	3,494	3,653
DIRECTV COM CLASS A		
DISCOVERY COMMUNICATIONS INC	5,051	5,425
DISNEY (WALT) COMPANY HOLDING	7,437	9,703
DOLLAR GENERAL CORP COM		
EAST WEST BANCORP INC COM		
EATON CORP PLC	8,026	9,287
EBAY INCORPORATED	4,332	5,761
EDWARDS LIFESCIENCES CORP COM		
ELI LILY & CO.		
EMC CORP MASSACHUSETTS	4,327	8,853
ENSCO PLC CL A	7,716	7,776
EOG RESOURCES INC COM	2,670	4,196
ERICSSON AMERICAN DEPOSITARY SHS	7,313	7,503

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FACEBOOK INC	3,846	5,465
FEDEX CORP COM	2,707	4,313
FIRST NIAGARA FINL GROUP	2,918	3,770
FRESH MARKET INC		
FS NETWORKS INC		
GATEWAY FUND CL Y	20,000	20,273
GENERAL ELECTRIC CO.		
GILEAD SCIENCES INC	3,327	8,712
GOLDMAN SACHS GROUP INC COM		
GOOGLE INCORPORATED CLASS A	7,255	12,328
HOME DEPOT INC	5,279	5,764
HONEYWELL INT'L, INC.	3,211	4,112
HSBC HOLDINGS PLC	7,205	7,277
HUNTINGTON BANCSHARES		
ILLUMINA INC	1,663	4,424
INVESCO DEV MARKETS FUND INSTL	39,798	42,394
INVESCO LTD	3,713	6,661
ISHARES COHEN & STEERS REALTY	25,875	44,160
JP MORGAN CHASE & CO.	7,515	9,942
KRAFT FOODS INC CLASS A	4,449	5,283
KROGER CO.		
LAM RESEARCH CORPORATION	4,092	4,356
LAZARD INTL EQTY PORT	50,000	52,193
LAZARD LTD CL	4,695	6,798
LINCOLN ELECTRIC HOLDINGS INC		
LOWES COS INC	6,297	8,126
MAINSTAY CONVERTIBLE FUND I		
MASTERCARD INC CL A	1,042	5,013
MCDONALDS CORP		
MEAD JOHNSON NUTRITION CO COM CL A		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MERCK & CO INC		
METLIFE INC	4,200	5,931
MICHAEL KORS HLDGS, LTD	3,052	5,683
MICROSOFT CORP WASHINGTON		
MONDELEZ INTL INC		
MONSANTO CO. NEW	3,911	5,827
MOODYS CORP	3,857	6,278
MOTOROLA SOLUTIONS INC		
MURPHY OIL CORPORATION		
NIELSON HOLDINGS	4,259	5,874
NORDSTROM INC COM		
NORFOLK SOUTHERN CORP		
NOVARTIS AG ADR	6,033	7,556
OCCIDENTAL PETROLEUM CORP.		
ORACLE CORPORATION		
PANERA BREAD CO. CL A	3,099	3,534
PHILIP MORRIS INT'L INC	8,443	12,547
PNC FINANCIAL SERVICES GROUP		
POTASH CORP SASK INC COM		
PRAXAIR INC COM	2,697	4,551
PRICELINE.COM INC	1,077	8,137
QUALCOMM INC	5,708	8,390
RIO TINTO PLC SPON ADR	8,658	9,254
ROCKWELL AUTOMATION INC COM		
SAP AG SPONSORED ADR	3,052	3,921
SCHLUMBERGER LIMITED	2,052	4,686
SEADRILL LTD		
STARBUCKS CORP	1,512	9,955
STRYKER CORP	5,706	6,687
SUNCOR ENERGY INC	5,023	5,082

Name of Stock	End of Year Book Value	End of Year Fair Market Value
T ROWE PRICE INTL DISCOVERY FD	17,886	28,153
TERADATA CORP		
THORNBURG INTERNATIONAL VALUE FD I		
TIME WARNER CABLE INC		
TOTAL SA SPONSORED ADR	8,127	9,497
TWENTY-FIRST CENTURY FOX	5,075	5,627
TYCO INTERNATIONAL LTD	5,170	5,746
ULTA SALON COSMETICS & FRAG		
UNION PACIFIC CORP	3,595	9,408
VAN ECK GLOBAL HARD ASSETS	40,520	41,441
VANGUARD SMALL-CAP GROWTH	28,550	40,153
VERIZON COMMUNICATIONS COM	3,693	3,685
VERTEX PHARMACEUTICALS INC	3,689	3,343
VIRTUS SMALL-CAP CORE FD	40,000	41,925
VISA INC CL A	4,995	13,583
VMWARE INC		
VODAFONE GROUP PLC		
WASTE CONNECTIONS INC	3,743	4,581
WALGREEN CO.		
WELLS FARGO & CO NEW COM	5,506	7,037
ZOETIS INC	3,961	4,086

TY 2013 Investments Government Obligations Schedule

Name:	SPENCER CHARITABLE FOUNDATION
EIN:	74-2900267
US Government Securities - End of Year Book Value:	97,220
US Government Securities - End of Year Fair Market Value:	102,628
State & Local Government Securities - End of Year Book Value:	107,703
State & Local Government Securities - End of Year Fair Market Value:	104,280

TY 2013 Other Assets Schedule

Name: SPENCER CHARITABLE FOUNDATION

EIN: 74-2900267

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INTEREST RECEIVABLE	200		

TY 2013 Other Decreases Schedule

Name: SPENCER CHARITABLE FOUNDATION

EIN: 74-2900267

Description	Amount
CURRENT YEAR FEDERAL TAX	1,284
ROUNDING	3

TY 2013 Other Income Schedule

Name: SPENCER CHARITABLE FOUNDATION

EIN: 74-2900267

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CAPITAL GAIN DISTRIBUTIONS	474		
OTHER INCOME	527		

TY 2013 Other Liabilities Schedule

Name: SPENCER CHARITABLE FOUNDATION

EIN: 74-2900267

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL INCOME TAX PAYABLE	2,000	4,000

TY 2013 Other Professional Fees Schedule

Name: SPENCER CHARITABLE FOUNDATION

EIN: 74-2900267

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FINANCIAL MANAGEMENT FEE	10,342	10,342		

TY 2013 Substantial Contributors Schedule

Name: SPENCER CHARITABLE FOUNDATION

EIN: 74-2900267

Name	Address
MR MRS JACK SPENCER	1001 REDBUD TRAIL AUSTIN,TX 78746

TY 2013 Taxes Schedule

Name: SPENCER CHARITABLE FOUNDATION

EIN: 74-2900267

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	619	619		

2013 Tax Information Statement

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Account Number: AA176
Recipient's Tax ID Number: 74-2900267
Payer's Federal ID Number: 74-6036463
Payer's State ID Number:
State: TX
Questions? (512)473-4934

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address.
SPENCER CHARITABLE FOUNDATION
ATTN: JACK & JUNE SPENCER
1001 REDBUD TRAIL
WEST LAKE HILLS, TX 78746

2013 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
002824100	ABBOTT LABORATORIES COM*		ABT					
11.0000	12/03/2013	12/20/2012	413.37	345.42	0.00	67.95	0.00	0.00
00287Y109	ABBVIE INC COM*		ABBV					
30.0000	04/24/2013	12/20/2012	1,321.41	1,021.59	0.00	299.82	0.00	0.00
G1151C101	ACCENTURE PLC CLASS A*		ACN					
25 0000	01/25/2013	03/26/2012	1,800.49	1,640.23	0.00	160 26	0.00	0.00
G1151C101	ACCENTURE PLC CLASS A*		ACN					
15 0000	03/22/2013	03/26/2012	1,106.87	984.14	0.00	122.73	0.00	0.00
G1151C101	ACCENTURE PLC CLASS A*		ACN					
35.0000	04/16/2013	11/13/2012	2,692.13	2,328.30	0.00	363.83	0.00	0.00
00724F101	ADOBE SYSTEMS INC COM*		ADBE					
77.0000	04/10/2013	Various	3,474 97	2,556.08	0.00	918.89	0.00	0.00
026874784	AMERICAN INTL GROUP INC COM*		AIG					
55.0000	10/21/2013	01/29/2013	2,872 60	2,079.63	0.00	792 97	0.00	0.00
026874784	AMERICAN INTL GROUP INC COM*		AIG					
14.0000	12/03/2013	01/29/2013	678.98	529 36	0.00	149 62	0.00	0.00

2013 Tax Information Statement

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Account Number:	AA176
Recipient's Tax ID Number:	74-2900267
Payer's Federal ID Number:	74-6036463
Payer's State ID Number:	
State:	TX
Questions?	(512)473-4934
☐ Corrected	☐ 2nd TIN notice

Recipient's Name and Address:
SPENCER CHARITABLE FOUNDATION
ATTN: JACK & JUNE SPENCER
1001 REDBUD TRAIL
WEST LAKE HILLS, TX 78746

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
088606108	BHP BILLITON LTD-SPON ADR*		BHP					
15 0000	03/19/2013	09/10/2012	1,050 87	1,015.17	0.00	35.70	0.00	0.00
093671105	BLOCK H & R INC COM		HRB					
170.0000	02/19/2013	Various	4,193 22	2,772.78	0.00	1,420 44	0.00	0.00
093671105	BLOCK H & R INC COM		HRB					
145.0000	03/06/2013	Various	3,635.50	2,560.75	0.00	1,074.75	0 00	0.00
097023105	BOEING CO COM *		BA					
15.0000	07/10/2013	01/16/2013	1,574.51	1,110.95	0.00	463.56	0.00	0.00
097023105	BOEING CO COM *		BA					
20.0000	11/04/2013	01/16/2013	2,655.64	1,481.26	0.00	1,174.38	0.00	0.00
097023105	BOEING CO COM *		BA					
4 0000	12/03/2013	01/16/2013	528.59	296 25	0.00	232.34	0.00	0.00
11133T103	BROADRIDGE FINANCIAL SOLUTIONS INC*		BR					
35.0000	08/09/2013	02/19/2013	1,093.15	797.36	0.00	295.79	0 00	0.00
11133T103	BROADRIDGE FINANCIAL SOLUTIONS INC*		BR					
40.0000	10/28/2013	Various	1,392.28	914.06	0.00	478.23	0.00	0.00
11133T103	BROADRIDGE FINANCIAL SOLUTIONS INC*		BR					
12 0000	12/03/2013	02/20/2013	466.67	275.06	0.00	191.61	0.00	0.00

2013 Tax Information Statement

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Account Number:	AA176
Recipient's Tax ID Number:	74-2900267
Payer's Federal ID Number:	74-6036463
Payer's State ID Number:	
State:	TX
Questions?	(512)473-4934
☐ **Corrected**	☐ ***2nd TIN notice***

Recipient's Name and Address:
SPENCER CHARITABLE FOUNDATION
ATTN: JACK & JUNE SPENCER
1001 REDBUD TRAIL
WEST LAKE HILLS, TX 78746

Reported to the IRS is Sales *Price of stocks*, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold *(Box 1e)*	Description *(Box 8)* / Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stock or Other Symbol *(Box 1d)* / Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
14040H105	CAPITAL ONE FINANCIAL CORP COM*		COF					
8.0000	12/03/2013	06/20/2013	571.59	494.63	0.00	76.96	0.00	0.00
14149Y108	CARDINAL HEALTH INC COM*		CAH					
40.0000	02/01/2013	08/03/2012	1,751 03	1,586.85	0 00	164.18	0.00	0.00
15670R107	CEPHEID INC COM*		CPHD					
50.0000	03/13/2013	04/20/2012	1,955.06	1,927.54	0.00	27.52	0 00	0.00
15670R107	CEPHEID INC COM*		CPHD					
7.0000	07/12/2013	07/27/2012	242.57	230.81	0.00	11.76	0.00	0.00
15670R107	CEPHEID INC COM*		CPHD					
36.0000	07/15/2013	07/27/2012	1,246.13	1,187 02	0.00	59.11	0.00	0 00
15670R107	CEPHEID INC COM*		CPHD					
9.0000	07/16/2013	07/27/2012	307.80	296 75	0 00	11 05	0 00	0.00
15670R107	CEPHEID INC COM*		CPHD					
38 0000	07/17/2013	Various	1,288 10	1,392.99	0.00	-104 89	0.00	0.00
16115Q308	CHART INDS INC COM		GTLS					
10.0000	07/12/2013	09/21/2012	1,023.87	758 23	0 00	265.64	0.00	0.00
177376100	CITRIX SYSTEMS INC COM		CTXS					
30.0000	05/24/2013	05/29/2012	1,887.50	2,260.80	0.00	-373.30	0.00	0.00

2013 Tax Information Statement

Ref: 76

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Account Number: AA176
Recipient's Tax ID Number: 74-2900267
Payer's Federal ID Number: 74-6036463
Payer's State ID Number:
State: TX
Questions? (512)473-4934

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
SPENCER CHARITABLE FOUNDATION
ATTN. JACK & JUNE SPENCER
1001 REDBUD TRAIL
WEST LAKE HILLS, TX 78746

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
12572Q105	CME GROUP INC COM*		CME					
85.0000	01/25/2013	Various	4,883.53	4,877.38	0.00	6.15	0.00	0.00
12572Q105	CME GROUP INC COM*		CME					
65.0000	02/07/2013	06/05/2012	3,695 08	3,503 42	0.00	191 66	0.00	0.00
189754104	COACH INC COM*		COH					
8.0000	12/03/2013	09/13/2013	451 83	433 73	0.00	18 10	0.00	0.00
219350105	CORNING INC COM*		GLW					
41.0000	12/03/2013	12/03/2012	685 09	500 38	0.00	184.71	0.00	0.00
254687106	DISNEY (WALT) COMPANY HOLDING CO *		DIS					
8.0000	12/03/2013	03/19/2013	557.59	449.99	0.00	107.60	0.00	0.00
256677105	DOLLAR GENERAL CORP COM*		DG					
40.0000	01/07/2013	06/07/2012	1,749.55	1,962.74	0.00	-213.19	0.00	0.00
27579R104	EAST WEST BANCORP INC COM*		EWBC					
45 0000	02/01/2013	08/03/2012	1,066.91	1,000.97	0.00	65 94	0.00	0.00
G29183103	EATON CORP PLC*		ETN					
8.0000	12/03/2013	05/09/2013	567.83	514.96	0 00	52.87	0.00	0.00
28176E108	EDWARDS LIFESCIENCES CORP COM*		EW					
30.0000	11/20/2013	07/02/2013	1,885.13	1,983.36	0.00	-98.23	0 00	0.00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2013 Tax Information Statement

Ref: 76

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Account Number:	AA176
Recipient's Tax ID Number:	74-2900267
Payer's Federal ID Number:	74-6036463
Payer's State ID Number	
State:	TX
Questions?	(512)473-4934
☐ Corrected	☐ 2nd TIN notice

Recipient's Name and Address:
SPENCER CHARITABLE FOUNDATION
ATTN: JACK & JUNE SPENCER
1001 REDBUD TRAIL
WEST LAKE HILLS, TX 78746

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
532457108	ELI LILLY & CO COM *		LLY					
70.0000	10/03/2013	Various	3,411.80	3,325.54	0.00	86 26	0.00	0.00
35804H106	FRESH MARKET INC COM*		TFM					
80.0000	03/07/2013	Various	3,136.05	3,926.27	0.00	-790 22	0 00	0.00
369604103	GENERAL ELEC CO		GE					
105 0000	04/19/2013	11/21/2012	2,280.35	2,176 73	0.00	103.62	0 00	0.00
438516106	HONEYWELL INTERNATIONAL INC COM *		HON					
10.0000	10/16/2013	12/20/2012	858.55	642.59	0.00	215 96	0.00	0.00
404280406	HSBC HOLDINGS PLC SPON ADR NEW*		HSBC					
8 0000	12/03/2013	01/07/2013	439.91	429.90	0.00	10.01	0.00	0 00
446150104	HUNTINGTON BANCSHARES INC COM*		HBAN					
250 0000	01/15/2013	03/15/2012	1,646.08	1,626.30	0.00	19.78	0 00	0.00
446150104	HUNTINGTON BANCSHARES INC COM*		HBAN					
415.0000	01/16/2013	Various	2,743.54	2,787.90	0.00	-44.36	0.00	0.00
452327109	ILLUMINA INC COM*		ILMN					
20.0000	01/30/2013	06/08/2012	1,015.18	799.35	0 00	215.83	0.00	0 00
501044101	KROGER CO COM*		KR					
100.0000	03/06/2013	06/12/2012	2,940 52	2,155.26	0.00	785.26	0.00	0.00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). *If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.* The taxpayer is ultimately responsible for the accuracy of their own tax return.

2013 Tax Information Statement

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Account Number: AA176
Recipient's Tax ID Number: 74-2900267
Payer's Federal ID Number: 74-6036463
Payer's State ID Number:
State: TX
Questions? (512)473-4934

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
SPENCER CHARITABLE FOUNDATION
ATTN: JACK & JUNE SPENCER
1001 REDBUD TRAIL
WEST LAKE HILLS, TX 78746

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold *(Box 1e)*	Description *(Box 8)* / Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stock or Other Symbol *(Box 1d)* / Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
501044101	KROGER CO COM*		KR					
70.0000	05/03/2013	Various	2,435.59	1,563 68	0.00	871.91	0.00	0.00
501044101	KROGER CO COM*		KR					
70.0000	06/20/2013	Various	2,321.42	1,672.91	0.00	648 51	0.00	0.00
501044101	KROGER CO COM*		KR					
110.0000	07/10/2013	Various	4,113.55	3,029.54	0.00	1,084.01	0.00	0.00
G5785G107	MALLINCKRODT PLC		MNK					
5.0000	07/18/2013	04/29/2013	210.85	227.33	0.00	-16 48	0 00	0.00
580135101	MCDONALD'S CORP COM *		MCD					
25.0000	01/25/2013	05/25/2012	2,344 91	2,288.90	0.00	56.01	0.00	0 00
594918104	MICROSOFT CORP COM*		MSFT					
80.0000	07/25/2013	07/27/2012	2,503.27	2,383.59	0.00	119.68	0.00	0.00
609207105	MONDELEZ INTL INC COM*		MDLZ					
15.0000	02/19/2013	05/25/2012	405.06	377.63	0.00	27 43	0.00	0.00
620076307	MOTOROLA SOLUTIONS INC COM		MSI					
25 0000	01/25/2013	03/15/2012	1,461.41	1,263.95	0.00	197.46	0 00	0.00
620076307	MOTOROLA SOLUTIONS INC COM		MSI					
25.0000	07/26/2013	12/20/2012	1,345.72	1,369.89	0.00	-24.17	0.00	0.00

2013 Tax Information Statement

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Account Number:	AA176
Recipient's Tax ID Number:	74-2900267
Payer's Federal ID Number:	74-6036463
Payer's State ID Number:	
State:	TX
Questions?	(512)473-4934
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
SPENCER CHARITABLE FOUNDATION
ATTN: JACK & JUNE SPENCER
1001 REDBUD TRAIL
WEST LAKE HILLS, TX 78746

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold *(Box 1e)*	Description *(Box 8)* / Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stock or Other Symbol *(Box 1d)* / Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
626717102	MURPHY OIL CORPORATION COM*		MUR					
25.0000	08/14/2013	10/31/2012	1,741 88	1,512.38	0.00	229.50	0.00	0 00
626717102	MURPHY OIL CORPORATION COM*		MUR					
50.0000	11/04/2013	Various	3,061.33	2,714.93	0.00	346.40	0.00	0.00
626755102	MURPHY USA INC COM		MUSA					
18 0000	09/05/2013	Various	684.70	600.68	0.00	84.02	0 00	0 00
626755102	MURPHY USA INC COM		MUSA					
.7500	09/11/2013	12/20/2012	29.02	25.14	0.00	3.88	0.00	0.00
64110D104	NETAPP INC COM*		NTAP					
65 0000	10/21/2013	05/16/2013	2,693.37	2,514.95	0.00	178.42	0.00	0.00
64110D104	NETAPP INC COM*		NTAP					
95 0000	11/08/2013	Various	3,743.41	3,627 54	0.00	115.87	0.00	0.00
N63218106	NIELSEN HOLDINGS NV*		NLSN					
12.0000	12/03/2013	07/25/2013	511.07	399 79	0.00	111.28	0.00	0 00
N63218106	NIELSEN HOLDINGS NV*		NLSN					
55.0000	12/06/2013	Various	2,379.11	1,826.22	0.00	552.89	0.00	0 00
655664100	NORDSTROM INC COM*		JWN					
15 0000	02/22/2013	01/28/2013	807.58	834.48	0.00	-26.90	0 00	0.00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2013 Tax Information Statement

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Account Number: AA176
Recipient's Tax ID Number: 74-2900267
Payer's Federal ID Number: 74-6036463
Payer's State ID Number:
State: TX
Questions? (512)473-4934

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
SPENCER CHARITABLE FOUNDATION
ATTN: JACK & JUNE SPENCER
1001 REDBUD TRAIL
WEST LAKE HILLS, TX 78746

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
674599105	OCCIDENTAL PETROLEUM CORP COM*		OXY					
60.0000	05/09/2013	06/28/2012	5,310.21	4,826.80	0.00	483.41	0.00	0.00
693475105	PNC FINANCIAL SERVICES GROUP COM*		PNC					
5 0000	06/10/2013	07/10/2012	363.76	302.17	0.00	61.59	0.00	0.00
693475105	PNC FINANCIAL SERVICES GROUP COM*		PNC					
15.0000	09/04/2013	09/14/2012	1,087.81	999.62	0.00	88.19	0.00	0.00
767204100	RIO TINTO PLC SPON ADR*		RIO					
11.0000	12/03/2013	12/21/2012	575.39	623.90	0.00	-48.51	0.00	0.00
G7945E105	SEADRILL LTD*		SDRL					
20.0000	03/19/2013	01/15/2013	733.18	757.20	0.00	-24 02	0.00	0.00
826919102	SILICON LABORATORIES INC COM*		SLAB					
28.0000	09/05/2013	Various	1,103.77	1,159 39	0 00	-55.62	0.00	0.00
826919102	SILICON LABORATORIES INC COM*		SLAB					
32 0000	09/06/2013	Various	1,263.80	1,365.58	0 00	-101.78	0.00	0.00
863667101	STRYKER CORP COM *		SYK					
5.0000	10/10/2013	02/07/2013	345.70	314.92	0.00	30 78	0.00	0.00
863667101	STRYKER CORP COM *		SYK					
6.0000	12/03/2013	02/07/2013	442.55	377.90	0.00	64 65	0.00	0.00

This is *important* tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is *ultimately responsible for the accuracy of their own tax return.*

2013 Tax Information Statement

Ref: 76

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Account Number:	AA176
Recipient's Tax ID Number:	74-2900267
Payer's Federal ID Number:	74-6036463
Payer's State ID Number:	
State:	TX
Questions?	(512)473-4934
☐ Corrected	☐ 2nd TIN notice

Recipient's Name and Address:
SPENCER CHARITABLE FOUNDATION
ATTN: JACK & JUNE SPENCER
1001 REDBUD TRAIL
WEST LAKE HILLS, TX 78746

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
G9319H102	VALIDUS HOLDINGS LTD		VR					
47.0000	06/20/2013	Various	1,672.90	1,655.64	0.00	17.26	0.00	0.00
G9319H102	VALIDUS HOLDINGS LTD		VR					
58.0000	06/21/2013	02/25/2013	1,976.74	2,042.34	0.00	-65.60	0.00	0.00
92857W209	VODAFONE GROUP PLC SPON ADR*		VOD					
120.0000	02/21/2013	Various	2,945.04	3,299.37	0.00	-354.33	0.00	0.00
931142103	WAL MART STORES INC COM*		WMT					
35.0000	02/19/2013	Various	2,413.43	2,401.39	0.00	12.04	0.00	0.00
931422109	WALGREEN CO COM*		WAG					
80.0000	06/10/2013	12/14/2012	3,968.95	2,942.74	0.00	1,026.21	0.00	0.00
931422109	WALGREEN CO COM*		WAG					
25.0000	08/01/2013	Various	1,276.68	922.62	0.00	354.06	0.00	0.00
931422109	WALGREEN CO COM*		WAG					
25.0000	09/13/2013	12/20/2012	1,323.24	934.67	0.00	388.57	0.00	0.00
931422109	WALGREEN CO COM*		WAG					
75.0000	12/20/2013	Various	4,379.57	3,010.11	0.00	1,369.46	0.00	0.00
Total Short Term Sales Reported on 1099-B			139,215.39	122,110.67	0.00	17,104.73	0.00	0.00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2013 Tax Information Statement

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Account Number:	AA176
Recipient's Tax ID Number:	74-2900267
Payer's Federal ID Number:	74-6036463
Payer's State ID Number:	
State:	TX
Questions?	(512)473-4934
☐ Corrected	☐ 2nd TIN notice

Recipient's Name and Address:
SPENCER CHARITABLE FOUNDATION
ATTN: JACK & JUNE SPENCER
1001 REDBUD TRAIL
WEST LAKE HILLS, TX 78746

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Description *(Box 8)* / Stock or Other Symbol *(Box 1d)*

Quantity Sold *(Box 1e)*	Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
Report on Form 8949, Part I, with Box A checked								
Long Term Sales Reported on 1099-B								
03836W103	AQUA AMERICA INC COM*		WTR					
4.0000	01/25/2013	08/03/2011	106.76	86 93	0.00	19.83	0.00	0.00
03836W103	AQUA AMERICA INC COM*		WTR					
99 0000	01/28/2013	08/03/2011	2,653.98	2,151.46	0.00	502.52	0.00	0.00
03836W103	AQUA AMERICA INC COM*		WTR					
17.0000	01/29/2013	08/03/2011	457 49	369.44	0.00	88.05	0.00	0.00
071813109	BAXTER INTERNATIONAL INC COM *		BAX					
13.0000	12/03/2013	09/10/2012	874.88	773.00	0.00	101 88	0.00	0.00
088606108	BHP BILLITON LTD-SPON ADR*		BHP					
5.0000	03/06/2013	02/03/2012	366.48	410.57	0.00	-44 09	0 00	0 00
088606108	BHP BILLITON LTD-SPON ADR*		BHP					
20.0000	03/19/2013	02/03/2012	1,401.15	1,642.26	0.00	-241.11	0.00	0.00
09062X103	BIOGEN IDEC INC COM*		BIIB					
2 0000	12/03/2013	02/13/2012	575.08	239.36	0.00	335.72	0 00	0.00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return

2013 Tax Information Statement

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Account Number	AA176
Recipient's Tax ID Number:	74-2900267
Payer's Federal ID Number:	74-6036463
Payer's State ID Number:	
State:	TX
Questions?	(512)473-4934
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
SPENCER CHARITABLE FOUNDATION
ATTN: JACK & JUNE SPENCER
1001 REDBUD TRAIL
WEST LAKE HILLS, TX 78746

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
14149Y108	CARDINAL HEALTH INC COM*		CAH					
40.0000	02/01/2013	09/21/2011	1,751.03	1,742 40	0.00	8.63	0.00	0.00
15670R107	CEPHEID INC COM*		CPHD					
10.0000	07/12/2013	04/20/2012	346.52	385.51	0.00	-38.99	0 00	0 00
16115Q308	CHART INDS INC COM		GTLS					
25.0000	11/01/2013	09/24/2012	2,549.32	1,892.63	0 00	656.69	0.00	0.00
17243V102	CINEMARK HOLDINGS INC COM*		CNK					
40 0000	09/13/2013	03/07/2012	1,229.51	857 03	0.00	372.48	0.00	0 00
17275R102	CISCO SYSTEM INC COM*		CSCO					
24.0000	12/03/2013	Various	505.67	417.91	0.00	87.76	0 00	0.00
G2554F113	COVIDIEN PLC*		COV					
50.0000	01/25/2013	11/18/2011	3,113.37	2,304.82	0.00	808.55	0.00	0.00
G2554F113	COVIDIEN PLC*		COV					
7.0000	12/03/2013	12/15/2011	470.32	278.21	0.00	192.11	0.00	0.00
23331A109	D R HORTON INC*		DHI					
167 0000	10/24/2013	04/10/2012	3,319.97	2,453.16	0.00	866.81	0.00	0.00
25490A309	DIRECTV COM*		DTV					
26.0000	08/21/2013	12/20/2011	1,507.55	1,105 09	0 00	402 46	0.00	0 00

2013 Tax Information Statement

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Account Number:	AA176
Recipient's Tax ID Number:	74-2900267
Payer's Federal ID Number:	74-6036463
Payer's State ID Number:	
State:	TX
Questions?	(512)473-4934
☐ Corrected	☐ 2nd TIN notice

Recipient's Name and Address:
SPENCER CHARITABLE FOUNDATION
ATTN: JACK & JUNE SPENCER
1001 REDBUD TRAIL
WEST LAKE HILLS, TX 78746

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
25490A309	DIRECTV COM*		DTV					
19.0000	08/22/2013	12/20/2011	1,098.19	807.56	0.00	290.63	0.00	0.00
256677105	DOLLAR GENERAL CORP COM*		DG					
85 0000	01/07/2013	Various	3,717.79	3,340.23	0.00	377 56	0.00	0.00
27579R104	EAST WEST BANCORP INC COM*		EWBC					
37.0000	01/29/2013	02/09/2011	872.71	846.57	0.00	26.14	0.00	0.00
27579R104	EAST WEST BANCORP INC COM*		EWBC					
21 0000	01/30/2013	02/09/2011	489 45	480.48	0.00	8 97	0.00	0.00
27579R104	EAST WEST BANCORP INC COM*		EWBC					
27.0000	01/31/2013	02/09/2011	630.15	617.76	0.00	12.39	0 00	0.00
27579R104	EAST WEST BANCORP INC COM*		EWBC					
35 0000	02/01/2013	02/09/2011	829.82	800.81	0.00	29.01	0.00	0.00
28176E108	EDWARDS LIFESCIENCES CORP COM*		EW					
25.0000	11/20/2013	11/01/2011	1,570.94	1,849.69	0.00	-278.75	0.00	0.00
G3157S106	ENSCO PLC CL A*		ESV					
9.0000	12/03/2013	04/19/2012	532.16	478.94	0.00	53.22	0 00	0.00
294821608	ERICSSON AMERICAN DEPOSITARY SHS B*		ERIC					
12 0000	12/03/2013	03/15/2011	146 57	141.38	0.00	5.19	0.00	0.00

2013 Tax Information Statement

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Account Number: AA176
Recipient's Tax ID Number: 74-2900267
Payer's Federal ID Number: 74-6036463
Payer's State ID Number:
State: TX
Questions? (512)473-4934

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
SPENCER CHARITABLE FOUNDATION
ATTN: JACK & JUNE SPENCER
1001 REDBUD TRAIL
WEST LAKE HILLS, TX 78746

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold *(Box 1e)*	Description *(Box 8)* / Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stock or Other Symbol *(Box 1d)* / Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
315616102	F5 NETWORKS INC COM*		FFIV					
26.0000	05/01/2013	06/14/2011	1,925.11	2,775.74	0.00	-850.63	0 00	0.00
33582V108	FIRST NIAGARA FINL GROUP INC NEW*		FNFG					
320 0000	11/06/2013	Various	3,466 04	2,604.30	0.00	861.74	0 00	0.00
375558103	GILEAD SCIENCES INC COM*		GILD					
8 0000	12/03/2013	08/24/2012	579.98	229.42	0.00	350 56	0.00	0.00
446150104	HUNTINGTON BANCSHARES INC COM*		HBAN					
55.0000	01/15/2013	01/09/2012	362.14	323 65	0.00	38.49	0.00	0.00
452327109	ILLUMINA INC COM*		ILMN					
30.0000	07/01/2013	Various	2,284.62	1,183 64	0 00	1,100 98	0.00	0.00
452327109	ILLUMINA INC COM*		ILMN					
15.0000	07/12/2013	Various	1,122 78	589.52	0.00	533.26	0 00	0 00
452327109	ILLUMINA INC COM*		ILMN					
10.0000	11/04/2013	06/18/2012	958.22	401.41	0.00	556.81	0 00	0.00
46625H100	JPMORGAN CHASE & CO COM*		JPM					
5.0000	12/03/2013	03/09/2012	282.99	207.07	0.00	75.92	0.00	0.00
50076Q106	KRAFT FOODS GROUP INC COM*		KRFT					
30 0000	03/22/2013	Various	1,558.78	1,097.79	0.00	460.99	0.00	0.00

2013 Tax Information Statement

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Account Number.	AA176
Recipient's Tax ID Number:	74-2900267
Payer's Federal ID Number:	74-6036463
Payer's State ID Number:	
State:	TX
Questions?	(512)473-4934
☐ Corrected	☐ 2nd TIN notice

Recipient's Name and Address:
SPENCER CHARITABLE FOUNDATION
ATTN: JACK & JUNE SPENCER
1001 REDBUD TRAIL
WEST LAKE HILLS, TX 78746

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
533900106	LINCOLN ELECTRIC HOLDINGS INC COM*		LECO					
39.0000	04/08/2013	06/01/2011	2,075.88	1,442.73	0.00	633.15	0.00	0.00
533900106	LINCOLN ELECTRIC HOLDINGS INC COM*		LECO					
40.0000	04/09/2013	Various	2,141.45	1,441.85	0.00	699.60	0.00	0.00
533900106	LINCOLN ELECTRIC HOLDINGS INC COM*		LECO					
26.0000	04/10/2013	07/27/2011	1,397.57	927.86	0.00	469.71	0.00	0.00
548661107	LOWES COS INC COM *		LOW					
35.0000	09/13/2013	09/07/2012	1,635.83	995.46	0.00	640.37	0.00	0.00
548661107	LOWES COS INC COM *		LOW					
11.0000	12/03/2013	09/07/2012	510.17	312.86	0.00	197.31	0.00	0.00
G5785G107	MALLINCKRODT PLC		MNK					
.5000	07/12/2013	12/15/2011	21.69	15.78	0.00	5.91	0.00	0.00
G5785G107	MALLINCKRODT PLC		MNK					
7.0000	07/18/2013	12/15/2011	295.20	220.95	0.00	74.25	0.00	0.00
580135101	MCDONALD'S CORP COM *		MCD					
19.0000	01/25/2013	08/02/2011	1,782.13	1,634.72	0.00	147.41	0.00	0.00
582839106	MEAD JOHNSON NUTRITION CO COM CL A*		MJN					
35.0000	01/25/2013	08/25/2011	2,440.44	2,365.07	0.00	75.37	0.00	0.00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2013 Tax Information Statement

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Account Number: AA176
Recipient's Tax ID Number: 74-2900267
Payer's Federal ID Number: 74-6036463
Payer's State ID Number:
State: TX
Questions? (512)473-4934
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
SPENCER CHARITABLE FOUNDATION
ATTN: JACK & JUNE SPENCER
1001 REDBUD TRAIL
WEST LAKE HILLS, TX 78746

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
59156R108	METLIFE INC COM*		MET					
65 0000	09/20/2013	Various	3,086.02	2,188 47	0.00	897 55	0.00	0.00
59156R108	METLIFE INC COM*		MET					
40.0000	11/21/2013	01/20/2012	2,111 26	1,455.32	0.00	655.94	0.00	0.00
G60754101	MICHAEL KORS HLDGS LTD*		KORS					
20.0000	10/21/2013	07/23/2012	1,515 68	785.07	0.00	730 61	0.00	0.00
594918104	MICROSOFT CORP COM*		MSFT					
95 0000	07/25/2013	Various	2,972.63	2,719.40	0.00	253 23	0.00	0.00
609207105	MONDELEZ INTL INC COM*		MDLZ					
175 0000	02/19/2013	Various	4,725.67	3,956 68	0.00	768.99	0.00	0.00
620076307	MOTOROLA SOLUTIONS INC COM		MSI					
48.0000	07/25/2013	Various	2,638 53	2,369.24	0 00	269 29	0 00	0 00
620076307	MOTOROLA SOLUTIONS INC COM		MSI					
32.0000	07/26/2013	05/25/2012	1,722.53	1,537.80	0.00	184.73	0.00	0.00
626717102	MURPHY OIL CORPORATION COM*		MUR					
35.0000	11/04/2013	10/31/2012	2,142.93	1,826.75	0.00	316.18	0 00	0.00
655664100	NORDSTROM INC COM*		JWN					
25.0000	02/22/2013	12/05/2011	1,345 97	1,215.64	0.00	130.33	0 00	0.00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2013 Tax Information Statement

Payer's Name and Address.
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Account Number:	**AA176**
Recipient's Tax ID Number:	**74-2900267**
Payer's Federal ID Number:	**74-6036463**
Payer's State ID Number:	
State:	**TX**
Questions?	**(512)473-4934**

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
SPENCER CHARITABLE FOUNDATION
ATTN: JACK & JUNE SPENCER
1001 REDBUD TRAIL
WEST LAKE HILLS , TX 78746

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold *(Box 1e)*	Description *(Box 8)* / Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stock or Other Symbol *(Box 1d)* / Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
693475105	PNC FINANCIAL SERVICES GROUP COM*		PNC					
35.0000	09/04/2013	07/10/2012	2,538.23	2,115.17	0.00	423.06	0 00	0.00
73755L107	POTASH CORP SASK INC COM*		POT					
45 0000	03/04/2013	03/11/2011	1,755.93	2,445 46	0.00	-689.53	0.00	0.00
803054204	SAP AG SPONSORED ADR*		SAP					
20.0000	12/19/2013	Various	1,663.76	1,174.62	0.00	489.14	0.00	0.00
G7945E105	SEADRILL LTD*		SDRL					
65.0000	03/19/2013	03/21/2011	2,382 85	2,379.98	0 00	2.87	0.00	0.00
88076W103	TERADATA CORP COM*		TDC					
40.0000	12/12/2013	12/06/2012	1,580.43	2,338.48	0.00	-758.05	0 00	0.00
88732J207	TIME WARNER CABLE INC COM*		TWC					
35.0000	01/25/2013	09/07/2011	3,504.79	2,226.74	0.00	1,278.05	0.00	0 00
88732J207	TIME WARNER CABLE INC COM*		TWC					
15.0000	02/04/2013	Various	1,348.14	937.28	0.00	410.86	0.00	0 00
88732J207	TIME WARNER CABLE INC COM*		TWC					
30.0000	05/09/2013	09/13/2011	2,924.76	1,857.52	0.00	1,067.24	0.00	0 00
88732J207	TIME WARNER CABLE INC COM*		TWC					
39.0000	08/15/2013	11/04/2011	4,351.36	2,410.40	0.00	1,940 96	0.00	0.00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2013 Tax Information Statement

Ref: 76

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Account Number: AA176
Recipient's Tax ID Number: 74-2900267
Payer's Federal ID Number: 74-6036463
Payer's State ID Number:
State: TX
Questions? (512)473-4934

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
SPENCER CHARITABLE FOUNDATION
ATTN. JACK & JUNE SPENCER
1001 REDBUD TRAIL
WEST LAKE HILLS, TX 78746

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold *(Box 1e)*	Description *(Box 8)* / Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stock or Other Symbol *(Box 1d)* / Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
90384S303	ULTA SALON COSMETICS & FRAG COM*		ULTA					
45 0000	12/06/2013	06/15/2011	4,191.54	2,637.01	0.00	1,554.53	0.00	0.00
921075412	VAN ECK GLOBAL HARD ASSETS FD CL I*		GHAIX					
54.0000	12/03/2013	01/23/2012	2,638.44	2,582.28	0.00	56.16	0.00	0.00
921937710	VANGUARD SMALL-CAP GROWTH INDEX ADM*		VSGAX					
60.0000	12/03/2013	09/05/2012	2,505.60	1,833.60	0.00	672.00	0.00	0.00
928563402	VMWARE INC COM*		VMW					
30.0000	01/30/2013	05/02/2011	2,328.57	2,801.75	0.00	-473.18	0.00	0.00
92857W209	VODAFONE GROUP PLC SPON ADR*		VOD					
55 0000	02/21/2013	Various	1,349.81	1,460 57	0.00	-110.76	0.00	0.00
Total Long Term Sales Reported on 1099-B			**113,283.31**	**92,498.25**	**0.00**	**20,785.06**	**0.00**	**0.00**

Report on Form 8949, Part II, with Box D checked

2013 Tax Information Statement

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Account Number:	AA176
Recipient's Tax ID Number	74-2900267
Payer's Federal ID Number	74-6036463
Payer's State ID Number:	
State:	TX
Questions?	(512)473-4934
☐ Corrected	☐ 2nd TIN notice

Recipient's Name and Address:
SPENCER CHARITABLE FOUNDATION
ATTN: JACK & JUNE SPENCER
1001 REDBUD TRAIL
WEST LAKE HILLS, TX 78746

2013 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds, etc., less commissions and option premiums.
For noncovered securities (Box 6a is checked) shown on this statement, cost basis information is being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
3133802B2	FEDERAL HOME LN BKS 1.6% 4/30/19							
50000.0000	05/10/2013	07/13/2012	50,000.00	49,962 50	0.00	37.50	0.00	0.00
Total Short Term Sales Reported on 1099-B			**50,000.00**	**49,962.50**	**0.00**	**37 50**	**0.00**	**0.00**
Report on Form 8949, Part I, with Box A checked								
Long Term Sales Reported on 1099-B								
018490102	ALLERGAN INC COM*		AGN					
28.0000	06/07/2013	10/10/2008	2,782.33	1,128.24	0.00	1,654.09	0.00	0.00
032511107	ANADARKO PETROLEUM CORP COM		APC					
25.0000	04/12/2013	12/17/2009	2,137.22	1,553 00	0.00	584.22	0.00	0.00
037833100	APPLE INC COM *		AAPL					
27 0000	02/20/2013	11/27/2007	12,152.06	4,698 00	0.00	7,454.06	0.00	0.00
037833100	APPLE INC COM *		AAPL					
3.0000	12/03/2013	11/27/2007	1,692 48	522.00	0.00	1,170.48	0.00	0 00

2013 Tax Information Statement

Account Number: AA176
Recipient's Tax ID Number: 74-2900267
Payer's Federal ID Number: 74-6036463
Payer's State ID Number:
State: TX
Questions? (512)473-4934
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
SPENCER CHARITABLE FOUNDATION
ATTN: JACK & JUNE SPENCER
1001 REDBUD TRAIL
WEST LAKE HILLS, TX 78746

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information is being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
03836W103	AQUA AMERICA INC COM*		WTR					
25.0000	01/25/2013	12/17/2009	667.25	433.19	0.00	234.06	0.00	0.00
054937107	BB&T CORP COM*		BBT					
85.0000	06/20/2013	03/10/2010	2,804.00	2,509.20	0.00	294.80	0.00	0.00
054937107	BB&T CORP COM*		BBT					
115.0000	11/14/2013	Various	3,823.32	2,944.72	0.00	878.60	0.00	0.00
05534B760	BCE INC COM*		BCE					
80.0000	01/29/2013	03/23/2010	3,570.25	2,406.19	0.00	1,164.06	0.00	0.00
088606108	BHP BILLITON LTD-SPON ADR*		BHP					
55.0000	03/06/2013	Various	4,031.24	4,111.07	0.00	-79.83	0.00	0.00
0075W0593	CAMBIAR SMALL CAP FUND INSTL+		CAMZX					
1902.7490	11/01/2013	Various	45,190.29	26,530.95	0.00	18,659.34	0.00	0.00
14149Y108	CARDINAL HEALTH INC COM*		CAH					
35.0000	01/15/2013	10/01/2010	1,516.66	1,150.86	0.00	365.80	0.00	0.00
14149Y108	CARDINAL HEALTH INC COM*		CAH					
35.0000	02/01/2013	10/01/2010	1,532.15	1,150.86	0.00	381.29	0.00	0.00
151020104	CELGENE CORP COM *		CELG					
3.0000	12/03/2013	01/26/2010	480.08	174.21	0.00	305.87	0.00	0.00
191216100	COCA COLA CO COM*		KO					
98.0000	01/23/2013	07/07/2009	3,634.73	2,399.76	0.00	1,234.97	0.00	0.00

2013 Tax Information Statement

Account Number: AA176
Recipient's Tax ID Number: 74-2900267
Payer's Federal ID Number: 74-6036463
Payer's State ID Number:
State: TX
Questions? (512)473-4934
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
SPENCER CHARITABLE FOUNDATION
ATTN: JACK & JUNE SPENCER
1001 REDBUD TRAIL
WEST LAKE HILLS, TX 78746

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information is being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
192446102	COGNIZANT TECH. SOLUTIONS CL A*		CTSH					
9.0000	12/03/2013	Various	845.18	217.65	0.00	627.53	0.00	0.00
25490A309	DIRECTV COM*		DTV					
65.0000	08/21/2013	07/07/2010	3,768.87	2,276.34	0.00	1,492.53	0.00	0.00
268648102	E M C CORP MASSACHUSETTS COM *		EMC					
23.0000	12/03/2013	05/19/2009	540.49	280.51	0.00	259.98	0.00	0.00
294821608	ERICSSON AMERICAN DEPOSITARY SHS B*		ERIC					
90.0000	09/13/2013	09/28/2010	1,217.04	979.06	0.00	237.98	0.00	0.00
294821608	ERICSSON AMERICAN DEPOSITARY SHS B*		ERIC					
28.0000	12/03/2013	09/28/2010	342.01	304.60	0.00	37.41	0.00	0.00
3133XPBB9	FEDERAL HOME LN BKS 3.125% 3/08/13							
50000.0000	03/08/2013	01/28/2008	50,000.00	49,358.00	0.00	642.00	0.00	0.00
38259P508	GOOGLE INC CL A*		GOOG					
1.0000	12/03/2013	02/05/2008	1,053.04	504.25	0.00	548.79	0.00	0.00
438516106	HONEYWELL INTERNATIONAL INC COM *		HON					
25.0000	08/22/2013	Various	2,019.11	919.30	0.00	1,099.81	0.00	0.00
438516106	HONEYWELL INTERNATIONAL INC COM *		HON					
20.0000	10/16/2013	10/13/2008	1,717.09	641.00	0.00	1,076.09	0.00	0.00
00141T163	INVESCO DEV MARKETS FUND INSTL*		GTDIX					
84.0000	12/03/2013	06/29/2010	2,748.48	2,293.20	0.00	455.28	0.00	0.00

2013 Tax Information Statement

Account Number: AA176
Recipient's Tax ID Number: 74-2900267
Payer's Federal ID Number: 74-6036463
Payer's State ID Number:
State. TX
Questions? (512)473-4934
☐ Corrected ☐ 2nd TIN notice

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Recipient's Name and Address:
SPENCER CHARITABLE FOUNDATION
ATTN: JACK & JUNE SPENCER
1001 REDBUD TRAIL
WEST LAKE HILLS, TX 78746

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information is being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
G491BT108	INVESCO LTD*		IVZ					
12.0000	12/03/2013	08/21/2009	418 55	240 60	0.00	177.95	0.00	0.00
464287564	ISHARES COHEN AND STEERS REIT ETF*		ICF					
50 0000	01/29/2013	03/10/2009	4,104.10	1,404.81	0 00	2,699.29	0 00	0.00
464287564	ISHARES COHEN AND STEERS REIT ETF*		ICF					
38.0000	12/03/2013	03/10/2009	2,834 37	1,067.65	0.00	1,766.72	0.00	0 00
46625H100	JPMORGAN CHASE & CO COM*		JPM					
6 0000	12/03/2013	07/20/2009	339.59	221.72	0 00	117.87	0 00	0.00
56063N600	MAINSTAY CONVERTIBLE FUND I*		MCNVX					
410 0000	01/29/2013	05/08/2009	6,240.20	4,743.70	0.00	1,496.50	0.00	0 00
580135101	MCDONALD'S CORP COM *		MCD					
35.0000	01/25/2013	Various	3,282.88	1,925 34	0.00	1,357.54	0.00	0 00
58933Y105	MERCK & CO INC NEW COM*		MRK					
114.0000	02/07/2013	Various	4,658 52	3,766.43	0.00	892.09	0.00	0.00
59156R108	METLIFE INC COM*		MET					
80.0000	05/03/2013	Various	3,232 98	3,229 38	0.00	3.60	0.00	0.00
59156R108	METLIFE INC COM*		MET					
30 0000	09/20/2013	09/25/2009	1,424.32	1,124.34	0.00	299.98	0.00	0 00
655664100	NORDSTROM INC COM*		JWN					
25.0000	02/22/2013	10/22/2010	1,345.97	922.35	0 00	423.62	0.00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2013 Tax Information Statement

Account Number: AA176
Recipient's Tax ID Number: 74-2900267
Payer's Federal ID Number: 74-6036463
Payer's State ID Number:
State: TX
Questions? (512)473-4934
☐ Corrected ☐ 2nd TIN notice

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Recipient's Name and Address:
SPENCER CHARITABLE FOUNDATION
ATTN: JACK & JUNE SPENCER
1001 REDBUD TRAIL
WEST LAKE HILLS, TX 78746

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information is being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
66987V109	NOVARTIS AG ADR*		NVS					
25.0000	09/04/2013	Various	1,866.02	1,174.53	0.00	691.49	0.00	0.00
66987V109	NOVARTIS AG ADR*		NVS					
6.0000	12/03/2013	12/10/2008	471.23	276.21	0.00	195.02	0.00	0.00
68389X105	ORACLE CORPORATION*		ORCL					
80.0000	07/02/2013	Various	2,405.20	1,469.40	0.00	935.80	0.00	0.00
718172109	PHILIP MORRIS INT'L INC COM*		PM					
9.0000	12/03/2013	10/10/2008	769.30	378.47	0.00	390.83	0.00	0.00
693475105	PNC FINANCIAL SERVICES GROUP COM*		PNC					
40.0000	06/10/2013	Various	2,910.11	2,281.45	0.00	628.66	0.00	0.00
73755L107	POTASH CORP SASK INC COM*		POT					
54.0000	03/04/2013	11/05/2010	2,107.11	2,543.82	0.00	-436.71	0.00	0.00
747525103	QUALCOMM INC COM*		QCOM					
7.0000	12/03/2013	08/13/2009	512.25	326.36	0.00	185.89	0.00	0.00
773903109	ROCKWELL AUTOMATION INC COM *		ROK					
29.0000	04/15/2013	01/13/2010	2,437.95	1,403.55	0.00	1,034.40	0.00	0.00
773903109	ROCKWELL AUTOMATION INC COM *		ROK					
6.0000	04/16/2013	01/13/2010	502.54	290.39	0.00	212.15	0.00	0.00
G7945E105	SEADRILL LTD*		SDRL					
40.0000	03/19/2013	10/26/2010	1,466.37	1,207.97	0.00	258.40	0.00	0.00

This is *important* tax information and is being furnished to the Internal Revenue Service (except as indicated). *If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.* The taxpayer is ultimately responsible for the accuracy of their own tax return.

2013 Tax Information Statement

Account Number: AA176
Recipient's Tax ID Number: 74-2900267
Payer's Federal ID Number: 74-6036463
Payer's State ID Number:
State: TX
Questions? (512)473-4934
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
SPENCER CHARITABLE FOUNDATION
ATTN: JACK & JUNE SPENCER
1001 REDBUD TRAIL
WEST LAKE HILLS, TX 78746

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information is being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
855244109	STARBUCKS CORP COM*		SBUX					
8.0000	12/03/2013	04/14/2009	643.26	95.22	0.00	548 04	0.00	0.00
77956H302	T ROWE PRICE INTERNATIONAL DISCOVERY		PRIDX					
50.0000	01/29/2013	09/29/2009	2,388.00	1,802.50	0.00	585.50	0.00	0.00
77956H302	T ROWE PRICE INTERNATIONAL DISCOVERY		PRIDX					
33.0000	12/03/2013	09/29/2009	1,835 79	1,189 65	0.00	646.14	0 00	0.00
885215566	THORNBURG INTERNATIONAL VALUE FD I*		TGVIX					
3011.4330	11/01/2013	Various	92,993.05	86,590.69	0.00	6,402.36	0.00	0.00
89151E109	TOTAL S.A. SPONSORED ADR*		TOT					
10.0000	12/03/2013	12/07/2010	592 68	521 41	0.00	71.27	0 00	0.00
907818108	UNION PACIFIC CORP COM*		UNP					
4.0000	12/03/2013	12/09/2009	648 82	252.64	0.00	396.18	0.00	0.00
92826C839	VISA INC CL A COM*		V					
4 0000	12/03/2013	12/01/2009	807.83	332.14	0 00	475.69	0 00	0.00
92857W209	VODAFONE GROUP PLC SPON ADR*		VOD					
1.0000	02/21/2013	10/10/2008	24.54	18 99	0.00	5.55	0.00	0.00
Total Long Term Sales Reported on 1099-B			**293,528.90**	**230,287.87**	**0.00**	**63,241.03**	**0.00**	**0.00**

Report on Form 8949, Part II, with Box D checked

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.