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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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


OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

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) 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 <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,801,119		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	4,315			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	30,208	30,208		
	4 Dividends and interest from securities.	16,566	16,566		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	38,276			
	b Gross sales price for all assets on line 6a <u>431,017</u>				
	7 Capital gain net income (from Part IV, line 2) . . .		1,789		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) 	7,921			
	12 Total. Add lines 1 through 11	97,286	48,563		
	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) 	815	815		
	c Other professional fees (attach schedule) 	10,630	10,630		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . . 	656	656		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) 	87	87		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	12,188	12,188		0
	25 Contributions, gifts, grants paid	95,000			95,000
	26 Total expenses and disbursements. Add lines 24 and 25	107,188	12,188		95,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-9,902			
	b Net investment income (if negative, enter -0-)		36,375		
	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	52,062	128,224	128,224
	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) ▶ _____ 47 Less allowance for doubtful accounts ▶ _____		47	47
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,793	1,969	1,969
	10a	Investments—U S and state government obligations (attach schedule)	204,923	106,856	108,561
	b	Investments—corporate stock (attach schedule)	693,443	726,023	975,573
	c	Investments—corporate bonds (attach schedule).	619,929	595,763	586,745
	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 ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,572,150	1,558,882	1,801,119	
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 ▶ _____)	4,000	1,000	
	23	Total liabilities (add lines 17 through 22)	4,000	1,000	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,568,150	1,557,882	
	30	Total net assets or fund balances (see instructions)	1,568,150	1,557,882	
	31	Total liabilities and net assets/fund balances (see instructions) . . .	1,572,150	1,558,882	

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)	11,568,150
2	Enter amount from Part I, line 27a	-9,902
3	Other increases not included in line 2 (itemize) ▶ _____	
4	Add lines 1, 2, and 3	1,558,248
5	Decreases not included in line 2 (itemize) ▶ _____	366
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	1,557,882

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	2014-01-01	2014-12-31
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 35,713		33,924	1,789
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			1,789
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,789
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	1,789

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 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))
2013	83,716	1,759,389	0 047582
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

2	Total of line 1, column (d).	2	0 239648
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 047930
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	1,822,297
5	Multiply line 4 by line 3.	5	87,343
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	364
7	Add lines 5 and 6.	7	87,707
8	Enter qualifying distributions from Part XII, line 4.	8	95,000

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1364	
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.		3364	
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-		5364	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	2,333
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	2,333
8		Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	1,969
11		Enter the amount of line 10 to be Credited to 2015 estimated tax <input checked="" type="checkbox"/> 1,969 Refunded <input type="checkbox"/>		11	

Part VII-AStatements Regarding Activities

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 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 <input checked="" type="checkbox"/> \$ (2) On foundation managers <input checked="" type="checkbox"/> \$				
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$				
2		Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		No
		If "Yes," attach a detailed description of the activities.				
3		Has the foundation made any changes, not previously reported to the IRS, in its governing 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?		5		No
		If "Yes," attach the statement required by General Instruction T.				
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) <input checked="" type="checkbox"/> 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 2014 or the taxable year beginning in 2014 (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. <input checked="" type="checkbox"/>		10		No

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		
16	At any time during calendar year 2014, 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	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? 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 2014 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 2014.).	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 2014?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see 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?		<input type="checkbox"/> Yes	<input type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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	PRES/DIR	0	0	0
1001 REDBUD TRAIL AUSTIN, TX 78746	0 00			
DEANNA JUNE SPENCER	VP/DIR	0	0	0
1001 REDBUD TRAIL AUSTIN, TX 78746	0 00			
CHARLOTTE SPENCER STACY	SECY/DIR	0	0	0
2604 SALERNO PLACE CEDAR PARK, TX 78613	0 00			
ANDREW M SPENCER	TREAS/DIR	0	0	0
6011 SIERRA ARBOR COURT AUSTIN, TX 78759	0 00			
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 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	1,763,183
b	Average of monthly cash balances.	1b	85,788
c	Fair market value of all other assets (see instructions).	1c	1,077
d	Total (add lines 1a, b, and c).	1d	1,850,048
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	1,850,048
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	27,751
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,822,297
6	Minimum investment return. Enter 5% of line 5.	6	91,115

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	91,115
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	364
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	364
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	90,751
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	90,751
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	90,751

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	95,000
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	95,000
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	364
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	94,636
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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				90,751
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			85,611	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 95,000				
a Applied to 2013, but not more than line 2a			85,611	
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 2014 distributable amount.				9,389
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (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 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				81,362
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

Part XIVPrivate 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 2014, 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)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 XVSupplementary 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 or email address 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	95,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

Part XVII



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?		Yes	No
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

[illegible]

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) is based on all information of which preparer has any knowledge.		
	***** _____ Signature of officer or trustee	2015-11-12 _____ Date	<div style="border: 2px solid black; padding: 5px;"> May the IRS discuss this return with the preparer shown below (see instr)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div>
	***** _____ Title		

Paid Preparer Use Only	Print/Type preparer's name ROBERT C FANCHER CPA	Preparer's Signature	Date 2015-11-12	Check if self-employed <input checked="" type="checkbox"/>	PTIN P01060818
	Firm's name <input checked="" type="checkbox"/> FANCHER & COMPANY			Firm's EIN <input checked="" type="checkbox"/>	
	Firm's address <input checked="" type="checkbox"/> 600 LEOPARD ST STE 2000 CORPUS CHRISTI, TX 784010462			Phone no (361) 882-7001	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AUSTIN CHILDREN'S SERVICES 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	10,000
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
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	7,000
THE TSTC FOUNDATION 3801 CAMPUS DRIVE WACO,TX 76705	NONE	501(C)3	FOR OPERATING CHARITABLE ACTIVITIES	5,000
Total  3a				95,000

TY 2014 Accounting Fees Schedule**Name:** SPENCER CHARITABLE FOUNDATION**EIN:** 74-2900267

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	675	675		
TAX PREPARATION FEES	140	140		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2014 Gain/Loss from Sale of Other Assets Schedule

Name: SPENCER CHARITABLE FOUNDATION

EIN: 74-2900267

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
FROST BROKERAGE - SEE ATTACHED	2012-01	PURCHASE	2014-12		152,487	124,063			28,424	
FROST BROKERAGE - SEE ATTACHED	2012-01	PURCHASE	2014-12		242,817	234,754			8,063	

**TY 2014 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
CAPITAL ONE FINANCIAL CORPORATION	55,178	55,107
COCA COLA COMPANY	60,613	55,446
GENENTECH INCORPORATED	54,255	51,116
HONEYWELL INTERNATIONAL INC	59,571	56,046
HSBC HOLDINGS PLC DTD 4/5/2011	44,296	45,216
IBM CORPORATION	60,841	55,722
JOHN DEERE CAPITAL CORPORATION	61,397	56,789
JP MORGAN CHASE & COMPANY	48,443	50,857
MAINSTAY CONVERTIBLE FUND	14,445	14,155
MORGAN STANLEY SERIES MTN	64,140	74,775
PEPSICO INCORPORATED	30,449	30,024
PHIZER INCORPORATED 4.5%		
SHERWIN WILLIAMS COMPANY		
WELLS FARGO & COMPANY	42,135	41,492

TY 2014 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	6,688	8,959
ABBVIE INC	5,508	9,489
ACTAVIS PLC	3,969	3,861
AMAZON.COM INC	1,773	4,035
AMC NETWORKS INC		
AMERICAN INTL GROUP INC	7,337	10,418
ANADARKO PETROLEUM CORP	2,880	3,713
APPLE INC	12,447	31,679
BAIDU INC	3,816	5,015
BAXTER INT'L INC.	9,244	10,041
BIOGEN IDEC INC	3,793	9,505
BLACKROCK INC COM	2,588	5,006
BOEING CO	14,125	17,677
BORGWARNER INC	1,307	4,396
BRISTOL-MEYERS SQUIBB	3,792	5,313
BROADRIDGE FINANCIAL SOLUTIONS	3,418	6,604
CAMERON INTERNATIONAL CORP COM		
CANADIAN PACIFIC RAILWAY	2,511	3,854
CAPITAL ONE FINANCIAL CORP	8,845	11,309
CAUSEWAY INTERNATIONAL VALUE	50,000	47,072
CELGENE CORP COM	1,452	5,593
CHEVRON CORPORATION		
CHIPOTLE MEXICAN GRILL	2,350	5,476
CINEMARK HOLDINGS INC COM		
CISCO SYSTEM INC	7,375	10,514
CITIGROUP INC	8,760	8,928
COACH INC		
COBALT INT'L ENERGY		
COGNIZANT TECH SOLUTIONS	2,404	14,639
CORNING INC	5,057	8,805

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COSTCO WHOLESALE CORP NEW	3,784	7,796
COVIDIEN PLC	3,410	4,909
CUMMINS INC	1,725	5,767
CVS CAREMARK CORP	3,638	7,705
DEERE & CO		
DISCOVERY COMMUNICATIONS INC	5,051	4,090
DISNEY (WALT) COMPANY HOLDING	12,714	18,555
EATON CORP PLC	10,426	10,670
EBAY INCORPORATED	4,332	5,893
EMC CORP MASSACHUSETTS	4,327	10,468
ENSCO PLC CL A		
EOG RESOURCES INC COM	2,670	4,604
ERICSSON AMERICAN DEPOSITARY SHS	3,909	3,908
FACEBOOK INC	4,332	7,802
FEDEX CORP COM	2,707	5,210
FIRST NIAGARA FINL GROUP		
GATEWAY FUND CL Y	20,000	20,678
GENERAL ELECTRIC CO.	9,849	9,982
GILEAD SCIENCES INC	2,178	7,164
GOOGLE INCORPORATED CLASS A	7,255	11,628
HALIBURTON CO	7,400	5,310
HOME DEPOT INC	5,279	7,348
HONEYWELL INT'L, INC.	3,211	4,496
HSBC HOLDINGS PLC	4,474	3,873
ILLUMINA INC		
INVESCO DEV MARKETS FUND INSTL	49,798	49,001
INVESCO LTD	3,713	7,232
ISHARES COHEN & STEERS REALTY	25,876	57,232
JOHN HANCOCK FDS III-DISCLPNED VALUE	37,830	37,585
JP MORGAN CHASE & CO.	3,667	5,006

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KRAFT FOODS INC CLASS A	3,506	4,261
LAM RESEARCH CORPORATION	4,092	6,347
LAS VEGAS SANDS CORP	4,947	4,885
LAZARD INTL EQTY PORT	50,000	49,503
LAZARD LTD CL	4,695	7,505
LINKEDIN CORP	3,778	4,364
LOWES COS INC	5,579	8,875
LULULEMON ATHLETICA INC	2,549	3,070
MASTERCARD INC CL A	1,042	5,170
METLIFE INC	4,949	6,761
MICHAEL KORS HLDGS, LTD		
MONSANTO CO. NEW	4,488	6,571
MOODYS CORP	3,857	7,665
NASDAQ QMX GROUP INC	9,222	10,935
NIELSON N.V. COM	7,475	8,409
NIKE INC	3,849	4,327
NOVARTIS AG ADR	6,033	8,710
PANERA BREAD CO. CL A		
PHILIP MORRIS INT'L INC		
PRAXAIR INC COM	2,697	4,535
PRICELINE.COM INC	1,077	7,981
QUALCOMM INC		
RIO TINTO PLC SPON ADR	5,822	5,251
SALESFORCE.COM INC	3,779	3,559
SAP AG SPONSORED ADR		
SCHLUMBERGER LIMITED	2,052	4,441
SCHWAB CHARLES CORP	3,834	4,378
STARBUCKS CORP	1,512	10,420
STRYKER CORP		
SUNCOR ENERGY INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
T ROWE PRICE INTL DISCOVERY FD	17,886	26,052
T ROWE PRICE MID-CAP GROWTH FUND	28,375	26,512
TIME WARNER INC	4,127	5,125
TOTAL SA SPONSORED ADR	8,127	7,936
TWENTY-FIRST CENTURY FOX	7,125	8,449
TYCO INTERNATIONAL LTD		
UNION PACIFIC CORP	3,596	13,343
UNITED CONTINENTAL HOLDINGS INC	7,171	10,702
VAN ECK GLOBAL HARD ASSETS	30,239	24,816
VANGUARD SMALL-CAP GROWTH	13,117	18,998
VERIZON COMMUNICATIONS COM	5,173	4,912
VERTEX PHARMACEUTICALS INC		
VIRTUS SMALL-CAP CORE FD	18,055	18,879
VISA INC CL A	4,995	15,994
WASTE CONNECTIONS INC	3,743	4,619
WELLS FARGO & CO NEW COM	5,506	8,497
WHIRLPOOL	8,999	11,624
ZOETIS INC	3,961	5,379

TY 2014 Investments Government Obligations Schedule

Name: SPENCER CHARITABLE FOUNDATION

EIN: 74-2900267

US Government Securities - End of Year Book Value:	51,116
US Government Securities - End of Year Fair Market Value:	54,707
State & Local Government Securities - End of Year Book Value:	55,740
State & Local Government Securities - End of Year Fair Market Value:	53,854

TY 2014 Other Decreases Schedule**Name:** SPENCER CHARITABLE FOUNDATION**EIN:** 74-2900267

Description	Amount
CURRENT YEAR FEDERAL TAX	364
ROUNDING	2

TY 2014 Other Expenses Schedule

Name: SPENCER CHARITABLE FOUNDATION

EIN: 74-2900267

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
MISC FEES	87	87		

TY 2014 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	7,680		
OTHER INCOME	241		

TY 2014 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	4,000	
PAYABLE - FANCHER & CO		1,000

**TY 2014 Other Notes/Loans
Receivable Short Schedule**

Name: SPENCER CHARITABLE FOUNDATION
EIN: 74-2900267

Name of 501(c)(3) Organization	Balance Due
LOAN RECEIVABLE	47

TY 2014 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	10,630	10,630		

TY 2014 Substantial Contributors Schedule

Name: SPENCER CHARITABLE FOUNDATION

EIN: 74-2900267

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

TY 2014 Taxes Schedule

Name: SPENCER CHARITABLE FOUNDATION

EIN: 74-2900267

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	656	656		