

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

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation AL Spencer Foundation		A Employer identification number 25-1843761			
% DAVID BLUEMLING		B Telephone number (see instructions) (412) 364-9395			
Number and street (or P O box number if mail is not delivered to street address) 375 N Shore Drive Suite 501		Room/suite			
City or town, state or province, country, and ZIP or foreign postal code Pittsburgh, PA 15212		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) ► \$ 8,013,091	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
Part I Analysis of Revenue and Expenses (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)		0			
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		40,085	40,085		
4 Dividends and interest from securities		69,177	69,177		
5a Gross rents					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10		30,773			
b Gross sales price for all assets on line 6a 941,099					
7 Capital gain net income (from Part IV, line 2)			30,773		
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)					
12 Total. Add lines 1 through 11		140,035	140,035		
Operating and Administrative Expenses					
13 Compensation of officers, directors, trustees, etc		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		16,303	16,303	0	0
c Other professional fees (attach schedule)		28,827	28,827		
17 Interest		20,653	20,653		
18 Taxes (attach schedule) (see instructions)		3,961	855		
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		69,744	66,638	0	0
25 Contributions, gifts, grants paid		222,000			222,000
26 Total expenses and disbursements. Add lines 24 and 25		291,744	66,638	0	222,000
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-151,709			
b Net investment income (if negative, enter -0-)			73,397		
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
	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		4,343,056	1,964,029	1,964,029
	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				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)		1,121,150	2,120,898	2,460,629
	c Investments—corporate bonds (attach schedule)		518,987	1,462,014	1,451,902
	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 ► _____)		1,322,271	1,609,948	2,136,531
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		7,305,464	7,156,889	8,013,091
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ► _____)				
	23 Total liabilities (add lines 17 through 22)		0	0	
	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		1,676,799	1,679,933	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		5,628,665	5,476,956	
	30 Total net assets or fund balances (see instructions)		7,305,464	7,156,889	
	31 Total liabilities and net assets/fund balances (see instructions)		7,305,464	7,156,889	

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	7,305,464
2	Enter amount from Part I, line 27a	2	-151,709
3	Other increases not included in line 2 (itemize) ►	3	3,134
4	Add lines 1, 2, and 3	4	7,156,889
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,156,889

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Additional Data Table					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a See Additional Data Table					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) 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 See Additional Data Table					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	30,773	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				3	

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year, see 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))
2015	115,250	4,568,909	0 025225
2014	112,000	2,277,850	0 049169
2013	119,056	2,284,904	0 052105
2012	122,045	2,446,671	0 049882
2011	106,238	2,453,419	0 043302
2 Total of line 1, column (d)			2 0 219683
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 043937
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 7,930,261
5 Multiply line 4 by line 3			5 348,432
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 734
7 Add lines 5 and 6			7 349,166
8 Enter qualifying distributions from Part XIII, line 4			8 222,000

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 instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	1,468
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	1,468
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	1,468
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,200
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	2,200
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	34
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	698
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ►	698	Refunded ►
		11	

Part VII-A Statements 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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b	Yes	No
	<i>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</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	Yes	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? <i>If "Yes," attach a detailed description of the activities</i>	2	Yes	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	Yes	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	No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	No
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►PA			
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? <i>If "No," attach explanation</i>	8b	Yes	No
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	Yes	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? Website address ►	13	Yes
14	The books are in care of ►DAVID BLUEMLING	Telephone no ►(412) 364-9395	
Located at ►375 N SHORE DRIVE SUITE 501 PITTSBURGH PA			ZIP+4 ►15212
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	<input type="checkbox"/>
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ►	16	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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 <input type="checkbox"/> No <input checked="" type="checkbox"/>
1a	During the year did the foundation (either directly or indirectly)	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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____	No
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2016 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 2016).	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a
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 2016?	4b

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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 your answer is "Yes" to Es(1)-(5), did any of the transactions fail to qualify under the exceptions described in section 4945(e)(2) or 4955(e)(2)? Yes No

5

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)? Organizations relying on a current notice regarding disaster assistance check here.

1

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the disclosure requirements under the FOIA? Explain.

Yes No

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

13. Yes No

1

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If "Yes" to 6b, file Form 8870

1

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

2 Yes No

7

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Consultants

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

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID G BLUEMLING CPA CVA 375 N SHORE DRIVE SUITE 501 PITTSBURGH, PA 15212	OFFICER 2 0	0	0	0
DAVID G MARTIN 681 ANDERSEN DRIVE PITTSBURGH, PA 15220	PRESIDENT 2 0	0	0	0

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

1

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".

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.

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.

1	
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	2,235,446
b	Average of monthly cash balances.	1b	2,486,226
c	Fair market value of all other assets (see instructions).	1c	3,329,354
d	Total (add lines 1a, b, and c).	1d	8,051,026
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	0
3	Subtract line 2 from line 1d.	3	8,051,026
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	120,765
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,930,261
6	Minimum investment return. Enter 5% of line 5.	6	396,513

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign

Part XI organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6.	1	396,513
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	1,468
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,468
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	395,045
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	395,045
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	395,045

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	222,000
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	222,000
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	222,000

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				395,045
2 Undistributed income, if any, as of the end of 2016			221,400	
a Enter amount for 2015 only.				
b Total for prior years 2014, 2013, 2012				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 222,000			221,400	
a Applied to 2015, but not more than line 2a				
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 2016 distributable amount.				600
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				394,445
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 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.	0			

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 2016, enter the date of the ruling. ►			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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			
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))
- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

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

- a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
David G Bluemling
375 North Shore Drive
Pittsburgh, PA 15212
(412) 364-9395
- b The form in which applications should be submitted and information and materials they should include
REQUESTS SHOULD BE SENT IN A LETTER FORMAT INDICATING THE SPECIFIC AMOUNT AND THE PURPOSE WHICH THE FUNDS ARE BEING REQUESTED APPLICANTS SHOULD INCLUDE A COPY OF THEIR IRS DETERMINATION LETTER
- c Any submission deadlines
NO CURRENT SUBMISSION DEADLINE HAS BEEN ESTABLISHED
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

THE FOUNDATION ANTICIPATES THAT THE CHARITABLE ORGANIZATIONS RECEIVING GRANTS WILL BE PRIMARILY THOSE BENEFITTING DISADVANTAGED CHILDREN LIVING IN WESTERN PENNSYLVANIA

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

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					
4 Dividends and interest from securities.			14	109,264	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	30,771	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).				140,035	
13 Total. Add line 12, columns (b), (d), and (e).					140,035

(See worksheet in line 13 instructions to verify calculations)

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
JMS ACCT#3944		2016-02-01	2016-11-14
JMS ACCT#7730			
JMS ACCT#8981			
JMS ACCT#4218			
JMS ACCT#7101			
JMS ACCT#7909			
JMS ACCT#7730			
JMS ACCT#8981			
JMS ACCT#4218			
JMS ACCT#7101		2015-08-24	

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis (g) plus expense of sale	(h) (e) plus (f) minus (g)
250,000		250,000	
116,924		116,592	332
29,346		31,636	-2,290
57,788		30,644	27,144
201,584		203,310	-1,726
125,767		135,036	-9,269
20,000		19,610	390
15,336		15,735	-399
29,248		18,253	10,995
35,993		32,984	3,009

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			332
			-2,290
			27,144
			-1,726
			-9,269
			390
			-399
			10,995
			3,009

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
JMS ACCT#7909			

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
59,113		56,526	2,587

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			2,587

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				
YMCA of Greater Pittsburgh 420 Fort Duquesne Boulevard Suite 625 Pittsburgh, PA 15222	NONE	PC	For the purposes of funding the Weekend Power Pack Supplemental Food Program	5,000
YMCA of Greater Pittsburgh 420 Fort Duquesne Boulevard Suite 625 Pittsburgh, PA 15222	NONE	PC	For the purposes of funding the Executive & Volunteer Professional Development Program	40,000
YMCA of Greater Pittsburgh 420 Fort Duquesne Boulevard Suite 625 Pittsburgh, PA 15222	NONE	PC	For the purpose of funding the 2016-2017 Homewood Lighthouse Project Programming	20,000
YMCA of Greater Pittsburgh 420 Fort Duquesne Boulevard Suite 625 Pittsburgh, PA 15222	NONE	PC	For the purpose of funding the 2016 Camp Spencer Superstars	10,000
Bethesda Hospital Foundation 2815 South Seacrest Blvd Boynton Beach, FL 33435	NONE	PC	For the purpose of funding the TAVR Program at the Bethesda Heart Hospital	50,000
Total ►				222,000
3a				

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				
YMCA of Greater Pittsburgh 420 Fort Duquesne Boulevard Suite 625 Pittsburgh, PA 15222	NONE	PC	For the purpose of funding the Snavely Lodge Deck, Spencer Barn Deck, High Ropes Course, and the Council Tree Lightning Rod Project	52,500
YMCA of Greater Pittsburgh 420 Fort Duquesne Boulevard Suite 625 Pittsburgh, PA 15222	NONE	PC	For the purpose of funding the design and contruction of the Amphitheater at Zivic Pond	36,000
Northside Food Pantry 1601 Brighton Road Pittsburgh, PA 15212	NONE	PC	For the purpose of funding the Northside Pantrys purchases	5,000
YMCA of Greater Pittsburgh 420 Fort Duquesne Boulevard Suite 625 Pittsburgh, PA 15222	NONE	PC	Charitable Contribution	3,500
Total ►				222,000
3a				

TY 2016 Accounting Fees Schedule

Name: AL Spencer Foundation**EIN:** 25-1843761

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	16,303	16,303		

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

TY 2016 Depreciation Schedule

Name: AL Spencer Foundation

EIN: 25-1843761

TY 2016 Investments Corporate Bonds Schedule**Name:** AL Spencer Foundation**EIN:** 25-1843761

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ACE INA HOLDINGS	30,282	29,893
AFLAC INC SR NOTE	30,389	30,105
AMGEN INC	19,988	20,345
ANADARKO PETRO	0	0
AT&T	29,085	28,915
AVALONBAY	30,334	30,113
BANK OF AMERICA	31,055	31,076
BECTON DICKINSON	29,592	29,732
BOSTON PPTYS	30,667	30,533
CAMDEN PROPERTY	29,935	29,895
CATERPILLAR	30,981	30,926
CELGENE CORP	28,314	28,227
CF INDs INC	0	0
CISCO SYS	29,917	29,932
COMCAST CORP	29,607	29,557
CONOCOPHILLIPS	10,914	10,944
CVS	29,991	29,797
DELPHI CORP	0	0
DIAGEO CORP	30,024	29,983
DISCOVERY COMNS	0	0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
EATON CORP	29,638	29,713
ERP	0	0
FEDEX	28,779	28,943
FORD MOTOR CO.	32,196	31,997
HSBC	19,079	19,109
INTL PAPER CO.	29,054	29,323
KRAFT FOODS	29,904	29,847
LOWES CO.	29,869	29,711
MCDONALDS CORP	9,958	9,980
METLIFE	0	0
NEVADA PWR CO.	0	0
ORACLE CORP	29,726	29,548
PRINCIPAL FIN GROUP	30,088	29,808
PROLOGIS LP GTD	29,724	29,724
PRUDENTIAL FINANCIAL	30,249	30,290
RAYTHEON CO.	30,126	29,939
REALTY INCOME CORP	29,845	30,020
REGIONS INCOME CORP	0	0
REYNOLDS AMERICAN INC.	29,597	29,563
ROGERS COMMNS INC.	19,532	19,842

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SIMON PPTY	29,668	29,536
STARBUCKS	29,531	29,151
TIME WARNER INC.	19,367	19,594
TOYOTA	29,645	29,391
TYCO ELEC	19,181	19,081
UNITED PARCEL SERVICE	30,094	29,876
VERIZON COMMS	30,425	30,423
WALGREEN BOOTS ALLIANCE	10,823	11,196
WALT DISNEY CO.	0	0
WESTERN UNION	10,085	10,102
ALTRIA GROUP	29,967	29,425
ANHEUSER BUSCH INBEV	29,792	29,440
APPLE INC NOTE	29,946	29,015
BERKSHIRE HATHAWAY	31,147	31,061
WALMART STORES NOTE	30,890	29,774
VIRGINIA ELEC & POWER	29,882	28,791
DUKE ENERGY	30,387	29,369
DUPONT EL DE NEMOURS	29,968	29,754
ENTERGY ARK	30,623	29,552
QUALCOMM INC NOTE	31,123	30,996

Name of Bond	End of Year Book Value	End of Year Fair Market Value
HOME DEPOT	31,118	29,942
PRAXAIR	29,913	29,103

TY 2016 Investments Corporate Stock Schedule**Name:** AL Spencer Foundation**EIN:** 25-1843761

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M COMPANY	14,126	18,214
ACCENTURE PLC IRELAND	21,200	25,651
AES CORP	16,034	17,163
AGILENT TECH	0	0
ALLERGAN PLC	28,492	21,211
APPLE	22,320	25,944
BAYER	0	0
BAYERISCHE MOTEREN WERKE	0	0
BNP PARIBAS SPONS ADR	16,923	19,651
CHEVRON CORP	13,580	20,009
CHICAGO BRIDGE & IRON	0	0
CITIGROUP	22,357	28,705
CONOCOPHILLIPS	12,588	15,493
CONTINENTAL	19,745	18,018
CVS HEALTH	30,466	24,620
DANAHER CORP	16,557	20,005
DEUTSCHE BANK	0	0
EMC CORP MASS	0	0
EATON CORP	0	0
GILEAD SCIENCES	26,401	19,979
GOLDMAN SACHS	15,312	21,790
HALLIBURTON	12,463	20,662
HANESBRANDS	16,182	12,360
HONEYWELL INTL	19,767	23,981
ICONIX BRAND GROUP	0	0
JOHNSON & JOHNSON	14,505	17,627
JULIS BAER GROUP	21,838	21,178
MEDTRONIC PLC	21,468	21,155
METLIFE	17,764	21,340
MICROSOFT	18,855	24,172

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MYLAN	0	0
NCR CORP	12,326	23,281
OCCIDENTAL PETROLEUM	11,967	13,035
PHILLIP MORRIS INTL	11,478	12,717
PNC FINANCIAL SERVICES GROUP	17,876	24,211
PROCTOR & GAMBLE	15,831	18,329
PVH CORP	17,324	18,138
QUALCOMM	16,370	20,994
SUMITOMO MITSUI	0	0
TAIWAN SEMICONDUCTOR	15,202	21,246
TARGET CORP	0	0
VISA INC.	19,386	21,456
VODAFONE GROUP	12,535	9,552
ADT CORP	0	0
ALLERGAN	65,317	55,653
AMC NETWORKS	3,809	2,879
ANADARKO	45,644	79,911
AUTODESK	20,765	32,046
BIOGEN	49,770	50,477
BROADCOM	11,242	17,854
CITRIX	13,711	18,308
COMCAST	47,661	60,212
CREE	11,339	11,242
DISCOVERY	10,119	10,854
DOLBY LABS	3,798	5,378
FLUOR CORP	20,875	26,050
FREEPORT MCMORAN	5,339	19,086
IMMUNOGEN	3,792	583
IONIS PHARM	20,532	30,516
L3 COMMUNICATIONS	26,251	37,419

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LIBERTY BROADBAND SER A	584	797
LIBERTY BROADBAND SER C	1,147	1,629
LIBERTY INTERACTIVE QVC	13,953	10,789
LIBERTY INTERACTIVE VENTURES	694	737
LIBERTY MEDIA CORP SER A	270	408
LIBERTY MEDIA CORP SER C	557	846
MEDTRONIC PLC	5,630	5,556
NATIONAL OILWELL VARCO	14,997	16,960
NOW INC	3,807	5,097
NUANCE COMMUNICATION	3,758	3,412
NUCOR CORP	11,653	19,939
PENTAIR PLC	11,121	13,008
SANDISK CORP	0	0
SEAGATE TECH	33,553	35,155
STARZ	0	0
TE CONNECTIVITY	26,718	32,492
TWITTER	29,633	26,683
TYCO	0	0
UNITEDHEALTH GROUP	39,860	56,814
VERTEX PHARM	24,752	19,817
WEATHERFORD	40,216	32,440
WESTERN DIGITAL	21,842	30,917
3M COMPANY	18,058	23,214
ACE LTD		
ALTRIA GROUP	22,008	27,048
ASTRAZENECA	14,207	12,567
AT&T	20,286	23,817
BCE INC.	20,828	22,744
BOEING COMPANY	18,258	21,795
CHEVRON	20,914	31,779

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CISCO SYSTEMS	22,246	27,198
CONOCOPHILLIPS	22,576	28,078
CORNING INC.	13,878	18,567
DIAGEO	17,603	17,670
DU PONT	20,577	29,360
EXXON MOBIL	14,195	17,149
GE	20,156	24,648
HCP INC.	15,369	14,563
HSBC HOLDINGS	15,237	16,474
INTEL CORP	13,274	17,410
JOHNSON & JOHNSON	21,603	26,153
JP MORGAN CHASE	22,473	32,790
KIMBERLY CLARK	16,024	15,977
LILLY ELI AND COMPANY	14,092	12,504
MERCK & COMPANY	22,262	24,725
METLIFE INC.	18,996	22,634
MICROSOFT	18,428	25,105
NEXTERA ENERGY	21,076	23,892
PFIZER	22,117	22,736
PHILLIP MORRIS	20,649	22,873
RAYTHEON COMPANY	15,550	19,880
ROYAL DUTCH SHELL	24,072	31,883
SYMANTEC	0	0
TRAVELERS COMPANIES	17,424	20,811
UNILEVER	20,757	20,941
VODAFONE	0	0
WELLS FARGO	22,130	24,248
WELLTOWER	25,835	26,370
AMGEN INC	17,488	14,913
CHUBB LTD	16,873	18,761

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EATON CORP	14,032	18,383
FEDEX CORP	17,742	18,992
GOOGLE INC CL A	17,497	17,434
KROGER CO	17,724	19,843
LABORATORY CORP OF AMERICA	19,080	17,588
MOHAWK INDUSTRIES	13,227	13,379
SAP SE	20,455	22,558
WHIRLPOOL	17,358	19,449
JOHNSON CONTROLS	22,738	27,726
LIBERTY MEDIA A BRAVES	126	102
LIBERTY MEDIA A SIRIUS	1,478	1,830
LIBERTY MEDIA C BRAVES	205	206
LIBERTY MEDIA C SIRIUS	2,997	3,663
LIONS GATE ENTERTAINMENT	914	859
ADIENT PLC	699	879
AT&T	20,900	26,369
CHUBB LTD	21,642	26,424
JOHNSON CONTROLS INTL	14,344	13,428
NOVARTIS	16,274	16,389

TY 2016 Other Assets Schedule

Name: AL Spencer Foundation

EIN: 25-1843761

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ISHARES CORE	24,002	45,989	46,224
SECTOR CONSUMER DISCRETIONARY	56,650	80,473	91,087
SECTOR CONSUMER STAPLES SELECT	28,268	64,419	66,292
SECTOR HEALTHCARE SELECT	47,279	147,866	147,118
VANGUARD EXTENDED MARKET	15,915	0	0
VANGUARD FTSE ALL WORLD	69,638	135,846	145,352
VANGUARD PACIFIC	15,267	14,572	16,157
VANGUARD INFORMATION	56,440	0	0
PNC LIFE INSURANCE POLICY	1,008,812	1,008,812	1,488,216
SECTOR TECHNOLOGY SELECT	0	111,971	136,085

TY 2016 Other Increases Schedule

Name: AL Spencer Foundation

EIN: 25-1843761

Description	Amount
COST ADJ TO ADIENT PLC SPIN OFF	3,134

TY 2016 Other Professional Fees Schedule

Name: AL Spencer Foundation

EIN: 25-1843761

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JMS - ADVISORY FEES	28,827	28,827		

TY 2016 Taxes Schedule

Name: AL Spencer Foundation**EIN:** 25-1843761

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	855	855		
EXCISE TAX	3,106	0		