

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.**

OMB No 1545-0052
2017
Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

| | | | |
|--|--|---|--|
| Name of foundation THE WLS SPENCER FOUNDATION | | A Employer identification number 13-3799186 | |
| Number and street (or P O box number if mail is not delivered to street address) Room/suite 825 THIRD AVENUE NO 4TH FL | | B Telephone number (see instructions) (212) 557-3900 | |
| City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10022 | | C If exemption application is pending, check here <input type="checkbox"/> | |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> | |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> | |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 12,263,878 | | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis) | |
| | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> | |

| Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i> | | (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) | 274,632 | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 210 | 210 | | |
| | 4 Dividends and interest from securities | 171,180 | 171,180 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 2,189,302 | | | |
| | b Gross sales price for all assets on line 6a | 13,656,188 | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 2,189,302 | | |
| | 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 | 2,635,324 | 2,360,692 | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 0 | 0 | | 0 |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) | | | | |
| | c Other professional fees (attach schedule) | 119,201 | 42,226 | | 76,975 |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) | 4,530 | 0 | | 405 |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | 207 | 207 | | 0 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 123,938 | 42,433 | | 77,380 |
| | 25 Contributions, gifts, grants paid | 1,190,332 | | | 1,190,332 |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 1,314,270 | 42,433 | | 1,267,712 | |
| 27 Subtract line 26 from line 12 | | | | | |
| a Excess of revenue over expenses and disbursements | 1,321,054 | | | | |
| b Net investment income (if negative, enter -0-) | | 2,318,259 | | | |
| 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 | 34,865 | 114,316 | 114,316 |
| | 2 Savings and temporary cash investments | | 291,506 | 291,506 |
| | 3 Accounts receivable ▶ <u>9,779</u> | | | |
| | Less allowance for doubtful accounts ▶ _____ | 1,226,321 | 9,779 | 9,779 |
| | 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) | 0 | 10,783,469 | 11,834,975 |
| | c Investments—corporate bonds (attach schedule) | | | |
| | 11 Investments—land, buildings, and equipment basis ▶ _____ | | | |
| Less accumulated depreciation (attach schedule) ▶ _____ | | | | |
| 12 Investments—mortgage loans | | | | |
| 13 Investments—other (attach schedule) | 8,745,952 | 14,051 | 13,302 | |
| 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) | 10,007,138 | 11,213,121 | 12,263,878 | |
| Liabilities | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | |
| | 22 Other liabilities (describe ▶ _____) | | | |
| | 23 Total liabilities (add lines 17 through 22) | 0 | 0 | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | 10,007,138 | 11,213,121 | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | | | |
| | 28 Paid-in or capital surplus, or land, bldg , and equipment fund | | | |
| 29 Retained earnings, accumulated income, endowment, or other funds | | | | |
| 30 Total net assets or fund balances (see instructions) | 10,007,138 | 11,213,121 | | |
| 31 Total liabilities and net assets/fund balances (see instructions) . | 10,007,138 | 11,213,121 | | |

| 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 | 10,007,138 |
| 2 Enter amount from Part I, line 27a | 2 | 1,321,054 |
| 3 Other increases not included in line 2 (itemize) ▶ _____ | 3 | 0 |
| 4 Add lines 1, 2, and 3 | 4 | 11,328,192 |
| 5 Decreases not included in line 2 (itemize) ▶ _____ | 5 | 115,071 |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . | 6 | 11,213,121 |

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 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|---|--|---|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| a See Additional Data Table | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | |
|---|---|-----------|
| 2 Capital gain net income or (net capital loss) | 2 | 2,189,302 |
| 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)) |
|--|--|--|---|
| 2016 | 1,238,258 | 9,224,541 | 0.134235 |
| 2015 | 1,178,083 | 10,111,515 | 0.116509 |
| 2014 | 1,542,989 | 10,829,088 | 0.142486 |
| 2013 | 926,966 | 11,819,410 | 0.078427 |
| 2012 | 878,940 | 8,060,157 | 0.109048 |

| | | |
|---|---|------------|
| 2 Total of line 1, column (d) | 2 | 0.580705 |
| 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 | 0.116141 |
| 4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 | 4 | 11,300,612 |
| 5 Multiply line 4 by line 3 | 5 | 1,312,464 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 23,183 |
| 7 Add lines 5 and 6 | 7 | 1,335,647 |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 1,267,712 |

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)

Table with 11 rows for excise tax calculations. Includes sub-tables for 6a-6d (Credits/Payments) and 7-11 (Total credits and tax due/overpayment). Values include 46,365, 22,840, 23,340, 23,025.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No' boxes. Questions cover political influence, expenditures, and state reporting.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-13 regarding controlled entities, donor advised funds, and public inspection requirements.

14 The books are in care of CORNICK GARBER SANDLER LLP Telephone no (212) 557-3900

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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 2017, 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? Includes instructions for FinCEN Form 114.

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.

Main table for Part VII-B with columns for questions and Yes/No responses. Rows include 1a (1-6), 1b, 1c, 2 (a-c), 3a, 3b, 4a, 4b regarding Form 4720 exceptions.

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. | | | <input type="checkbox"/> |
| 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 | |
| | <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i> | | | |
| 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? <i>If "Yes" to 6b, file Form 8870</i> | | | 6b |
| | | | | No |
| 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 | 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 |
|---------------------------|---|---|---|---------------------------------------|
| See Additional Data Table | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

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 |
|--|-----------------------|------------------|
| PACIFIC FOUNDATION SERVICES 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109 | FOUNDATION MANAGEMENT | 96,219 |
| | | |
| | | |
| | | |
| | | |

Total number of others receiving over \$50,000 for professional services. ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

| | Expenses |
|----------|----------|
| 1 | |
| | |
| 2 | |
| | |
| 3 | |
| | |
| 4 | |
| | |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 | |
| | |
| 2 | |
| | |
| All other program-related investments See instructions | |
| 3 | |
| | |

Total. Add lines 1 through 3 ▶ 0

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

| | | | |
|----------|--|-----------|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | | |
| a | Average monthly fair market value of securities. | 1a | 11,185,292 |
| b | Average of monthly cash balances. | 1b | 264,331 |
| c | Fair market value of all other assets (see instructions). | 1c | 23,080 |
| d | Total (add lines 1a, b, and c). | 1d | 11,472,703 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). | 1e | 0 |
| 2 | Acquisition indebtedness applicable to line 1 assets. | 2 | 0 |
| 3 | Subtract line 2 from line 1d. | 3 | 11,472,703 |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 172,091 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4. | 5 | 11,300,612 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 565,031 |

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 | 565,031 |
| 2a | Tax on investment income for 2017 from Part VI, line 5. | 2a | 46,365 |
| b | Income tax for 2017 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 46,365 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1. | 3 | 518,666 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | 0 |
| 5 | Add lines 3 and 4. | 5 | 518,666 |
| 6 | Deduction from distributable amount (see instructions). | 6 | 0 |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. | 7 | 518,666 |

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 | 1,267,712 |
| b | Program-related investments—total from Part IX-B. | 1b | 0 |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes. | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required). | 3a | |
| b | Cash distribution test (attach the required schedule). | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4. | 4 | 1,267,712 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions). | 5 | 0 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 1,267,712 |

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 2016 | (c) 2016 | (d) 2017 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2017 from Part XI, line 7 | | | | 518,666 |
| 2 Undistributed income, if any, as of the end of 2017 | | | | |
| a Enter amount for 2016 only. | | | 0 | |
| b Total for prior years 20___, 20___, 20___ | | 0 | | |
| 3 Excess distributions carryover, if any, to 2017 | | | | |
| a From 2012. | 483,258 | | | |
| b From 2013. | 358,524 | | | |
| c From 2014. | 1,049,915 | | | |
| d From 2015. | 705,603 | | | |
| e From 2016. | 822,673 | | | |
| f Total of lines 3a through e. | 3,419,973 | | | |
| 4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>1,267,712</u> | | | | |
| a Applied to 2016, but not more than line 2a | | | 0 | |
| b Applied to undistributed income of prior years (Election required—see instructions). | | 0 | | |
| c Treated as distributions out of corpus (Election required—see instructions). | 0 | | | |
| d Applied to 2017 distributable amount. | | | | 518,666 |
| e Remaining amount distributed out of corpus | 749,046 | | | |
| 5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a)) | | | | 0 |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 4,169,019 | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | 0 | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | 0 | | |
| d Subtract line 6c from line 6b Taxable amount—see instructions | | 0 | | |
| e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions | | | 0 | |
| f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 | | | | 0 |
| 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). | | 0 | | |
| 8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions). | 483,258 | | | |
| 9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a | 3,685,761 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2013. | 358,524 | | | |
| b Excess from 2014. | 1,049,915 | | | |
| c Excess from 2015. | 705,603 | | | |
| d Excess from 2016. | 822,673 | | | |
| e Excess from 2017. | 749,046 | | | |

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 2017, 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) 2017 | (b) 2016 | (c) 2015 | (d) 2014 | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test—enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. | | | | | |
| c "Support" alternative test—enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
 PACIFIC FOUNDATION SERVICES
 1660 BUSH STREET SUITE 300
 SAN FRANCISCO, CA 94109
 (415) 561-6540

b The form in which applications should be submitted and information and materials they should include
 AN APPLICATION SHOULD BE SUBMITTED IN WRITING

c Any submission deadlines
 NO SUBMISSION DEADLINES

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 NO RESTRICTIONS OR LIMITATIONS ON AWARDS

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|----------------------------------|-----------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> See Additional Data Table | | | | |
| Total ▶ 3a | | | | 1,190,332 |
| b <i>Approved for future payment</i> See Additional Data Table | | | | |
| Total ▶ 3b | | | | 991,862 |

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) |
|--|---|---------------------------------------|-----------------------------------|
| MORGAN STANLEY BROKERAGE 814-023351 | D | | |
| MORGAN STANLEY BROKERAGE 814-023351 | D | | |
| DODGE & COX BROKERAGE 145/3303042270 | P | 2016-02-06 | 2017-06-01 |
| ACORN OVERSEAS LIMITED | P | 1998-07-01 | 2017-12-31 |
| CHARLES SCHWAB | P | | |
| CAPITAL GAINS DIVIDENDS | P | | |

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

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 213,253 | | 100,846 | 112,407 |
| 81,299 | | 58,714 | 22,585 |
| 11,874,751 | | 10,072,419 | 1,802,332 |
| 9,779 | | 15,865 | -6,086 |
| 1,319,769 | | 1,219,042 | 100,727 |
| 157,337 | | | 157,337 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|--------------------------------------|---|--|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| | | | 112,407 |
| | | | 22,585 |
| | | | 1,802,332 |
| | | | -6,086 |
| | | | 100,727 |
| | | | 157,337 |

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

| (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 | Expense account, (e) other allowances |
|---|---|--|--|---|
| JOHN S WADSWORTH JR 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109 | CIO EMERITUS 2 00 | 0 | 0 | 0 |
| BETTE SUE WADSWORTH 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109 | CEO EMERITUS 2 00 | 0 | 0 | 0 |
| JOHN S WADSWORTH III 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109 | TREASURER 2 00 | 0 | 0 | 0 |
| ELIZABETH JANE WADSWORTH 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109 | CEO 2 00 | 0 | 0 | 0 |
| PAUL WILLIAM PEPPIS 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109 | VICE PRESIDENT 2 00 | 0 | 0 | 0 |

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|--|-----------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| 826 VALENCIA826 VALENCIA STREET SAN FRANCISCO, CA 94010 | NONE | PUBLIC CHARITY | SUPPORT EDUCATION | 30,000 |
| BAY AREA SCORES 1885 MISSION STREET SAN FRANCISCO, CA 94013 | NONE | PUBLIC CHARITY | SUPPORT EDUCATION | 30,000 |
| BOYS AND GIRLS CLUBS OF EMERALD VALLEY 1545 WEST 22ND AVENUE EUGENE, OR 97405 | NONE | PUBLIC CHARITY | TO INSPIRE AND EMPOWER ALL YOUNG PEOPLE TO REACH THEIR FULL POTENTIAL | 3,000 |
| CASA OF LANE COUNTY 174 DEADMOND FERRY ROAD SPRINGFIELD, OR 97477 | NONE | PUBLIC CHARITY | TO PREVENT CHILDREN FROM BEING RE-ABUSED | 1,000 |
| EUGENE CIVIC ALLIANCE 2077 WILLAMETTE STREET EUGENE, OR 97405 | NONE | PUBLIC CHARITY | SUPPORT FOR COMMUNITY SPORTS AND RECREATION VENUE ON THE HISTORIC CIVIC STADIUM PROPERTY | 2,000 |
| Total 3a | | | | 1,190,332 |

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|---|-----------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| EUGENE EDUCATION FOUNDATION 200 N MONROE STREET EUGENE, OR 97402 | NONE | PUBLIC CHARITY | SUPPORT EDUCATION WITH PROGRAMS AND PROJECTS IN EVERY SCHOOL IN EUGENE SCHOOL DISTRICT 4J | 5,000 |
| FII-NATIONAL (IMMIGRANT FAMILY DEFENSE FUND) 312 CLAY STREET SUITE 180 OAKLAND, CA 94607 | NONE | PUBLIC CHARITY | TO HELP PARENTS AND CHILDREN FACING THE THREAT OF DEPORTATION ACCESS QUALIFIED LEGAL REPRESENTATION | 25,000 |
| FOOD FOR LANE COUNTY 770 BAILEY HILL ROAD EUGENE, OR 97402 | NONE | PUBLIC CHARITY | ELIMINATE HUNGER BY SOLICITING, COLLECTING, RESCUING, GROWING, PREPARING AND PACKAGING FOOD | 5,000 |
| FRESHGRASS FOUNDATION PO BOX 22129 SAN FRANCISCO, CA 94122 | NONE | PUBLIC CHARITY | TO SUPPORT MUSIC AND THE ARTS | 100,000 |
| JAPAN SOCIETY INC 333 EAST 47TH STREET NEW YORK, NY 10017 | NONE | PUBLIC CHARITY | TO BRING THE PEOPLE OF JAPAN AND THE UNITED STATES CLOSER TOGETHER THROUGH MUTUAL UNDERSTANDING | 30,000 |
| Total ▶ | | | | 1,190,332 |
| 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 <i>Paid during the year</i> | | | | |
| KIPP BAY AREA SCHOOLS 1404 FRANKLIN STREET SUITE 500 OAKLAND, CA 94612 | NONE | PUBLIC CHARITY | SUPPORT EDUCATION BY OPERATING HIGH-ACHIEVING PUBLIC SCHOOLS IN EDUCATIONALLY UNDERSERVED COMMUNITY | 50,000 |
| LANE COMMUNITY COLLEGE FOUNDATION 4000 E 30TH AVE EUGENE, OR 97405 | NONE | PUBLIC CHARITY | SUPPORT EDUCATION BY MAKING EDUCATION AFFORDABLE AND ACCESSIBLE TO ALL COMMUNITY MEMBERS | 5,000 |
| LANE COUNTY SCHOOL DISTRICT 4J 200 NORTH MONROE STREET EUGENE, OR 97402 | NONE | PUBLIC CHARITY | SUPPORT EDUCATION BY STRENGTHENING SCHOOLS | 91,832 |
| LORD LEEBRICK THEATRE COMPANY 194 W BROADWAY EUGENE, OR 97401 | NONE | PUBLIC CHARITY | SUPPORT THE ARTS THROUGH HIGH ARTISTIC QUALITY AND COMMITMENT | 1,000 |
| MASSACHUSETTS MUSEUM OF CONTEMPORARY ART 87 MARSHALL STREET NORTH ADAMS, MA 01247 | NONE | PUBLIC CHARITY | SUPPORT FOR CONTEMPORARY VISUAL ART AND PERFORMING ARTS | 245,000 |
| Total ► 3a | | | | 1,190,332 |

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|--|-----------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| MAUDE KERNS ART CENTER 1910 EAST 15TH AVENUE EUGENE, OR 94703 | NONE | PUBLIC CHARITY | TO PROMOTE AND ADVOCATE APPRECIATION AND CREATION OF THE VISUAL ARTS | 500 |
| NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011 | NONE | PUBLIC CHARITY | SAFEGUARD THE EARTH, ITS PEOPLE, ITS PLANTS AND ANIMALS, AND THE NATURAL SYSTEMS | 1,000 |
| NEW LEADERS 505 14TH STREET SUITE 250 OAKLAND, CA 94612 | NONE | PUBLIC CHARITY | TO TRAIN AND COACH EDUCATORS AND SCHOOL LEADERS TO EFFECTIVELY LEAD SCHOOLS AND IMPROVE TEACHING | 50,000 |
| NEWPORT HARBOR EDUCATIONAL FOUNDATION 600 IRVINE AVENUE NEWPORT BEACH, CA 92663 | NONE | PUBLIC CHARITY | TO PROMOTE ACADEMIC EXCELLENCE AND ENHANCE EDUCATIONAL OPPORTUNITIES FOR ALL STUDENTS | 10,000 |
| ONE PURPOSE SCHOOL 948 HOLLISTER AVE SAN FRANCISCO, CA 94124 | NONE | PUBLIC CHARITY | TO SUPPORT INDIVIDUAL COUNSELING FOR STUDENTS AND FAMILIES, SOCIO-EMOTIONAL GROUP INTERVENTIONS | 25,000 |
| Total ▶ | | | | 1,190,332 |
| 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 <i>Paid during the year</i> | | | | |
| OREGON CHILDREN'S FOUNDATION 101 SW MARKET STREET PORTLAND, OR 97201 | NONE | PUBLIC CHARITY | TO SUPPORT CHILDREN'S LITERACY DEVELOPMENT AND CREATE LIFELONG LEARNERS AND A LOVE OF READING | 5,000 |
| PEER HEALTH EXCHANGE 70 GOLD STREET SAN FRANCISCO, CA 94133 | NONE | PUBLIC CHARITY | TO SUPPORT THE RECRUITMENT AND TRAINING OF 240 COLLEGE STUDENT VOLUNTEERS TO TEACH 2,500 TEENS | 40,000 |
| PLANNED PARENTHOOD OF SOUTHWESTERN OREGON 3579 FRANKLIN BLVD EUGENE, OR 97403 | NONE | PUBLIC CHARITY | TO OFFER SAFE RESOURCES FOR REPRODUCTIVE AND SEXUAL HEALTH FOR EVERYONE | 10,000 |
| PLAYWORKS EDUCATION ENERGIZED 650 5TH STREET 311 SAN FRANCISCO, CA 94107 | NONE | PUBLIC CHARITY | SUPPORT EDUCATION | 15,000 |
| READING PARTNERS 180 GRAND AVENUE SUITE 800 OAKLAND, CA 94612 | NONE | PUBLIC CHARITY | TO HELP CHILDREN BECOME LIFELONG READERS | 50,000 |
| Total 3a | | | | 1,190,332 |

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|---|-----------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| SOLOMON R GUGGENHEIM FOUNDATION 1071 FIFTH AVENUE NEW YORK, NY 10128 | NONE | PUBLIC CHARITY | TO PROMOTE THE UNDERSTANDING AND APPRECIATION OF ART, ARCHITECTURE, AND OTHER MANIFESTATIONS | 75,000 |
| ST VINCENT DE PAUL SOCIETY OF LANE COUNTY 2890 CHAD DRIVE EUGENE, OR 97408 | NONE | PUBLIC CHARITY | SUPPORT HUMAN SERVICES TO THE POOR | 5,000 |
| TEACH FOR AMERICA - BAY AREA 685 MARKET STREET SUITE 500 SAN FRANCISCO, CA 94103 | NONE | PUBLIC CHARITY | TO ENLIST, DEVELOP, AND MOBILIZE AS MANY AS POSSIBLE OF OUR NATION'S MOST PROMISING FUTURE TEACHERS | 100,000 |
| TEAM IMPACT 500 VICTORY ROAD 4TH FLOOR QUINCY, MA 02169 | NONE | PUBLIC CHARITY | IMPROVE THE QUALITY OF LIFE FOR CHILDREN FACING LIFE-THREATENING AND CHRONIC ILLNESSES | 5,000 |
| TEN STRANDS 330 IGNACIO BOULEVARD NOVATO, CA 94949 | NONE | PUBLIC CHARITY | TO BUILD AND STRENGTHEN THE PARTNERSHIPS AND STRATEGIES THAT WILL BRING ENVIRONMENTAL LITERACY | 30,000 |
| Total 3a | | | | 1,190,332 |

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|--|-----------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| THE JOHN G SHEDD INSTITUTE FOR THE ARTS 868 HIGH STREET EUGENE, OR 97401 | NONE | PUBLIC CHARITY | SUPPORT A PERFORMING ARTS COMPANY, CULTURAL ARTS CENTER, AND COMMUNITY MUSIC SCHOOL | 5,000 |
| UNITED WORLD COLLEGE USA STATE RTE 65 MONTEZUMA, NM 87731 | NONE | PUBLIC CHARITY | TO SUPPORT THE STUDENT SCHOLARSHIP PROGRAM | 50,000 |
| UNIVERSITY OF OREGON 1223 UNIVERSITY OF OREGON EUGENE, OR 97403 | NONE | PUBLIC CHARITY | TO SUPPORT THE STUDENT AND PUBLIC RELATED PROGRAMMING ASSOCIATED WITH GRAPHIC IDEOLOGY | 45,000 |
| VINCENT ACADEMY 2501 CHESTNUT STREET OAKLAND, CA 94607 | NONE | PUBLIC CHARITY | TO SUPPORT THE ANCHOR STANDARDS PROGRAM | 45,000 |
| Total ▶ 3a | | | | 1,190,332 |

TY 2017 Investments Corporate Stock Schedule**Name:** THE WLS SPENCER FOUNDATION**EIN:** 13-3799186

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|----------------------|-------------------------------|--------------------------------------|
| CHARLES SCHWAB | 10,783,469 | 11,834,975 |

TY 2017 Investments - Other Schedule**Name:** THE WLS SPENCER FOUNDATION**EIN:** 13-3799186**Investments Other Schedule 2**

| Category/ Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|-----------------------------|------------------------------|-------------------|--------------------------------------|
| SIRE PARTNERS OFFSHORE LTD. | AT COST | 14,051 | 13,302 |

TY 2017 Other Decreases Schedule**Name:** THE WLS SPENCER FOUNDATION**EIN:** 13-3799186

| Description | Amount |
|--|---------------|
| ALLOWANCE FOR EXCESS OF FMV OVER COST OF CONTRIBUTED STOCK | 115,071 |

TY 2017 Other Expenses Schedule**Name:** THE WLS SPENCER FOUNDATION**EIN:** 13-3799186**Other Expenses Schedule**

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------|--------------------------------|-----------------------|---------------------|---------------------------------------|
| BANK CHARGES | 207 | 207 | | 0 |

TY 2017 Other Professional Fees Schedule**Name:** THE WLS SPENCER FOUNDATION**EIN:** 13-3799186

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------------------------|---------------|----------------------------------|--------------------------------|--|
| INVESTMENT MANAGEMENT FEES | 22,982 | 22,982 | | 0 |
| FOUNDATION MANAGEMENT SERVICES | 96,219 | 19,244 | | 76,975 |

TY 2017 Taxes Schedule**Name:** THE WLS SPENCER FOUNDATION**EIN:** 13-3799186

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------------|---------------|----------------------------------|--------------------------------|--|
| FEDERAL EXCISE TAX | 4,125 | 0 | | 0 |
| STATE FILING FEES | 405 | 0 | | 405 |

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
2017

Name of the organization
THE WLS SPENCER FOUNDATION

Employer identification number
13-3799186

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

| | |
|---|---|
| Name of organization THE WLS SPENCER FOUNDATION | Employer identification number 13-3799186 |
|---|---|

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

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|--|----------------------------|--|
| 1 | JOHN WADSWORTH C/O PACIFIC FOUNDTN SERV 1660 BUSH SAN FRANCISCO, CA94109 | \$ 274,632 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |

| | |
|---|---|
| Name of organization THE WLS SPENCER FOUNDATION | Employer identification number 13-3799186 |
|---|---|

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

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
|------------------------|--|--|----------------------|
| 1 | VARIOUS SECURITIES - FMV \$274,632 | \$ 274,632 | 2017-12-31 |
| (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 THE WLS SPENCER FOUNDATION | Employer identification number 13-3799186 |
|---|---|

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 |
| _____ | _____ |
| _____ | _____ |