

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 GN SPENCER FOUNDATION		A Employer identification number 95-6014058	
Number and street (or P O box number if mail is not delivered to street address) BANK OF AMERICA NA PO BOX 831		B Telephone number (see instructions) (800) 357-7094	
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 752831041		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) ▶ \$ 4,529,702		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	85,228	84,730		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	334,531			
	b Gross sales price for all assets on line 6a	1,600,198			
	7 Capital gain net income (from Part IV, line 2)		334,531		
	8 Net short-term capital gain			0	
	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)	293	353			
12 Total. Add lines 1 through 11	420,052	419,614			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	52,065	31,239		20,826
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)	1,550	930	0	620
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	2,905	2,905		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	944	1,329		10
	24 Total operating and administrative expenses. Add lines 13 through 23	57,464	36,403	0	21,456
	25 Contributions, gifts, grants paid	236,556			236,556
26 Total expenses and disbursements. Add lines 24 and 25	294,020	36,403	0	258,012	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	126,032				
b Net investment income (if negative, enter -0-)		383,211			
c Adjusted net income (if negative, enter -0-)			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			
	2 Savings and temporary cash investments	88,545	50,413	50,413
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	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 ▶ _____ 0			
	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)	3,604,420	3,699,506	4,479,289
	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)			0
	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)	3,692,965	3,749,919	4,529,702	
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	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,692,965	3,749,919	
	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)	3,692,965	3,749,919		
31 Total liabilities and net assets/fund balances (see instructions) .	3,692,965	3,749,919		

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	3,692,965
2 Enter amount from Part I, line 27a	2	126,032
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	3,818,997
5 Decreases not included in line 2 (itemize) ▶ _____	5	69,078
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	3,749,919

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)	}	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	334,531
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	208,816	3,982,402	0 052435
2015	217,821	4,234,194	0 051443
2014	211,670	4,425,630	0 047828
2013	208,044	4,268,926	0 048735
2012	199,821	4,058,245	0 049238
2 Total of line 1, column (d)			2 0 249679
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 049936
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 4,303,244
5 Multiply line 4 by line 3			5 214,887
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,832
7 Add lines 5 and 6			7 218,719
8 Enter qualifying distributions from Part XII, line 4			8 258,012

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 fields for exempt foundations, domestic foundations, tax under section 511, subtitle A tax, and total tax due. Total tax due is 3,356.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, distributions, public inspection requirements, and books in care.

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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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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 with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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)? Organizations relying on a current notice regarding disaster assistance check here. ▶			5b
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
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
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
BANK OF AMERICA N A P O BOX 3977 SEATTLE, WA 981249778	TRUSTEE 1	52,065		

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
NONE		

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See 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	4,259,412
b	Average of monthly cash balances.	1b	109,364
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,368,776
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	4,368,776
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	65,532
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,303,244
6	Minimum investment return. Enter 5% of line 5.	6	215,162

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	215,162
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	3,832
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,832
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	211,330
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	211,330
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	211,330

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	258,012
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	258,012
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	3,832
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	254,180

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				211,330
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			177,465	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	0			
b From 2013.	0			
c From 2014.	0			
d From 2015.	0			
e From 2016.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>258,012</u>				
a Applied to 2016, but not more than line 2a			177,465	
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.				80,547
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (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		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				130,783
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).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.	0			
b Excess from 2014.	0			
c Excess from 2015.	0			
d Excess from 2016.	0			
e Excess from 2017.	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 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))
NONE

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
NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> ORTHOPAEDIC INSTITUTE FOR CHILDREN 403 W ADAMS BLVD LOS ANGELES, CA 900072664	N/A	PC	UNRESTRICTED GENERAL	59,139
EMQ 251 LLEWELLYN AVENUE CAMPBELL, CA 950081940	N/A	PC	UNRESTRICTED GENERAL	59,139
CHILDREN'S HOME SOCIETY OF CALIFORNIA 1602 E 4TH STREET SANTA ANA, CA 927015118	N/A	PC	UNRESTRICTED GENERAL	59,139
CHILDRENS HOSPITAL OF LOS ANGELES 4650 W SUNSET BLVD 29 LOS ANGELES, CA 900276062	N/A	PC	UNRESTRICTED GENERAL	59,139
Total			▶ 3a	236,556
b <i>Approved for future payment</i>				
Total			▶ 3b	

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)
1334 161 AQR MANAGED FUTURES STRATEGY FUND CL I		2016-06-30	2017-02-02
436 28 SMALL CAP GROWTH LEADERS CTF		2012-08-31	2017-01-31
478 68 EMERGING MARKETS STOCK COMMON TRUST FUND		2016-10-14	2017-01-31
958 188 EMERGING MARKETS STOCK COMMON TRUST FUND		2014-02-28	2017-01-31
474 749 EMERGING MARKETS STOCK COMMON TRUST FUND		2014-02-28	2017-05-31
218 319 EMERGING MARKETS STOCK COMMON TRUST FUND		2014-02-28	2017-07-31
192 128 EMERGING MARKETS STOCK COMMON TRUST FUND		2014-02-28	2017-09-30
2862 733 FPA CRESCENT FUND SER I		2017-02-02	2017-10-02
12 34 MID CAP VALUE CTF		2012-04-20	2017-01-31
448 089 SMALL CAP VALUE CTF		2012-08-31	2017-01-31

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)
12,568		13,875	-1,307
11,322		8,632	2,690
22,230		22,344	-114
44,498		40,638	3,860
25,035		20,838	4,197
12,407		9,848	2,559
11,413		8,993	2,420
99,480		94,928	4,552
406		350	56
13,536		10,409	3,127

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	
			-1,307
			2,690
			-114
			3,860
			4,197
			2,559
			2,420
			4,552
			56
			3,127

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)
10622 98 GOLDMAN SACHS STRATEGIC INCOME FUND INSTL		2014-03-04	2017-02-02
3286 656 DIVIDEND INCOME COMMON TRUST FUND		2012-08-31	2017-01-31
53 971 DIVIDEND INCOME COMMON TRUST FUND		2012-08-31	2017-10-31
705 ISHARES CORE TOT U S BD MKT ETF		2016-05-31	2017-01-31
291 ISHARES CORE TOT U S BD MKT ETF		2016-01-08	2017-01-31
50 ISHARES CORE TOT U S BD MKT ETF		2016-01-08	2017-01-31
238 ISHARES RUSSELL 2000 ETF		2017-01-31	2017-05-31
138 ISHARES RUSSELL 2000 ETF		2017-01-31	2017-09-29
1230 348 THE MERGER FD		2016-06-30	2017-02-02
4560 PIMCO HIGH YIELD FD INSTL CL		2017-02-02	2017-03-31

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)
102,724		112,761	-10,037
187,671		156,584	31,087
3,456		3,036	420
76,298		78,103	-1,805
31,493		31,618	-125
5,413		5,433	-20
32,322		32,173	149
20,439		18,655	1,784
19,304		19,009	295
40,584		40,538	46

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	
			-10,037
			31,087
			420
			-1,805
			-125
			-20
			149
			1,784
			295
			46

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)
5493 POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT		2014-06-30	2017-01-31
239 568 PRINCIPAL MIDCAP BLEND FUND INSTL CL		2017-02-02	2017-10-02
832 VANGUARD FTSE EMERGING MKTS ETF		2016-10-14	2017-01-31
291 VANGUARD FTSE EMERGING MKTS ETF		2016-05-31	2017-01-31
130 VANGUARD FTSE EMERGING MKTS ETF		2016-05-31	2017-07-31
129 VANGUARD S&P 500 ETF		2016-01-08	2017-01-31
8 VANGUARD S&P 500 ETF		2016-01-08	2017-01-31
43 VANGUARD S&P 500 ETF		2016-01-08	2017-09-29
37 VANGUARD REIT ETF		2016-10-14	2017-01-31
223 VANGUARD REIT ETF		2012-08-31	2017-01-31

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)
86,128		85,994	134
6,452		5,570	882
31,393		31,162	231
10,980		9,837	1,143
5,581		4,395	1,186
26,919		22,923	3,996
1,670		1,422	248
9,910		7,641	2,269
3,051		3,074	-23
18,387		13,921	4,466

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	
			134
			882
			231
			1,143
			1,186
			3,996
			248
			2,269
			-23
			4,466

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)
1032 VANGUARD REIT ETF		2013-11-29	2017-01-31
765 VANGUARD REIT ETF		2012-11-30	2017-01-31
695 VANGUARD REIT ETF		2012-04-20	2017-01-31
1130 995 WELLS FARGO ABSOLUTE RETURN FUND INSTL CL		2017-02-02	2017-10-02
3173 359 HIGH QUALITY CORE COMMON TRUST FUND		2012-08-31	2017-01-31
678 835 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2013-02-28	2017-05-31
1031 668 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2013-02-28	2017-07-31
11168 879 STRATEGIC GROWTH COMMON TRUST FUND		2013-04-30	2017-01-31
775 694 STRATEGIC GROWTH COMMON TRUST FUND		2013-04-30	2017-07-31
CAPITAL GAIN 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)
85,093		64,408	20,685
63,077		46,007	17,070
57,306		41,519	15,787
12,848		11,977	871
46,328		39,592	6,736
8,567		6,866	1,701
13,676		10,445	3,231
151,775		120,126	31,649
11,559		10,023	1,536
			9,082

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	
			20,685
			17,070
			15,787
			871
			6,736
			1,701
			3,231
			31,649
			1,536

TY 2017 Accounting Fees Schedule**Name:** GN SPENCER FOUNDATION**EIN:** 95-6014058**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE - BOA	1,550	930		620

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

TY 2017 Gain/Loss from Sale of Other Assets Schedule

Name: GN SPENCER FOUNDATION

EIN: 95-6014058

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
5493 POWERS	2017-01		2014-06	PURCHASER	86,128	85,994			134	

TY 2017 General Explanation Attachment**Name:** GN SPENCER FOUNDATION**EIN:** 95-6014058**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1	FEDERAL FOOTNOTE	PART VIII LIST OF OFFICERS AND DIRECTORS	THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N A AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR THE TIME SPENT BY THE TRUSTEE, RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES

TY 2017 Investments Corporate Stock Schedule**Name:** GN SPENCER FOUNDATION**EIN:** 95-6014058

Name of Stock	End of Year Book Value	End of Year Fair Market Value
464287507 ISHARES CORE S&P MID	251,687	326,991
464287655 ISHARES RUSSELL 2000	315,972	411,337
921943858 VANGUARD FTSE DEVELO	365,277	442,050
922908553 VANGUARD REIT ETF		
693390841 PIMCO HIGH YIELD FD	40,305	42,429
202671913 AGGREGATE BOND CTF	398,797	396,114
207543877 SMALL CAP GROWTH LEA	53,862	72,302
29099J109 EMERGING MARKETS STO	161,225	233,712
302993993 MID CAP VALUE CTF	88,421	100,314
303995997 SMALL CAP VALUE CTF	57,621	71,414
323991307 MID CAP GROWTH CTF	86,816	98,207
45399C107 DIVIDEND INCOME COMM	222,166	262,768
99Z466163 HIGH QUALITY CORE CO	62,098	72,174
99Z466197 INTERNATIONAL FOCUSE	249,211	354,593
99Z501647 STRATEGIC GROWTH COM	215,050	267,080
73935S105 POWERSHARES DB COMMO	40,555	43,801
38145C646 GOLDMAN SACHS STRATE		
464287226 ISHARES CORE US AGGR	83,012	83,528
922042858 VANGUARD FTSE EMERGI	102,228	144,387
922908363 VANGUARD S&P 500 ETF	308,131	425,333
00203H859 AQR MANAGED FUTURES	51,345	46,487
09256H286 BLACKROCK STRATEGIC	209,272	212,611
94987W737 WELLS FARGO ABSOLUTE	78,694	89,626
589509108 THE MERGER FD	40,559	41,845
00203H446 AQR LONG-SHORT EQUIT	41,280	43,472
62827P816 CATALYST/MILLBURN HE	57,663	57,956
74253Q747 PRINCIPAL MIDCAP BLE	118,259	138,758

TY 2017 Other Decreases Schedule**Name:** GN SPENCER FOUNDATION**EIN:** 95-6014058

Description	Amount
NET INCOME ADJUSTMENT	229
CTF ADJUSTMENT	4,261
COST BASIS ADJ - UPDATES	63,275
PARTNERSHIP ADJUSTMENT	970
COST BASIS ADJUSTMENTS	341
ROUNDING	2

TY 2017 Other Expenses Schedule**Name:** GN SPENCER FOUNDATION**EIN:** 95-6014058**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSE-PRINCI	467	467		0
OTHER ALLOCABLE EXPENSE-INCOME	467	467		0
STATE FILING FEE	10	0		10
PARTNERSHIP EXPENSES		395		0

TY 2017 Other Income Schedule**Name:** GN SPENCER FOUNDATION**EIN:** 95-6014058**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
EXCISE TAX REFUND	293	0	
PARTNERSHIP INCOME		353	

TY 2017 Taxes Schedule**Name:** GN SPENCER FOUNDATION**EIN:** 95-6014058

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1,850	1,850		0
FOREIGN TAXES ON QUALIFIED FOR	708	708		0
FOREIGN TAXES ON NONQUALIFIED	347	347		0