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Form **990-PF**  
Department of the Treasury  
Internal Revenue Service

**Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private Foundation  
Do not enter social security numbers on this form as it may be made public.  
Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No 1545-0052  
**2017**  
Open to Public Inspection

For calendar year 2017 or tax year beginning 07/01, 2017, and ending 06/30, 2018

Name of foundation GALEN AND ADA BELLE SPENCER FOUNDATION  
61A112012  
Number and street (or P.O. box number if mail is not delivered to street address) Room/suite

C/OTHO MAS KEARNS 1801 CALIFORNIA ST #2600  
City or town, state or province, country, and ZIP or foreign postal code

DENVER, CO 80202

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,170,566.  
J Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here. ☐  
D 1 Foreign organizations, check here. ☐  
2 Foreign organizations meeting the 85% test, check here and attach computation. ☐  
E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐  
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input 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	110,148.	109,597.		STMT. 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	374,384.			
	b Gross sales price for all assets on line 6a <u>1,091,397</u>				
	7 Capital gain net income (from Part IV, line 2)		374,384.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	484,532.	483,981.		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employer benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT. 4	1,450.	NONE	NONE	1,450.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT. 5	11,364.	1,075.		10,289.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT. 6	34,531.	34,531.		
	24 Total operating and administrative expenses. Add lines 13 through 23.	47,345.	35,606.	NONE	11,739.
	25 Contributions, gifts, grants paid	243,500.			243,500.
	26 Total expenses and disbursements. Add lines 24 and 25	290,845.	35,606.	NONE	255,239.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	193,687.			
	b Net investment income (if negative, enter -0-)		448,375.		
	c Adjusted net income (if negative, enter -0-)				

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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 . . . . .	231,111.	220,795.	221,063.
	2	Savings and temporary cash investments . . . . .			
	3	Accounts receivable ▶ . . . . .			
		Less allowance for doubtful accounts ▶ . . . . .			
	4	Pledges receivable ▶ . . . . .			
		Less allowance for doubtful accounts ▶ . . . . .			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .			
		Less allowance for doubtful accounts ▶ . . . . . NONE			
	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) . . . . .			
	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) . . . . . STMT 7.	3,876,963.	4,076,175.	4,949,503.	
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) . . . . .	4,108,074.	4,296,970.	5,170,566.	
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) . . . . .		NONE		
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 . . . . .	4,108,074.	4,296,970.	
	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) . . . . .	4,108,074.	4,296,970.	
	31	Total liabilities and net assets/fund balances (see instructions) . . . . .	4,108,074.	4,296,970.	

## 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	4,108,074.
2	Enter amount from Part I, line 27a . . . . .	2	193,687.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	4,301,761.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING . . . . .	5	4,791.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	4,296,970.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)

(b) How acquired  
P - Purchase  
D - Donation(c) Date acquired  
(mo., day, yr.)(d) Date sold  
(mo., day, yr.)**1 a PUBLICLY TRADED SECURITIES**

<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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))
<b>a</b> 1,091,397.		717,013.	374,384.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

(i) FMV 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))
<b>a</b>			374,384.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	374,384.
<b>3</b> 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 . . . . .	<b>3</b>	

**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 doesn't qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	199,975.	4,782,981.	0.041810
2015	104,459.	807,538.	0.129355
2014	140,847.	932,045.	0.151116
2013	147,082.	949,775.	0.154860
2012	151,576.	1,038,767.	0.145919

<b>2</b> Total of line 1, column (d) . . . . .	<b>2</b>	0.623060
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years . . . . .	<b>3</b>	0.124612
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 . . . . .	<b>4</b>	5,090,907.
<b>5</b> Multiply line 4 by line 3. . . . .	<b>5</b>	634,388.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b). . . . .	<b>6</b>	4,484.
<b>7</b> Add lines 5 and 6. . . . .	<b>7</b>	638,872.
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . . 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.	<b>8</b>	255,239.

**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)			
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 . . . . .	1 8,968.		
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	2 NONE		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	3 8,968.		
3 Add lines 1 and 2 . . . . .	4 NONE		
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	5 8,968.		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	6		
6 Credits/Payments			
a 2017 estimated tax payments and 2016 overpayment credited to 2017 . . . . .	6a	6,016.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	6,016.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	2,952.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10		
11 Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition . . . . .		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year? . . . . .		X
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? . . . . .		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered See instructions ► CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
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 2017 or the tax year beginning in 2017? See the instructions for Part XIV If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .	X	

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**Part VII-A Statements Regarding Activities (continued)**

	Yes	No
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 . . . . .		X
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 . . . . .		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► COLORADO STATE BANK AND TRUST Telephone no. ► (303) 864-7224 Located at ► 1600 BROADWAY, DENVER, CO ZIP+4 ► 80202-4999		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here . . . . .		
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? . . . . . See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly) . . . . .		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<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 checked="" type="checkbox"/> Yes	<input 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 . . . . .		
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 2017? . . . . .		
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► . . . . .		
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) . . . . .		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► . . . . .		
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 2017 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 2017) . . . . .		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		X
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 2017? . . . . .		X

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

<b>5a</b>	During the year, did the foundation pay or incur any amount to		Yes	<input checked="" type="checkbox"/> No		Yes	No
	(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>b</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				<b>5b</b>		
	Organizations relying on a current notice regarding disaster assistance, check here						
<b>c</b>	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/>	Yes	<input type="checkbox"/> No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).						
<b>6a</b>	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>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				<b>6b</b>		X
	If "Yes" to 6b, file Form 8870.						
<b>7a</b>	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>b</b>	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				<b>7b</b>		

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Thomas P. Kearns 1801 California St., Ste 2600, Denver, CO 80202	Director, Presid	-0-	-0-	-0-
John K. Weckbaugh 4021 S. Hudson St., Denver, CO 80119	Director, First	-0-	-0-	-0-
John J. Silver 4550 Cherry Creek South Dr Apt 1106, Denver, CO 80246	Director, Second	-0-	-0-	-0-

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

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

**Total number of other employees paid over \$50,000** **NONE**

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

**Total** number of others receiving over \$50,000 for professional services . . . . . **NONE**

**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
<b>1</b> NONE	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> NONE	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b> NONE	
<b>Total.</b> Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	4,977,816.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	190,618.
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	5,168,434.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	5,168,434.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	77,527.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	5,090,907.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	254,545.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	254,545.
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5 . . . . .	<b>2a</b>	8,968.
<b>b</b>	Income tax for 2017. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	8,968.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	245,577.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	245,577.
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . .	<b>7</b>	245,577.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	<b>1a</b>	255,239.
<b>b</b>	Program-related investments - total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	255,239.
<b>5</b>	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 . . . . .	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	255,239.

**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 . . . . .				245,577.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only. . . . .			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2017				
a From 2012 . . . . .	100,885.			
b From 2013 . . . . .	100,617.			
c From 2014 . . . . .	95,150.			
d From 2015 . . . . .	64,842.			
e From 2016 . . . . .	NONE			
f Total of lines 3a through e . . . . .	361,494.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 255,239.				
a Applied to 2016, but not more than line 2a . . . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2017 distributable amount . . . . .				245,577.
e Remaining amount distributed out of corpus . . . . .	9,662.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	371,156.			
b Prior years' undistributed income. Subtract line 4b from line 2b. . . . .		NONE		
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 . . . . .		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .			NONE	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 . . . . .				NONE
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) . . . . .	NONE			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . . . .	100,885.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .	270,271.			
10 Analysis of line 9				
a Excess from 2013 . . . . .	100,617.			
b Excess from 2014 . . . . .	95,150.			
c Excess from 2015 . . . . .	64,842.			
d Excess from 2016 . . . . .	NONE			
e Excess from 2017 . . . . .	9,662.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

NOT APPLICABLE

**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 foundation 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 . . . . .

**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 foundation 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).)

N/A

**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.

N/A

**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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

N/A

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

N/A

**c** Any submission deadlines.

N/A

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

N/A

**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
<b>a Paid during the year</b>  SEE STATEMENT 12				243,500.
<b>Total</b> . . . . .			▶ <b>3a</b>	243,500.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			▶ <b>3b</b>	

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	
		14	107,654.	
		18	374,384.	
		14	551.	
		14	1,943.	
			484,532.	

**13 Total.** Add line 12, columns (b), (d), and (e) . . . . .  
(See worksheet in line 13 instructions to verify calculations)

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

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

NOT APPLICABLE

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




- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?   |              | Yes | No |
|---|--------------|-----|----|
| <b>a Transfers from the reporting foundation to a noncharitable exempt organization of:</b>   |              |     |    |
| (1) Cash . . . . .  | <b>1a(1)</b> |     | X  |
| (2) Other assets . . . . .  | <b>1a(2)</b> |     | X  |
| <b>b Other transactions:</b>  |              |     |    |
| (1) Sales of assets to a noncharitable exempt organization . . . . .  | <b>1b(1)</b> |     | X  |
| (2) Purchases of assets from a noncharitable exempt organization . . . . .  | <b>1b(2)</b> |     | X  |
| (3) Rental of facilities, equipment, or other assets . . . . .  | <b>1b(3)</b> |     | X  |
| (4) Reimbursement arrangements . . . . .  | <b>1b(4)</b> |     | X  |
| (5) Loans or loan guarantees . . . . .  | <b>1b(5)</b> |     | X  |
| (6) Performance of services or membership or fundraising solicitations . . . . .  | <b>1b(6)</b> |     | X  |
| <b>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .</b>   | <b>1c</b>    |     | X  |
| <b>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</b> |              |     |    |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

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

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

**Sign Here**     
      
      
 11/8/18     
      
 President     
 May the IRS discuss this return with the preparer shown below? See instructions     
 Yes ☐     
 No ☒

Signer (Taxpayer or Trustee)     
 Date     
 Title

Paid Preparer Use Only	Print/Type preparer's name <b>JAMES M HARPER III</b>	Preparer's signature <i>James M Harper</i>	Date	Check <input type="checkbox"/> If self-employed	PTIN <b>P01331083</b>
	Firm's name <b>► BOKF, N.A.</b>	Firm's EIN <b>► 73-0780382</b>	Firm's address <b>► P.O. BOX 1620 TULSA, OK 74101-1620</b>	Phone no <b>918-619-1544</b>	

Form 990-PF (2017)

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	245.	245.
ABBOTT LABORATORIES	81.	81.
AETNA U S HEALTHCARE INC COM	20.	20.
APPLE COMPUTER INC	183.	183.
BANK AMER CORP COM	53.	53.
BLACKROCK INC	50.	50.
WM BLAIR INTL GRWTH-I #1747	547.	547.
BRISTOL MYERS SQUIBB CO	128.	128.
CBS CORP-CL B	36.	36.
CALAMOS MKT NEUTRAL INC-I #0629	1,825.	1,825.
CARNIVAL CORP	20.	20.
CHEVRONTXACO CORP COM	116.	116.
CITIGROUP INC	102.	102.
COCA-COLA CO	131.	131.
COMCAST CORP-CL A	93.	93.
COSTCO WHSL CORP	43.	43.
DIAMOND HILL LONG/SHORT-I #0011	23.	23.
DISNEY, WALT COMPANY	44.	44.
DODGE & COX INTL STK #1048	4,433.	4,433.
DODGE & COX INC #0147	10,324.	10,324.
DOW CHEMICAL CO	80.	80.
DOWDUPONT INC	27.	27.
DUPONT EI DE NEMOURS	16.	16.
EOG RESOURCES INC	6.	6.
FEDERATED STRAT VAL DIV-INST #0662	1,800.	1,800.
FEDERATED HI YLD BD-INST #0900	141.	141.
FEDERATED HI YLD BD-R6 #0221	4,707.	4,707.
FEDERATED STRAT VAL DIV-R6 #0251	1,256.	1,256.
FIRST EAGLE GLBL-I #0901	774.	774.
NATIXIS GATEWAY-Y #1986	1,666.	1,666.
GENERAL ELECTRIC CO	225.	225.
GOLDMAN SACHS GROUP, INC.	26.	26.

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STATEMENT 1

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HARTFORD FINL SVCS GROUP INC	45.	45.
HOME DEPOT INC	67.	67.
HONEYWELL INTL INC COM	139.	139.
INVECO QQQ TRUST SERIES 1 ETF	416.	416.
ISHARES TR MSCI EAFE INDEX	11,368.	11,368.
ISHARES RUSSELL MID-CAP GROWTH ETF	235.	235.
ISHARES RUSSELL MID-CAP ETF	3,134.	3,134.
ISHARES RUSSELL 1000 VALUE ETF	3,695.	3,695.
ISHARES CURRENCY HEDGED MSCI EAFE ETF	2,756.	2,756.
KIMBERLY CLARK CORP	85.	85.
LILLY ELI & CO	99.	99.
LOWES COMPANIES INC	98.	98.
MASCO CORP	49.	49.
MASTERCARD INC - CLASS A	51.	51.
MICROSOFT CORP	232.	232.
MONDELEZ INTL INC	82.	82.
MORGAN STANLEY DEAN WITTER	95.	95.
OPPENHEIMER DEV MKTS-I #0799	979.	979.
PIMCO HI YLD-INST #0108	1,011.	1,011.
PIMCO INTL USD HEDGED-INST #0103	3,082.	3,082.
PACCAR INC COMMON STOCK	60.	60.
PEPSI CO INC	60.	60.
PFIZER INC	182.	182.
POWERSHARES QQQ ETF	667.	667.
PROCTER & GAMBLE CO	103.	103.
STANDARD & POORS DEP RECEIPTS	10,542.	10,542.
SCHLUMBERGER LTD	71.	71.
SCHWAB CHARLES CORP NEW	8.	8.
SYNCHRONY FINANCIAL	23.	23.
TJX COMPANYS (NEW)	51.	51.
TEXAS INSTRUMENTS INC	81.	81.
TIME WARNER INC	40.	40.
UNION PACIFIC	21.	21.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
UNITED TECHNOLOGIES	28.	28.
UNITEDHEALTH GROUP INC COM	56.	56.
VANGUARD REIT INDX-ADM #5123	3,132.	2,581.
VANGUARD TOT BD MKT INDX-ADM #0584	14,738.	14,738.
VANGUARD M/C VAL INDX-ADM #5835	3,983.	3,983.
VANGUARD SHORT TERM BOND IDX ADMIRAL CL	6,359.	6,359.
VANGUARD M/C GRWTH INDX-ADM #5832	1,028.	1,028.
VANGUARD TAX-MANAGED INTL FUND #127	421.	421.
VANGUARD INSTITUTIONAL INDEX	2,648.	2,648.
VANGUARD SMALL CAP VALUE INDEX INST FD	1,446.	1,446.
VANGUARD S/C GRWTH INDX-INST #0866	582.	582.
VANGUARD M/C INDX-INST #0864	759.	759.
VANGUARD VAL INDX-INST #0867	1,189.	1,189.
VANGUARD INDEX TR GRTH INDX INSTL	1,468.	1,468.
VANGUARD S/C INDX-INST #0857	1,125.	1,125.
VISA INC-CLASS A SHARES	23.	23.
WELLS FARGO & CO NEW COM	156.	156.
YUM BRANDS INC COM	14.	14.
ALLERGAN PLC	42.	42.
JOHNSON CTLS INTL PLC NPV	21.	21.
CHUBB LTD	57.	57.
CSBT SHORT-TERM CASH FUND I	1,943.	1,943.
BROADCOM LTD	82.	82.
	-----	-----
TOTAL	110,148.	109,597.
	=====	=====



FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,450.			1,450.
TOTALS	1,450.	NONE	NONE	1,450.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
FOREIGN TAXES			
FEDERAL TAX PAYMENT - PRIOR YE	6,000.		6,000.
FEDERAL ESTIMATES - PRINCIPAL	4,289.		4,289.
FOREIGN TAXES ON QUALIFIED FOR	1,034.	1,034.	
FOREIGN TAXES ON NONQUALIFIED	41.	41.	
	-----	-----	-----
TOTALS	11,364.	1,075.	10,289.
	=====	=====	=====

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES-SUBJECT T	34,531.	34,531.
TOTALS	----- 34,531. =====	----- 34,531. =====

GALEN AND ADA BELLE SPENCER FOUNDATION  
 FORM 990PF, PART II - OTHER INVESTMENTS  
 =====

74-2259763

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
DODGE & COX #0147	C	402,892.	393,336.
FEDERATED HI YLD BD #0900	C		
PIMCO HI YLD #0108	C		
PIMCO FGN BD USD HEDGED #0103	C	163,967.	168,807.
VANGUARD TOT BD MKT INDX #0584	C	532,736.	520,734.
VANGUARD ST BD INDX #5132	C	302,274.	295,832.
ALLERGEN PLC	C		
ACCENTURE PLC-A	C		
JOHNSON CTLS INTL PLC	C		
CHUBB LTD	C		
NXP SEMI COND NV - 66 RESTRICT	C		
BROADCOM LTD	C		
AT&T INC	C		
ABBOTT LABORATORIES	C		
ADOBE SYSTEMS	C		
AETNA INC	C		
ALPHABET INC C	C		
ALPHABET INC A	C		
AMAZON.COM INC	C		
APPLE INC COM	C		
BANK OF AMERICA CORP	C		
BIOGEN INC	C		
BLACKROCK INC	C		
WM BLAIR INTL GRWTH #1747	C	16,693.	34,843.
BRISTOL-MYERS SQUIBB CO	C		
CBS CORP CL B	C		
CARNIVAL CORP	C		
CELGENE CORP	C		
CHEVRON CORP	C		

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	----	-----	----
CITIGROUP INC	C		
COCA COLA CO	C		
COMCAST CORP CL-A	C		
COSTCO WHOLESALE CORP	C		
WALT DISNEY CO	C		
DODGE & COX #0148	C	145,907.	192,664.
DOW CHEMICAL	C		
DU PONT DE NEMOURS	C		
EOG RESOURCES INC	C		
FACEBOOK INC-A	C		
FED STRAT VAL DIV INST #0662	C		
GENERAL ELECTRIC CO	C		
GOLDMAN SACHS GROUP INC	C		
HARTFORD FINANCIAL SVCS GROUP	C		
HOME DEPOT INC	C		
HONEYWELL INTL INC	C		
ISHARES MSCI EAFE ETF	C	285,204.	354,204.
ISHARES RUSSEL M/C GRWTH ETF	C	8,372.	29,782.
ISHARES RUSSELL M/C	C	65,170.	195,169.
ISHARES RUSSELL 1000 VALUE	C	220,242.	240,939.
ISHARES CURRENCY HDGD MSCI EAF	C	74,626.	99,621.
KIMBERLY CLARK CORP	C		
ELI LILLY AND CO	C		
LOWES COS INC	C		
MASCO CORP	C		
MASTERCARD INC - CLASS A	C		
MICROSOFT CORP	C		
MONDELEZ INTL INC	C		
MORGAN STANLEY	C		

GALEN AND ADA BELLE SPENCER FOUNDATION  
 FORM 990PF, PART II - OTHER INVESTMENTS  
 =====

74-2259763

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV -----
OPPENHEIMER DEV MKTS #0799	C	113,285.	132,603.
PACCAR INC	C		
PEPSICO INC	C		
PFIZER INC	C		
PROCTER AND GAMBLE CO	C		
SPDR SP 500 ETF TRUST ETF	C	272,190.	408,788.
SCHLUMBERGER LTD	C		
SCHWAB CHARLES CORP	C		
SYNCHRONY FINANCIAL	C		
TJX COMPANIES INC	C		
TEXAS INSTRUMENTS INC	C		
TIME WARNER INC	C		
UNION PACIFIC CORP	C		
UNITED TECHNOLOGIES CORP	C		
UNITEDHEALTH GROUPINC	C		
VANGUARD M/C VAL INDX-ADM #583	C	155,801.	197,738.
VANGUARD M/C GRWTH INDX-ADM #5	C	107,933.	143,070.
VANGUARD DEV MKTS INDX-ADM #01	C		
VANGUARD INSTL INDX-INST #0094	C	84,311.	157,708.
VANGUARD S/C VAL INDX-INST #08	C	53,644.	77,589.
VANGUARD S/C GRWTH INDX-INST #	C	55,666.	76,478.
VANGUARD M/C INDX-INST #0864	C	23,316.	53,200.
VANGUARD VAL INDX-INST #0867	C	17,653.	48,187.
VANGUARD GRWTH INDX-INST #0868	C	51,932.	141,932.
VANGUARD S/C INDX-INST #0857	C	47,611.	72,521.
VISA INC CLASS A SHARES	C		
WELLS FARGO AND COMPANY	C		
YUM BRANDS INC	C		
CALAMOS MKT NEUTRAL INC-1 #062	C	145,860.	149,222.

GALEN AND ADA BELLE SPENCER FOUNDATION  
 FORM 990PF, PART II - OTHER INVESTMENTS  
 =====

74-2259763

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
DIAMOND HILL LONG SHORT-1 #001	C	81,100.	84,656.
FIRST EAGLE GLBL-I #0901	C	64,235.	66,123.
NATIXIS GATEWAY-Y #1986	C	129,124.	143,076.
VANGUARD REIT INDX-ADM #5123	C	73,031.	70,940.
FEDERATED HI YLD BD-R6 #0221	C	100,341.	97,663.
FEDERATED STRAT VAL DIV-R6 #02	C	103,718.	105,637.
INVESCO QQQ TRUST SERIES 1 ETF	C	170,324.	189,229.
NXP SEMICONDUCTOR NV	C	7,017.	7,212.
		-----	-----
TOTALS		4,076,175.	4,949,503.
		=====	=====

GALEN AND ADA BELLE SPENCER FOUNDATION

74-2259763

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

JUDI'S HOUSE JAG INSTITUTE

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

THE HAVERN SCHOOL

AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:

BUNTPORT THEATER

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

DENVER CHILDREN'S CHOIR

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

CENTRAL CITY OPERA HOUSE ASSOCIATION

AMOUNT OF GRANT PAID ..... 40,000.

RECIPIENT NAME:

COLORADO CHILDREN'S CHORALE

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

DENVER LYRIC OPERA GUILD

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:

DENVER MUSEUM OF NATURE & SCIENCE

AMOUNT OF GRANT PAID ..... 3,500.

STATEMENT 11



## RECIPIENT NAME:

THE EATING DISORDER FOUNDATION

AMOUNT OF GRANT PAID ..... 30,000.

## RECIPIENT NAME:

THE GATHERING PLACE

AMOUNT OF GRANT PAID ..... 35,000.

## RECIPIENT NAME:

METROPOLITAN OPERA ASSOCIATION, INC

AMOUNT OF GRANT PAID ..... 4,000.

## RECIPIENT NAME:

OPERA COLORADO

AMOUNT OF GRANT PAID ..... 40,000.

## RECIPIENT NAME:

PLATTE FORUM

AMOUNT OF GRANT PAID ..... 3,000.

## RECIPIENT NAME:

UNIVERSITY OF COLORADO FOUNDATION

AMOUNT OF GRANT PAID ..... 10,000.

## RECIPIENT NAME:

UNIVERSITY OF DENVER

AMOUNT OF GRANT PAID ..... 25,000.

## RECIPIENT NAME:

ART STUDENTS LEAGUE OF DENVER

AMOUNT OF GRANT PAID ..... 8,000.

TOTAL GRANTS PAID:

243,500.