

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation ELMA DILL RUSSELL SPENCER FOUNDATION		A Employer identification number 74-6060515	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 5190		Room/suite	B Telephone number (see instructions) (210) 733-1930
City or town, state or province, country, and ZIP or foreign postal code SAN ANTONIO, TX 78201		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 96,419,302		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) <u>(Part I, column (d) must be on cash basis)</u>			

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 ☒ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	332,308	332,308		
	5a Gross rents	45,162	45,162		
	b Net rental income or (loss) <u>-34,076</u>				
	6a Net gain or (loss) from sale of assets not on line 10	214,980			
	b Gross sales price for all assets on line 6a <u>579,075</u>				
	7 Capital gain net income (from Part IV, line 2)		214,980		
	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	592,450	592,450		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	41,697	33,357		
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	3,731			
	b Accounting fees (attach schedule)	4,985			
	c Other professional fees (attach schedule)	2,500			
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	15,257	6,043		
	19 Depreciation (attach schedule) and depletion . . .	27,373	27,373		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	72,609	64,968		
	24 Total operating and administrative expenses. Add lines 13 through 23	168,152	131,741		0
	25 Contributions, gifts, grants paid	180,000			180,000
	26 Total expenses and disbursements. Add lines 24 and 25	348,152	131,741		180,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	244,298			
	b Net investment income (if negative, enter -0-)		460,709		
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	144	49,572,070	49,572,070		
	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 ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges		786	786		
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)		14,634,542	14,634,542		
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans		2,519,103	2,519,103		
	13	Investments—other (attach schedule)		13,843,346	13,843,346		
	14	Land, buildings, and equipment basis ▶ _____ 15,017,565 Less accumulated depreciation (attach schedule) ▶ 27,373		14,990,192	14,990,192		
15	Other assets (describe ▶ _____)		100 	859,263 	859,263		
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	244	96,419,302	96,419,302			
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 ☒ and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted	244	96,419,302			
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ☐ 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)	244	96,419,302			
31	Total liabilities and net assets/fund balances (see instructions) .	244	96,419,302				

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	244
2	Enter amount from Part I, line 27a	2	244,298
3	Other increases not included in line 2 (itemize) ▶ 	3	97,255,483
4	Add lines 1, 2, and 3	4	97,500,025
5	Decreases not included in line 2 (itemize) ▶ 	5	1,080,723
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	96,419,302

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a PER SUMMARY STATEMENTS ON FILE	P	2018-08-03	2018-12-31
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 579,075		364,095	214,980
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			214,980
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	214,980
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))
2017			
2016	8		
2015	8	153	0 05229
2014	10	166	0 06024
2013	110	209	0 52632

2 Total of line 1, column (d)	2	0 638845
3 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	3	0 127769
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	37,367,002
5 Multiply line 4 by line 3	5	4,774,344
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,607
7 Add lines 5 and 6	7	4,778,951
8 Enter qualifying distributions from Part XII, line 4	8	180,000

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☐ and enter 1% of Part I, line 27b	1	9,214
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	9,214
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	9,214
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	10,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	15,000
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,786
11	Enter the amount of line 10 to be Credited to 2019 estimated tax 5,786 Refunded	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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). 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	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (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? If "Yes," attach a detailed description of the activities	2 Yes	
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6 Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7 Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TX _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11	Yes	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	Yes	
14	The books are in care of ▶ STEVE C LEWIS Telephone no ▶ (210) 733-1930			

Located at **▶** 6015 BROADWAY SAN ANTONIO TXZIP+4 **▶** 78209

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 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. ☐	1b		No
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 2018? ☐	1c		No
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2018 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 2018).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		No

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

5a	During the year did the foundation pay or incur any amount to		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	☐ Yes ☒ No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If 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	No
	Organizations relying on a current notice regarding disaster assistance check here.	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☐ Yes ☒ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	7b	No
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☒ No		

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
STEVE C LEWIS 6015 BROADWAY SAN ANTONIO, TX 78209	Pres/Treasurer 15 00	0		
AJ LEWIS III 1227 S ST MARYS SAN ANTONIO, TX 78212	Vice President 0 00	0		
KATHY SUTTON 6015 BROADWAY SAN ANTONIO, TX 78209	Secretary 2 00	0		
LOUIS H STUMBERG JR 310 S ST MARYS SAN ANTONIO, TX 78205	Vice President 0 00	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				
Total number of other employees paid over \$50,000.				

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 **Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ►		

Part IX-A **Summary of Direct Charitable Activities**

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

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
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	22,742,882
b	Average of monthly cash balances.	1b	8,748,660
c	Fair market value of all other assets (see instructions).	1c	6,444,501
d	Total (add lines 1a, b, and c).	1d	37,936,043
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	
3	Subtract line 2 from line 1d.	3	37,936,043
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	569,041
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	37,367,002
6	Minimum investment return. Enter 5% of line 5.	6	1,868,350

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	1,868,350
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	9,214
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,214
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,859,136
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,859,136
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,859,136

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	180,000
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	180,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	180,000

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,859,136
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				
e From 2017.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 180,000				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2018 distributable amount.				180,000
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				1,679,136
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				
e Excess from 2018.				

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 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	
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))

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. 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

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> TEXAS CAVALIERS CHARITABLE FOUNDATI 1250 NE LOOP 410 STE 234 SAN ANTONIO, TX 78209	NONE	PF	CHARITABLE CONTRIBUTION	180,000
Total			▶ 3a	
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2018)

Part XVII

- | | | | |
|---|----|--|----|
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | | No |
|---|----|--|----|

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
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- 2d Is the foundation an entity or individual, animated (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

**Sign
Here**

Date _____

(see instr)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Gene A Brehm

COMPANY LLP

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employed ► ☐

P01374117

Phone no (210) 826-7000

TY 2018 Accounting Fees Schedule**Name:** ELMA DILL RUSSELL SPENCER FOUNDATION**EIN:** 74-6060515**Software ID:** 18007218**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	4,985	0	0	0

TY 2018 Activities not Previously Reported Explanation

Name: ELMA DILL RUSSELL SPENCER FOUNDATION

EIN: 74-6060515

Software ID: 18007218

Software Version: 2018v3.1

Explanation: THE ELMA DILL RUSSELL SPENCER FOUNDATION (THE "FOUNDATION") WAS DEVISED AND BEQUEATHED A REMAINDER INTEREST IN TWO RANCHES BY THE LAST WILL AND TESTAMENT OF MRS. ELMA DILL RUSSELL SPENCER, DATED JULY 13, 1964, WHO DIED ON APRIL 11, 1969. SUCH REMAINDER INTEREST WAS SUBJECT TO THE LIFE ESTATES IN THE TWO RANCHES IN FAVOR OF FOUR PERSONS, ONE OF WHOM WAS LIVING ON JANUARY 1, 2018, AND SUCH REMAINDER INTEREST DID NOT VEST UNTIL THE DEATH OF ALL SUCH FOUR LIFE TENANTS. THE LAST REMAINING LIFE TENANT DIED ON AUGUST 3, 2018, AT THAT TIME ALL ASSETS WERE TRANSFERRED TO THE FOUNDATION. PRIOR PAYMENTS OF MINERAL LEASE BONUS PAYMENTS AND PROCEEDS FROM THE SALE OF ONE RANCH HAD BEEN PAID TO THE LIFE ESTATE AND REMAINDER BENEFICIARIES JOINTLY, BUT THE REMAINDER BENEFICIARY (FOUNDATION) WAS NOT LEGALLY ENTITLED TO SUCH FUNDS UNTIL ALL LIFE TENANTS WERE DECEASED. THEREFORE, THIS IS THE FIRST YEAR THE FOUNDATION HAS ACTUAL OR CONSTRUCTIVE RECEIPT OF SUCH PAYMENTS FOR PURPOSES OF SECTION 4940(C), AND SUCH PAYMENTS THAT CONSTITUTE "NET INVESTMENT INCOME" FOR 2018 UNDER SECTION 4940 (C).REGULATION SECTION 53.4942(A)-2(C)(2)(I) APPLIES TO THE REMAINDER INTEREST IN THE RANCHES AND TO PROCEEDS FROM OIL AND GAS LEASE BONUS PAYMENTS RECEIVED IN PRIOR YEARS.

TY 2018 Cash Deemed Charitable Explanation Statement

Name: ELMA DILL RUSSELL SPENCER FOUNDATION

EIN: 74-6060515

Software ID: 18007218

Software Version: 2018v3.1

Explanation: THE FOUNDATION ANTICIPATES NORMAL OPERATING COSTS
WILL EQUAL OR EXCEED ITS CURRENT CASH BALANCE.

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

TY 2018 Depreciation Schedule

Name: ELMA DILL RUSSELL SPENCER FOUNDATION

EIN: 74-6060515

Software ID: 18007218

Software Version: 2018v3.1

Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
01 CAT 963C LOADER S01996	2018-08-03	68,500		SL	7 0000	4,077	4,077		
08 DYNAPAC VR CA260D 5317	2018-08-03	41,800		SL	7 0000	2,488	2,488		
04 MACK CX612 TRUCK 01522	2018-08-03	34,800		SL	5 0000	2,900	2,900		
13 FORD F150 TRUCK 1FTFW1	2018-08-03	7,000		SL	5 0000	583	583		
13 CT D6N XL BULLDOZER	2018-08-03	158,500		SL	7 0000	9,435	9,435		
BRON 150 MULCHER W/FECON	2018-08-03	50,000		SL	7 0000	2,976	2,976		
MOTORGRADER CAT 140G 72V9	2018-08-03	43,000		SL	7 0000	2,560	2,560		
86 PETERBILT 14YD DUMPTRK	2018-08-03	8,000		SL	5 0000	667	667		
DIESEL FUEL TRANSFER TANK	2018-08-03	300		SL	5 0000	25	25		
30G 13HP QUINCY COMPRESSR	2018-08-03	3,000		SL	7 0000	179	179		
FUELING TRAILER	2018-08-03	1,250		SL	5 0000	104	104		
2019 FORD F250	2018-10-22	41,368		SL	5 0000	1,379	1,379		

TY 2018 General Explanation Attachment**Name:** ELMA DILL RUSSELL SPENCER FOUNDATION**EIN:** 74-6060515**Software ID:** 18007218**Software Version:** 2018v3.1**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1		General Explanation Supplemental Information for Form 990-PF	FORM 990-PF PART VII-A QUESTION 11 SCHLEICHER 2016 LLC EIN 81-10450506015 BROADWAY ST SAN ANTONIO, TX 78209 SCHLEICHER 2016 LLC IS A DISREGARDED ENTITY AND ALL ACTIVITY IS REPORTED ON THE ELMA DILL RUSSELL SPENCER FOUNDATION 990-PF

TY 2018 Investments Corporate Stock Schedule**Name:** ELMA DILL RUSSELL SPENCER FOUNDATION**EIN:** 74-6060515**Software ID:** 18007218**Software Version:** 2018v3.1**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MUTUAL FUNDS - FIXED STOCK	14,634,542	14,634,542

TY 2018 Investments - Other Schedule**Name:** ELMA DILL RUSSELL SPENCER FOUNDATION**EIN:** 74-6060515**Software ID:** 18007218**Software Version:** 2018v3.1**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MONEY MARKET FUNDS	FMV	1,523,988	1,523,988
MUTUAL FUNDSS - EQUITY	FMV	12,319,358	12,319,358

**TY 2018 Land, Etc.
Schedule****Name:** ELMA DILL RUSSELL SPENCER FOUNDATION**EIN:** 74-6060515**Software ID:** 18007218**Software Version:** 2018v3.1

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Auto./Transportation Equip.	48,368	1,962	46,406	46,406
Machinery and Equipment	409,150	25,411	383,739	383,739
Improvements	174,585		174,585	174,585
Land	14,385,462		14,385,462	14,385,462

TY 2018 Legal Fees Schedule**Name:** ELMA DILL RUSSELL SPENCER FOUNDATION**EIN:** 74-6060515**Software ID:** 18007218**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	3,731	0	0	0

TY 2018 Other Assets Schedule**Name:** ELMA DILL RUSSELL SPENCER FOUNDATION**EIN:** 74-6060515**Software ID:** 18007218**Software Version:** 2018v3.1**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
1/2 MINERAL INTEREST IN MUSKOGEE LAND	100	48,000	48,000
MINERAL INTERESTS PECOS & TERRELL COUNTY		811,263	811,263

TY 2018 Other Expenses Schedule**Name:** ELMA DILL RUSSELL SPENCER FOUNDATION**EIN:** 74-6060515**Software ID:** 18007218**Software Version:** 2018v3.1**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMMISSION FEES	1,080	1,080		
CREDIT CARD FEES	904			
FEED	907			
FILING FEES	30			
FUEL EXPENSE	2,088			
INSURANCE	2,234			
INTERNET	89			
INVESTMENT EXPENSE	12,023	12,023		
Rental Expenses	51,865	51,865		
SUPPLIES	1,169			

Other Expenses Schedule				
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
UTILITIES	220			

TY 2018 Other Increases Schedule**Name:** ELMA DILL RUSSELL SPENCER FOUNDATION**EIN:** 74-6060515**Software ID:** 18007218**Software Version:** 2018v3.1

Description	Amount
RESIDUAL INTEREST RECEIVED-LAPSE IN LIFE ESTATE	97,255,483

TY 2018 Other Professional Fees Schedule**Name:** ELMA DILL RUSSELL SPENCER FOUNDATION**EIN:** 74-6060515**Software ID:** 18007218**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING	2,500	0	0	0

TY 2018 Taxes Schedule**Name:** ELMA DILL RUSSELL SPENCER FOUNDATION**EIN:** 74-6060515**Software ID:** 18007218**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	9,214			
PROPERTY TAXES	6,043	6,043		