

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 for instructions and the latest information.

OMB No 1545-0052
2018
Open to Public Inspection

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

Name of foundation THE WLS SPENCER FOUNDATION		A Employer identification number 13-3799186	
Number and street (or P O box number if mail is not delivered to street address) 555 MADISON AVENUE 16TH FLOOR		B Telephone number (see instructions) (212) 557-3900	
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10022		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" 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) ▶ \$ <u>10,780,037</u>		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 checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	493,586			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,129	1,129		
	4 Dividends and interest from securities	225,199	225,199		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,090,197			
	b Gross sales price for all assets on line 6a	3,413,632			
	7 Capital gain net income (from Part IV, line 2)		1,090,197		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,810,111	1,316,525			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	15,550	0		15,550
	c Other professional fees (attach schedule)	171,935	92,728		79,207
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	77,625	6,293		185
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	7,414	7,414		0
	24 Total operating and administrative expenses. Add lines 13 through 23	272,524	106,435		94,942
	25 Contributions, gifts, grants paid	1,033,862			1,033,862
26 Total expenses and disbursements. Add lines 24 and 25	1,306,386	106,435		1,128,804	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	503,725				
b Net investment income (if negative, enter -0-)		1,210,090			
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	114,316	94,602	94,602
	2 Savings and temporary cash investments	291,506	507,771	507,771
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	9,779		
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	10,783,469	10,630,641	10,045,177
	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)	14,051	133,055	132,487
	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)	11,213,121	11,366,069	10,780,037	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule).			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	11,213,121	11,366,069	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	11,213,121	11,366,069		
31 Total liabilities and net assets/fund balances (see instructions) .	11,213,121	11,366,069		

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	11,213,121
2 Enter amount from Part I, line 27a	2	503,725
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	11,716,846
5 Decreases not included in line 2 (itemize) ▶ _____	5	350,777
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	11,366,069

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-13 regarding controlled entities, distribution to donor advised funds, and public inspection requirements. Row 14: The books are in care of CORNICK GARBER SANDLER LLP Telephone no (212) 557-3900

Located at 555 MADISON AVENUE 16TH FLOOR NEW YORK NY ZIP+4 10022

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

Table with 3 columns: Question, Yes, No. Row 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?

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-1c, 2a-2c, 3a-3b, 4a-4b regarding Form 4720 exceptions and requirements.

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))
JOHN S WADSWORTH JR

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

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

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

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

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

c Any submission deadlines
NO SUBMISSION DEADLINES

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				
b <i>Approved for future payment</i> 826 VALENCIA 826 VALENCIA STREET SAN FRANCISCO, CA 94010	NONE	PUBLIC CHARITY	FOR AMERICORPS DIRECT SERVICE STAFFING AND MISSION BAY EXPANSION	40,000
BAY AREA SCORES 1885 MISSION STREET SAN FRANCISCO, CA 94103	NONE	PUBLIC CHARITY	FOR COACH/TEACHER TRAINING AND SUPPORT - SCORES 2020 CAMPAIGN	50,000
KLCC PUBLIC RADIO FOUNDATION 136 WEST 8TH AVENUE EUGENE, OR 97401	NONE	PUBLIC CHARITY	FOR KLCC DIVERSITY FELLOWSHIP	45,000
Total ▶ 3b				

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JOHN S WADSWORTH JR 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	CIO EMERITUS 2 00	0	0	0
BETTE SUE WADSWORTH 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	CEO EMERITUS 2 00	0	0	0
JOHN S WADSWORTH III 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	TREASURER 2 00	0	0	0
ELIZABETH JANE WADSWORTH 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	CEO 2 00	0	0	0
PAUL WILLIAM PEPPIS 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	VICE PRESIDENT 2 00	0	0	0

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
826 VALENCIA 826 VALENCIA STREET SAN FRANCISCO, CA 94010	NONE	PUBLIC CHARITY	SUPPORT EDUCATION	40,000
BAY AREA SCORES 1885 MISSION STREET SAN FRANCISCO, CA 94013	NONE	PUBLIC CHARITY	SUPPORT EDUCATION	50,000
CALIFORNIA COLLEGE OF THE ARTS 5212 BROADWAY SAN FRANCISCO, CA 94107	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	50,000
Total ▶ 3a				1,033,862

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CASA OF LANE COUNTY 174 DEADMOND FERRY ROAD SPRINGFIELD, OR 97477	NONE	PUBLIC CHARITY	TO PREVENT CHILDREN FROM BEING RE-ABUSED	2,000
EUGENE CIVIC ALLIANCE 2077 WILLAMETTE STREET EUGENE, OR 97405	NONE	PUBLIC CHARITY	SUPPORT FOR COMMUNITY SPORTS AND RECREATION VENUE ON THE HISTORIC CIVIC STADIUM PROPERTY	3,000
EUGENE EDUCATION FOUNDATION 200 N MONROE STREET EUGENE, OR 97402	NONE	PUBLIC CHARITY	SUPPORT EDUCATION WITH PROGRAMS AND PROJECTS IN EVERY SCHOOL IN EUGENE SCHOOL DISTRICT 4J	5,000
Total ▶ 3a				1,033,862

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FII-NATIONAL (IMMIGRANT FAMILY DEFENSE FUND) 312 CLAY STREET SUITE 180 OAKLAND, CA 94607	NONE	PUBLIC CHARITY	TO HELP PARENTS AND CHILDREN FACING THE THREAT OF DEPORTATION ACCESS QUALIFIED LEGAL REPRESENTATION	25,000
FOOD FOR LANE COUNTY 770 BAILEY HILL ROAD EUGENE, OR 97402	NONE	PUBLIC CHARITY	ELIMINATE HUNGER BY SOLICITING, COLLECTING, RESCUING, GROWING, PREPARING AND PACKAGING FOOD	5,000
FRESHGRASS FOUNDATION PO BOX 22129 SAN FRANCISCO, CA 94122	NONE	PUBLIC CHARITY	TO SUPPORT MUSIC AND THE ARTS	100,000
Total ▶ 3a				1,033,862

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HANCOCK SHAKER VILLAGE 1843 WEST HOUSATONIC STREET PITTSFIELD, MA 01201	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	20,000
HUDSON RIVER MUSEUM OF WESTCHESTER 511 WARBURTON AVE YONKERS, NY 10701	NONE	PUBLIC CHARITY	TO SUPPORT MAYA LIN A RIVER IS A DRAWING	25,000
KIPP BAY AREA SCHOOLS 1404 FRANKLIN STREET SUITE 500 OAKLAND, CA 94612	NONE	PUBLIC CHARITY	SUPPORT EDUCATION BY OPERATING HIGH-ACHIEVING PUBLIC SCHOOLS IN EDUCATIONALLY UNDERSERVED COMMUNITY	50,000
Total			▶ 3a	1,033,862

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KLCC PUBLIC RADIO FOUNDATION 136 WEST 8TH AVENUE EUGENE, OR 97401	NONE	PUBLIC CHARITY	TO SUPPORT KLCC DIVERSITY FELLOWSHIP	40,000
LANE COUNTY SCHOOL DISTRICT 4J 200 N MONROE STREET EUGENE, OR 97402	NONE	PUBLIC CHARITY	SUPPORT EDUCATION BY STRENGTHENING SCHOOLS	41,862
LORD LEEBRICK THEATRE COMPANY 194 W BROADWAY EUGENE, OR 97401	NONE	PUBLIC CHARITY	SUPPORT THE ARTS THROUGH HIGH ARTISTIC QUALITY AND COMMITMENT	1,000
Total ▶ 3a				1,033,862

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MASSACHUSETTS MUSEUM OF CONTEMPORARY ART 87 MARSHALL STREET NORTH ADAMS, MA 01247	NONE	PUBLIC CHARITY	SUPPORT FOR CONTEMPORARY VISUAL ART AND PERFORMING ARTS	190,000
MAUDE KERNS ART CENTER 1910 EAST 15TH AVENUE EUGENE, OR 94703	NONE	PUBLIC CHARITY	TO PROMOTE AND ADVOCATE APPRECIATION AND CREATION OF THE VISUAL ARTS	1,000
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	NONE	PUBLIC CHARITY	SAFEGUARD THE EARTH, ITS PEOPLE, ITS PLANTS AND ANIMALS, AND THE NATURAL SYSTEMS	1,000
Total				1,033,862

▶ **3a**

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NEW LEADERS 505 14TH STREET SUITE 250 OAKLAND, CA 94612	NONE	PUBLIC CHARITY	TO TRAIN AND COACH EDUCATORS AND SCHOOL LEADERS TO EFFECTIVELY LEAD SCHOOLS AND IMPROVE TEACHING	50,000
NEWPORT HARBOR EDUCATIONAL FOUNDATION 600 IRVINE AVENUE NEWPORT BEACH, CA 92663	NONE	PUBLIC CHARITY	TO PROMOTE ACADEMIC EXCELLENCE AND ENHANCE EDUCATIONAL OPPORTUNITIES FOR ALL STUDENTS	15,000
ONE PURPOSE SCHOOL 948 HOLLISTER AVE SAN FRANCISCO, CA 94124	NONE	PUBLIC CHARITY	TO SUPPORT INDIVIDUAL COUNSELING FOR STUDENTS AND FAMILIES, SOCIO-EMOTIONAL GROUP INTERVENTIONS	25,000
Total ▶ 3a				1,033,862

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OREGON CHILDREN'S FOUNDATION 101 SW MARKET STREET PORTLAND, OR 97201	NONE	PUBLIC CHARITY	TO SUPPORT CHILDREN'S LITERACY DEVELOPMENT AND CREATE LIFELONG LEARNERS AND A LOVE OF READING	35,000
PLANNED PARENTHOOD OF SOUTHWESTERN OREGON 3579 FRANKLIN BLVD EUGENE, OR 97403	NONE	PUBLIC CHARITY	TO OFFER SAFE RESOURCES FOR REPRODUCTIVE AND SEXUAL HEALTH FOR EVERYONE	10,000
PORTLAND ART MUSEUM 1219 SW PARK AVE PORTLAND, OR 97205	NONE	PUBLIC CHARITY	TO SUPPORT EDUCATION PROGRAMMING	34,000
Total ▶ 3a				1,033,862

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
READING PARTNERS 180 GRAND AVENUE SUITE 800 OAKLAND, CA 94612	NONE	PUBLIC CHARITY	TO HELP CHILDREN BECOME LIFELONG READERS	50,000
ST VINCENT DE PAUL SOCIETY OF LANE COUNTY 2890 CHAD DRIVE EUGENE, OR 97408	NONE	PUBLIC CHARITY	SUPPORT HUMAN SERVICES TO THE POOR	5,000
TEACH FOR AMERICA - BAY AREA 685 MARKET STREET SUITE 500 SAN FRANCISCO, CA 94103	NONE	PUBLIC CHARITY	TO ENLIST, DEVELOP, AND MOBILIZE AS MANY AS POSSIBLE OF OUR NATION'S MOST PROMISING FUTURE TEACHERS	100,000
Total ▶ 3a				1,033,862

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TEAM IMPACT 500 VICTORY ROAD 4TH FLOOR QUINCY, MA 02169	NONE	PUBLIC CHARITY	IMPROVE THE QUALITY OF LIFE FOR CHILDREN FACING LIFE-THREATENING AND CHRONIC ILLNESSES	5,000
THE JOHN G SHEDD INSTITUTE FOR THE ARTS 868 HIGH STREET EUGENE, OR 97401	NONE	PUBLIC CHARITY	SUPPORT A PERFORMING ARTS COMPANY, CULTURAL ARTS CENTER, AND COMMUNITY MUSIC SCHOOL	5,000
UNITED WORLD COLLEGE USA STATE RTE 65 MONTEZUMA, NM 87731	NONE	PUBLIC CHARITY	TO SUPPORT THE STUDENT SCHOLARSHIP PROGRAM	50,000
Total				1,033,862

▶ **3a**

TY 2018 Accounting Fees Schedule**Name:** THE WLS SPENCER FOUNDATION**EIN:** 13-3799186

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	15,550	0		15,550

TY 2018 Investments Corporate Stock Schedule**Name:** THE WLS SPENCER FOUNDATION**EIN:** 13-3799186**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHARLES SCHWAB	10,630,641	10,045,177

TY 2018 Investments - Other Schedule**Name:** THE WLS SPENCER FOUNDATION**EIN:** 13-3799186**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SIRE PARTNERS OFFSHORE LTD.	AT COST	14,051	13,765
OWL VENTURES III L.P.	AT COST	119,004	118,722

TY 2018 Other Decreases Schedule**Name:** THE WLS SPENCER FOUNDATION**EIN:** 13-3799186

Description	Amount
ALLOWANCE FOR EXCESS OF FMV OVER COST OF CONTRIBUTED STOCK	350,777

TY 2018 Other Expenses Schedule**Name:** THE WLS SPENCER FOUNDATION**EIN:** 13-3799186**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	1,169	1,169		0
OWL VENTURES III LP	6,245	6,245		0

TY 2018 Other Professional Fees Schedule**Name:** THE WLS SPENCER FOUNDATION**EIN:** 13-3799186

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	72,926	72,926		0
FOUNDATION MANAGEMENT SERVICES	99,009	19,802		79,207

TY 2018 Taxes Schedule**Name:** THE WLS SPENCER FOUNDATION**EIN:** 13-3799186

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	71,147	0		0
STATE FILING FEES	185	0		185
FOREIGN TAXES WITHELD	6,293	6,293		0

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF
▶ Go to www.irs.gov/Form990 for the latest information

OMB No 1545-0047
2018

Name of the organization
THE WLS SPENCER FOUNDATION

Employer identification number
13-3799186

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

General Rule

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

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE WLS SPENCER FOUNDATION	Employer identification number 13-3799186
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Part I **Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN WADSWORTH C/O PACIFIC FOUNDTN SERV 1660 BUSH SAN FRANSCISCO, CA 94109	\$ 493,586	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE WLS SPENCER FOUNDATION	Employer identification number 13-3799186
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Part II Noncash Property

	(See instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	VARIOUS SECURITIES - FMV \$493,586	\$ 493,586	2018-12-31
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
_____	_____	\$ _____	_____

Name of organization THE WLS SPENCER FOUNDATION	Employer identification number 13-3799186
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____