

For calendar year 2020, or tax year beginning 01-01-2020 , and ending 12-31-2020

Name of foundation DIANA DAVIS SPENCER FOUNDATION INC		A Employer identification number 20-3672969
Number and street (or P.O. box number if mail is not delivered to street address) 3 BETHESDA METRO CENTER NO 118	Room/suite	B Telephone number (see instructions) (301) 961-4000
City or town, state or province, country, and ZIP or foreign postal code BETHESDA, MD 20814		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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) ▶\$ <u>1,476,466,713</u>	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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	46,000	46,000		
	4 Dividends and interest from securities	22,798,432	23,603,769		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	4,072,219			
	b Gross sales price for all assets on line 6a _____ 238,232,533				
	7 Capital gain net income (from Part IV, line 2)		12,139,104		
	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)	16,400,000	51,979		
	12 Total. Add lines 1 through 11	43,316,651	35,840,852		
	13 Compensation of officers, directors, trustees, etc.	1,960,421	898,872		898,872
	14 Other employee salaries and wages	1,003,542	489,433		489,433
	15 Pension plans, employee benefits	719,368	357,305		357,305
	16a Legal fees (attach schedule)	1,234,826	123,483		1,084,293
	b Accounting fees (attach schedule)	314,198	155,461		155,461
	c Other professional fees (attach schedule)	3,087,063	2,800,942		447,586
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	925,894	66,290		66,290
	19 Depreciation (attach schedule) and depletion	232,700	0		
	20 Occupancy	193,752	0		193,297
	21 Travel, conferences, and meetings	41,316	0		45,407
	22 Printing and publications	8,482	0		8,530
	23 Other expenses (attach schedule)	331,464	2,258,369		220,131
	24 Total operating and administrative expenses. Add lines 13 through 23	10,053,026	7,150,155		3,966,605
	25 Contributions, gifts, grants paid	114,274,496			64,845,000
	26 Total expenses and disbursements. Add lines 24 and 25	124,327,522	7,150,155		68,811,605
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-81,010,871			
	b Net investment income (if negative, enter -0-)		28,690,697		
	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					
	2	Savings and temporary cash investments	235,746,205	183,851,636	183,851,636		
	3	Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____	200,000				
	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	355,153	553,008	553,008		
	10a	Investments—U.S. and state government obligations (attach schedule)	228,593,581	247,355,441	247,355,441		
	b	Investments—corporate stock (attach schedule)	267,190,321	232,791,512	232,791,512		
	c	Investments—corporate bonds (attach schedule)	305,957,946	325,425,709	325,425,709		
	11	Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	403,600,802	485,270,168	485,270,168		
	14	Land, buildings, and equipment: basis ▶ 2,148,059 Less: accumulated depreciation (attach schedule) ▶ 933,723	1,566,775	1,214,336	1,214,336		
15	Other assets (describe ▶ _____)	4,903	4,903	4,903			
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)			1,443,215,686	1,476,466,713	1,476,466,713	
Liabilities	17	Accounts payable and accrued expenses	746,012	614,270			
	18	Grants payable	35,151,169	67,333,465			
	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 ▶ _____)	2,455,303	2,887,892			
	23	Total liabilities (add lines 17 through 22).				38,352,484	70,835,627
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ☒ and complete lines 24, 25, 29 and 30.						
	24	Net assets without donor restrictions	1,404,863,202	1,405,631,086			
	25	Net assets with donor restrictions					
	Foundations that do not follow FASB ASC 958, check here ☐ and complete lines 26 through 30.						
	26	Capital stock, trust principal, or current funds					
	27	Paid-in or capital surplus, or land, bldg., and equipment fund					
	28	Retained earnings, accumulated income, endowment, or other funds					
	29	Total net assets or fund balances (see instructions)			1,404,863,202		1,405,631,086
	30	Total liabilities and net assets/fund balances (see instructions) .			1,443,215,686		1,476,466,713

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 29 (must agree with end-of-year figure reported on prior year's return)	1	1,404,863,202
2	Enter amount from Part I, line 27a	2	-81,010,871
3	Other increases not included in line 2 (itemize) ▶ _____	3	81,778,755
4	Add lines 1, 2, and 3	4	1,405,631,086
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29.	6	1,405,631,086

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 PUBLICLY TRADED SECURITIES				
b PUBLICLY TRADED SECURITIES				
c PARTNERSHIP ST CAPITAL		P		
d PARTNERSHIP LT CAPITAL		P		
e PARTNERSHIP 1231 GAIN		P		

(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 222,696,801		220,226,498	2,470,303
b 7,475,620		5,866,931	1,608,689
c 3,811,255			3,811,255
d 4,042,563			4,042,563
e 206,294			206,294

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			2,470,303
b			1,608,689
c			3,811,255
d			4,042,563
e			206,294

Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	12,139,104
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

SECTION 4940(e) REPEALED ON DECEMBER 20, 2019 - DO NOT COMPLETE

1 Reserved			
(a) Reserved	(b) Reserved	(c) Reserved	(d) Reserved
2 Reserved		2	
3 Reserved.		3	
4 Reserved		4	
5 Reserved		5	
6 Reserved		6	
7 Reserved		7	
8 Reserved		8	

Part VII

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	Reserved	1	398,801
All other domestic foundations enter 1.39% 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	0
3	Add lines 1 and 2.	3	398,801
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-.	5	398,801
6	Credits/Payments:		
a	2020 estimated tax payments and 2019 overpayment credited to 2020	6a	261,859
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	90,000
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d	7	351,859
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached.	8	1,977
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	48,919
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 2021 estimated tax Refunded	11	

Part VII-A

Statements Regarding Activities

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?		Yes	No
1a				No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition).			No
	<i>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.</i>			
1c				No
c	Did the foundation file Form 1120-POL for this year?			No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0 (2) On foundation managers. ☐ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DE			
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? <i>If "No," attach explanation</i>	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 2020 or the taxable year beginning in 2020? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	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		No
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	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.DDSFOUNDATION.ORG	13	Yes	
14	The books are in care of CAROLE FEATHERSTONE Telephone no. (301) 961-4000 Located at 3 BETHESDA METRO CENTER NO 118 BETHESDA MD ZIP+4 20814			
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 2020, 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	16	Yes	No

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?	☐ 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 Organizations relying on a current notice regarding disaster assistance check here.		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 2020?		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 2020, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2020? If "Yes," list the years 20 , 20 , 20 , 20	☐ Yes ☒ No		
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	
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 2020 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 2020.)		3b	
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 2020?		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:

(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

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?

☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

☐ Yes ☒ No

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

b

If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?

☐ Yes ☒ No

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

Yes

No

5b

Yes

No

6b

No

7b

No

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
DIANA DAVIS SPENCER	EXECUTIVE CHAIRMAN	726,546	64,073	0
3 BETHESDA METRO CENTER BETHESDA, MD 20814	40.00			
ABBY SPENCER MOFFAT	CEO & PRESIDENT	709,000	78,912	0
3 BETHESDA METRO CENTER BETHESDA, MD 20814	40.00			
KIMBERLY F LAMANNA	TRUSTEE	0	0	0
3 BETHESDA METRO CENTER BETHESDA, MD 20814	1.00			
HARRISON HOWARD	TRUSTEE	30,000	0	0
3 BETHESDA METRO CENTER BETHESDA, MD 20814	1.00			
CAROLE A FEATHERSTONE	CHIEF FINANCIAL OFFICER	620,028	137,574	0
3 BETHESDA METRO CENTER BETHESDA, MD 20814	40.00			
CHRISTOPHER BURNS	AUDIT & INVESTMENT COMMITTEE MEMBER	170,000	0	0
3 BETHESDA METRO CENTER BETHESDA, MD 20814	12.00			
JOHN RICHARDSON	AUDIT COMMITTEE MEMBER	50,000	0	0
3 BETHESDA METRO CENTER BETHESDA, MD 20814	1.00			
RICHARD PAINTER	AUDIT COMMITTEE MEMBER	50,000	0	0
3 BETHESDA METRO CENTER BETHESDA, MD 20814	1.00			

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
NICOLE K HALL	SENIOR PROGRAM MANAG	175,642	79,114	0
3 BETHESDA METRO CENTER BETHESDA, MD 20814	40.00			
MARY HAMILTON	PROJECT MANAGER	149,311	64,308	0
3 BETHESDA METRO CENTER BETHESDA, MD 20814	40.00			
YHEIZZI OWEN	PROJECT MANAGER	142,737	47,261	0
3 BETHESDA METRO CENTER BETHESDA, MD 20814	40.00			
ELIZABETH SMIROLD0	RESEARCH MANAGER	148,500	22,235	0
3 BETHESDA METRO CENTER BETHESDA, MD 20814	40.00			
MICHELLE E DOZIER	GRANTS MANAGER	110,869	41,013	0
3 BETHESDA METRO CENTER BETHESDA, MD 20814	40.00			
Total number of other employees paid over \$50,000.				3

Form 990-PF (2020)

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
MORGAN STANLEY GRAYSTONE	INVESTMENT ADVISORS	1,250,089
12505 PARK POTOMAC AVENUE 420 POTOMAC,MD 20854		
HAMLIN CAPITAL MANGEMENT LLS	INVESTMENT ADVISORS	672,236
640 FIFTH AVENUE 11TH FLOOR NEW YORK,NY 10019		
JONES DAY	LEGAL	654,102
51 LOUISIANA AVENUE NW WASHINGTON,DC 20001		
MARTIN MENDELSONH	LEGAL	313,000
5705 MCKINLEY ST BETHESDA,MD 20817		
CLIFTONLARSONALLEN LLP	ACCOUNTING SERVICES	269,981
220 6TH STREET SUITE 300 MINNEAPOLIS,MN 55402		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities.	1a	1,199,228,093
b	Average of monthly cash balances.	1b	215,986,660
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,415,214,753
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d.	3	1,415,214,753
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	21,228,221
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,393,986,532
6	Minimum investment return. Enter 5% of line 5.	6	69,699,327

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	69,699,327
2a	Tax on investment income for 2020 from Part VI, line 5.	2a	398,801
b	Income tax for 2020. (This does not include the tax from Part VI.)	2b	66,373
c	Add lines 2a and 2b.	2c	465,174
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	69,234,153
4	Recoveries of amounts treated as qualifying distributions.	4	16,400,000
5	Add lines 3 and 4.	5	85,634,153
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . .	7	85,634,153

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	68,811,605
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	68,811,605
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	68,811,605
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 2019	(c) 2019	(d) 2020
1 Distributable amount for 2020 from Part XI, line 7					85,634,153
2 Undistributed income, if any, as of the end of 2020:					
a Enter amount for 2019 only.				0	
b Total for prior years: 20____, 20____, 20____			0		
3 Excess distributions carryover, if any, to 2020:					
a From 2015.					
b From 2016.		29,344,303			
c From 2017.					
d From 2018.					
e From 2019.					
f Total of lines 3a through e.		29,344,303			
4 Qualifying distributions for 2020 from Part XII, line 4: ▶ \$ 68,811,605					
a Applied to 2019, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2020 distributable amount					68,811,605
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2020. (If an amount appears in column (d), the same amount must be shown in column (a).)		16,822,548			16,822,548
6 Enter the net total of each column as indicated below:					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		12,521,755			
b Prior years' undistributed income. Subtract line 4b from line 2b.			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0		
d Subtract line 6c from line 6b. Taxable amount—see instructions.			0		
e Undistributed income for 2019. Subtract line 4a from line 2a. Taxable amount—see instructions.				0	
f Undistributed income for 2021. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).		0			
8 Excess distributions carryover from 2015 not applied on line 5 or line 7 (see instructions)		0			
9 Excess distributions carryover to 2021. Subtract lines 7 and 8 from line 6a		12,521,755			
10 Analysis of line 9:					
a Excess from 2016		12,521,755			
b Excess from 2017					
c Excess from 2018.					
d Excess from 2019					
e Excess from 2020					

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 2020, 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) 2020	(b) 2019	(c) 2018	(d) 2017	
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:

		INSTALLMENTS THE FIRST PAYMENT OF \$2,500,000 IS TO BE PAID BY JANUARY 31ST, 2021; THE SECOND INSTALLMENT IS TO BE PAID BY MAY 31ST, 2021	
Total	▶ 3b		24,600,000

Form **990-PF** (2020)

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	
Enter gross amounts unless otherwise indicated.				
1 Program service revenue:				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments.				
3 Interest on savings and temporary cash investments		14	46,000	
4 Dividends and interest from securities		14	22,798,432	
5 Net rental income or (loss) from real estate:				
a Debt-financed property.				
b Not debt-financed property.				
6 Net rental income or (loss) from personal property				
7 Other investment income.				
8 Gain or (loss) from sales of assets other than inventory		18	4,072,219	
9 Net income or (loss) from special events:				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a GRANTS REPAID _____		01	16,400,000	
b _____				
c _____				
d _____				
e _____				
12 Subtotal. Add columns (b), (d), and (e).	0		43,316,651	
13 Total. Add line 12, columns (b), (d), and (e).		13		43,316,651

[illegible]

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?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash.

(2) Other assets.

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization.

(2) Purchases of assets from a noncharitable exempt organization

(3)* Rental of facilities, equipment, or other assets.

(4) Reimbursement arrangements.

(5) Loans or loan guarantees. . . .

(6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

[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

Sign Here

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.

2021-11-12

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below
(see instr.) ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's Signature

Date _____

Check if self-employed ☐

PTIN

P00188889

Firm's name ► CLIFTONLARSONALLEN LLP

Firm's EIN ▶ 41-074674

Firm's address ► 8215 GREENWAY BOULEVARD SUITE 600

Phone no.
(608) 662-8600

Additional Data

Return to Form

Software ID:

Software Version:

Form 990PF - Special Condition Description:

Special Condition Description

TY 2020 IRS 990 e-File Render

Name: DIANA DAVIS SPENCER FOUNDATION INC
EIN: 20-3672969

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	314,198	155,461		155,461

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

TY 2020 IRS 990 e-File Render

Name: DIANA DAVIS SPENCER FOUNDATION INC

EIN: 20-3672969

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
LAWYERS DEMOCRACY FUND	56295 LITTLE MONITEAU ROAD CALIFORNIA, MO 65018	2020-05-26	225,000	THE GRANT IS TO FUND THE 2020 ELECTION INTEGRITY PROJECT WHICH IS TRYING TO SOLVE VITAL ISSUES RELATED TO ELECTORAL SYSTEM INTEGRITY THROUGHOUT THE UNITED STATES.	225,000	NO	2020 FINANCIALS REPORT	2020-12-31	

TY 2020 IRS 990 e-File Render

Name: DIANA DAVIS SPENCER FOUNDATION INC

EIN: 20-3672969

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME (VANGUARD INTERMEDIATE TERM BOND ETF)	132,404,100	132,404,100
FIXED INCOME (VANGUARD LONG-TERM CORP BOND)	51,203,270	51,203,270
FIXED INCOME (VANGUARD TOTAL BOND MARKET ETF)	141,818,339	141,818,339

TY 2020 IRS 990 e-File Render**Name:** DIANA DAVIS SPENCER FOUNDATION INC**EIN:** 20-3672969

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCKS - REAL ESTATE	409,640	409,640
COMMON STOCKS- COMMUNICATION SERVICES	4,244,626	4,244,626
COMMON STOCKS- CONSUMER DISCRETIONARY	5,704,094	5,704,094
COMMON STOCKS- CONSUMER STAPLES	1,442,218	1,442,218
COMMON STOCKS- DOMESTIC	92,046,845	92,046,845
COMMON STOCKS- ENERGY	656,792	656,792
COMMON STOCKS- FINANCIALS	5,850,177	5,850,177
COMMON STOCKS- FOREIGN	2,927,790	2,927,790
COMMON STOCKS- HEALTH CARE	7,861,717	7,861,717
COMMON STOCKS- INDUSTRIALS	4,219,843	4,219,843
COMMON STOCKS- INFORMATION TECHNOLOGY	12,539,002	12,539,002
COMMON STOCKS- MATERIALS	1,460,578	1,460,578
COMMON STOCKS- UTILITIES	1,659,198	1,659,198
DOMESTIC EQUITY	91,768,992	91,768,992

TY 2020 IRS 990 e-File Render

Name: DIANA DAVIS SPENCER FOUNDATION INC

EIN: 20-3672969

**US Government Securities - End of
Year Book Value:**

247,355,441

**US Government Securities - End of
Year Fair Market Value:**

247,355,441

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2020 IRS 990 e-File Render
Name: DIANA DAVIS SPENCER FOUNDATION INC

EIN: 20-3672969

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ATLAS POINT OPPORTUNITY FUND LLC	FMV	38,293	38,293
BLACKSTONE TACTICAL OPPORTUNITIES FUND II	FMV	6,071,245	6,071,245
DEBT (ATLAS POINT PRIVATE CREDIT OPPORTUNITY)	FMV	161,909	161,909
GROWTH CAPITAL (PINEBROOK CAPITAL)	FMV	469,981	469,981
HEDGED EQUITY FUND - ACL ALTERNATIVE FUND SAC LIMITED	FMV	82,990,577	82,990,577
HEDGED FUND - ACL ALTERNATIVE FUND DEPRECIATION DEPOSIT	FMV	1,964,692	1,964,692
HEDGED FUND - AHL (CAYMEN) SPC CI A1 EVOLUTION	FMV	43,926,966	43,926,966
HEDGED FUND - ELLIOT CO	FMV	9,573,090	9,573,090
HEDGED FUND - GRAHAM ABSOLUTE RETURN	FMV	57,856,700	57,856,700
HEDGED FUND - MILLENNIUM INTERNATIONAL, LTD	FMV	82,702,237	82,702,237
HEDGED FUND - MILLENNIUM INTERNATIONAL, LTD	FMV	7,778,289	7,778,289
HEDGED FUND - POINTER OFFSHORE LTD	FMV	107,188,955	107,188,955
HEDGED FUND - WMQS GLOBAL EQUITY OFFSHORE CI F-2	FMV	45,681,238	45,681,238
MISCELLANEOUS (WISHBONE STRATA LP)	FMV	427,080	427,080
OAKTREE OPPORTUNITIES FUND X	FMV	2,691,818	2,691,818
OAKTREE OPPORTUNITIES FUND XB	FMV	4,341,842	4,341,842
PRIVATE ADVISORS SMALL COMPANY PEF VII	FMV	5,334,698	5,334,698
PRIVATE EQUITY FUND (ENERGY CAPITAL INVESTORS)	FMV	12,069	12,069
PRIVATE EQUITY FUND (EXCEL VENTURE FUND II)	FMV	225,737	225,737
PRIVATE EQUITY FUND (LANDMARK INVESTORS)	FMV	37,252	37,252
PRIVATE EQUITY FUND (WLR RECOVERY V INVESTORS)	FMV	208,717	208,717
SCHRODER FOCUS II	FMV	9,089,680	9,089,680
OAKTREE OPPORTUNITIES FUND XI	FMV	1,072,831	1,072,831
HEDGED FUND - EXODUS POINT PARTNERS INT'L FUND	FMV	15,424,272	15,424,272

TY 2020 IRS 990 e-File Render

Name: DIANA DAVIS SPENCER FOUNDATION INC

EIN: 20-3672969

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
EQUIPMENT	364,338	232,481	131,857	131,857
COMPUTER SOFTWARE	479,400	306,283	173,117	173,117
LEASEHOLD IMPROVEMENT	1,304,321	394,959	909,362	909,362

TY 2020 IRS 990 e-File Render

Name: DIANA DAVIS SPENCER FOUNDATION INC

EIN: 20-3672969

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	1,234,826	123,483		1,084,293

TY 2020 IRS 990 e-File Render

Name: DIANA DAVIS SPENCER FOUNDATION INC

EIN: 20-3672969

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SECURITY DEPOSITS	4,903	4,903	4,903

TY 2020 IRS 990 e-File Render

Name: DIANA DAVIS SPENCER FOUNDATION INC

EIN: 20-3672969

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	113,857	0		121,810
OFFICE SUPPLIES	31,769	0		32,164
POSTAGE & DELIVERY	2,543	0		2,543
TELEPHONE & FAX	13,326	0		14,827
SUBSCRIPTIONS & MEMBERSHIPS	11,103	0		15,191
EQUIPMENT RENTAL & MAINTENANCE	19,770	0		19,770
OTHER FEES	11,719	0		11,719
PARTNERSHIP EXPENSES	0	2,252,840		0
BANK FEES	7,636	5,529		2,107
AMORTIZATION	119,741	0		0

TY 2020 IRS 990 e-File Render

Name: DIANA DAVIS SPENCER FOUNDATION INC

EIN: 20-3672969

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP ORDINARY INCOME		4,579	
PARTNERSHIP ROYALTIES		11,121	
PARTNERSHIP OTHER INCOME		74,165	
PARTNERSHIP RENTAL INCOME		-37,886	
GRANTS REPAID	16,400,000		16,400,000

TY 2020 IRS 990 e-File Render

Name: DIANA DAVIS SPENCER FOUNDATION INC

EIN: 20-3672969

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	81,778,755

TY 2020 IRS 990 e-File Render

Name: DIANA DAVIS SPENCER FOUNDATION INC

EIN: 20-3672969

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED RENT	64,883	74,252
DEFERRED LEASEHOLD INCENTIVE	184,888	158,157
DEFERRED TAX LIABILITY	2,205,532	2,655,483

TY 2020 IRS 990 e-File Render

Name: DIANA DAVIS SPENCER FOUNDATION INC

EIN: 20-3672969

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	47,980	28,788		19,192
RETIREMENT MANAGEMENT	22,967	0		21,289
INVESTMENT FEES - ATLANTIC TRUST	154,060	167,995		0
INVESTMENT FEES - FSTC	2,187,521	2,187,521		0
CONSULTING - MANAGEMENT	374,000	416,358		20,100
CONSULTING-COMPUTER SUPPORT	108,978	0		195,448
CONSULTING - GRANTEES	191,557	0		191,557
CONSULTING - PUBLICATIONS/WRITING	0	280		0

TY 2020 IRS 990 e-File Render

Name: DIANA DAVIS SPENCER FOUNDATION INC

EIN: 20-3672969

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	133,310	65,544		65,544
WORKERS COMP PREMIUMS	1,040	746		746
FOREIGN TAXES	0	0		0
EXCISE TAX	791,544	0		0