

Form 990-PF

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation: FLORENCE AND LAURENCE SPUNGEN FAMILY FOUNDATION. A Employer identification number: 20-7155204. B Telephone number: (805) 969-9393. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 4,354,313. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	1,136,458	1,001,736	1,001,736			
	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 page 15 of the 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)	563,486 <input checked="" type="checkbox"/>	785,393	1,055,024			
	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)	1,044,446 <input checked="" type="checkbox"/>	1,959,686	1,976,833			
	14 Land, buildings, and equipment basis ▶ _____ 2,054 Less accumulated depreciation (attach schedule) ▶ _____ 1,775		<input checked="" type="checkbox"/> 279	1,000			
15 Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 319,720	<input checked="" type="checkbox"/> 319,720	<input checked="" type="checkbox"/> 319,720				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,064,110	4,066,814	4,354,313				
Liabilities	17 Accounts payable and accrued expenses						
	18 Grants payable						
	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable (attach schedule)						
	22 Other liabilities (describe ▶ _____)						
23 Total liabilities (add lines 17 through 22)		0					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds						
	28 Paid-in or capital surplus, or land, bldg, and equipment fund						
	29 Retained earnings, accumulated income, endowment, or other funds	3,064,110	4,066,814				
30 Total net assets or fund balances (see page 17 of the instructions)	3,064,110	4,066,814					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,064,110	4,066,814					

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,064,110
2	Enter amount from Part I, line 27a	2	1,002,704
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	4,066,814
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,066,814

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	76,506
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	54,911

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	121,127	2,325,943	0.052077
2010	103,162	2,100,592	0.049111
2009	62,703	1,913,001	0.032777
2008	44,639	1,095,344	0.040753
2007	12,708	1,048,713	0.012118

2 Total of line 1, column (d).	2	0.186836
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.037367
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	3,992,218
5 Multiply line 4 by line 3.	5	149,177
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,479
7 Add lines 5 and 6.	7	150,656
8 Enter qualifying distributions from Part XII, line 4.	8	161,731

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,479
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	0
3	Add lines 1 and 2.	3	1,479
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	1,479
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,200
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,600
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	4,800
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,321
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 2,000 Refunded <input type="checkbox"/>	11	1,321

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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <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>		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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
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>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?	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>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL		
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>	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	Yes	

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		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.SPUNGENFOUNDATION.ORG	13	Yes	
14 The books are in care of CAROL SPUNGEN Telephone no (805) 969-9393 Located at PO BOX 5262 SANTA BARBARA CA ZIP +4 931505262			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16 At any time during calendar year 2012, 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		No

See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country **▶**

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

		Yes	No
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) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did it have excess business holdings in 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	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 2012?	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 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here. Yes No

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

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
See Additional Data Table				

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. Yes No 0

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.	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 Expenses incurred to maintain, collect and promote library of Holocaust-related artifacts and materials	9,524
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 page 24 of the 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	2,529,304
b	Average of monthly cash balances.	1b	1,523,709
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,053,013
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	4,053,013
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	60,795
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,992,218
6	Minimum investment return. Enter 5% of line 5.	6	199,611

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	199,611
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1,479
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,479
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	198,132
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	198,132
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	198,132

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	161,731
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	161,731
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	1,479
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	160,252

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				198,132
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			104,590	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				26,400
f Total of lines 3a through e.	26,400			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>161,731</u>				
a Applied to 2011, but not more than line 2a			104,590	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				57,141
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	26,400			26,400
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				114,591
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

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 2012, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

LAURENCE SPUNGEN

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

NA

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

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

a The name, address, and telephone number 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> SEE STATEMENT ATTACHED VARIOUS VARIOUS, CA 93150		501C3	AND RELIGIOUS CAUSESHEALTH RELATED ISSUES-SEE ATTACHED	143,543
Total				▶ 3a 143,543
b <i>Approved for future payment</i>				
Total				▶ 3b

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PARTNERSHIPS	P	2012-01-01	2012-12-31
FIDELITY MUTUAL FUNDS	P	2012-01-01	2012-12-31
FIDELITY MUTUAL FUNDS	P	2011-01-01	2012-12-31
WELLS FARGO #1819 MUTUAL FUNDS	P	2012-01-01	2012-12-31
WELLS FARGO #1819 MUTUAL FUNDS	P	2011-01-01	2012-12-31
WELLS FARGO #2783 MUTUAL FUNDS	P	2012-01-01	2012-12-31
WELLS FARGO #2783 PREFERRED STOCKS	P	2011-01-01	2012-12-31
WELLS FARGO #6646 MUTUAL FUNDS	P	2012-01-01	2012-12-31
WELLS FARGO #6646 MUTUAL FUNDS	P	2011-01-01	2012-12-31
PARTNERSHIPS - SEC 1231 LOSS	P	2012-01-01	2012-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
118,653	0	107,163	11,490
855	0	0	855
17,827	0	6,696	11,131
3,382	0	3,356	26
103,369	0	95,809	7,560
817,156	0	781,296	35,860
125,604	0	125,000	604
211,981	0	204,873	7,108
43,759	0	41,459	2,300
0	0	428	-428

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
0	0	0	11,490
0	0	0	855
0	0	0	11,131
0	0	0	26
0	0	0	7,560
0	0	0	35,860
0	0	0	604
0	0	0	7,108
0	0	0	2,300
0	0	0	-428

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

(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
FLORENCE SPUNGEN 2300 NORMAN DR WAUKEGAN,IL 60085	TRUSTEE 0	0	0	0
LAURENCE SPUNGEN 2300 NORMAN DR WAUKEGAN,IL 60085	TRUSTEE 1 00	0	0	0
DANIEL SPUNGEN 2300 NORMAN DR WAUKEGAN,IL 60085	SECRETARY 20 00	0	0	0
GLENN SPUNGEN 2300 NORMAN DR WAUKEGAN,IL 60085	TRUSTEE 1 00	0	0	0
CAROL SPUNGEN 2300 NORMAN DR WAUKEGAN,IL 60085	PRES/TREAS 5 00	0	0	0
DEBRA SPUNGEN 2300 NORMAN DR WAUKEGAN,IL 60085	V PRES 1 00	0	0	0

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, 990-EZ, or 990-PF.

2012

Department of the Treasury
Internal Revenue Service

Name of the organization
FLORENCE AND LAURENCE SPUNGEN FAMILY FOUNDATION

Employer identification number
20-7155204

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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization 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) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to 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. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not 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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
 FLORENCE AND LAURENCE SPUNGEN FAMILY FOUNDATION

Employer identification number
 20-7155204

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	LAURENCE SPUNGEN 2300 NORMAN DR S WAUKEGAN, IL 60085	\$ 1,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	DEBBI SPUNGEN 2300 NORMAN DR S WAUKEGAN, IL 60085	\$ 7,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization
FLORENCE AND LAURENCE SPUNGEN FAMILY FOUNDATION

Employer identification number

20-7155204

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
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization
FLORENCE AND LAURENCE SPUNGEN FAMILY FOUNDATION

Employer identification number
20-7155204

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. 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
_____ _____ _____	_____ _____ _____

Form **4562**
 Department of the Treasury
 Internal Revenue Service (99)

**Depreciation and Amortization
 (Including Information on Listed Property)**

OMB No 1545-0172
2012
 Attachment
 Sequence No **179**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return
 FLORENCE AND LAURENCE SPUNGEN FAMILY
 FOUNDATION

Business or activity to which this form relates
 Form 990-PF page 1

Identifying number
 20-7155204

Part I Election To Expense Certain Property Under Section 179
Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	\$ 2,000,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2012	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		349	5	HY	200 DB	70
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	70
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A-Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No

Table with 9 columns: (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation/deduction, (i) Elected section 179 cost.

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) 25

26 Property used more than 50% in a qualified business use. Table with 9 columns for percentage.

27 Property used 50% or less in a qualified business use. Table with 9 columns for percentage and S/L.

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 29

Section B-Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

Table for Section B with 6 main columns (a-f) for vehicles and sub-columns for Yes/No answers for questions 30-36.

Section C-Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

Table for Section C with 2 columns (Yes/No) for questions 37-41.

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

Table for Section VI with 6 columns: (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year.

42 Amortization of costs that begins during your 2012 tax year (see instructions)

43 Amortization of costs that began before your 2012 tax year 43

44 Total. Add amounts in column (f). See the instructions for where to report 44

TY 2012 Accounting Fees Schedule

Name: FLORENCE AND LAURENCE SPUNGEN FAMILY FOUNDATION

EIN: 20-7155204

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
David A Hafft & Co , Ltd ACCOUNTING	5,000			5,000

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

TY 2012 Depreciation Schedule

Name: FLORENCE AND LAURENCE SPUNGEN FAMILY FOUNDATION

EIN: 20-7155204

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
MACBOOK AIR	2010-12-01	1,705		200DB	5 00				
NEAT SCANNER	2012-04-09	349		200DB	5 00	70			

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

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: FLORENCE AND LAURENCE SPUNGEN FAMILY FOUNDATION

EIN: 20-7155204

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
PARTNERSHIPS		Purchased			118,653	107,163	Cost		11,490	
FIDELITY BROKERAGE ACCOUNT		Purchased			855				855	
FIDELITY BROKERAGE ACCOUNT		Purchased			17,827	6,696			11,131	
WELLS FARGO #1819-8150		Purchased			3,382	3,356			26	
WELLS FARGO #1819-8150		Purchased			103,369	95,809			7,560	
WELLS FARGO #2783-8424		Purchased			817,156	781,296			35,860	
WELLS FARGO #2783-8424		Purchased			125,604	125,000			604	
WELLS FARGO #6646-4578		Purchased			211,981	204,873			7,108	
WELLS FARGO #6646-4578		Purchased			43,759	41,459			2,300	
SECTION 1231 LOSS FROM PARTNERSHIPS		Purchased				428			-428	

**TY 2012 Investments Corporate
Stock Schedule****Name:** FLORENCE AND LAURENCE SPUNGEN FAMILY FOUNDATION**EIN:** 20-7155204

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1000 SH PEBBLEBROOK HOTEL	23,370	23,970
PARTNERSHIPS	274,851	293,089
FIDELITY - SEE STMT ATTACHED	487,172	737,965

TY 2012 Investments - Other Schedule

Name: FLORENCE AND LAURENCE SPUNGEN FAMILY FOUNDATION

EIN: 20-7155204

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FIDELITY INVESTMENTS - MUTUAL FUNDS		202,144	181,582
WELLS FARGO - PREFERRED STOCKS/FUNDS		687,500	691,905
WELLS FARGO - MUTUAL FUNDS		316,828	328,154
WELLS FARGO - MUTUAL FUNDS		753,214	775,192

TY 2012 Land, Etc. Schedule

Name: FLORENCE AND LAURENCE SPUNGEN FAMILY FOUNDATION

EIN: 20-7155204

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
EQUIPMENT	2,054	1,775	279	

TY 2012 Other Assets Schedule

Name: FLORENCE AND LAURENCE SPUNGEN FAMILY FOUNDATION

EIN: 20-7155204

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
HOLOCAUST LETTERS/MONEY COLLECTION	319,720	319,720	319,720

TY 2012 Other Assets Schedule

Name: FLORENCE AND LAURENCE SPUNGEN FAMILY FOUNDATION

EIN: 20-7155204

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
HOLOCAUST LETTERS/MONEY COLLECTION	319,720	319,720	319,720

TY 2012 Other Assets Schedule

Name: FLORENCE AND LAURENCE SPUNGEN FAMILY FOUNDATION

EIN: 20-7155204

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
HOLOCAUST LETTERS/MONEY COLLECTION	319,720	319,720	319,720

TY 2012 Other Expenses Schedule

Name: FLORENCE AND LAURENCE SPUNGEN FAMILY FOUNDATION

EIN: 20-7155204

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING	570			570
INSURANCE	1,287			1,288
INVESTMENT FEES	3,410	3,410		
MARKETING	3,000			3,000
SUPPLIES	633			633

TY 2012 Other Income Schedule

Name: FLORENCE AND LAURENCE SPUNGEN FAMILY FOUNDATION

EIN: 20-7155204

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP ORDINARY LOSSES	-15,987	-15,987	
ROYALTIES	42	42	

TY 2012 Taxes Schedule

Name: FLORENCE AND LAURENCE SPUNGEN FAMILY FOUNDATION

EIN: 20-7155204

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	1,200			1,200
FOREIGN TAXES	687	687		

2012 Spungen Family Foundation Donations

NAME	ADDRESS	PURPOSE	AMOUNT
K Dine and A Penny Foundation	2518 Pontiac Drive San Juan Lake, IL 48320	holocaust education	-1,000
Alfa Residential Care & Rehab Counseling Center for Children	103H JAMESTOWN AVE SAN FRANCISCO, CA 94124 3517	Residential Treatment	-100
Alzheimer's Disease & Related Disorders Association-Alzheimer's Assoc	CA Central Coast Chapter PO BOX 20250 Santa Barbara, CA 931200250	Alzheimer's Education and Research	-600
An Angel in Queens	P O Box 210054 Woodhams, NY 1142	meals for the homeless	5,000
Canary Foundation	1501 South California Avenue Suite 2500 Palo Alto, CA 94304	primary prevention research for ovarian cancer	-5,000
Cancer Center of Santa Barbara	300 West Pueblo Street Santa Barbara, CA 93105	Patient care support programs for indigent	-400
CANDLELIGHT Holocaust Museum	1532 South Third Street Terre Haute, IN 4780	Holocaust Museum dedicated to the education and prevention of genocide	-7,125
Casa Serena	1515 Bath Street Santa Barbara, CA 93101	residential drug & alcohol treatment program for women	-2,000
Colon Cancer Alliance for Research & Education for Lynch Syndrome	127 W. Oak Unit C Chicago, IL 60610	medical education & research	-5,000
Congregation Bnai Brith	1009 San Antonio Creek Road Santa Barbara, CA 93111-1310	Religious Organization	-500
Congregation Bnai Tikvah	1553 Wilmot Road Deerfield, IL 60015	Religious Organization	500
Direct Relief International	27 South La Patera Lane Santa Barbara, CA 93117	Medical Aid for worldwide emergencies	-5,000
Dizzy Feet Foundation	1925 CENTURY PARK E STE 800 LOS ANGELES, CA 90047-2749	changing lives through dance	-100
Doctors without Walls-Santa Barbara Street Medicine	PO Box 3751 Santa Barbara, CA 93130	medical care for homeless women	-5,000
Donaldson Medical Research Foundation	1 E Wacker Drive, Suite 2810 Chicago, IL 60601 1905	medical education & research	-5,000
Elephant Sanctuary	P O Box 393 Hohenwald, TN 38462	Animal Sanctuary	-200
Food from the Heart	2709 Foothill Rd Santa Barbara, CA 93105	Home delivered food for terminally ill	-5,000
Foundation for Jewish Camp	15 West 36th Street 13th Floor New York, NY 10018	Jewish Camping	-2,500
Friends of the Israel Defense Forces	350 Fifth Avenue Suite 2011 New York, NY 10118	medical intervention in worldwide emergencies	5,000
Heifer Project International	P O Box 6056 Little Rock, AR 72203	microfinance program to end poverty	-100
Holocaust Memorial Foundation of Illinois	9603 Woods Drive Skokie, Illinois 60077	Museum for Education of Holocaust	27,500
James Cancer Hospital & Solove Research Institute Foundation Fund	660 Ackerman Road, Ste. 639 PO Box 183112 Columbus, Ohio 43218 3112	Medical Research for Leukemia	1,000
Jewish Federation of Greater Santa Barbara	524 Chapala Street Santa Barbara, CA 93101	Jewish Family Service	-5,000
Jewish Federation of Greater Santa Barbara	524 Chapala Street Santa Barbara, CA 93101	Santa Barbara Village Scholarship Program	-5,000
KESHET	617 Landwehr Road Northbrook, IL 60062-2309	programs for children with autism/other intellectual disabilities	-1,500
Life Chronicles, Inc	P O Box 31152 Santa Barbara, CA 93130	video taping of terminally ill patients	5,000
Lincolnshire Rotary Charitable Fund	PO Box 755 Lincolnshire, IL 60069	Rotarian Hall of Peace	1,500
Lowest Palliative & Hospice Care Center	2050 Claire Court Glenview, IL 60025-7835	hospice program	5,000
MUSIC ACADEMY of the West	1070 Fairway Rd Santa Barbara, CA 93109	Music mentoring program	-300
National Center For Family Philanthropy	1101 Connecticut Avenue, NW, Suite 220 Washington, DC 20036	membership donation	-500
Northwestern University Feinberg School of Medicine	420 East Superior Street Arthur J. Rubloff Building 9th Floor Chicago, IL 60611	Research in chronic Lymphocytic Leukemia	-25,000
Pennsylvania State University	17 Old Main University Park, PA 16802	children's cancer research	-100
Planned Parenthood of SB, Ventura & San Luis Obispo Counties	513 Garden Street Santa Barbara, CA 93103	sexual and reproductive services	-200
SCOPE (Summer Camp Opportunities Profile an Edge)	15 W. 14TH ST FL 13 NEW YORK, NY 10018-7109	summer camps	-2,405
Sino-Judaic Institute Membership	34 Washington Avenue Savannah, GA 31405	Jewish-Chinese studies in China	-100
Temple Chai	1670 Checker Rd Lomb Grove, IL 60047	religious Organization	-500
The RK	8450 N. California Ave Chicago, IL 60645	social and medical services	-2,500
UC Regents	Department of Religious Studies University of California, Santa Barbara Santa Barbara, CA 93106-3130	Taubman Symposia in Jewish Studies & Capps Center for Ethics, Religion & Public Life	-1,300
Foundation	106 Toberview Court Carry, NC 27513	cancer research and education	200
Visiting Nurse & Hospice Care of Santa Barbara	222 E Canon Perdido Street Santa Barbara, CA 93101	Hospice program	-200
Vitamin Angels	PO Box 4490 Santa Barbara, CA 93140	Vitamins used around the world to save sight	1,000
YIVO Institute for Jewish Research, Inc	15 Vesel 18th St New York, NY 10011	Archives Department of Jewish History Program	-2,000

From Partnerships

Investment Report

December 1, 2012 - December 31, 2012

**FIDELITY PRIVATE
CLIENT GROUPSM**

00031998 02 AV 0360 03031998 **Envelope 536016570**



DAVID HAFFT
300 VILLAGE GRN DR
LINCOLNSHIRE IL 60069-3079

Interested Party

Online	Fidelity.com
FAST(sm)-Automated Telephone	800-544-5555
Private Client Group	800-544-5704
Customer Service	800-544-6666

From 990 Pf, FAST 11
LIVE 10 B

Fidelity AccountSM Z83-180157 F/L SPUNGEN FAMILY FOUNDATION U/A 10/20/06 CAROL A SPUNGEN, GLENN D DANIEL SPUNGEN AND LAURENCE SPUNGEN TRUSTEES

Account Summary

Beginning value as of Dec 1	\$1,952,311.59
Withdrawals	-40,427.54
Other Tax Withheld	-195.64
Transaction costs, loads and fees	-20.00
Change in investment value	-5,387.12
Ending value as of Dec 31	\$1,906,281.29

Account trades from Jan 2012 - Dec 2012 0

Amount you can borrow \$95,413.02
Maximum rate that could currently apply 8.57%

Income Summary

	This Period	Year to Date
Taxable		
Dividends	\$4,853.24	\$21,022.97
St cap gain	478.01	483.90
Interest	0.00	4,625.00
Lt cap gain	3,103.91	5,177.54
Tax-exempt		
Dividends	0.26	4.57
Total	\$8,435.42	\$31,313.98

Realized Gain/Loss from Sales

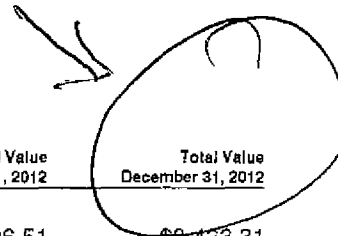
	This Period	Year to Date
Short-term gain	\$0.00	\$876.46
Long-term loss	-\$21.36	-\$21.36

This may not reflect all of your gains/losses because of incomplete cost basis

Holdings

(Symbol) as of December 31, 2012

	Performance December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis/Proceeds	Total Value December 1, 2012	Total Value December 31, 2012
Stocks 38% of holdings						
M HSBC HOLDINGS PLC ORD USD0.50		802.000	\$10.515	\$3,740.00c	\$8,196.51	\$8,433.31
ISIN #GB0005405286 SEDOL #0540528 (HBCYF)						
APPLE INC (AAPL)		575.000	532.173	154,991.20 142,866.60r	336,536.00	305,999.47



December 1, 2012 - December 31, 2012

FIDELITY PRIVATE
CLIENT GROUP S M

Fidelity Account™ Z83-180157 F/L SPUNGEN FAMILY FOUNDATION U/A 10/20/06 CAROL A SPUNGEN, GLENN D DANIEL
SPUNGEN AND LAURENCE SPUNGEN TRUSTEES

Holdings (Symbol) as of December 31, 2012	Performance		Quantity	Price per Unit December 31, 2012	Total Cost Basis/Proceeds	Total Value December 1, 2012	Total Value December 31, 2012
	December 31, 2012	December 31, 2012					
M BERKSHIRE HATHAWAY INC DEL CL B NEW (BRKB)			500,000	89.700	32,693.50	44,040.00	44,850.00
BRINKS CO (BCO)			405,000	28.530	11,529.82	11,121.30	11,554.65
M CHESAPEAKE ENERGY CORPORATION OKLAHOMA (CHK)			1,000,000	16.620	13,508.00c	17,030.00	16,620.00
CORP BACKED TR CTFS 2004 7 GOLDMAN SACHS CAP 1 TR CTF A 1 6 30% DUE 02/15/2034 SER GS (JBO)			733,000	24.830	18,383.64c	24,860.00	18,200.39
DUKE ENERGY CORP COM USD0.001 ISIN #US26441C2044 SEDOL #B7JZSK0 (DUK)			74,000	63.800	4,140.59c 7,125.44	4,722.68	4,721.20
EDISON INTL (EIX)			462,000	45.190	20,757.66c	21,011.76	20,877.78
GENERAL ELECTRIC CO (GE)			2,000,000	20.990	33,966.00	42,260.00	41,980.00
M GENERAL ELECTRIC CO (GE)			1,000,000	20.990	12,998.00c	21,130.00	20,990.00
GENERAL ELEC CAP GRP PUBLIC INCOME NT PINES PFD 6 10% 11/15/2032 ISIN #US3696225198 (GECCL)			2,000,000	24.800	50,040.00c	52,820.00	49,600.00
M INTEL CORP (INTC)			1,000,000	20.620	20,007.95	19,565.00	20,620.00
M MICROCHIP TECH INC (MCHP)			1,264,000	32.590	14,246.87c 17,671.87	38,450.88	41,193.76
M LUKOIL OIL CO SPONS ADR ISIN #US6778621044 SEDOL #2537432 (LUKOY)			1,000,000	65.477	24,062.50c	62,736.00	65,477.00
M QUALCOMM INC (QCOM)			200,000	61.860	7,500.00c	12,724.00	12,372.00
RBS CAP FDG TR VGTD TR PFD SECS 5 90% (RBSPRE)			1,000,000	20.360	24,240.00c	19,810.00	20,360.00
WALMART STORES INC (WMT)			500,000	68.230	24,033.47c	36,010.00	34,115.00
Subtotal of Stocks					459,514.54 1,187,112.08		737,964.56
Options 0% of holdings							
CALL (AAPL) APPLE INC JAN 19 13 \$500 (100 SHS) (AAPL130119C500)		SHT	-3,000	38.750	-5,374.65	-26,670.00	-11,825.00

