

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation FLORENCE AND LAURENCE SPUNGEN FAMILY FOUNDATION		A Employer identification number 20-7155204
Number and street (or P O box number if mail is not delivered to street address) C/O DAVID HAFFT - 300 VILLAGE GREEN	Room/suite	B Telephone number (see instructions) (805) 969-9393
City or town, state or province, country, and ZIP or foreign postal code LINCOLNSHIRE, IL 600693086		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 4,615,399	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	44,217			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	97,623	97,623		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	135,129			
	b Gross sales price for all assets on line 6a 1,636,161				
	7 Capital gain net income (from Part IV, line 2)		135,129		
	8 Net short-term capital gain			29,500	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	-32,439	-32,439			
12 Total. Add lines 1 through 11	244,530	200,313	29,500		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	5,003			5,003
	b Accounting fees (attach schedule)	4,600			4,600
	c Other professional fees (attach schedule)				
	17 Interest	254	254		
	18 Taxes (attach schedule) (see instructions)	1,576	627		949
	19 Depreciation (attach schedule) and depletion	112			
	20 Occupancy				
	21 Travel, conferences, and meetings	2,872			2,872
	22 Printing and publications				
	23 Other expenses (attach schedule)	60,821	5,318		55,503
	24 Total operating and administrative expenses. Add lines 13 through 23	75,238	6,199		68,927
	25 Contributions, gifts, grants paid	137,670			137,670
26 Total expenses and disbursements. Add lines 24 and 25	212,908	6,199		206,597	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	31,622				
b Net investment income (if negative, enter -0-)		194,114			
c Adjusted net income (if negative, enter -0-)			29,500		

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	
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments	1,001,736	1,004,277	1,004,277	
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	785,393	727,006	1,149,999	
	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)	1,959,686	2,019,216	2,112,353	
	14 Land, buildings, and equipment basis ▶ _____ 2,054 Less accumulated depreciation (attach schedule) ▶ 1,887	279	167	1,000	
15 Other assets (describe ▶ _____)	319,720	347,770	347,770		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,066,814	4,098,436	4,615,399		
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	4,066,814	4,098,436		
30 Total net assets or fund balances (see page 17 of the instructions)	4,066,814	4,098,436			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,066,814	4,098,436			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,066,814
2	Enter amount from Part I, line 27a	2	31,622
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	4,098,436
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	4,098,436

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	135,129
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	29,500

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))
2012	160,252	3,992,218	0.040141
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

2 Total of line 1, column (d)	2	0.214859
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	0.042972
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,127,347
5 Multiply line 4 by line 3	5	177,360
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,941
7 Add lines 5 and 6	7	179,301
8 Enter qualifying distributions from Part XII, line 4	8	206,597

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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Total tax due is 59, with 59 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include: 'Did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', 'Did the foundation file Form 1120-POL?', 'Has the foundation engaged in any activities not previously reported to the IRS?', 'Are the requirements of section 508(e) satisfied?', 'Did the foundation have at least \$5,000 in assets at any time during the year?', 'Enter the states to which the foundation reports or with which it is registered?', 'If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General?', 'Is the foundation claiming status as a private operating foundation?', 'Did any persons become substantial contributors during the tax year?'.

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 2013, 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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country _____	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? <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)? <input type="checkbox"/> 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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 2013 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 2013.</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 2013?	4b			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 5b</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p>	
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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. **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	52,233
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	3,032,529
b	Average of monthly cash balances.	1b	1,157,671
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,190,200
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	4,190,200
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	62,853
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,127,347
6	Minimum investment return. Enter 5% of line 5.	6	206,367

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	206,367
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,941
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,941
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	204,426
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	204,426
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	204,426

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	206,597
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	206,597
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	1,941
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	204,656

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				204,426
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			114,591	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>206,597</u>				
a Applied to 2012, but not more than line 2a			114,591	
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 2013 distributable amount.				92,006
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				112,420
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 2008 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE STATEMENT ATTACHED VARIOUS VARIOUS, CA 93150		501C3	AND RELIGIOUS CAUSESHEALTH RELATED ISSUES-SEE ATTACHED	137,670
Total			 3a	137,670
b <i>Approved for future payment</i>				
Total			 3b	

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) of the Code... 1a(1) Cash... 1a(2) Other assets... 1b(1) Sales of assets... 1b(2) Purchases of assets... 1b(3) Rental of facilities... 1b(4) Reimbursement arrangements... 1b(5) Loans or loan guarantees... 1b(6) Performance of services... 1c Sharing of facilities...

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [] Yes [x] No

Table with 3 columns: (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, the best of my knowledge and belief, it is true, correct, and complete based on all information of which preparer has any knowledge. Signature of officer or trustee: ***** Date: 2014-06-25

Paid Preparer Use Only Print/Type preparer's name: DAVID HAFFT Preparer's Signature: DAVID A HAFFT & CO LTD Firm's name: DAVID A HAFFT & CO LTD Firm's address: 300 VILLAGE GREEN DR SUIT LINCOLNSHIRE, IL 60069308

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	2013-01-01	2013-12-31
FIDELITY MUTUAL FUNDS	P	2012-01-01	2013-12-31
WELLS FARGO #1819 MUTUAL FUNDS	P	2013-01-01	2013-12-31
WELLS FARGO #1819 MUTUAL FUNDS	P	2012-01-01	2013-12-31
WELLS FARGO #2783 MUTUAL FUNDS	P	2013-01-01	2013-12-31
WELLS FARGO #2783 MUTUAL FUNDS	P	2012-01-01	2013-12-31
WELLS FARGO #6646 MUTUAL FUNDS	P	2013-01-01	2013-12-31
WELLS FARGO #6646 MUTUAL FUNDS	P	2012-01-01	2013-12-31
PARTNERSHIPS - SEC 1231 LOSS	P	2013-01-01	2013-12-31

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)
49,100	0	39,976	9,124
227,713	0	125,530	102,183
30,357	0	29,007	1,350
123,106	0	117,751	5,355
614,325	0	612,500	1,825
66,842	0	75,000	-8,158
436,109	0	418,956	17,153
88,561	0	82,312	6,249
48	0	0	48

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	9,124
0	0	0	102,183
0	0	0	1,350
0	0	0	5,355
0	0	0	1,825
0	0	0	-8,158
0	0	0	17,153
0	0	0	6,249
0	0	0	48

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

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

Schedule of Contributors

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 990, 990-EZ, or 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**

2013

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 for 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 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 its Form 990-PF, Part I, line 2, 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	DEBBI SPUNGEN 930 NORTH AVE DEERFIELD, IL 60015	\$ 14,025	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	GLENN SPUNGEN 2300 NORMAN DR WAUKEGAN, IL 60085	\$ 14,025	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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
1	JOSEPH MENGELE LETTERS	\$ 14,025	2013-12-02
2	JOSEPH MENGELE LETTERS	\$ 14,025	2013-12-02
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

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
2013
 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	\$ 2,600,000
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 2012 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 2014 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 2013	17	112
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 2013 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						
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 2013 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	112
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

27 Property used 50% or less in a qualified business use

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 columns (a) through (f) for Vehicle 1 through Vehicle 6. Rows include 30-33 (miles driven) and 34-36 (availability and use).

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 columns Yes/No. Rows include 37-41 (policy statements and requirements).

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 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 2013 tax year (see instructions)

43 Amortization of costs that began before your 2013 tax year **43**

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

TY 2013 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	4,600			

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

TY 2013 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	70	200DB	5 00	112			

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

TY 2013 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			49,100	39,976	Cost		9,124	
FIDELITY BROKERAGE ACCOUNT		Purchased			227,713	125,530			102,183	
WELLS FARGO #1819-8150		Purchased			30,357	29,007			1,350	
WELLS FARGO #1819-8150		Purchased			123,106	117,751			5,355	
WELLS FARGO #2783-8424		Purchased			614,325	612,500			1,825	
WELLS FARGO #2783-8424		Purchased			66,842	75,000			-8,158	
WELLS FARGO #6646-4578		Purchased			436,109	418,956			17,153	
WELLS FARGO #6646-4578		Purchased			88,561	82,312			6,249	
SECTION 1231 LOSS FROM PARTNERSHIPS		Purchased			48				48	

**TY 2013 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	67,360	58,883
PARTNERSHIPS	272,264	446,657
FIDELITY - SEE STMT ATTACHED	387,382	644,459

TY 2013 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		221,783	221,669
WELLS FARGO - PREFERRED STOCKS/FUNDS		377,500	349,400
WELLS FARGO - MUTUAL FUNDS		262,867	262,890
WELLS FARGO - MUTUAL FUNDS		1,157,066	1,278,394

TY 2013 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	1,887	167	

TY 2013 Legal Fees Schedule

Name: FLORENCE AND LAURENCE SPUNGEN FAMILY FOUNDATION

EIN: 20-7155204

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Law Firm for Non-Profits Legal	5,003			

TY 2013 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	347,770	347,770

TY 2013 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	347,770	347,770

TY 2013 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	347,770	347,770

TY 2013 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
DONATION	26			26
HOLOCAUST COLLECTION COSTS	52,233			52,233
INVESTMENT FEES	5,318	5,318		
MARKETING	3,089			3,089
SUPPLIES	155			155

TY 2013 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	-32,568	-32,568	
ROYALTIES	129	129	

TY 2013 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	834			834
FOREIGN TAXES	627	627		
STATE FRANCHISE TAX	115			115



Investment Report

December 1, 2013 - December 31, 2013

FIDELITY PRIVATE
CLIENT GROUP SM

2013
Form 990-PF
PART II, LINE 106

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

Holdings (Symbol) as of December 31, 2013	Performance		Quantity	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013
	December 31, 2013	December 31, 2013					
APPLE INC (AAPL) EAI: \$3,355.00, EY 2 17%			275 000	561.020	67,982.29 74,124.50	152,919.25	154,280.50
M BERKSHIRE HATHAWAY INC DEL CL B NEW (BRKB)			500 000	118.560	32,693 50	58,265.00	59,280.00
BRINKS CO (BCO) EAI \$162 00, EY 1 17%			405.000	34.140	12,529 82c 21,112.45	13,579.65	13,826.70
M CHESAPEAKE ENERGY CORPORATION OKLAHOMA (CHK) EAI \$350.00, EY 1 29%			1,000.000	27.140	13,508 00c	26,870.00	27,140.00
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	24.775	18,383.64c	18,141.75	18,160.07
DUKE ENERGY CORP COM USD0 001 ISIN #US26441C2044 SEDOL #B7JZSK0 (DUK) EAI \$230.88, EY. 4 52%			74.000	69.010	5,140.59c 7,252.11	5,177 04	5,106.74
EDISON INTL (EIX) EAI \$656 04, EY 3 07%			462.000	46.300	20,757 66c	21,349 02	21,390 60
GENERAL ELECTRIC CO (GE) EAI: \$1,760 00, EY 3 14%			2,000 000	28.030	33,966 00	53,320.00	56,060.00
M GENERAL ELECTRIC CO (GE) EAI \$880.00, EY 3 14%			1,000 000	28.030	12,998.00c	26,660 00	28,030 00
M INTEL CORP (INTC) EAI. \$900 00, EY 3.47%			1,000.000	25.955	20,007.95	23,840.00	25,955.00
M MICROCHIP TECH INC (MCHP) EAI \$1,792 35, EY 3 17%			1,264.000	44 750	12,474 68c 17,671.87	54,718.56	56,564 00
M LUKOIL OIL CO SPONS ADR ISIN #US6778621044 SEDOL #2537432 (LUKOY)			1 000.000	62 072	24,062.50c	61,753.00	62,072 00
POWERSHARES EXCH TRADED FD TST II S&P 500 LOW VOLATILITY PORT (SPLV)			1,000.000	33 160	31,114.45	32,860.00	33,160 00
M QUALCOMM INC (QCOM) EAI \$280 00, EY 1 89%			200 000	74 250	7,500.00c	14,716 00	14,850.00
RBS CAP FDG TR VGTD TR PFD SECS 5 90% (RBSPRE)			1,000 000	20 440	24,240.00c	21,150.00	20,440 00
WALMART STORES INC (WMT) EAI \$940.00, EY 2 39%			500.000	78.690	24,033 47c	40,505.00	39,345.00

CORPORATE
STOCKS

387382

644459



SPUNGEN FAMILY FOUNDATION - FORM 990PF LIST OF DONATIONS - 2013

Adsum Education Foundation	PO Box 90710 Santa Barbara, CA 93190	Scholarship Support	(\$300.00)
alzheimer's Association/CA Coast Chapter	CA Central Coast Chapter PO BOX 20250 Santa Barbara, CA 931200250	Research and Treatment of Alzheimers	(\$500.00)
American Jewish World Service	45 West 36th Street New York, NY 10018	realize human rights and end poverty in the developing world	(\$100.00)
American Society for Yad Vashem	500 Fifth Avenue 42nd Floor New York, NY 10110 - 4299	Holocaust Education	(\$100.00)
Holocaust memorial Foundation of Il, Inc	9603 Woods Drive Skokie, Illinois 60077	Holocaust Education	(\$3,300.00)
Campus Kitchens Project Inc	2245 B North Sheridan Rd. Evanston, IL 60208	combatting hunger locally	(\$500.00)
Cancer Center of Santa Barbara	300 West Pueblo Street Santa Barbara, CA 93105	genetic counseling	(\$5,000.00)
CANDLES Holocaust Museum	1532 South Third Street Terre Haute IN 4780	Holocaust Museum dedicated to the education	(\$21,900.00)
Casa Serena	1515 Bath Street Santa Barbara, CA 93101	women's residential drug and alcohol treatment program	(\$2,000.00)
Center for Jewish Genetics	30 South Wells St 216-600 Chicago, IL 60606-9325	genetic counseling programming	(\$500.00)
chabad of Madison	1722 Regent Street Madison, WI 53726	religious organization	(\$2,000.00)
Child Abuse Listening Mediation, Inc (CALM)	1236 Chapala St 3rd Floor Santa Barbara, California 93101-3116	child abuse prevention	(\$300.00)
Children's Oncology Services	213 W. Institute Place, Suite 511 Chicago, IL 60610	One Step at A Time pediatric oncology camp	(\$10,000.00)

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Community Foundation of the Virgin Islands	PO Box 11790 St. Thomas, USVI 00801-4790	Holocaust Education	(\$300.00)
Conejo Valley Friendship Center	30345 Canwood Street Agoura Hills, CA 91301	Children's programming	(\$100.00)
Congregation Beth Aaron	PO Box 187 Billings, MT 59103	religious organization	(\$1,410.00)
Direct Relief International	27 South La Patera Lane Santa Barbara, CA 93117	Medical Aid for worldwide emergencies	(\$5,000.00)
Doctors without Walls- Santa Barbara Street Medicine	PO Box 3751 Santa Barbara, CA 93130	health care for homeless	(\$5,000.00)
Dystonia Medical Research Foundation	1 E Wacker Drive, Suite 2810 Chicago, IL 60601-1905	medical research	(\$2,500.00)
Elephant Sanctuary	P.O. Box 393 Hohenwald, TN 38462	protecting aging elephants	(\$100.00)
Foundation for Jewish Camp, Inc	15 West 36th Street 13th Floor New York, NY 10018	Jewish Camping	(\$2,500.00)
Heifer Project International	1 World Avenue Little Rock, AR 72202	Alleviation of hunger and poverty	(\$200.00)
Institute for Shipboard Education-Semester at Sea	2410 OLD IVY RD CHARLOTTESVILLE, VA 22903	Semester at Sea Voyager Program	(\$500.00)
James Cancer Hospital & Solove Research Institute Foundation Fund 313835	660 Ackerman Road, Ste. 639 PO Box 183112 Columbus, Ohio 43218-3112	medical Research	(\$1,000.00)
Jewish Community Center of Staten Island, Inc	1466 Manor Road Staten Island, NY 10314-7027	Hurricane Sandy Relief Efforts	(\$2,500.00)
Jewish Federation of Greater Santa Barbara KESHET	524 Chapala Street Santa Barbara, CA 93101 617 Landwehr Road Northbrook, IL 60062-2309	Jewish Family Service Programming Autism	(\$5,000.00) (\$6,000.00)
Lambs Farm	14245 W Rockland Rd. Libertyville, IL 60048	residential care for mentally challenged adults	(\$5,000.00)

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LifeChronicles, Inc	P.O. Box 31152 Santa Barbara, CA 93130	video taping of terminally ill	(\$5,000.00)
Lincolnshire Rotary Charitable Fund, Inc	P.O. Box 755 Lincolnshire IL 60069-0755	Rotarian Peace Hall of Fame at IIHolocasut Museum	(\$3,600.00)
Lynn Sage Research Foundation	251 East Huron Street Galter 3-200 Chicago, IL 60611	cancer research	(\$5,000.00)
Memorial sloan Kettering Cancer Center	633 3rd Ave. 28th Floor New York NY 10017	cancer research	(\$1,200.00)
Metropolitan Chicago Breast Cancer Task Force	Chicago Breast Cancer Quality Consortium 1645 W. Jackson Blvd., Suite 450 Chicago, IL 60612	mammograms	(\$6,000.00)
music ACADEMY of the West	1070 Fairway Rd Santa Barbara, CA 93108	music mentoring program	(\$300 00)
Nanjing University Education Foundation US, Inc (NJUEF)	2207 Concord Pike Suite 106 Wilmington, DE 19803	Holocaust Education	(\$3,000.00)
Northwestern University	Feinberg School of Medicine 420 East Superior Street Arthur J. Rubloff Building, 9th Floor Chicago, IL 60611	Leukemia Research	(\$12,500 00)
PADS Lake County	P.O. Box 428 North Chicago, IL 60064	homeless programming	(\$100.00)
Planned Parenthood of SB, Ventura & San Luis Obispo Counties	518 Garden Street Santa Barbara, CA 93101	sexual and reproductive programs	(\$300.00)
Rachael's Women's Center	1222 11th Street, N.W. Washington, D.C. 20001	homeless programming	(\$100.00)
Santa Barbara Village/Jewish Federation of Greater SB	524 Chapala Street Santa Barbara, CA 93101	Scholarship Support	(\$5,000.00)
Sino-Judaic Institute	34 Washington Avenue Savannah, GA 31405	Jewish-Chinese study in China	(\$100.00)
Temple Chai	1670 Checker Rd Long Grove, IL 60047	religious organization	(\$1,000.00)
The ARK	6450 N. California Ave. Chicago, IL 60645	social services	(\$2,500.00)

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The Salvation Army	2105 W. Main Street P.O. Box. 491265 Leesburg, FL 34749-1265	Capital Campaign	(\$1,000.00)
UC Regents	Department of Religious Studies University of California, Santa Barbara Santa Barbara, CA 93106-3130	Taubman Symposia in Jewish Studies	(\$2,000.00)
UC Regents	University of California, Santa Barbara PO Box 6463 Santa Barbara, CA 93160-6460	Walter H CApps Center for the Study of Ethics, Religion and Public Life	(\$300.00)
Univeristy of Denver	2190 E. Asbury Avenue Denver, CO 80208	Holocaust Education	(\$360.00)
V Foundation	106 Towerview Court Cary, NC 27513	cancer research and education	(\$100.00)
Vitamin Angels	PO Box 4490 santa barbara, ca 93140	vitamins used to maintain vision	(\$2,600.00)
YIVO Institute for Jewish Research, Inc	15 West 16th St New York, NY 10011	Jewish History Archives	(\$2,000.00)
			(\$137,670.00)