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

2011

Department of the Treasury
Internal Revenue Service

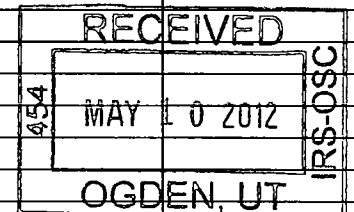
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning

, and ending

Name of foundation SPUNK FUND INC.		A Employer identification number 13-3116094
Number and street (or P O box number if mail is not delivered to street address) 780 THIRD AVENUE, 24TH FLOOR	Room/suite	B Telephone number 212-980-8880
City or town, state, and ZIP code NEW YORK, NY 10017		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"/> Foreign organizations meeting the 85% test, 2. 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) ▶ \$ 18,012,720.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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).)</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	582,254.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5.	5.		
	4 Dividends and interest from securities	612,236.	612,236.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	82,762.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		82,762.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	1,277,257.	695,003.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	175,305.	17,170.		158,136.
	15 Pension plans, employee benefits	37,844.	3,699.		34,145.
	16a Legal fees Stmt 1	196,723.	98,362.		98,362.
	b Accounting fees Stmt 2	42,601.	21,300.		21,301.
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 3	67,683.	41,542.		14,382.
	19 Depreciation and depletion	14,042.	1,372.		
	20 Occupancy	105,895.	10,350.		95,546.
	21 Travel, conferences, and meetings	1,984.	0.		1,984.
	22 Printing and publications				
	23 Other expenses Stmt 4	81,554.	9,351.		72,202.
	24 Total operating and administrative expenses. Add lines 13 through 23	723,631.	203,146.		496,058.
	25 Contributions, gifts, grants paid	754,950.			754,950.
26 Total expenses and disbursements. Add lines 24 and 25	1,478,581.	203,146.		1,251,008.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-201,324.				
b Net investment income (if negative, enter -0-)		491,857.			
c Adjusted net income (if negative, enter -0-)			N/A		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		18,611.	19,763.	19,763.	
	2	Savings and temporary cash investments		130,664.	75,908.	75,908.	
	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					
	7	Other notes and loans receivable ▶					
		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 Stmt 5		68,943.	50,205.	31,913.	
	b	Investments - corporate stock Stmt 6		12,668,108.	12,553,168.	17,545,082.	
	c	Investments - corporate bonds					
11	Investments - land, buildings, and equipment: basis ▶						
	Less accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other						
14	Land, buildings, and equipment: basis ▶	830,836.					
	Less accumulated depreciation ▶	490,782.		354,096.	340,054.		
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers)			13,240,422.	13,039,098.	18,012,720.	
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					
	22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input 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		0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds		13,240,422.	13,039,098.			
30	Total net assets or fund balances		13,240,422.	13,039,098.			
31	Total liabilities and net assets/fund balances		13,240,422.	13,039,098.			

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	13,240,422.
2	Enter amount from Part I, line 27a	2	-201,324.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	13,039,098.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,039,098.

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 SCHEDULE ATTACHED			
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			82,762.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any	
a			82,762.
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	82,762.
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). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	1,450,187.	17,914,211.	.080952
2009	1,205,143.	15,905,730.	.075768
2008	1,610,883.	19,056,688.	.084531
2007	2,337,212.	21,684,077.	.107785
2006	2,108,074.	19,585,131.	.107636

2 Total of line 1, column (d)	2	.456672
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	.091334
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	18,777,442.
5 Multiply line 4 by line 3	5	1,715,019.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,919.
7 Add lines 5 and 6	7	1,719,938.
8 Enter qualifying distributions from Part XII, line 4	8	1,251,008.

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

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

Table with 11 rows for excise tax calculations. Includes sub-sections 6a-6d for credits and payments. Total tax due is 238.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, unrelated business income, and substantial contributors. Includes 'N/A' and 'NY' entries.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 Yes No

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 Yes No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes No
 Website address **N/A**

14 The books are in care of **SPUNK FUND INC.** Telephone no. **212-980-8880**
 Located at **780 THIRD AVENUE, New York, NY** ZIP+4 **10017**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
 and enter the amount of tax-exempt interest received or accrued during the year **15 N/A**

16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country **N/A**

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A
 Organizations relying on a current notice regarding disaster assistance check here

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 2011? 1c Yes 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? Yes No
 If "Yes," list the years **N/A**

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.) N/A

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. **N/A**

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No

b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) N/A

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a Yes 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 2011? 4b Yes 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)? 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 N/A

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). N/A

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. 6b X

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
 N/A 7b

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.

(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 Statement 7		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
LEONARD J. LAMM 425 E. 58TH ST., NEW YORK, NY 10022	EXEC. V.P. 20.00	40,000.	8,757.	0.

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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SOLOMON BLUM HEYMANN, LLP 40 WALL ST., 35TH FLR, NEW YORK, NY 10005	LEGAL & ACCOUNTING	239,324.

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 N/A	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	18,510,829.
b	Average of monthly cash balances	1b	205,489.
c	Fair market value of all other assets	1c	347,075.
d	Total (add lines 1a, b, and c)	1d	19,063,393.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	19,063,393.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	285,951.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,777,442.
6	Minimum investment return. Enter 5% of line 5	6	938,872.

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	938,872.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	9,837.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,837.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	929,035.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	929,035.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	929,035.

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	1,251,008.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,251,008.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,251,008.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				929,035.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010	189,824.			
f Total of lines 3a through e	189,824.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 1,251,008.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				929,035.
e Remaining amount distributed out of corpus	321,973.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	511,797.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	511,797.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	189,824.			
e Excess from 2011	321,973.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a 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 foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

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

MARIANNE GERSCHEL

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.

None

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:

See Statement 8

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
<p>a <i>Paid during the year</i></p> <p>SEE SCHEDULE ATTACHED</p>	None	ALL PUBLIC CHARITIES		754,950.
<p>Total</p>			▶ 3a	754,950.
<p>b <i>Approved for future payment</i></p> <p>None</p>				
<p>Total</p>			▶ 3b	0.

Schedule B

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

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2011

Name of the organization

SPUNK FUND INC.

Employer identification number

13-3116094

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 foundationCheck 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 33 1/3% 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)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization SPUNK FUND INC.	Employer identification number 13-3116094
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>MARIANNE GERSCHEL</u> <u>780 THIRD AVE.</u> <u>NEW YORK, NY 10017</u>	\$ <u>582,254.</u>	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.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization SPUNK FUND INC.	Employer identification number 13-3116094
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization SPUNK FUND INC.	Employer identification number 13-3116094
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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) ▶ \$ _____
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 990-PF	Legal Fees			Statement 1
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL FEES	196,723.	98,362.		98,362.
To Fm 990-PF, Pg 1, ln 16a	196,723.	98,362.		98,362.

Form 990-PF	Accounting Fees			Statement 2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	42,601.	21,300.		21,301.
To Form 990-PF, Pg 1, ln 16b	42,601.	21,300.		21,301.

Form 990-PF	Taxes			Statement 3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL TAXES	11,759.	0.		0.
FOREIGN TAXES	39,984.	39,984.		0.
PAYROLL TAXES	15,940.	1,558.		14,382.
To Form 990-PF, Pg 1, ln 18	67,683.	41,542.		14,382.

Form 990-PF	Other Expenses			Statement 4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
COMMUNICATION & INTERNET	7,856.	768.		7,088.
FILING FEES	750.	73.		677.
PAYROLL PROCESSING CHARGES	811.	79.		731.
RENT - EQUIPMENT	4,944.	483.		4,461.
COMPUTER EXPENSE	10,137.	632.		9,504.

DUES, MEMBERSHIPS & PUB.	5,029.	0.	5,029.
INSURANCE	14,107.	2,818.	11,290.
OFFICE SUPPLIES & EXPENSES	13,706.	1,340.	12,366.
POSTAGE & SHIPPING	5,771.	564.	5,207.
REPAIRS & MAINTENANCE	16,790.	1,641.	15,149.
BANK AND INVESTMENT FEES	605.	586.	19.
EMPLOYMENT AGENCY FEES	658.	329.	329.
MISCELLANEOUS EXPENSE	390.	38.	352.
To Form 990-PF, Pg 1, ln 23	81,554.	9,351.	72,202.

Form 990-PF U.S. and State/City Government Obligations Statement 5

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
SEE ATTACHED	X		50,205.	31,913.
Total U.S. Government Obligations			50,205.	31,913.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			50,205.	31,913.

Form 990-PF Corporate Stock Statement 6

Description	Book Value	Fair Market Value
SEE ATTACHED	12,553,168.	17,545,082.
Total to Form 990-PF, Part II, line 10b	12,553,168.	17,545,082.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 7

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
MARIANNE GERSCHEL 425 EAST 58TH STREET NEW YORK, NY 10022	DIRECTOR/PRES/TREAS 20.00	0.	0.	0.
ANDREW W. HEYMANN c/o SBH, 40 WALL ST., 35TH FLR NEW YORK, NY 10005	DIRECTOR/SECRETARY 8.00	0.	0.	0.
GERARD E. HEYMANN c/o JPM, 277 PARK AVE. NEW YORK, NY 10172	DIRECTOR 1.00	0.	0.	0.
WILLIAM L. BLUM c/o SBH, 40 WALL ST., 35TH FLR NEW YORK, NY 10005	ASSISTANT SECRETARY 1.00	0.	0.	0.
ROBERT A. LADISLAW c/o SBH, 40 WALL ST., 35TH FLR NEW YORK, NY 10005	ASSISTANT TREASURER 5.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Form 990-PF

Grant Application Submission Information
Part XV, Lines 2a through 2d

Statement 8

Name and Address of Person to Whom Applications Should be Submitted

SPUNK FUND INC., THE PRESIDENT
780 THIRD AVENUE
NEW YORK, NY 10017

Telephone Number

212-980-8880

Form and Content of Applications

PURPOSE OF GRANT, AMOUNT OF FUNDING REQUESTED, ANNUAL REPORT IRS
DETERMINATION LETTER, AND OTHER SUPPORTERS.

Any Submission Deadlines

LETTERS OF INQUIRY ARE ACCEPTED YEAR-ROUND. THE DEADLINE FOR SUBMITTING THE
ACTUAL PROPOSAL IS APRIL 1ST.

Restrictions and Limitations on Awards

SPUNK FUND INC. SUPPORTS INITIATIVES CONTRIBUTING TO THE ENRICHMENT AND
WELL BEING OF CHILDREN.

Spunk Fund, Inc., 2011 Grants & Gifts Awarded

25 January 2012

Payee Legal Name	Grantee Legal Name	Grantee Address	Payee Tax ID	Request Paid Amount	Request Project Description	Request Disposition Date
Alexander & Buono Worldwide Inc	Alexander & Buono Worldwide Inc	244 Madison Avenue, Suite 300 New York, NY 10016	26-0733860	\$21,000.00	provide scholarships for young musicians who show great promise to attend the Alexander & Buono Festival of Music in New York City	4/15/2011
Ballet Tech Foundation, Inc.	Ballet Tech Foundation, Inc.	The Lawrence A. Wien Center 890 Broadway, 8th Floor New York, NY 10003	13-2773475	\$15,000.00	provide partial support of faculty salaries at Ballet Tech School during the academic year 2011-2012	4/15/2011
Citizens' Committee for Children of New York, Inc.	Citizens' Committee for Children of New York, Inc.	105 East 22nd Street 7th Floor New York, NY 10010	13-5618593	\$7,500.00	provide full and partial scholarships for the Community Leadership Course	4/15/2011
Community Word Project, Inc.	Community Word Project, Inc.	42 Broadway, 18th Floor New York, NY 10004	13-4114145	\$10,000.00	provide support for arts-in-education residencies in New York City public schools and libraries	4/15/2011
De La Salle Academy	De La Salle Academy	202 West 97th Street, 4th Floor New York, NY 10025	13-3228140	\$5,000.00	support a program to ensure that all De La Salle students are able to visit the boarding schools to which they are applying	4/15/2011

Payee Legal Name	Grantee Legal Name	Grantee Address	Payee Tax ID	Request Paid Amount	Request Project Description	Request Disposition Date
Good Shepherd Services	Good Shepherd Services	305 7th Ave 9th Floor New York, NY 10001	53-0196617	\$20,000.00	support social, interpersonal, educational, and vocational services that Good Shepherd clients require for a successful transition into autonomous adulthood.	4/15/2011
Harlem Academy	Harlem Academy	1330 Fifth Avenue New York, NY 10026	56-2454573	\$40,000.00	support the development and implementation of Harlem Academy's middle school program	4/15/2011
Fencing Foundation of America Incorporated	Fencing Foundation of America Incorporated	232 Seneca Place (Home) Westfield, NJ 07090	14-2012876	\$21,000.00	support the Youth Development Fencing Program in Manhattan	4/15/2011
Minors, Inc.	Minors, Inc.	36326 Granlund Lane St. Peter, MN 56082	36-3359383	\$50,000.00	support educational and/or food programs for students and orphans in Dien Bien, Ha Giang, Lai Chau, and Lao Cai provinces	4/15/2011
Restore NYC Inc.	Restore NYC Inc.	255 West 36th St. 8th Floor New York, NY 10018	20-2390142	\$15,000.00	provide support for client services, including specialized counseling, vocational training, and access to basic necessities, as well as provide for financial assistance for safe housing	4/15/2011

Payee Legal Name	Grantee Legal Name	Grantee Address	Payee Tax ID	Request Paid Amount	Request Project Description	Request Disposition Date
Montefiore Medical Center	Montefiore Medical Center	3320 Rochambeau Ave. Bronx, NY 10467	13-1740114	\$10,000.00	provide support for an after school program, which offers tutoring, food and transportation to children affected by HIV/AIDS	4/15/2011
The Epidavros Project, Inc.	The Epidavros Project, Inc.	143 West 20th St. #11SN New York, NY 10011	13-3852284	\$95,000.00	support the editing of film ten in the series 'My American Dream'	4/15/2011
University of Minnesota Foundation	University of Minnesota Foundation	c/o McNamara Alumni Center 200 Oak Street SE, Suite 500 Minneapolis, MN 55455-2010	41-6042488	\$100,000.00	support the following components of the Resilience Development Study: 1) Inflammation/Immune Functioning, 2) Neurophysiological Assessments, 3) RNA Sample Collection and Investigation of Epigenetic Processes, 4) Allostatic Load analysis	4/15/2011
WNET.ORG	WNET.ORG	825 Eighth Avenue New York, NY 10019 212-560-2028 New York, NY 10019	26-2810489	\$30,000.00	support production of 'Money & Medicine', the sequel to 'Critical Condition'	4/15/2011
World Federation for Mental Health	World Federation for Mental Health	P.O. Box 807 Mill Street Occoquam, VA 22125	54-1308953	\$65,000.00	support the salary of the Director of the Office for Mental Health Promotion and Prevention of Mental Disorders and an additional one time supplement to support new advocacy initiatives.	4/15/2011

Payee Legal Name	Grantee Legal Name	Grantee Address	Payee Tax ID	Request Paid Amount	Request Project Description	Request Disposition Date
Trustees of Columbia University in the City of New York	Trustees of Columbia University in the City of New York	110 Low Memorial Library 535 West 116th Street New York, NY 10027	13-5598093	\$55,000.00	support the continued preparation and publication of a monograph reporting the main results and methodological contributions of the study, Social Status and PTSD in U.S. Vietnam Veterans	11/15/2011
Council on Foundations	Council on Foundations	2121 Crystal Drive Suite 700 Arlington, VA 22202	13-6068327	\$2,050.00		11/15/2011
Grantmakers Concerned with Immigrants and Refugees	Grantmakers Concerned with Immigrants and Refugees	P.O. Box 1100 Sebastopol, CA 95473-1100	20-2559651	\$500.00		11/15/2011
Grantmakers for Children, Youth & Families	Grantmakers for Children, Youth & Families	8757 Georgia Avenue Suite 540 Silver Spring, MD 20910	52-2034186	\$1,000.00		11/15/2011
Philanthropy New York	Philanthropy New York	79 Fifth Avenue, 4th Floor New York, NY 10003	13-3001403	\$1,900.00		11/15/2011

Payee Legal Name	Grantee Legal Name	Grantee Address	Payee Tax ID	Request Paid Amount	Request Project Description	Request Disposition Date
University of Minnesota Foundation	University of Minnesota Foundation	c/o McNamara Alumni Center 200 Oak Street SE, Suite 500 Minneapolis, MN 55455-2010	41-6042488	\$70,000.00	support the following components of the Resilience Development Study: 1) Genetic Analysis of Children Exposed to Trauma, 2) Processing and Coding of Neurophysiological Assessments in Summer Camp Research, and 3) Gene X Environment Interaction: Statistical Analysis for Multiple Papers	11/15/2011
WNET.ORG	WNET.ORG	825 Eighth Avenue New York, NY 10019 212-560-2028 New York, NY 10019	26-2810489	\$30,000.00	support production of 'Money & Medicine', the sequel to 'Critical Condition'	11/15/2011
The Epidavros Project, Inc.	The Epidavros Project, Inc.	143 West 20th St. #11SN New York, NY 10011	13-3852284	\$90,000.00	support the editing of the Arizona Trilogy (films five, nine, and ten) in the series 'My American Dream'	11/15/2011
Grand Totals (23 items)				<u>\$754,950.00</u>		