Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
MARILYN AND SAUL SPILKE FOUNDATION

A Employer identification number
13-3988541

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 73

Room/suite

B Telephone number
914-693-3078

City or town, state, and ZIP code
ARDSLEY ON HUDSON, NY 10503

C If exemption application is pending, check here ▶ ☐

G Check all that apply
☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 527,552.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

	Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	**(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	6,047.	6,047.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	12,422.			
	b Gross sales price for all assets on line 6a 460,338.				
	7 Capital gain net income (from Part IV, line 2)		12,422.		
	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	18,469.	18,469.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	10,000.	0.		10,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 2	1,514.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 3	1,150.	0.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	12,664.	0.		10,000.
	25 Contributions, gifts, grants paid	25,000.			25,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	37,664.	0.		35,000.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<19,195.>			
	b **Net investment income** (if negative, enter -0-)		18,469.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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12-02-11 LHA **For Paperwork Reduction Act Notice, see instructions.**

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			
	2	Savings and temporary cash investments			
	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			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 4	448,856.	429,661.	527,552.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	448,856.	429,661.	527,552.
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 ▶ ☐ 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 ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	878,492.	878,492.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	<429,636.>	<448,831.>	
	30	**Total net assets or fund balances**	448,856.	429,661.	
	31	**Total liabilities and net assets/fund balances**	448,856.	429,661.	

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	448,856.
2	Enter amount from Part I, line 27a	2	<19,195.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	429,661.
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	429,661.

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	STANFORD BERNSTEIN & CO LLC-SEE SCHEDULE	P		
b	STANFORD BERNSTEIN & CO LLC-SEE SCHEDULE	P		
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	129,083.		122,205.	6,878.
b	331,255.		325,711.	5,544.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				6,878.
b				5,544.
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** 12,422.

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	34,432.	521,795.	.065988
2009	24,500.	604,903.	.040502
2008	35,000.	758,825.	.046124
2007	54,736.	920,922.	.059436
2006	43,902.	810,956.	.054136

2	Total of line 1, column (d)	2	.266186
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	.053237
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	550,014.
5	Multiply line 4 by line 3	5	29,281.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	185.
7	Add lines 5 and 6	7	29,466.
8	Enter qualifying distributions from Part XII, line 4	8	35,000.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	185.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	185.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	185.
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,392.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	1,392.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,207.
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	1,207.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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		X
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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MARILYN SPILKE Telephone no ▶914-693-3078

Located at ▶PO BOX 214, ARDSLEY ON HUDSON, NY ZIP+4 ▶10503

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

		Yes	No
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		X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
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		X
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 ▶ _____, _____, _____, _____			
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	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 ▶ _____, _____, _____, _____			
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	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
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		X

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)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
MARILYN SPILKE PO BOX 214 ARDSLEY ON HUDSON, NY 10503	PRESIDENT 0.00	0.	0.	0.
SANDRA DEA-JUE PO BOX 214 ARDSLEY ON HUDSON, NY 10503	SEC. ASST TREASURER 0.00	5,000.	0.	0.
IRENE H. HUNTER PO BOX 214 ARDSLEY ON HUDSON, NY 10503	DIRECTOR 0.00	0.	0.	0.
EZRA SPILKE PO BOX 214 ARDSLEY ON HUDSON, NY 10503	DIRECTOR 0.00	5,000.	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
NONE				

Total number of other employees paid over $50,000 ▶ 0

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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
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 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	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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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	558,390.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	558,390.
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	558,390.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,376.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	550,014.
6	**Minimum investment return.** Enter 5% of line 5	6	27,501.

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	27,501.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a 185.		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	185.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	27,316.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	27,316.
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	27,316.

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	35,000.
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	35,000.
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	185.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	34,815.

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

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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					27,316.
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	3,818.				
b From 2007	11,618.				
c From 2008					
d From 2009					
e From 2010	8,480.				
f Total of lines 3a through e		23,916.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $	35,000.				
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					27,316.
e Remaining amount distributed out of corpus		7,684.			
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:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		31,600.			
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		3,818.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		27,782.			
10 Analysis of line 9					
a Excess from 2007	11,618.				
b Excess from 2008					
c Excess from 2009					
d Excess from 2010	8,480.				
e Excess from 2011	7,684.				

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	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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))

MARILYN SPILKE

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*

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN FRIENDS OF NEVE HANNA INC 820 SECOND AVENUE NEW YORK, NY 10017	N/A	OTHER PUBLIC CHARITY	GENERAL SUPPORT	3,000.
HARLEMS CHILDREN'S ZONE 35 EAST 125TH STREET NEW YORK, NY 10035	N/A	OTHER PUBLIC CHARITY	GENERAL SUPPORT	2,000.
JEWISH MUSEUM 1109 FIFTH AVENUE NEW YORK, NY 10128	N/A	OTHER PUBLIC CHARITY	GENERAL SUPPORT	3,000.
MUSEUM OF AMERICAN INDIANS 1 BOWLING GREEN NEW YORK, NY 10004	N/A	OTHER PUBLIC CHARITY	GENERAL SUPPORT	1,000.
MUSEUM OF MODERN ART 11 WEST 53 STREET NEW YORK, NY 10019	N/A	OTHER PUBLIC CHARITY	GENERAL SUPPORT	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	25,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	6,047.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14		
8 Gain or (loss) from sales of assets other than inventory			18	12,422.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		18,469.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 18,469.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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12-02-11

Form **990-PF** (2011)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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 (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

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

▶ 6-26-12 ▶

Signature of officer or trustee Date Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL ROSMARIN		06/26/12		P00195365

Firm's name ▶ MICHAEL ROSMARIN & COMPANY LTD

Firm's EIN ▶

Firm's address ▶ 25 NEW CANAAN AVENUE
NORWALK, CT 06851

Phone no 203-840-1616

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NEW YORK PHILHARMONIC 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023	N/A	OTHER PUBLIC CHARITY	GENERAL SUPPORT	1,000.
PLANNED PARENTHOOD FEDERATION 434 WEST 33RD ST NEW YORK, NY 10001	N/A	OTHER PUBLIC CHARITY	GENERAL SUPPORT	3,000.
PLANNED PARENTHOOD HUDSON-PECONIC 4 SKYLINE DRIVE HAWTHORNE, NY 10532	N/A	OTHER PUBLIC CHARITY	GENERAL SUPPORT	2,000.
THANKS TO SCANDINAVIA 165 EAST 56TH ST NEW YORK, NY 10022	N/A	OTHER PUBLIC CHARITY	GENERAL SUPPORT	3,000.
THE MASORTI FOUNATION 475 RIVERSIDE DRIVE NEW YORK, NY 10115	N/A	OTHER PUBLIC CHARITY	GENERAL SUPPORT	5,000.
WNYC ONE CENTRE ST NEW YORK, NY 10007	N/A	OTHER PUBLIC CHARITY	GENERAL SUPPORT	1,000.
Total from continuation sheets				15,000.

123631 08-03-11

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JPMORGAN CLEARING CORP	862.	0.	862.
SANFORD BERNSTEIN & CO LLC	5,185.	0.	5,185.
TOTAL TO FM 990-PF, PART I, LN 4	6,047.	0.	6,047.

FORM 990-PF TAXES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UNITED STATES TREASURY	1,392.	0.		0.
NEW YORK ATTORNEY GENERAL	100.	0.		0.
FOREIGN INCOME TAXES	22.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,514.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO EXPENSES PASS-THRU	1,150.	0.		0.
TO FORM 990-PF, PG 1, LN 23	1,150.	0.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 4

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BNY MELLON	COST	429,661.	527,552.
TOTAL TO FORM 990-PF, PART II, LINE 13		429,661.	527,552.

Capital Gains Report

MARILYN AND SAUL SPILKE FOUNDATION (Account: 888-55478)

January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM NON-COVERED								
07/28/2010	01/05/2011	1	***ALCON INC	163.15	154.73	163.15	154.73	8.42
07/28/2010	01/06/2011	1	***ALCON INC	163.20	154.73	163.20	154.73	8.47
09/07/2010	01/07/2011	19	AT&T INC	28.79	27.30	547.00	518.61	28.39
07/28/2010	01/10/2011	1	***ALCON INC	162.50	154.73	162.50	154.73	7.77
08/12/2010	01/11/2011	3	CLIFFS NATURAL RESOURCES INC	83.56	57.98	250.67	173.95	76.72
07/28/2010	01/11/2011	2	LEAR CORP	108.57	76.11	217.14	152.23	64.91
07/28/2010	01/14/2011	4	***ALCON INC	163.05	154.72	652.20	618.90	33.30
07/28/2010	01/14/2011	15	MICROSOFT CORP	28.05	26.04	420.79	390.64	30.15
10/21/2010	01/14/2011	10	SOUTHWESTERN ENERGY	39.34	34.41	393.42	344.13	49.29
07/28/2010	01/19/2011	10	EMC CORP/MASS	24.18	20.11	241.80	201.14	40.66
08/06/2010	01/19/2011	5	GILEAD SCIENCES INC	38.18	35.52	190.90	177.60	13.30
07/28/2010	01/20/2011	2	FREEPORT-MCMORAN COPPER	109.80	70.73	219.60	141.46	78.14
08/11/2010	01/24/2011	6	***AGRIUM INC	88.23	64.02	529.36	384.12	145.24
11/05/2010	01/24/2011	3	***AGRIUM INC	88.23	86.19	264.68	258.58	6.10
08/06/2010	01/24/2011	2	CF INDUSTRIES HOLDINGS INC	133.72	84.67	267.45	169.35	98.10
09/09/2010	01/24/2011	4	CF INDUSTRIES HOLDINGS INC	133.72	94.41	534.89	377.64	157.25
07/28/2010	01/24/2011	1	GOOGLE INC-CL A	607.63	485.70	607.63	485.70	121.93
07/28/2010	01/25/2011	11	CABLEVISION SYS CORP	34.36	26.40	377.94	290.41	87.53
07/28/2010	01/25/2011	2	FREEPORT-MCMORAN COPPER	105.46	70.72	210.91	141.45	69.46
07/28/2010	01/26/2011	10	GAP INC/THE	20.03	18.25	200.34	182.47	17.87
10/25/2010	01/26/2011	10	NVIDIA CORP	24.66	11.91	246.63	119.12	127.51
07/28/2010	01/28/2011	20	ALTRIA GROUP INC	23.99	22.06	479.75	441.21	38.54
12/17/2010	01/28/2011	2	***POTASH CORP OF SASKATCHEWAN	174.41	140.15	348.82	280.30	68.52
10/21/2010	01/28/2011	5	SOUTHWESTERN ENERGY	39.24	34.41	196.22	172.06	24.16
07/28/2010	01/28/2011	5	TARGET CORP	54.46	52.29	272.29	261.44	10.85
07/28/2010	01/31/2011	2	***ALCON INC	163.30	154.72	326.60	309.45	17.15
07/28/2010	01/31/2011	1	CME GROUP INC	307.63	285.06	307.63	285.06	22.57
07/28/2010	01/31/2011	7	***COOPER INDUSTRIES PLC	61.36	45.72	429.54	320.02	109.52
07/28/2010	02/01/2011	15	FORD MOTOR CO	16.15	13.02	242.23	195.27	46.96
01/03/2011	02/01/2011	15	MICROSOFT CORP	27.92	28.03	418.84	420.45	-1.61
07/28/2010	02/01/2011	55	SAFEWAY INC	20.80	20.22	1,144.09	1,112.22	31.87
07/28/2010	02/01/2011	10	***TYCO ELECTRONICS LTD	37.07	27.00	370.74	270.04	100.70
07/28/2010	02/02/2011	10	FORD MOTOR CO	15.61	13.02	156.07	130.18	25.89
09/21/2010	02/07/2011	2	DEERE & CO	94.33	73.01	188.65	146.02	42.63
07/28/2010	02/07/2011	10	PFIZER INC	19.25	15.19	192.45	151.92	40.53
07/28/2010	02/08/2011	6	KOHLS CORP	51.78	48.32	310.69	289.95	20.74
07/28/2010	02/10/2011	2	***ALCON INC	164.15	154.72	328.30	309.45	18.85
07/28/2010	02/10/2011	30	CISCO SYSTEMS INC	19.11	23.60	573.40	707.97	-134.57
10/25/2010	02/10/2011	10	NVIDIA CORP	22.95	11.91	229.52	119.13	110.39
07/28/2010	02/11/2011	10	FORD MOTOR CO	16.08	13.02	160.85	130.18	30.67
08/06/2010	02/11/2011	8	GILEAD SCIENCES INC	38.14	35.52	305.15	284.15	21.00
07/28/2010	02/14/2011	10	CISCO SYSTEMS INC	18.82	23.60	188.22	235.99	-47.77
07/28/2010	02/14/2011	3	PEPSICO INC	63.28	65.62	189.84	196.85	-7.01
10/01/2010	02/15/2011	3	DEERE & CO	93.45	68.74	280.35	206.21	74.14
10/25/2010	02/15/2011	10	NVIDIA CORP	22.75	11.91	227.51	119.12	108.39
07/28/2010	02/16/2011	15	CISCO SYSTEMS INC	18.63	23.60	279.40	353.98	-74.58

Capital Gains Report

MARILYN AND SAUL SPILKE FOUNDATION (Account· 888-55478) January 1, 2011 through December 31, 201

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Los
10/01/2010	02/16/2011	2	DEERE & CO	95.61	68 73	191 22	137.47	53 7
10/20/2010	02/16/2011	3	DEERE & CO	95 61	76 19	286.83	228 56	58 2
10/22/2010	02/16/2011	1	DEERE & CO	95.61	77 00	95.61	77 00	18 6
01/26/2011	02/16/2011	2	NETFLIX INC	239 42	183 61	478 85	367 22	111 6
07/28/2010	02/17/2011	1	***ALCON INC	164 83	154 72	164 83	154 72	10.1
08/12/2010	02/17/2011	9	CLIFFS NATURAL RESOURCES INC	99.85	57 98	898.63	521 84	376 7
07/29/2010	02/17/2011	8	HONEYWELL INTERNATIONAL INC	57.42	42 74	459 37	341 96	117 4
07/28/2010	02/17/2011	10	MICROSOFT CORP	27 16	26 04	271 61	260 43	11 1
08/20/2010	02/17/2011	10	MICROSOFT CORP	27.16	24 22	271 60	242 24	29 3
01/26/2011	02/17/2011	1	NETFLIX INC	235 64	183 61	235 64	183 61	52.0
07/28/2010	02/18/2011	1	APPLE INC	353 27	263.06	353 27	263 06	90 2
08/06/2010	02/18/2011	5	GILEAD SCIENCES INC	39 34	35 52	196 71	177.59	19.1
01/26/2011	02/18/2011	1	NETFLIX INC	232.10	183 61	232.10	183 61	48 4
07/28/2010	02/18/2011	15	NEWS CORP	17 53	12 99	262.92	194 79	68.1
07/28/2010	02/18/2011	15	WELLS FARGO & COMPANY	32 65	28 19	489.71	422.81	66 9
07/28/2010	02/22/2011	5	WELLS FARGO & COMPANY	31 59	28 19	157 94	140 94	17 00
07/28/2010	02/23/2011	2	CONOCOPHILLIPS	79 03	54 75	158 05	109 50	48.55
07/28/2010	02/23/2011	15	VERTEX PHARMACEUTICALS INC	43 92	33 54	658 74	503 07	155.67
07/28/2010	02/24/2011	20	CISCO SYSTEMS INC	18 29	23 60	365 89	471 98	-106.09
11/03/2010	02/24/2011	5	EATON CORP	104.80	91 00	523 98	455 00	68 98
11/03/2010	02/24/2011	3	EATON CORP	104.80	91 00	314 39	273 00	41 39
07/28/2010	02/24/2011	20	FORD MOTOR CO	14 63	13 02	292 66	260 36	32 30
08/09/2010	02/28/2011	5	PARKER HANNIFIN CORP	89 47	64 98	447 37	324 90	122 47
08/09/2010	02/28/2011	1	PARKER HANNIFIN CORP	89 47	64 98	89 47	64.98	24 49
08/23/2010	02/28/2011	3	PARKER HANNIFIN CORP	89.47	63 42	268 42	190 27	78 15
07/29/2010	03/01/2011	4	SCHLUMBERGER LTD	92.70	59 29	370 82	237 18	133 64
07/28/2010	03/03/2011	35	DELTA AIR LINES INC	10 33	11 69	361 57	409 12	-47 55
10/22/2010	03/03/2011	2	DEERE & CO	92 67	77 00	185 34	154 01	31 33
08/23/2010	03/03/2011	2	PARKER HANNIFIN CORP	89 08	63 42	178 16	126 85	51 31
12/01/2010	03/03/2011	3	PARKER HANNIFIN CORP	89.08	82 47	267 23	247 40	19 83
07/29/2010	03/03/2011	2	SCHLUMBERGER LTD	92 49	59 29	184 99	118.59	66 40
07/28/2010	03/03/2011	6	***SUNCOR ENERGY INC	46.72	32 13	280 31	192 81	87 50
07/28/2010	03/03/2011	20	***VODAFONE GROUP PLC-SP ADR	29 54	23 34	590 77	466 72	124 05
07/28/2010	03/04/2011	2	***ALCON INC	165.97	154 72	331 93	309 45	22 48
07/28/2010	03/04/2011	30	FORD MOTOR CO	14.46	13 02	433 71	390 54	43 17
07/28/2010	03/04/2011	32	FORD MOTOR CO	14 46	13.02	462 62	416 58	46.04
07/28/2010	03/07/2011	1	CME GROUP INC	304 13	285 05	304 13	285 05	19 08
07/28/2010	03/07/2011	55	FIFTH THIRD BANCORP	13 55	12 89	744 98	708 80	36 18
07/28/2010	03/08/2011	2	CAPITAL ONE FINANCIAL CORP	49 23	41 81	98 46	83 63	14 83
07/28/2010	03/08/2011	8	CAPITAL ONE FINANCIAL CORP	49 23	41 82	393 84	334 54	59 30
07/28/2010	03/08/2011	10	***ENSCO PLC- SPON ADR	54 39	41 68	543 86	416 78	127 08
07/28/2010	03/08/2011	5	***TYCO ELECTRONICS LTD	36 32	27 00	181.60	135 02	46 58
07/28/2010	03/08/2011	10	***VODAFONE GROUP PLC-SP ADR	29 44	23 34	294 42	233 36	61 06
08/20/2010	03/08/2011	15	***VODAFONE GROUP PLC-SP ADR	29 44	23 45	441 62	351 82	89 80
07/28/2010	03/09/2011	5	JPMORGAN CHASE & CO	46 63	40 53	233 16	202 63	30 53
07/28/2010	03/10/2011	5	WELLS FARGO & COMPANY	32 29	28 19	161 46	140 94	20 52
07/28/2010	03/11/2011	5	CONSTELLATION ENERGY GROUP	32 32	33 75	161 60	168 74	-7 14
07/28/2010	03/11/2011	3	***COOPER INDUSTRIES PLC	61 92	45 72	185 77	137 15	48 62
08/06/2010	03/11/2011	5	GILEAD SCIENCES INC	40 93	35 52	204 64	177 60	27 04

Capital Gains Report

MARILYN AND SAUL SPILKE FOUNDATION (Account: 888-55478)

January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
07/29/2010	03/11/2011	10	INTEL CORP	20.85	20.89	208.55	208.87	-0.32
07/28/2010	03/11/2011	7	KOHLS CORP	54.89	48.33	384.23	338.28	45.95
12/17/2010	03/11/2011	3	***POTASH CORP OF SASKATCHEWAN	54.26	46.72	162.77	140.15	22.62
07/29/2010	03/14/2011	3	HONEYWELL INTERNATIONAL INC	55.51	42.75	166.54	128.24	38.30
07/28/2010	03/16/2011	4	COSTCO WHOLESALE CORP	69.96	56.77	279.83	227.10	52.73
07/28/2010	03/16/2011	25	DELTA AIR LINES INC	10.21	11.69	255.37	292.23	-36.86
11/05/2010	03/16/2011	15	DELTA AIR LINES INC	10.21	14.42	153.22	216.29	-63.07
07/28/2010	03/16/2011	5	THE WALT DISNEY CO	40.87	34.09	204.36	170.47	33.89
07/29/2010	03/16/2011	4	GOODRICH CORP	81.38	72.36	325.54	289.43	36.11
07/28/2010	03/17/2011	1	CME GROUP INC	286.88	285.06	286.88	285.06	1.82
07/28/2010	03/17/2011	1	CME GROUP INC	286.88	285.05	286.88	285.05	1.83
07/28/2010	03/17/2011	10	CISCO SYSTEMS INC	17.00	23.60	170.00	235.99	-65.99
10/07/2010	03/17/2011	10	CISCO SYSTEMS INC	17.00	22.45	170.00	224.47	-54.47
07/29/2010	03/17/2011	10	INTEL CORP	19.91	20.89	199.06	208.87	-9.81
07/28/2010	03/18/2011	3	COSTCO WHOLESALE CORP	70.47	56.77	211.40	170.32	41.08
01/03/2011	03/18/2011	13	***GARMIN LTD	33.76	31.26	438.92	406.37	32.55
01/27/2011	03/18/2011	2	***GARMIN LTD	33.76	31.51	67.53	63.02	4.51
07/28/2010	03/18/2011	55	SARA LEE CORP	17.03	15.07	936.78	828.91	107.87
07/28/2010	03/22/2011	2	***ALCON INC	164.51	154.72	329.03	309.45	19.58
08/12/2010	03/22/2011	1	***ALCON INC	164.51	156.41	164.51	156.41	8.10
07/28/2010	03/22/2011	3	NEWFIELD EXPLORATION CO	75.66	53.82	226.98	161.45	65.53
07/28/2010	03/23/2011	5	NEWFIELD EXPLORATION CO	73.66	53.82	368.28	269.08	99.20
07/28/2010	03/24/2011	7	***ENSCO PLC- SPON ADR	57.23	41.68	400.62	291.75	108.87
07/28/2010	03/24/2011	3	OCCIDENTAL PETROLEUM CORP	99.80	79.47	299.40	238.40	61.00
07/28/2010	03/25/2011	14	COMERICA INC	36.83	38.97	515.63	545.53	-29.90
07/28/2010	03/25/2011	3	***ENSCO PLC- SPON ADR	58.17	41.68	174.51	125.03	49.48
08/24/2010	03/25/2011	5	KOHLS CORP	53.44	46.24	267.18	231.21	35.97
07/28/2010	03/28/2011	10	CONSTELLATION ENERGY GROUP	30.91	33.75	309.10	337.48	-28.38
07/29/2010	03/28/2011	4	SCHLUMBERGER LTD	90.81	59.29	363.23	237.18	126.05
07/28/2010	03/29/2011	7	KOHLS CORP	52.82	48.33	369.71	338.28	31.43
08/24/2010	03/29/2011	4	KOHLS CORP	52.82	46.24	211.26	184.97	26.29
11/05/2010	03/30/2011	5	***CARNIVAL CORP	38.57	44.60	192.87	223.00	-30.13
12/17/2010	03/30/2011	15	***CARNIVAL CORP	38.57	42.44	578.60	636.66	-58.06
02/02/2011	03/30/2011	8	EMERSON ELECTRIC CO	57.56	59.83	460.45	478.65	-18.20
02/09/2011	03/30/2011	3	EMERSON ELECTRIC CO	57.56	60.95	172.67	182.85	-10.18
02/14/2011	03/30/2011	3	EMERSON ELECTRIC CO	57.56	61.70	172.67	185.10	-12.43
02/17/2011	03/30/2011	5	EMERSON ELECTRIC CO	57.56	61.85	287.79	309.25	-21.46
07/28/2010	03/30/2011	12	JPMORGAN CHASE & CO	46.58	40.53	558.93	486.31	72.62
11/09/2010	04/01/2011	10	ALCOA INC	17.48	14.05	174.83	140.48	34.35
10/08/2010	04/04/2011	10	CISCO SYSTEMS INC	17.04	22.42	170.43	224.16	-53.73
11/26/2010	04/05/2011	4	EATON CORP	55.73	49.03	222.91	196.14	26.77
11/30/2010	04/05/2011	4	EATON CORP	55.73	48.23	222.91	192.91	30.00
07/29/2010	04/05/2011	10	INTEL CORP	19.75	20.89	197.50	208.87	-11.37
02/17/2011	04/05/2011	5	MCKESSON CORP	78.96	79.89	394.78	399.45	-4.67
03/18/2011	04/05/2011	3	MCKESSON CORP	78.96	77.91	236.87	233.73	3.14
07/28/2010	04/05/2011	5	***SUNCOR ENERGY INC	45.21	32.14	226.07	160.68	65.39
07/28/2010	04/06/2011	15	BB&T CORP	27.31	25.83	409.70	387.38	22.32
10/18/2010	04/06/2011	10	BB&T CORP	27.31	22.70	273.13	227.03	46.10
07/29/2010	04/06/2011	4	HONEYWELL INTERNATIONAL INC	58.87	42.74	235.49	170.98	64.51

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
12/03/2010	04/06/2011	2	HONEYWELL INTERNATIONAL INC	58.87	51.18	117.75	102 36	15 39
07/28/2010	04/06/2011	6	KOHLS CORP	54 34	48 33	326 05	289 96	36.09
07/28/2010	04/07/2011	3	CAPITAL ONE FINANCIAL CORP	52.10	41 82	156 30	125 45	30 85
08/30/2010	04/07/2011	5	CAPITAL ONE FINANCIAL CORP	52 10	38.21	260.50	191 03	69.47
12/17/2010	04/08/2011	1	***CARNIVAL CORP	37 35	42 44	37 35	42.44	-5 09
03/08/2011	04/08/2011	4	***CARNIVAL CORP	37.35	40.69	149.42	162 75	-13 33
01/20/2011	04/14/2011	5	AON CORP	52 19	44 78	260 95	223.89	37.06
01/20/2011	04/14/2011	2	AON CORP	52 19	44 78	104.38	89 56	14 82
07/28/2010	04/14/2011	1	APPLE INC	332 90	263 06	332 90	263 06	69 84
12/03/2010	04/14/2011	3	HONEYWELL INTERNATIONAL INC	57 05	51 18	171 14	153 54	17 60
01/31/2011	04/14/2011	4	HONEYWELL INTERNATIONAL INC	57 05	55 52	228 18	222 07	6 11
08/03/2010	04/15/2011	11	KIMBERLY-CLARK CORP	65 56	64.73	721 12	711 98	9 14
07/28/2010	04/18/2011	5	DIRECTV-CLASS A	45.85	37 74	229 27	188 69	40 58
12/15/2010	04/18/2011	6	ROVI CORP	49 21	56 51	295 25	339 08	-43 83
01/31/2011	04/18/2011	2	ROVI CORP	49.21	62.13	98 41	124 26	-25 85
07/28/2010	04/18/2011	10	***TE CONNECTIVITY LTD	35 18	27 00	351 85	270 04	81 81
08/20/2010	04/19/2011	10	CONSTELLATION ENERGY GROUP	32 96	28 71	329.65	287 09	42 56
08/24/2010	04/19/2011	7	KOHLS CORP	52 29	46 24	366 00	323 69	42.31
09/29/2010	04/19/2011	5	KOHLS CORP	52 29	52 91	261 42	264 57	-3 15
01/27/2011	04/20/2011	10	***GARMIN LTD	34 06	31 51	340 57	315 08	25 49
07/28/2010	04/21/2011	40	DELL INC	15 30	13 56	611 88	542 54	69.34
08/31/2010	04/21/2011	5	DELL INC	15 30	11 79	76 48	58 94	17 54
01/20/2011	04/21/2011	3	ROCKWELL AUTOMATION INC	95 09	74 75	285 26	224 25	61 01
07/28/2010	04/21/2011	21	***TEVA PHARMACEUTICAL-SP ADR	45 97	49 07	965 47	1,030 40	-64 93
01/20/2011	04/25/2011	13	AON CORP	52 22	44 78	678 84	582 12	96 72
07/28/2010	04/25/2011	3	GOLDMAN SACHS GROUP INC	151.73	148 28	455 18	444 84	10 34
07/28/2010	05/02/2011	25	WELLS FARGO & COMPANY	29 13	28 19	728 36	704 69	23 67
10/21/2010	05/04/2011	5	SOUTHWESTERN ENERGY	42.53	34 41	212 67	172 06	40.61
12/01/2010	05/05/2011	10	EDISON INTERNATIONAL	38 91	37 43	389 07	374 34	14 73
07/28/2010	05/05/2011	5	JOHNSON & JOHNSON	64 97	57 81	324 87	289 07	35 80
07/28/2010	05/05/2011	15	WELLS FARGO & COMPANY	27 89	28 19	418 29	422 81	-4 52
07/28/2010	05/06/2011	12	LOWE'S COS INC	25 70	20 85	308 41	250 18	58 23
07/28/2010	05/12/2011	4	GOLDMAN SACHS GROUP INC	141.93	148 28	567 71	593 12	-25 41
07/28/2010	05/12/2011	24	MORGAN STANLEY	24 47	27 12	587 37	650 92	-63 55
09/02/2010	05/12/2011	6	MORGAN STANLEY	24 47	25 42	146 84	152 51	-5 67
11/04/2010	05/13/2011	5	LIMITED BRANDS INC	41 93	31 07	209 63	155 35	54 28
07/28/2010	05/16/2011	20	COMCAST CORP-CL A	24 87	19.41	497 30	388 21	109 09
07/28/2010	05/16/2011	28	JPMORGAN CHASE & CO	43 17	40 53	1,208 85	1,134 72	74 13
07/28/2010	05/16/2011	20	JPMORGAN CHASE & CO	43.17	40 53	863 46	810 51	52 95
07/28/2010	05/17/2011	15	DOW CHEMICAL	37 11	27 33	556 70	409 88	146 82
07/28/2010	05/17/2011	5	DOW CHEMICAL	37.11	27 33	185 57	136 63	48 94
01/07/2011	05/17/2011	10	DOW CHEMICAL	37 11	34 99	371 13	349.89	21 24
08/06/2010	05/17/2011	8	GILEAD SCIENCES INC	40.40	35 52	323 16	284.15	39 01
07/28/2010	05/18/2011	5	***INGERSOLL-RAND PLC	49 20	37 73	245 99	188 66	57 33
07/28/2010	05/18/2011	5	JPMORGAN CHASE & CO	44 05	40 53	220 24	202 63	17 61
07/28/2010	05/19/2011	10	WELLS FARGO & COMPANY	28 58	28 19	285 80	281 87	3 93
07/29/2010	05/19/2011	3	WELLS FARGO & COMPANY	28 58	27 84	85.74	83 53	2 21
08/20/2010	05/20/2011	12	ARCHER-DANIELS-MIDLAND CO	31 36	30 41	376 30	364 94	11 36
02/18/2011	05/20/2011	8	ARCHER-DANIELS-MIDLAND CO	31 36	37 69	250 86	301 53	-50 67

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12/01/2010	05/20/2011	5	EDISON INTERNATIONAL	39.51	37.43	197.54	187.17	10.37
03/02/2011	05/20/2011	5	EDISON INTERNATIONAL	39.51	37.53	197.53	187.64	9.89
07/28/2010	05/23/2011	2	GOLDMAN SACHS GROUP INC	135.76	148.28	271.52	296.56	-25.04
07/28/2010	05/25/2011	4	***COOPER INDUSTRIES PLC	60.96	45.72	243.84	182.87	60.97
02/18/2011	05/26/2011	4	AON CORP	51.87	52.61	207.47	210.45	-2.98
08/05/2010	05/26/2011	13	CAMERON INTERNATIONAL CORP	47.76	38.89	620.89	505.58	115.31
01/21/2011	05/27/2011	10	JUNIPER NETWORKS INC	37.06	35.10	370.61	351.02	19.59
07/28/2010	05/27/2011	11	TIME WARNER INC	36.10	31.70	397.09	348.73	48.36
03/24/2011	05/27/2011	9	TIME WARNER INC	36.10	35.69	324.89	321.17	3.72
08/31/2010	05/31/2011	30	DELL INC	16.02	11.79	480.45	353.62	126.83
07/28/2010	05/31/2011	5	***INGERSOLL-RAND PLC	49.42	37.73	247.11	188.66	58.45
11/22/2010	05/31/2011	5	SOUTHWESTERN ENERGY	43.18	37.52	215.90	187.60	28.30
03/08/2011	06/02/2011	7	DTE ENERGY COMPANY	50.49	48.67	353.41	340.67	12.74
07/28/2010	06/07/2011	10	DEVON ENERGY CORPORATION	80.74	63.50	807.38	635.00	172.38
07/28/2010	06/07/2011	5	NEWFIELD EXPLORATION CO	70.13	53.82	350.68	269.08	81.60
04/27/2011	06/07/2011	1	NEWFIELD EXPLORATION CO	70.13	69.50	70.13	69.50	0.63
07/28/2010	06/09/2011	10	EMC CORP/MASS	26.84	20.11	268.39	201.14	67.25
07/28/2010	06/10/2011	2	GOLDMAN SACHS GROUP INC	133.97	148.28	267.95	296.56	-28.61
11/24/2010	06/10/2011	5	SOUTHWESTERN ENERGY	42.27	36.77	211.37	183.86	27.51
07/28/2010	06/15/2011	2	HUNTINGTON INGALLS INDUST-WI	36.15	32.50	72.30	65.00	7.30
08/17/2010	06/15/2011	2	HUNTINGTON INGALLS INDUST-WI	36.15	34.51	72.31	69.02	3.29
12/08/2010	06/15/2011	1	HUNTINGTON INGALLS INDUST-WI	36.15	59.72	36.15	59.72	-23.57
03/14/2011	06/17/2011	45	SPRINT NEXTEL CORP	5.10	5.02	229.71	225.92	3.79
07/28/2010	06/20/2011	7	JPMORGAN CHASE & CO	40.31	40.53	282.19	283.68	-1.49
04/27/2011	06/21/2011	2	NEWFIELD EXPLORATION CO	64.74	69.49	129.48	138.99	-9.51
05/12/2011	06/21/2011	4	NEWFIELD EXPLORATION CO	64.74	70.34	258.97	281.38	-22.41
12/07/2010	06/21/2011	4	PARKER HANNIFIN CORP	85.72	85.28	342.87	341.12	1.75
07/28/2010	06/21/2011	7	TIME WARNER CABLE	75.67	55.81	529.71	390.66	139.05
12/14/2010	06/23/2011	15	SMITHFIELD FOODS INC	21.55	20.00	323.21	299.99	23.22
11/30/2010	06/24/2011	10	KROGER CO	24.51	23.48	245.11	234.77	10.34
10/04/2010	06/27/2011	5	***ACCENTURE PLC-CL A	57.35	44.24	286.76	221.21	65.55
07/28/2010	06/29/2011	6	***COOPER INDUSTRIES PLC	57.93	45.72	347.58	274.30	73.28
03/11/2011	07/01/2011	10	MOTOROLA SOLUTIONS INC	46.34	40.85	463.38	408.55	54.83
07/28/2010	07/13/2011	10	***ENSCO PLC- SPON ADR	52.19	41.68	521.89	416.78	105.11
04/27/2011	07/13/2011	11	***ENSCO PLC- SPON ADR	52.19	58.41	574.07	642.56	-68.49
07/28/2010	07/13/2011	5	***INGERSOLL-RAND PLC	46.41	36.64	232.05	183.20	48.85
07/28/2010	07/13/2011	5	***INGERSOLL-RAND PLC	46.41	37.73	232.05	188.66	43.39
03/11/2011	07/13/2011	10	MOTOROLA SOLUTIONS INC	44.31	40.85	443.10	408.55	34.55
03/07/2011	07/14/2011	10	AT&T INC	30.58	28.00	305.76	279.99	25.77
07/28/2010	07/18/2011	10	DEVON ENERGY CORPORATION	79.95	63.50	799.53	635.00	164.53
07/28/2010	07/18/2011	12	LOWE'S COS INC	22.45	20.85	269.41	250.19	19.22
07/28/2010	07/18/2011	5	NEWS CORP	14.95	12.99	74.74	64.93	9.81
07/28/2010	07/18/2011	35	NEWS CORP	14.95	12.99	523.15	454.50	68.65
07/28/2010	07/18/2011	5	NEWS CORP	14.95	12.99	74.74	64.93	9.81
03/07/2011	07/19/2011	15	AT&T INC	30.08	28.00	451.27	419.98	31.29
03/14/2011	07/19/2011	35	SPRINT NEXTEL CORP	5.25	5.02	183.79	175.71	8.08
04/15/2011	07/19/2011	5	SPRINT NEXTEL CORP	5.25	4.85	26.25	24.24	2.01
07/28/2010	07/20/2011	15	NEWS CORP	16.01	12.99	240.12	194.79	45.33
03/09/2011	07/21/2011	15	AT&T INC	30.30	28.73	454.53	430.90	23.63

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
07/28/2010	07/21/2011	1	APPLE INC	387 74	263 06	387.74	263 06	124 68
09/23/2010	07/21/2011	15	DELL INC	17.25	12 22	258 75	183 37	75.38
10/06/2010	07/21/2011	10	DELL INC	17 25	13 23	172 50	132 31	40.19
07/28/2010	07/21/2011	18	EXPRESS SCRIPTS INC	55 46	42 27	998.34	760 87	237.47
07/29/2010	07/21/2011	2	GOODRICH CORP	98.08	72 35	196 15	144 71	51 44
08/18/2010	07/21/2011	3	GOODRICH CORP	98 08	73 75	294.23	221.24	72.99
01/19/2011	07/21/2011	7	RELIANCE STEEL & ALUMINUM	50 14	52 88	350 99	370 14	-19 15
01/12/2011	07/21/2011	20	STEEL DYNAMICS INC	16 44	19 01	328.88	380 21	-51 33
07/28/2010	07/25/2011	10	DOW CHEMICAL	35.86	27 32	358 60	273 25	85 35
03/17/2011	07/27/2011	5	SOUTHWESTERN ENERGY	47 71	41 07	238 55	205 34	33 21
03/30/2011	07/28/2011	10	AT&T INC	29 32	30 78	293.16	307 83	-14 67
03/31/2011	07/28/2011	10	AT&T INC	29 32	30 70	293 16	307 00	-13 84
04/05/2011	07/28/2011	5	AT&T INC	29 32	30 93	146.58	154 63	-8 05
12/28/2010	07/28/2011	5	DEVON ENERGY CORPORATION	80 54	77 62	402.69	388 08	14 61
05/16/2011	07/28/2011	8	NETAPP INC	48 12	53 57	385.00	428 56	-43 56
04/15/2011	07/29/2011	55	SPRINT NEXTEL CORP	4 20	4 85	230 82	266.60	-35 78
04/15/2011	08/01/2011	3	***COOPER INDUSTRIES PLC	52 55	67 17	157.64	201 52	-43 88
12/21/2010	08/01/2011	13	LOWE'S COS INC	21 12	25 70	274.51	334 11	-59 60
08/10/2010	08/01/2011	6	MONSANTO CO	71.99	58 96	431.94	353.74	78 20
09/24/2010	08/03/2011	5	DIRECTV-CLASS A	49 27	42 01	246.33	210 05	36 28
03/29/2011	08/03/2011	10	HCA HOLDINGS INC	23.85	33 37	238 50	333 66	-95 16
05/24/2011	08/03/2011	10	HCA HOLDINGS INC	23.85	34 38	238 50	343 85	-105 35
05/31/2011	08/03/2011	4	NETAPP INC	45 74	54 58	182 95	218 33	-35 38
10/06/2010	08/04/2011	15	DELL INC	15.16	13 23	227.40	198 46	28 94
10/08/2010	08/04/2011	5	DELL INC	15 16	13 50	75 80	67 48	8.32
02/18/2011	08/04/2011	7	LOWE'S COS INC	20 22	26 20	141 52	183 38	-41 86
03/07/2011	08/04/2011	1	RAYTHEON COMPANY	42 05	51 47	42.05	51 47	-9 42
04/29/2011	08/09/2011	45	SPRINT NEXTEL CORP	3 20	5.31	144 15	238 79	-94 64
08/16/2010	08/10/2011	7	HESS CORP	55 24	52 48	386 65	367.33	19 32
04/27/2011	08/10/2011	6	HESS CORP	55 24	83 32	331 42	499 91	-168 49
05/18/2011	08/10/2011	6	HESS CORP	55 24	77 23	331 41	463 40	-131 99
02/22/2011	08/10/2011	15	TESORO CORPORATION	19 30	23 80	289 56	357 04	-67 48
04/11/2011	08/11/2011	5	OCCIDENTAL PETROLEUM CORP	84 64	101.58	423 22	507 90	-84 68
09/24/2010	08/12/2011	13	NEWS CORP	16 44	13 89	213 76	180 60	33 16
02/22/2011	08/15/2011	15	***NABORS INDUSTRIES LTD	19 96	28 05	299 46	420 82	-121 36
03/24/2011	08/15/2011	10	***NABORS INDUSTRIES LTD	19 96	28 46	199 64	284 58	-84 94
06/29/2011	08/15/2011	10	***NABORS INDUSTRIES LTD	19 96	24 36	199 64	243 57	-43 93
03/07/2011	08/15/2011	6	RAYTHEON COMPANY	41 13	51 47	246 80	308 85	-62 05
04/08/2011	08/15/2011	4	RAYTHEON COMPANY	41 13	51 07	164.54	204 30	-39 76
03/14/2011	08/16/2011	6	PROCTER & GAMBLE CO	61 34	60 97	368.03	365 85	2 18
02/09/2011	08/16/2011	10	RIVERBED TECHNOLOGY INC	25 15	38 89	251 50	388 87	-137 37
02/16/2011	08/16/2011	5	RIVERBED TECHNOLOGY INC	25 15	41 89	125.75	209 47	-83 72
12/17/2010	08/19/2011	333 564	OVERLAY A PORTFOLIO CLASS 1	10 93	11 24	3,645.85	3,749 27	-103 42
04/27/2011	08/19/2011	245 629	OVERLAY A PORTFOLIO CLASS 1	10 93	12 01	2,684 73	2,950 00	-265 27
12/17/2010	08/19/2011	330 709	OVERLAY B PORTFOLIO CLASS 1	10 70	10 52	3,538 59	3,479 06	59 53
04/27/2011	08/19/2011	343	OVERLAY B PORTFOLIO	10 70	10 91	3,677.81	3,750 00	-72 19

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
		721	CLASS 1					
09/21/2010	08/19/2011	49 .645	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	14 26	14 10	707 94	700 00	7.94
09/24/2010	08/19/2011	56 818	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	14.26	14 08	810 22	800 00	10 22
10/01/2010	08/19/2011	56 617	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	14 26	14 13	807.36	800 00	7 36
12/07/2010	08/19/2011	105 910	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	14 26	13 73	1,510.28	1,454 15	56 13
12/17/2010	08/19/2011	328 .947	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	14 26	13 68	4,690 78	4,500 00	190 78
01/31/2011	08/19/2011	61 863	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	14 26	13 74	882 17	850 00	32 17
02/03/2011	08/19/2011	109 729	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	14 26	13.67	1,564.74	1,500 00	64 74
03/11/2011	08/19/2011	123 .457	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	14 26	13 77	1,760 50	1,700 00	60 50
04/08/2011	08/19/2011	73 046	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	14 26	13 69	1,041 63	1,000 00	41 63
04/27/2011	08/19/2011	455 531	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	14 26	13 83	6,495.87	6,300 00	195 87
12/07/2010	08/19/2011	4 .599	BERNSTEIN EMERGING MARKETS PORTFOLIO	27 36	32 81	124 57	150 89	-26 32
03/24/2011	08/19/2011	46 415	BERNSTEIN EMERGING MARKETS PORTFOLIO	27 36	33.39	1,257 22	1,550 00	-292 78
05/17/2011	08/19/2011	46 812	BERNSTEIN EMERGING MARKETS PORTFOLIO	27 36	33 11	1,267 97	1,550 00	-282 03
12/17/2010	08/19/2011	110 894	BERNSTEIN INTERNATIONAL PORTFOLIO	13 19	15 33	1,462 69	1,700 00	-237 31
04/27/2011	08/19/2011	90 964	BERNSTEIN INTERNATIONAL PORTFOLIO	13 19	16 49	1,199.82	1,500 00	-300 18
05/24/2011	08/19/2011	61 370	BERNSTEIN INTERNATIONAL PORTFOLIO	13 19	15 48	809 47	950 00	-140 53
			SUBTOTAL FOR SHORT-TERM NON-COVERED			129,083.29	122,205 38	6,877 91
LONG-TERM NON-COVERED								
07/28/2010	08/01/2011	6	***COOPER INDUSTRIES PLC	52 55	45 72	315 28	274.30	40 98
07/28/2010	08/01/2011	4	***COOPER INDUSTRIES PLC	52.55	45 71	210.18	182 86	27 32
07/28/2010	08/01/2011	7	LOWE'S COS INC	21.12	20 85	147 81	145.94	1.87
07/28/2010	08/01/2011	4	LOWE'S COS INC	21 12	20.85	84 46	83 40	1 06
07/28/2010	08/03/2011	5	***BUNGE LTD	67 40	55 24	337 02	276 21	60 81
07/28/2010	08/03/2011	3	DIRECTV-CLASS A	49 27	37 74	147 80	113 21	34 59
07/28/2010	08/03/2011	6	OCCIDENTAL PETROLEUM CORP	93.55	79 47	561 30	476.81	84 49
07/29/2010	08/03/2011	10	WELLS FARGO & COMPANY	27 09	27 84	270 89	278 45	-7 56
07/29/2010	08/03/2011	5	WELLS FARGO & COMPANY	27.09	27 85	135 45	139 23	-3 78
07/28/2010	08/04/2011	5	LOWE'S COS INC	20 22	20 85	101 08	104 24	-3 16

Capital Gains Report

MARILYN AND SAUL SPILKE FOUNDATION (Account: 888-55478)

January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
07/28/2010	08/04/2011	8	RAYTHEON COMPANY	42.05	48 44	336.42	387 50	-51 08
07/28/2010	08/05/2011	30	COMMERCIAL METALS CO	12 51	14 28	375 17	428.38	-53.21
07/28/2010	08/08/2011	5	***BUNGE LTD	59.07	55.24	295.34	276 21	19.13
07/28/2010	08/09/2011	40	GAP INC/THE	15 91	18 25	636.32	729.89	-93 57
07/29/2010	08/10/2011	2	HESS CORP	55 24	53 42	110.47	106 84	3 63
07/28/2010	08/19/2011	7,466 166	OVERLAY A PORTFOLIO CLASS 1	10 93	10 46	81,605.19	78,096 10	3,509 09
08/02/2010	08/19/2011	185 849	OVERLAY A PORTFOLIO CLASS 1	10 93	10 60	2,031 33	1,970 00	61.33
07/28/2010	08/19/2011	5,235 261	OVERLAY B PORTFOLIO CLASS 1	10 70	10 47	56,017 30	54,813 18	1,204.12
08/02/2010	08/19/2011	123 106	OVERLAY B PORTFOLIO CLASS 1	10 70	10 56	1,317 23	1,300 00	17.23
08/03/2010	08/19/2011	127	OVERLAY B PORTFOLIO CLASS 1	10 70	10 55	1 36	1 34	0 02
07/28/2010	08/19/2011	9,446 767	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	14 26	13 87	134,710.90	131,026 66	3,684 24
08/02/2010	08/19/2011	215 517	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	14 26	13 92	3,073 27	3,000 00	73 27
07/28/2010	08/19/2011	418 221	BERNSTEIN EMERGING MARKETS PORTFOLIO	27 36	29 15	11,328 10	12,191 78	-863 68
07/28/2010	08/19/2011	2,722 304	BERNSTEIN INTERNATIONAL PORTFOLIO	13 19	13 98	35,907 19	38,057 81	-2,150 62
08/02/2010	08/19/2011	86 866	BERNSTEIN INTERNATIONAL PORTFOLIO	13 19	14 39	1,145 76	1,250 00	-104 24
			SUBTOTAL FOR LONG-TERM NON-COVERED			331,202 62	325,710 34	5,492 28
CASH IN LIEU COVERED								
	04/18/2011		HUNTINGTON INGALLS INDUST-WI			31 65		31 65
	07/13/2011		MARATHON PETROLEUM CORP			20 29		20 29
			SUBTOTAL FOR CASH IN LIEU COVERED			51 94	0 00	51 94
TOTAL						460,337.85	447,915.72	12,422.13

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L 12,422 13

SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B) 0 00
SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B) 6,877 91