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Form 990-PF

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

OMB No 1545-0052

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 01-01-2011, and ending 12-31-2011

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

Name of foundation: THE SPIONKOP CHARITABLE TRUST C/O CHARLES PRATT & COMPANY LLC. Employer identification number: 13-7087319. Telephone number: (212) 867-4444. City: NEW YORK, NY 100176603. Accounting method: Cash. Fair market value: \$ 2,265,645.

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Excess of revenue over expenses and disbursements (-39,404) and Adjusted net income (35,691).

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing . . . . .	24,076	31,176	31,176
	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 (attach schedule) (see page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ 946 Less allowance for doubtful accounts ▶ _____ 0	526	946	946
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .			
	c	Investments—corporate bonds (attach schedule) . . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	2,065,461	1,989,568	2,233,523
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	2,090,063	2,021,690	2,265,645	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
22	Other liabilities (describe ▶ _____)	2,577	2,479		
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	2,577	2,479		
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/>				
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/>				
	<b>and complete lines 27 through 31.</b>				
27	Capital stock, trust principal, or current funds . . . . .	1,299,204	1,299,204		
28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0		
29	Retained earnings, accumulated income, endowment, or other funds	788,282	720,007		
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	2,087,486	2,019,211		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	2,090,063	2,021,690		

**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	2,087,486
2	Enter amount from Part I, line 27a . . . . .	2	-39,404
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3 . . . . .	4	2,048,082
5	Decreases not included in line 2 (itemize) ▶ _____	5	28,871
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	2,019,211

**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)
<b>1a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }	<b>2</b>	74,477
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 . . . . .		}	<b>3</b>

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

**1** Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	122,295	2,220,949	0.055064
2009	137,270	1,874,150	0.073244
2008	143,726	2,532,728	0.056748
2007	115,448	2,911,497	0.039652
2006	101,094	2,670,157	0.037861
<b>2</b>	<b>Total</b> of line 1, column (d).		<b>2</b> 0.262569
<b>3</b>	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 . . . . .		<b>3</b> 0.052514
<b>4</b>	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5. . . . .		<b>4</b> 2,440,215
<b>5</b>	Multiply line 4 by line 3. . . . .		<b>5</b> 128,145
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b). . . . .		<b>6</b> 880
<b>7</b>	Add lines 5 and 6. . . . .		<b>7</b> 129,025
<b>8</b>	Enter qualifying distributions from Part XII, line 4. . . . .		<b>8</b> 123,895

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 0, with 210 overpaid and 210 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for question number, Yes, and No. Includes questions about political influence, expenditures, and substantial contributors.

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b> 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 page 20 of the instructions).	<b>11</b>		<b>No</b>
<b>12</b> Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<b>12</b>		<b>No</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b> The books are in care of <b>CHARLES PRATT COMPANY LLC</b> Telephone no <b>(212) 867-4444</b> Located at <b>355 LEXINGTON AVE NEW YORK NY</b> ZIP+4 <b>100176603</b>			
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	<b>15</b>		<input type="checkbox"/>
<b>16</b> 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?	<b>16</b>	<input type="checkbox"/>	<input type="checkbox"/>
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country <b>N/A</b>			

**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
<b>1a</b> During the year did the foundation (either directly or indirectly)				
<b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(2)</b> Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(5)</b> Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(6)</b> Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	<b>1b</b>			
<b>c</b> 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?	<b>1c</b>			<b>No</b>
<b>2</b> 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))				
<b>a</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20___, 20___, 20___, 20___</b>				
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions).	<b>2b</b>			
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>20___, 20___, 20___, 20___</b>				
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>b</b> If "Yes," did it have excess business holdings in 2011 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969, <b>(2)</b> 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 <b>(3)</b> the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i> )	<b>3b</b>			
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>			<b>No</b>
<b>b</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?	<b>4b</b>			<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/></p> <p><b>c</b> If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>	
	<b>6b</b>	<b>No</b>
	<b>7b</b>	

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

**2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

**Total** number of other employees paid over \$50,000. . . . . 0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

**Total** number of others receiving over \$50,000 for professional services. . . . . **0**

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
<b>1</b> N/A	0
<b>2</b>	
<b>3</b>	
<b>4</b>	

**Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
<b>1</b>	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	

**Total.** Add lines 1 through 3. . . . . **0**

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	2,450,459
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	26,917
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	2,477,376
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	2,477,376
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	<b>4</b>	37,161
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	2,440,215
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	122,011

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	122,011
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5.	<b>2a</b>	1,760
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	1,760
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1.	<b>3</b>	120,251
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	120,251
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	<b>7</b>	120,251

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	123,895
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	123,895
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	123,895

**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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				120,251
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only. . . . .			64,395	
<b>b</b> Total for prior years 20___, 20___, 20___		0		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006. . . . .				
<b>b</b> From 2007. . . . .				
<b>c</b> From 2008. . . . .				
<b>d</b> From 2009. . . . .				
<b>e</b> From 2010. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>123,895</u>				
<b>a</b> Applied to 2010, but not more than line 2a			64,395	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . . .	0			
<b>d</b> Applied to 2011 distributable amount. . . . .				59,500
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . . . .		0		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . .			0	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 . . . . .				60,751
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007. . . . .				
<b>b</b> Excess from 2008. . . . .				
<b>c</b> Excess from 2009. . . . .				
<b>d</b> Excess from 2010. . . . .				
<b>e</b> Excess from 2011. . . . .				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

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

Table with 5 columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income...; b 85% of line 2a; c Qualifying distributions from Part XII...; d Amounts included in line 2c not used directly...; e Qualifying distributions made directly...; 3 Complete 3a, b, or c for the alternative test relied upon; a "Assets" alternative test; b "Endowment" alternative test; c "Support" alternative test.

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

**Part XV Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>3a</b> 110,500
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b> 0



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

Table with 3 columns: Question, Yes, No. Rows include: 1 Did the organization directly or indirectly engage...; a Transfers from the reporting foundation...; b Other transactions...; c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation...

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [ ] Yes [x] No

b If "Yes," complete the following schedule. Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Declaration and signature section. Includes: Under penalties of perjury, I declare that I have examined this return...; Signature of officer or trustee; Date; Title; Preparer's Signature; Date; Check if self-employed; PTIN; Firm's name; Firm's EIN; Firm's address; Phone no.

May the IRS discuss this return with the preparer shown above? See instructions [x] Yes [ ] No

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
10 7408 BRAES FUND	P	2005-11-30	2011-10-31
13 9801 MANOR HOUSE FUND	P	2010-10-29	2011-10-31
9 5727 WELWYN FUND	P	2005-11-30	2011-10-31
26 5958 POPLAR FUND COMMON TRUST	P	2007-10-31	2011-10-31
10 8129 BEACH COMMON TRUST FUND	P	2011-10-31	2011-10-31
K-1 BEACH CTF	P		2011-12-31
K-1 BEACH CTF	P		2011-12-31
K-1 BRAES CTF	P		2011-12-31
K-1 BREAS CTF	P		2011-12-31
K-1 MANOR HOUSE CTF	P		2011-12-31
K-1 MANOR HOUSE CTF	P		2011-12-31
K-1 POPLAR HILL CTF	P		2011-12-31
K-1 POPLAR HILL CTF	P		2011-12-31
K-1 WELWYN CTF	P		2011-12-31
K-1 WELWYN CTF	P		2011-12-31
CP INT'L PTR K-1	P		2011-12-31
CP INT'L PTR K-1	P		2011-12-31
K-1 MANOR HOUSE CTF - SEC 1256	P		2011-12-31
K-1 MANOR HOUSE CTF - SEC 1256	P		2011-12-31

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
34,000		29,763	4,237
34,000		32,890	1,110
15,000		12,898	2,102
27,000		23,268	3,732
15,000		15,348	-348
		402	-402
9,325			9,325
		5,455	-5,455
22,859			22,859
4,917			4,917
22,684			22,684
		5,007	-5,007
1,873			1,873
		4,266	-4,266
23,561			23,561
		8,855	-8,855
9,292			9,292
		2,753	-2,753
		4,129	-4,129

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4,237
			1,110
			2,102
			3,732
			-348
			-402
			9,325
			-5,455
			22,859
			4,917
			22,684
			-5,007
			1,873
			-4,266
			23,561
			-8,855
			9,292
			-2,753
			-4,129

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
BROOKLYN BOTANICAL GARDEN - ANNUAL FUND1000 WASHINGTON AVE BROOKLYN,NY 11225	NONE	501(C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATI	15,000
CHILDREN'S HOSPITAL OF PHILADELPHIA - TOPIRIMATE RESEARCH PROJECT34TH ST CIVIC CNTR BLVD PHILADELPHIA,PA 19104	NONE	501(C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATI	5,000
CHOATE ROSEMARY HALL333 CHRISTIAN STREET WALLINGFORD,CT 06492	NONE	501(C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATI	500
COLD SPRING HARBOR LABORATORY ANNUAL FUND1 BUNGTOWN RD COLD SPRING HARBOR,NY 11724	NONE	501(C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATI	5,000
DOE FUND INC - READY WILLING & ABLE232 EAST 84TH STREET NEW YORK,NY 10028	NONE	501(C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATI	500
DOSORIS CEMETERY TRUSTC/O CP CO 355 LEXINGTON AVENUE NEW YORK,NY 10017	NONE	501(C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATI	10,000
FEDERATION OF PROTESTANT WELFARE281 PARK AVE SOUTH NEW YORK,NY 10010	NONE	501(C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATI	1,500
GARDEN CLUB OF AMERICA14 EAST 60TH STREET NEW YORK,NY 10022	NONE	501(C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATI	2,500
GARDEN CLUB OF AMERICA14 EAST 60TH STREET NEW YORK,NY 100221006	NONE	501 (C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION	5,000
GARDEN CLUB OF AMERICA14 EAST 60TH STREET NEW YORK,NY 100221006	NONE	501 (C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION	1,500
HIGHSTEAD ARBORETUM127 LONETOWN ROAD PO BOX 1097 REDDING,CT 06875	NONE	501(C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATI	1,000
JENKINS ARBORETUM631 BERWYN BAPTIST ROAD DEVON,PA 19333	NONE	501(C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATI	2,500
LUSTGARTEN FND FOR PANCREATIC CNCR RSRCH1111 STEWART AVE BETHPAGE,NY 11714	NONE	501(C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATI	10,000
NATURE CONSERVATORY - NY STATE4245 N FAIRFAX DRIVE ARLINGTON,VA 22203	NONE	501(C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATI	1,000
OLD FIRST PRESBYTERIAN CHURCH 125 MAIN STREET HUNTINGTON,NY 11743	NONE	501 (C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION	2,500
PENNSYLVANIA HORTICULTURAL SOCIETY100 NORTH 20TH STREET - 5TH FLOOR PHILADELPHIA,PA 191031495	NONE	501(C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATI	1,000
PLANNED PARENTHOOD70 SKYLINE DRIVE HAWTHORNE,NY 10532	NONE	501(C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATI	1,000
PRATT INSTITUTE - TOWNHOUSE PROJECT200 WILLOUGHBY AVENUE BROOKLYN,NY 11205	NONE	501(C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATI	40,000
SUNDARI FOUNDATION445 GRAND BAY DRIVE PHB1 KEY BISCAVNE,FL 33149	NONE	501(C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATI	500
THE SHIPLEY SCHOOL801 YARROW STREET BRYN MAWR,PA 19010	NONE	501(C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATI	1,000
TREES FOR THE FUTURE9000 16TH STREET SILVER SPRINGS,MD 20910	NONE	501(C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATI	500
VASSAR COLLEGE124 RAYMOND AVENUE POUGHKEEPSIE,NY 12604	NONE	501(C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATI	1,000
VNA HOSPICE OF SUFFOLK505 MAIN STREET NORTHPORT,NY 11768	NONE	501(C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATI	1,000
WILLIAMS COLLEGE75 PARK STREET WILLIAMSTOWN,MA 01267	NONE	501(C)	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATI	1,000
<b>Total . . . . .</b>				<b>110,500</b>

## TY 2011 Accounting Fees Schedule

**Name:** THE SPIONKOP CHARITABLE TRUST  
 C/O CHARLES PRATT & COMPANY LLC

**EIN:** 13-7087319

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND TAX PREPARATION	6,000	3,000		3,000

**TY 2011 Investments - Other Schedule**

**Name:** THE SPIONKOP CHARITABLE TRUST  
 C/O CHARLES PRATT & COMPANY LLC

**EIN:** 13-7087319

<b>Category / Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
INVESTMENT IN BRAES CTF	AT COST	562,695	638,391
INVESTMENT IN BEACH CTF	AT COST	268,605	290,029
INVESTMENT IN MANOR HOUSE CTF	AT COST	451,158	586,258
INVESTMENT IN WELWYN CTF	AT COST	245,732	283,717
INVESTMENT IN CP INT'L LP	AT COST	323,750	281,302
INVESTMENT IN POPLAR HILL CTF	AT COST	137,628	153,826

## TY 2011 Legal Fees Schedule

**Name:** THE SPIONKOP CHARITABLE TRUST  
 C/O CHARLES PRATT & COMPANY LLC  
**EIN:** 13-7087319

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NYS FILING FEES	250	125		125

**TY 2011 Other Decreases Schedule**

**Name:** THE SPIONKOP CHARITABLE TRUST  
C/O CHARLES PRATT & COMPANY LLC

**EIN:** 13-7087319

<b>Description</b>	<b>Amount</b>
PARTNERSHIP BOOK TO TAX DIFFERENCES	28,871

## TY 2011 Other Expenses Schedule

**Name:** THE SPIONKOP CHARITABLE TRUST  
 C/O CHARLES PRATT & COMPANY LLC

**EIN:** 13-7087319

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUSTEE FEES	10,270	0		10,270
INVESTMENT FEES	28,925	28,925		0

## TY 2011 Other Income Schedule

**Name:** THE SPIONKOP CHARITABLE TRUST  
 C/O CHARLES PRATT & COMPANY LLC

**EIN:** 13-7087319

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ORDINARY INCOME MANOR HOUSE	1,803	1,803	1,803
ORDINARY LOSS BRAES CTF	-41	-41	-41

**TY 2011 Other Liabilities Schedule**

**Name:** THE SPIONKOP CHARITABLE TRUST  
C/O CHARLES PRATT & COMPANY LLC

**EIN:** 13-7087319

<b>Description</b>	<b>Beginning of Year - Book Value</b>	<b>End of Year - Book Value</b>
TRUSTEE FEES	2,577	2,479

## TY 2011 Taxes Schedule

**Name:** THE SPIONKOP CHARITABLE TRUST  
 C/O CHARLES PRATT & COMPANY LLC

**EIN:** 13-7087319

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN WITHHOLDING TAXES	3,641	3,641		0
2010 FEDERAL EXTENSION PAYMENT	3,500	0		0

## Additional Data

**Software ID:**

**Software Version:**

**EIN:** 13-7087319

**Name:** THE SPIONKOP CHARITABLE TRUST  
C/O CHARLES PRATT & COMPANY LLC

**Form 990PF - Special Condition Description:**

**Special Condition Description**

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

<b>(a)</b> Name and address	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation <b>(If not paid, enter -0-)</b>	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account, other allowances
MARY OFFUTT PRATT C/O CPCO 355 LEXINGTON AVE 8TH FLOOR NEW YORK, NY 100176603	TRUSTEE 0 00	0	0	0
DAVID O PRATT C/O CPCO 355 LEXINGTON AVE 8TH FLOOR NEW YORK, NY 100176603	TRUSTEE 0 00	0	0	0
THOMAS R PRATT C/O CPCO 355 LEXINGTON AVE 8TH FLOOR NEW YORK, NY 100176603	TRUSTEE 0 00	0	0	0
LAURA P GREGG C/O CPCO 355 LEXINGTON AVE 8TH FLOOR NEW YORK, NY 100176603	TRUSTEE 0 00	0	0	0
DOSORIS TRUST COMPANY C/O CPCO 355 LEXINGTON AVE 8TH FLOOR NEW YORK, NY 100176603	TRUSTEE 0 00	0	0	0