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

Department of the Treasury
Internal Revenue Service

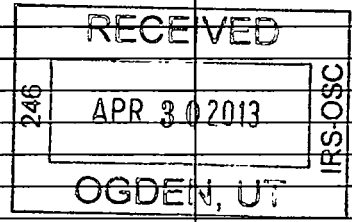
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

Open to public inspection

For calendar year 2012 or tax year beginning _____, and ending _____

Name of foundation SPUNK FUND INC.		A Employer identification number 13-3116094
Number and street (or P O box number if mail is not delivered to street address) 780 THIRD AVENUE, 24TH FLOOR		B Telephone number 212-980-8880
City or town, state, and ZIP code NEW YORK, NY 10017		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 18,543,237.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	473,321.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	6.	6.		
4 Dividends and interest from securities	569,384.	569,384.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-183,926.			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		577.		
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	858,785.	569,967.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages	200,063.	12,716.		187,347.
15 Pension plans, employee benefits	44,725.	2,929.		41,796.
16a Legal fees Stmt 1	240,000.	120,000.		120,000.
b Accounting fees Stmt 2	60,000.	30,000.		30,000.
c Other professional fees				
17 Interest				
18 Taxes Stmt 3	57,953.	33,056.		16,660.
19 Depreciation and depletion	14,042.	920.		
20 Occupancy	136,717.	8,954.		127,763.
21 Travel, conferences, and meetings	5,591.	23.		5,568.
22 Printing and publications				
23 Other expenses Stmt 4	72,545.	9,698.		62,847.
24 Total operating and administrative expenses. Add lines 13 through 23	831,636.	218,296.		591,981.
25 Contributions, gifts, grants paid	716,452.			716,452.
26 Total expenses and disbursements. Add lines 24 and 25	1,548,088.	218,296.		1,308,433.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-689,303.			
b Net investment income (if negative, enter -0-)		351,671.		
c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	19,763.	20,115.	20,115.
	2 Savings and temporary cash investments	75,908.	109,804.	109,804.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations Stmt 5	50,205.	40,622.	20,966.
	b Investments - corporate stock Stmt 6	12,553,168.	11,853,242.	18,066,340.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶	830,836.			
Less accumulated depreciation ▶	504,824.	340,054.	326,012.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	13,039,098.	12,349,795.	18,543,237.	
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. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	13,039,098.	12,349,795.	
30 Total net assets or fund balances	13,039,098.	12,349,795.		
31 Total liabilities and net assets/fund balances	13,039,098.	12,349,795.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,039,098.
2 Enter amount from Part I, line 27a	2	-689,303.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12,349,795.
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	12,349,795.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See attached				
b Adjustment for securities contributed (see				
c attached)				
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			-183,927.	
b				
c			184,504.	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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		
a			-183,927.	
b				
c			184,504.	
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	577.
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,251,008.	18,777,442.	.066623
2010	1,450,187.	17,914,211.	.080952
2009	1,205,143.	15,905,730.	.075768
2008	1,610,883.	19,056,688.	.084531
2007	2,337,212.	21,684,077.	.107785
2 Total of line 1, column (d)			.415659
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			.083132
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			18,233,203.
5 Multiply line 4 by line 3			1,515,763.
6 Enter 1% of net investment income (1% of Part I, line 27b)			3,517.
7 Add lines 5 and 6			1,519,280.
8 Enter qualifying distributions from Part XII, line 4			1,308,433.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	7,033.
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	7,033.
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	7,033.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,000.
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	8,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	1.
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	966.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 966. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>SPUNK FUND INC.</u> Telephone no. ► <u>212-980-8880</u> Located at ► <u>780 THIRD AVENUE, New York, NY</u> ZIP+4 ► <u>10017</u>			
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 <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____, _____		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) 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 2012?	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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 7		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LEONARD J. LAMM 425 E. 58TH ST., NEW YORK, NY 10022	EXEC. V.P. 20.00	45,908.	9,089.	0.

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SOLOMON BLUM HEYMANN, LLP 40 WALL ST., 35TH FLR, NEW YORK, NY 10005	LEGAL & ACCOUNTING	300,000.

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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	18,059,105.
b	Average of monthly cash balances	1b	118,728.
c	Fair market value of all other assets	1c	333,033.
d	Total (add lines 1a, b, and c)	1d	18,510,866.
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	18,510,866.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	277,663.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,233,203.
6	Minimum investment return. Enter 5% of line 5	6	911,660.

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	911,660.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,033.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,033.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	904,627.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	904,627.
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	904,627.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,308,433.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,308,433.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,308,433.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				904,627.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				189,824.
e From 2011				321,973.
f Total of lines 3a through e	511,797.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 1,308,433.				
a Applied to 2011, 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 2012 distributable amount				904,627.
e Remaining amount distributed out of corpus	403,806.			
5 Excess distributions carryover applied to 2012 (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:	915,603.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	473,321.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	442,282.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				38,476.
e Excess from 2012				403,806.

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 2012, 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)

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.

	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

MARIANNE GERSCHEL

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

None

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

See Statement 8

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient	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)				
<i>a Paid during the year</i>				
SEE SCHEDULE ATTACHED	None	ALL PUBLIC CHARITIES		716,480.
Research Foundation for Mental Hygiene (return of unused funds)	None	PUBLIC CHARITY		-28.
Total			▶ 3a	716,452.
<i>b Approved for future payment</i>				
None				
Total			▶ 3b	0.

Schedule B

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

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

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

OMB No 1545-0047

2012

Name of the organization

SPUNK FUND INC.

Employer identification number

13-3116094

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule** For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II**Special Rules** For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization SPUNK FUND INC.	Employer identification number 13-3116094
--	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARIANNE GERSCHEL 780 THIRD AVE. NEW YORK, NY 10017	\$ 473,321.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization SPUNK FUND INC.	Employer identification number 13-3116094
--	---

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____

Name of organization SPUNK FUND INC.	Employer identification number 13-3116094
--	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Form 990-PF	Legal Fees			Statement 1
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL FEES	240,000.	120,000.		120,000.
To Fm 990-PF, Pg 1, ln 16a	240,000.	120,000.		120,000.

Form 990-PF	Accounting Fees			Statement 2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	60,000.	30,000.		30,000.
To Form 990-PF, Pg 1, ln 16b	60,000.	30,000.		30,000.

Form 990-PF	Taxes			Statement 3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL TAXES	8,238.	0.		0.
FOREIGN TAXES	31,888.	31,888.		0.
PAYROLL TAXES	17,827.	1,168.		16,660.
To Form 990-PF, Pg 1, ln 18	57,953.	33,056.		16,660.

Form 990-PF	Other Expenses			Statement 4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
COMMUNICATION & INTERNET	8,591.	563.		8,029.
FILING FEES	873.	57.		816.
PAYROLL PROCESSING CHARGES	1,380.	90.		1,290.
RENT - EQUIPMENT	5,779.	379.		5,401.
COMPUTER EXPENSE	10,350.	438.		9,912.

SPUNK FUND INC.

13-3116094

DUES, MEMBERSHIPS & PUB.	3,426.	0.	3,426.
INSURANCE	17,510.	2,701.	14,809.
OFFICE SUPPLIES & EXPENSES	9,288.	608.	8,680.
POSTAGE & SHIPPING	1,713.	112.	1,600.
REPAIRS & MAINTENANCE	9,373.	614.	8,759.
BANK AND INVESTMENT FEES	4,181.	4,131.	49.
MISCELLANEOUS EXPENSE	81.	5.	76.
To Form 990-PF, Pg 1, ln 23	72,545.	9,698.	62,847.

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

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
SEE ATTACHED	X		40,622.	20,966.
Total U.S. Government Obligations			40,622.	20,966.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			40,622.	20,966.

Form 990-PF Corporate Stock Statement 6

Description	Book Value	Fair Market Value
SEE ATTACHED	11,853,242.	18,066,340.
Total to Form 990-PF, Part II, line 10b	11,853,242.	18,066,340.

Form 990-PF

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

Statement 7

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

Form 990-PF

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

Statement 8

Name and Address of Person to Whom Applications Should be Submitted

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

Telephone Number

212-980-8880

Form and Content of Applications

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

Any Submission Deadlines

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

Restrictions and Limitations on Awards

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

Form 990PF, Part IV, Line 2
 Capital Gains Adjustment for contributed stock sold
 2012

Shares	Security	Foundation Basis	Donor's Cost Basis	Adjustment to Book Gain Loss
6,340	Intel	217,205	32,701	184,504
				-
				-
				<u>184,504</u>
				184,504

Total book capital gains per security schedule (183,927)

Add adjustment for donor contributed securities 184,504

Total capital gains Part IV, Line 2 577

	TOTALS - GOVT OBLIGATIONS	50,204.74	0.00	10,290.21	707.26	5	40,621.79	5	20,966.00
	STOCK						0.00		
3/26/2002	AFLAC, INC	13,500	390,695.40				390,695.40		717,120.00
12/10/2009	AOL, Inc	454	33,242.09	454.00	6/7/2012		0.00		
	Spin-off from Time Warner, Inc						0.00		
7/28/1998	AT & T Inc.	498	28,374.97				28,374.97		
4/21/1999	stock split 2/1	350	19,951.77				19,951.77		
7/28/1998		218	7,614.72				7,614.72		
4/21/1999	stock split 2/1	109	3,807.36				3,807.36		
10/12/1999	merger-amentech	7,185	249,547.93				249,547.93		
12/14/1999	img contribution	5,500	293,390.63				293,390.63		
9/24/2008		1,139	35,046.96				35,046.96		505,650.00
7/26/1996	BANK OF NEW YORK MELLON CORP	189	2,507.75				2,507.75		
8/19/1998	stock split 2/1	189	2,507.75				2,507.75		
7/26/1996		660	8,777.13				8,777.13		
8/19/1998	stock split 2/1	660	8,777.13				8,777.13		
10/30/1996		3,019	50,623.68				50,623.68		
8/19/1998	stock split 2/1	3,019	50,623.68				50,623.68		
4/4/2003		94	2,247.62				2,247.62		
4/4/2003		1,604	38,209.48				38,209.48		242,454.00
4/5/2002	BANK OF HAWAII CORP	4,100	111,537.63				111,537.63		
4/8/2002	Bank of Hawaii Financial Corp	1,034	27,961.94				27,961.94		
4/9/2002	merger to bank of Hawaii corp 5700 shares 4/29/02	566	15,602.02				15,602.02		
4/9/2003		1,300	41,726.37				41,726.37		308,350.00
9/22/2008	Bristol Myers Squibb Co	5,000	105,000.70				105,000.70		
		5,000	102,809.40				102,809.40		325,900.00
9/8/1997	BP PLC	1,300	56,663.82				56,663.82		
10/8/1999	stock split	1,300	56,663.81				56,663.81		
1/19/1999	stock split	2,200	99,601.48				99,601.48		
10/8/1999	stock split	2,200	99,601.48				99,601.48		291,480.00
Various	CITIGROUP INC	1,440	93,277.84				93,277.84		56,966.00
11/22/2002	COMCAST CRP NEW A (Split off from AT & T)	2,442	100,671.33						
1/22/2002	Stock Split	1,221	50,335.67						
2/13/2003		558	9,721.66						
2/13/2003	Stock Split	279	4,860.83						
2/13/2003		1,000	17,429.07						
2/13/2003	Stock Split	500	8,714.53	6,000.00	6/7/2012	171,719.37	0.00		
8/21/2001	CONVERGYS CORP	2,500	70,527.75				70,527.75		41,025.00

Spunk Fund, Inc. 2012 Grants and Gifts Awarded

12 February 2013

Payee Legal Name	Grantee Legal Name	Grantee Address	Payee Tax ID	Request Paid Amount	Request Project Description	Request Disposition Date
Alexander & Buono Worldwide Inc	Alexander & Buono Worldwide Inc.	244 Madison Avenue, Suite 300 New York, NY 10016	26-0733860	\$25,900.00	provide full and partial scholarships for young musicians to attend the Alexander & Buono Festival of Music in New York City	4/15/2012
Ballet Tech Foundation, Inc	Ballet Tech Foundation, Inc	The Lawrence A. Wien Center 890 Broadway, 8th Floor New York, NY 10003	13-2773475	\$10,000.00	provide partial support for faculty salaries at Ballet Tech School during the academic year 2012-2013	4/15/2012
Citizens' Committee for Children of New York, Inc.	Citizens' Committee for Children of New York, Inc.	105 East 22nd Street 7th Floor New York, NY 10010	13-5618593	\$7,500.00	provide full and partial scholarships for the Community Leadership Course	4/15/2012
De La Salle Academy	De La Salle Academy	202 West 97th Street, 4th Floor New York, NY 10025	13-3228140	\$7,500.00	support a program to ensure that all De La Salle students are able to visit the boarding schools to which they are applying	4/15/2012
Harlem Academy	Harlem Academy	1330 Fifth Avenue New York, NY 10026	56-2454573	\$30,000.00	support continued development, evaluation, and revision of Harlem Academy's middle school program	4/15/2012

Payee Legal Name	Grantee Legal Name	Grantee Address	Payee Tax ID	Request Paid Amount	Request Project Description	Request Disposition Date
Liberty Science Center	Liberty Science Center	222 Jersey City Boulevard Jersey City, NJ 07305	22-2302253	\$50,000.00	support Partners in Science, a program that matches high-achieving high school students with professionals in STEM fields	4/15/2012
The Epidavros Project, Inc	The Epidavros Project, Inc	143 West 20th St #111SN New York, NY 10011	13-3852284	\$230,000.00	support the editing and completion of the Arizona Trilogy (films five, nine, and ten) in the series 'My American Dream'	4/15/2012
University of Minnesota Foundation	University of Minnesota Foundation	c/o McNamara Alumni Center 200 Oak Street SE, Suite 500 Minneapolis, MN 55455-2010	41-6042488	\$65,000.00	support the following components of the Resilience Development Study. 1) Gene Expression: RNA Sample Collection and Investigation of Epigenetic Processes, 2) Inflammation/Immune Functioning in maltreated children, 3) Continuation of Neurophysiological Assessments, and 4) Statistical Analysis of Multi-level processes in predicting Diverse Outcomes	4/15/2012
World Federation for Mental Health	World Federation for Mental Health	P. O. Box 6815 Baltimore, MD 22125	54-1308953	\$40,000.00	support the salary of the Director of Programs & Government Affairs	4/15/2012

Payee Legal Name	Grantee Legal Name	Grantee Address	Payee Tax ID	Request Paid Amount	Request Project Description	Request Disposition Date
Trustees of Columbia University in the City of New York	Trustees of Columbia University in the City of New York	110 Low Memorial Library 535 West 116th Street New York, NY 10027	13-5598093	\$25,000.00	support the consultation expenses for the completion of the historical section of the monograph, "Surviving Vietnam: The Psychological Consequences of the War for U S Veterans"	11/15/2012
Council on Foundations	Council on Foundations	2121 Crystal Drive Suite 700 Arlington, VA 22202	13-6068327	\$2,180.00		11/15/2012
Good Shepherd Services	Good Shepherd Services	305 7th Ave 9th Floor New York, NY 10001	13-5598710	\$40,000.00	support social, interpersonal, educational, and vocational services that Good Shepherd clients require for a successful transition into autonomous adulthood	11/15/2012
Grantmakers Concerned with Immigrants and Refugees	Grantmakers Concerned with Immigrants and Refugees	P.O. Box 1100 Sebastopol, CA 95473-1100	20-2559651	\$500.00		11/15/2012
Grantmakers for Children, Youth & Families	Grantmakers for Children, Youth & Families	8757 Georgia Avenue Suite 540 Silver Spring, MD 20910	52-2034186	\$1,000.00		11/15/2012
Philanthropy New York	Philanthropy New York	79 Fifth Avenue, 4th Floor New York, NY 10003	13-3001403	\$1,900.00		11/15/2012

Payee Legal Name	Grantee Legal Name	Grantee Address	Payee Tax ID	Request Paid Amount	Request Project Description	Request Disposition Date
The Epidavros Project, Inc	The Epidavros Project, Inc #11SN 143 West 20th St New York, NY 10011	13-3852284	\$28,000.00	support the rapid development of an online 'toolkit' to help launch the education promotion campaign for "IFlow Democracy Works Now"	11/15/2012	
Gardner Group, Inc	Gardner Group, Inc 347 West 36th St Suite 1200 New York, NY 10018	22-3542516	\$27,000.00	support a documentary about a former child soldier under the Khmer Rouge, his experiences as a refugee in the U.S., and the return to Cambodia to search for his family	11/15/2012	
Nation Institute	Nation Institute 116 East 16th Street 8th Floor New York, NY 10003	13-6216903	\$18,000.00	support U.S. based interviews and background research concerning the life and death of Vietnam reporter, Alex Shimkin	11/15/2012	
University of Minnesota Foundation	University of Minnesota Foundation c/o McNamara Alumni Center 200 Oak Street SE, Suite 500 Minneapolis, MN 55455-2010	41-6042488	\$90,000.00	support the following components of the Resilience Development Study: 1) Gene Expression: RNA Sample Collection and Investigation of Epigenetic Processes, and 2) Statistical Analysis of Multi-level Processes in Predicting Diverse Outcomes	11/15/2012	
WNET	WNET 825 Eighth Avenue New York, NY 10019 212-560-2028 New York, NY 10019	26-2810489	\$17,000.00	support the research phase of a PBS documentary by Roger Weisberg on the vanishing American dream	11/15/2012	

Payee Legal Name	Grantee Legal Name	Grantee Address	Payee Tax ID	Request Paid Amount	Request Project Description	Request Disposition Date
Grand Totals (20 Items)						
				\$716,480.00		

Spunk Fund, Inc.

EIN: 13-3116094

Election Under Regulation § 53.4942(a)-3(c)(2)(iv)

In order to satisfy the distribution requirements under IRC § 170(b)(1)(E)(ii), Spunk Fund, Inc. elects under Treas. Reg. § 53.4942(a)-3(c)(2)(iv) to treat as a current distribution out of corpus amounts distributed in prior taxable years which were treated as corpus distributions under Treas. Reg. § 53.4942(a)-3(d)(1)(iii). The prior taxable year amounts are as follows:

<u>Year</u>	<u>Amount</u>
2010	\$189,824
2011	<u>283,497</u>
Total	\$473,321



Andrew W. Heymann
Authorized Director