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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation SPITZER FOUNDATION		A Employer identification number 91-1160605
Number and street (or P O box number if mail is not delivered to street address) 117 BELLEVUE WAY SE	Room/suite A	B Telephone number 425-481-9030
City or town, state, and ZIP code BELLEVUE, WA 98004		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) \$ 1,612,308.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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)
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		348.	348.		
4 Dividends and interest from securities		67,633.	67,633.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-3,610.			
b Gross sales price for all assets on line 6a		-3,610.			
7 Capital gain net income (from Part IV, line 2)			0.		
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		458,302.	-96.		STATEMENT 1
12 Total. Add lines 1 through 11		6,069.	67,885.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		5,100.	1,275.		3,825.
c Other professional fees					
17 Interest					
18 Taxes STMT 3		1,864.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		74.	0.		74.
22 Printing and publications					
23 Other expenses STMT 4		400.	125.		181.
24 Total operating and administrative expenses. Add lines 13 through 23		7,438.	1,400.		4,080.
25 Contributions, gifts, grants paid		24,183.			24,183.
26 Total expenses and disbursements. Add lines 24 and 25		31,621.	1,400.		28,263.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-25,552.			
b Net investment income (if negative, enter -0-)			66,485.		
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	3,049.	2,867.	2,867.
	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 STMT 7 ▶ 1,037,820.			
	Less: allowance for doubtful accounts ▶ 0.	968,070.	1,037,820.	1,037,820.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	3,736.	0.	0.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	250,992.	182,811.	571,579.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	140.	42.	42.
	16 Total assets (to be completed by all filers)	1,225,987.	1,223,540.	1,612,308.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	6,055.	6,055.	STATEMENT 11
	21 Mortgages and other notes payable	134,700.	134,700.	
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	140,755.	140,755.	
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	1,085,232.	1,082,785.	
	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			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	1,085,232.	1,082,785.		
31 Total liabilities and net assets/fund balances	1,225,987.	1,223,540.		

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	1,085,232.
2 Enter amount from Part I, line 27a	2	-25,552.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	23,823.
4 Add lines 1, 2, and 3	4	1,083,503.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	718.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,082,785.

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 ST FROM ICAHN ENTERPRISES	P	VARIOUS	VARIOUS
b LT FROM ICAHN ENTERPRISES	P	VARIOUS	VARIOUS
c PUBLICALLY TRADED SECURITIES	P	VARIOUS	VARIOUS
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 -50.			-50.
b 160.			160.
c -3,720.			-3,720.
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			-50.
b			160.
c			-3,720.
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	-3,610.
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	34,730.	1,537,018.	.022596
2010	90,500.	1,526,364.	.059291
2009	526,055.	1,008,577.	.521581
2008	65,437.	1,447,559.	.045205
2007	116,014.	1,452,081.	.079895

2 Total of line 1, column (d)	2	.728568
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	.145714
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,589,519.
5 Multiply line 4 by line 3	5	231,615.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	665.
7 Add lines 5 and 6	7	232,280.
8 Enter qualifying distributions from Part XII, line 4	8	28,263.

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	1,330.
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	1,330.
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	1,330.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,412.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	350.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		1,762.
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		432.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 432. Refunded ☐ 0.	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?		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.		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ WA		
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	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 ► NONE	13	X	
14	The books are in care of ► COLLEEN LAFLAM Telephone no. ► (425) 481-9030 Located at ► 117 BELLEVUE WAY SE, SUITE A, BELLEVUE, WA ZIP+4 ► 98004			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 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?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here		X
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?		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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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 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.)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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

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

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		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
NONE				

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

0

Form 990-PF (2012)

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	0.
b	Average of monthly cash balances	1b	4,284.
c	Fair market value of all other assets	1c	1,609,441.
d	Total (add lines 1a, b, and c)	1d	1,613,725.
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	1,613,725.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,206.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,589,519.
6	Minimum investment return. Enter 5% of line 5	6	79,476.

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	79,476.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,330.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,330.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	78,146.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	78,146.
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	78,146.

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	28,263.
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	28,263.
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	28,263.

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				78,146.
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	2,796.			
b From 2008				
c From 2009	477,208.			
d From 2010	15,357.			
e From 2011				
f Total of lines 3a through e	495,361.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	28,263.			
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				28,263.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	49,883.			49,883.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	445,478.			
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)	0.			
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	445,478.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	430,121.			
c Excess from 2010	15,357.			
d Excess from 2011				
e Excess from 2012				

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				
BBYO, INC. 3801 EAST MERCER WAY MERCER ISLAND, WA 98040	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	111.
ASHOKA SEATTLE 220 2ND AVENUE SOUTH, SUITE 102 SEATTLE, WA 98144	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
JEWISH FEDERATION 2031 THIRD AVENUE SEATTLE, WA 98121	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	8,180.
STROUM JCC 3801 E. MERCER WAY MERCER ISLAND, WA 98040	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	360.
BROHNS & COLITIS FOUNDATION 386 PARK AVENUE SOUTH, 17TH FLOOR NEW YORK, NY 10016	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
Total	SEE CONTINUATION SHEET(S)			24,183.
b Approved for future payment				
NONE				
Total				0.

SPITZER FOUNDATION

91-1160605

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
SHUNPIKE (SEATTLE JEWISH CHORALE) 2324 1ST AVENUE, SUITE 112 SEATTLE, WA 98121	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
JDRF WALK 360 26 BROADWAY NEW YORK, NY 10004	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	50.
UNITED WAY OF KING COUNTY 720 2ND AVENUE SEATTLE, WA 98104	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	4,000.
U W KUOW FUND 4518 UNIVERSITY WAY NE, SUITE 310 SEATTLE, WA 98105	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	100.
COLUMBIA LAW 435 W 116TH STREET NEW YORK, NY 10027	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
LAW FUND 1325 FOURTH AVENUE, SUITE 1335 SEATTLE, WA 98101	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
NER ISRAEL RABBINICAL COLLEGE 400 MOUNT WILSON LANE PIKESVILLE, MD 21208	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	500.
UW UNIVERSITY ADVANCEMENT 4333 BROOKLYN AVE. NE SEATTLE, WA	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
AMERICAN FRIENDS 814 NE 40TH STREET SEATTLE, WA 98105	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
KCLS FOUNDATION 960 NEWPORT WAY NW ISSAQUAH, WA 98027	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,400.
Total from continuation sheets				15,032.

SPITZER FOUNDATION

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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
YMCA 909 4TH AVENUE SEATTLE, WA 98101	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
CENTER FOR CHILDREN 615 2ND AVENUE # 275 SEATTLE, WA 98104	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
CHABAD 3327 NE 125TH STREET #101 SEATTLE, WA 98125	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
JEWISH FAMILY SERVICE 1601 16TH AVENUE SEATTLE, WA 98122	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
FOODLINE 1702 NE 150TH STREET SHORELINE, WA 98155	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	50.
CHABAD HOUSE 3327 NE 125TH STREET #101 SEATTLE, WA 98125	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	200.
NATIONAL MS SOCIETY 100 192 NICKERSON STREET SEATTLE, WA 98109	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	100.
THE JIMMY FUND 10 BROOKLINE PLACE W, 6TH FLOOR BROOKLINE, MA 02445-7295	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	200.
ALSA-ASSOC 1275 K STREET NW, SUITE 250 WASHINGTON, DC 20005	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	72.
HOPE FOR HEROISM 270 SOUTH HANFORD STREET SEATTLE, WA 98134	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
Total from continuation sheets				

SPITZER FOUNDATION

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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
USA PROJECTS 5757 WILSHIRE BLVD, SUITE 580 LOS ANGELES, CA 90036	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	180.
EQUAL JUSTICE AMERICA 13540 EAST BOUNDARY ROAD, BUILDING II - SUITE 204 MIDLOTHIAN, VA 23112	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	150.
HILLEL AT STANFORD 565 MAYFIELD AVENUE STANFORD, CA 94305	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,000.
PROJECT EXTREME 335 CENTRAL AVENUE LAWRENCE, NY 11559	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
CONGREGATION BETH SHALOM 6800 35TH AVENUE NORTHEAST SEATTLE, WA 98115	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	4,100.
UNION FOR REFORM JUDAISM 633 THIRD AVENUE NEW YORK, NY 10017	NONE	509(A)(1) OR (2)	FOR GENERAL OPERATIONS	180.
Total from continuation sheets				

FORM 990-PF	OTHER INCOME	STATEMENT	1
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AIRPORT PRKNG, LLC	-58,305.	0.	
ICAHN ENTERPRISES LP	3.	-96.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-58,302.	-96.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,100.	1,275.		3,825.
TO FORM 990-PF, PG 1, LN 16B	5,100.	1,275.		3,825.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	1,864.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,864.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	125.	0.		125.
CHARITABLE CONTRIBUTIONS FROM K-1	16.	0.		16.
PORTFOLIO EXPENSES FROM ICAHN ENT.	88.	88.		0.
BANK CHARGES	37.	37.		0.

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MISCELLANEOUS	108.	0.	40.
MEALS	26.	0.	0.
TO FORM 990-PF, PG 1, LN 23	400.	125.	181.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
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DESCRIPTION	AMOUNT
BAINBRIDGE PARKING LLC - SERVICE FEE ADJ.	23,823.
TOTAL TO FORM 990-PF, PART III, LINE 3	23,823.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
AIRPORT PARKING LLC	567.
ICAHN ENTERPRISES	135.
UNREALIZED LOSS	16.
TOTAL TO FORM 990-PF, PART III, LINE 5	718.

FORM 990-PF OTHER NOTES AND LOANS REPORTED SEPARATELY STATEMENT 7

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
SOUTH 200TH STREET STATION LOAN			INTEREST ONLY	6.50%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
08/01/00	07/31/28	606,091.	NONE	0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
SECURED BY PURCHASED LAND - DT	TO PURCHASE PARKING LOT

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
	1,037,820.	0.	1,037,820.
TOTAL TO FORM 990-PF, PART II, LINE 7	1,037,820.	0.	1,037,820.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
RASER TECHNOLOGIES	0.	0.
OPTIVA	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ICAHN ENTERPRISES LP	COST	957.	957.
AIRPORT PARKING LLC	COST	-388,768.	0.
SOUND COMMUNITIES NORTHGATE PLAZA LLC	COST	570,622.	570,622.
TOTAL TO FORM 990-PF, PART II, LINE 13		182,811.	571,579.

FORM 990-PF

OTHER ASSETS

STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ICAHN DISTRIBUTION RECEIVABLE	140.	42.	42.
TO FORM 990-PF, PART II, LINE 15	140.	42.	42.

FORM 990-PF	LOANS PAYABLE TO OFFICER'S, DIRECTOR'S, ETC.	STATEMENT	11
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LENDER'S NAME AND TITLE

THE ESTATE OF JACK SPITZER

<u>DATE OF NOTE</u>	<u>MATURITY DATE</u>	<u>INTEREST RATE</u>	<u>TERMS OF REPAYMENT</u>
01/01/02	12/31/02	.00%	REVOLVING

SECURITY PROVIDED BY BORROWER

NONE

PURPOSE OF LOAN

TO FUND OPERATIONS

<u>DESCRIPTION OF CONSIDERATION</u>	<u>FMV OF CONSIDERATION</u>	<u>ORIGINAL LOAN AMOUNT</u>	<u>BALANCE DUE</u>
NONE	0.	40,000.	6,055.

TOTAL TO FORM 990-PF, PART II, LINE 20, COLUMN B

6,055.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT SPITZER 4617 FOREST AVE SE MERCER ISLAND, WA 98040	PRESIDENT 2.00	0.	0.	0.
KATHLEEN SPITZER 4617 FOREST AVE SE MERCER ISLAND, WA 98040	SECRETARY 2.00	0.	0.	0.
SAMARA I SPITZER 4617 FOREST AVE SE MERCER ISLAND, WA 98040	DIRECTOR 2.00	0.	0.	0.
PHILIP N SPITZER 4617 FOREST AVE SE MERCER ISLAND, WA 98040	DIRECTOR 2.00	0.	0.	0.
HARRY A SPITZER 4617 FOREST AVE SE MERCER ISLAND, WA 98040	DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.