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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

For calendar year 2012 or tax year beginning 10/01, 2012, and ending 09/30, 2013

Name of foundation
THE SPIEGEL FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
C/O BCRS ASSOCIATES, LLC Room/suite
77 WATER STREET, 9TH FLOOR

City or town, state, and ZIP code
NEW YORK, NY 10005

A Employer identification number
13-3318169

B Telephone number (see instructions)
(212) 440-0800

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 8,328,087.**

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

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 instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income N/A	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		NONE			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		5.	5.		ATCH 1
4 Dividends and interest from securities		213,976.	213,976.		ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		78,938.			
b Gross sales price for all assets on line 6a 497,495.					
7 Capital gain net income (from Part IV, line 2)			78,938.		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 3		29,466.			
12 Total. Add lines 1 through 11		322,385.	292,919.	0	
13 Compensation of officers, directors, trustees, etc.		140,000.	70,000.		70,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		13,747.	6,873.		6,874.
16a Legal fees (attach schedule) ATCH 4		1,000.			1,000.
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)		9,315.	9,315.		
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH 6		5,750.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 7		6,401.	671.		691.
24 Total operating and administrative expenses. Add lines 13 through 23		176,213.	86,859.		78,565.
25 Contributions, gifts, grants paid		283,418.			283,418.
26 Total expenses and disbursements Add lines 24 and 25		459,631.	86,859.	0	361,983.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-137,246.			
b Net investment income (if negative, enter -0-)			206,060.		
c Adjusted net income (if negative, enter -0-)				0	

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 NEW YORK, NY

LINE P

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	24,076.	5,515.	5,515.	
	2	Savings and temporary cash investments	40,383.	61,113.	61,113.	
	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 instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 8	4,439,146.	4,306,371.	6,466,989.	
	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) ATCH 9	750,286.	743,646.	1,794,470.		
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	5,253,891.	5,116,645.	8,328,087.		
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 ▶)				
23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	5,253,891.	5,116,645.		
	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 (see instructions)	5,253,891.	5,116,645.			
31	Total liabilities and net assets/fund balances (see instructions)	5,253,891.	5,116,645.			

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	5,253,891.
2	Enter amount from Part I, line 27a	2	-137,246.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,116,645.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,116,645.

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 PART IV SCHEDULE						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
(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						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				2	78,938.	
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) (see instructions). If (loss), enter -0- in Part I, line 8				3	0	

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	433,782.	7,880,502.	0.055045	
2010	377,346.	7,985,963.	0.047251	
2009	321,988.	7,879,096.	0.040866	
2008	453,157.	7,565,337.	0.059899	
2007	509,890.	9,149,259.	0.055730	
2 Total of line 1, column (d)			2	0.258791
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	0.051758
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4	8,218,065.
5 Multiply line 4 by line 3			5	425,351.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	2,061.
7 Add lines 5 and 6			7	427,412.
8 Enter qualifying distributions from Part XII, line 4 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			8	361,983.

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

Table with 11 rows for excise tax calculations. Includes fields for exempt operating foundations, domestic foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments, total credits and payments, tax due, and overpayment.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and a Yes/No column. Questions cover political campaign influence, political expenditures, unrelated business income, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of BCRS ASSOCIATES, LLC Telephone no 212-440-0800
Located at 77 WATER STREET, 9TH FLOOR NEW YORK, NY ZIP+4 10005
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
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? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-221 If "Yes," enter the name of the foreign country

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

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

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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)? 1b N/A
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c N/A
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? Yes X 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) 2b 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 X 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) 3b N/A
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)? (see instructions) 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

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)

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 (see 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
ATCH 10		140,000.	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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		0	0	0

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

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 instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶

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 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER INTERNAL	NONE
2 REVENUE CODE SECTION 501(C)(3).	
3 ----- -----	
4 ----- -----	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A ----- -----	NONE
2 N/A ----- -----	
All other program-related investments See instructions	
3 N/A ----- -----	
Total. Add lines 1 through 3 ▶	

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	6,483,606.
b	Average of monthly cash balances	1b	49,198.
c	Fair market value of all other assets (see instructions)	1c	1,810,409.
d	Total (add lines 1a, b, and c)	1d	8,343,213.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	8,343,213.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	125,148.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,218,065.
6	Minimum investment return. Enter 5% of line 5	6	410,903.

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	410,903.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,121.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,121.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	406,782.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	406,782.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	406,782.

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	361,983.
b	Program-related investments - total from Part IX-B	1b	
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	361,983.
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 (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	361,983.

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				406,782.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			349,181.	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 361,983.				
a Applied to 2011, but not more than line 2a			349,181.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				12,802.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				393,980.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE SCHEDULE ATTACHED				283,418.
Total ► 3a				283,418.
b Approved for future payment NONE				
Total ► 3b				

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other revenue, and Subtotal.

(See worksheet in line 13 instructions to verify calculations)

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**
► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. SPIEGEL FOUNDATION	Employer identification number (EIN) or 13-3318169
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BCRS ASSOCIATES, LLC; 77 WATER STREET - 9TH FL	Social security number (SSN)
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10005	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ► BCRS ASSOCIATES, LLC

Telephone No. ► 212-440-0811 Fax No. ► N/A

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until MAY 15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► calendar year 20 or

► tax year beginning OCTOBER 1, 20 12, and ending SEPTEMBER 30, 20 13

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	5,240.00
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	5,516.00
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.00

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					4,878.	
2,061.		SEC 1231 15% GAIN THRU KINDER MORGAN					2,061.	
		LTCG - SEE STATEMENT ATTACHED (A) PROPERTY TYPE: SECURITIES				P	VAR	VAR
75,028.		-5,738.					80,766.	
		LTCG - SEE STATEMENT ATTACHED (B) PROPERTY TYPE: SECURITIES				P	VAR	VAR
415,528.		424,295.					-8,767.	
TOTAL GAIN (LOSS)							<u>78,938.</u>	

THE SPIEGEL FOUNDATION

13-3318169

SUPPLEMENTARY STATEMENTS

PART: XV

LINE: 2

SUPPLEMENTAL INFORMATION

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE THE TRUSTEES CHOOSE THESE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATIONS' ACTIVITIES NO CONTRIBUTIONS, GRANTS, GIFTS, LOANS OR SCHOLARSHIPS ARE MADE TO INDIVIDUALS THE ORGANIZATION DOES NOT PRESENTLY RECEIVE APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
INTEREST ON CHECKING	5.	5.	
TOTAL	<u>5.</u>	<u>5.</u>	

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDENDS - GOLDMAN SACHS	61,509.	61,509.	
DIVS - KINDER MORGAN ENERGY PTRS LP	605.	605.	
INTEREST - KINDER MORGAN ENERGY PTRS LP	1,156.	1,156.	
INTEREST ON BONDS	150,195.	150,195.	
STCG DIVIDENDS	511.	511.	
TOTAL	<u>213,976.</u>	<u>213,976.</u>	

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORDINARY INCOME THRU: -KINDER MORGAN ENERGY PARTNERS, L.P-UBTI	29,466.		
TOTALS	<u>29,466.</u>		

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
SULLIVAN & CROMWELL LLP	1,000.			1,000.
TOTALS	<u>1,000.</u>			<u>1,000.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MGMT FEES	9,315.	9,315.		
TOTALS	<u>9,315.</u>	<u>9,315.</u>		

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL TAX PAID: BAL DUE W/ EXT FORM 990-PF FYE 9/30/12	2,500.			
FEDERAL TAX PAID: 3RD QTR FOR 990-PF FYE 9/30/2013	3,000.			
NYS ARTICLE 13 CORPORATION TAX BAL DUE W/ EXT FYE 9/30/12	250.			
TOTALS	<u>5,750.</u>			

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
NEW YORK STATE FILING FEE	250.			250.
PUBLIC NOTICE FEE	135.			135.
FOREIGN TAX THRU KINDER MORGAN	44.	44.		
INT EXP THRU KINDER MORGAN	627.	627.		
NON-DED EXP THRU KINDER MORGAN	80.			
IDC THRU KINDER MORGAN (UBTI)	4,959.			206.
BANK CHARGES	206.			100.
CHARITABLE EXPENSE	100.			
TOTALS	<u>6,401.</u>	<u>671.</u>		<u>691.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE LONG POSITION I ATTACHED	866,319.	801,244.	2,968,886.
SEE LONG POSITION II ATTACHED	3,572,827.	3,505,127.	3,498,103.
TOTALS	<u>4,439,146.</u>	<u>4,306,371.</u>	<u>6,466,989.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
KINDER MORGAN ENERGY PTRS, LP	-249,714.	-256,354.	646,304.
GS INVESTMENT PARTNERS	1,000,000.	1,000,000.	1,148,166.
TOTALS	<u>750,286.</u>	<u>743,646.</u>	<u>1,794,470.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
DEANNE SPIEGEL C/O BCBS ASSOCIATES, LLC 77 WATER STREET - 9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PART-TIME	0	0	0
ELANA B. SPIEGEL C/O BCBS ASSOCIATES, LLC 77 WATER STREET - 9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PART-TIME	70,000.	0	0
BRADLEY C. SPIEGEL C/O BCBS ASSOCIATES, LLC 77 WATER STREET - 9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PART-TIME	70,000.	0	0
<u>GRAND TOTALS</u>		<u>140,000.</u>	<u>0</u>	<u>0</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
THRU KINDER MORGAN ENERGY PTRS LP: -ORDINARY INCOME	523000	29,466.			
TOTALS		<u>29,466.</u>			

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust THE SPIEGEL FOUNDATION	Employer identification number 13-3318169
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Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back. ▶	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					4,878.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	74,060.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back. ▶	12	78,938.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		78,938.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		78,938.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16	()
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Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23.	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

THE SPIEGEL FOUNDATION
CHARITABLE CONTRIBUTIONS
 EIN: 13-3318169
 FYE: SEPTEMBER 30, 2013

DATE	CONTRIBUTION	CITY/STATE	AMOUNT
10/3/2012	METROPOLITAN MUSEUM OF ART	NEW YORK, NY	\$ 550
10/19/2012	CHILDREN'S MUSEUM OF MANHATTAN	NEW YORK, NY	\$ 100
1/14/2013	FRIENDS OF SANDS POINT PRESERVE	SANDS POINT, NY	\$ 400
1/25/2013	LIGHT ONE LITTLE CANDLE	PORT WASHINGTON, NY	\$ 100
1/25/2013	LANDMARK ON MAIN STREET	PORT WASHINGTON, NY	\$ 5,000
1/31/2013	KIDS IN DISTRESSED SITUATIONS	NEW YORK, NY	\$ 50
3/18/2013	FRIENDS OF SANDS POINT PRESERVE	SANDS POINT, NY	\$ 200
3/21/2013	CHILDREN'S TUMOR FOUNDATION	NEW YORK, NY	\$ 50,000
4/15/2013	AMERICAN FRIENDS OF THE ISRAEL MUSEUM	NEW YORK, NY	\$ 1,000
4/18/2013	PARK AVENUE SYNAGOGUE EARLY CHILDHOOD CENTER	NEW YORK, NY	\$ 1,000
4/23/2013	FRIENDS OF SANDS POINT PRESERVE	SANDS POINT, NY	\$ 2,500
5/28/2013	UNIVERSITY OF MICHIGAN HILLEL	ANN ARBOR, MI	\$ 8,500
6/7/2013	PARK AVENUE SYNAGOGUE	NEW YORK, NY	\$ 2,268
6/25/2013	UJA FEDERATION OF NEW YORK	NEW YORK, NY	\$ 3,600
7/3/2013	THE GREEN VALE SCHOOL	GLEN HEAD, NY	\$ 1,000
8/27/2013	PARK AVENUE SYNAGOGUE	NEW YORK, NY	\$ 11,650
9/3/2013	FRIENDS OF UNITED HATZALAH	NEW YORK, NY	\$ 32,000
9/19/2013	LANDMARK ON MAIN STREET	PORT WASHINGTON, NY	\$ 5,000
9/24/2013	NYU LANGONE MEDICAL CENTER	NEW YORK, NY	\$ 55,000
9/24/2013	PARK AVENUE SYNAGOGUE	NEW YORK, NY	\$ 25,000
9/26/2013	ST. FRANCIS RESEARCH AND EDUCATIONAL CORP	ROSLYN, NY	\$ 25,000
9/27/2013	FRIENDS OF SANDS POINT PRESERVE	SANDS POINT, NY	\$ 500
9/30/2013	NEW YORK PRESBYTERIAN FUND, INC	NEW YORK, NY	\$ 50,000
9/30/2013	THE RONALD MCDONALD HOUSE	NEW YORK, NY	\$ 3,000
TOTAL CONTRIBUTIONS PAID			\$ 283,418

*All contributions were made to the general purpose fund
 of public charitable organizations that were classified
 under IRC §501(c)(3).*

SPIEGEL FOUNDATION Brokerage # 1

Base Currency :USD
Positions as of 30-Sep-2013

Primary Investments Description	Qty	Latest Price (Base)	Mkt Val (Base)	Unit Cost (Base)	Original Cost With OID (Base)	Unrized Gain/Loss (Base)
DEPOSITS & MONEY MARKET FUNDS						
GS FINANCIAL SQUARE MONEY MARKET FUND - FST SHARES	14,954 39	1	14,954.39	1	14,954.39	0
OTHER FIXED INCOME						
GS HIGH YIELD FUND INSTITUTIONAL SHARES	43,563 70	7 23	314,965.57	7 1155	309,979.65	4,985.92
PUBLIC EQUITY - U.S. EQUITY						
COMCAST CORPORATION CMN CLASS A NON VOTING	9,932	43 35	430,552 20	1 9785	19,650 18	410,902.02
COMCAST CORPORATION CMN CLASS A VOTING	19,290	45 115	870,268 35	2 6803	51,703 15	818,565 20
GOLDMAN SACHS GROUP, INC (THE) CMN	5,450	158 21	862,244 50	19 024467	103,683.35	703,072 85
QUALCOMM INC CMN	3,250	67 32	218,790 00	0 06	812 50	218,595 00
SUB-TOTAL PUBLIC EQUITY - U.S. EQUITY			<u>2,581,855.05</u>		<u>175,849.18</u>	<u>2,151,135.07</u>
ASSET ALLOCATION INVESTMENTS						
GS EQUITY GROWTH STRATEGY PORTFOLIO INSTITUTIONAL SHARES	18,794 67	13.68	257,111.07	15 9865	300,460.93	-43,349.86
TOTAL LONG POSITION/PORTFOLIO			<u>2,968,886.08</u>		<u>801,244.15</u>	<u>2,112,771.13</u>

TOTAL LONG POSITION/PORTFOLIO 1

SPIEGEL FOUNDATION GS: Gov/Corp FI Brokerage # 2

Separate Account Strategy : GS: Government/Corporate Fixed Income

Base Currency :USD
Positions as of 30-Sep-2013

Primary Investments Description	Qty	Latest Price (Base)	Mkt Val (Base)	Unit Cost (Base)	Original Cost With OID (Base)	Unrzd Gain/Loss (Base)
DEPOSITS & MONEY MARKET FUNDS						
GS FINANCIAL SQUARE MONEY MARKET FUND - FST SHARES	29,579.92	1	29,579.92	1	29,579.92	0
GOVERNMENT / CORPORATE FIXED INCOME						
AMERICAN EXPRESS CREDIT CORP MTN 2.8% 09/19/2016 SER D SR LIEN	150,000	104.629	156,943.50	99.917	149,875.50	7,068.00
ASIAN DEVELOPMENT BK GLOBAL MTN 4.25% 10/20/2014 AO SER 174-00-1 SR LIEN	175,000	104.174	182,304.50	100.3623	178,360.00	6,670.52
AT&T INC. 5.5% 02/01/2018 M-W+25 00BP	150,000	113.373	170,059.50	111.0475	173,565.00	3,488.19
COMCAST CORPORATION 5.7% 07/01/2019 M-W+35 00BP	150,000	116.151	174,226.50	112.2245	174,165.00	5,889.80
CVS CAREMARK CORPORATION 6.6% 03/15/2019 M-W+50 00BP	150,000	119.475	179,212.50	115.5138	180,975.00	5,941.74
FFCB 3.0% 09/22/2014 MS	150,000	102.771	154,156.50	101.459	159,060.00	1,967.95
FFCB 5.125% 08/25/2016 FA	200,000	112.684	225,368.00	109.5555	232,960.00	6,256.98
FHLB 5.0% 11/17/2017 MN	200,000	115.214	230,428.00	113.2987	238,440.00	3,830.67
GENERAL ELECTRIC CAPITAL CORP 5.3% 02/11/2021	150,000	108.758	163,137.00	115.4657	174,393.00	-10,061.53
HEWLETT-PACKARD COMPANY 2.35% 03/15/2015 SR LIEN M-W+35 00BP	175,000	101.685	177,948.75	100.1342	175,549.50	2,713.92
HSBC USA INC. 5.0% 09/27/2020 SUB LIEN	150,000	107.19	160,785.00	106.1471	159,424.50	1,564.42
IADB 4.25% 09/14/2015 MS SER 96 SR LIEN	250,000	107.426	268,565.00	101.309	259,825.00	15,292.50
INVESCO FINANCE PLC 3.125% 11/30/2022 SR LIEN	125,000	92.852	116,065.00	99.921	124,901.25	-8,836.25
KFW 4.375% 07/21/2015 JJ SR LIEN	175,000	107.058	187,351.50	100.4441	177,686.25	11,574.32
ONTARIO (PROVINCE OF) 3.15% 12/15/2017	225,000	106.6	239,850.00	104.1184	238,050.00	5,583.51
PNC FUNDING CORP 2.7% 09/19/2016	175,000	103.931	181,879.25	100.1061	175,306.25	6,693.66
STARBUCKS CORPORATION 6.25% 08/15/2017 M-W+25 00BP	125,000	116.671	145,838.75	113.3703	148,587.50	4,125.94
TARGET CORPORATION 5.375% 05/01/2017 M-W+12 50BP	175,000	113.862	199,258.50	111.3256	205,257.50	4,438.63
THE TORONTO-DOMINION BANK 2.375% 10/19/2016 SR LIEN	150,000	103.43	155,145.00	99.444	149,166.00	5,979.00
SUB-TOTAL GOVERNMENT / CORPORATE FIXED INCOME			3,468,522.75		3,475,547.25	80,181.97

TOTAL LONG POSITION/PORTFOLIO

3,498,102.67

3,505,127.17

80,181.97

TOTAL LONG POSITION/PORTFOLIO II

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SPIEGEL FOUNDATION Brokerage 001-90734-4
 From 01-Oct-2012 To 30-Sep-2013

ATTACHMENT (A)

Base Currency :USD

Realized Gains/Losses Description	Trade Date	Date Sold Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
KINDER MORGAN ENERGY PARTNERS, L P UNITS REP L P INTS	20-Jan-99	1-Aug-13	304	\$ 24,985.59	\$ (9,209.68)	\$ 34,195.27	Long-Term
GOLDMAN SACHS GROUP, INC (THE) CMN	1-Dec-84	1-Aug-13	150	\$ 25,043.56	\$ 2,853.67	\$ 22,189.89	Long-Term
COMCAST CORPORATION CMN CLASS A NON VOTING	14-Aug-85	1-Aug-13	568	\$ 24,999.06	\$ 617.82	\$ 24,381.24	Long-Term
TOTAL LONG TERM CAPITAL GAIN/LOSS				\$ 75,028.21	\$ (5,738.19)	\$ 80,766.40	

REALIZED GAINS AND LOSSES

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SPIEGEL FOUNDATION GS: Gov/Corp FI
 From 01-Oct-2012 To 30-Sep-2013
 Separate Account Strategy : GS: Government/Corporate Fixed Income

Base Currency :USD

Realized Gains/Losses Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
KFW 4 375% 07/21/2015 JJ SR LIEN	15-Aug-08	27-Sep-13	75,000	\$ 80,417.25	\$ 76,200.00	\$ 4,217.25	Long-Term
INGERSOLL-RAND GL HLDG CO LTD 9.5% 04/15/2014 SR LIEN M-W+50.00BP	6-Oct-11	17-Jul-13	100,000	\$ 106,571.00	\$ 118,286.00	\$ (11,715.00)	Long-Term
COUNCIL OF EUROPE DEVELOPMENT 4.25% 04/22/2013 USD	15-Aug-08	22-Apr-13	150,000	\$ 150,000.00	\$ 153,309.00	\$ (3,309.00)	Long-Term
ASIAN DEVELOPMENT BK GLOBAL MTN 4.25% 10/20/2014 AO SER 174-00-1 SR LIE	15-Aug-08	1-Aug-13	75,000	\$ 78,540.00	\$ 76,500.00	\$ 2,040.00	Long-Term
TOTAL LONG TERM CAPITAL GAIN/LOSS				\$ 415,528.25	\$ 424,295.00	\$ (8,766.75)	