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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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▶ **Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE SPIONKOP CHARITABLE TRUST C/O CHARLES PRATT & COMPANY LLC		A Employer identification number 13-7087319
Number and street (or P O box number if mail is not delivered to street address) 355 LEXINGTON AVENUE NO 8TH FL	Room/suite	B Telephone number (see instructions) (212) 867-4444
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 100176603		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) ▶ \$ 2,849,339	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,511	3,511		
	4 Dividends and interest from securities.	41,430	41,430		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	234,589			
	b Gross sales price for all assets on line 6a 407,479				
	7 Capital gain net income (from Part IV, line 2) . . .		234,589		
	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) (attach schedule)					
11 Other income (attach schedule)	5,624	5,624			
12 Total. Add lines 1 through 11	285,154	285,154			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	250	125		125
	b Accounting fees (attach schedule)	6,000	3,000		3,000
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,094	3,294		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	40,934	30,232		10,702
	24 Total operating and administrative expenses. Add lines 13 through 23	51,278	36,651		13,827
	25 Contributions, gifts, grants paid	129,000			129,000
26 Total expenses and disbursements. Add lines 24 and 25	180,278	36,651		142,827	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	104,876				
b Net investment income (if negative, enter -0-)		248,503			
c Adjusted net income (if negative, enter -0-)					

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	25,597	25,746	25,746	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶ <u>896</u>				
	Less allowance for doubtful accounts ▶ _____		896	896	
	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				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)				
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ▶ _____				
Less accumulated depreciation (attach schedule) ▶ _____					
12 Investments—mortgage loans					
13 Investments—other (attach schedule)	1,967,961	2,024,846	2,822,697		
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)	1,993,558	2,051,488	2,849,339		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶ _____)	2,555	2,799		
23 Total liabilities (add lines 17 through 22)	2,555	2,799			
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 <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	1,299,204	1,299,204		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0		
	29 Retained earnings, accumulated income, endowment, or other funds	691,799	749,485		
30 Total net assets or fund balances (see page 17 of the instructions)	1,991,003	2,048,689			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,993,558	2,051,488			

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	1,991,003
2	Enter amount from Part I, line 27a	2	104,876
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	2,095,879
5	Decreases not included in line 2 (itemize) ▶ _____	5	47,190
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,048,689

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 Additional Data Table			
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	See Additional Data Table			
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
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	234,589
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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	132,186	2,387,338	0.055370
2011	123,895	2,440,215	0.050772
2010	122,295	2,220,949	0.055064
2009	137,270	1,874,150	0.073244
2008	143,726	2,532,728	0.056748
2	Total of line 1, column (d).		2 0.291198
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 0.058240
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 2,640,952
5	Multiply line 4 by line 3.		5 153,809
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 2,485
7	Add lines 5 and 6.		7 156,294
8	Enter qualifying distributions from Part XII, line 4.		8 142,827

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 page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax due'. Total amount owed is 387.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and substantial contributors. Includes 'Yes' and 'No' columns.

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of CHARLES PRATT COMPANY LLC Telephone no (212) 867-4444 Located at 355 LEXINGTON AVE NEW YORK NY ZIP+4 100176603			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, 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 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

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <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 2013?	1c		No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___			
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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___			
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 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b 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)? 5b</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p>	
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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
See Additional Data Table				

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				

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0
2	
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	
2	
All other program-related investments. See page 24 of the 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	2,653,605
b	Average of monthly cash balances.	1b	27,565
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,681,170
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	2,681,170
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	40,218
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,640,952
6	Minimum investment return. Enter 5% of line 5.	6	132,048

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	132,048
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	4,970
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,970
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	127,078
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	127,078
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	127,078

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	142,827
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	142,827
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	142,827

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				127,078
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			45,532	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>142,827</u>				
a Applied to 2012, but not more than line 2a			45,532	
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 2013 distributable amount.				97,295
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				29,783
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 organization 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))

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

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	129,000
b <i>Approved for future payment</i>				
Total			▶ 3b	0

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

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

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

Signature of officer or trustee, Date, Title, and a box for 'May the IRS discuss this return with the preparer shown below (see instr.)? Yes No'.

Paid Preparer Use Only section containing fields for Preparer's name, Signature, Date, Firm's name, address, EIN, and phone number.

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
26 2712 SHS BEACH COMMON TRUST	P	2005-11-30	2013-10-31
31 475 SHS BRAES FUNDS	P	2005-11-30	2013-10-31
22 0071 SHS WELWYN FUNDS	P	2005-11-30	2013-10-31
CP INTERNATINAL PARTNERS K-1	P		
CP INTERNATIONAL PARTNERS K-1	P		
BEACH COMMON TRUST FD K-1	P		
BEACH COMON TRUST FD K-1	P		
BRAES COMMON TRUST FD K-1	P		
BRAES COMMON TRUST FD K-1	P		
POPLAR	P		
POPLAR HILL COMMON TRUST K-1	P		
WELWYN COMMON TRUST K-1	P		
WELWYN COMMON TRUST K-1	P		
MANOR HOUSE K-1	P		
MANOR HOUSE COMMON TRUST FUND K-1	P		

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

(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)
50,000		36,420	13,580
140,000		97,578	42,422
50,000		37,646	12,354
		505	-505
19,559			19,559
1,245			1,245
16,148			16,148
1,312			1,312
35,706			35,706
		741	-741
4,422			4,422
8,807			8,807
40,487			40,487
3,958			3,958
35,835			35,835

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			13,580
			42,422
			12,354
			-505
			19,559
			1,245
			16,148
			1,312
			35,706
			-741
			4,422
			8,807
			40,487
			3,958
			35,835

Form 990PF Part VIII Line 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
MARY OFFUTT PRATT C/O CPCO 355 LEXINGTON AVE 8TH FLOOR NEW YORK, NY 100176603	TRUSTEE 0 00	0	0	0
DAVID O PRATT C/O CPCO 355 LEXINGTON AVE 8TH FLOOR NEW YORK, NY 100176603	TRUSTEE 0 00	0	0	0
THOMAS R PRATT C/O CPCO 355 LEXINGTON AVE 8TH FLOOR NEW YORK, NY 100176603	TRUSTEE 0 00	0	0	0
LAURA P GREGG C/O CPCO 355 LEXINGTON AVE 8TH FLOOR NEW YORK, NY 100176603	TRUSTEE 0 00	0	0	0
DOSORIS TRUST COMPANY C/O CPCO 355 LEXINGTON AVE 8TH FLOOR NEW YORK, NY 100176603	TRUSTEE 0 00	0	0	0

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BROOKLYN BOTANICAL GARDEN - ANNUAL FUND 1000 WASHINGTON AVE BROOKLYN, NY 11225	NONE	PUBLIC CHARITY	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION - CHARITABLE/EDUCATIONAL TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION	6,000
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS, MD 21403	NONE	PUBLIC CHARITY	TO ACCOMPLISH THE CHARITABLE PURPOSES OF THE FOUNDATION - CHARITABLE/ENVIRONMENTAL	2,500
CHOATE ROSEMARY HALL 333 CHRISTIAN STREET WALLINGFORD, CT 06492	NONE	PUBLIC CHARITY	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION - CHARITABLE/EDUCATIONAL	500
COLD SPRING HARBOR LABORATORY ANNUAL FUND 1 BUNG TOWN RD COLD SPRING HARBOR, NY 11724	NONE	PUBLIC CHARITY	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION - CHARITABLE/MEDICAL RESEARCH	7,000
DOSORIS CEMETERY TRUST C/O CP CO 355 LEXINGTON AVENUE NEW YORK, NY 10017	NONE	CEMETERY TRUST - 501	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION - CHARITABLE/CEMTERY TRUST	20,000
GARDEN CLUB OF AMERICA 14 EAST 60TH STREET NEW YORK, NY 100221006	NONE	PUBLIC CHARITY	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION - CHARITABLE/EDUCATIONAL-ENVIRONMENTAL	2,000
HIGHSTEAD FOUNDATION INC 127 LONETOWN ROAD PO BOX 1097 REDDING, CT 06875	NONE	PUBLIC CHARITY	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION - CHARITABLE/ENVIRONMENTAL	1,000
JENKINS ARBORETUM & GARDENS 631 BERWYN BAPTIST ROAD DEVON, PA 19333	NONE	PUBLIC CHARITY	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION - CHARITABLE/EDUCATIONAL-ENVIRONMENTAL TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION	3,000
LUSTGARTEN FOUNDATION 1111 STEWART AVE BETHPAGE, NY 11714	NONE	PUBLIC CHARITY	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION - CHARITABLE/MEDICAL RESEARCH	7,000
NATURE CONSERVANCY- NY STATE 4245 N FAIRFAX DRIVE ARLINGTON, VA 22203	NONE	PUBLIC CHARITY	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION - CHARITABLE/EDUCATIONAL-ENVIRONMENTAL	1,000
OUR LADY OF REFUGE 2020 FOSTER AVENUE NEW YORK, NY 11210	NONE	PUBLIC CHARITY	TO ACCOMPLISH THE CHARITABLE PURPOSES OF THE FOUNDATION - CHARITABLE/RELIGIOUS	5,000
PENNSYLVANIA HORTICULTURAL SOCIETY 100 N 20TH STREET - 5TH FLOOR PHILADELPHIA, PA 191031495	NONE	PUBLIC CHARITY	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION - CHARITABLE/EDUCATIONAL-ENVIRONMENTAL	1,500
PLANNED PARENTHOOD 70 SKYLINE DRIVE HAWTHORNE, NY 10532	NONE	PUBLIC CHARITY	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION - CHARITABLE/FAMILY PLANNING HEALTH CLINIC	1,000
PRATT INSTITUTE - THOMAS F AND TESS L SCHUTTE ENDOWED SCHOLARSHIP FUND 200 WILLOUGHBY AVENUE BROOKLYN, NY 11205	NONE	PUBLIC CHARITY	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION - CHARITABLE/EDUCATIONAL	50,000
PRATT INSTITUTE - TOWNHOUSE RENOVATION FUND 200 WILLOUGHBY AVENUE BROOKLYN, NY 11205	NONE	PUBLIC CHARITY	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION - CHARITABLE/EDUCATIONAL	10,000
Total				129,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
READY WILING AND ABLE - DOE FUND 1211 BAINBRIDGE ST PHILADELPHIA, PA 19147	NONE	PUBLIC CHARITY	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION - CHARITABLE/HOMELESSNESSTO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION	500
SAVE THE REDWOODS LEAGUE 114 SANSOME STREET SUITE 1200 SAN FRANCISCO, CA 94104	NONE	PUBLIC CHARITY	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION - CHARITABLE/ENVIRONMENTAL	5,000
SUNDARI FOUNDATION 445 GRAND BAY DRIVE PHB1 KEY BISCAWAYNE, FL 33149	NONE	PUBLIC CHARITY	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION - CHAIRTABLE/EDUCATIONAL	2,000
THE SHIPLEY SCHOOL 801 YARROW STREET BRYN MAWR, PA 19010	NONE	PUBLIC CHARITY	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION - CHARITABLE/MEDICAL/LEGAL/HOUSING	1,000
VASSAR COLLEGE 124 RAYMOND AVENUE POUGHKEEPSIE, NY 12604	NONE	PUBLIC CHARITY	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION - CHARITABLE/EDUCATIONAL	1,000
VNA HOSPICE OF SUFFOLK 505 MAIN STREET NORTHPORT, NY 11768	NONE	PUBLIC CHARITY	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION - CHARITABLE/MEDICAL	1,000
WILLIAMS COLLEGE 75 PARK STREET WILLIAMSTOWN, MA 01267	NONE	PUBLIC CHARITY	TO ACCOMPLISH THE CHARITABLE PURPOSE OF THE FOUNDATION - CHARITABLE/EDUCATIONAL	1,000
Total				129,000

TY 2013 Accounting Fees Schedule

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

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

TY 2013 Investments - Other Schedule

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

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN BRAES CTF	AT COST	495,928	734,890
INVESTMENT IN BEACH CTF	AT COST	246,585	353,836
INVESTMENT IN MANOR HOUSE CTF	AT COST	537,274	819,660
INVESTMENT IN WELWYN CTF	AT COST	264,448	375,762
INVESTMENT IN CP INT'L LP	AT COST	360,682	370,745
INVESTMENT IN POPLAR HILL CTF	AT COST	119,929	167,804

TY 2013 Legal Fees Schedule

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

EIN: 13-7087319

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

TY 2013 Other Decreases Schedule

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

EIN: 13-7087319

Description	Amount
PARTNERSHIP BOOK TO TAX DIFFERENCES	47,190

TY 2013 Other Expenses Schedule

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

EIN: 13-7087319

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUSTEE FEES	10,702	0		10,702
INVESTMENT FEES	30,232	30,232		0

TY 2013 Other Income Schedule

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

EIN: 13-7087319

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MANOR HOUSE COMMON FUND	5,624	5,624	5,624

TY 2013 Other Liabilities Schedule

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

EIN: 13-7087319

Description	Beginning of Year - Book Value	End of Year - Book Value
TRUSTEE FEES	2,555	2,799

TY 2013 Taxes Schedule

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

EIN: 13-7087319

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN WITHHOLDING TAXES	3,294	3,294		0
2013 FEDERAL ESTIMATED TAX PAYMENTS	800	0		0