Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label Otherwise, print or type See Specific Instructions.

Name of foundation
LAINOFF FAMILY FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address)
C/O HERTZ, HERSON & CO, 2 PARK AVE

Room/suite
1500

City or town, state, and ZIP code
NEW YORK, NY 10016

A Employer identification number
13-3949510

B Telephone number

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 ▶☐

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)*
▶$ 3,593,016.

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))

		(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	250.		N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	3,147.	3,147.		STATEMENT 1
4	Dividends and interest from securities	35,797.	35,797.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-55,245.			
b	Gross sales price for all assets on line 6a 779,115.				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	**Total**. Add lines 1 through 11	-16,051.	38,944.		
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				
b	Accounting fees				
c	Other professional fees				
17	Interest				
18	Taxes STMT 3	-1,554.	20.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 4	8,537.	8,218.		290.
24	**Total operating and administrative expenses** Add lines 13 through 23	6,983.	8,238.		290.
25	Contributions, gifts, grants paid	234,000.			234,000.
26	**Total expenses and disbursements** Add lines 24 and 25	240,983.	8,238.		234,290.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-257,034.			
b	**Net investment income** (if negative, enter -0-)		30,706.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions**

Part II	**Balance Sheets** Attached schedules and amounts in the description column should be for end-of year amounts only	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	3,202,644.	223,222.	223,222.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations STMT 5	0.	856,157.	858,448.
b	Investments - corporate stock STMT 6	467,681.	505,228.	632,100.
c	Investments - corporate bonds STMT 7	0.	1,826,284.	1,876,846.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other			
14	Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
15	Other assets (describe ▶ STATEMENT 8)	0.	2,400.	2,400.
16	**Total assets** (to be completed by all filers)	3,670,325.	3,413,291.	3,593,016.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	3,670,325.	3,413,291.	
30	**Total net assets or fund balances**	3,670,325.	3,413,291.	
31	**Total liabilities and net assets/fund balances**	3,670,325.	3,413,291.	

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	3,670,325.
2	Enter amount from Part I, line 27a	2	-257,034.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,413,291.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,413,291.

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	SCHEDULE ATTACHED			
b	BRISTOL MYERS SQUIBB LITIGATION			
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	779,072.		834,360.	-55,288.
b	43.			43.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-55,288.
b				43.
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 -55,245.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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))
2008	125,298.	4,120,366.	.030409
2007	102,778.	3,682,593.	.027909
2006	90,278.	2,402,161.	.037582
2005	68,528.	2,059,278.	.033278
2004	68,774.	1,665,638.	.041290

2	**Total** of line 1, column (d)	2	.170468
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	.034094
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,597,963.
5	Multiply line 4 by line 3	5	122,669.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	307.
7	Add lines 5 and 6	7	122,976.
8	Enter qualifying distributions from Part XII, line 4	8	234,290.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	307.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	307.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	307.
6	Credits/Payments:				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,108.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	4,108.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,801.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 320. **Refunded** ▶			11	3,481.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ HERTZ, HERSON & CO, LLP Telephone no ▶

Located at ▶ 2 PARK AVENUE, NEW YORK, NY ZIP+4 ▶10016

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly):				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
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 2009?		1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
If "Yes," list the years ▶ _____, _____, _____, _____				
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2009 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 2009.)*	N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CAROLE LAINOFF 205 WEST 76TH STREET NEW YORK, NY 10023	PRES/DIR 0.00	0.	0.	0.
STEVEN LAINOFF 1156 ORLO DRIVE MCLEAN, VA 22102	DIR/TREAS 0.00	0.	0.	0.
MICHAEL LAINOFF 4935 HILLBROOK LANE NW WASHINGTON, DC 20016	DIR/TREAS 0.00	0.	0.	0.

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

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

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

Form **990-PF** (2009)

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions. 3 NONE	0.
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	1,939,678.
b	Average of monthly cash balances			1b	1,713,076.
c	Fair market value of all other assets			1c	0.
d	**Total** (add lines 1a, b, and c)			1d	3,652,754.
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	3,652,754.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	54,791.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	3,597,963.
6	**Minimum investment return** Enter 5% of line 5			6	179,898.

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	179,898.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	307.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	307.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	179,591.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	179,591.
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	179,591.

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	234,290.
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	234,290.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	307.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	233,983.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				179,591.
2 Undistributed income if any, as of the end of 2009				
a Enter amount for 2008 only			201,913.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 234,290.				
a Applied to 2008, but not more than line 2a			201,913.	
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 2009 distributable amount				32,377.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				147,214.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. 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 the instructions.)

1 Information Regarding Foundation Managers:

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

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 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*				
SCHEDULE ATTACHED	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	234,000.
Total			▶ 3a	234,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,147.	
4 Dividends and interest from securities			14	35,797.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-55,245.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		-16,301.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 -16,301.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No ▼	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 (other than by providing funds for such purposes).

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

			Yes	No
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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

▶ Carole Lainoff Date ▶ PRESIDENT

Signature of officer or trustee Date Title

Paid Preparer's Use Only

Preparer's signature ▶ Date 5/20/2010 Check if self-employed ▶ ☐ Preparer's identifying number P00106852

Firm's name (or yours if self employed), address, and ZIP code ▶ HERTZ, HERSON & COMPANY, LLP

TWO PARK AVENUE

NEW YORK, NY 10016

EIN ▶

Phone no. 212-686-7160

Form 990-PF (2009)

EXTENSION ATTACHED

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- 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

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

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print

File by the due date for filing your return See instructions

Name of Exempt Organization: LAINOFF FAMILY FOUNDATION INC.

Employer identification number: 13-3949510

Number, street, and room or suite no If a P O box, see instructions: C/O HERTZ, HERSON & COMPANY, 2 PARK AVENUE

City, town or post office, state, and ZIP code For a foreign address, see instructions: NEW YORK, NY 10016

Check type of return to be filed (file a separate application for each return)

☐ Form 990	☐ Form 990-T (corporation)	☐ Form 4720
☐ Form 990-BL	☐ Form 990-T (sec 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
☒ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ▶ ______

Telephone No ▶ ______ FAX No ▶ ______

- 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 will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15 , 2010 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☒ calendar year 2009 or
▶ ☐ tax year beginning ______ , ______ , and ending ______ , ______

2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 0
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 0

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 4-2009)

JSA
9F8054 2 000

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
NEUBERGER BERMAN - NOMINEE	3,147.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,147.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACCRUED INTEREST PAID	-15,796.	0.	-15,796.
NEUBERGER BERMAN - NOMINEE	51,593.	0.	51,593.
TOTAL TO FM 990-PF, PART I, LN 4	35,797.	0.	35,797.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX REFUND	-1,574.	0.		0.
FOREIGN TAX W/H	20.	20.		0.
TO FORM 990-PF, PG 1, LN 18	-1,554.	20.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	8,218.	8,218.		0.
NY STATE FILING FEE	250.	0.		250.
STATUTORY ADVERTISEMENT	40.	0.		40.
PENALTY & INTEREST	29.	0.		0.
TO FORM 990-PF, PG 1, LN 23	8,537.	8,218.		290.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	X		856,157.	858,448.
TOTAL U.S. GOVERNMENT OBLIGATIONS			856,157.	858,448.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			856,157.	858,448.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	505,228.	632,100.
TOTAL TO FORM 990-PF, PART II, LINE 10B	505,228.	632,100.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	1,826,284.	1,876,846.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,826,284.	1,876,846.

FORM 990-PF OTHER ASSETS STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	0.	2,400.	2,400.
TO FORM 990-PF, PART II, LINE 15	0.	2,400.	2,400.

Lainoff Family Foundation Inc
EIN 13-3949510
Attachment to Form 990-PF, Part II
December 31, 2009

	DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
100,000	Federal Home Loan Bank 1 250%	99,925 00	99,343 00
50,000	Federal Home Loan Bank 2 070%	50,000 00	50,002 00
100,000	Federal Farm Credit Bank 1 820%	100,000 00	99,363 00
50,000	Federal Farm Credit Bank 2 500%	50,062 50	50,164 50
100,000	Federal Home Loan Bank 2 600%	100,000 00	99,861 00
100,000	Federal Home Loan Bank 2 420%	99,937 50	99,324 00
100,000	Federal Home Loan Bank 2 850%	99,739 00	100,084 00
50,000	Federal Home Loan Bank 3 275%	49,992 19	50,153 00
50,000	Federal Home Loan Bank 3 000%	49,992 19	49,846 50
50,000	Federal Farm Credit Bank 3 800%	49,781 25	50,015 50
50,000	US Tsy Nt 05 yr Inflation Indexed 1 250%	50,920 57	52,783 93
50,000	US Tsy Nt 10 yr Inflation Indexed 2 000%	55,807 25	57,507 68
	Investments - U S and state government obligations	856,157 45	858,448 11
1,500	Apache Corp	63,037 20	154,755 00
4,400	EMC Corp-Mass	64,679 11	76,868 00
4,300	EMC Corp-Mass	68,292 82	75,121 00
40	Google Inc Cl A	17,975 20	24,799 20
450	Ishares Tr FTSE Xinhua China 25 Index Fund	18,953 96	19,017 00
200	Ishares Tr FTSE Xinhua China 25 Index Fund	8,421 46	8,452 00
2,200	Johnson & Johnson	135,813 04	141,702 00
600	Philip Morris International Inc	28,307 94	28,914 00
550	Range Resources Corp	26,890 60	27,417 50
200	SPDR Gold Tr Gold Shs	18,745 98	21,462 00
150	SPDR Gold Tr Gold Shs	14,563 05	16,096 50
400	State Street Corp	20,179 96	17,416 00
350	United Parcel Svc Inc Cl B	19,367 39	20,079 50
	Investments - corporate stock	505,227 71	632,099 70
75,000	Allied Waste North Amer Inc Sr Nt 6 125%	76,968 75	76,303 50
50,000	Anadarko Pete Corp Sr Note 5 950%	49,021 75	54,084 50
50,000	BHP Billiton Finance USA Note 4 800%	49,991 00	53,220 00
100,000	Diageo Capital PLC Gtd Note 4 375%	102,349 00	101,344 00
50,000	Exelon Corp Note 4 900%	46,563 25	51,580 00
50,000	Goldman Sachs Group Inc 5 625%	50,388 00	51,068 00
50,000	JPMorgan Chase & Co Note 4 650%	49,687 75	52,671 50
50,000	Kinder Morgan Energy Partners LP 5 000%	50,474 50	52,490 50
50,000	Marsh & McLennan Cos Inc Note 5 150%	49,000 00	51,257 50
75,000	Merck & Co Inc Note 1 875%	76,086 75	75,706 50
50,000	Microsoft Corp Note 2 950%	50,844 00	50,535 50
50,000	Motorola Inc Notes 8 000%	50,437 50	53,474 00
50,000	Potash Corp Sask Inc Sr Notes 5 250%	49,972 25	53,730 00
100,000	Procter & Gamble Int'l Fndg SCA 1 350%	100,517 00	100,514 00
50,000	State Street Corp Sr Note 4 300%	50,195 25	51,740 00
50,000	Unilever Cap Corp 3 650%	49,642 50	51,494 00
50,000	UnitedHealth Group Inc Note 5 500%	49,947 50	53,383 50
90,000	Wal Mart Stores Inc Notes 3 200%	92,089 80	91,651 50
50,000	XTO Energy Inc Sr Note 5 000%	49,122 25	53,968 50
50,000	Yum Brands Inc 4 250%	50,197 50	50,150 00
50,000	Church & Dwight Inc Sr Sub Nt 6 000%	50,125 00	50,875 00

Lainoff Family Foundation Inc
EIN 13-3949510
Attachment to Form 990-PF, Part II
December 31, 2009

	DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
50,000	NRG Energy Inc Sr Note 7 250%	48,750 00	50,625 00
25,000	Range Res Corp Sr Sub Note 6 375%	24,312 50	24,812 50
50,000	Bear Stearns Cos Inc Fltg Rt Nt	49,407 00	49,741 00
50,000	Berkshire Hathaway Fin Corp Gtd Sr Fl Rt	49,346 50	50,103 50
50,000	CVS Caremark Corp Sr Fltg Rt Nt	49,275 00	50,020 50
50,000	John Deere Cap Corp Fltg Rt Note	47,900 00	50,304 00
50,000	Freeport-McMoran Copper Inc Sr Fltg Rt Nt	48,750 00	49,719 00
50,000	General Mills Inc Fltg Rt Note	49,577 50	50,000 50
50,000	Hewlett Packard Co Global Fltg Rt Note	48,400 00	49,995 50
50,000	IBM Corp Sr Fltg Rate Note	49,337 50	50,444 50
50,000	Martin Marietta Matls Inc Sr Fltg Rt Nt	47,712 50	49,779 00
35,000	Prudential Finl Inc Mtns Fltg Rt Nt	34,980 75	34,939.10
35,000	UnitedHealth Group Inc Fltg Rt Note	34,913 24	35,119.70
	Investments - corporate bonds	1,826,283.79	1,876,845 80

Lainoff Family Foundation
Attachment to Form 990-PF Schedule XV
EIN 13-3949510
December 31, 2009

Name	Amount
Arlington Free Clinic	37,500 00
Aspen Chapel	5,000 00
DC RBI Batter Up Foundation	5,000 00
Bread for the City	5,000 00
Bright Beginnings	4,000 00
Capitol Area Food Bank	5,000 00
DC Arts Collaborative	4,000 00
DC Campaign to Prevent Teen Pregnancy	2,000 00
DC Central Kitchen	5,000 00
DC Scores	2,500 00
Downtown Clusters Geriatric Day Care Center	2,000 00
Fairfax CASA	5,000 00
Food for Others	15,000 00
Higher Achievement	4,000 00
Horizons of Greater Washington	3,000 00
Horton's Kids	3,000 00
Life Pieces to Masterpieces	5,000 00
The Madeira School	5,000 00
Main Street Child Development Center	10,000 00
Mary's Center	4,000 00
Mentors Inc	2,000 00
National Capitol Poison Control Center	12,500.00
Northwestern University	5,000 00
Our Daily Bread	22,500 00
The Reading Connection	2,500 00
Safe Shores-DC Children's Advocacy Center	4,000.00
Signature Theatre	3,000 00
Sitar Arts Center	10,000 00
So Others Might Eat	13,000 00
Thrive DC	2,500 00
Tufts University	5,000 00
Washington Nationals Dream Foundation	6,000 00
WEAVE	7,500 00
Young Playwrights Theatre	7,500 00
	234,000 00

Lainoff Family Foundation Inc
Ein 13-3949510
Attachment to Form 990-PF, Part IV
December 31, 2009

		Maturity Date	Date Bought	Date Sold	Sales Proceeds	Cost or Other Basis	Short-Term Gain/(Loss)
30	Berkshire Hathaway Inc Cl B		03/03/2008	02/25/2009	69,503 08	135,859 45	(66,356 37)
50,000	Comcast Corp New Fltg Rate Note	07/14/2009	04/16/2009	07/14/2009	50,000 00	49,990 00	10 00
50,000	Anadarko Pete Corp Sr Fltg Rate Note	09/15/2009	04/17/2009	06/30/2009	50,000 00	49,933 50	66 50
50,000	Time Warner Inc Fltg Rate Note	11/13/2009	04/08/2009	11/13/2009	50,000.00	49,265 00	735 00
50,000	Home Depot Inc SrFltg Rate Note	12/16/2009	07/09/2009	12/16/2009	50,000 00	49,897 48	102 52
50,000	Allied Waste North Amer Inc Sr Nt 6 375%	04/15/2011	05/04/2009	09/30/2009	52,937 50	50,437 50	2,500 00
50,000	Freeport-McMoran Copper Inc Nt 6 875%	02/01/2014	05/19/2009	08/20/2009	51,719 00	49,687 50	2,031 50
50,000	Norfolk Southern Corp Sr Nt 5 750%	04/01/2018	03/23/2009	12/08/2009	54,912 50	49,701 75	5,210 75
50,000	Federal Home Loan Bank 1 250%	09/28/2011	09/17/2009	12/28/2009	50,000 00	49,975 00	25 00
50,000	Federal Home Loan Bank 2 250%	04/09/2012	04/13/2009	09/23/2009	50,000 00	50,037 50	(37 50)
100,000	Federal Farm Credit Bank 2 150%	10/22/2012	09/03/2009	12/03/2009	100,000 00	99,950 00	50 00
50,000	Federal Home Loan Bank 2 600%	06/04/2013	05/20/2009	11/23/2009	49,999 97	50,062 50	(62 53)
50,000	Federal Home Loan Bank 2 950%	07/23/2013	08/11/2009	10/23/2009	50,000.00	49,937 50	62 50
50,000	Federal Farm Credit Bank 3 400%	06/23/2014	06/19/2009	09/23/2009	50,000 00	49,625 00	375 00
					779,072 05	834,359 68	(55,287 63)